

**BYLAWS OF  
CATHLAMET COLUMBIA RIDGE ESTATES HOMEOWNERS ASSOCIATION**

ARTICLE I

Definitions

- 1.1. "Association" shall mean and refer to the Cathlamet Columbia Ridge Estates Homeowners Association, a Washington nonprofit corporation, notwithstanding the name defined in any plat or declarations governing the same.
- 1.2. "Members" shall mean any individual that owns real property that lines within the subdivision known as Columbia Ridge Estates and the attached legal description of said development and shall include all existing and proposed phases accordingly. Except any property owners in Phase 2 who has not voluntarily joined the Association.
- 1.3. "Common area" means any property owned, or otherwise maintained, repaired or administered by the Association.
- 1.4. "Common expense" means the costs incurred by the Association to exercise any of its powers or maintain the Common areas, if any.
- 1.5. "Governing documents" means the Articles of Incorporation, these Bylaws, the plat, the declarations of covenants, conditions, and restrictions (CCRs), as may be amended from time to time, rules and regulations of the Association, or other written instruments by which the Association has the authority to exercise any of the powers provided for by law or to manage, maintain, or otherwise affect the property under the jurisdiction and control of the Association.

ARTICLE 2.

Offices

- 2.1. **"Principal Office". The principal office of the Association shall be that of the current President Serving the Association. The mailing address shall be:**

**Columbia Ridge Estates  
Home Owners Association  
PO Box 816  
Cathlamet, WA 98612**

- 2.2. "Registered Office/Agent. The registered office and the registered agent located at such office shall be that set forth in the Articles of Incorporation of the Association, or any instrument filed with the Washington Secretary of State amending the same.
- 2.3. "Other Offices". The Association may also, where/when necessary or convenient to the accomplishment of its purposes, maintain offices or facilities elsewhere within the State of Washington of such nature and at such locations as the Board of Directors may, from time to time, determine.

ARTICLE 3.  
Association Jurisdiction.

The jurisdiction of the Association shall include any portion of the real property legally described as Cathlamet Columbia Ridge Estates Homeowners Association, recorded in Book of Plats, Wahkiakum County, State of Washington.

ARTICLE 4.  
Purposes

The purposes for which the Association is formed are those set forth in its Articles of incorporation as from time to time amended and to do all other things incidental, necessary, convenient or expedient for the attainment of the purposes therein set forth and for the accomplishment of the duties and responsibilities imposed upon the Association by the laws of the State of Washington and these Bylaws.

ARTICLE 5.  
Ownership

5.1. Members. Every person or entity who is an Owner of a fee, or undivided fee interest, in all existing and proposed lots known as Columbia Ridge Estates and legally described as per addendum "A", attached, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from the fee ownership of any Lot which is subject to covenants, conditions, restrictions, and assessments of the Association.

5.2. Membership Meetings.

5.2.1. Annual Meeting: The first meeting of the membership after incorporation shall be held within 90 of registering the formal incorporation documents with the state of Washington. Each subsequent annual meeting of the members of the Association shall be held during the month of January of each year. At such meeting there shall be elected a Board of Directors, if necessary, in accordance with Section 6.6 of these Bylaws. The members may also transact such other business as may properly come before the meeting.

5.2.2. Regular Meetings: The Board of Directors by resolution may set a schedule for regular meetings of the members for the ensuing year. Notice of regular meetings shall be provided as set forth in section 5.4.

5.2.3. Special Meetings: Special meetings of the members may be called by the president, a majority of the Board of Directors, or by owners having 10% of the votes

in the Association. Notice of special meetings shall be provided as set forth in section 5.4.

5.3. Place of Meetings: Meetings of the membership shall be held at any suitable place convenient to the members as may be designated by the Board of Directors and set forth in notices of such meetings.

