

**BY-LAWS
OF
HERITAGE RIDGE HOMEOWNERS ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The name of the nonprofit corporation is HERITAGE RIDGE HOMEOWNERS ASSOCIATION, hereafter referred to as the "Association". The permanent address of the Association shall be PO Box 267, La Center, WA, 98629. The meetings of the members and directors may be held at such places within the State of Washington, County of Clark, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

- 2.1 "Association" shall mean and refer to Heritage Ridge Homeowners Association, a Washington nonprofit corporation, 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 part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- 2.3 "Properties" shall mean and refer to certain real property hereinbefore described, and such additions as may be brought within the jurisdiction of the Association.
- 2.4 "Director" shall mean a member of the Associations Board of Directors elected pursuant to these by-laws.
- 2.5 "Member" shall mean and refer to those persons entitled to membership as provided in the CC&R.
- 2.6 "CC&R" shall mean and refer to the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR THE PLATS OF HERITAGE RIDGE - SOUTH VIEW HEIGHTS, PHASES 6 (I) & (II) as amended.
- 2.7 "Lot" shall mean and refer to any plot of land shown upon records subdivision map of properties.
- 2.8 "Board" shall mean the Board of Directors.
- 2.9 "Common Areas" shall mean all real property owned by the Association for the common use and enjoyment of the owners. The common areas owned by the Association are the islands in the cull-d-sacs of E. 14th Circle and 16th Circle and the pathway between lots 214 and 215. Tract "B" is a storm water facility that is owned and maintained by the Homeowner association. The entrance and egress to Tract "B" is by easements located between lots 217 & 218 and 226 & 227. The Common Areas shall be converted to the Association at the time the Class B membership is converted to Class A membership per Article III, Section 2, of the CC&R.
- 2.10 "Vote" shall mean the one vote per lot as provided in the CC&R.
- 2.11 "Annexation" shall mean the additional contiguous property and Common Area may be annexed to the properties by Affidavit filed by the Declarant as subsequent phases of the South View Heights development are recorded in Clark County, Washington.

**ARTICLE III
MEMBERSHIP & VOTING RIGHTS**

The Association shall have two (2) classes of members, which shall be owners of lots in the Heritage Ridge subdivision as set forth in Article III of the Declaration of Covenants, Conditions and Restrictions (CC&R) for the Plat of Heritage Ridge - South View Heights Phase 6 (i) & (ii) as amended. And by this reference made a part hereto. Each member of each class shall be entitled to vote on all matters submitted to a vote of the Association's members consistent with Article III of the CC&R's.

**ARTICLE IV
MEETINGS OF MEMBERS**

- 4.1 Annual Meeting – Time. The annual meeting of the members for the transaction of such business as may be properly come before the meeting, shall be held on the first Monday of October of each year beginning in 2003, at the hour of 7:00 p.m. if not a legal holiday, but if such day is a legal holiday then on the next business day at the same hour.
- 4.2 Annual Meeting – Place. All meetings of the members shall be held at such place as determined by the Board of Directors, and the place that any such meeting shall be held shall be stated in the notice of the meeting.
- 4.3 Annual Meeting – Order of Business. At the annual meeting of members, the order of business shall be as follows:
- (a) Calling the meeting to order
 - (b) Proof of notice of the meeting (or filing of waiver)
 - (c) Reading of the minutes of last meeting
 - (d) Reports of Officers
 - (e) Reports of Committees
 - (f) Miscellaneous business
 - (g) Adjourn
- 4.4 Special Meetings – Special meetings of the members may be called at any time by a majority of the Board of Directors, or upon written request of twenty-five (25) percent of the members who are entitled to vote.
- 4.5 Notice of Annual and Special Meetings. Written notice of each meeting of the members shall be delivering personally or by mailing a written or printed notice of the same at least thirty (30) days before such meeting, and not more than fifty (50) days, prior to the meeting. The notice shall specify the place, day, and hour of the meeting and the purpose of the meeting.
- 4.6 Quorum – The presence at the annual or special meeting of members entitled to cast or of proxies entitled to cast, twenty-five (25%) percent of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of incorporation, the CC&R, or these By-laws. In the event a quorum is not present the Chairman of the Board may call another meeting without the required notice period in 4.5 above.
- 4.7 Voting – At all meetings of the members, each member may vote in person or by proxy. A proxy shall only be valid for one meeting of the Association for which it is given. All proxies shall be in writing, on a form provided by the Association and must be filed with the Board. Every proxy shall be revocable, shall lapse after each Association meeting, and shall automatically cease upon conveyance by the member of his/her lot.

