

GOAT PEAK RANCH OWNERS ASSOCIATION

BYLAWS

As Amended and Approved at the Annual Meeting held May 27, 1995.
Revised January 22, 2015 to incorporate all Amendments as of August 2,
2014 Meeting of the Members.

ARTICLE I

Section 1. The Goat Peak Ranch Owners Association shall be conducted as a nonprofit corporation for the purposes set forth in the Articles of Incorporation.

ARTICLE II 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 III of the Articles of Incorporation. The privileges and facilities of the corporation shall be extended to guests under such rules and regulations as the Board of Directors may prescribe with respect to acceptable uses and activities consistent with the provisions of the Protective Covenants.

Section 2. Membership shall be inseparably appurtenant to the lots owned or being purchased by the members, and upon the transfer of ownership or the making of a contract for the sale of any lot, the membership appurtenant thereto shall be deemed to be transferred to the contract purchaser or grantee. No membership may be conveyed or transferred in any other way inter vivos. In the event of the death of a member, his/her membership shall pass in the same manner and to the same persons as does the real property itself.

Section 3. No membership shall be forfeited nor any member be expelled except for non-payment of dues, and no member may withdraw except upon transfer of title to, or upon contracting the sale of, the lot to which his/her membership is appurtenant. 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.

ARTICLE III Meetings

Section 1. Annual meetings of the members of the corporation shall be held at the principal place of business of the corporation, or at such other place as the Board of Directors may elect, on or about the first weekend in May. Notice thereof shall be given by the Secretary in writing, by U.S. mail, postage prepaid, to the address of record of each member of the corporation, the mailing date thereof to be not less than thirty (30) days or more than forty-five (45) days prior to the meeting. At such meeting the members shall elect Directors as herein provided and transact such other business as may properly come before them.

Section 2. Special meetings of the members of the corporation may be called at any time by the President or by a majority of the Board of Directors or by the Secretary upon receipt of written request thereof signed by at least twenty percent (20%) of the members of the corporation. Notice of a special meeting, stating the purpose thereof, shall be given by the Secretary to all members in the same manner as notice is given for the annual meeting, except that it shall be mailed at least twenty (20) days but not more than fifty (50) days prior to the date of the meeting.

Section 3. At all annual and special meetings of the members of the corporation, Twenty percent (20%) of the members present in person or by written proxy filed with the Secretary at or before the meeting shall constitute a quorum for the transaction of any business appropriate to a member meeting. In the absence of a quorum, any meeting of the members may be adjourned from time to time, by a vote of a majority of those present, but no other business may be transacted. Members present at any duly-called annual or special meeting at which a quorum is originally present may continue to conduct business even if the withdrawal of members after the meeting is convened results in less than the number initially required for a quorum. A majority vote of the members in attendance, in person or by proxy, at a duly constituted meeting shall be sufficient to transact all business requiring a vote of the membership unless a greater number of votes are required by law or by these bylaws with respect to some specified action.

Section 4. Members shall be entitled to cast one vote per lot owned or being purchased by them, but no more than one vote shall be cast per lot regardless of the number of owners thereof. The vote for any lot owned by a single marital community may be cast by either spouse without presentation of authority from the other. The vote for any other lot held or being purchased by more than one person under some other form of joint or several ownership may be cast by any one of such persons upon presentation of written authority by proxy from them in their absence. No member who is not in good standing shall be allowed to vote on any matter brought before a meeting.

ARTICLE IV Directors

Section 1. The corporate powers of this corporation shall be vested in and exercised by or under the authority of a Board of Directors. The number of Directors who shall manage the affairs of the corporation shall be seven (7). The Board shall consist of two (2) Directors elected from each division of the plat of Goat Peak Ranch, Divisions I, II, and III, and one (1) Director elected from the three Divisions, "at large".

Section 2. Directors shall be elected by majority vote at the annual meeting of the members of the corporation. The term of office shall be three (3) years, and until their successors are duly elected and qualified. The terms of office shall be staggered so that at least two (2) Directors are elected each year. Directors must be members of the Corporation in good standing.

Section 3. In the event a Director can no longer qualify as a member and ceases to be a member he/she shall thereupon also automatically cease to be a Director and his/her office shall become vacant without the necessity of any action by the Board. Any vacancy occurring in the Board of Directors shall be filled by appointment by a majority of the remaining Directors. A Director appointed to fill a vacancy shall hold office until the next annual meeting of the members, at which time the members will elect a Director to fill the unexpired term, if any, of the office in which the vacancy occurred.