5.4. NOTICE OF MEMBER MEETINGS: For any meeting of the members, the secretary or other officer of the Association specified in the BYLAWS shall cause notice of meetings to be telephoned, e-mailed, or by United States mail to the mailing address, email address or number of each member or to any other addresses/numbers designated in writing by the members. The notice shall state the time and place of the meeting, the purpose for which the meeting is called and the business to be placed on the agenda by the Board of Directors for a vote by the members, including the general nature of any proposed amendment to the Articles of Incorporation, Bylaws, any proposed budget, changes in the previously approved budget that result in a change of assessment obligation, any proposal to remove a director, or any amendment to the Declaration. The notice shall be given not less than 7 days or more than 30 days in advance of any meeting.

5.5. QUORUM. Directors meetings: A majority of the number of directors as fixed by these Bylaws shall be necessary to constitute a quorum for the transaction of business, except to adjourn. Consent or agreement by a majority of the Directors by email on any subject shall constitute a valid approval, accordingly. Every act or decision made or done by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. Membership meeting: 25% of the general voting membership shall constitute quorum for a duly called membership meeting.

5.6. VOTING:

5.6.1. At each meeting of the members, each Lot owner shall have one vote and may be represented by proxy executed in writing by the member, or by the member's duly authorized attorney-in-fact (the "Voting member"), or as otherwise permitted by the CCRs. The existing RV storage facility as identified on the Plat of record shall be considered the equivalent of 4 lots with the associated voting rights and the obligations, thereto.

5.6.2. When a quorum is present at any meeting, the vote of a majority of the voting members represented in person or by written proxy shall decide any question brought before such meeting, and such vote shall be binding upon all members, unless the question is one upon which, express provision of the articles of incorporation, or these Bylaws, a different vote is required, in which case such express provisions shall be given and control the decision of such question.

5.7. PROXIES: All proxies shall be in writing and the proxy shall be filled with the Secretary of the Association prior to the meeting at which the proxies are being used. A notation of the member votes represented by proxies shall be made in the minutes of the meeting. Every proxy shall be valid for such meeting stated, or until it is earlier revoked, and shall automatically cease upon conveyance of the member(s)' Interest in the lot or lots in the Association jurisdiction.

5.8. WAIVER OF NOTICE: Any member may, in writing, waive notice of any meeting before, at, or after the meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member whether in person or by proxy at any membership meeting shall be a waiver of notice of the time and place of the meeting, except where a member attends a meeting for the express purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened.

5.9. CONSENT TO ACTIONS WITHOUT MEETING: Whenever the vote of the members is required, the meeting and the vote of the members may be dispensed with if all members who would have been entitled to vote upon the action shall consent in writing to such action being taken, and, unless otherwise provided in the consent such action shall be effective when the last member signs the same.

5.10. MAIL-IN BALLOTS: Whenever the vote of the members is required, the vote may be taken by USPS mail or electronic Email ballot provided that full instructions for ballot are provided with or otherwise set forth in the notice for a meeting established for the actions upon which the ballots will be cast and that such instructions are not in contrast to any provisions contained in the Articles of Incorporation, or these Bylaws. All mail-in ballots shall be sent to Secretary of the Association and must be received prior to the date and time set for the meeting.

## ARTICLE 6.

### Directors

6.1. NUMBER: A board of directors consisting of no more than seven (5); and no less than three (3) directors shall manage the affairs of the Association. The number of directors may be increased or decreased from time to time by majority approval of the members provided that a decrease shall not have the effect of shortening the term of any incumbent director.

6.2. QUALIFICATION: A director may or may not be a member of the Association provided he/she is duly elected by the membership.

