

**Northwoods Association By-Laws  
Amended October 24, 2001**

**AMENDED BY-LAWS  
THE NORTHWOODS ASSOCIATION**

**ARTICLE 1  
Members**

The present lessees of lots in the tract of land in the SE ¼ of Section 26, T7N, R6E, W.M., in Skamania County, Washington, known as “The Northwoods”, are members of the corporation, and each person and organization that hereafter becomes a lessee, either alone or jointly, of a lot in said tract shall thereupon automatically become a member of this corporation as soon as he or it becomes such lessee; and each shall continue as a member and shall be liable for the payment of dues and of assessments as long as he continues to be a lessee of a lot in said tract.

**ARTICLE II  
Meetings of Members**

Section 1. An annual meeting of the members of the corporation shall be held each year during the fall of each year in either the Northwoods area or the Portland/Vancouver area. The purpose of the annual meeting shall be for presenting and approving the annual dues and assessments, for presenting and approving the budget, for the election of the board of directors and for the transaction of such other business as shall regularly come before the meeting.

Section 2. Special meetings of the members may be called by the president or a majority of the directors, and must be called by the president upon receipt of a written request from at least ten (10) members stating the purpose of the meeting. For purposes of determining the number of members calling for a special meeting, only one member per lot shall be counted.

Section 3. Written or printed notice of each annual and special meeting of the members shall be mailed or electronically delivered to each member, postage prepaid, to the member’s address or email address as shall appear in the records of the Association or supplied by such member to the Association for the purpose of notice. Multiple lessees of a single lot shall designate the name and address of the lessee to receive notice on behalf of all lessees of the single lot. Such notice shall be so mailed a least ten (10) and not more the fifty (50) days prior to the meeting. The purpose of an annual meeting need not be stated in the notice thereof; provided, that if consideration is to be given or a vote taken upon a proposed assessment, the removal of a director from office or a proposed amendment to or repeal of a by-law, the notice of the annual meeting shall so state. Notices of all special meetings shall state the purpose for which the meeting is being called.

Section 4. Members holding twenty-five (25) percent of the votes (52 proxies) that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. A member present for the sole purpose of objecting to the sufficiency of notice of the meeting shall not be counted in determining whether a quorum is present.

Section 5. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after nine (9) months from the date of its execution, unless otherwise provided by the proxy.

Section 6. When there is more than one lessee of a lot, the lessees thereof collectively shall be regarded for the purposes of these by-laws as one member, and only one of the lessees may speak on any question. If such lessees or any of them desire to vote by proxy, the same shall be signed by all of them.

Section 7. Any cabin site that is in arrears or owes any money to the Association will be denied voting privileges until paid in full.

### **ARTICLE III**

#### **Directors**

Section 1. The business and property of this corporation shall be managed by a Board of Directors, seven (7) of whom shall be elected as provided by Section 2 of Article III. The last past president of the corporation shall also be a voting director.

Section 2. Upon adoption of these Amended By-Laws, the terms of the then-elected directors shall continue, with the terms of those directors presently in the second year of their two year term continuing until the next annual meeting, and the term of those directors presently in their first year of a term of two years continuing until the second annual meeting following the adoption of these Amended By-Laws. Thereafter, members entitled to vote for directors shall elect directors for a term of two years to fill the terms of office of directors who terms expire at such annual meeting. Directors shall assume office at the end of the annual meeting at which such director is elected except for the position of Treasurer who will assume responsibilities as of January 1<sup>st</sup> of the next year and will continue as Treasurer through December 31<sup>st</sup> immediately following the annual meeting at which his/her replacement is elected. The term of the last past president of the board shall begin as soon as his successor as president shall have been elected and shall end as soon as the term of his successor as president shall end. Terms of directors shall be established so that two director terms expire during each of two years and three director terms expire in the third year.

Section 3. Except as otherwise provided in Section 4 of this article, a vacancy in the office of elected directors shall be filled by the majority vote of the remaining elected directors in attendance at a fully called meeting at which a quorum is present. A director elected to fill a vacancy shall hold office during the remainder of the term of the director succeeded.

Section 4. Any elected director of this corporation may be removed from office by a two-thirds (2/3) vote of the members of the corporation present at any regular or special meeting at which a quorum is present, provided that the director shall have been given a reasonable opportunity to be heard at such meeting and that the notice of the meeting shall have stated that action with respect to such removal would be taken at the meeting. A vacancy caused by the removal of a director from office shall be filled by the majority vote of the members present at the meeting by which the removal was made.

#### **ARTICLE IV**

##### **Meeting of the Board of Directors**

Section 1. At the call of the president, an annual meeting of the board of directors shall be held no more than forty (40) days after the annual meeting of the members. At each annual meeting of the board of directors, the directors shall elect the officers of this corporation for terms of one (1) year each, and shall transact such other business as shall come before the meeting.

