

**GLACIER SPRINGS PROPERTY OWNERS ASSOCIATION
BYLAWS**

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**ARTICLE I
NAME**

The name of the Association shall be GLACIER SPRINGS PROPERTY OWNERS ASSOCIATION, hereafter referred to as the Association.

**ARTICLE II
PURPOSES**

The purposes of the Association shall be:

- a. To act as a community club and association;
- b. To provide protection and security of property;
- c. To furnish community services including water service;
- d. To administer and enforce the DECLARATION OF COVENANTS AND RESTRICTIONS;
- e. To provide a Zoning Committee as required in the DECLARATION OF COVENANTS AND RESTRICTIONS.

**ARTICLE III
MEMBERSHIP**

Section 1. Members. All owners of property in the Glacier Springs plat are automatically members of the Association.

- a. Members are entitled to a maximum of one vote only, regardless of the number of lots owned;
- b. If a lot is owned by more than one person, whether it is community property or any type of joint tenancy, there shall be only one vote among joint members;
- c. The sale of property shall automatically cancel an owner's membership related to that property in the Association.

Section 2. Definition of Lot. Except as provided for in Article IV, a "lot" will mean a parcel of land in the Glacier Springs Subdivision designated as a separate lot in the records of the Whatcom County Assessor at June 24, 1976 provided that:

- a. If a lot is subdivided and the subdivision is filed with the Whatcom County Assessor after June 24, 1976, then each subdivided parcel shall be a separate lot;
- b. If two or more lots are consolidated and the consolidation is filed with the Whatcom County Assessor, then the parcel of land resulting from the consolidation will be treated as one lot provided that the following conditions are satisfied:
 - (i.) There is a permanent residential building located on the consolidated lot at the beginning of such year;

- (ii.) The residential building has been occupied for residential purposes prior to the beginning of such year;
 - (iii.) The construction of the residential building was approved by the Association; and
 - (iv.) The consolidated lot has not more than one connection to the water supply provided by the Association.
- c. If two or more lots are consolidated and the conditions in b. are not met, then the parcel of land will continue to be treated as the number of lots existing prior to consolidation.

Section 3. Members in Good Standing. A member ceases to be in good standing for non-payment of dues and assessments, which are in arrears as of August 31st. The voting rights of a member not in good standing are suspended and are only reinstated upon full payment of any amounts due.

Section 4. Responsibilities of Members

- a. Members are responsible for advising the Secretary of their current or changed address;
- b. Members shall be responsible for complying with all local, county, state and federal laws, which may have application to the ownership of their lots.

Section 5. Membership Year. The membership year shall be the same as the fiscal year commencing on September 1 and ending on August 31.

**ARTICLE IV
DUES AND ASSESSMENTS**

Section 1. Dues and Assessments Based on Lots. Dues and assessments shall be assessed on each lot except as provided herein:

- a. Consolidated Lots.
 - (i.) If two or more lots are consolidated and the conditions of Article III, Section 2 b. are met, the number of lots which will be subject to dues and assessments after consolidation will be the number of pre-consolidated lots divided by two with any fraction raised to the next whole number;
 - (ii.) If the conditions are not met, then the parcel of land will continue to be treated as the number of lots existing prior to consolidation.
- b. Whatcom Land Trust. Any lot owned by the Whatcom Land Trust shall not be deemed a lot, provided that the following conditions are continually satisfied:
 - (i.) The lot is located in a flood hazard area as designated by the Association; and
 - (ii.) The lot remains undeveloped; and

- (iii.) The lot remains open and available at all times for recreational uses by members of the Association; and
- (iv.) The Whatcom Land Trust shall grant the Association an easement over such lot for recreational purposes; and
- (v.) The Whatcom Land Trust shall not be entitled to a vote at any meeting of the Association.

Section 2. Amount of Dues. The annual dues per lot shall be determined from time to time by a two-thirds vote of the members present (whether in person or by proxy) at the Annual General Meeting or a Special Meeting.

- a. Specific notice of the proposed change and the amount of the proposed change shall be provided to members in the notice of the meeting. Without such notice, any change in dues approved at a meeting shall be null and void;
- b. The vote of a member represented by proxy in respect of a change in annual dues shall not be effective unless the form of proxy designates whether the member represented by proxy approves or opposes the proposed change.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Annual General Meeting.