6.3. AUTHORITY AND POWER OF THE BOARD OF DIRECTORS: The management of the affairs, property, and interest of the Association shall be vested in the Board of Directors, in addition to the power and authorities expressly conferred upon it by these Bylaws, or in the

Articles of Incorporation, the BOD may exercise all such powers of the Association and do all such lawful acts and things as are not directly or required to be exercised or done by the members of the Association by statute or by the Articles of Incorporation or by the Bylaws, including, but not limited to, the following items:

1. To levy and collect assessments, annually, quarterly, monthly, or otherwise, to cover the operating, repairing, improving, insuring and maintaining Association Property.
2. To use and expend the assessments collected to maintain, improve, pay taxes, care for, replace and preserve Association Property.
3. To make, or contract to have made, repairs, restoration or alteration of Association Property after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings;
4. To employ managers or independent contractors, including, but not limited to, legal counsel accountants and such other professionals and/or consultants as the Board Of Directors deem necessary or appropriate, or such other employees as the Board deems necessary and to prescribe their duties;
5. To open bank accounts on behalf of the Association and to designate the signatories to such bank accounts;
6. To make reasonable rules and regulations and to amend the same from time to time.
7. To collect assessments by suit and seek damages from members for violations of the declarations or rules and regulations herein referred to or otherwise adopted by the Board. Such rules and regulations, and amendments thereto, shall be binding upon the members when the Board has approved them in writing and mailed a copy of such rules and regulations and all amendments, to each member at the address of record for each member with the Association.
8. To bring and defend actions by or against one or more existing or former members, directors, officers, or agents pertinent to the operation of the Association and to levy special assessments to pay the cost of such litigation.

6.4. The Board of Directors shall not have the authority to act on behalf of the Association in the following matters, which authority is reserved unto majority rule of the members:

1. To amend the Articles of Incorporation.
2. Borrow money on behalf of the membership.
3. To take any action that requires the vote or approval of the owners.
4. To terminate the Association.
5. To elect members of the Board of Directors.
6. To sell association assets.
7. To collect financial compensation except for reimbursement of an approved expense.
8. To determine the qualifications, powers, and duties, or terms of office of the members of the Board of Directors; provided, however, the Board of Directors may fill vacancies in its membership of the unexpired portion of any term.

6.5. DUTIES OF BOARD OF DIRECTORS. It shall be the duty of the Board of Directors to:

1. Cause to be kept a complete record of all its acts and corporate affairs and to present statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth of the member votes.
2. Appoint officers, if desired, within the elected Directors; and appoint individual or committees from the membership to carry out duties consistent within the board's duties and tasks.
3. Supervise all officers, agents, and employees of this Association and to see that their duties are properly performed;
4. As more fully provided herein and to the extent provided in the declaration, establish, levy, assess, and collect assessments or charges referred to in the declarations and the Bylaws as applicable to the Association;
5. To send written notice of each assessment to every owner a contract purchaser subject thereto at least 30 days in advance of each annual or special assessment period;
6. Issue, or to cause an appropriate officer to issue, upon demand by any person, a statement setting forth whether any assessment has been paid; a reasonable charge may be made by the Board for the issuance of such statement. Such statement shall be conclusive evidence of any assessment therein stated to have been paid;
7. Procure and maintain adequate liability insurance, and to procure adequate hazard insurance on property owned by the Association, if any, Cause any common areas, if any, owned by the Association to be maintained.

6.6 ELECTION OF DIRECTORS AND TERM.

6.6.1. The initial Board of directors named in the Articles of Incorporation shall serve until the end of January 2011 regardless of when they took office.

6.6.2. At the January 2011 annual meeting of the members, the members shall elect a minimum of three directors by secret ballot to serve either a one, two, or three year term. Thereafter, elections shall be held each year at the annual general membership meeting filling any scheduled vacancy or any early vacancy that might occur prior to the normal expiration of the director's term, which instance the procedure set forth in section 6.10 below shall apply. All subsequent directors for subsequent terms shall serve for two-year terms, unless they shall earlier resign or be pursuant to these Bylaws. Each year, the BOD shall hold a meeting in February, after the election of new Board members, if any, to appoint officers among themselves, set a regular meeting schedule and conduct other business.

