

Bylaws
Ryderwood Improvement and Service Association, Inc.
Ryderwood, WA

ARTICLE I MEMBERSHIP

Section 1 Qualifications

1. Only an individual purchasing or owning a residence in the town of Ryderwood, County of Cowlitz, State of Washington, shall be eligible for Membership in this Corporation. As soon as the buyer becomes a legal resident of the area under the jurisdiction of the Corporation, the owner of the residence shall be entitled to one Membership Certificate.
2. No Member can acquire any interest which will entitle him/her to any greater voice, authority or interest in the Corporation than any other Member. In the case of co-owners of a residence, only one has the right to vote.
3. The qualifications for ownership or purchase of a home within the boundaries of the area under the jurisdiction of the Corporation are:
 - a. Must not be less than fifty-five (55) years of age.
 - b. Must have no additional permanent occupants of the home (other than the spouse or partner) who do not meet the above requirements. Exceptions to the last requirement may be made by the Board of Trustees in the event that health or personal care of either party requires such permission.
4. Memberships obtained by falsification of facts may be revoked by the Board.
5. The Board shall refuse those services for which the Corporation was formed to other than bona-fide Certificate Holders, except as provided elsewhere in the Bylaws.

Section 2 Certificate of Membership

1. The Certificate of Membership shall be of such form and device as the Board of Trustees may direct.
2. At the time of issue, the Certificate shall be signed by the purchaser, the President and the Secretary of the Association.
3. The Certificate shall express on its face:
 - a. Date of issue.
 - b. Street number of the residence.
 - c. Plat location of the residence.
 - d. In case of transfer, the name of the party selling.
4. The Corporate Seal shall be impressed.

Section 3 Transfer of Membership

When a transfer of membership or contract has been completed, the seller shall surrender his/her Certificate of Membership and a new Certificate of Membership shall be issued to the purchaser as soon as he/she qualifies for same.

ARTICLE II MEETING AND VOTING OF MEMBERS

Section 1 Annual Meeting

The Annual Meeting of the Members shall be held at two o'clock in the afternoon (2 p.m.) on the second (2nd) Tuesday in September. This meeting is for the purpose of transacting such business as may properly come before the Meeting. One week's (7 day's) notice of the time and place shall be mailed to each member.

Section 2 Special Meetings

Special meetings may be called by the Board of Trustees or by a request signed by a majority of Members who are eligible voters. Five (5) days notice shall be given of such a meeting.

Section 3 Membership Voting at Meetings

1. A quorum for the transaction of business shall consist of at least one-third (33 $\frac{1}{3}$ %) of Certificate Holders who are eligible voters. Any action approved by a majority of the eligible voting members present at a meeting where there is a quorum shall be valid except as provided elsewhere in the Bylaws.
2. At all Corporate Meetings, each Member, either in person or by Proxy, shall be entitled to one vote. Such Proxy is to be in writing and filed with the Secretary of the Association prior to the Meeting. The Association will accept Proxies only in general meetings that are designated for voting on specific subjects or in specific meetings by a specific person. Such proxies will count toward determining a quorum.
3. In any general meeting of the Certificate Holders, the voting on issues before the group shall be by Secret Ballot if any Member in good standing in R.I.S.A. moves from the floor that there shall be a Secret Ballot.

Section 4 Membership Voting by Mail

1. All Membership voting for the Election of Trustees and/or Initiatives proposed by eligible voting Members and/or the R.I.S.A. Board will be by mail-in Ballot.
2. Membership voting on Initiatives may occur up to four (4) times per year, corresponding with the regularly scheduled R.I.S.A. Board meetings on the second (2nd) Tuesday of March, June, September and December. If the Tuesday is a holiday, the meeting shall be held the following day.
 - a. Initiatives proposed by Members must be signed by a minimum of ten percent (10%) of all eligible voters and must be submitted to the R.I.S.A. Board Secretary a minimum of six (6) weeks prior to a scheduled voting date.
 - b. Initiatives proposed by the R.I.S.A. Board must be signed by a minimum of three (3) R.I.S.A. Board members.

