

## BYLAWS OF THE BLACKSMITH LAKE ROAD MAINTENANCE ASSOCIATION

### Article I - NAME

Section 1. The name of the organization shall be the Blacksmith Lake Road Maintenance Association, hereinafter referred to as the Association.

### Article II - OBJECT

Section 1. The object of the Association shall be to manage the maintenance of all the roads within the Blacksmith Lake Development and the right of way connecting the Blacksmith Lake Development to the Bear Creek-Dewatto Road.

### Article III - MEETINGS

Section 1. The semiannual business meetings of the Association shall be held on any available day of the week in spring and fall. Members holding one-tenth of the votes entitled to be cast (members in good standing), represented in person or by proxy, and three Officers of the Executive Board shall constitute a quorum for the transaction of business. In the absence of such a quorum, all the members of the Executive Board will constitute a quorum for a regular business meeting.

Section 2. The Executive Board shall meet quarterly, beginning in January of each year. The president or a majority of the Executive Board, in the case of emergent/urgent issues (i.e., emergency road repair, financial considerations, etc.) may call an Executive Board meeting at any other time. Four (4) members of the Executive board shall constitute a quorum for the transaction of business; however, three (3) members may constitute a quorum for transaction of business for emergent/urgent issues with a unanimous, prior approval of all members of the Executive Board.

Section 3. Special meetings of the Association may be called by the President at any time or upon a written request signed by five (5) members in good standing. Notice of such special meeting, stating the purpose of the meeting, shall be given in writing to all members not less than fourteen (14) days and not more than sixty (60) days prior to the date set for the meeting. No business other than that for which the special meeting was called will be discussed. A minimum of members holding one-tenth of the votes entitled to be cast (members in good standing), represented in person or by proxy, including the five members requesting the meeting, and at least four (4) members of the Executive Board shall constitute a quorum for the transaction of business at special meetings.

Section 4. No semiannual business meeting shall be canceled except for lack of a quorum as stated in Section 1 or emergent condition.

### Article IV - MEMBERSHIP

Section 1. Each tract or subdivision of a tract in the Blacksmith Lake Acreage Tracts will hereinafter be referred to as a "lot". All owners of each lot will hereinafter be referred to as a "member" and will be considered a member in the Association.

Section 2. Each lot shall pay an annual assessment of two hundred (\$200.00) dollars hereinafter to be referred to as a maintenance fee.

Section 3. Any lot that has paid all maintenance fees prior to the spring regular meeting will hereinafter be referred to as a "member in good standing".

Section 4. Each lot will have one vote in any election of an officer, a motion, or for a decision. If an individual owns more than one lot, that individual has one vote for each lot owned.

Section 5. If a lot is sold, the new owner shall automatically become a member in the Association.

Section 6. All members of the Association shall pay any and all Maintenance Fees, which are due, on or before January 31 st of each year. Any unpaid maintenance fees after March 31 st will be charged an interest fee of 12% A.P.R. for that year.

Section 7. Any member that is not a "member in good standing" will become a "member in good standing" immediately upon paying all past due maintenance fees and accumulated interest.

Section 8. Only members in good standing may vote and/or be nominated for office.

#### Article V - ADDITIONAL ASSESSMENTS

Section 1. Any request for additional assessment (temporary or permanent fee increase), over and above the normal maintenance fee, shall be presented by the Executive Board during the regular spring meeting or in emergent situations at a special meeting called per Article III, Section 3. The Executive Board will show the reason for the assessment; the total cost of the assessment, and the additional cost over the current road maintenance account balance, as well as the amount each lot will be assessed. If this proposed assessment is approved for consideration by two-thirds (2/3) of the members present, all lots shall then be notified by mail and given a special ballot. This assessment will be levied only if approved by 75% of lots in good standing voting before and/or during the fall regular meeting.

#### Article VI - EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the five elected officers of the Association, who will be elected by the general membership per Article VII - ELECTION OF OFFICERS.