6.7 REMOVAL OF DIRECTORS. Any one or more of the directors may be removed either with or without cause, at any time by a majority of the votes cast by members represented in person or by proxy at a meeting of members called for that purpose at which a quorum is present. At such meeting a successor may then and there be elected to fill the vacancy upon the majority votes represented in person or by proxy at such meeting. Such successor shall serve

for the unexpired term of the member. Any director whose removal has been proposed shall be given an opportunity to be heard at the meeting.

6.8 ABSENT DIRECTORS. If a director is absent from three or more consecutive regular meetings of the BOD, the remaining directors may declare the position of such director vacant, which vacancy shall be filled in the manner set forth in 6.10.

6.9 RESIGNATION OF DIRECTORS. Any director may resign at any time by delivering in person or by certified mail a written notice of such resignation to the BOD by and through the Association's president or Secretary.

6.10. VACANCIES. Whenever any vacancy occurs in the BOD by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining directors of the Board at a regular or special meeting of the Board. The person so chosen shall hold office until their successor is elected and qualified pursuant to these Bylaws.

6.11. REMUNERATION. No stated salary shall be paid to directors, as such, for services, but by resolution of the BOD, directors may be reimbursed for expenses incurred in carrying out their duties on behalf of the Association.

6.12. LOANS. The Association shall not loan money or credit to its directors.

6.13. MEETINGS OF THE BOARD.

6.13.1. Regular meetings. The first meeting of an incoming board shall set a schedule of regular meetings of the Board. Notice of regular meetings shall be handled as set forth in section 5.4.

6.13.2. Special Meetings. Special meetings of the BOD may be called any time by the President or upon written request by a majority of directors in office. Special meetings shall be held at the registered office of the Association or at such place or places that the directors may from time to time designate.

6.13.3. Open and Closed Meetings. All meetings of the Board shall be open for observation by all lot owners of record and their authorized agents, however, upon a motion duly made a seconded and the affirmative vote of the directors present open meeting to assemble in closed session, the Board may convene in closed executive session to consider the following matters:

- 1 .To discuss personnel matters.

2. To consult with legal counsel or consider communications with counsel.
3. To discuss likely or pending litigation
4. To discuss matters involving possible violations of the governing documents of the Association; and
5. To discuss matters involving the possible liability of an owner to the Association.

6.13.4. The motion shall state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session shall be included in the minutes. The BOD shall restrict the consideration of matters during the closed portions of the meetings only to those purposes specifically exempted and stated in the motion. No motion, or other action adopted or agreed to in closed session may become effective unless the BOD, following the closed session, reconvenes in open meeting and votes in the open meeting on such motion or other action which is reasonably identified. The requirements of this subsection shall not require the disclosure of information in violation of law or which is otherwise except from disclosure.

6.13.5 Notice of Board Meetings. The schedule of regular Board meetings shall be published in the minutes of the meeting at which the schedule was. Further individual notice is not necessary.

6.13.6 Notice of all special meetings of the BOD shall be given to each by letter, telephone, facsimile, e-mail or personal delivery. Such notice need not specify the business to be transacted at, or the purposes of, the meeting.

6.14. BOARD MEETING QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business, whether in person or by proxy. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than 30 days later.

6.15. CHAIRPERSON. At all meetings of the BOD, the President or the Vice-President of the Association, or in their absence, a member of the Board chosen by the directors present, shall act as Chairperson.

6.16. PROXIES. Board members shall be entitled to vote either in person or by proxy at any regular or special meeting. Any such proxy shall only be valid for such meeting or subsequent adjourned meetings thereof. All proxies shall be in writing and the signatures must be witnessed or acknowledged. The proxy shall be filed with the Secretary of the Association prior to the meeting at which the same is to be used. A notation of such vote by proxy shall be made in the minutes of the meeting.

6.17. VOTING. A majority of directors present at a meeting at which a quorum is present must concur any time these Bylaws, the Articles of Incorporation, or a resolution of the Board call for a Board action. Each director shall possess one vote in matters coming before the Board.