Section 2. Special meetings of the board shall be held as directed by it, and may be called by the president or any two (2) members of the board.

Section 3. The board may designate the time and place of each meeting of the board. In the absence of such designation, the president shall designate the same.

Section 4. Notice of each meeting shall be given to the directors at least two (2) days prior to the time set for the meeting. The notice shall be given in the same manner and with the same effect as provided in Section 3 of Article II with respect to giving notice of meetings to the members, except that the purpose of the meeting need not be stated. The board may designate regularly scheduled meetings, at a set time and place, and in such event, written notice of each meeting need not be given.

Section 5. Four (4) directors shall constitute a quorum.

Section 6. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 7. Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting

if a consent in writing, setting forth the action so taken, shall be signed by all the elected directors. Such consent shall have the same force and effect as a unanimous vote.

Section 8. Any board member who misses three (3) consecutive meetings without cause, determined by the board, is removed.

## **ARTICLE V Officers**

Section 1. The officers of this association shall consist of a president, a first vice president, a second vice president, a secretary and a treasurer. Said officers shall be elected as provided in Section 1, of Article IV.

Section 2. The term of each of the initial officers shall begin at the time of his election and shall end at the adjournment of the meeting at which his successor shall be elected except for the position of Treasurer as covered under Article III, Section 2. Thereafter, the term of each officer shall begin at the adjournment of the meeting at which he was elected and shall end at the adjournment of the meeting at which his successor shall be elected.

Section 3. A vacancy in any said office shall be filled by the majority vote of the elected directors present at a duly called meeting of the directors at which a quorum shall be in attendance.

Section 4. Any two (2) offices, except those of president and secretary, may be held by the same person.

Section 5. Any officer may be removed by the directors, provided that he shall have been given a reasonable opportunity to be heard.

Section 6. The board of directors may provide for the appointment of such additional officers as the board deems for the best interest of the corporation and may prescribe their duties, which officers shall serve during the pleasure of the board.

## **ARTICLE VI Duties of Officers**

Section 1. The president shall be the chief executive officer of the corporation. He shall supervise the business and activities of the corporation, execute all instruments on its behalf, and see that the acts and actions of the members and the board of directors are punctually and adequately put into effect and carried to completion. He shall preside at all meetings of the members and of the board of directors, call such meetings as he shall deem necessary other than the annual meeting of the members, and perform such duties as from time to time may be assigned to him by the members or board of directors and such other duties as usually inherent in such office.

Section 2. In the absence of the president, the first vice president shall perform all the duties of the president and such other duties as may be assigned to him from time to time by the president or the board of directors. In the absence of the president and first vice president, the second vice president shall perform the duties of the president and such other duties as may be assigned to him from time to time by the president, the first vice president or the board of directors.

Section 3. The secretary or board's designee shall give notices of all meetings as required by these by-laws, keep a record of all the meetings of members and directors, sign or attest on behalf of the corporation such instruments as require his signature, mail or deliver to the members all reports of the nominating committee, have custody of all the records of the corporation, except the financial records, maintain said records in a manner acceptable to a majority of the members, keep such records available for the inspection of any director or member at any reasonable time, and perform such other acts as the president may direct. He shall have the authority to cause copies of the reports of the nominating committee and notices and minutes of meetings of the members to be made at the expense of the corporation for distribution to the members.

Section 4. The treasurer shall receive and be accountable for all funds belonging to the corporation, send statements for dues and assessments to the members, take reasonable steps to collect all dues and assessments owed to the corporation, maintain bank accounts in depositories designated by the board of directors, deposit all the corporations' funds therein, draw checks for and pay all obligations incurred by the corporation when payment is authorized by the board of directors, render financial reports to the members and board of directors as directed by them, and make all his accounts and records available for inspection by any director or member at any reasonable time.

Section 5. Each officer shall also perform the duty or duties, if any, assigned to him in other articles of these by-laws. (See Articles VII, X and XI).

## **ARTICLE VII**

### **Bank Accounts**

Restricted monies of the corporation shall be invested in no load mutual funds designated by the Board of Directors as approved at the Special Meeting January 11, 1994. All regular operating funds shall be kept in accounts in the name of the corporation in banks or other financial institution designated by the Board of Directors, and money may be withdrawn therefrom upon checks signed by any designated officer.

## **ARTICLE VIII**

### **Trust**

All the funds of this corporation shall be held in trust by the corporation for the accomplishment of the mutually beneficial purposes stated in the Articles of Incorporation, and, except for paying operating costs, shall be expended only for such purposes.