- a. The Annual General Meeting shall be the only scheduled meeting of the membership;
- b. The Annual General Meeting shall be held in the month of October at a time and place as the Directors decide;
- c. The Annual General Meeting shall include:
 - (i.) The Directors report;
 - (ii.) The Treasurer' report;
 - (iii.) The Auditor's report, if any;
 - (iv.) The election of Directors, if applicable;
 - (v.) The appointment of the Auditor, if required;
 - (vi.) Such other business as placed on the agenda by the Board of Directors for a vote by the members.

Section 2. Special Meetings.

- a. The Directors may, whenever they think fit, convene a special meeting;
- b. A Special Meeting shall be called by the Board of Directors whenever a written request is received by the Secretary signed by at least ten members.
 - (i.) The request must state the object of the meeting;
 - (ii.) Such meetings shall be called within 30 days of receipt of the written request.

Section 3. Notice of Meeting.

- a. Notice of an Annual General Meeting or a Special Meeting shall be given by mail and shall specify the place, day and hour of the meeting, and the general nature of the business that will be transacted;
- b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting;
- c. Notice of the meeting shall be mailed to each member at least 21 days prior to the date of the meeting.

Section 4. Quorum. For any membership meeting, whether annual or special, a quorum shall be, including proxies, 50 members or 25% of the membership, whichever is smaller.

Section 5. Proxy Voting. Voting by Individual or General Proxy is permitted.

- a. Individual proxy gives the power to another specific member to exercise.
- b. General proxy gives the power to the Secretary to cast the vote as the Board of Directors direct.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1. Duties. The Board of Directors shall manage the affairs of the Association including, but not limited to:

- a. Control over all financial accounts and disbursements;
- b. The appointment of committees;
- c. Enforcement of the Covenants and Restrictions and these Bylaws, including the establishment of and enforcement of fines.

Section 2. Composition. The Board of Directors shall consist of 4-8 members elected by the membership plus the immediate past president.

- a. Elections for the members of the Board of Directors shall be held at the Annual General Meeting held in odd numbered years;
- b. A Director must be a member in good standing of the Association;
- c. All Directors are eligible for re-election.

Section 3. Term of Office.

- a. The term of office shall be for two years or until their successors are elected;
- b. Newly elected Directors shall take office immediately following the Annual General Meeting of the membership.

Section 4. Meetings of the Board of Directors.

- a. Meetings shall be held at least four times during the year at the call of the President or on the written request of any three members of the Board. Such request shall be delivered to the Secretary.
- b. Except as provided in RCW 64.38.035, all meetings of the Board of Directors shall be open for observation by all members of record and their authorized agents. The Board of Directors shall keep minutes of all actions taken by the Board, which shall be available to all members.
- c. The majority of the members of the Board of Directors shall constitute a quorum.
- d. The Board of Directors may permit a Director to participate in a meeting or may conduct a meeting through the use of any means of communication including but not limited to telephone or video conferencing by which all Directors participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by such means shall be considered present in person at the meeting. Actions taken by a majority of the Directors at such a meeting, provided a quorum is participating, shall be valid actions of the Board of Directors.

Section 5. Removal from Office and Filling of Vacancies

- a. If any member of the Board of Directors absents himself from more than three meetings of the Board of Directors annually without just cause, the Board of Directors, by resolution, may declare his/her office to be vacant and may fill the vacancy for the unexpired term;
- b. The Board may “for cause” suspend a Director until a special meeting of the membership can be called to consider the removal from office of this Director. Such meeting shall be held following the requirements for notice of a special meeting, but in no case later than 60 days;
- c. Members of the Association, by a majority vote of the voting power of the association present, in person or by proxy and entitled to vote at any meeting of the members at which a quorum is present, may remove any member of the Board of Directors with or without cause, and may elect a successor to serve the remaining term;
- d. If any other vacancies occur on the Board of Directors, the Board of Directors may fill the vacancy for the unexpired term.

Section 6. Remuneration. No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Association.

