



# SIERRA COUNTRY CLUB BYLAWS

## Amended February 15, 2022

### ARTICLE I Purpose

Section 1. The corporation shall be conducted as a non-profit social, recreational and maintenance organization for the purposes set forth in the Articles of Incorporation.

### ARTICLE II Membership

Section 1. The membership of the corporation shall consist of all owners of lots within the plat of Sierra, Divisions 1, 2, and 3. The privileges and facilities of the club may be extended to other family members and guests under such rules as the Board of Directors may prescribe.

Section 2. Membership in the corporation shall also be available to the present and future owners of the properties described below, at the option of each owner individually. The privileges and facilities of the club may be extended to other family members and guests of these members, subject to the same rules established for the members described in Section 1 of this article.

#### Description No. 1

Lots 1, 2, 3, 4, and 5 of the plat of Oceanside Estates, Division No. 1, as recorded in Volume 8 of Plats, page 78, records of Island County, Washington, all in Section 25, Township 32 North, Range 1 West of the Willamette Meridian.

#### Description No. 2

The five-acre tract as recorded in Volume 8 of Plats, page 78, records of Island County, Washington, all in Section 25, Township 32 North, Range 1 West of the Willamette Meridian and contained within the plat of Sierra, Division 1, Block 11, referred to in these bylaws as the "farm tract."

Section 3. No member described in Section 1 of these bylaws shall lose the right to membership, nor may any such member withdraw from membership, except upon the transfer of title to all lots owned by such member.

### ARTICLE III Meetings

Section 1. Meetings of the members of the Corporation shall be held at least once each year (Annual Meeting). The physical location and/or video conference information for the meeting will be provided in the notice of Annual Meeting.

Section 2. The purposes of the Annual Meetings are to apprise the membership of the affairs and financial condition of the corporation during the preceding year, to act on the agenda items set forth in the meeting notice, and to elect directors as provided herein.

Section 3. Notice of the date scheduled for the Annual Meeting will be sent electronically and/or mailed to all members not less than ninety (90) days before that meeting. Requests from members for the inclusion of subjects for discussion or specific proposals to appear on the agenda of the meeting must be received by the secretary not less than fifty (50) days before such meeting. In order to be included on the agenda, any proposal to amend the Articles of Incorporation, the Declaration of Covenants and Restrictions and/or the bylaws must be signed by members owning at least forty (40) lots subject to the jurisdiction of the corporation. The final notice of the agenda and the request for proxies will be mailed not later than twenty-five (25) days before the meeting.

Section 4. Special Meetings of the members of the corporation may be called at any time by the President, a majority of the Board of Directors or upon receipt of a written request therefor signed by members owning at least forty (40) lots subject to the jurisdiction of the corporation. Notice of the Special Meeting, stating the reason therefor shall be mailed to all members not less than forty-five (45) days prior to the date on which such meeting is to be held.

Section 5. Members voting at Annual and Special Meetings of the membership shall be entitled to one vote for each lot owned, but no more than one vote per lot shall be cast regardless of the number of owners thereof.

Section 6. At all Annual and Special Meetings, the assemblage of the voting power as described in Section 5 preceding, present either in person or by written proxy, owning in aggregate thirty (30) lots subject to these bylaws, shall constitute a quorum for the transaction of any business appropriate to the meeting. In the absence of a quorum, any meeting of the members may be adjourned from time to time by a majority of the voting power present, but no other business may be transacted. Members present at any duly called Annual or Special Meeting at which a quorum is originally present may continue to do business notwithstanding the withdrawal of members to the extent that less than a quorum may thereafter be present. A majority of the voting power constituting a quorum shall be sufficient to transact business unless a greater number of votes is required by law, the Articles of Incorporation or the bylaws, with respect to some specified action.

Section 7. The Board of Directors shall meet at least once a month. Four directors shall constitute a quorum for the transaction of business. A meeting of the board shall also be convened following the Annual Meeting for the principal purposes of inducting the newly elected directors, and appointing the officers of the corporation for terms of one year. All such meetings shall be open for observation by all members and/or their authorized representative.

Section 8. Unscheduled business meetings of the Board of Directors may be convened by the President or a majority of the directors at any time it is deemed necessary or desirable. If the Secretary is not present, a recording secretary shall be appointed from among the directors present. The matters deliberated on and the decisions arrived at, if any, shall be noted in the minutes of the next regularly scheduled meeting.

