

MCRA Plain Language Bylaws

- 1. The name of the association is the Middle Crawford Road Association (MCRA).**
- 2. MCRA is a Washington state non-profit corporation.**
- 3. Contact:**
 - a. Address: P.O. Box 207, Langley, WA 98260
 - b. Email: Board@CrawfordRoad.org
- 4. Crawford Road is defined as the collection of easements designated below:**
 - a. Exhibit A indicates the collection of public access easements.
 - b. Exhibit B indicates Crawford Road on the map.
 - c. Exhibit C includes the legal description.
- 5. Crawford Road Benefiter and MCRA Membership:**
 - a. A Crawford Road “Benefiter” is defined as a property owner whose sole road access is by Crawford Road, including Forest Lane, Forest Knoll Lane, Lake Leo, Plateau Lane and Venturi.
 - b. A MCRA “Member”, is a Benefiter who has signed a “Declaration of Membership”, recorded the declaration on the title of the property and filed the declaration with Island County.
- 6. Purpose and Powers:**
 - a. The purpose of MCRA is to:
 - i. Levy assessments.
 - ii. Administer the collected assessments to provide for maintenance of Crawford Road.
 - iii. Administer the bylaws laid out in this document.
 - iv. Promote an atmosphere of safety and community.
- 7. Assessments:**
 - a. Definition: All sums chargeable by MCRA to a Benefiter and its Owner, including regular and special assessments, fines, interest and late charges, costs of collection including reasonable attorney’s fees.
 - b. The Benefiters of MCRA shall be liable for the payment of such assessments fixed and levied by the Board of Directors pursuant to the Bylaws and subject to the provision of the Bylaws.
 - c. The amount of such assessment shall be levied by the Board of Directors on an equitable basis.
 - d. Regular assessments shall be based on the type and volume of traffic generated by each lot.
 - e. When assessments are levied, each Benefiter shall pay the amount of such assessment against their property to MCRA within ninety (90) days after the delivery of the notice to each Benefiter by their preferred contact method.
 - f. Benefiters can negotiate alternative payment arrangements in writing through the Board of Directors.

- g. The amount of the assessment, together with all attorney's fees, and costs reasonably incurred in enforcement of same shall be paid by the Benefiter, and shall be a lien superior to any and all other liens create and permitted by the owner of such land, except that of a first mortgage or deed of trust, or real estate trust contract.
- h. The assessment is enforceable by foreclosure proceedings in the manner provided by law for the foreclosure of deeds upon trust upon land.
- i. No foreclosure shall be commenced except upon the expiration of ninety (90) days from and after the date the assessment was provided by the Benefiter's preferred contact method.
- j. The minimum assessment shall not be less than \$100.00.
 - i. This minimum assessment shall in no way inhibit the Board from requesting greater assessments to cover MCRA expenses.

8. Bylaws:

- a. Bylaws are these governing documents.
- b. Bylaws may be amended by a vote of the membership at any time, as described below.
- c. The bylaws shall apply to all present and future Members.
- d. MCRA has the powers enumerated in these bylaws.

9. Votes:

- a. Each Member is entitled to one vote per Member property at MCRA meetings.
- b. A Member must be in "good standing" to be eligible to vote. This includes, but not limited to, having a \$0 balance at the end of the last fiscal year unless a specific arrangement was made with the Board of Directors in writing.

10. Meetings:

- a. Annual meetings shall be held every 12-18 months, with the exact date and time to be determined by the Board of Directors.
- b. Special meetings may be called at any time by:
 - i. The President of MCRA.
 - ii. A majority of the Board of Directors.
 - iii. Or, by owners having ten (10) percent of the votes and proxies of MCRA.
- c. Meeting notice:
 - i. Not less than 14 days.
 - ii. Not more than 60 days.
 - iii. Provided in writing via the Member's preferred contact method.
 - iv. Meeting notice shall include the time and place of the meeting, and the business to be placed on the agenda for a vote of the owners.
 - v. In the event an Annual or Special meeting cannot take place then the Board of Directors can conduct a vote by proxy on essential MCRA operations, which may include, but not limited to, voting for Directors, Bylaw updates, any business related to the budget and time dependent maintenance or safety concerns.

11. Quorum:

- a. A quorum is present in any meeting of MCRA if 34 percent (34%) of the votes of the association are allocated in person or by proxy at the beginning of the meeting.

12. Proxies:

- a. At all meetings of Members, each Member may vote in person or by proxy.

- b. All proxies shall be in writing and filed with the Board of Directors
- c. All proxies shall be revocable.
- d. All proxies shall automatically cease upon conveyance of a Member of their property.
- e. Proxy ballots not received by the specified date cannot be counted.

