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MORGAN PARK 1st, 2nd, 3rd & 4th Additions, Loon Lake, Washing County of Stevens.  
BY-LAWS

OF  
MORGAN PARK LOT OWNERS CORPORATION  
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ARTICLE I

NAME & OBJECT

Section 1. Name:

The name of this corporation shall be and is MORGAN PARK LOT OWNERS CORPORATION.

Section 2. Object:

This corporation is organized, and shall be operated exclusively for pleasure, recreation and other non-profitable purposes, no part of the net earning of which shall inure to the benefit of any member, as provided in the Articles of Incorporation, as follows:

- (a) To promote sociability and friendship among its members.
- (b) To acquire, manage and conduct a resort and pleasure grounds at Loon Lake, Washington, for the use and benefit of its members, and to maintain a park, and to provide other services for the use of members, and their guests, exclusively.
- (c) The rights and privileges entitled to all property owners by recorded legal covenant or easement will be respected by the newly formed organization.
- (d) To acquire, purchase, hold, buy and sell, mortgage and convey, or otherwise lease, manage and control and in every way deal in and with real and personal property, in order to fully carry out the aims and purposes of this corporation.
- (e) All property owners now occupying boat slips will have the opportunity to retain this assignment by full subscription to the purchasing organization prior to May 1, 1974.

ARTICLE II

CERTIFICATE OF MEMBERSHIP

Section 1. Certificates:

The corporation has no capital stock and shares therein shall not be issued.

Section 2. Membership Receipts:

The corporation may issue certificates of membership, or such other evidence of membership as the Board of Trustees may, from time to time, by resolution, decide upon.

ARTICLES III

MEMBERS

Section 1. Membership

- (a) The privileges and facilities of the corporation shall be extended to the spouse and children of the member and may be extended to the guests under such rules and regulations as the Board of Directors may prescribe.

At request of  
Valley Title Guarantee  
WILLIAM E. PROVOST  
COUNTY AUDITOR  
*Edward A. Davidson*  
Deputy

Mail to: Marge Miller  
\$14.00 Rt. 1 Box 473

Clayton, WA 99110

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STEVENS COUNTY AUDITOR

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- (b) Membership and right of membership shall be considered a part of the lot owned or being purchased by the member and upon the transfer of ownership or the making of a contract for the sale of such lot, membership and right of membership thereto shall be deemed to be transferred to the contract purchaser or grantee. No membership may be conveyed or transferred in any other way inter vivos. In the event of the death of a member his membership, passes in the same manner and to the same persons as does the property itself.
- (c) Lot owners or purchasers shall have one membership regardless of the number of lots owned or purchased and the interest of each member shall be equal to that of any other member, and no member can acquire any interest which shall entitle him to any greater voice, vote or authority in the corporation than any other member. The purchaser under a contract of purchase shall be deemed to be an owner for membership purposes. The vote for any membership owned by a single marital community may be cast by either spouse without the presentation of authority from the other, but if both are present, it shall be cast by the wife.
- (d) No membership shall be forfeited nor any member expelled except for nonpayment of dues, then only subject to the discretion of the Directors upon a majority vote of the said directors; and no member may withdraw except upon the transfer of title to or contraction for the sale of the lot to which his membership is a part thereof. No compensation shall be paid by the corporation upon the 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.
- (e) Any conveyance of beach privileges from the property owner to renter, MUST be unanimously approved, in writing, by the Board of Directors. Said privileges for short term renters will not be considered or approved by the Board. More than ONE (1) rental property shall be considered as COMMERCIAL ACTIVITY, and will be PROHIBITED. Approved renters must abide by all Rules, Regulations, and By-Laws, and provided with copies of same by the property owner. OTHERWISE, only the persons who are bonafide owners of a lot or lots in Morgan Park shall be admitted as members to this corporation. All persons who are owners of lots in the said Morgan Park Lot Owners Corporation and who hold recorded Membership Certificates, for the use and benefit of the corporation, may be considered a member.

Section 2. NEW MEMBERS FEE for:

New members may be admitted to membership in this corporation upon application to the Board of Trustees or upon application to the membership, such application to be in such form as the Board of Trustees may, from time to time, provide, and the acceptance of such application by a majority vote of Trustees, or by the majority vote of the members present at a General Meeting. A membership fee in the amount of \$500.00, shall be required of all persons making application for membership, except non-members with deeded rights who are exempt this fee.