#### **ARTICLE IV Directors**

Section 1. The corporate powers of this corporation shall be vested in and exercised by or under the authority of a Board of Directors having seven members. At any Annual or Special Meeting duly called as specified in Article III hereof, the members may, by amendment of these bylaws increase or decrease the number of directors.

Section 2. Directors shall be elected at the Annual Meeting for terms of three years. Terms of the directors shall overlap so that either two or three are elected at each Annual Meeting for full-term membership. Other directors shall be elected to fill unscheduled vacancies, as specified in the following section. Directors must be members of the Sierra Country Club in good standing. No more than one (1) member described in Article II, Section 2, may serve as a director at any one time.

Section 3. Any vacancy occurring on the Board of Directors shall be filled by appointment by a majority of the remaining directors. A director appointed to fill a vacancy shall hold office until the next Annual Meeting of the members, at which time the members shall elect a director to fill the unexpired balance of the term.

Section 4. In addition to provisions of the Revised Code of Washington (RCW) 64.38.025, now and as amended, a board member may be removed from office by a majority vote of the remaining board members for actions or inactions that are deemed by the board, in their sole discretion, to be detrimental to the purposes of Sierra Country Club HOA according to the current Articles of Incorporation thereof.

**ARTICLE V**  
**Powers and Duties of Directors**

Section 1. Subject to any limitation in the Articles of Incorporation and these bylaws, and the laws of the State of Washington, all the business and the affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, and subject to the same limitation, it is hereby expressly declared that the directors shall have the following powers and duties.

- A. To conduct, manage, and control the business of the corporation, and to make such rules and regulations as may be considered necessary to ensure compliance with the Declaration of Covenants and Restrictions, the Articles of Incorporation, and these bylaws.
- B. Following the Annual meeting, to appoint a President and Vice President from among the directors who are owners of a lot or lots in Sierra Divisions, 1, 2, and 3, for terms of one year and until their successors are appointed and qualified.
- C. Following the Annual Meeting, to appoint a Secretary, a Treasurer, and such other officers as the directors determine to be necessary or desirable from among the owners of a lot or lots in Sierra Divisions 1, 2, and 3, for terms of one year and until their successors are appointed and qualified.
- D. To fix compensation, if any, for officers and employees.
- E. To cause to be kept complete records of the minutes of all meetings and of actions taken by the Board of Directors and Officers.
- F. To cause to be presented at the Annual Meeting a full report on the corporation's financial status since the previous Annual Meeting.
- G. To fix annual dues and levy special assessments on all members pursuant to the provisions of Article (I), Sections 2 and 3, of the Declarations of Covenants and Restrictions for Sierra Divisions 1, 2, and 3.
- H. To do whatever may be necessary and proper for the enforcement of the provisions of the Articles of Incorporation and the Declarations of Covenants and Restrictions applicable to Sierra Divisions 1, 2, and 3, pursuant to Article V of the aforesaid declaration and of these bylaws.

Section 2. Members of the Board of Directors shall receive no compensation for their services to the corporation but shall be entitled to reimbursement by it for such reasonable expenses as they may incur in pursuit of the business of the corporation.

**ARTICLE VI**  
**Officers**

Section 1. The President of the corporation shall: preside at all meetings of the Board of Directors and of the members; be responsible to the Board for the routine management of the affairs of the corporation; provide an avenue of communication through which the members and the public may interact with the board; monitor members' compliance with the Declarations of Covenants and Restrictions for Sierra, Divisions 1, 2, and 3; and sign for the corporation as President all contracts and other legal instruments.

Section 2. The Vice President of the corporation shall assist the President in the performance of his or her duties and, in the event of absence or disability of the President, perform all duties of the President during such periods of absence or disability.

Section 3. The Secretary shall issue all notices and shall attend and keep the minutes of all scheduled meetings of the members and of the Board of Directors. It is the Secretary's responsibility to have charge of corporate books, records and papers and the corporate seal. This officer shall attest with signature and impress with the corporate seal all instruments executed for the corporation. The Secretary shall perform all such other duties as are incidental to the office as may be required by the Board of Directors.