- c. Hearings on proposed Initiatives shall be conducted during the monthly R.I.S.A. Board meeting the month preceding a scheduled vote, unless otherwise designated by the Board of Trustees.
3. Ballots on which the Corporate Seal is affixed shall be mailed to all eligible voters not less than twenty-one (21) days prior to any voting.
 - a. Election of Trustees: The Ballots will provide an alphabetical list of candidates as well as space to write in the name(s) of persons not listed. Brief biographies may be included.
 - b. Initiatives: Brief Pro and Con statements (one each) may be included in the mailing of Ballots on proposed Initiatives.
4. All returned Ballots must be in the R.I.S.A. post office box or the R.I.S.A. office by 12:00 noon on the Monday preceding the scheduled monthly meeting.
5. The Trustees shall name three (3) Certificate Holders who are eligible voters and not officers in the Association as an official Election Board. In the case of election of Trustees, the Election Board may not be candidates for office, or be related to or share a home with any candidate.
6. Ballots returned by at least one-third (33⅓%) of all eligible voters shall constitute a quorum for the passage of Initiatives. (Exception: Article XII requires majority approval – more than half – of all eligible voters to make any changes to the Bylaws.) Any Initiative approved by a majority of the quorum shall be valid.
7. The election results will be announced the following day at the scheduled monthly meeting.

Section 5 Voting Eligibility of Members

Members in good standing/eligible voters are defined as those Members/Certificate Holders who have not been informed that their voting rights have been suspended under Article VI, paragraph 8 prior to any election.

Section 6 Rules of Order

Robert's Rules of Order shall guide all business meetings of the Members except as otherwise provided in the Bylaws.

Section 7 Officers of the Association

The officers of this Corporation shall be the President, Vice-President, a Secretary and a Treasurer. There may be more than one Vice-president. These officers shall be the same as those chosen by the Trustees to be officers of the Board of Trustees.

ARTICLE III CORPORATE POWERS

The corporate powers of this Corporation shall be vested in a Board of five (5) Trustees. Three (3) Trustees shall constitute a quorum for the transaction of routine business. The Trustees must be Certificate Holders. The number of Trustees may be changed in accordance with the corporate laws of the State of Washington.

ARTICLE IV ELECTION OF TRUSTEES

1. The Trustees shall be chosen by Ballot at the Annual Election. The term of office for a Trustee shall be for two (2) years. Two (2) Trustees shall be chosen at the Annual Election on even numbered years and three (3) Trustees shall be chosen at the Annual Election on odd numbered years. On even numbered years, the two (2) candidates receiving the highest number of votes shall be declared elected; on odd numbered years, the three (3) candidates receiving the highest number of votes shall be declared elected.
2. The Annual Election of Trustees shall be held on the Monday preceding the second (2nd) Tuesday of September.
3. Thirty (30) days prior to the Annual Election, those seeking to have their names placed as candidates for the office of Trustee shall so inform the Secretary in writing.
4. A vacancy on the Board of Trustees shall be filled by a Special Election. The Trustee so elected shall complete the term of the vacating Trustee. Such election shall be held as soon as possible and not later than thirty (30) days from the date the vacancy occurs. However, if the vacancy occurs when there are fewer than six (6) months before the Annual Election, then the Board of Trustees may appoint a replacement Trustee to hold office until the Annual Election.

ARTICLE V DUTIES OF THE TRUSTEES

1. To cause to be kept in the minutes a complete record of the acts and proceedings of the meetings of the Certificate Holders.
2. To keep a complete set of records of the meetings of the Trustees.
3. To cause to be kept an acceptable system of accounting showing in detail all funds received and disbursed.
4. To present at the Annual Meeting of the Association, a full and detailed statement showing the condition of the finances of the Association.
5. To supervise all agents and employees and see that their duties are properly and satisfactorily performed.
6. To see that a reserve fund is built up.