Section 3. ANNUAL MEETING OF MEMBERS:

The annual meeting of the membership shall be on a date set by the Board of Trustees, but said date shall be no later than July 1st of each year.

Section 4. SPECIAL MEETINGS OF MEMBERS:

Special meetings of members may be held from time to time at the call of the President, or upon the written demand of ten members of the corporation who shall be in good standing upon the books of the corporation at the time of making such request; such request must be in writing and may be served upon the President, Vice-President or Secretary, or delivered to any such person or persons, and it shall be the duty of the Secretary to forthwith cause notice to be given to the members entitled to vote at such meeting, that a meeting will be held at a time fixed, which time shall not be less than ten nor more than thirty days after delivery or the date of mailing such request, the persons calling the meeting may fix the time thereof and give the notice in the manner provided in these By-Laws.

Notice of any annual or special meeting of the members shall be given in writing to all members entitled to vote, by the Secretary, or Assistant Secretary, or other person charged with that duty, or if there is no such officer, or in case of his refusal to act, by any Trustee or by the members as herein provided.

Such notice may be given by the corporation to any member either personally or by mail or other means of written communication, charges pre-paid and addressed to such member as his last known address as appears upon the books of the corporation.

Notice of any meeting of members shall be sent to each member entitled thereto, not less than seven days before such meeting, such notice shall specify the place, the day and hour of the meeting, and in the case of special meetings, the general nature of the business to be transacted.

Section 6. Adjournment of Meetings of Members:

In case of adjournment of any meeting of the members it shall not be necessary to give any notice of the time and place of such adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which adjournment was taken.

Section 7. Consent of Members to Meeting:

Transactions had at any meetings of the members, however called and noticed, shall be as valid as though had a meeting duly called and held after regular call and notice, if a quorum be present either in person or by proxy, and if either before or after the meeting each of the members entitled to vote and not present in person or by proxy sign a written waiver of notice or consent to the holding of such meeting or an approval of the minutes thereof.

Section 8. Place of Meetings of Members:

All meetings of members shall be had at the principal place of business of the Company at Loon Lake, Washington, or at such other place as the Board of Trustees may, by resolution, designate. Any meeting shall be valid wherever held.

Section 9. Quorum of Members:

The presence in person or by two-thirds of the members present entitled to vote at any such meeting shall constitute a quorum for the transaction of business. Members who are not in good standing or not entitled to vote shall not be counted in determining a quorum for any meeting.

Section 10. Voting Rights:

All persons who are members of the corporation and who have a paid up receipt in good standing showing all dues and assessments levied duly paid for the year in which any meeting is held, or who shall pay such dues or such meeting date, at or prior to such meeting, shall be entitled to vote thereat.

Section 11. Voting:

All voting at any and all meetings of the members shall be by ballot unless by resolution adopted at such meeting, such ballot be dispensed with, and each member of the corporation in good standing on the books of the corporation, as provided by these By-Laws, shall be entitled to one vote, either in person or by proxy.

Section 12. Proxies:

Proxies shall be in writing and shall be signed by the persons executing the same and shall require no other attestation. No proxy shall be valid after the expiration of three months from the date thereof unless such proxy otherwise specifically provides, and under no circumstances shall such proxy be valid unless the member executing the same is in good standing on the books of the corporation at the time such proxy is to be voted, as provided in Section 10 of these By-Laws.

Proxies shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the corporation.

Section 13. Members must Subscribe to By-Laws:

Every person becoming a member of this corporation shall subscribe his signature to and agree to abide by these By-Laws and such rulings and regulations as the Board of Trustees may adopt for the governing of the corporation, and with the understanding that these By-Laws are subject to amendment and change as herein provided.

Section 14. Dues and Assessments:

It is anticipated that maintenance, taxes and insurance for subscribers for the year 1974 be provided at the same rate as the previous year, 1973. Future fees for subscribers will be determined by the Board of Directors. Additional fees for the use of personal property purchased by the Corporation for non-subscribing lot owners will be at the discretion of the Board of Directors.

Section 15. Liabilities of Members:

No member shall be liable for any of the debts or obligations of the corporation unless the Constitution and Laws of the State of Washington shall provide otherwise.

