



HPOA

Hyak Property Owners Association

BYLAWS of HYAK PROPERTY OWNERS ASSOCIATION as AMENDED March 26th, 2006

HPOA

Hyak Property Owners' Association

P.O. Box 120

Snoqualmie Pass, WA 98068

BYLAWS OF HYAK PROPERTY OWNERS ASSOCIATION

ARTICLE I

PURPOSES

Section 1. This Corporation shall be conducted as a nonprofit maintenance corporation for the purposes set forth in the Articles of Incorporation for the real property situated in Kittitas County, State of Washington, described in Articles of Incorporation.

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 set forth in its Articles of Incorporation and Bylaws; to sell or forfeit a member's interest in the Corporation for default with respect to any lawful provisions of the Articles of Incorporation and Bylaws; and upon forfeiture of any such property as by law as in the Bylaws provided, to transfer the membership of the 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 that purpose. Notice of the meeting to change the Corporation's purposes shall be given in the manner provided by the Bylaws for giving notice of special meetings of the members.

ARTICLE II

MEMBERSHIP

Section 1. The membership of the Corporation shall consist of and be limited to the incorporator and the owners or purchasers of tracts in the area described in Article II of the Articles of Incorporation. Each incorporator and owner or purchaser of any tract(s) shall have one vote per



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lot owned regardless of the number of lots owned or purchased. The interest of each member shall be equal to that of any other member, and no member can acquire any interest which shall entitle that member to any greater voice, vote or authority in the Corporation than any other member. A purchaser under contract of purchase shall be deemed to be an owner for membership purposes. If any tract is held by two or more persons, they shall be entitled to only one vote. For the purposes of these Bylaws, a husband and wife shall be considered collectively as one person.

Section 2. Except as provided in Article II, Sections 1 and 2, no membership shall be voted unless represented by the owner or purchaser of any individual tract or tracts to which it is and shall be inseparably appurtenant

Section 3. Membership and certificates of membership evidencing the same shall be inseparably appurtenant to tracts owned by the members. Upon transfer of ownership, or contract of sale, of any such tracts, membership or certificates of membership shall be deemed to be transferred to the contract purchaser as of the date of the transfer of contract. No membership or certificate of membership may be transferred, assigned or in any manner conveyed, other than in the manner described in these Bylaws. In the event of the death of a member, the membership and certificate of 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. The appointed and qualified personal representative shall have all of the 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 assessments. No member may withdraw except upon transfer of title to the real property to which the membership is appurtenant. Only members in good standing, all of whose assessments have been paid, may vote at membership meetings and use corporate facilities. No compensation shall be paid by the Corporation upon any transfer of membership. 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. In the event that any member of this Corporation, the member's family or guest shall violate any provision of the Articles of Incorporation or Bylaws of this Corporation, or any of the rules and regulations established by the Board of Trustees, the member may be prohibited from using the facilities and enjoying the benefits of this corporation for such a period as the President of Hyak Property Owners Association shall direct.

ARTICLE III

DISSOLUTION



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In the event of the dissolution of the Corporation each person who is then a member shall receive his or her prorata portion of the property and assets after all of its debts have been paid.

ARTICLE IV

TRUSTEES AND OFFICERS

Section 1. Corporate powers of the Corporation shall be vested in a Board of Trustees. The number of trustees who shall manage the affairs of the Corporation shall be thirteen. At any meeting or special meeting called for that purpose, the members may increase or decrease the number of trustees to any number not more than thirteen or less than three.

Section 2. Trustees shall be elected to serve for three years, or until their successors are elected and duly qualified. Trustee terms shall be staggered so that four are elected every year except every third year, when 5 are elected.

Section 3. Each trustee shall be an incorporator or a member who shall not have lost his right to vote by reason of having disposed of the land to which his/her membership is appurtenant.

Section 4. In the event a trustee ceases to be the owner of the land to which his or her membership is appurtenant, or of a contract for the purchase of that land, he or she shall thereby cease to be a trustee. His or her office shall become vacant upon written notification in the meeting 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 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 qualified. Any officer may be suspended or removed by a majority vote of all of the Trustees.

Section 6. No Trustee or elected officer shall receive any salary or compensation from the Corporation.

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 until the next regular meeting of the members of the Corporation at which Annual or adjourned Annual Meeting the vacancies for the remainder of the original terms, if any, shall be filled by election by the members in the regular manner.



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98 **ARTICLE V**

99 **MEETINGS**

100 Section 1. Annual meetings of the members of the Corporation shall be held at the principal
101 place of business of the Corporation or at such other place as the Board of Trustees may elect.
102 The Annual Meeting shall be held on the third ~~Monday~~ Saturday of each March at 7 o'clock p.m.
103 Written notice stating the place, day and hour of the annual Meeting shall be given by the
104 Secretary by mailing a notice to each member not less than 10 days nor more than 50 days prior
105 to the date of the meeting.

106 Section 2. Special meetings of the members may be called at any time by the President or by a
107 majority of the Board of Trustees or by members representing ten percent of the tracts within the
108 jurisdiction of the corporation. Written notice of a special meeting stating the place, day and
109 hour, and the purpose or purposes for which the meeting is called, shall be given by the Secretary
110 by mailing the notice to each member not less than 10 days nor more than 50 days prior to the
111 date on which the meeting is to be held.