6.18. DEADLOCK. If the directors are unable to reach a decision, the directors shall appoint a temporary director from the Association membership for a limited time and for the limited purpose of assisting to resolve the question before the Board. If the directors are unable agree on a temporary director, each director shall select a temporary director from the Association membership. The temporary directors shall select one other temporary director from the Association membership, and these temporary directors shall assist for a limit time and for the limited purpose of assisting to resolve the question.

6.19. REGISTERING DISSENT. A director who is present at a meeting of the BOD at which action on a matter is taken shall be presumed to have assented to such action unless his/her dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment of the meeting.

6.20. MINUTES, The BOD shall keep minutes of all actions taken by the Board, which shall be available to all owners. These minutes shall be recorded by the Associations Secretary.

6.21. ACTION BY DIRECTORS WITHOUT A MEETING. Any action required by law or by these Bylaws to be taken at a meeting of the directors, or at a meeting of a committee, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, and shall be signed by all the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

6.22. ACTIONS OF DIRECTORS BY OTHER COMMUNICATIONS MEANS. Directors may participate in a meeting of directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. Discussion and normal business decisions may be conducted by email among Directors but cannot be implemented or approved without a properly convened Board meeting as herein described.

## ARTICLE 7

### Committees

7.1. DESIGNATION AND QUALIFICATION. The BOD, by resolution adopted by a majority of the directors, may designate and appoint one or more committees shall consist of any number of members of the Association. The designation and appointment of any such

committee and the delegation thereto of authority shall not operate to relieve the BOD or any individual director of any responsibility imposed upon it or the Board or Director by law.

7.2. **AUTHORITY OF COMMITTEES.** These committees, to the extent provided in such resolution, shall have and exercise the authority of the BOD in the management of the Association; provided no such committee shall have the authority of the BOD in reference to:

1. Amending, altering or repealing the Bylaws;
2. Electing, appointing or removing any member of any such committee or any director or officer of the Association;
3. Amending the Articles of Incorporation;
4. Adopting a plan of merger or adopting a plan of consolidation with another corporation.
5. Authorizing the sale, lease or exchange of all or substantially all of the property and assets of the Association except in the ordinary course of business as directed by the general membership or BOD.
6. Authorizing the voluntary dissolution of the Association or revoking proceedings therefore;
7. Adopting a plan for distribution of the assets of the Association; or
8. Amending, altering or repealing any resolution of the BOD which by its terms provides that it shall not be amended, altered or repealed by such committee.

7.3. **COMMITTEE CHAIRPERSON.** The chairperson of each committee is responsible for adhering to the guidelines set by the Board and reporting to the BOD as directed.

## ARTICLE 8

### Offices

8.1. **DESIGNATIONS.** The officers of the Association shall be a President, Vice-President, Alternate Secretary and Treasurer, If there are less than seven directors serving, any two offices may be held by the same person, except the offices of the President and Secretary. The term of each officer shall be for two years. Officers shall take office on February 1<sup>st</sup> of each year following the initial Board meeting at which they are appointed and continue through the last day of the following January or as their term provides.

8.2. **INITIAL OFFICERS.** The initial Directors shall be determined by the majority vote of the existing membership at its organizational meeting for incorporation of the Association, and shall hold office until the end of their term. Officers shall be determined by a vote of the Directors.

8.3. **OFFICER DESIGNATION.**

8.3.1. **PRESIDENT.** The President shall preside at all meetings of directors and shall have general supervision of the affairs of the Association. The President shall be the

principle operating and administrative officer and shall possess the power to sign all certificated, contracts, or other instruments of the Association.

8.3.2 VICE PRESIDENT. During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice-President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the BOD.

