

BY-LAWS
HIGH VALLEY COUNTRY CLUB
Packwood WA 98361

ARTICLE I
PURPOSES

Section 1. This Corporation shall be conducted as a Non-profit Development and Maintenance Corporation for the purposes set forth in the Articles of Incorporation for the area situated in Lewis County, Washington.

Section 2. The Corporation shall have power to levy and collect assessments against its members and against the lots owned or purchased by them for the purposes in its Articles of Incorporation and By-laws set forth, and to sell or forfeit their interest in the Corporation for default with respect to any lawful provisions of said Articles of Incorporation and By-laws and upon forfeiture of any such property as by law and in the By-laws provided may transfer the membership of such defaulting member.

Section 3. The purposes for which this Corporation was created may be altered, modified, enlarged, or diminished by the vote of two-thirds of the members at a meeting duly called for such purpose, notice of which meeting shall be given in the manner provided by the By-laws of giving of notice for the election of Trustees.

ARTICLE II
PLACE OF BUSINESS

Section 1. The principal place of business shall be High Valley Country Club Clubhouse, 663 Cannon Road, Packwood, Washington 98361.

Section 2. All records and correspondence shall be available at the principal place of business upon written request to the HVCC President who will be required to establish a time for review with the HVCC Secretary.

ARTICLE III
MEMBERSHIP

Section 1. The membership of the Corporation shall consist of and be limited to the owners or purchasers of lots in the area described in Article II of the Articles of Incorporation, who shall have one membership regardless of the number of lots so owned or purchased, and the interest of each member shall be equal to that of any other member, and no member can acquire any interest which shall entitle him/her to any greater voice, vote, or authority in the Corporation than any other member. A purchaser under a contract of purchase shall be deemed to be an owner for membership purposes. If any lot or lots are held by two or more persons, the several owners of such interest shall be entitled collectively to cast one vote.

Section 2. No membership shall be voted unless represented by the owner or purchaser of an individual lot or lots to which it is and shall be inseparably appurtenant.

Section 3. Membership shall be inseparably appurtenant to lots owned by the members, and, upon transfer of ownership or contract of sale, membership shall be deemed transferred to the contract purchaser. No membership may be transferred, assigned or in any manner conveyed other than in the manner herein set forth. In the event of the death of a member, the membership of such member shall be and become the property of the personal representative of such deceased member upon the appointment and qualification as such in a judicial proceeding and such personal representative shall have all rights, privileges and liabilities of the deceased member until title shall be transferred or contracted to be transferred.

Section 4. No membership shall be forfeited nor member be expelled except upon foreclosure for non-payment of assessment, provided, however, that membership privileges, including the right to vote and the use of club facilities, shall be restricted to those members paying currently all charges and assessments fixed and levied by the Board of Trustees; and no member may withdraw except upon transfer of title to the real property to which his membership is appurtenant, as elsewhere herein provided. No compensation shall be paid by the Corporation upon transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the Corporation.

Section 5. The lot owner in whose name the membership stands shall be entitled to all rights and privileges of membership subject to the rules, regulations, and payments as may be imposed herein. However, the use of the facilities shall be extended to spouse, children (including sons– and daughters-in-law), grandchildren, parents, grandparents, and no other. All others, including tenants. Shall be considered guests. In the event that a corporation shall be the owner of a lot or lots, it shall have the right to designate the persons, not in excess of two adults, who shall be entitled the use of the facilities as set forth under Article III, Section 5. In the event that a partnership or tenants in common shall be the owner of lot or lots, they shall have the right to designate the persons, not in excess of two adults, who shall be entitled the use of the facilities as set forth under Article III, Section 5. Additional members of the partnership or tenants in common shall be entitled the use of the facilities upon payment of additional annual dues, charges, and assessments for each two adults and their immediate family. Guests may use golf course and pool facilities, provided:

1. Guests must be registered and fees paid on each day of use by the member in person or by written permission of the member, specifying the actual date the guest will use the privileges;
2. The member shall be responsible for guest and tenants' compliance with the rules and regulations;
3. All members that have rental property shall register the names of those tenants for the golf and pool privileges only. The tenants shall pay the same fees as guests and cannot bring guests. Tenants are the immediate family residing on the rental property.