112 Section 3. At all Annual and Special Meetings of the members ten percent of all the members of
113 the Corporation shall constitute a quorum for the transaction of business. Each member shall be
114 entitled to one vote for each lot owned.

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

119 Section 5. A member may ~~exercise his right to~~ vote in person or by signed absentee ballot
120 received at the HPOA address before scheduled meetings or other elections. ~~by proxy executed~~
121 ~~by the member or the member's duly authorized attorney-in-fact. The proxy must be received by~~
122 ~~the corporation's Secretary prior to the meeting at which the member desired to vote by proxy.~~
123 ~~The Secretary shall file the original proxy with the corporate records. No proxy shall be valid for~~
124 ~~more than eleven months unless otherwise provided in the proxy.~~

125 Section 6. All notices to members shall be mailed, postage prepaid, to the member's address as it
126 appears on the books of the Corporation. Each member is responsible for informing the Secretary
127 in writing of his or her address.

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129 **ARTICLE VI**

130 **POWERS AND DUTIES OF TRUSTEES**



Subject to limitations in the Articles of Incorporation, the Bylaws and the Laws of the State of Washington, all powers of the Corporation shall be exercised by or under the authority of the Board of Trustees. The Board of Trustees shall control the business and affairs of the Corporation. 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 1. To maintain any Association facilities for the benefit of all property owners who are or shall become members of Hyak Property Owner's Association.

Section 2. To select and remove all the other officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or Bylaws, fix their compensation and require from them security for faithful service.

Section 3. To conduct the business of the corporation and make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the bylaws, as the Trustees may deem best.

Section 4. To issue certificates of membership only to the owners or purchasers of tracts described in Article II of the Articles of Incorporation, subject to such conditions or terms as provided in the Articles of Incorporation and the Bylaws.

Section 5. To charge and/or assess the several parcels of land and the owners of the land as provided in these Bylaws.

Section 6. To cause to be kept a complete record of all minutes and acts and to present a full statement to the regular Annual Meeting of members showing in detail the conditions of the affairs of the Corporation.

Section 7. To establish standing and/or special committees deemed beneficial to the conduct of the Corporation activities. All committees shall be comprised of only members of the corporation and chaired by a member of the Board of Trustees. These committees shall include, but not be limited to:

1) Executive

2) Roads & Drainage

3) Building Plan Review & covenant compliance

4) Snow Removal

5) Utility Development, etc.

All committees shall be appointed and approved by the Board of Trustees.



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ARTICLE VII

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DUTIES OF OFFICERS AND COMMITTEES

166 Section 1. President. The President shall: Preside at all the meetings of the Trustees and
167 members; sign as President all certificates of membership and all contracts or other instruments
168 in writing authorized by the Board of Trustees; call special meetings of the Trustees or of the
169 members whenever the President deems it necessary; have and exercise under the direction of the
170 Board of Trustees the general supervision of the affairs of the Corporation. The President shall
171 be responsible for enforcing the Articles of Incorporation and Bylaws and any rules and
172 regulations established by the Board of Trustees.

173 Section 2. President-Elect. The President-Elect shall preside at all meetings in the absence of the
174 President, and in case of the absence or disability of the President shall perform all other duties
175 of the President which are incidental to the President's office.

176 Section 3. Secretary. The Secretary shall: Issue all notices and attend and keep the minutes of all
177 meetings; have charge of all Corporate books, records, and papers; be custodian of the Corporate
178 Seal, shall attest his or her signature and, where necessary, impress with the Corporate Seal all
179 written contracts of the Corporation and shall perform all such other duties as are incidental to
180 the office of Secretary.

181 Section 4. Treasurer. The Treasurer shall: keep safely all moneys and securities of the
182 Corporation and disburse the same under the direction of the Board of Trustees. The Treasurer
183 shall cause to be deposited all funds of the Corporation in a bank selected by the Trustees. At
184 each Annual Meeting of the members, and at any time directed by the Trustees, the Treasurer
185 shall issue and present a full statement showing in detail the condition of the affairs of the
186 Corporation.

187 Section 5. The Executive Secretary and/or Assistant Secretary and/or Assistant Treasurer, if
188 appointed by the Board of Trustees, shall perform such duties as may be designated by it.

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

191 Section 7. Executive Committee. The Executive committee shall be comprised of the President,
192 President-Elect, Secretary and Treasurer. This committee shall make decisions and conduct
193 corporation business between meetings with authority as the full Board of Trustees.

194 Section 8. Roads and Drainage Committee. This committee shall oversee the construction and
195 maintenance of all roads, ditches and culverts within the Estates to include surface water run-off



management. This committee shall work closely with the Snow Removal committee to ensure damage to roads and culverts is prevented due to plowing, etc.

