

# BY-LAWS OF THE VISTA DEL LAGO PROPERTY OWNERS ASSOCIATION

## FORWARD

The original By-Laws of the Vista Del Lago Resort Association were adopted on November 15, 1997. The first revision, Revision A, incorporates amendments approved by the Association's Board of Directors on May 18, 2002 and adopted by the Association Members at their annual meeting on June 1, 2002. Revision B incorporates amendments approved by the Association's Board of Directors on April 22, 2006 and adopted by the Association members at a special meeting on September 9, 2006

### 1. MAILING ADDRESS:

The mailing address shall be 1000 SR 150, Manson, WA 98831.

### 2. DEFINITIONS:

A. "Declarant" means Eastland Corporation, a Washington State Corporation.

B. "Declaration of Covenants" means and refers to the Declaration of Covenants of Vista Del Lago Resort, recorded under Auditors File # 10781952, on November 15, 1997, records of Chelan County, WA. Wherever applicable or where the content or context permits or requires, these By-Laws are supplemented by the Declaration of Covenants and the terms and conditions of the Declaration of Covenants are incorporated by reference as if fully set forth in these By-Laws. Nothing in these By-Laws shall be interpreted to contradict the Declaration of Covenants.

C. "Owner" means the owner of record, (whether one or more persons or entities) of fee simple title to any Parcel, including contract vendees of a Parcel.

D. Parcel means an individual parcel of real estate designated on the Survey of Vista Del Lago Resort.

### 3. MEMBERSHIP:

A. All owners of Parcels in the Vista Del Lago Resort, Manson, WA, shall be members of the Association, and shall pay annual dues and/or fees as established and set forth by the Board of Directors in accord with the Declaration of Covenants.

B. Voting Rights. There are two classes of voting memberships, as fully set forth in the Declaration of Covenants. Class A members are all owners with the exception of the Declarant and Class A members have one vote for each parcel. The Class B member is the Declarant, who has five votes for each Parcel owned.

C. Transfer of an ownership interest in a parcel in Vista Del Lago Resort shall also transfer membership in the Association.

#### 4. MEETINGS

A. The Association members shall meet together for an annual meeting. The annual meeting shall be held at the Vista Del Lago Resort Clubhouse on the first Saturday in June at 10:00 am. Special meetings of the members may be called, as necessary, by the Board of Directors in accord with the Declaration of Covenants. Written notices of each annual or special Association meeting shall be mailed to each member at their last known address of record not less than thirty (30) days prior to the meeting. A quorum for Association meetings shall be sixty percent (60%) of the members, present in person or by written proxy.

#### 5. BOARD OF DIRECTORS:

- A. The affairs of the Association shall be conducted by the Board of Directors and the officers elected or appointed in accordance with these By-Laws, the rules adopted by the Directors, and the Declaration of Covenants. Unless stated otherwise in these Bylaws or the Declaration of Covenants, all actions of the Directors shall be by majority vote of those present.
- B. During the period of Declarant Control as set forth in the Declaration of Covenants, the following conditions apply: The Board shall consist of up to six Directors. A minimum of three and a maximum of five Directors shall be elected by a majority of the eligible votes at the annual Association meeting. These Directors shall be members of the Association. The Declarant shall always be a member of the Board of Directors. The elected Directors shall serve one-year terms. The terms shall begin immediately following the annual meeting.

Following the period of Declarant Control, the Board of Directors shall consist of a minimum of three Directors and a maximum of five Directors, and all shall be Association members. The Directors shall be elected by majority vote of the Association members present in person or by proxy at their annual meeting, and shall serve one-year terms. The terms shall begin immediately following the annual meeting.

A quorum for Board meetings shall be a majority of Directors, present in person.

- C. The Directors shall meet monthly on the 1<sup>st</sup> Saturday at the Vista Del Lago Resort Clubhouse, beginning at 9:00am. The monthly meetings will occur beginning in April and continue through November of each year. Special meetings may be called as necessary for the months of December through March. If the notice of an upcoming Special Board meeting(s) is not contained in the published minutes of a Board or Association meeting, then written notice of the upcoming Special Board meeting(s) shall be mailed to each Association member at their last known address of record not less than fifteen (15) days prior to the meeting.
- D. Any action required or which may be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken or to be taken, shall be signed by all Board members.
- E. Members of the Board may participate in a meeting of the Board by means by which all Board Members participating can hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

F. The Directors shall govern the Association in accord with and as provided in the Declaration of Covenants, and these By-Laws (as they may be amended from time to time). The Directors may adopt, amend, and repeal rules and regulations to govern the use of property and parcels in Vista Del Lago Resort and they may also adopt rules to govern their meetings. Said rules and regulations may not be inconsistent with these bylaws or with the Declaration of Covenants.

G. All contracts or expenditures by the Association in excess of \$500.00 must be approved in advance by a majority of the Directors, and all contracts calling for action or obligation by the Association over a period exceeding 365 days shall be approved in advance by the Directors.

H. The Board of Directors may, by vote of two-thirds of all Directors, hire a professional manager to oversee and run the affairs of the Association. The professional manager shall serve under the terms of a written contract, which contract must be approved by two-thirds vote of all the Directors.

