

# COLUMBIA POINT MASTER ASSOCIATION BY-LAWS

## Article 1. NAME

The name of this corporation is COLUMBIA PONT MASTER ASSOCIATION.

## Article 2. PURPOSES

The purposes for which the corporation is formed are as follows:

- a. To own, manage, and develop certain common areas and the irrigation system located in the residential housing development commonly known as "Columbia Point" in Richland, Benton County, in the State of Washington;
- b. to collect periodic homeowners' association assessments and dues;
- c. to pay expenses in connection with said common areas and to establish and enforce policies;
- d. to maintain insurance on said common areas;
- e. to enforce the Declaration of Covenants, Conditions, Restrictions and Easements filed in the Benton County Auditor's office, as now in effect or hereafter amended (hereinafter referred to as "Covenants and Restrictions"); and
- f. to perform such other and further acts are necessary and appropriate to accomplish the foregoing purposes.

## Article 3. MEMBERSHIP

Section 1. The Association consists of one (1) membership each for each Tract shown on Exhibit B to the Covenants and Restrictions, as it may be amended from time to time, except that the Public Tracts shall not have memberships as long as they are publicly owned. The Owner of each Tract shall by reason thereof be a member of the Association. If a Tract is owned by more than one person, entity and/or Sub owner, then for purposes of membership such persons, entities and/or Sub owners shall be treated jointly as the Owner and jointly shall be entitled to one membership in the Association. Said Owners must designate in writing that which of them shall be entitled to vote. Such membership shall be appurtenant to and held and owned in the same manner as the beneficial fee interest in the Tract to which it relates. Membership shall not be separated from ownership of the Tract to which it relates. All owners shall be entitled to speak at any meeting.

Section 2. The Board of Directors shall set annual membership assessments at its annual meeting each year. Assessments shall be mandatory. Unpaid assessment shall be a lien against the real property owned by the delinquent member in Columbia Point as set forth in the Covenants and Restrictions.

Section 3. The Board of Directors may suspend the voting rights of a member for willful failure to comply with the By-Laws or the requirements of membership; such individuals shall have any opportunity for hearing before the Board of Directors.

#### Article 4. BOARD OF DIRECTORS

Section 1. The operations of the corporation shall be managed by a Board of Directors, consisting of five (5) members, who shall be members of the Association, with the following designated seats: one (1) Board member representing the Apartment Tract, two (2) Board members representing the Residential Tracts and two (2) Board members representing the Commercial Tracts. If, however, (a) Tract B is developed as a Residential Tract, rather than an Apartment Tract, there shall be no Board member specifically representing Tract B, and there shall be three (3) Board members representing the Residential Tracts, or (b) the Golf Course becomes privately-owned, there shall be one (1) Board member representing the Commercial Tracts and one (1) Board member representing the Golf Course. Such board shall be elected at the first annual meeting of the Owners, which shall take place within thirty (30) days after the expiration of the Development period. Such Board shall hold its first meeting within thirty (30) days after such election. The Board shall take such actions as may be authorized for the Association to undertake by the Covenants and Restrictions unless prohibited thereunder or reserved to the Owners.

Section 2. The Board shall elect officers of the Association, which shall include a president who shall be a member of the Board and shall preside over meeting of the Board and meetings of the Association.

Section 3. The Board shall only act in the name of the corporation when it shall be regularly convened by its chairman after due notice to all the Directors, and shall have passed a resolution regarding the particular matter.

Section 4. A majority of the members of the Board shall constitute a quorum.

Section 5. Each Director shall have one vote and voting may not be done by proxy.

Section 6. The Board of Directors shall hold regular meetings at least once every twelve (12) months. Notice shall be sent by mail and email (where applicable) to all Board members at least ten (10) but not more than thirty (30) calendar days prior to such meetings.

Section 7. The Board may make such rules and regulations covering its meeting as it may determine necessary.

Section 8. Whenever a vacancy shall occur on the Board of Directors it shall be filled without undue delay until the next annual meeting by a majority vote of the remaining Board members.

Section 9. Special meetings of the Board of Directors may be called by the President or must be called at the request of three Board of Directors members, such request to be made in writing at least five (5) days before the requested scheduled date to the Secretary of the Board.

## Article 5. OFFICERS

Section 1. President. The President shall be the chief executive officer of the corporation. He shall perform all the duties incident to the office of President and such other duties as may be ordered by the Board of Directors. He shall be an ex-officio member of all committees except the nominating committee. In addition, he has the following responsibilities:

- a. to present at each annual meeting an annual report of the operation of the corporation;
- b. to sign checks, up to an amount to be established by the Board of Directors.

Section 2. Vice President. The Vice President shall also be responsible for any assignments delegated by the Board of Directors. The Vice President shall assist the President. In the absence of the President, the Vice President shall take over executive authority.