13. Preferred Contact Method.

- a. Each Member shall notify the MCRA Board of Directors of their preferred means of contact in writing.
- b. Multiple owners of a property shall designate a single preferred means of contact.
- c. The preferred means of contact shall be used for all forms of written contact.
- d. MCRA use of the preferred means of contact shall be sufficient to constitute notice.
- e. The preferred contact method shall be provided by the owner of the property upon receipt of title or interest in the Property to the MCRA Board of Directors.
- f. If no preferred contact method is provided, the mailing address associated with the property will be used.
- g. The preferred contact method may be changed at any time with written notice to the Board of Directors.

14. Board of Directors:

- a. The affairs of MCRA shall be managed by a Board of three (3) or (5) Directors
 - i. Directors must be Members of MCRA.
- b. Terms of Office:
 - i. Each director shall serve up to a two (2) year term.
 - ii. The positions of President and Member at Large 1 will expire on even years.
 - iii. The positions of Secretary, Treasurer and Member at Large 2 will expire on odd years.
 - iv. Member's sharing the same property interest cannot serve on the Board simultaneously.
 - v. Directors will be elected as required to fill vacancies.
 - vi. Directors may only serve one office at a time.
 - vii. In the event a five (5) member board is unattainable then the board will revert to a three (3) member board of a President, Secretary and Treasurer and any Members at Large will revert to a regular Member.
- c. Removal:
 - i. Any director may be removed from the board, with or without cause by a majority vote of the Members of the association.
 - ii. In the event of death, resignation, or removal of a director, their successor shall be selected by a majority vote of the association to serve the unexpired term of the predecessor.
 - iii. A special meeting may be called by the Board of Directors to fill a vacancy or vacancies.
- d. Compensation:
 - i. No director may receive compensation for any service they provide to MCRA.
 - ii. Directors may be reimbursed for their actual expenses incurred in performance of duties.
- e. Action:

- i. Action taken on behalf of the MCRA by any director shall only be undertaken with the agreement of a majority of the Board of Directors, except when otherwise authorized in these bylaws.
- f. Meetings:
 - i. Meetings of the Board of Directors shall be held a minimum of four (4) times a year.
 - ii. Meetings may be called by the President or any two Directors.
 - iii. Director Meetings require a minimum of three (3) days' notice.
- g. Quorum:
 - i. A majority of Directors shall constitute a quorum.
 - ii. All decisions made by a quorum shall be regarded as an act of the board.
- h. Board of Directors Duties:
 - i. The Board shall keep a complete record of its acts and association affairs, which shall be available to all owners.
 - ii. The Board shall present the record at the annual meeting, or at any special meeting where such statement is requested in writing by one third of the Membership.
 - iii. The Board shall supervise agents and contractors of MCRA in maintenance of Crawford Road to ensure their duties are properly performed.
 - iv. The Board shall determine the amount of the annual assessment.
 - v. If an assessment has changed from the prior year, the Board shall deliver the new proposed annual assessment via the preferred contact method of the Benefiter at least thirty (30) days in advance of the actual assessment being issued.
 - vi. The Board has the authority to foreclose the lien against any Benefiter whose assessments are not paid within ninety (90) days after the due date.
 - vii. The Board will bring action of law against the property owner responsible for payment of assessments, if the assessments are not paid within ninety (90) days after the due date.
 - viii. The Board will issue upon demand to any property owner a certificate of payment status against their assessments.
 - 1. A reasonable charge may be made by the Board for the issuance of a certificate.
 - 2. A certificate stating an assessment has been paid is conclusive evidence of such payment.
 - ix. The Board will procure and maintain liability and hazard insurance on property or equipment owned by MCRA.
 - x. The Board will maintain personal liability insurance for the Board of Directors collectively and individually.
 - xi. The Board shall cause Crawford Road to be maintained in a safe, drivable condition year-round to the limits of MCRA's funds collected for this purpose.
 - xii. The Board shall approve all major expenses by a majority vote.
 - xiii. The Board shall have no power to incur indebtedness without the specific approval of the Membership at a special or annual meeting.