**ARTICLE V
BOARD OF DIRECTORS**

- 5.1 Number – The management of all the affairs, property, and interest of the Association shall be vested in a Board of Directors consisting of five (5) persons. All members of the Board of Directors must be members in good standing.
- 5.2 Term of Office – At the April meeting, directors shall be elected for a term of three years to succeed the directors whose terms expire at such meeting.
- 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 even 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 his or her predecessor and until a successor is elected and qualified.
- 5.4 Removal – Any director may be removed from the Board by the affirmative vote of two-thirds (2/3) of the votes cast by members having voting rights either in person or by proxy vote at a meeting of the members in which a quorum is present.
- 5.5 Compensation – No director shall receive compensation – either monetary, or in the form of goods or services, for any services he/she may render to the Association. However, the Board may reimburse any director for actual expense incurred in the performance of his/her duties.
- 5.6 Nomination – Nomination for election to the Board of Directors shall be solicited by the Board each March, for the positions up for election in that year. Any Class A members of the Association whose voting rights have not been suspended by the Board pursuant to these By-laws is eligible for nomination. An eligible member must submit their name to the Board no later than April 1 or a date in April set by the Board.
- 5.7 Elections – Elections shall be held in May of each year for the Board positions to be vacated that year. Election to the Board of Directors shall be by secret written ballot. A member may vote in person or by proxy. Person receiving the largest number of votes shall fill the vacancies. In the event of a tie for the last vacancy, the Board shall, by secret written ballot, choose between those candidates to fill that position.
- 5.8 Chairman of the Board – The Chairman shall be elected by the Board of Directors from among themselves. The term of office for the Chairman is three years. The Chairman shall preside at all meetings of the Board of Directors and Association meetings; shall see that orders, resolutions and processes of the Board are carried out; at the direction of the Board, sign all official and legal documents required for the Association to conduct business; may co-sign checks; shall be a liaison to the City of La Center and Clark County; and exercise and discharge any other duties as needed.

**ARTICLE VI
MEETINGS OF DIRECTORS**

- 6.1 Regular Meetings – Regular meeting shall be held monthly at such place and hour as may be fixed by the majority of the Directors upon due notice to all Directors. Said meetings shall be scheduled outside of regular workday hours unless otherwise agreed to by a majority of the Board.
- 6.2 Special Meetings – Special meetings of the Board of Directors may be called at any time by the Chairman/President upon request by two or more of the Directors after not less than three (3) days notice to each Director.

- 6.3 Quorum – A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.
- 6.4 Executive and Other Committees – The Board Of Directors may appoint from time to time, from its own number, standing or temporary committee, including but not limited to the Architectural Control Committee, consisting each of no fewer than one (1) Director. Such committee may be vested with only such powers as the Board may determine by resolution passed by the majority of the full Board of Directors. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association. The Board of Directors can remove any committee member.
- 6.5 Action of Directors without a Meeting – Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action to be so taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

ARTICLE VII POWER AND DUTIES OF THE BOARD OF DIRECTORS

- 7.1 Powers – The board of Directors shall have the power to:
- 7.1.1 Suspend the voting rights of a member during any period in which such member shall be in default, as defined in Article 4, section 1 of the CC&R, in the payment of any assessment levied by the Association.
- 7.1.2 Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-laws, the Article of Incorporation, the CC&R or State or Federal law.
- 7.1.3 Contract with an independent contractor, or other such persons as they deem necessary and to proscribe their duties.
- 7.2 Duties – It shall be the duty of the Board of Directors to:
- 7.2.1 Maintain a record of all its acts and association affairs and present a statement thereof to the members at the Annual meeting, or at any Special Meeting when such a statement is relevant to the issues of the meeting.
- 7.2.2 Communicate its actions to the members at regular intervals through a bi-annual newsletter.
- 7.2.3 Take such action, as it deems appropriate to enforce the terms of the CC&R.
- 7.2.4 Institute a complaint procedure by which members may seek enforcement of the provisions of the CC&R.
- 7.2.5 As more fully provided in the CC&R, to:
- 7.2.5.1 Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each assessment period.
- 7.2.5.2 Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