Section 4. The Treasurer shall be responsible to the Board of Directors for the management of the financial affairs of the corporation. To that end the Treasurer shall:

- A. Receive, keep safe and deposit all funds securities and liquid assets of the corporation only in such banks or other financial institutions designated by the Board of Directors.

- B. All funds shall be disbursed only by check or other appropriate document signed by the Treasurer and one (1) director, or two (2) directors designated for that purpose.
  - C. Maintain a complete file of all financial transactions and related correspondence as required by the IRS, other government agencies or the Board of Directors.
  - D. Perform such other duties incidental to the functions of the Treasurer as the Board of Directors may require.
- Section 5. No officer may occupy more than one office concurrently.

Section 6. All officers or other persons authorized to handle or disburse the funds of the corporation may, at the discretion of the Board of Directors, be bonded at the expense of the corporation in such amounts as the directors may determine to be adequate for the protection of the corporation.

Section 7. Officers may be reimbursed by the corporation for such reasonable expenses as they may necessarily incur in pursuance of the business of the corporation. The Board of Directors may authorize compensation for any officer.

## **ARTICLE VII Dues and Assessments**

Section 1. In accordance with the provisions of Article III of the Declaration of Covenants and Restrictions, dues and annual assessments and special assessments for the purpose of financing the activities of the corporation are charged against all lots in the plat of Sierra not owned by the corporation or by the original developers named the Sierra Partnership.

Section 2. Dues and annual assessments and special assessments shall be charged against all owners of the properties described in Article II, Section 2, of these bylaws, who have requested and been granted membership in the corporation, at the same rate charged against lots in the plat of Sierra.

Section 3. Non-payment of dues may, in addition to any other penalties prescribed in the Declaration of Covenants and Restrictions, subject the member to both loss of voting privileges and use of recreational facilities for as long as such indebtedness continues.

## **ARTICLE VIII Water System Rates**

Article III of the Articles of Incorporation, "Purpose and Powers," identifies the purposes for which the corporation was founded. Section 2 stipulates that the corporation will "own, operate, and maintain a water system for its members." The following provisions for establishing rates and collecting fees apply.

Section 1. The Board has the power to establish reasonable rates, charges, and assessments as necessary to cover the cost of the development and maintenance of water sources and infrastructure, administrative costs, and the costs related to the distribution of water to the resident members of Sierra Country Club Homeowner's Association. The amounts charged to the residential members shall be collected by the corporation or its agents.

Section 2. All charges made, demanded, or received for residential water, or for any service rendered or to be rendered in connection therewith, must be sufficient in sustaining the distribution of water and a reserve fund for repair, replacement, upgrade, or actions necessary to maintain the distribution of water to the members

Section 3. All associated facilities related to the water system shall be safe, adequate, efficient, and comply with all local and state laws, ordinances, and regulations.

Section 4. All state and county laws, codes, and regulations and requirements shall apply to the development, administration, storage, and distribution of the water system.

Section 5. A member may request that the Board set forth a payment plan for rates, charges, and/or assessments in lieu of a single payment. The Board in its sole discretion, after review of the information provided by the member, may set forth a payment plan for the member. The payment plan must be approved by a majority of the Board members.

Section 6. The Board is not granted the authority to forgive or waive water rates, charges, or assessments, with the exception of adjustments that may be granted for validated water leaks at the sole discretion of the Board of Directors.

## **ARTICLE IX General Provisions**

Section 1. Corporate Seal. The seal of the corporation shall be circular in form and shall contain the words "Sierra Country Club" and "Corporate Seal" and "Washington" and "1968" in the form and style as hereinafter impressed upon these bylaws.

Section 2. Fiscal Year. The fiscal year of this corporation shall end on December 31 in each year. This date may be changed at any time by a majority vote of the Board of Directors.

Section 3. Amendments. These bylaws may be amended or revised at any Annual Meeting or Special Meeting by the affirmative vote of a two-thirds majority of those voting in accordance with Article III, Section 5 of these bylaws, either in person or by proxy provided that the proposed changes have been included in the meeting notice required under Article III, sections 1 and 2 of these bylaws.

Section 4. Limitation of liability of directors and officers. As set forth more fully in RCW 4.24.264 "...a member of the Board of Directors or any officer of any nonprofit corporation is not individually liable for any discretionary decision or failure to make a discretionary decision within his or her official capacity as director or officer unless the decision or failure to decide constitutes gross negligence."