8.3.3. SECRETARY. The Secretary shall have the following duties:

1. Issue notices for all meetings, if required, exempt the notices of special meet of the directors, which are called, by the President or the requisite numbers of directors.
2. Keep the minutes of aft meetings, including but not limited to, those persons in attendance at the meeting, motions made and votes thereon, and other business conducted and decided upon at such meetings;
3. Make such reports and perform such other duties as are incident to his or he office, or are properly required of him or her by the BOD;
4. Provide copies of meetings minutes for all officers and voting members at all meetings.
5. Provide monthl statements to all members with appropriate dues to be paid to the Association.
6. See that all Federal or State taxes and reports are submitted on a timely basis.

8.3.4. TREASURER. The Treasurer shall have the following duties:

1. Keep custody of all moneys of the Association;
2. Maintain an accurate and timely accounting of all money received and disbursed by the Association.
3. Deposit all funds into the accounts established pursuant to the direction of the BOD and shall be responsible for the proper maintenance of such accounts.
4. Disburse the funds of the Association in payment of just Demands against the Association or as may be ordered by the BOD, taking proper vouchers for such disbursements;
5. Report at all meetings on the financial status of the association including funds on hand, outstanding obligations if any, and all disbursements made since the last report.
6. Be one of the TWO required signers on all checks and drafts against the Association funds:
7. Comply with any and all State and Federal Guidelines that pertain to the Association as a non-profit corporation; and

8. Fulfill all functions delegated to the Treasures by the President of the Board.

8.4. OTHER OFFICERS. The directors may appoint such other officers or agents as it shall deem necessary or expedient who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the BOD.

8.5. DELEGATION. In the case of absence or inability to act of any officer of the Association and of any person herein authorized to act in his or her place, the BOD may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

8.6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Secretary of the Association, who, in turn, shall notify the BOD of such resignation. Unless otherwise specified, written notice of such resignation shall take effect upon receipt of the notice by the Association's Secretary.

8.7. REMOVAL. Any officer may be removed, with or without cause, by an affirmative vote of a majority of the BOD whenever in their judgment the best interest of the Association will be served thereof.

8.8. VACANCIES. The BOD may fill vacancies in any office arising from any cause at any regular or special meeting of the Board for the unexpired term of the vacated office.

8.9. LOANS TO OFFICERS. The Association shall not loan money or credit to any officer.

8.10. DISBURSEMENT. The Association shall not make any disbursement of income to any officer, except for reimbursement of expenses incurred in carrying out their duties of the Association upon approval by the BOD.

8. 11. BONDS. The BOD may, by resolution, require any and all of the officers to give bonds to the Association, with sufficient surety or sureties, conditioned for the faithful performance of duties of their respective offices, and to comply with such other conditions as may from time to time be required by the BOD.

## ARTICLE 9

### Fiscal Policy

#### 9.1. RECORD KEEPING

9.1.1 The Association or its managing agent shall keep financial and other records sufficiently detailed to enable the Association to fully declare to each owner the true

statement of its financial status. All financial and other records of the Association, including but not limited to checks, bank records, and invoices, in whatever form they are kept, are the property of the Association. Each Association managing agent shall turn over all original books and records to the Association immediately upon termination of the management relationship with the Association, or upon such other demand as is made by the BOD. An Association managing agent is entitled to keep copies of Association records. The managing agent shall make all records, which the managing agent had turned over to the Association, reasonably available for examination and copying.

9.1.2. The Association shall keep, at a minimum, at its registered office, its principal office in this state, or its secretary's office if in this state, the following:

1. Current Articles and Bylaws and Declaration's;
2. Correct and adequate records of accounts and finances;
3. A record of officers and directors names and addresses
4. Minutes of the proceedings of the BOD, and any minutes that may be maintained by committees of the Board. Records may be written, or electronic if capable of being converted to writing.

9.2 EXAMINATION OF RECORDS. All records of the Association, including the names and addresses of owners and other occupants of the lots, shall be available for examination by all owners, holders of mortgages on the lots, and their prospective authorized agents on reasonable advance notice during normal working hours at the offices of the Association or its managing agent. The Association shall not release the unlisted telephone number of any member without prior written approval by the member. The Association may impose and collect a reasonable charge for copies any reasonable costs incurred by the Association in providing access to records.