**ARTICLE VII
OFFICERS**

Section 1. Officers. The officers of the Association shall be the President, the Secretary and the Treasurer. The offices of Secretary and Treasurer may be held by one person.

Section 2. Election/Terms. The officers of the Association shall be elected by the Board of Directors in odd-numbered years at the first Board Meeting following the Annual General Meeting and shall serve for two years or until their successors are elected.

Section 3. Duties.

- a. The President shall:
 - (i.) Preside at all meetings of the members and of the Directors, unless the members or Directors otherwise decide;
 - (ii.) Perform other such duties as appropriate to the office and as directed by the Board of Directors;
 - (iii.) In the absence of the President, the Board shall select a Director to carry out the duties of the President.
- b. The Secretary shall:
 - (i.) Issue notice of meetings of the Association;
 - (ii.) Have custody of all records and documents of the Association except those required to be kept by the Treasurer;
 - (iii.) Keep minutes of all meetings of the Association and of the Directors;
 - (iv.) Have custody of the common seal of the Association;
 - (v.) Perform other such duties as appropriate to the office and as directed by the Board of Directors.
- c. The Treasurer shall:
 - (i.) Keep the financial records, including books of accounts as are necessary;
 - (ii.) Render financial statements to the Directors, members and others when required;
 - (iii.) Maintain the register of members;
 - (iv.) Perform other such duties as appropriate to the office and as directed by the Board of Directors.

Section 4. Vacancies. Officer vacancies shall be filled for the term remaining by vote of the Board of Directors.

**ARTICLE VIII
FINANCES**

Section 1. Fiscal Year. The fiscal year shall commence on September 1 and end on August 31.

Section 2. Financial Commitments over \$10,000. The members must approve any and all financial commitments incurred by the Association in excess of \$10,000.

Section 3. Signing Officers. The signing Officers for the Association's bank account shall be the Treasurer or such other person or persons who are approved from time to time by the Board of Directors provided that two signatures shall be required for any withdrawal from or check drawn on the Association's bank account if the amount of the withdrawal or check is \$1,000 or greater.

Section 4. Auditor

- a. An Auditor is not required unless called for by the Board of Directors, or the membership by a majority vote, at an Annual General Meeting or Special Meeting;
- b. No Director or member of the Association shall be Auditor;
- c. The Auditor may attend the Annual General Meeting or Special Meetings;
- d. Appointment of Auditor:
 - (i.) If an Auditor is to be appointed, the resolution must state whom, terms of reference and length of tenure;
 - (ii.) An Auditor may be removed, by a majority vote of the members at an Annual General Meeting or Special Meeting;
 - (iii.) An Auditor shall be promptly informed in writing of appointment or removal.

**ARTICLE IX
COMMITTEES**

Section 1. Standing Committees: The Standing Committees of the Association shall be:

- a. Finance Committee;
- b. Zoning Committee;
 - (i.) The Zoning Committee shall be made up of at least two members of the Board of Directors, one of whom will be designated by the Board as the Zoning Committee Chairman;
 - (ii.) The Zoning Committee shall develop those forms, procedures and rules necessary to perform the duties assigned to it by the Covenants and these Bylaws;
 - (iii.) Decisions of the Zoning Committee must be reviewed and confirmed by the Board of Directors at the next meeting of the Board.
- c. Covenants and Bylaws Committee;
- d. Water System Committee;
- e. Community Relations Committee.

Section 2. Other Committees. Other committees, Standing or Special, shall be appointed as the Board of Directors shall from time to time deem necessary to carry on the work of the Association.

**ARTICLE X
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order adopted by the Association.

**ARTICLE XI
AMENDMENT**

The Bylaws may be amended at the Annual General Meeting or a Special Meeting by a two-thirds vote of the members present (whether in person or by proxy), provided that the amendment has been submitted for review and recommendation to the Bylaws Committee and presented to the membership in the notice for the meeting.

**ARTICLE XII
DISPOSITION UPON DISSOLUTION**

Section 1. Dissolution. In the event of dissolution of the Association all of the assets thereof after payment of all debts and obligations shall be distributed and paid to the Parks Department of Whatcom County, Washington or a similar non-profit organization.

Section 2. Unalterable Section. Section 1 is unalterable.