Section 2. The Executive Board shall transact all business of the Association, making a full report of its transaction to the membership at the following regular business meeting, which will include all major issues approved or disapproved and the vote on each issue. The Executive Board shall transact all affairs concerning the Association in the best interests of the Association. The Executive Board shall limit its expenditures to the current funds available, with consideration to any outstanding debts. The Executive Board shall prepare an agenda for each regular meeting in order to facilitate the transaction of business and disseminate at least one newsletter following each regular meeting (spring and fall) of the general membership. This newsletter will provide an overview of business conducted at the applicable meeting (i.e., nomination or election of officers, availability of absentee ballots, road maintenance issues, etc.).

Section 3. The yearly spring and fall maintenance (i.e., road grading, spreading of crushed material, etc.) is automatically authorized each year without a special Executive Board meeting.

#### Article VII - OFFICERS

Section 1. The officers of the Association shall be a president, two vice presidents, a secretary, and a treasurer. They shall be members of the Association as defined by Article IV Section 1.

Section 2. The president, second-vice president, and secretary shall be elected on the even years, and the treasurer and first vice-president shall be elected on the odd years by the Association during the fall meeting and shall serve until their successors have been elected and installed. At the very first meeting of the Association, the Executive Board officers will be elected for an initial term of two (2) years and three (3) years applicable to the description above-and the year (odd or even) that the initial election is held. This will allow future election of officers in both even and odd year to coincide with the description above. (Example: if the election is held in 2004 the president, second-vice president, and secretary shall each be elected to a two (2) year term, while the treasurer and first vice-president shall each be elected to a three (3) year term).

Section 3. If the position of any officer becomes vacant, the Executive Board shall appoint a member in good standing to fill this vacancy until the next regular election.

## Article VIII - ELECTION OF OFFICERS

Section 1. At the spring meeting the Executive Board shall nominate and/or accept nominations, of at least one member in good standing, for each upcoming vacancy, applicable to the year (odd or even) of election. Only members in good standing and have the willingness to serve should be considered for nomination. Elections shall take place at the fall meeting of the election year. The Executive Board will notify the membership (all lot owners) of the new nominations and the upcoming fall elections, not more than thirty (30) days after the adjournment of the spring meeting per Article VI, section 2 (the newsletter). Special absentee ballots, whose availability must be mentioned in the notification/newsletter (following the spring meeting), may be requested by members (in good standing) not able to attend the next regular meeting/election upon receipt of this notification. These ballots will be returned to the Executive Board no later than ten days (10) prior to the fall meeting, and shall be clearly marked on the outside of the envelope "Association Ballot". The absentee "Association Ballots" shall only be opened at the fall meeting to be included in the overall count of ballots cast by voting members present. An additional notification/reminder for the fall meeting will be sent to all members not less than fourteen (14) days and not more than sixty (60) days prior to the scheduled fall meeting date.

Section 2. Members related by kinship or marriage cannot be nominated for any position on the Executive Board unless approved by seventy-five (75%) percent of the members present at the spring meeting prior to the election.

Section 3. Elections shall be held every year starting in the first odd and even years following the conclusion of the initial two (2) and three (3) year terms described in Article VII, Section 2.

Section 4. Elections shall be conducted by secret ballot of the members of the Association present at the fall meeting in the election year. Each lot will be given one ballot. Only members in good standing will be given a ballot. A simple majority of the votes cast will elect. Installation of officers shall take place at the end of the meeting.

## Article IX - DUTIES OF THE OFFICERS

Section 1. The president shall preside, maintain order and enforce the rules of the Association at all regular and special meetings and at the meetings of the Executive Board. The president shall appoint, with approval of the Executive Board, all committee chairpersons as deemed necessary to carry out the functions of the Association. The president shall be an ex-officio member of all committees. The president shall not vote on motions at meetings of the Executive Board, except in the case of a tie, when the president shall have the deciding vote. The president may vote at elections.