9.3 FINANCIAL STATEMENT. At least annually, the Association shall prepare, or cause to be prepared, a financial statement of the Association. If the financial statement of the Association reveals a cash balance on hand in excess of \$50,000, or annual assessments of \$10,000 or more, it may be audited annually by an independent certified public accountant by a majority vote of the membership.

9.4 DEPOSIT OF FUNDS. The funds of the Association shall be kept in accounts in the name of the Association and shall not be commingled with the funds of any other Association, or with the funds of any manager of the Association or any other person responsible for the custody of such funds. The moneys of the Association shall be deposited in the name of the Association in such bank or banks or trust company or trust companies, as the BOD shall designate.

9.5. WITHDRAWAL OF FUNDS. The Treasurer and any one of the other officers of Association shall sign all checks and drafts against the Association. Signers shall not be related to each other. All committee expenditures over \$100.00 shall be approved by a simple majority

of the directors present at a Board meeting. Any and all financial commitments made by the Board dealing with the current year shall be honored by the new Board and reflected in the new budget statement for the ensuing year.

## ARTICLE 10

### Budget

10.1. AUTHORITY. The BOD shall have the power to adopt and amend budgets for revenue expenditures, and reserves, and impose and collect assessments for common expense from owners.

10.2. BOARD ACTION, Within 90 days after adoption by the BOD of any proposed regular special budget of the Association or any amendment thereto, the Board shall set a date for a "budget meeting" of the members to consider ratification of the budget or a budget amendment.

10.3. DATE OF BUDGET MEETING. The budget meeting shall not be held sooner than 14 days nor more than 60 days after the date the notice of the meeting and a summary of the budget to the owners is sent.

10.4. QUORUM. A directors quorum is required for a budget meeting.

10.5. VOTE. At the budget meeting the proposed budget or amendment thereto, shall be ratified by the members unless a majority of members in the Association reject the proposed budget.

10.6. REJECTION OF BUDGET. In the event the proposed budget is rejected or the require notice and summary is not given, the periodic budget last ratified by the members shall continue until such time as the members ratify a subsequent budget proposed by the BOD.

## ARTICLE 11

### Amendment to Governing Documents

11.1. AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS. Proposed amendment to the Articles of Incorporation and/or the Bylaws of this Association shall be published to the voting membership at least one regular meeting prior to voting on any proposed amendment or provided With the notice of any special meeting called for the consideration. The proposed amendments shall be submitted to a vote of the member; at a regular meeting or a special meeting called for that purpose following their initial publication. Any Amendment to the Bylaws requires a 67% membership approval to pass.

## ARTITCLE 12

## Miscellaneous

12.1. COPIES OF RESOLUTION. Any person dealing With the Association may rely upon a copy of any of the records of the proceedings, resolutions or votes of the BOD or its member when certified as a true copy by the President or Secretary of the Association.

12.2. FISCAL YEAR. The fiscal year of the Association shall be the calendar year from January through December 31.

12.3. RULES OF ORDER. The rules contained in the most recent edition of Roberts Rules of Order shall govern all meetings of members and Board of Directors where those rules are not inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the Association.

12.4. CCRs. Covenants, Conditions and Restrictions shall be a recorded document as a set of rules established by approval of the membership and shall be subordinate to the Bylaws of the Corporation. At the time the corporate Bylaws are approved by the membership and made a part of the Corporation documents, any existing CCRs of record shall be void and a new CC&R document shall be prepared, approved by the membership, and recorded in the county records.

12.6. CONFLICT.

12.4.1. STATUTE CONTROLS. In case of any conflict between the CCR'S and the Article of Incorporation and /or Bylaws of this Association, the Bylaws shall control.

12.4.2. ARTICLES CONTROL. If there is any conflict between the Articles of Incorporation and these Bylaws. The Bylaws shall control.