

MIDDLE CRAWFORD ROAD ASSOCIATION BYLAWS

OCTOBER 2020

1) NAME

- a) The name of the association is the Middle Crawford Road Association (MCRA)

2) STATUS

- a) MCRA is a Washington state non-profit corporation

3) ADDRESS

- a) P.O. Box 207, Langley, WA 98260

4) SUPPLEMENTAL CONTACT INFORMATION

- a) Available on the association website: <https://www.crawfordroad.org/>

5) CRAWFORD ROAD DESCRIPTION

- a) Exhibit A which indicates the collection of public access easements comprising Crawford Road.
- b) Exhibit B which is a map depiction of Crawford Road on the map.
- c) Exhibit C which contains the legal description of Crawford Road.

6) PURPOSE AND POWERS MCRA

- a) To levy assessments.
- b) To administer the collected assessments to provide for maintenance of Crawford Road.
- c) To administer these Bylaws.
- d) To promote an atmosphere of safety and community.
- e) To conduct business in the name of MEMBERSHIP OF MCRA

7) MEMBERSHIP OF MCRA

- a) "Association membership" is as defined in RCW 64.38.015
- b) MCRA Member (Member) is a property owner whose property abuts or adjoins Crawford Road including but not limited to Forest Lane, Forest Knoll Lane, Lake Leo, Venturi Lane, and Plateau Lane who has signed a Declaration of Membership (Declaration) and filed the declaration with Island County, and/or a Declaration is recorded on the title of the property.
- c) Each Member (one per deeded property) is entitled to one vote, in person, electronically or by proxy as applicable provided that such member has no unpaid assessments unless otherwise directed by the Board of Directors (BOARD)

8) GOVERNANCE

- a) The affairs of the association shall be managed by the Board as defined per RCW 64.38.010(3).
- b) The Board shall consist of five (5) Directors elected from the Membership for 2-year terms by the Members of the Association as specified below.
- c) The Board shall elect Officers - a President, Secretary, and Treasurer to serve 2-year terms or until successor(s) are elected.
- d) Members sharing the same property interest cannot serve on the Board simultaneously.

- e) Director(s) may be removed from the Board, with or without cause. Vacancies on the Board shall be filled, by a majority of the Members present and voting at any regular or special meeting at which a quorum is present.
- f) The Board shall have the authority to call special meeting(s) when and as required.
- g) No Director shall receive any monetary or other compensation for his/her service(s) provided to MCRA.
- h) Directors shall be reimbursed for their actual expenses incurred in performance of their duties.
- i) Action taken on behalf of the MCRA by the Board shall only be undertaken by a majority vote of the Board.
- j) Board of Directors: Election Procedure
 - i) The Directors shall be elected by majority vote at an annual or special meeting of the Membership for which a quorum is present. Candidates may be nominated by a Member prior to such meeting by contacting the Secretary of the Board or at such meeting itself. See section 14 for additional information as to counting, proxies and type of meeting.

9) DUTIES AND POWERS OF THE BOARD

- a) The Board shall fill the responsibilities and obligations in RCW Chapter 64.38
- b) The Board shall keep a complete record of its acts and MCRA affairs including the most recent annual financial statement, which shall be available to all Members upon written request to the Secretary.
- c) The Board shall present the minutes from the meetings of the prior fiscal year and the MCRA annual financial statement for the prior calendar year at the annual meeting, or at any special meeting at which a quorum is present when such statement is requested in writing by one third of the Members.
- d) The Board shall supervise any agents and contractors hired by MCRA to perform maintenance including but not limited to road surfacing, brush/trash control/removal, runoff management, and the like for Crawford Road to ensure their duties are properly performed.
- e) The Board shall determine the amount of the annual assessment in accordance with Exhibit D, as revised by the Board from time to time, attached hereto.
- f) The Board will procure and maintain liability, and property insurances on MCRA assets and officers and directors professional liability insurance.
- g) The Officers and Directors shall be defended, indemnified, and held harmless for any and all claims arising out of the performance of their duties.
- h) 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.
- i) The Board shall have no power to incur indebtedness without the majority vote of the Members at any regular or special meeting of the Members for which a quorum is present.
- j) The Board shall limit all transactions to cash on hand in the MCRA treasury unless otherwise approved by a majority of the Members present at any Regular or Special meeting at which a quorum is present.
- k) Upon reasonable notice, 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.

10) DUTIES AND RESPONSIBILITIES OF MCRA OFFICERS

- a) The President shall preside at all meetings and see that orders and resolutions are carried out. If the President is not available, an acting President will be selected from the directors' present, by a simple majority vote.
- b) The President shall co-sign all checks greater than \$300.00
- c) The Secretary shall record the votes and keep the minutes of all meetings and other proceedings of the Board and of the Members. If the Secretary is not available, an acting Secretary shall be selected from the directors' present, by a majority vote.
- d) The Secretary shall keep current accurate records listing the Members of MCRA together with their preferred contact method.
- e) 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.
- f) 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.
- g) The Treasurer shall furnish a copy of the budget and statement of income and expenditures annually to each Member within a reasonable time of the finalization.