Section 4. The Board of Directors shall hold an annual meeting immediately following the annual meeting of the members. Special meetings of the Board may be called at any time by the Secretary, the President or a majority of the Directors. The Secretary shall give each Director notice personally, verbally or by mail, telephone, or wire, of all regular and special meetings sufficient to enable such Director to attend, in any case at least one week in advance. A written waiver of notice signed by any Director, whether before or after the time fixed in the required notice, or the presence of the Director at the meeting without formal objection on the ground of want of notice, shall be deemed the equivalent of the required notice for all purposes.

Section 5. Any Director may be removed from office by a majority vote at any duly constituted regular or special meeting of the members. Notice of the proposed removal of a Director shall be given to the members and to such Director prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Director shall state the cause for the proposed removal.

ARTICLE V

Powers and Duties of the Directors

Section 1. Subject to any limitation in the Articles of Incorporation and these Bylaws, and the laws of the State of Washington, all the business and affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, and subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers and duties:

Section 2. To elect and remove all other officers, agents and employees of the corporation, prescribe such powers and duties for them as may be consistent with the laws of the State of Washington, the Articles of Incorporation and these Bylaws, fix their compensation, if any, and may require from them security for faithful performance.

Section 3. To cause to be kept a complete record of all minutes and acts and to present a full statement at the regular annual meeting of the members, showing in detail the condition of the affairs of the corporation.

Section 4. To fix the annual dues and assessments against the members and the lots owned or purchased by them for the purposes set forth in the articles of incorporation, the Protective Covenants and these Bylaws.

Section 5. To do whatever may be necessary and proper for the enforcement of the provisions of the Protective Covenants.

Section 6. Members of the Board of Directors shall receive no compensation for their services to the corporation but shall be reimbursed by it for such reasonable expenses as they may necessarily incur in pursuance of the business of the corporation.

ARTICLE VI Officers

Section 1. The Board of Directors, at its annual meeting immediately following the annual meeting of the members, shall elect from their number the following officers: President, Vice President, Secretary and Treasurer, All such officers shall be officers of the corporation.

Section 2. Any officer may be suspended or removed by a majority of all the Directors. Any vacancy occurring in an elective office shall, and any vacancy occurring in an appointive office may, be filled by the Board of Directors.

Section 3. Officers shall be reimbursed by the corporation for such reasonable expenses as they may necessarily incur in pursuance of the business of the corporation. The Board of Directors may authorize compensation for any officer.

Section 4. Any officer, other than the President; may occupy two (2) offices concurrently if the Board of Directors so desires.

ARTICLE VII Duties of Officers

Section 1. The President shall act as Chairman at all meetings of the members and preside at all meetings of the Board of Directors. He shall sign as President, all contracts or instruments required of him by the Board of Directors; perform other such duties as may be assigned by the Board and such other duties usually inherent to the office of President, including appointment of standing and special committees.

Section 2. The Vice President shall preside at all meetings in the event of absence or disability of the President, assume all duties of the President during such periods of absence or disability and perform other such duties as the Board of Directors may require.

Section 3. The Secretary shall have charge of all books, records and papers of the corporation; issue all notices; attest by signature, all instruments executed for the corporation and shall perform all other duties as are incidental to the office or as may be required by the Board of Directors. At the request of the Secretary, a Recording Secretary may be appointed by the President to record the minutes of all meetings of the members and the Board of Directors.

Section 4. The Treasurer shall receive, keep safely, and deposit in such bank or banks as may be designated by the Board of Directors, all funds, securities, and liquid assets of the corporation, in its name and for its account. The funds of the corporation shall be disbursed as directed by the Board of Directors on checks or other documents, items or instruments signed by any two of the four (4) officers of the Corporation, The Treasurer and the President or the Vice-President or the Secretary. The Treasurer shall keep full and accurate books of account and shall make such reports of the finances and transactions of the corporation as may be required by the Board of Directors, and shall prepare and present to the annual meeting of the members a full statement showing in detail the financial condition of the affairs of the corporation. The financial books and records of the corporation shall be made available by the Treasurer for audit upon request to the Board by any member of the corporation.

Section 5. All officers or other persons authorized to handle or disburse funds of the corporation may, in the complete discretion of the Board of Directors, be bonded at the expense of the corporation in such amount as the Board may determine to be adequate for the protection of the corporation.

