

**BYLAWS OF PANORAMIC HEIGHTS RECREATION ASSOCIATION**

**ARTICLE I. MEMBERSHIP**

**A. QUALIFICATIONS**

Membership in the Panoramic Heights Recreation Association, Inc., hereinafter referred to as "The Corporation" shall be voluntary and consist of the following membership classifications:

1. Resident Member: Resident membership may exist for any and each family or household residing in dwelling units within the described area platted as Panoramic Heights No. I, No. II and No. III, situated in the City of Kennewick, Benton County, Washington, who has paid the membership fee provided in Section K of Article II and the current operating, maintenance, and improvement assessments and damages provided in Section J of Article II, and the filing of an application for membership with the treasurer. Such memberships are transferable pursuant to Section C of this Article.

2. Inactive Resident Membership: An inactive resident membership may be granted by the Board of Directors to active members who will be absent or non-participating for a minimum period of one (1) year. The Board shall consider petitions for resident members on an annual basis. Inactive resident members and their family shall forfeit use privileges of corporation facilities and shall not be permitted as guests during the period of inactivity, except as permitted by the board. No assessments for direct operating costs shall be levied against inactive resident memberships; however, membership assessments for improvements, maintenance, and damages shall be paid by inactive resident members. The membership fee of an inactive member shall be retained by the corporation. Inactive members shall retain member voting rights during the period of inactivity. Inactive resident memberships are transferable upon compliance with Section C of this Article.

3. Annual Guest Users: The Board of Directors, at their discretion, may establish and offer for purchase annual guest users to persons residing within and adjacent to the described area platted as Panoramic Heights No. I, No. II and No. III. Such annual guest users shall be subject to any and all established corporation bylaws, rules and regulations, and shall be limited to an operating year. Such annual guest users shall not be transferable. Annual guest users shall require sponsorship (reference) from a current active member and shall pay 125% of the current annual operating and maintenance assessments and damages.

**B. MEMBERSHIP LIMITATION**

Total resident and inactive resident membership shall be limited at any time to not more than one hundred (100) members. At their discretion, the Board of Directors can sell up to ten (10) annual guest users. Applications for membership above this limit will be kept on file by the Secretary and accepted in the order of submission as resignations, terminations, or sales to the corporation

shall occur. The annual guest user limit may be changed by a majority vote of the Board of Directors.

### **C. TRANSFER OF MEMBERSHIP**

Resident and inactive resident members wishing to discontinue membership may arrange a sale of their membership to a resident of Panoramic Heights I, II, or III only. The member shall provide these Bylaws for examination by the prospective purchaser. The Corporation has no obligation to purchase such memberships, but may do so by action of the Board of Directors. Memberships may be transferred only on the records of the Corporation by the Secretary (or designated Board Member) and only upon the payment of all dues and assessments then due and paid. Dues and assessments are to be paid for all periods of membership for which such dues and assessments are levied, including periods of less than one year when selling a membership. The purchaser of a transferred membership should contact the Secretary prior to the transfer to verify that all dues and assessments against the membership are paid.

### **D. TERMINATION OF MEMBERSHIP**

Membership shall be terminated upon sale and transfer of the membership on the books of the Secretary (or designated Board Member). Such termination shall not relieve any member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid at the time of membership termination. Membership may be terminated for cause by action of the Board of Directors for failure to comply with the Bylaws or any duly adopted policies, rules, or regulations of the Corporation, or because of a demonstration of a lack of good citizenship as it relates to the corporate purpose and activities, provided such is found to be fact by the Board at a hearing called after seven (7) days written notice thereof to the owner of the membership proposed to be terminated, specifying the cause. Those members who are delinquent in their dues for one (1) year shall have their membership voided.

### **E. MEMBERSHIP LIABILITY**

Memberships shall not be subject to attachment, garnishment and execution, and shall not be an asset of the debtor in the event of bankruptcy or assignment of creditors. Upon any of the foregoing conditions or any related involuntary transfer, membership shall automatically revert to the Corporation; further, the former members, his/her heirs, trustees, executor, administrator, or assignee, shall have no right, title, or interest therein.

### **F. MEMBERS VOTING RIGHTS**

Each membership shall be entitled to one (1) vote which may be in person or by absentee ballot. Such ballots must be in writing and filed with the Secretary at any meeting where they are voted. The Secretary shall retain absentee ballots for one month after the vote tally.