Section 16. Meeting of Members, Officers of:

The President, if present, shall preside at all meetings of the members, and in his absence the Vice-President shall preside, and in the absence of both the President and Vice-President the members shall elect one of their own number to preside at any such meeting.

The Secretary, or Assistant Secretary, if present, shall act as the recording officer of the proceedings of all meetings of the members, and in the absence of the Secretary and Assistant Secretary, the presiding officer shall appoint some person to act as the secretary and recording officer of the meeting.

ARTICLE IV

TRUSTEES

Section 1. Director-Trustee:

Whenever the term "Director" or "Trustee" is used in these By-Laws or Articles of Incorporation, it shall be synonymous and mean one and the same.

Section 2. Number and Authority:

At the annual meeting of the members of a Board of not less than <sup>seven</sup> ~~seven~~ nor more than thirteen Directors shall be elected who shall have, subject to the limitations of these By-Laws, the entire charge of the property, interest, business and transactions of the corporation, with full power and authority to manage and conduct the same except as herein otherwise provided.

Section 3. Term:

Each Trustee shall be elected for a term of one year, and until the election and qualification of his successor.

## Section 4. Qualifications:

No person shall be elected or competent to act as a Trustee of this Company, unless he is, at the time of his election, a member of the corporation in good standing. No member who is renting or leasing his property to another may serve on the Board of Trustees.

## Section 5. Vacancies in the Board of Trustees:

A vacancy in the Board of Trustees shall be deemed to exist in the case of the death, resignation or removal of a Trustee. A vacancy may be filled by a majority vote of the remaining Trustees though less than a quorum or by a sole remaining Trustee, and each Trustee so elected shall hold office until his successor is elected at an annual or special meeting of the members.

## Section 6. Regular Meeting of Trustees:

The Board of Trustees shall meet in regular session immediately following the annual meeting of the members. The Board will meet quarterly commencing in April, 1974 at such definite time and place as the Directors shall by resolution from time to time or by adjournment, duly find.

## Section 7. Special Meeting of the Board of Directors:

Special meetings of the Board of Trustees may be held upon the call of the President at such time or times, and such place or places as he may designate, provided, however, that a special meeting shall be held at any time upon the written demand of three members of the Board of Trustees.

## Section 8. Quorum of Board of Trustees:

A majority of the authorized members of Trustees shall be necessary to constitute a quorum for the transaction of business, and the acts of the majority of the Trustees present at a meeting at which a quorum is present, shall be the acts of the Board of Trustees. A minority of the Board of Trustees present at any regular or special meeting may adjourn to a later date but may not transact any business until a quorum has been secured.

## Section 9. Notice of Trustees' Meetings:

No notice shall be necessary of any regular meeting of the Board of Trustees if such regular meeting date shall have been fixed by a resolution of the Board. The Secretary shall notify each member of the Board of all special meetings at least twenty four hours before the time of such proposed meeting, by personally serving said notice on each of the said Trustees or placing same in the United States post office addressed to the said Trustees at their last known place of residence, postage prepaid, at least three days prior to the date fixed in said notice for where the same is held by the unanimous consent of the Board, or where waiver of notice of the time, place and purpose of the meeting is signed by all members of the Board, or where all members of the Board are present at such meeting.

## Section 10. Waiver of Notice of Trustees' Meetings:

Transactions at any meetings of the Board of Trustees, however called and noted or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and either before or after the meeting each of the Trustees not present sign a written waiver of notice or a consent to hold such meeting, or his approval of the minutes thereof, and such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

## Section 11. Place of Trustees' Meetings:

Unless otherwise provided by resolution or adjournment, regular meetings of the Trustees shall be held at the office of the corporation at Loon Lake, Washington.

## Section 12. Officers:

The officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer, who shall be chosen at the meeting of the Board of Trustees held immediately following the annual meeting of the members in each year. Any two or more of such offices, except the office of President and Secretary, may be held by the same person. Any Vice-President, Assistant Treasurer or Assistant Secretary, respectively, may exercise any of the powers of the President, the Treasurer or Secretary, respectively; the Board of Trustees is hereby given the authority to elect such Assistant Secretary and Assistant Treasurer and Vice-President as they shall deem advisable, provided, however, that all of such officers shall be elected from the members of the Board of Trustees:

## Section 13. Removal of Trustees:

The entire Board of Trustees or any individual Trustee may be removed from office by a majority vote of the members in good standing and entitled to vote at an election of Trustees. In case the Board or any one or more Trustees be so removed new Trustees may be elected at the same meeting. The Board of Trustees may declare vacant the office of a trustee if he be declared of unsound mind by an order of Court, or finally convicted of a felony, or if within ten days after the notice of his election he does not accept such office in writing and subscribe to the oath of office.