Section 5. Rules. The Board of Directors is authorized to make such rules and policies as the Board, in their sole discretion, deem necessary for the proper function of the Corporation. The Board of Directors shall review the current rules and policies of Sierra and amend or change as necessary. This includes but is not limited to rules regarding use of the clubhouse and pool.

Section 6. Architectural Control.

- A. No building, fence, wall, or other structure shall be placed, erected, or altered on any lot until the construction plans and specifications and a plan showing the location of the structure on the lot have been submitted and approved in writing by the Board of Directors.
- B. Approval of the plans and specifications will be based upon the quality of materials, harmony of the exterior design with existing structures, and the location of the proposed building or structure.
  - a. In the event the Board of Directors fails to approve or disapprove these plans within forty-five (45) days following submission of plans, approval will not be required and the bylaw will be deemed to be complied with.
- C. The Board of Directors may extend building completion time, as per Article II, Section 2 of the Declaration of Covenants and Restrictions, including final grading, in increments of three (3) months for good cause shown.
  - a. Additional extensions of the construction completion deadline may be approved and will be considered on a case-by-case basis.
- D. All exterior repairs or renovations of any dwelling or outbuilding must be completed so as to present a finished appearance within three (3) months of approval of the Board of Directors.
  - a. Section C extensions as described above are also applicable to repairs and renovations when a request for extension completion is received by the Board of Directors.

### Section 7. Dwelling Quality and Size.

- A. All buildings shall be of high-quality workmanship and materials. The ground floor area of the main structure of any dwelling exclusive of porches and garages, shall not be less than 850 square feet and the total area of floor space shall not be less than 1200 square feet.
- B. No dwelling or addition to a dwelling shall exceed a maximum height of seventeen (17) feet measured from the point where the main building foundation boundary, exclusive of foundation extensions for porches and decks, meets the highest point on the surface of the original grade to the highest level of the roof.
  - a. If the original grade of the lot cannot reasonably be determined due to previous grading or other alteration of the natural topography, an approximate grade may be established for this purpose by running a line between the highest point on the lot to the lowest point and passing across the foundation boundary.
- C. No unattached garage or other outbuilding shall exceed a maximum height of fifteen (15) feet measured in the same manner as that for dwellings.
- D. If size requirements set forth herein for dwellings and outbuildings pose undue restraint at a particular site, a variance may be granted by the Board of Directors if good cause is shown. Good cause shall be determined at the sole discretion and majority vote of the Board of Directors.

### Section 8. Mobile, Manufactured, and Modular Homes.

- A. The Declaration of Covenants and Restrictions shall apply to all mobile or manufactured homes as defined by standards set forth by the Housing and Urban Development (HUD) Department, and the Manufactured Home Construction and Safety Act.
- B. Manufactured and mobile homes shall be permitted only in Division 2. All newly installed manufactured or mobile homes in Division 2 shall be of the type designated as “double wide” or larger.
  - a. If the size requirement set forth herein for manufactured and mobile homes pose undue restraint at a particular site, a variance may be granted by the Board of Directors if good cause is shown.
- C. Modular homes, also known as pre-fabricated, factory built, systems-built, and multi-sectional homes, will be reviewed for approval by the Board of Directors on a case-by-case basis in all Divisions, predicated on their conformity to Island County’s site-built or “stick-built” home construction standards.

### Section 9. Marine View Obstruction by Trees, Shrubbery and Plantings.

- A. No trees, shrubbery, or plantings of any kind in excess of six feet in height which obstruct the marine view from another member’s residence shall be placed, planted, or maintained on any property, nor grow in excess of such height, without written permission of the Board of Directors, except for any of the mature Douglas Firs in their original location on the property determined to be in existence since 1968.
- B. Enforcement of this section shall be based on a complaint by a member or members impacted by a marine view obstruction.