Section 3. Secretary. The Secretary shall:

- a. keep the minutes and records of the corporation;
- b. file any certificates required by law;
- c. serve all notices to members of the corporation;
- d. be official custodian of the records and seal of the corporation;
- e. submit to the Board of Directors and the general membership all communication addressed to him as Secretary of the corporation; and
- f. attend to all corporate correspondence and exercise all duties incident to the office of Secretary.

Section 4. Treasurer. The Treasurer shall:

- a. be responsible for all monies belonging to the corporation;
- b. maintain in the checking account a reasonable amount as determined by the Board of Directors;
- c. deposit the balance in a savings account;
- d. sign checks;
- e. render a written account of the finances of the corporation which shall be included in the minutes of the Board of Directors' meetings;

- f. manage bids, requests for proposals, contracts and contractors related to insurance coverage, maintenance and repair of the common areas;
- g. exercise any other duties incident to the office of Treasurer.

Section 5. The President and the Treasurer may sign checks of the corporation.

## Article 6. MEETINGS

Section 1. The annual meeting of the corporation shall be held in the month of January each year; the date, place and hour to be designated by the Board of Directors. Notice of this meeting or any other general membership meetings signed by the Secretary, shall be emailed (where applicable) and mailed by first-class mail to every member in good standing at least ten (10) but not more than thirty (30) days prior to the annual meeting.

Section 2. A quorum at any membership meeting shall be sixty (60) percent of the voting members, but a lesser number may adjourn the meeting for not more than three weeks from the scheduled date of the meeting.

Section 3. Special meetings of the membership may be called by the President or must be called at the request of three Board of Directors members or ten general members, such request to be made in writing to the Secretary who shall then provide notice in the manner set forth in Section 1, above.

Section 4. No other business but that specified in the notice may be transacted at a special meeting.

Section 5. All questions of parliamentary procedure shall be settled by Robert's Rules of Order Revised, when they are not inconsistent with these By-Laws.

Section 6. Any member may attend a Board of Directors meeting.

## Article 7. VOTING

Section 1. At all meetings voting shall be by voice unless otherwise requested; for election of the Board of Directors, ballots shall be provided.

## Article 8. COMMITTEES

Section 1. There shall be following standing committees:

- a. Design Review Committee
- b. Nominating

Section 2. The Design Review Committee shall be established in accordance with, and perform the responsibilities, set forth in Section 3.7 of the Covenants, Conditions and Restrictions. Vacancies shall be filled by the Board of Directors.

Section 3. The Board of Directors may create other standing and special committees as necessary.

Section 4. All members shall be eligible to serve on committees.

Section 5. All Board of Directors shall appoint the chairman of each committee.

Section 6. The President shall be an ex-officio member of all committees except the nominating committee.

#### Article 9. ASSESSMENTS AND COLLECTION

Section 1. Operating Budget and Assessments: The Board of Directors shall establish the annual operating budget in January of each year. This amount shall be allocated among and assessed against the lots as set forth in Section 4.3.1 of the Covenants and Restrictions. The budget shall include amounts needed to maintain a minimum reserve amount of fifteen thousand dollars (\$15,000) to be held in reserve. The Association, upon approval of two-thirds (2/3) of the Owners present and voting at a meeting at which a quorum exists, may establish additional assessments for other purposes. Notices of all assessment shall be sent to each Owner. Payment shall be due thirty (30) days after notice of assessment.

Section 2. The assessment shall be a lien against the lot of the Owner as of the date on which the Owners determine the amount of the assessment. The Association may hire and retain attorneys to undertake efforts to collect unpaid assessments. The Association shall be entitled to foreclose its lien and shall be entitled to collect reasonable legal fees and expenses in such a foreclosure action. The Association may also personally sue the Owner for the amount of the assessment, together with legal fees and interest.

Section 3. Transfer of any lot, by whatever means, shall not extinguish any lien for an unpaid assessment.

Section 4. Assessments and installments on such assessments paid on or before thirty days after the day when due shall not bear interest, but all sums not paid on or before ten days after the date when due shall bear interest at the rate of 12% per annum from the date when due until paid. All payments upon account shall be first applied to interest and then to the assessment payment first due.

#### Article 10. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

#### Article 11. AMENDMENTS

These By-Laws may be altered, amended, repealed, or added to by unanimous vote of those present at the Board of Directors meeting or by two-thirds vote of the membership at its meeting. However,

prior notice of all such proposed changes must be stated in the meeting notice. This notice must consist of a copy of the proposed change to be mailed not less than ten (10) days nor more than thirty (30) days prior to the Board or membership meeting.

DECLARANT:

CITY OF RICHLAND, a Washington  
Municipal Corporation



Cynthia D. Reents, City Manager

STATE OF WASHINGTON )

SS

COUNTY OF BENTON )

On this 19<sup>th</sup> day of January, 2021, before me, a Notary public in and for the State of Washington, personally appeared **Cynthia D. Reents** personally known to me to be the person who executed this instrument, on oath stated that she was authorized to execute the instrument, and acknowledged it as the City Manager of the **City of Richland** to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Notary Public in and for the State of Washington  
My Commission Expires: 09/29/2021