Section 6. By unanimous vote of the Trustees of the Corporation present at any meeting called for the purpose of suspending rights and privileges of membership, any person or persons entitled to the rights and privileges of membership may be suspended therefrom (a) for non-payment of charges and assessments until such time as the same are fully paid; or (b) for failure to comply with the rules and regulations of the Corporation, until such time as the Trustees deem advisable, not to exceed one year.

If suspension is for failure to comply with the rules and regulations, the suspended person may appeal to the meeting of membership which may overrule or modify the decision of the Trustees by vote of 80 percent of the membership present. No such suspension shall relieve or discharge the membership from its obligation to pay charges and assessments. The Trustees shall suspend no person or persons from the rights and privileges of membership unless such person or persons shall have been notified of such action. Notice shall be deemed given when sent to the lot owner's last know address by both regular and certified mail.

Upon voting a suspension of membership under paragraph 1, the Trustees shall also have the right to discontinue water service after sufficient notice and levy a charge to re-connect, not to exceed \$75.00.

Section 7. Lot owners shall be responsible for the maintenance and repair of water lines extending from the street valves. Failure to repair a broken or leaking water line promptly will be regarded as a threat to the health of the adjacent community members. If, upon notification, a member refuses to repair a broken or leaking water line, the Board of Trustees is authorized to shut off the water to that lot until repairs are made.

Section 8. Lot owners must conform to County regulations governing septic tanks and gray water disposal. Violations of these regulations will be considered a threat to the health of the community and will be referred to the Lewis County Department of Health for action.

ARTICLE IV **DISSOLUTION**

In the event of dissolution of the Corporation, each person who is then a member shall receive his pro rata proportion of the property and assets after provision has been made to satisfy all liabilities and obligations of the Corporation. Pro rata distribution will be based upon each member's annual assessments.

TRUSTEES AND OFFICERS

Section 1. Corporate powers of the Corporation shall be vested in the Board of Trustees. The number of Trustees who shall manage the affairs of the Corporation shall number nine.

Section 2. Trustees shall be elected to serve for three years or until their successors are elected and duly qualified. The terms shall be staggered, with three Trustees to be elected each year. The election of Trustees shall be by mail vote. Ballots shall be forwarded to the membership not less than ten days before the annual meeting. Each members shall be entitled to cast one vote only for each vacant Trustee position.

Section 3. Each trustee shall be a member who shall not have lost his/her right to vote by reason of having disposed of land to which his/her membership is appurtenant or by failure to pay currently all charges and assessments.

Section 4. In the event a Trustee loses his/her right to vote under provisions of Section 3 above, he/she shall thereby cease to be a Trustee and his/her office shall become vacant upon written notification without action other than to record in the minutes of the Board of Trustees.

Section 5. At the first meeting of the Board of Trustees after each annual meeting of the members, the Board of Trustees shall elect a President, Vice-President, Secretary, and Treasurer. The Board may also at any time appoint an executive secretary and/or an assistant

secretary and/or assistant treasurer. Officers of the Corporation so elected shall hold office for the term of one year and until their successors are duly qualified by having served on the Board of Trustees for at least one year. A Trustee may be re-elected to the same office. Any officer may be suspended or removed for due cause by a majority vote of all of the Trustees.

Section 6. No Trustee shall receive any salary or compensation from the Corporation except for reimbursement of actual "out-of-pocket" expenses, including mileage incurred on club business. Reimbursement for mileage to and from Board meetings is not authorized. No paid employee of the Corporation, nor his or her immediate relative, shall be a Trustee.

Section 7. Any vacancy occurring in the Board of Trustees shall be filled by appointment by a majority of the remaining Trustees. The person so appointed shall hold office for the remainder of the term on the position to which the appointment was made.

ARTICLE V

MEETINGS

Section 1. Annual and special meetings of the members of the Corporation shall be held at the principal place of business of the Corporation. The annual meeting shall be held on the Sunday of the Memorial Day weekend of each year at one o'clock p.m. Notice thereof shall be given by mailing notice to each member not less than ten days prior to the date of the meeting.

Section 2. Special meetings of the members may be called at any time by the President or a majority of the Board of Trustees. Members representing twenty-five (25) percent of the Corporation may also call a special meeting provided the cost of mailing and notification of members is paid by the group. Notice of a special meeting, stating the object thereof, shall be given by the Secretary by mailing such notice to each member not less than ten days prior to the date of such meeting.