### Section 10. Nuisances and General Maintenance.

- A. No noxious, illegal, or offensive use of a property shall be carried on at any lot, nor shall anything be done thereon that may become an annoyance or nuisance to the neighborhood.
- B. No trash, garbage, or other refuse, junk, inoperable vehicles or those vehicles in disrepair, underbrush, or unsightly growth or other objects shall be maintained or allowed on any lot. This restriction does not apply to the controlled composting of vegetation in appropriate containers or to a modest unobtrusive compost pile on a property owner's lot or lots.
- C. All fences and buildings shall be kept in a state of good repair.
- D. All residences, garages, outbuildings or accessory structures shall be painted or stained to maintain a reasonable state of repair.
  - a. If a violation of this covenant is not corrected within thirty (30) days of written notice thereof from the Board of Directors, the association may provide necessary maintenance or cleanup.
  - b. The cost of such maintenance or cleanup shall be assessed against the lot upon which such maintenance or cleanup is performed and shall be a lien on the lot and a personal obligation of the owner and become due and payable in all respects, together with interest, attorney's fees and costs of collection as provided for other assessments.

- c. For the purpose of performing the maintenance or cleanup authorized herein, the association, through its duly authorized agent, shall have the right, after reasonable notice to the owner, to enter upon the lot at reasonable hours.

Section 11. Habitation of Temporary Structures. No structure of any temporary character; tent, shack, garage, trailer, recreational vehicle or any outbuilding or building under construction shall be used on any lot at any time as a permanent or seasonal or temporary residence or dwelling unless a permit has been issued by Island County and approval granted by the Board of Directors.

Section 12. Signage. All signage shall be submitted to the Board of Directors for approval with the exception of real estate signs or political yard signage as specified in the Revised Code of Washington (RCW) 64.38, now or amended. If the Board fails to approve signage within 15 days of submission, the sign so submitted shall be deemed to be approved.

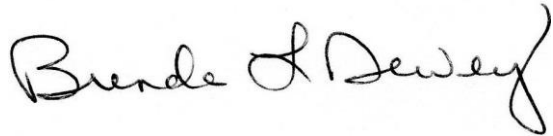
Section 13. Dues and Assessments.

- A. For the purpose of financing the activities of the Sierra Country Club, all lots may be annually assessed or charged an equal amount fixed by the Board of Directors.
  - a. Such annual assessments are considered annual dues imposed on each lot as originally platted except those lots owned or acquired by Sierra Country Club.
  - b. The annual assessment may be increased by the Board of Directors for each year at a rate not to exceed 10 percent of the previous year's assessment.
  - c. Annual assessments are due and payable on January 1 for the year beginning January 1. Unpaid amounts not received by April 1 succeeding shall thereafter be delinquent and bear interest at the rate of ten percent per year compounded annually and reckoned from the January 1 due date.
  - d. In the event of delinquency, such assessment or dues shall constitute a lien upon the property whereby the Board of Directors may 120 days thereafter file a statement of charges or assessments due with the Auditor of Island County.
  - e. A lien may be enforced by the corporation as may any lien on real property under the law.
  - f. If an attorney is engaged for collection, enforcement, or foreclosure, the lot owner shall be responsible for attorney's fees and costs.
  - g. If said lien is foreclosed, the lot owner shall be liable for the costs and disbursement, including reasonable attorney's fees, of the corporation therein, all of which costs, disbursement and fees shall be secured by such liens.
  - h. The purchasers of lots within the said property, by the acceptance of deeds shall become personally obligated to pay such dues or assessments including interest, upon the lot or lots purchased by them and shall be subject to the enforcement provisions outlined above.
  - i. A statement for release of the corporation's liens shall be provided upon payment in full of said dues or assessment plus accrued interest.
- B. The Board of Directors is authorized to assess all lots for additional funds that exceed the corporation's reserve for contingencies.
  - a. Such assessed funds could only be used to meet any legal obligation or for the repair of damages to Sierra Country Club property from any cause not covered by insurance.
  - b. Assessments for discretionary projects may only be imposed by affirmative vote of a majority of the voting power as power as provided in Article IV, Section 3, voting in person or by proxy at any Annual or Special Meeting of the corporation.

**CERTIFICATION:**

I, the undersigned, do hereby certify under penalty of perjury under the laws of the State of Washington, that I am the elected and acting secretary of the Sierra Country Club a Washington Non-profit Corporation, and that the foregoing Bylaws constitute the Bylaws adopted at a meeting of the members on the 29th day of January, 2022. A vote was held and the following is the official vote tally: 132.5 voted for the changes and 39.5 voted against.

Signed this 15th day of February, 2022.

A handwritten signature in black ink that reads "Brenda L Dewey". The signature is written in a cursive style with a large initial 'B' and a long, sweeping tail on the 'y'.

Brenda L Dewey, secretary.