ARTICLE VIII

Dues

Section 1. For the purpose of financing the activities of the corporation, it is hereby declared that all lots within the jurisdiction of the corporation shall be charged annual dues. The annual dues shall be fixed by affirmative vote of a majority of the members of the Board of Directors at the annual meeting of the Board held immediately following the annual meeting of the members. Annual dues shall not exceed \$300.00

Section 2. The annual dues shall be due on the first day of January next, following the May meeting at which they have been fixed, and shall be payable from January 1 through March 31. The Treasurer shall cause a statement of annual dues to be sent to each member at the member's address of record during the month of December preceding the January 1 due and payable date. Any dues not paid by the 31st day of March shall thereafter be delinquent and bear interest at the rate of 12 percent per annum. Upon being delinquent such dues shall constitute a lien upon the lot or lots against which they have been levied, and the corporation may file after 30 days of said delinquency a statement of charges in the Office of the County Auditor of Kittitas County, Washington. Said lien may be enforced by the corporation as may any lien upon real property under the law; and if said lien is foreclosed, the lot owner shall be liable for the costs and disbursements, including reasonable attorney fees, of the corporation therein, all of which costs, disbursements and fees shall be secured by such lien. Members shall nonetheless have personal liability for dues. Persons becoming members after the levy of dues, whether by accepting a deed to, or by executing a contract to purchase a lot to which unpaid dues are allocated, shall become personally obligated to pay such dues,

including any interest accrued thereon, and shall be subject to the enforcement provisions of this Section.

Article IX
Miscellaneous

Section 1. Fiscal year. The fiscal year of the Corporation shall end on June 30 of each year.

Section 2. These Bylaws may be amended by a two-thirds (2/3) majority vote at any duly constituted meeting of the members, provided that any such proposed amendment to the Bylaws shall be submitted to the Board of Directors at least ninety (90) days prior to the date of the meeting of the members at which the proposed amendment is to be submitted for member consideration, and the Secretary shall have included notice of such proposed Bylaws amendment in the notice of the meeting to members.

Section 3. Operation of metal-tracked vehicles on Association roads shall not be allowed. Loading or unloading of such vehicles shall take place only directly onto the ground of the property on which they will be operated, clear of Association roads and rights of way. Approval of the Board of Directors shall be required for any land clearing, excavating, trenching or ditching operations using heavy equipment, within twenty (20) feet of or across Association roads, for the purpose of preventing damage to the roadway, shoulders and ditch by work or heavy equipment. Property owners engaging in, or having such work performed for them shall be liable for costs of repairing/restoring any and all damage to Association roads occurring as a result of such operations. The Board of Directors is responsible for maintenance of Association roads, and as such, shall be responsible to establish requirements for, and arrange for any repair/restoration work necessitated by operations conducted by or for any property owner(s) and shall bill the responsible owner(s) for costs of the repair/restoration work.

AMENDMENT RECORD

Goat Peak Ranch Owners Association Bylaws

Article IX Miscellaneous, Section 2. was amended to change the vote required for approval of amendments to these Bylaws from "a majority" to a "2/3 majority", on motion/2nd from the floor at the Annual Membership Meeting on May 27, 1995 (inadvertently omitted when the Amended Bylaws were compiled and published following the May 27, 1995 Annual Membership Meeting).

Article VIII Dues, Section 1. was amended to change the maximum Annual Dues from \$125 to \$300 at the Annual Membership Meeting May 2000 and was reaffirmed at the Special Membership Meeting August 9, 2003.

Article IV Directors, Section 1. was amended to change the number of elected Directors from two (2) from each Division, I, II and III, to two (2) elected from each Division and one Director elected from the three Divisions, "at large". The provision that the Immediate Past President will be the seventh Member of the Board was removed. The Amendment was approved at the Annual Membership Meeting on May 14, 2005.

Article IX Miscellaneous, Section 3. was added for the purpose of protecting the Association roads from being damaged by metal-tracked and heavy equipment in the course of land clearing, excavating, trenching or ditching operations by or for the owner on any lot, providing for owner liability and Board responsibility and approval authority, for any repair/restoration work on road damage resulting from such work. The Amendment was approved at the Annual Membership Meeting on May 14, 2005.

The Article VII, Section 4 change is due to a desire for the officers of the association to provide for a contingency where the Treasurer or President is not available to sign a check. It is desired to have a third person authorized to sign checks. At present the three officers identified above are listed on the bank authorized signature card. Hence the amendment brings the Bylaws up to present usage. The Amendment was approved at the 2 August 2014 meeting.

The Article VIII, Section 2 change is needed to clarify meaning of the fourth sentence. The word "within" means "inside of" which would imply that the association must file a lien "inside of 30 days" of delinquency and not after 30 days. It has been the practice over many years to only file a lien for unpaid dues after sufficient time, usually several months, after the April 1st delinquency date. The re-wording of the sentence clarifies the usage and allows additional time for the dues to be paid before an expensive lien (Currently \$150 plus dues due and interest) is placed on the property. The Amendment was approved at the 2 August 2014 meeting.