



HAMMA RIDGE

HOMEOWNERS ASSOCIATION

Bylaws

Updated November 25, 2020



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Association Bylaws

I. Purposes and Powers

1.1 This corporation shall be conducted as a non-profit corporation for the purposes set forth in the Articles of Incorporation and for the mutual benefit of the members of the corporation.

1.2 The corporation shall have the power to levy and collect assessments against its members and to enforce the same as herein set forth and to exercise such other powers as may be lawfully established under the Washington Non-Profit Corporation Act, RCW 24.3.

II. Definitions

2.1 "Association" or "Corporation" shall mean and refer to Hamma Ridge Homeowners Association, its successors and assigns.

2.2 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Properties, provided that where a Lot is being sold by real estate contract, the contract purchaser shall be deemed owner for membership purposes.

2.3 "Properties" shall mean and refer to that certain real property described above, and more commonly referred to as "Hamma Ridge", and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

2.4 "Common Area" shall mean all real property (including the improvements thereto) owned by the Association for the common use and enjoyment of the Owners of Hamma Ridge Subdivision. The improvements shall include, but not be limited to, easements for ingress, egress, and utility purposes, and beach access ways.

2.5 "Lot" shall mean and refer to any plot of land with the exception of the Common Area as delineated on the Survey recorded under Mason County Auditor's Fee No.492652 and the Short Subdivisions recorded under Auditor's Fee No.499778 through Auditor's File No.499784, inclusive, with the exception of the Common Area, or which may be created by further subdivision of lots.

2.6 "Declaration of Protective Covenants" (CCR's) shall mean that instrument filed August 17,1990, under Mason County Auditor's File No.513819, and all subsequent revisions.

2.7 "Subdivision" shall refer to Hamma Ridge residential subdivision.

III. Membership

3.1 Definition: Membership in Hamma Ridge Homeowners Association shall consist of the individual Lot Owners of Hamma Ridge. Each member shall have one membership for each Lot of which he or she is the Owner, and the interest of each member shall be determined by the number of Lots owned. If any Lot or Lots are held by two or more Owners, the several Owners of each Lot shall be deemed collectively as one member for that Lot.

3.2 Transfer: No membership may be transferred, assigned, or in any manner conveyed, other than in the manner set forth below. Memberships shall be inseparably appurtenant to the Lots owned by the members, and upon transfer of ownership or contract of sale of any such Lot, membership shall be deemed to be transferred to the new fee Owner or contract purchaser. In the event of death of a member, the membership of such member shall be and become the property of the personal



representative of such deceased member upon the appointment and qualification as such in a judicial proceeding and included in the liabilities of the deceased member until title shall be transferred or contracted to be transferred. No compensation shall be paid by the corporation upon any 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.

3.3 Withdrawal: Transfer of Title: No member may withdraw except upon transfer of title to the lot as provided in Paragraph 3.2 above.

3.4 Common Area: The common area, as defined in Paragraph 2.4, shall be owned by the Corporation. All members shall be entitled to the use and enjoyment of all corporation properties and easements, in common with all members of the corporation; and except as limited by the Articles of Incorporation, Bylaws, Declaration of Protective Covenants, and revisions thereto and easements and restrictions of record.

3.5 Delegation of Use: Any Owner may delegate his or her right of enjoyment to the Common Area and facilities to the members of his or her family, his or her tenants, or contract purchasers who reside on the property.

IV. Meeting of Membership

4.1 Annual Meetings: The annual meeting of the members for the election of Directors and for the transaction of other business shall be held at a time of the Board's choosing. If such annual meeting is omitted by oversight or otherwise on the date provided for, a subsequent meeting may be held in place thereof, and any business transacted, or elections held at such meeting shall be as valid as if transacted or held at the annual meeting. Such subsequent meeting shall be called in the same manner and as provided for special member meetings. All meetings, annual or special, shall be held in such place as is designated by the Board of Directors.

4.2 Special Meetings: Special meetings of the members may be called at any time by the President, a majority of the Board of Directors, or by the written petition of any member or members holding an aggregate of one-tenth (1/10) of the voting power of all members, submitted to the secretary. The petition shall state the time, date, and purpose of the special meeting.

4.3 Notice: Written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either by US Mail or by electronic means to the member at his or her address as it appears on the records of the corporation, by the secretary.

4.4 Quorum: One-third (1/3) of the members entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the members. When a quorum is present at a meeting, a majority of the votes present in person or by proxy shall decide any questions brought before the meeting, unless otherwise provided for herein. If there is a lack of a quorum, the meeting shall be adjourned to a date certain fixed by a majority of the members attending, as to which notice shall be given as herein provided.

4.5 Proxies: All proxies must be in writing, executed by the members themselves or by their duly authorized attorneys, and must be filed with the Secretary at or before the meeting of the members.