11) BOARD OF DIRECTOR MEETINGS

- a) Meetings of the Board shall be held a minimum of four (4) times a year.
- b) Meetings of the Board may be called by the President or any two Directors by notification of the entire Board electronically or by mail.
- c) Meetings of the Board require a minimum of three (3) days' notice.
- d) Meetings of the Board shall be held in person or virtually, and all Members shall be entitled to attend all such meetings.
- e) A majority of Directors shall constitute a quorum.
- f) All decisions made by a quorum of the Board shall be deemed to be a valid act of the Board.
- g) The Board may convene in closed executive session only 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.
- h) Reference to the stated purpose of the Executive session shall be included in the next general meeting minutes.
- i) No business discussed in executive session may be adopted or agreed to by the Board until approved by a majority of the Members present at a Special or Regular Meeting at which a quorum is present.
- j) The requirements of this section shall not require disclosure of information in violation of the law.

12) ASSESSMENTS

- a) Assessments (Assessments) shall be all sums chargeable by MCRA to Members. Assessments shall include but not be limited to regular and special Assessments, fines, interest and late charges, and all costs of collection including attorney's fees.
- b) The MCRA Members shall be liable for the payment of such Assessments fixed and levied by the Board pursuant to these Bylaws and the Schedule of Assessments attached hereto as Exhibit D.

- c) Exhibit D shall be reviewed and revised by the Board annually as required to provide for the maintenance of Crawford Road based on a good faith estimate of the type and volume of usage generated by each Member.
- d) Assessments shall be paid not later than ninety (90) days after notice given to Member's preferred contact method.
- e) The Board, in its sole discretion may authorize alternate Assessment payment date(s) in writing.
- f) The amount of the Assessment, together with any attorneys' fees, and costs of collection reasonably incurred shall be paid by the Member and shall constitute a lien on the real property owned by the Member.
- g) Assessments shall be enforceable by lien proceedings in the manner set forth in RCW 64.34.364 commenced no sooner than One Hundred and Eighty (180) days after notice of the Assessment has been delivered to the Member's preferred contact method.
- h) The Board shall deliver the annual assessment via the preferred contact method of the Member at least thirty (30) days prior to the payment due date.
- i) A Member whose Assessments are not paid within ninety (90) days after the due date shall be deemed to be delinquent and the Board may pursue legal action against such Member.

13) MEMBERSHIP MEETINGS

- a) Meetings of the Membership may be held with Members physically present, by mail and/or electronically by Zoom or other like technology as determined by the Board.
- b) Annual Meetings of the membership shall be held annually pursuant to notice issued by the Board no less than thirty (30) days prior to such annual meeting with no longer than eighteen (18) months between such meetings
- c) Special Meetings of the membership may be called on thirty (30) days prior written notice by the Board, or by 20% of the Members eligible to vote.
- d) A quorum for any MCRA meeting shall be not less than thirty-four (34) percent of the Members eligible to vote either present in person, or by written proxy and/or electronically by Zoom or like technology.
- e) All proxies shall be in writing, filed with the Board prior to the meeting for which executed, expire at the conclusion of the meeting and shall be revocable.
- f) Votes at any Regular or Special Membership Meeting shall be tallied by the MCRA Secretary or other Director unaffected by the vote.

14) DESIGNATED POINT OF CONTACT AND METHOD

- a) Each Member shall notify the Board of his/her/its preferred contact method in writing which shall be used by MCRA for all MCRA communications and shall be deemed to be effective for purposes of notice unless changed by the Member.
- b) Multiple owners of a property shall designate a single preferred contact method.
- c) If a Member does not provide a preferred contact method notices shall be sent by U.S. Mail to the mailing address associated with the Member's property.
- d) The preferred contact method may be changed at any time by written notice to the Secretary of the Board.

15) AMENDMENTS TO THE BYLAWS

- a) The MCRA Bylaws may be amended, altered, changed, or repealed and new Bylaws adopted by the majority of the Members at an Annual or Special Meeting at which a quorum is present.

- 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 such meeting.
- c) A current copy of the Bylaws shall be made available to any Member of the association upon request and shall be available on the Crawford Road website (www.Crawfordroad.org).

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 (defined in Section 5) or by a vote of ninety (90) percent of MCRA – its Members voting in person or by proxy at a Special Meeting of the Membership called for the specific purpose of considering the dissolution of MCRA.

18) EFFECTIVE DATE

- a) These bylaws shall become effective on the date approved by a majority vote of the Members at an annual or special meeting of the Membership at which a quorum is present and all prior bylaws shall be deemed to be superseded and of no further force or legal effect.