Section 2. The secretary shall keep an accurate record of the transactions of all meetings of the Association and the Executive Board and shall carry on the correspondence of the Association. In the absence of the president and vicepresidents, the secretary shall conduct the meeting. Addition: The secretary, or an officer other than the treasurer, shall collect all mail and correspondence, recording and/or copying bank statements, road maintenance fees, and other communications from the bank, before passing the monies to the treasurer.

Section 3. The treasurer shall be the custodian of all monies of the Association, shall receive all monies of the Association and shall pay all authorized bills against the Association. The treasurer shall keep an accurate and complete account of all receipts and expenditures during the term of office and shall prepare the annual income tax statement. The treasurer shall submit a list showing the status of each member prior to nominations and elections. The treasurer shall co-sign and issue all checks co-signed by either the president or secretary. The treasurer shall keep and give a financial report to the membership at each regular business meeting and at the Executive Board meetings. The treasurer shall submit the records to the Executive Board for audit at their fall meeting. The treasurer shall be bonded for at least \$10,000.00 at all times. Any additional signatories, determined by the Executive Board, shall be bonded as well.

Section 4. The president and secretary shall turn over all records and correspondence to the successor in office.

Section 5. The treasurer shall transmit all funds and property of the Association to the successor in office.

Section 6. The vice-presidents shall be assigned to research the type and nature of the road maintenance of the roads within the Blacksmith Lake Development and the right-of-way to the Bear Creek-Dewatto Road. They shall assess the need for culverts at the entrance to each lot and/or across the roads to properly allow water to drain off and therefore reduce erosion of the road. The vice-presidents shall investigate the cost and methods of construction for road signs and any other signs required for traffic control and public information. The vice-presidents shall investigate the cost and/or effort to remove trees and other obstacles from the road easements. The vice-presidents shall then present their findings at the next Executive Board meeting so that the full board can discuss and determine the best course of action for maintenance of the road. Although the previously mentioned duties are assigned to the vice-presidents, these assessments and proposals are not exclusive to these officers. Any board member may conduct an assessment and present their specific proposal to the Executive Board. The Executive Board will ensure that all proposals receive full consideration to determine the most appropriate course of action with regards to the maintenance of the road. Once a proposal has been agreed upon the Executive Board will present the cost of materials and labor the next regular meeting.

Section 7. Only one vice-president shall be the liaison between the Association and any contractor hired by the Association to perform maintenance on the road system of the Association. In absence of a vice-president, only the president shall be this liaison.

Section 8. The vice-presidents shall organize and coordinate any work party the membership agrees to form in order to perform some aspect of road and/or easement maintenance. The vice-presidents shall not become a two-person work party.

#### Article X - COMMITTEES

Section 1. The president shall appoint, with approval of the Executive Board, all committee chairpersons as deemed necessary to carry out the functions of the Association. The president shall be an ex-officio member of all committees.

#### Article XI - DISBANDMENTS

Section 1. In the event that all the roads within the Blacksmith Lake Development and the right-of-way to the Bear Creek-Dewatto Road have been dedicated to and accepted by a municipality for permanent maintenance, the Association may be dissolved if that is the consensus of the membership.

#### Article XII - ORDER OF BUSINESS

Section 1. The order of business shall follow Robert's Rules of Order, which shall also govern the conduct of all meetings.

#### Article XIII - AMENDMENTS

Section 1. Amendments to these bylaws, stating the particular article and section, may be proposed at any regular meeting by a two thirds (2/3) majority vote of the members present that are in good standing. The proposed amendment(s) will be sent to all members by mail within ten (10) days of the meeting at which it was proposed. At the next regular meeting the proposed amendment(s) shall be voted on and passed by a two-thirds (2/3) majority vote of the members in good standing before it can be adopted. Special absentee ballots may be requested by members not able to attend the next regular meeting.