## Section 14. Powers of Trustees:

Subject to limitation of the Articles of Incorporation, the Statutes and Laws of the State of Washington, and these By-Laws as to actions to be authorized or approved by the members, all corporate power shall be exercised by or under the authority of, and the business of the corporation shall be controlled by the Board of Trustees.

## Section 15. Duties of Trustees:

## Corporate Minutes:

- (a) To cause to be kept a book of minutes of all meetings of the Trustees and members, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at Trustees' meetings, and the names of the members present at all meetings of the members, and the proceedings thereof.
- (b) Books of Account:  
To cause to be kept and maintained adequate and correct accounts of its properties and the business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and members.
- (c) Member Register:  
To provide a book for the register of all of the members and to keep a record of the dues and assessments levied and paid, and to make a list of such members alphabetically, prior to any meeting of members, which list shall show the members in good standing and entitled to vote, and those who are not entitled to vote and the amount of charges against such members, if any.

(d) By-Law Book:

To provide a book for the By-Laws and see that such By-Laws are written therein and that each member subscribes and agrees to said By-Laws herein required.

Inspection of Corporate Records:

(e) The member register, books of account and minutes of proceedings of both the Trustees and members shall be open to inspection by any member in good standing at any and all reasonable times.

(f) The Board of Trustees at the annual meeting of members shall make a report to the members of the transactions, affairs and condition of the Company. Each Board of Trustees MUST present a Budget along with the Financial Report at the General Meeting each year.

(g) To Collect Dues and Cancel Membership:

The Board of Trustees shall have power and authority to drop any member for non-payment of membership fees or dues and to cancel such members membership in the corporation for non-payment, previous funds or monies paid become the property of the Corporation without recourse.

(h) Powers Generally of Trustees:

The Board of Trustees shall have all such other powers as may be proper, to carry out the purposes for which this corporation is formed.

Section 16. Compensation of Trustees:

The Trustees shall receive no compensation for any services rendered as a Trustee except only as the members at a regular or special meeting by resolution duly adopted, shall fix and provide.

Section 17. Order of Business:

The order of business, in so far as practicable, at all meetings of the Board of Trustees shall be:

1. Roll Call
2. Proff of due Notice of Meeting (Special Meetings only).
3. Reading and disposal of any unapproved Minutes.
4. Report of Officers and Committees.
5. Unfinished Business.
6. New Business.
7. Adjournment.

ARTICLE V

OFFICERS

Section 1. Enumeration, Election and Qualification:

The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer who shall be elected by the Board of Trustees at the first regular meeting of the Board held after the election of Trustees each year. They shall hold office for the term of one year and until their successors are duly elected and qualified. Any trustee may hold two or more such offices, except that the office of President and Secretary shall not be combined. The Board may also elect such assistant secretary and assistant treasurer as they may desire, all of whom, however, shall be members of the Board.

Section 2. President.

The President, when present, shall preside at all meetings of the members of the Board of Trustees. He shall sign, as President, all contracts and other instruments in writing which have first been approved by the Board of Trustees; he shall call the Board of Trustees together whenever he deems it necessary and shall have, subject to the advice and control of the Board of Trustees, the general control and management of the affairs of the company. He shall have the usual powers of supervision and management of the affairs of the Company. He shall have the usual powers of supervision and management as may pertain to the office of President and such additional power and authority as may be conferred upon him by the Board, and shall perform such other duties as may be properly required by him by the Board.

Section 3. Vice-President:

The Vice-President shall familiarize himself with the affairs of the corporation and in the absence, disability or refusal of the President to act, shall possess the powers and perform the duties of that officer.

Section 4. Treasurer:

It shall be the duty of the Treasurer to collect all dues and other moneys belonging to the corporation, to keep safely all of the monies of the corporation, to deposit all funds received by him in such bank or banks as may be designated, from time to time, by the Board of Trustees, and to disburse the same under the direction of the Board of Trustees, provided, however, that all checks shall require the signature of one officer of the corporation in addition to that of the Treasurer.

