

WILDERNESS PROPERTY OWNERS' ASSOCIATION
BY-LAWS

Effective November 18, 1986, and as amended by the membership at semi-annual and annual meetings.

ARTICLE 1: MEMBERSHIP

Section 1 – The membership of the *Wilderness Property Owner's Association* is hereafter known as the *Association*, as prescribed in the Articles of Incorporation.

Section 2 - There shall be two (2) calendar year meetings of the *Association*. One shall be held during the second calendar quarter to apprise members of *Association* business for the first half of the year. The second shall be known as the annual meeting wherein Board member elections are held, the budget for the succeeding year shall be adopted and such other general business as may be required for the effective operation of the *Association* shall be conducted. Special meetings of the membership may be called at the discretion of the Board of Directors. Notice of all meetings of the *Association* stating the time, place and purpose of the meeting shall be given by mail or personally not less than fifteen (15) nor more than fifty (50) days prior to the meeting, to each member of the *Association*.

Section 3 - At any meeting, in person, or via mail or electronic transmission, of the membership of the *Association* sanctioned by the Board, ten (10) percent of the members at the time of the meeting, representing ten (10) percent of the assessed lots within the *Association*, shall constitute a quorum. A member representing a lot, so present, shall be entitled to vote. Under no circumstances shall more than one vote be permitted per assessed *Association* membership lot.

ARTICLE 2: MANAGEMENT

Section 1 -- The business and property of the *Wilderness Property Owners' Association* shall be managed by a board of seven (7) directors.

Section 2 -- The vacant positions on the Board of Directors of the *Association* shall be elected by a majority vote of the members present at the annual meeting as prescribed in Article 1, Section 3 of the by-laws.

Section 3 -- The term of office of each director of the *Association* shall be for three (3) years on a staggered basis, e.g., two (2), then two (2), then three (3) members elected per year. This will provide the board will a guaranteed majority of experienced directors. Each person will be designated by position and number.

Section 4 - The Board of Directors of the *Association* shall hold meetings as the directors shall deem necessary.

Section 5 -Each member of the Board of Directors shall possess one (1) vote in matters coming before the Board. All voting at meetings of the Board of Directors shall be by each member in person and voting by proxy shall not be allowed. Four (4) members of the Board of Directors shall constitute a quorum. No motions shall be approved or disapproved, nor any business actions taken, without the concurrence of four (4) Board members.

Section 6 - Any director may be removed from office by a two-thirds (2/3) vote of the membership present at any regular or special meeting of the *Association*. Notice of the proposed removal of a director must be given to such director prior to the date of the meeting at which such removal is to be voted upon. Such notice to the director must state the cause for the proposed removal.

Section 7 - Unexcused absence from four (4) consecutive meetings of the Board of Directors shall be due cause for removal of a director.

Section 8 - Any vacancy occurring on the Board of Directors by reason of the death, resignation or removal of a director shall be filled by appointment by the remaining directors. Such appointee shall serve during the unexpired term of the director whose position has become vacant.

Section 9 - Within a reasonable time after their election, the members of the Board of Directors shall elect from their number the following officers: President, Vice President, Secretary and Treasurer. All such officers shall be officers of the *Association*.

Section 10 - All Board of Directors meetings must adhere to Robert Rules of Order.

ARTICLE 3 - ARCHITECTURAL REQUIREMENTS

Section 1- An Architectural Control Committee, comprised of three (3) members shall be appointed by the President. Said Committee shall, within thirty (30) days after submission of a written request for approval, either approve or disapprove plans for structures and for improvements in accordance with the protective covenants pertaining to the Plat of Wilderness. Decisions of the Committee may be appealed to the Board of Directors, or to the membership. Any such appeal" must be filed within fifteen (15) days of the decision of the Committee, and said decision must be either affirmed, reversed, or modified within sixty (60) days of the filing of the appeal. If the appeal is made to the membership, the matter may be disposed of in the same manner as any business coming before the membership at any regular or special-meeting thereof.

Section 2 - "Residential dwellings" will be defined to mean a dwelling of no less than 1,700 square feet of living space, excluding garage.

Section 3 - Roofing may be approved that is:

- cedar shake
- masonite shingles
- tile
- architectural composition
- raised seam metal

Section 4 - Outbuildings and/or storage sheds may be approved at the discretion of the Architectural committee provided they are:

- mostly hidden from view from the street (behind a fence or plants)
- of composition and design in harmony with the main residence
- setback a minimum of five feet from the property boundary

ARTICLE 4: DUTIES OF OFFICERS

Section 1 –President -The President of the Board of Directors shall supervise all activities of the *Association*; shall execute all instruments in its behalf; shall preside at all meetings of the Board of Directors and of the membership of the *Association*; shall call such meetings of the membership as shall be deemed necessary, other than the annual and semi-annual meetings of the membership; and shall perform such other duties usually inherent in such offices.

Section 2 -Vice President - The Vice President of the Board of Directors shall act for the President in his absence and shall perform such other acts as the President may direct.

Section 3 - Secretary - It shall be the duty of the Secretary of the Board of Directors to keep all records of the Board of Directors and of the *Association* and to perform such other acts as the President may direct.

Section 4 - Treasurer -The Treasurer shall receive and be accountable for all funds belonging to the Association; shall pay all obligations incurred by the Association when payment is authorized by the Board of Directors and shall maintain bank accounts in depositories designated by the Board of Directors. The Treasurer shall submit a current financial report to the Board at each Board of Directors meeting. A complete financial report, on a format adopted by the Board, shall be submitted to the Association membership at each annual meeting, and shall be included in the notice of the meeting as indicated in Article 1, Section 2. In addition, the proposed budget shall be included. Disbursement of all Association funds shall require the signature of the Association Treasurer and one other director.

ARTICLE 5: BY LAWS AND AMENDMENTS:

Section 1 - WPOA by-laws may be amended upon the recommendation of the WPOA Board, to be accepted within six-months by a majority vote of a quorum (not less than 28 property owner votes) of the WPOA membership at either an annual meeting, a semi- annual meeting, or a special meeting.

ARTICLE 6: TREES AND GREENBELT

Section 1 - Whenever a member wants to have a tree in the greenbelt/common area cut (weather healthy or diseased), the WPOA member must: get signed approvals from the surrounding neighbors, preferably everyone who can see the tree, and bring the signed request for tree removal to the WPOA board for action.

Section 2 - The WPOA Board may make the decision to remove a tree from the greenbelt/common area that is identified as diseased, dangerous, or threatening to damage property, without signatures from all of the surrounding neighbors.

ARTICLE 7: INDEMNIFICATION

Section 1 - The members of the Board of Directors and the Officers shall not be liable to the Members of the Association for any non-willful tort, mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith.

Section 2 - To the fullest extent permitted by the Washington State Nonprofit Corporation Act, RCW Ch. 24.03, as that Act may be amended from time to time, no director, officer, employee or authorized agent of the **Association** shall be personally liable for any acts committed by them in the course of performing their duties as authorized by the Association and the **Association** shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, employee or authorized agent of the **Association**, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement, actually and reasonably incurred by him/her, in connection with such action, suit or proceeding, to the full extent allowed by applicable law, while acting in good faith in performing their duties.

ARTICLE 8: INSURANCE

Section 1 - The Association will maintain insurance at its expense to protect itself and any Director, Officer, employee or agent of the Association against any expense, liability, or loss whether or not the **Association** would have the power to indemnify such person against such expense, liability, or loss under the Washington State Nonprofit Corporation Act.

9 November 2016 – Revised Article 1, Section 3; added Articles 7 & 8; deleted index.