## **G. MEMBERSHIP MEETINGS**

Meetings of the membership shall be conducted in accordance with Roberts Rules of Order unless otherwise specified by the Board. Fifteen percent (15%) of the membership, attending in person or by proxy, shall be necessary to constitute a quorum. Notice of meetings of the membership shall be given in writing at least ten (10) days before such meeting, addressed to each member at his/her address in the records of the Secretary, with such notice giving the time, date, place and purpose of the meeting.

## **H. ANNUAL MEETINGS**

There shall be two annual meetings of the membership, one each in the spring and fall of each year, at a time and place as specified in the notice of such meeting given to the membership.

## **I. SPECIAL MEETINGS OF MEMBERSHIP**

Special meetings of the membership may be called at the direction of the President, a majority of the Board of Directors, or on written petition of ten percent (10%) of the membership.

## **J. MEMBERSHIP RIGHTS**

Members, families of members who reside with the member, and annual guest users shall have the right to use the recreation facilities of the Corporation only so long as their dues and assessments are not in arrears, and all comply with the Bylaws, Rules, and Regulations of the Corporation relating to the use of facilities. The Board may authorize the members to bring a limited number of temporary guests into the facilities. The members are responsible to ensure that their guests comply with the Bylaws, Rules, and Regulations.

# **ARTICLE II. MANAGEMENT**

## **A. OPERATING YEAR**

The operation year of the Corporation shall be from January 1 through December 31 of each year.

## **B. BOARD OF DIRECTORS**

A Board of Directors, normally consisting of seven (7) members, shall be the governing body of this Corporation; the number of Directors of the Corporation shall be never less than five (5) nor more than ten (10). They shall be responsible for establishing operating rules and regulations for the Corporation and operation of the facilities.

## **C. TERM OF OFFICE**

All Directors elected shall have two (2) year terms.

#### **D. TIME, PLACE, AND MANNER OF ELECTION**

Members of the Board of Directors shall be elected at the fall meeting of the membership. Nominations from the floor at the annual meeting shall be recognized. No member may be nominated for election the Board unless he/she is present at the meeting or his/her written consent has been obtained prior to said meeting.

#### **E. MEETINGS**

A regular meeting of the Board of Directors shall be held within one month following the election of the Board. At this meeting the President and other officers of the Board of Directors are to be elected by the Board of Directors. Special meetings of the Board of Directors may be called at any time by the President or a majority of the Board, whereupon the Secretary shall give notice as specified by the Board to each Board member.

#### **F. CONDUCT OF BOARD MEETINGS**

Meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order, unless otherwise specified by the Board. Each Board member shall have one (1) vote. Four (4) Directors shall constitute a quorum.

#### **G. REMOVAL FROM OFFICE**

Any member of the Board of Directors may be removed by a majority vote of the Board of Directors, or a Director may be removed by a vote of a majority of the full membership, such vote being held at a meeting of this Corporation.

#### **H. COMPENSATION**

The Directors shall receive no compensation for services for and on behalf of this Corporation with the exception of the Director who serves as Chair of the Pool Committee. Annual dues will be waived in recognition of the effort this position requires. The Board of Directors, at their discretion, may also appoint an Assistant Chair of the Pool Committee whose annual fees may also be waived.

#### **I. VACANCIES ON BOARD OF DIRECTORS**

Vacancies occurring on the Board of Directors shall be filled by appointment from the general membership by those remaining on the Board of Directors and with the consent of the appointee. Such appointee shall serve until the next general membership meeting.

**J. OPERATING, MAINTENANCE, AND IMPROVEMENT ASSESSMENTS AND DAMAGES**

The Board of Directors shall have power to fix the amount of operating, maintenance, and improvement assessments and damages to be paid by members, and determine when the same should become due and payable.

**K. MEMBERSHIP FEES**

The Board of Directors shall each year fix the membership fees of the Corporation. Upon petition duly made and for just cause, the Board of Directors may provide for periodic installment payments of membership fees within the first year of membership.

**L. MEMBERSHIP FINES**

Fines not to exceed \$100 may be levied by a majority of the Board of Directors against a member or annual guest user for each flagrant violation of standard rules or regulations or property damage of the corporation by the member, user, his/her family or guest in addition to the cost of repairing any property damage.

**ARTICLE III. DUTIES OF OFFICERS**

**A. PRESIDENT**

The President of the Board of Directors shall supervise the activities of the Corporation, execute all instruments in its behalf, preside at meetings of the Board of Directors and of the membership of the Corporation, and perform such other duties usually inherent in such office.

**B. VICE-PRESIDENT**

The Vice-President of the Board of Directors shall act for the President in his/her absence, and perform such other duties as the President or Board of Directors may direct.