Section 3. At all annual meetings, five (5) percent of all of the members of the Corporation present shall constitute a quorum for the transaction of business. Each member shall be entitled to one vote.

Section 4. Special meetings of the Board of Trustees shall be called at any time by the Secretary or order of the President or a majority of the Board of Trustees. The Secretary shall give each Trustee notice, personally, verbally, by mail or by telephone, of all regular and special meetings at least one day previous thereto.

Section 5. A member may exercise his/her right to vote at meetings on all business matters subject to a vote of the membership.

Section 6. Each member shall be entitled to cast one vote only for the transaction of business.

Section 7. All Board of Trustees meetings shall require SIX (6) members present to constitute a quorum.

Section 8. All meetings shall be conducted in conformance with *Robert's Rules of Order*.

ARTICLE VI
POWERS AND DUTIES OF TRUSTEES

Section 1. Subject to limitation in the Articles of Incorporation and the By-laws and the laws of the State of Washington, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Trustees. Without prejudice to such general powers and subject to the same limitations, it is hereby expressly declared that the trustees shall have the following powers:

Section 2. Trustees absent from three (3) consecutive regular meetings without good cause as determined by the Board of Trustees will be deemed to have resigned and, with no further action or notification, will be replaced at the next successive meeting, pursuant to Article IV, Section 7.

Section 3. The Trustees shall conduct, manage, and control the affairs and business of the Corporation and make such rules and regulations therefore not inconsistent with the law, with the Articles of Incorporation, or the By-laws, as they deem best.

Section 4. The Trustees may not authorize funds beyond the monies collected in any one fiscal year without a vote of the membership, with the exception specified in Article VI, Section 5.

Section 5. The Trustees may authorize such contracts and other Corporate obligations for specific uses as they deem necessary or advisable for the proper maintenance and development of the Corporate property up to a limit of: \$5,000.00 each fiscal year; Emergency \$10,000.00 for the water system, without approval of the membership. All contracts and other Corporate obligations shall be required to have a written assessment of all total costs of maintenance or development above \$1,000.00. All expenditures in excess of \$100.00 must have Board approval.

Records of all expenditures for special assessments will be kept by the Secretary of High Valley Country Club for examination by the membership. Copies can be obtained by sending a self-addressed and stamped envelope.

Section 6. The trustees will prepare an annual budget to be presented for approval by the membership at each Annual Meeting, such meeting to be held on Sunday of Memorial Day weekend at 1 p.m. The fiscal year will be from May 1 through April 30 of the following calendar year.

ARTICLE VII
DUTIES OF OFFICERS

Section 1. **PRESIDENT**—The President shall preside at all meetings of the Trustees and members; he/she shall sign as President all contracts or other instruments in writing authorized by the Board of Trustees; he/she shall call special meetings of the Trustees or of the members whenever he/she deems it necessary; he/she shall have and exercise under the direction of the Board of Trustees the general supervision of the affairs of the Corporation.

Section 2. **VICE-PRESIDENT**—The Vice-President shall preside at all meetings in the absence of the President and, in case of the absence or disability of the President, shall perform all other duties of the President which are incidental to his/her office.

Section 3. SECRETARY—The Secretary shall issue all notices and shall attend and keep the minutes of all meetings; he/she shall have charge of all Corporate books, records and paper; he/she shall be custodian of the corporate seal, shall attest his/her signature and impress with the corporate seal all written contracts of the Corporation, and shall perform all such other duties as are incidental to his/her office.

Section 4. TREASURER—The Treasurer shall keep safely all moneys and securities of the Corporation and disburse the same under the direction of the Board of Trustees. He/she shall cause to be deposited all funds of the Corporation, other than petty cash, in financial institutions approved by the Trustees. A monthly report shall be attached to and posted with the minutes of the Board of Trustees meeting showing amount paid, to whom, and what purpose. At each annual meeting of the members and at any time directed by the Trustees, he/she shall issue and present a full statement showing in detail the condition of the affairs of the Corporation. He/she shall be responsible for filing of liens against property owners for delinquent dues.

Section 5. The executive secretary and/or assistant treasurer, if appointed by the Board of Trustees, shall personally perform such duties as may be designated to it.

Section 6. Any officers, other than the President, may occupy two offices concurrently if the Board of Trustees so directs.

