

**BY-LAWS of Conrad Ranch Owner's Association
A Non-Profit Corporation**

Article I - Purposes

- 1.1 This corporation shall be conducted as a non-profit corporation for the purposes set forth in the Articles of Incorporation with respect to the real property therein described.
- 1.2 The corporation shall have power through its Board of Directors to levy and collect assessments against the individual tracts within the subject real estate for the purposes set forth herein and in the Articles of Incorporation, which assessments shall constitute a lien against each such individual tract and upon non-payment of such assessment within four (4) months of the assessment date, the corporation shall be entitled to foreclose such lien as hereinafter set forth.
- 1.3 The purposes for which the corporation was created may be altered, modified, enlarged or diminished by a vote or a majority of the membership at a meeting duly called for such purpose, notice of which shall be given hereinafter provided with respect to the notice of meetings of the membership; provided, however, that the corporate obligation to maintain the said roads and drainage of surface waters within the subject real-estate shall forever remain the obligation of the corporation except as it may be eliminated pursuant to Article VI of the Articles of Incorporation.

Article II - Membership

- 2.1 The membership of the corporation shall consist of those persons described in Article IV of the Articles of Incorporation. Membership is inseparably appurtenant to the tracts within the subject real estate described in the Articles of Incorporation and upon transfer of ownership or the execution by any member of a contract for the sale of any such tract, membership in the corporation shall ipso facto be deemed to be transferred to the grantee or contract purchaser. No membership may be conveyed or transferred except by conveyance or transfer of the subject tract to which it is appurtenant or the making of a contract for the sale thereof. In the event of the death of a member, his membership shall pass in the same manner and to the same person(s) as does the tract to which it is appurtenant.
- 2.2 The vote of any membership owned by a single marital community may be cast by either spouse without presentation of authority from the other.

Article III - Meetings

- 3.1 Annual meetings of the members of the corporation shall be held at the principal place of business of the corporation or such other place as the Board of Directors may select. The annual meeting shall be held in September. Notice thereof shall be given by the secretary of the corporation mailing notice to each member (or in the case of multiple ownership of any tract, to at least one such owner) not less than twenty (20) days prior to the date of the meeting.
- 3.2 Special meetings of the members may be called at any time by the president or a majority of the Board of Directors of the corporation, or by members representing twenty-five percent (25%) of the tracts within the jurisdiction of the corporation. Notice of a special meeting, stating the purposes thereof shall be given by the secretary mailing such notice to each member (or in the case of multiple ownership of any tract, to at least one such owner) not less than seven (7) days prior to the date on which such meeting is to be held.
- 3.3 At all annual and special meetings of the members, twenty percent (20%) of the members of the corporation shall constitute a quorum for the transaction of business. Each member shall be entitled to a vote, in accordance with Article III, A, of the Articles of Incorporation, Conrad Ranch Owners Association, and a member may exercise his right to vote by proxy. At any meeting at which a quorum is present, a majority vote of such members constituting the quorum, either in person, or by proxy, shall be valid and binding upon the corporation except otherwise as provided by law, these by-laws, or the Articles of Incorporation. Notwithstanding the forgoing the directors may, if in their sole discretion they believe it to be in the best interests of the corporation, cause to be included with the notice of any meeting a notice of any proposed action requiring an affirmative vote of the membership with a mail ballot which will allow the membership to vote by mail upon the same. The notice and mail ballot for any meeting for which a mail ballot is deemed appropriate by the board shall be mailed to each member at least thirty (30) days prior to the meeting.

At any meeting for which such a notice and ballot is provided, only those returned mail ballots postmarked one (1) week prior to the hearing shall be accepted, and accepted mail ballots shall be included in determining the existence of a quorum.

Article IV - Directors

- 4.1 Corporate powers shall be vested in a Board of Directors, five (5) in number, who shall manage the affairs of the corporation. The number of directors may be changed at any annual or special meeting of the members called for such purpose.
- 4.2 The initial directors shall serve until the first meeting of the membership of the corporation and until their successors are elected and qualified. The directors elected shall serve for staggered terms, two directors to serve for three (3) years, two for two (2) years, and one for one (1) year, which shall be determined by lot conducted by the Board of Directors. Thereafter, directors shall serve for a term of three (3) years, such that one or two (as appropriate) director(s) shall be elected each year by the membership.
- 4.3 The annual meeting of the Board of Directors shall occur immediately after the annual meeting of the members and the Board shall thereupon elect a president, vice-president, secretary, and treasurer, all of which offices, except for that of the President, may be combined. The Board may also at any time appoint an executive secretary. Officers of the corporation shall hold office for the term of one (1) year and in any event until their successors are duly elected and qualified. Any officer may be suspended or removed by a majority vote of all the directors, and any vacancy shall be filled by appointment by a majority of the Board of Directors.
- 4.4 Special meetings of the Board of Directors may be called at any time by the President of the corporation or a majority of the directors. The secretary shall give each director notice either verbally in person, by mail, or by telephone, at least one day in advance of the date of such meeting.
- 4.5 No director or officer shall receive any salary or other compensation for his services from the corporation, except that the corporation may reimburse directors and officers for out-of-pocket expenses incurred in connection with the business of the corporation.
- 4.6 In order to be nominated and voted into office as a director the member must be in good standing, no member with unpaid dues or whom is in collections for unpaid past or present dues shall be eligible to hold office.