## 6. OFFICERS:

A. Immediately following each Association annual meeting, the newly elected Directors shall meet in open special session specifically to elect, by majority vote of the Directors, the Officers of the Board for the period through the next annual Association meeting. The offices shall be: President, Vice President, Secretary, and Treasurer. All Officers must be members of the Board of Directors.

Minutes of this special meeting containing the election results shall be published and distributed with the annual meeting minutes.

B. The Association shall have a President, a Vice President, a Secretary, and a Treasurer. In addition to all the duties and powers given to the officers by the Declaration of Covenants, the officers shall perform as follows:

President: The President shall be the principal executive officer and shall supervise and control the business and affairs of the Association. The President shall appoint members of the Finance and Membership Committees. The President may appoint members of special committees for performance of specific tasks directed by the Directors. When present, the President shall preside at all meetings of the Members and Directors. The President shall sign all contracts and obligations of the Association and may obligate the Association for up to \$500.00 without other approval. Obligations totaling in excess of \$500.00 shall be subject to the prior approval of the Board of Directors.

Vice President: In the absence of the President the Vice President shall perform the duties of the President or in the event of the President's inability or refusal to perform duties the Vice President shall perform the duties of the President. When doing so, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other duties as may be assigned by the President.

Secretary: The Secretary shall keep the minutes of the meetings of Directors and Members, see that all notices are duly given in accordance with these by-laws and the Declaration of Vista Del Lago By-Laws  
Rev B 9/06/2006

Covenants, and perform such other duties as may be assigned by the President. The Secretary shall also countersign checks in amounts over \$500.00 as provided hereinbelow.

Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds of the Association. The Treasurer shall receive and deposit all funds into the Association bank account and shall issue checks and sign the same as directed by the President or the Board of Directors. All checks over \$500.00 must have the signature of the Treasurer and the President. (If the posts of President and Treasurer are held by a professional manager, all checks over \$500.00 must be signed by the Manager and by the Secretary.) The Treasurer shall have such other duties as may be assigned by the President.

#### **7. PERSONAL LIABILITY:**

No member of the Board or any committee of the Association, or any officer or director of the Association, shall be personally liable to any Member, or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error, or negligence of the Association, the Board, or any other representative or employee of the Association, or any committee, or any officer of the Association, provided that such person has, upon the basis of such information as may be possessed by him, acted in good faith, without willful or intentional misconduct.

#### **8. COMMITTEES:**

A. There shall be four standing committees: Finance Committee, Membership Committee, Architectural Committee and Buildings & Grounds Committee

1. The Finance Committee shall be chaired by the Treasurer. The President may appoint, with Board concurrence, up to three additional Association members to serve on the committee. The Finance Committee shall: a) Set the annual budget for the Association as provided by these By-Laws. b) Keep accurate written records of all Association funds.
2. The Membership Committee shall be chaired by the Vice President. The President may appoint, with Board concurrence, up to three additional Association members to serve on the committee. The Membership Committee shall: a) Contact new members. b) Be responsible for visitor control. c) Maintain a membership list with the name, address, and phone number of each Association member.
3. The Architectural Committee has special membership regulations, duties and powers as specified in the Declaration of Covenants. Until such time as fifty percent (50%) of the Parcels are sold, the Declarant is the Architectural Committee and has sole responsibility for committee functions and actions.
4. The Building & Grounds Committee will be responsible for recommendations to the Board of Directors for maintenance & repairs of all common buildings, including the Community Center/pool bathroom, Pool and Pool Deck and Roadways within the development.

During this period, however, the Declarant may appoint up to three Association members to assist in carrying out committee duties. After fifty percent of the Parcels are sold, the Architectural Committee shall be composed of a minimum of three and a maximum of five Association members appointed by the Board of Directors. The Declarant reserves veto power until seventy five percent (75%) of the Parcels are sold as specified in the Declaration of Covenants.

Members of the standing committees shall serve one-year (or less) terms commencing on appointment and ending at the completion of the following year's annual meeting.

B. Unless otherwise stated in the Declaration of Covenants, all committee actions shall be by majority vote of those committee members present. A quorum at all committee meetings shall be a majority of committee members.

#### **9. ASSOCIATION BUDGET:**

A. The Finance Committee shall prepare an annual budget for the Association and provide it to the President not less than forty five (45) days prior to the next scheduled Association annual meeting.

B. The Board of Directors shall meet in regular or special session to adopt the budget not less than thirty five (35) days prior to the next scheduled Association annual meeting.

C. A summary of the adopted budget shall be mailed to Association members with the notice of the Association annual meeting.

D. The adopted budget shall be presented to the members at the Association annual meeting for ratification. Ratification shall be by majority vote of Association members present in person or by proxy.

#### **10. MISCELLANEOUS PROVISIONS:**

A. The fiscal year of the Association shall be from April 1 through March 31.

B. These By-Laws may be amended by the following procedure: 1) Submit to the Board, in writing, proposed amendment(s) not less than forty five (45) days prior to the next scheduled annual Association meeting. 2) Board acceptance of the proposed amendment(s) for submittal to the membership. 3) Approval of the proposed amendment(s) by majority vote of the members present in person or by proxy at the Association meeting.

C. Any item to be considered for discussion at the next scheduled annual Association meeting must be submitted, in writing, to the President of the Board not less than forty five(45) days prior to that meeting. The Board has sole discretion on placing the item on the agenda for the annual meeting