



BY-LAWS
of
CRUMBACHER ESTATES OWNERS ASSOCIATION

This document supersedes all previously recorded by-laws and amendments thereto of the Crumbacher Estates Owners Association.

ARTICLE I

Purpose, Name, and Location

Section A. The purposes for which this association is formed are those set forth in the Articles of Incorporation.

Section B. The name of this association shall be Crumbacher Estates Owners Association.

Section C. The principal place of business and registered office of this association is Tonasket, Okanogan County, Washington, but the Board of Directors may establish branch offices and places of business to carry out the purposes of this association in such other place or places as may be deemed advisable and as determined by the Board of Directors.

ARTICLE II

Directors and Officers

Section A. The business of this association shall be conducted and managed by a Board of five Directors, who shall be elected at the time, place, and in the manner provided hereinafter. They shall hold office for the term to which they are elected, unless by removal, resignation, or death, a vacancy occurs, in which case the Directors shall appoint a member to fill out the un-expired term. The Board of Directors may make provision for additional directors, upon proper amendment to these by-laws.

Section B. The Officers of this association shall consist of the following: President, Vice-President, and Secretary-Treasurer. Said Officers shall be elected at the annual meeting of the association, to be held each April at a time and date established by the Board.

Section C. The Board of Directors of the association shall consist of the duly elected and qualified Officers of the association, and the election to an office shall automatically place said person on the Board of Directors.



ARTICLE III

Powers and Duties of Directors

Section A. The Board of Directors, in addition to the duties hereinbefore set forth, shall have power to fill any vacancy that may occur in the board by death, resignation, or otherwise; to fix the compensation of all employees of the association not herein provided for, to lease, rent, or purchase real estate necessary to the business of the association; to make contracts, direct the manner of their execution, and to conduct all manner of business of the association not repugnant to and inconsistent with the law and these bylaws. Promissory notes shall be issued only by order of the Board entered on its minutes, though such special order shall not be necessary to the execution of renewal notes.

Section B. They shall prepare a full and complete statement of the general and financial condition of the association, each year, ending with December 31st, including the income, expenditures, and net earnings for the year, and assets and liabilities of the association and submit the same at the annual meeting of the members for their information.

Section C. A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of three members of the Board; but a majority of those present at any regular or special meeting shall have power to adjourn the meeting to a future time.

ARTICLE IV

Powers and Duties of Officers

Section A. The Officers of the association shall be elected for the term of one year, and shall hold office until their successors are duly elected and qualified. The offices of Secretary and Treasurer are combined in one person.

Section B. The President shall preside at all Directors' and members' meetings; shall have general supervision over the affairs of the association and over the other Officers; shall sign all debentures and written contracts of the association, and shall perform all such other duties as are incident to his office. In case of the absence or disability of the president, his duties shall be performed by the vice-president.

Section C. The Vice-President shall execute the duties of the President in the absence or disability of that Officer, and shall perform such other duties as may be assigned to him from time to time by the Board of Directors.

Section D. The Secretary-Treasurer shall issue notices of all Directors' and members' meetings, and shall attend and keep the minutes of the same. In the



absence of the Secretary-Treasurer at any regular or special meeting of the Board or of the Association, the President shall appoint a member to keep the minutes of the meeting. Said appointee shall not vote on behalf of the Secretary-Treasurer and shall not be considered in the determination of a Board quorum. The Secretary-Treasurer shall have charge of all association books, records and papers; shall attest with his signature all debentures and written contracts of the association; shall have custody of all money and securities of the association and shall give bond, in such sum and with such sureties as the Directors may require, conditioned upon the faithful performance and discharge of the duties of his office. He shall keep regular books of account, or shall review the keeping of regular books by a managing agent, and shall submit them, together with all his vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require; and shall perform all such other duties as are incident to the office.

ARTICLE V

Meetings

Section A. The regular annual meeting of members and of the Board of Directors shall be at the time hereinbefore stated, and a written notice of said annual meetings shall be mailed to each member not less than fourteen days before, but no more than sixty days before, such meeting, as established by RCW 64.38.035 (1).

Section B. Special meetings of members may be called by the President of the Board of Directors upon written request signed by not less than three members.

Section C. Regular meetings of the Board shall be held on a date established and agreed upon by a majority of the Board no less than once during each quarter year period.

Section D. Special meetings of the Board may be called by the President, or by written request signed by any two members of the Board.

Section E. The attending Association members present, either in person, or by proxy in writing duly witnessed, at the annual or any special meeting of members, shall constitute a quorum for the election of officers and the transaction of business. A majority vote shall carry in all matters of business conducted, unless otherwise established by any controlling legal document.

Section F. A majority of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors. The President shall not vote except in cases of a tie.



Section G. At any and all meetings of the members, each lot shall be entitled to one vote only, which vote may be cast by any owner of record in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary-Treasurer and by him entered of record in the minutes of the meeting.

ARTICLE VI

Membership and Revenue

Section A. Membership in this association shall be conditioned upon the ownership, or contract right to purchase a building site in Crumbacher Estates, a recorded plat, according to the files and records of the Auditor of Okanogan County, Washington. Such ownership shall require that the owner(s), or contract purchaser(s), be a member of this association.

Section B. The Board of Directors shall determine any schedule of membership dues, or assessments, and the manner and time of payment thereof.

Section C. The sums of money derived from such dues or assessments shall comprise such funds, and/or sinking funds, as the Board of Directors may direct to be set up in the corporate books.

Section D. The funds of the association shall be deposited in such bank or trust company as the Directors shall designate, and shall be withdrawn only upon the check or order of the President of the Association, signed by its President, and counter-signed by the Secretary-Treasurer.

Section E. Membership in this association shall automatically be transferred by the sale of the property in Crumbacher Estates which first allowed the membership holder to become a member; such transfer shall be made by the Secretary-Treasurer of the association on the books of the association, upon the notification by the former owner of his sale of said property to the new owner, and member of this association.

ARTICLE VIII

Amendments

Section A. Amendments to these by-laws may be made by a vote of the members representing a majority of all the members at any annual members' meeting, or at any special members' meeting when the proposed amendment has been set out in the notice of such meeting.

Section B. Additions to or amendments of these by-laws may be made by a majority vote of the Board of Directors at any regular or special meeting of the Directors of this Association.



ADOPTED this 24TH day of January, 2011.

[Signature]

Les Moore

[Signature]

Officers

Mr. Rennie McCormick

Dan J. Schmidt

Directors