At each annual meeting of the members he shall submit a complete statement of his accounts and expenditures for the past year with proper vouchers for their information. He shall perform such other duties pertaining to his office as shall be prescribed by the Board of Trustees, and give bond to the extend of safe guarding the corporation's cash, if requested by the Board of Trustees so to do, who may fix the amount of such bond.

Section 5. Secretary:

The Secretary shall keep a record of the meeting of the Board of Trustees and of the Members; he shall keep a member register showing all names of the members. He shall perform such other duties as may be required of him by the Board of Trustees.

Section 6. Salary of Officers:

The Officers of the corporation shall receive such compensation for their services as shall, from time to time, be fixed by the Board of Trustees, subject however, to the approval of the members.

ARTICLES VI

BONDS

Section 1. Bonds of Officers & Employees:

The Board of Trustees may require any officer of the corporation or employee to give bond for the faithful performance of his duty, in such amount as it may deem proper, but no bond shall be required of any officer except upon a resolution of the Board.



FINANCES

Section 1. Debts:

The ordinary and usual current expenses, debts and contracts may be made and entered into by the President without any action of the part of the Board, otherwise no debts shall be contracted except upon authority of the Board.

Section 2. Bank Deposits:

Funds of the corporation shall be deposited by the Treasurer as the same may come into his hands, in such depository or depositories as may be designated by the President or the Board of Trustees, such deposit shall be made in the name of the corporation and money shall be withdrawn only by check signed by the Treasurer and such other officer of the corporation as the Board of Trustees may from time to time, by resolution, duly designate.

ARTICLE VIII

SEAL

Section 1. Corporate Seal:

The Corporate seal of this corporation shall contain the full corporate name of the corporation in the outer circle thereof, within the circle shall be the words, "Incorporate", the date of such incorporation, and the word "Seal", in the center thereof, or such other design or wording as the Trustees may adopt.

ARTICLE IX

BOARDS OF THE CORPORATION:

The President may appoint, subject to approval of the Board of Directors, such Boards or committees as he may deem advisable for the preservation of health, safety or any other subject which may affect the Corporation or its members.

ARTICLE X

PROTECTION OF MEMBERS:

No shooting or hunting by members or others shall be permitted, and no member shall create any fire hazard, and no brush or other refuse shall be burnt, except at places designated.

ARTICLE XI

DOMESTIC ANIMALS:

No domestic animals shall be permitted upon the land of this corporation except as permitted by the Board of Trustees.

ARTICLE XII

PEDDLERS AND HUCKSTERS:

All peddlers and hucksters shall be excluded from the corporate property, except those authorized by the Board of Trustees, and such authorization shall be evidenced by a card or certificate stating the time for which said permit is issued.

ARTICLE XIII

AMENDMENTS:

Section 1. How and By Whom Made:

These By-Laws may be amended, repealed or altered in whole or in part at any regular meeting of the members, or at any special meeting thereof called for the purpose, by a two-thirds vote of the membership.

CERTIFICATION

STATE OF WASHINGTON)  
  )ss.  
COUNTY OF SPOKANE )

KNOW ALL MEN BY THESE PRESENT, that we, the undersigned members of Morgan Park Lot Owners Corporation, do hereby certify that the fore-going By-Laws, consisting of eighteen Articles were duly adopted as the By-Laws of this corporation at a general meeting of the members thereof duly and regularly called and held for the purpose on the day of A. D. 1974, and that the same do now constitute the entire Book of By-Laws of the said corporation.

IN WITNESS WHEREOF, we have hereunto set out hands this            day of            A. D. 1974.

*Marge Miller, Pres* Marge Miller, Rt. 1, Ex 473, Clayton, Wa. 276-6002  
*Dorothy R. Dano, Treasurer* Agent to be contacted in order to change names on memberships when property changes hands.  
*Melvin J. Morte, Sec.*  
*Richard Klyucki*  
*Joan Blakemore*  
*Dolores M. Carper*  
*David W. Olson*

Subscribed and sworn to before me this            day  
of October 1987.

Notary Public in and for the State of Washington  
residing in Deer Park. *Jeanne L. Franklin,*

NOTARY  
OFF. 117 PAGE 1247  
This commission expires March 14, 1988.