4.6 Adjournment: Any regular or special meeting of the members at which there is a quorum present may adjourn, from day-to-day, or from time-to-time, without further notice, until its business is completed.

4.7 Presiding Officer: The President, or in his or her absence a Chairperson, elected by the members present, shall call the meetings of the members to order and shall act as the presiding officer thereon.

4.8 Secretary: The Secretary shall act as a recording secretary at all meetings of the members and in his



absence, the presiding officers may appoint any person to act as Secretary.

4.9 Electronic Meetings: Any Association meeting, including any meeting of the Members, Board of Directors, or any other committee, may be held by remote communication as provided herein and shall be subject to the following provisions:

- (1) The technology used for the electronic meeting shall allow attendees full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
- (2) The Association shall implement reasonable measures to authenticate the attendance and vote of each attendee.
- (3) Participation in a remote meeting shall constitute presence for all purposes, including quorum and voting.
- (4) Any action that could be taken at an in-person meeting may also be taken at a remote meeting held pursuant to this provision.
- (5) Procedural rules related to the conduct of electronic meetings shall be established and promulgated by the Board of Directors.

V. Board of Directors

5.1 Powers: The management of all the affairs, property and interests of the corporation shall be vested in a Board of Directors. The Board of Directors shall be elected by a majority vote of the members of the Association for a term of one (1) year and shall hold office until their successors are elected and qualified. In addition to the powers and authority set forth in these Bylaws and the Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things that are not directed or required to be exercised or done by the members of the corporation by these Bylaws, the Articles of Incorporation, or the Declaration of Protective Covenants of Hamma Ridge. 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:

- (a) To appoint and remove at pleasure all officers, agents, and employees of the Association, describe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem proper. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer or director of the Association in any capacity whatsoever.
 - (b) To fix, establish, levy and collect such fees, dues, charges, and/or assessments as may be necessary in the judgment of the Board of Directors, including reasonable admission and other fees for the use of the recreational facility, but assessment may not be in excess of the maximum set forth in Article V of the Declaration of Protective Covenants.
 - (c) To adopt and publish rules and regulations governing use of the Association policy and facilities and the personal conduct of the members and their guests thereon.
 - (d) To suspend the voting rights and right to use of any recreational facilities by an owner for any period during which any assessment against the Lot remains unpaid; and for a period not to exceed sixty (60) days for any infraction of the Association's rules and regulations.
 - (e) To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent without an excuse from three (3) consecutive meetings of the Board of Directors.
 - (f) Borrow money on behalf of the corporation, including the power and authority to borrow money from any of the members, directors, or officers of the corporation, and to authorize the execution of promissory notes or other evidences of indebtedness of the corporation, and to agree to pay interest thereon, and otherwise to incur indebtedness on behalf of the corporation.
 - (g) To sell, convey, alienate, transfer, assign, exchange, lease or otherwise dispose of, mortgage, pledge, hypothecate and otherwise encumber the personal and real property, to purchase, lease and
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otherwise acquire personal and real property on behalf of the corporation and subject to the voting rights of the members as described in Article III, Paragraph 2 and Article IV, Paragraph 1 of the Declaration of Protective Covenants.

5.2 Number: The Board of Directors shall consist of at least three (3) directors. The number of Directors may be increased or decreased at any time by the members or directors at any annual or special meeting provided that no decrease shall have the effect of shortening the term of any incumbent director except as provided in Subparagraph 5.3 hereunder.

5.3 Vacancies: All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of that person's predecessor or until a successor is elected and qualified. A directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for the term of office continuing only until the next election. For purposes of this paragraph, a director's unexcused absence from three (3) consecutive meetings of the Board of Directors may be considered a "vacancy" by the remaining members of the Board of Directors.

5.4 Regular Meetings: Regular meetings of the Board of Directors may be held without notice at such time and at such place as the Board may by vote from time-to-time designate.

5.5 Special Meetings: Special meetings of the Board of Directors may be called at any time and on the order of the President or on the order of two (2) Directors. If said meeting is called by any two (2) members of the Board, a written request therefore shall be delivered to the Secretary of the corporation who shall immediately give notice to the Board of Directors of the date, time and place of the meeting, which notice shall fix the date thereof at not less than two (2) days nor more than twenty (20) days after the filing of such request.

Notices of special meetings of the Board of Directors stating the date, time and place, as well as the general purpose for which the special meeting is called, shall be mailed, or personally delivered to each director, and the special meeting shall not be held sooner than two (2) days after the delivery of said notice or sooner than five (5) days after the mailing of said notice. An entry of the service of notice, given in the manner provided above, shall be made in the minutes of the proceedings of the Board of Directors, and such entry, if read and approved at the subsequent meeting of the Board of Directors, shall be conclusive on the question of service. Attendance of a director at a special meeting shall constitute a waiver of the notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. A director may waive any notice required for any meeting by executing a written waiver of notice either before or after said meeting; such waiver shall be equivalent to the giving of such notice.