Article V - Powers and Duties of Directors

- 5.1 Subject to limitations in the Articles of Incorporation, the laws of the State of Washington, all powers of the corporation shall be exercised by or under authority of the Board of Directors. Without prejudice to such general powers, the directors shall have powers to select and remove all other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the By-laws, and in general to conduct, manage and control the affairs and business of the corporation and make such rules and regulations therefore as they may deem proper. The directors shall cause to be kept a complete record of all minutes and acts and shall present a full statement to the regular annual meeting of the members showing in detail the condition of the affairs of the corporation.

Article VI - Officers

- 6.1 President: The president shall preside at all meetings of the directors and members and shall have the power of general supervision of the affairs of the corporation.
- 6.2 Vice-President: The vice-president shall preside at all meetings in the absence of the President and in case of absence or disability of the President, shall perform all other duties thereof.
- 6.3 Secretary: The secretary shall issue all notices and attend and keep minutes of all meetings and shall perform all such other duties as are incidental to his office.

- 6.4 Treasurer: The treasurer shall keep safely all monies and securities of the corporation and disburse the same under the direction of the Board of Directors. He shall cause to be deposited all funds of the corporation in a bank selected by the directors and at each annual meeting of the members and at any other time as directed by the Board of Directors shall issue and present a full statement showing in detail the financial affairs of the corporation.

Article VII- Assessments

- 7.1 The Board of Directors of the corporation is empowered to assess the tracts within the real property described in the Articles of Incorporation from time to time, in a sum sufficient to pay the costs of road maintenance, the costs of proper and lawful drainage of surface waters over customary and natural channels of the said real property, the costs of capital improvements, reserves for depreciation and repair, and all other costs and expenses incidental to the operation of the corporation. The members of the corporation shall be liable for the payment of such charges and assessments and the same shall be due and payable within thirty (30) days of the mailing of notice of the assessment to the owner's mailing address on file with the Yakima County Assessor's Office and the amount thereof to the owner (or at least one owner of multiple owners) of each individual tract. All charges and assessments against the tracts and the members shall be levied by the directors at a rate listed in Section 7.3. Upon nonpayment of the assessments so levied, within (30) days after the day of mailing notice thereof, the amount of such assessment together with all expenses, attorney's fees and cost reasonable incurred by the corporation in enforcing the same, shall constitute a lien upon such tract, superior to any and all other liens except as hereafter provided, and enforceable by foreclosure of mortgages upon land, provided, further, that no proceedings for the foreclosure of any such liens shall be commenced until the expiration of four (4) calendar months from and after the date of mailing such notice of assessment as herein above set forth.
- 7.2 Real estate contract vendor's liens, first mortgage liens and Deeds of Trust recorded in accordance of the laws of the State of Washington placed upon any of the tracts within the corporation shall from the date of such recordation be superior to the assessments levied by the corporation and the liens resulting therefrom subsequent to the date of such recordation.
- 7.3 The annual rate for assessments shall be \$200 per parcel.

Article VIII - Architectural and Fire Control Committee

- 8.1 There is established and Architectural and Fire Control Committee consisting of the Vice President, one other Board Member, and a home owner within Conrad Ranch, The home owner shall be chosen by the Vice President and other Board Member, and shall serve a two-year period.
- 8.2 The Architectural and Fire Control Committee shall have the final decision upon any improvements made to any lands within Conrad Ranch, as same relate to the Protective Covenants, or to any zoning regulation or ordinance.

Article IX - Amendments

- 9.1 These By-laws may be amended at any time by a vote of a majority of the members of the corporation at any annual or special meeting of the membership called for such purposes, but may not be amended in any manner so as to make these By-laws inconsistent with the Articles of Incorporation of the corporation. At any meeting called for this purpose, voting shall be administered as set forth in Article 3.3 of these By-laws.