- 7.2.5.3 Bring action of law against the Owner or foreclose the lien for the amount against any property for which assessments are not paid.
- 7.2.6 Issue, upon demand, by any member, a certificate showing proof of payment of the annual assessment. A reasonable fee may be charged for the issuance of a certificate.
- 7.2.7 Require all officers having fiscal responsibilities to be bonded.
- 7.2.8 Ensure the common areas are maintained.
- 7.2.9 Procure and maintain adequate liability insurance on property owned by the Association.
- 7.2.10 Supervise all officers, agents, and contractors of this Association, and see that their duties are properly performed.
- 7.2.11 Require that the Treasurer and the Chairman or his alternate sign all financial transactions of the Association.

ARTICLE VIII OFFICERS AND THEIR DUTIES

- 8.1 Officers – the officers of the Association shall consist of the Secretary, Treasurer, and Compliance Officer.
- 8.2 Election of Officers – The election of the Secretary, Treasurer, and Compliance Officer shall take place at the May meeting of the members.
- 8.3 Term – The officers of this association shall be elected annually by the membership and shall hold office for one (1) year, with the exception of the first elected officers of this Association shall hold office for two (2) years, unless he/she ceases to be a member of the Association, is suspended from voting pursuant to these By-laws, or is removed or resigns from their position pursuant to these By-laws.
- 8.4 Resignation and Removal – Any officer may resign at any time by giving written notice to the Chairman of the Board of Directors. Any officer may be removed from office, with or without cause, by the Board by a vote of the majority of the Board of Directors.
- 8.5 Multiple Offices – No person may hold more than one office at a time.
- 8.6 Duties – The duties of the officers are as follows:
 - 8.6.1 Secretary - The Secretary shall issue notices for all meetings, except for notices of special meetings, of the members and the Board of Directors, which are called by the requisite number of directors, shall keep minutes of all meetings, shall make such reports and perform such duties as are incident to the office, or are properly required of the Secretary by the Board of Directors, shall have charge of the Association records, and shall retain for five (5) years the record copies as defined in the Washington Administrative Code.
 - 8.6.2 The Treasurer - The Treasurer shall have the custody of all monies and securities of the Association and shall keep regular books of account. The Treasurer shall disburse the funds of the Association in payment of the just demands against the Association or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors every monthly meeting an account of all transactions undertaken as Treasurer and of the financial condition of the Association. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. Electronic files shall be backed up after each session on a removable storage device and kept in a safe place. Hard copies of all records shall be printed after each session and kept in a safe place.

- 8.6.3 Compliance Officer – The Compliance Officer shall be the point of contact between the Association and representatives of the City of La Center, Clark County, and the State of Washington for any new regulation or requirement that may affect the Association or its members. Such items will be brought before the Board of Directors and discussed to determine if any action from the Association is required. The Compliance Officer will investigate, at the request and under the direction of the Board of Directors, any complaint or questions raised to the Board of Directors by a member or members of the Association regarding the CC&R, Article of incorporation and these By-laws, for a determination by the Board of what and if any course of action may be determined necessary.
- 8.7 Delegation – If any officer of the Association is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these By-laws, 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 other person it may select.
- 8.8 Vacancies – Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.
- 8.9 Other Officers – The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
- 8.10 Term-Removal – The officers of the Association shall hold office until their successor are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors.
- 8.11 Bonds – The Board of Directors will require the Treasurer to be bonded. The fee for bonding will be reimbursable by the Association.