ARTICLE VIII

CERTIFICATES OF MEMBERSHIP AND TRANSFERS

Section 1. Unless specifically requested by the owner and holder thereof, it shall not be necessary that certificates of membership be actually issued, but any owner or purchaser of a lot or lots within the said district may exercise all of the rights and privileges and shall be subjected to all liabilities of membership without the actual issuance and possession of such certification of membership.

ARTICLE IX

ASSESSMENTS

Section 1. The members shall be liable for the payment of such dues, charges, and assessments as may from time to time be fixed and levied by the membership in accordance with the Articles of Incorporation and these By-laws. The amount of dues, charges, or assessments may be changed by the affirmative vote of the majority of the membership returning mail-in ballots. Voting on all matters concerning dues, charges, or assessments must be conducted by mail, utilizing the procedures as outlined in Article XII, section 3. The amount of dues levied upon a member beginning May 1, 2009, shall in no event exceed in any one year the sum of \$260.00 per lot plus any charges or assessments.

Section 2. Each member shall pay the amount of such dues to the Corporation at its office no later than May 1 of each year. The Corporation shall mail notices to the member's last known address no later than February 1 of each year. Additional charges and assessments are due and payable ninety (90) days after notification and statement mailing to the member's last known address. Said dues, charges, and assessments shall be and become a lien upon said lot or lots owned by such members superior to any and all other liens (except as is in Section 3 otherwise provided) and shall be enforceable by foreclosure pursuant to RCW 6.25 et. seq.;

provided that no proceedings for the foreclosure of any lien recreated by this article shall be commenced except upon the expiration of thirty (30) days from and after the due date of said dues, charges, and assessments.

Section 3. First mortgage liens placed upon any said lots which are recorded in accordance with the laws of the State of Washington shall be, from the date of the recordation of such, superior to such dues, assessments, charges, and liens resulting there from as are levied by the corporation subsequent to the date of the recordation of the first mortgage.

Section 4. Any lot or lots purchased or contracted for purchase or acquired by any means including gift, will, devise, request or any other form of transfer of ownership, even within families shall be subject to full charges, assessments, and dues regardless of condition, location, or characteristics of such lot or lots.

Section 5. All lot or lots shall be subject to full dues, charges, and assessments, for the entire assessment period.

ARTICLE X

AMENDMENTS

These By-laws may be amended at any time by a vote of a majority of the members of the Corporation present in person at any regular or special meeting of the members or by special mail vote.

ARTICLE XI

CORPORATE SEAL

The seal of the Corporation shall be in circular form and shall contain the words "High Valley Country Club" and the words "Corporate Seal Washington 1962" in the form and style as affixed in these By-laws by the impression of said Corporate seal.

ARTICLE XII

VOTING

Section 1. At all meetings where ballots are used persons must be able to present evidence of identity and membership. Each member has one vote.

Section 2. Unless otherwise provided in any matter not voted upon at meetings of members, the majority of those voting shall determine the act of the Corporation, provided that a quorum is present.

Section 3. Where voting by mail is considered, balloting shall be conducted under the following procedure:

- a) One ballot clearly identified as such shall be mailed by the Secretary to each member entitled to vote.
- b) A return envelope, addressed to the Secretary, shall be enclosed with the ballot. A second, plain envelope will be enclosed in which to put your ballot to ensure secrecy.
- c) The member shall mark the ballot, seal in the plain envelope, put in a return envelope, and mail to the Secretary.

- d) The Tellers, of whom there shall not be less than five (5), with one person designated as Head Teller, shall be appointed by the President not less than seven (7) days prior to the date upon which ballots are mailed to the members. Appointments shall be subject to approval by the Board of Trustees. Each Teller must be a lot owner whose dues, charges, and assessments are currently paid.
- e) The Tellers shall count only those ballots which are received through the United States mail not later than the return date specified for balloting.
- f) Within five (5) days after the return date, the Tellers shall count the votes as shown on all valid ballots so received and report the results to the President of the Board of Trustees.
- g) It shall be the duty of the Tellers to supervise the addressing and mailing of the ballots to lot owners; to keep all ballots received in safe keeping pending count and report the vote to the President; and, for a period of sixty (60) days after such report, keep all ballots secure for availability as to possible challenges or recounts.
- h) All voting, whether by mail or membership meetings, on all transactions of business or assessments of High Valley Country Club will be determined by simple majority rule.