- xiv. The Board shall limit all transactions to cash on hand in the MCRA treasury unless otherwise approved.
- xv. The Board shall make every effort to maintain the bank balance at or above \$100.00
- xvi. The Board shall be responsible for recognition and enforcement of the Homeowners Association law expressed in RCW 64.38.
 - 1. The Board shall comply with RCW 64.38.025(3) with regard to adoption of a budget.
 - 2. Within thirty (30) days after adoption by the Board of Directors of any proposed special or regular budget, the board shall set a date for a meeting of the owners to consider ratification of the budget, not less than 14 and not more than 60 days after providing a summary to the Membership by their preferred contact method.
 - 3. Unless the budget is rejected in person or by proxy by a majority of the Membership, the budget is ratified – regardless if a quorum is present.
 - 4. In the event the proposed budget is not ratified, or the Board fails to give the required notice, the budget and associated assessments last ratified by the owners shall be continued until such time as a new budget is approved.
- xvii. All meetings of the Board shall be open to observation by all Members of their authorized agents, except as provided below.
 - 1. The Board may convene in closed executive session to consider personnel matters, consult with legal counsel, consider communications with legal counsel, discuss likely or pending litigation, matters involving possible violation of the governing documents of MCRA, and matters involving the possible liability of an owner to MCRA.
 - 2. Reference to the stated purpose of the closed session shall be included in the next general meeting minutes.
 - 3. The Board of Directors shall restrict the consideration of matters during the closed portion of meetings only to the purposes specifically stated and exempted in the minutes.
 - 4. No motion or action passed, adopted or agreed to in closed session may become effective unless the Board of Directors reconvenes in open session and votes in the open meeting on such motion or other action.
 - 5. The requirements of this section shall not require disclosure of information in violation of the law.
- xviii. The Board of Directors shall keep detailed financial and other records which enable MCRA to fully declare to each other the true statement of its financial status.
 - 1. All financial and other records of MCRA are the property of MCRA in whatever form they are kept.
 - 2. Each Director or Committee Chairs shall turn over all books and records to MCRA immediately upon termination of the officer or management relationship with MCRA, or other demand made by the Board.

3. A MCRA director or authorized agent is entitled to keep copies of MCRA records.
4. All records turned over to MCRA by the managing agent or officer shall be reasonably available for examination and copying by same.
- xix. The Board shall ensure that all records of MCRA shall be available by all Members, holders of mortgages on the property, and their respective authorized agents upon giving reasonable notice to the Board of Directors during normal working hours.
 1. MCRA shall not release the unlisted telephone number of any owner.
 2. MCRA may impose and collect a reasonable charge for copies and costs associated with providing access to records.
- xx. The Board shall prepare or cause to be prepared an annual financial statement of MCRA, to be available to Members upon request.
 1. If the total annual assessment of MCRA amounts to \$50,000 or more, the financial statements of MCRA shall be audited at least annually by a certified public accountant.
 2. This audit may be waived if at least sixty-seven (67) percent of the Membership votes, in person or by proxy, to waive this audit.
- xxi. The Board shall cause the funds of MCRA to be kept in accounts in the name of MCRA.
 1. MCRA funds shall not be co-mingled with the funds of any other association, nor with the funds of any director of MCRA, or any other person responsible for the custody of such funds.
- i. Director's Duties
 - i. The President shall preside at all meetings and see that orders and resolutions are carried out.
 - ii. The President shall co-sign all checks greater than \$300.00
 - iii. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members.
 - iv. The Secretary shall keep current appropriate records showing the Members of MCRA together with their addresses.
 - v. The Treasurer shall receive and deposit in appropriate bank accounts all monies of MCRA and shall disburse such funds as directed by resolution of the Board of Directors.
 - vi. The Treasurer shall sign all checks, keep proper books of account, and shall prepare an annual budget and a statement of income and expenditures to be presented to MCRA Membership at the annual meeting.
 - vii. The Treasurer shall present a copy of the budget and statement of income and expenditures to each Member on an annual basis.
- j. The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

15. Amendments:

- a. The MCRA Bylaws may be amended, altered, changed, or repealed and new Bylaws may be adopted by the recommendations of the Board of Directors approved by a vote of

the MCRA Membership at a general or special meeting for which a quorum is present except for the provision found in Section 7.i, hereof provided for the lien priority of a first mortgage, first deed of trust or first real estate contract.

- b. Each Member of MCRA shall be notified of the proposed Bylaw amendments not less than fourteen (14) and not more than sixty (60) days in advance of said meeting and will have the opportunity to respond by proxy or in person.
- c. A current copy of the Bylaws will be available to any Member of the association upon request and is available on the Crawford Road website (www.Crawfordroad.org).
- d. A filing of the most current version of the Bylaws will be made to the county every five (5) years unless no changes have been made over that period of time.

16. Fiscal Year:

- a. The fiscal year of MCRA shall be the calendar year.

17. Dissolution:

- a. MCRA shall terminate its existence on the date Island County agrees to take over maintenance of Crawford Road or by a vote of ninety (90) percent of MCRA – its Members voting in person or by proxy at a special meeting called for the specific purpose of considering the dissolution of MCRA.