Section 9. Snow Removal Committee. The Snow Removal committee shall be comprised of property owners from each division where snow plowing/removal is approved. This committee shall prepare a snow removal plan(s) for consideration/approval of the property owners of the affected divisions. Subsequent to plan approval, the committee shall solicit bids from prospective contractors, recommend a bidder for the Board's approval, prepare the contract (s), and oversee the execution of said contracts. The chairman (a Trustee) or his/her designated alternate shall be the interface between HPOA and all snow removal and towing contractors. The committee shall work closely with the roads and drainage committee to prevent/minimize any damage to roads and culverts, etc. resulting from snow removal.

Section 10. Building Review and Covenant Compliance Committee. This committee shall be comprised of three (3) HPOA members including an architect or engineer, if possible, and shall be responsible for interpretation of and administration of the "Declaration of Restrictive Covenants for Hyak Estates."

Section 11. Utility Development Committee(s). These special committees shall be formed as required when division wide or Estate-wide utility development is necessary. Committee membership generally will be, but now required, property owners from the affected divisions, or all divisions for estate-wide projects. These committees shall be responsible for the planning, design and execution of the projects for which they are established.

ARTICLE VIII

CERTIFICATES OF MEMBERSHIP AND TRANSFERS

Section 1. A Certificate of Membership in the Corporation shall be issued to each member. All such certificates shall be signed by the President or Secretary.

Section 2. All membership and certificates evidencing same shall be inseparably appurtenant to the tracts or fractional tracts owned by the holders of the tract(s). Upon sale or contract to sell the tract(s), the membership and certificates shall become the property of the grantee or purchaser. No transfer of membership shall entitle the transferee to vote the same until it has been established to the satisfaction of the Secretary that such transfer is bona fide and has been made in the manner provided.

Section 3. Unless specifically requested by the owners and holders of certificates it shall not be necessary that certificates of membership be actually issued. Any owner or purchaser of a tract or tracts within the property described in Article II of the Articles of Incorporation may exercise all



of the rights and privileges of membership and shall be subject to all of the liabilities of membership, without the actual issuance and possession of such Certificate of Membership.

ARTICLE IX

ASSESSMENTS

Section 1. The members of the Corporation shall be liable for the payment of any charges or assessments on individual lots as may from time to time be fixed and levied by the Board of Trustees pursuant to Articles of Incorporation and these Bylaws. The amount of such charges and assessments levied upon a member shall in no event, except as hereinafter provided, exceed in any one year the sum of Two Hundred Fifty Dollars (\$250.00). Charges and assessments against all members shall be levied by the Board of Trustees as a uniform rate per member without distinction or preference of any kind, except for assessments which may be made pro rata based on the number of lots owned by a member.

All charges or assessments are expended pursuant to the Articles of Incorporation.

Section 2. Each member shall pay the amount of any charge or assessment against his or her membership or lot(s) to the Corporation. The payment shall be made within thirty days after the notice of such charge or assessment is mailed to the member at the member's address as shown on the books of the Corporation. The amount of any such charge or assessment, together with, if applicable, attorney's fees and all other costs or expenses incurred in collecting the charge or assessment, shall be a lien on the membership and lot(s) subject to the charge or assessment. All such liens for charges or assessments, together with the attorney's fees and costs of collection, if applicable, shall be deemed to be liens created or permitted by the Owner of the land and shall be prior to all other liens (except as in Section 3 of this Article otherwise provided). The lien provided for in this Section shall be enforceable in the manner provided by law for the foreclosure of mortgages upon land. No proceedings for the foreclosure of liens described in the Article IX, Section 2 shall be commenced unless the charge or assessment has not been paid in full on or prior to the date 90 days from the date the notice of the charge or assessment is mailed to the member.

Section 3. First mortgage or Deed of Trust liens placed upon any of the tracts shall be, from the date recorded with the Kittitas County Auditor, superior to charges or assessments levied by the Corporation subsequent to the date of recording; provided, however, that the Corporation is notified in writing of the first mortgage or Deed of Trust within thirty days after the mortgage or Deed of Trust is recorded.

ARTICLE X



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AMENDMENTS

268 These Bylaws may be amended at any time by a vote of a majority of the members present and
269 voting at any regular or special meeting of the Corporation.

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ARTICLE XI

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CORPORATE SEAL

274 The Seal of the Corporation shall be in circular form and shall contain the words "HYAK
275 PROPERTY OWNERS ASSOCIATION" and the words "CORPORATE SEAL
276 WASHINGTON 1983." The form and style shall be affixed to these Bylaws by the impression of
277 said Corporate Seal.

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ARTICLE XII

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DATE OF ADOPTION

281 These Bylaws are duly adopted by the Corporation on the 26th Day of November, 1967.

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AMENDMENTS

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285 These Bylaws are duly amended by majority vote of the HPOA on the 21st of March, 2006 at the
286 2006 Annual Meeting.

- 287 1. Article IV, Section 1: the number of trustees shall be set to 7.
288 2. Article V, Section 1: Meetings: This section shall read: "The Annual Meeting shall be
289 held on the third Saturday of each March at 7 o'clock p.m."
290 3. Article V, Section 5: Proxy vote: This section shall read: "A member may vote in
291 person or by signed absentee ballot received at the HPOA address before scheduled
292 meetings or other elections.

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