ARTICLE VI POWERS OF THE TRUSTEES

1. To call special meetings of the Certificate Holders.

2. To appoint and remove at pleasure all agents and employees of the Association.
3. To make rules and regulations not inconsistent with the laws of the State of Washington or the Bylaws of the Association.
4. To conduct, manage and control the affairs and business of the Association.
5. To incur indebtedness.
6. To establish and maintain a reserve fund.
7. To set up special regulations and enforce the same in case of emergency.
8. To suspend the voting rights of and services to any Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association.

ARTICLE VII ORGANIZATION OF THE BOARD OF TRUSTEES

Within five (5) days after the election of the Board, the Trustees shall meet and organize. Of this meeting no notice need be given Members. From their numbers, the Trustees shall choose a President, a Vice-President, a Secretary and a Treasurer. More than one Vice-President may be chosen. The regular monthly meeting of the Board shall be held at 10:00 a.m. on the second (2nd) Tuesday of the month. If the Tuesday is a holiday, the meeting shall be held the following day.

ARTICLE VIII POWERS AND DUTIES OF THE OFFICERS OF THE BOARD

Section 1 Powers and Duties of the President of the Board

1. He/She shall preside over the meetings of the Trustees and over all the meetings of the Certificate Holders.
2. He/She shall, as President, sign all contracts and other instruments of writing which have first been approved by the Board of Trustees, except as otherwise provided.
3. He/She shall call extra meetings of the Association whenever he/she deems it necessary.
4. He/She shall, subject to the advice of the Trustees, have direction of the affairs of the Corporation and generally shall discharge such other duties as may be required by the Bylaws of the Corporation.

Section 2 Duties of the Vice-President

1. If, at any time, the President shall be unable to act or shall be absent, the Vice-President shall take his/her place and shall perform the duties, and is hereby given the powers set up for the President.
2. In the event that both President and Vice-President are absent or unable to act, then the Board may name some other member of the Board to act as President.

Section 3 Duties of the Secretary

1. To keep a record of the proceedings of the Board of Trustees and of the proceedings of the meetings of the Certificate Holders.
2. To keep a Corporate Seal and to affix the same to papers requiring a seal.
3. To keep on file a duplicate of each Certificate of Membership so long as the holder remains a Member of the Association.
4. To keep an alphabetical list of Certificates of Membership.
5. To discharge such duties as pertain to his/her office or shall be prescribed by the Bylaws or requested by the Board of Trustees.
6. To serve all notices required by law, the Bylaws of the Corporation, or as directed by the President.

Section 4 Duties of the Treasurer

1. To see that all funds collected or received by the Corporation are placed in the bank or banks designated by the Trustees. These funds are to be paid out on order of the Trustees by check signed and countersigned as provided by the Trustees.
2. The Trustees may employ an Assistant Treasurer to perform some or all the duties of the Treasurer.
3. To render a regular monthly statement showing in details the receipts and disbursements. The Trustees may call for such a report at their pleasure.

ARTICLE IX INDEMNIFICATION OF TRUSTEES

Each Trustee and each officer of the Association, in consideration of his/her services as such for the Association, shall be and is hereby, without the necessity of further contracts in relation to the same, indemnified and held harmless by the Association against, and shall be reimbursed by the Association for all expenses reasonably incurred or paid by him/her in connection with any action, suit or proceeding, including but not limited to, attorney's fees and/or investigating costs, in which he/she is made a party by reason of being or having been an Officer or Trustee of the Association.

ARTICLE X MAINTAINING RESIDENTIAL COMMUNITY STATUS

Section 1 Single Family Dwellings

Certificate Holders shall construct no buildings which could be used for double occupancy or conducting business.