**C. SECRETARY**

It shall be the duty of the Secretary of the Board of Directors to keep all membership records of the Board of Directors and of the Corporation, to give notice of meetings, and perform such other duties as the President or the Board of Directors may direct.

**D. TREASURER**

The treasurer shall receive, disburse and be accountable for all funds belonging to the Corporation accounts in depositories designated by the Board of Directors, and render financial reports at the meetings. Additionally, he/she shall distribute to the membership the annual budget as proposed by the Board prior to the spring meeting. All checks from bank accounts and

withdrawals from the savings accounts shall require the signatures of the President and the Treasurer, with Secretary as an alternate.

#### **E. BOARD OF DIRECTORS**

Members of the Board of Directors shall serve in an advisory capacity in all Board meetings and shall, at the President's direction, act in matters pertaining to operation of the Corporation facilities and/or in the conduct of corporate business transactions.

#### **F. FUNDS**

The annual budget shall be prepared by the Board of Directors and approved by the General Membership at the spring meeting. There shall be created by the Board of Directors, an emergency fund and general fund of the Corporation. Said funds shall be administered by the Board of Directors, subject to the following:

1. General Fund: This fund is maintained by the deposit of all basic membership fees, assessments, fines and any other source of corporate income. This fund shall be utilized for the payment of general operating, maintenance, and improvement expenses. Any unbudgeted expenditure in excess of \$100 shall require recorded approval by the majority of the Directors. Any unbudgeted expense in excess of \$1000 shall require approval of the General Membership.
2. Emergency Fund: This fund is held in a special savings account to draw interest. Interest shall remain in the emergency fund until a maximum of \$2,000 has been accumulated. Funds expended for any emergency expense shall require majority approval by the Board of Directors. Money used from the fund shall be replaced commencing with the year following expenditure.

#### **G. RECORDS**

The records of this Corporation shall consist of its Articles of Incorporation, these bylaws, complete minutes on all meetings of the members and Board of Directors, a roll of the members, statements completely reflecting the financial affairs of the Corporation and such other records as may be designated from time to time by the Board of Directors. All of said records shall be opened to the inspection of any member of the Corporation at any reasonable time.

### **ARTICLE IV. COMMITTEES**

The Board of Directors shall establish standing committees as may be deemed necessary or as directed by vote of the membership. The term of such committees shall be at the pleasure of the Board. The Board may delegate to the committee such authority as may be required for the performance of their assigned function. At the minimum there shall be three (3) standing committees with the following duties:

### **A. AUDIT COMMITTEE**

The Treasurer shall be the Chair of the three-person Audit Committee appointed by the President to conduct an annual audit of the financial transactions and records prior to the spring meeting. In addition, an independent party audit may be conducted at the discretion of the Board.

### **B. POOL OPERATION COMMITTEE**

A member of the Board shall be the Chair of the Pool Operations Committee, which he/she appoints to arrange for the maintenance and operation of the Corporation Swimming Pool. The Chair shall submit annual budget recommendations to the Board.

### **C. COURT AND GROUNDS OPERATIONS COMMITTEE**

A member of the Board of Directors shall be the Chair of the Court and Grounds Operations Committee, which he/she appoints to arrange for the maintenance and operations of the corporation tennis courts and grounds areas. The Chair shall submit annual budget recommendations to the Board.

## **ARTICLE V. CERTIFICATES OF MEMBERSHIP**

The Board of Directors shall provide for the issuance of Certificates of Memberships in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and his/her family and the date of issuance of the certificate shall be entered on the records of the Corporation. Certificates shall be issued when a member has paid all membership fees and dues that may then be required. A certificate of membership shall then be issued in his/her name and delivered to him/her by the Secretary not later than 30 days following payment of membership fees. If any certificate shall become lost, mutilated, or destroyed, a new certificated may be issued, therefore, upon such terms and conditions as the Board of Directors may determine.

## **ARTICLE VI. AMENDMENTS**

These Bylaws may be amended by the vote of the eligible membership at either a regular or special meeting with notice given as specified in Article I, Section G, where a quorum is present by majority vote.

This is to certify that the above and foregoing Bylaws of Panoramic Heights Recreation Association were duly adopted at a spring meeting of the membership of said corporation held on the 10<sup>th</sup> day of May 2000. Dated this 14<sup>th</sup> day of May 2000. Revisions were duly adopted at a spring meeting of the membership of said corporation held on the 2<sup>nd</sup> day of May 2001. Further revisions were adopted at a spring meeting of the membership of said corporation held on the 1<sup>st</sup> day of May 2002. Dated this 6<sup>th</sup> day of May 2003.

President \_\_\_\_\_

Secretary \_\_\_\_\_