5.6 Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of those present at the time and place of any meeting or special meeting, although less than a quorum, may adjourn from day-to-day, or from time-to-time, without further notice until a quorum shall attend. When a quorum shall attend, any business may be transacted which might have been transacted at the meeting had the same been held on the day on which the same was originally appointed or called.

5.7 Registering Dissent: A director who is present at the meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless that director's dissent shall be entered in the minutes of the meeting or unless that director either files a written dissent to such an action with the person acting as the Secretary of the meeting before the adjournment thereof, or forwards such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.



5.8 Action by Directors Without a Meeting: Any action that 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 or to be taken shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote.

VI. Officers

6.1 Designation: The officers of the corporation shall consist of a President, one or more vice Presidents, as the Board of Directors shall determine from time-to-time, a Secretary and a Treasurer. These officers shall be elected for one (1) year by the Directors at their first meeting after the annual meeting of the membership and shall hold office until their successors are elected and qualified. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. None of said officers, except the President, need be a director, but the vice President who is not a director cannot succeed to or fill the office of the President.

6.2 President: The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the board are carried out, shall co-sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes unless delegated otherwise by the President in writing.

6.3 Vice President(s): During the absence or disability of the President, the Vice President or Vice Presidents, if any, shall exercise all the functions of the President in the order designated by the Board of Directors, except that a Vice President who is not a director cannot succeed to or fill the office of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to that Vice President from time-to-time by the Board of Directors.

6.4 Secretary: The Secretary shall keep the minutes of all proceedings of the membership and of the Board of Directors in books of the membership and of the corporation provided for that purpose. The Secretary shall issue notices for all meetings, and shall execute, with the President, in the name of the corporation, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors to be executed. The Secretary shall also have charge of the seal of the corporate books and shall make such reports and perform such other duties as are incident to the office or as are properly required by the Board of Directors.

6.5 Treasurer: The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipt and disbursements in books to be kept for that purpose. He or she shall receive and deposit or cause to be received and deposited, all monies and other valuables of the corporation, in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements, and shall co-sign with the President, all checks and promissory notes. The Treasurer shall also render to the President and to the Board of Directors, whenever they may require, accounts of all transactions as Treasurer and of the financial condition of the corporation. In general, the Treasurer shall perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

6.6 Delegation: In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in that officers place, the Board of Directors may from time-to-time delegate the powers or duties of such officer to any other officer or any director or any person whom it may select.

6.7 Vacancies: Vacancies in any officer arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

6.8 Term-Removal: The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.



VII. Identification of Officers and Directors

Each officer and member of the Board of Directors shall be indemnified by the members of the Association against all expenses and liabilities including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been an officer or member of the Board at the time such expenses are incurred, except in such cases where an officer or a member of the Board is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, however, that in the event of a settlement, the indemnification shall apply only when the Board approved such settlement and reimbursements as being for the best interests of the corporation.

VIII. Transactions

No transactions entered into by the corporation shall be affected by the fact that any members, Directors, or officers of the corporation are personally interested in it; and every member, director or officer of the corporation is hereby relieved from any disability that might otherwise prevent his or her contracting with the corporation in which he or she may be in any way interested (provided such member, officer, or director has fully declared any such interest) and that fact that the member, director and/or officer of the corporation in whole or in part the same as those of any other corporation shall not in any way affect the validity or enforceability of any agreement or transaction between the two corporations.

IX. Assessments

9.1 Members' Obligation of Assessment: The members of the corporation shall be liable for the payment of such charges or assessments as may be fixed by the Association or Board of Directors. All assessments shall be levied at a uniform rate per Lot without distinction or preferences of any kind. All charges and assessments, when collected by the corporation, shall become the property of the corporation to be expended only upon the approval of the Board of Directors, and the signatures of the President (or his or her designee) and not less than one (1) other officer of the corporation shall be required on all checks or other orders for the payment of money.

9.2 Payment Date; Remedies of the Association: From time- to-time, as and when any such assessment or charges are levied, each member with respect to the Lot to which his or her membership is appurtenant, shall pay the amount of such assessment to the corporation at its office, within thirty (30) days after the mailing of the notice of such assessment to the members. Any assessment or charge not paid within thirty (30) days after this due date shall bear interest from the due date at the rate of twelve percent (12%) per annum. The Association may bring an action at law against the owner personally obligated to pay the same or foreclose a lien against the property in the manner provided for mechanic's liens, as provided for in RCW 61.24. In the event that legal counsel is sought by the corporation in connection with the collection of any charges or assessments, the defaulting member shall pay all attorneys' fees incurred by the corporation.

X. Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board of Directors. Such books, records, and minutes shall, during reasonable business hours and upon reasonable notice, be subject to the inspection by any member.



XI. Amendments

The Bylaws, or any part thereof, may be altered or amended by the Board of Directors upon approval in writing by a minimum of 70 percent of the Directors.