Section 2 Small Business

The lots permitted to be used for residential purposes shall not be used or caused to be used or permitted or authorized in any way to be used for any business or profession or for any commercial manufacturing, mercantile, storing, vending, civic, educational, religious, medical, hospital, cemetery, crematory, institutional or other non-residential purpose or for the manufacture or sale of any property, real or personal, or any purpose whatsoever other than residential purposes without the prior written approval of the Service Association.

Section 3 Animals

No horses, cows, cattle, goats, sheep, rabbits, hares and/or other livestock, no poultry, pigeons, doves and/or similar fowl, and no bees shall be kept or raised on any part of said tract or on any lot therein; no dog, cat, bird, fish or pet-raising or trading as a business shall be carried on directly or indirectly, on said property, without the written consent of the Service Association having first been obtained.

Dogs or cats as pets shall not be permitted to trespass on the property of others nor in any manner disturb the peace or comfort of other than their owners.

Section 4 Dwellings

No part of any building shall in any manner be occupied or lived in until made to comply with all standard sanitary and safety conditions. No building or structure, including tents, shacks, trailers, outbuildings, garages or other such structures, anywhere on the property, other than a complete dwelling shall ever be lived in or used for dwelling purposes.

Section 5 Billboards

Not any sign or billboard shall be erected, placed or maintained on any lot; provided, however, nothing in this paragraph shall be construed to prevent the erection, placement or maintenance by the Service Association or its successors or its duly authorized agents, of signs in connection with the conduct of property business and/or the development and sale of any part of said property.

Section 6 Sanitation

No cesspool shall be constructed, maintained or used on any lot.

Section 7 Appearance

Each lot or home owner, or contract purchaser thereof, shall keep his/her property free and clear of weeds and rubbish and do all things necessary or desirable to keep the premises neat and in good order. It is hereby agreed that if any owner or contract purchaser fails to conform to this covenant, the Service Association or its successors shall have the right to enter upon the property of such owner or contract purchaser and remove all weeds and rubbish and do all other things necessary to put the premises in neat and orderly condition, and the expense thereof shall become due and payable from such owner or purchaser to the Service Association.

ARTICLE XI SEVERABILITY

Invalidation of any one of these restrictions by judgment of court order shall in no wise affect any other provisions, which shall remain in full force and effect.

ARTICLE XII CHANGING THE BYLAWS

The Bylaws may be repealed or amended or new Bylaws may be adopted by a vote of a majority of Certificate Holders who are eligible to vote. Not less than thirty (30) days before any such change can be made, each Member of the Association shall be notified by mail of the proposed change or changes.

ARTICLE XIII MONTHLY CHARGES

The Association shall establish a monthly or annual charge to be paid by each Member of the Association for services rendered. These include any service or services the Association may be called upon to perform or render. Annual payments will be due and payable in January of each year. This charge is to cover all costs of operating and maintaining the Association, to provide funds to be drawn upon for all legitimate expenses incurred by the Board of Trustees, and also to provide funds for a reserve to care for depreciation and/or any emergency expenses. This charge may be increased by action of the Association.

All charges shall be payable on or before the tenth (10th) of the month. No residence is exempt from this ruling regardless of transfer of ownership.

ARTICLE XIV LIMIT ON SPENDING

The Trustees shall neither purchase any equipment or supplies nor enter into any contract, lease, assignment or any other obligation, except regular or normal operating expenses such as garbage collection, utilities, or insurance expense that will bind the Association to an aggregate of four thousand (\$4,000) dollars without first calling a meeting of the Members and obtaining an affirmative vote. An affirmative vote on matters of this nature shall require affirmation by at least fifty-one percent (51%) of the total Members present and voting.

ARTICLE XV DISSOLUTION OF THE CORPORATION

In the event that it is deemed advisable to dissolve this Corporation, the procedure shall be under the laws and regulations of the State of Washington.

No such dissolution shall occur until all outstanding indebtedness is paid.

If there is a surplus fund accumulated, it may be distributed pro rata among the existing Members.