## **ARTICLE IX Dues and Assessments**

Section 1. The amount of the dues and assessments (water, fire, and ambulance) shall be presented to the membership at the annual meeting for approval. Dues plus any applicable assessments per year per lot, shall be paid on or before January 31st of each year by the member, or members, leasing the lot; provided that such new member shall pay dues prorated at said rate from the first day of the month in which he, or they, become a member, or members, to the first (1<sup>st</sup>) day of the following January. Each joint lessee of a lot shall be personally responsible to the corporation for the payment of all dues owed on account for the lot.

Section 2. Special assessments for the purpose of helping to pay the reasonable costs of carrying on the functions and duties of the corporation may be assessed against the members upon the affirmative vote of two thirds (2/3) of the members present at any meeting of the members at which a quorum shall be present and the purpose, or one of the purposes, of which shall have been stated in the notice of the meeting as being the voting upon such assessment.

Section 3. A late charge of \$10 (ten dollars) may be assessed to each member delinquent over sixty (60) days past the billing date on dues or assessment and an additional charge of \$10 (ten dollars) for each sixty (60) day delinquency thereafter. A late charge may be assessed to each member delinquent as to dues and assessments. Such charges will be in accordance with the current schedule of late charges approved by the Board of Directors.

Section 4. Unpaid dues, assessments, late charges and fines may bear interest at the rate of ten percent (10%) per annum commencing sixty (60) days after the due date. Unpaid dues and assessments may bear interest with other late charges in accordance with the current schedule of late charges approved by the Board of Directors.

Section 5. If dues, assessments, late charges or fines are not paid within sixty (60) days of the due date, the Board of Directors may do one or more of the following:

- (a) Institute legal action to collect the amount or amounts past due;
- (b) Terminate the lessee/member's right to water from the Association's water system;
- (c) Expel the lessee/member from the Association with loss of all membership rights;
- (d) File a lien against the lessee/member's lot and any improvements thereon.

In the event of legal action by the Association to enforce collection of dues, assessments, late charges or fines the lessee/member shall pay the Association's reasonable attorney's fees, both in the trial court and on appeal.

## **ARTICLE X Auditing Committee**

Not less than twenty (20) days prior to each annual meeting of the members, the president shall appoint an auditing committee from the membership of the corporation and shall name the chairman thereof. No member of this committee shall be an officer or director of the corporation. The auditing committee shall audit the treasurer's accounts and make a written report to the members at the annual meeting.

## **ARTICLE XI Nominating Committee – Nominations**

Section 1. At least sixty (60) days prior to each annual meeting of the members, the president shall appoint a nominating committee consisting of three (3) or more members and shall name the chairman thereof.

The committee shall nominate candidates for directors, and not less than twenty (20) days prior to the annual meeting it shall furnish the president and secretary with a report of the nominations made by it; a copy of the report shall be mailed or delivered by the secretary to each member together with the notice of the annual meeting.

Section 2. A majority of the number of the nominating committee shall constitute a quorum.

Section 3. Nominations of candidates for directors may be made by any member by notifying the nominating committee at least thirty (30) days prior to the annual meeting.

## **ARTICLE XII Waiver of Notice**

Whenever any notice is required to be given any member or director of this corporation under the provisions of the laws of Washington or the by-laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## **ARTICLE XIII Rule of Order**

All meetings of the members and directors shall be conducted in accordance with Roberts Rules of Order.

**ARTICLE XIV  
Amendments**

These by-laws may be repealed or amended by a vote of two-thirds (2/3) of the members present at any annual meeting or special meeting of the members at which a quorum is present, provided that the notice of such meeting shall have stated the substance of the amendment and that action thereon would be taken at the meeting.

**ARTICLE XV  
Rules and Regulations**

Section 1. The Board of Directors may adopt, and amend and revise as necessary, rules and regulations of conduct and activities at Northwoods. Such rules and regulations may include, but need not be limited to, restrictions as to noise, motor vehicles speed, operations of motorcycles, and conduct in common areas. Such rules and regulations may supplement, but shall not contradict the provisions contained in Article XVII.

Section 2. The Board of Directors may adopt a schedule of fines or other sanctions for violation of adopted rules and regulations and the provisions contained in Article XVII. Sanctions may include, but need not be limited to, termination of the lessee/member's right to water from the Association's water system or expulsion from the Association with loss of all membership rights. In the event of legal action by the Association to enforce collection of a fine or other sanction, the lessee/member shall pay the Association's reasonable attorney's fees, both in the trial court and on appeal.