ARTICLE IX COMMITTEES AND REPRESENTATIVES

The Board of Directors shall appoint an Architectural Control Committee, as provided in the CC&R. The Board at its discretion may appoint; an Annual Budget Committee; a representative to monitor the South View Heights Homeowners Association and the Stone Creek Homeowners Association; and any other committee or representative it deems necessary. All committee members and representatives must be and remain Association members in good standing for the duration of their appointment. All committees and representatives are advisory to the Board.

ARTICLE X DEPOSITORIES

The monies of the Association shall be deposited in the name of the Association at the 1st Independent Bank, La Center Branch, La Center Washington as designated by the Board of Directors, and shall be drawn from such accounts only by check or other order for payment of money signed by the Chairman of the Board of Directors, or his/her alternate, and the Treasurer, in such manner as has been determined by the Board.

ARTICLE XI NOTICES

Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Association, postage prepaid.

**ARTICLE XII
BOOKS AND RECORDS**

The CC&R, The Article of Incorporation, and By-laws of the Association; and the books, records, and other papers of the Association shall be subject to inspection by any Association member within reasonable time from the date of the members request for such an inspection. The financial books of the Association shall be audited by an independent auditor for compliance to the requirements under which the Association is governed as a nonprofit corporation. One copy of the By-laws will be made available to the owner of each lot free of charge. Any other copies of documents may be purchased at a reasonable cost established by the Board.

**ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall indemnify its officers and directors to the greatest extent permitted by law. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or who is or was serving at the request of the Association as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

**ARTICLE XIV
ASSESSMENTS**

- 14.1 As more fully provided in Article IV of the CC&R, each member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien upon the property against which the assessment is made. Any assessments, which are not paid after thirty (30) days shall be in default and shall bear interest from the date of default at a rate of one (1) per cent per month. The Board, on behalf of the Association, may bring an action of law against the Owner personally obligated to pay the same or foreclose the lien against the property to collect the assessment owing and any interest, costs, and reasonable attorney's fees of related to the actions taken. No Owner may waive or otherwise escape liability for the assessment provided herein.
- 14.2 The Board of Directors has established the due date for the annual assessment to be January 31st. The Board of Directors shall fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period. Written notice of the annual assessment shall be sent to every owner subject thereto.

**ARTICLE XV
AMENDMENTS**

- 15.1 The Board of Directors shall have the power to make, alter, or amend the By-laws of this Association; provided that the Board will not approve any such alteration, or amendment that would adversely impact the rights of any members of the Association unless such alteration, or amendment shall first have received the vote of approval by two-thirds (2/3) of the majority of members present or by proxy.
- 15.2 In the event of any conflict between these By-laws and the Articles of Incorporation or the CC&R, the Article and/or CC&R shall control.

**ARTICLE XVI
MISCELLANEOUS**

- 16.1 The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.
- 16.2 Loans – No loans shall be made by the Association to any Director, officer or Association member.

**ARTICLE XVII
INCORPORATION OF DECLARATION OF COVENANT, CONDITIONS AND
RESTRICTIONS**

These By-laws are subject to the Declaration of Covenants, Conditions and Restrictions and Establishment of the Homeowner's Association for the plat of Heritage Ridge-South View Heights phases 6 (I) and 6 (II) which was recorded in Book 310 of plats, pages 610 & 682, Clark County Auditor's File No. 3038348 & 3124334 and as amended and recorded under Clark County Auditor's File No. 3039595. To the extent that these By-laws conflict with those covenants, the terms and conditions of the covenants shall control.

Adopted by resolution of the Association's Board of Directors on April 02, 2003.


Secretary

**AMENDMENT TO THE BY-LAWS
OF THE HERITAGE RIDGE HOMEOWNERS ASSOCIATION
Article VIII
OFFICERS AND THEIR DUTIES**

8.3 Term – The officers of this association shall be elected annually by the membership and shall hold office for two (2) years, unless he/she ceases to be a member of the Association, is suspended from voting pursuant to these By-laws or is removed or resigns from their position pursuant to these By-laws.

Adopted by the Association's Board of Directors on March 11, 2006

Secretary