**ARTICLE XVI  
Enforcement of Leases between Water Front Recreation and Lessees**

Should any lessee/member violate a provision of the standard form lease between Water Front Recreation, Inc. and the lessee/member, and said violation constitutes a nuisance to some or all of the other lessees/members of the Association, the Board of Directors may elect to enforce the applicable lease provisions, or provisions, by legal action or other appropriate means, if Water Front Recreation, Inc. shall fail or refuse to enforce compliance by the offending lessee/member. In the event of legal action hereunder by the Association, the offending lessee/member shall pay the Association's reasonable attorney's fees, both in the trial court and on appeal.

**ARTICLE XVII  
Northwoods Lot Restrictions**

The following provisions shall apply to all lots in the Northwoods cabin development, and will apply to all lot lessees, and their licenses and invitees:

- (a) Permitted Use. The cabin sites shall be used only for residential purposes. No building shall be erected, altered, placed or permitted to remain on a cabin

site other than one detached single family dwelling and buildings incidental to residential use, and the cabin site shall not be further subdivided into lots.

- (b) Vehicles. No vehicles shall be parked in roadways. Vehicles shall not be operated carelessly or in excess of posted speeds. No vehicle shall be operated at any time without a muffler in good working order. Excessive motor noise and annoying smoke are each forbidden.
- (c) Maintenance. All lots shall at all times be kept in a clean, sightly, and wholesome condition, and no trash, garbage, litter, junk, boxes, containers, bottles, cans, machinery, implements, lumber or other building materials shall be permitted to be or remain exposed on any lot and visible from any street or adjoining or nearby premises.
- (d) Signs. No signs or any kind shall be displayed to the public view on any lot in the tract except one professional sign, or not more than 18 inches by 24 inches in size, advertising the property for sale or rent, and except signs used by a builder or developer to advertise the property during the construction and sales period.
- (e) Nuisance. No noxious or offensive trade or activity shall be carried on or upon any lot in the tract nor annoyance or nuisance in the area.
- (f) Animals. No animals, livestock or poultry of any kind shall be raised, bred, or kept on any lot, except that cats, dogs, or other household pets may be kept, but not for any commercial purpose. Household pets shall not be allowed to become an annoyance or nuisance to the neighborhood.
- (g) Incineration. Because of unpleasant odors and unsightliness, no individual incinerator will be permitted on any lot.
- (h) Fires and Fireplaces. Interior fireplaces, stoves, or other type burners must be fireproofed by use of spark proof screens. All fires must be extinguished before leaving a cabin. No fires shall be lit or maintained outside of any cabin.
- (i) Firearms and Fireworks. Discharging firearms, firecrackers, rockets or any other fireworks within the Northwoods area is prohibited.
- (j) Commercial Use. No platted lot shall be used for any commercial purpose, except that a Lessee may rent his cabin from time to time, and in such case shall be responsible that his tenants abide by these by-laws, as amended.
- (k) Motorbikes. No motorbike or motorcycle riding of any nature shall be allowed except for ingress and egress.

- (l) Fire Extinguisher. One fire extinguisher (minimum two quart capacity) must be kept in every cabin.
- (m) Trailers and Tents. No tent, house trailer, or mobile home, whether the same be on wheels or not, shall be permitted on any lot except during the period of cabin construction and for guests over a weekend period.
- (n) Solicitation. There shall be no solicitation, or distribution of handbills, or circulation of any kind without the written consent of the Association.
- (o) Hose Bibs. One hose bib shall be installed on an outside wall of each cabin for fire protection on or before completion of the cabin.
- (p) Water Shut-Off Valves. The roadside main shut-off valve for each cabin site is the property of the corporation. Each cabin site shall install and maintain an additional water shut-off valve, which is to be used for most short-term shut-off purposes.
- (q) Inspection. Authorized representatives of the Association may inspect any cabin site or any cabin at any time to determine compliance with the terms of these by-laws and to determine whether the cabin site and cabin are in compliance with federal, state, county, and municipal laws, rules, and regulations relating to activities contemplated under these by-laws, the cabin site leases, and the Master Lease.
- (r) Timber. No one shall cut any state timber or remove state-owned valuable material without prior written consent of the State of Washington.
- (s) Plans Approved. No building shall be erected, placed, or altered on the cabins site until the construction plans showing the location of the structure have been approved by the Association as to conformity with plan or development, quality or workmanship and materials, harmony of external design and color with existing structures, and as to location with respect to topography and finish grade elevation. Such approval shall be in writing.
- (t) Building Materials. All building construction shall be of log or wood frame. Wood frame stucco or simulated brick veneer construction is expressly prohibited. All roofs shall be of composition, shingle, shake, metal, with the color approved prior to application by the Association or such person or persons designated by the Association.
- (u) Completion. Cabins must be completed from all outward appearance within one (1) year from the time such construction is started. Cabin construction must be started within three (3) years from the date of the signing of a cabin site sublease thereon.