

McFarland Farm Property Owners Association

BYLAWS & Director's Operating Guidelines

ARTICLE I NAME & PURPOSE

The Lester McFarland Farm was originally developed by Lester and Anna Belle McFarland in the early 1970's. The not for profit, McFarland Farm Property Owners Association was incorporated on February 20th, 2007 with the purpose of acting as the Homeowners Association, pursuant to RCW's 24.03, 64.38.045 & 19.52.020, as set forth in the 2006 Amendment and Restatement of Protective Covenants for the Lester McFarland Farm. Recorded under recording numbers 2007-1194810, and Amendments 2008-1221170 & 2010-1251939, in the records of Clallam County, Washington. (*Hereafter, also referred to as McFarland Farm POA, or the Association*)

ARTICLE II MISSION STATEMENT

To manage the Association's affairs with an elected Board of Directors and appointed Officers drawn from a talented body of caring property owners; volunteering their time, efforts and skills as ambassadors for the Association's property owners, renters, neighboring communities and Local, County and State officials. Helping to create and maintain a clean, safe and friendly, rural setting for all; keeping McFarland Farm, "A truly nice place to live."

ARTICLE III FISCAL & ANNUAL TERM YEAR

The fiscal & annual term year for the Corporation/Association is the calendar year, with directors elected on the second Saturday of each January at our *Annual Meeting of Association Members*.

ARTICLE IV MEMBERSHIP

A member of the Association shall be any person acquiring any right, title and interest in the above described real property, or any subdivision thereof. A member in good standing is a member with no outstanding dues, assessments, or other actions pending with the Association. Only member's in good standing may exercise their voting rights and become a member of the Board of Directors.

ARTICLE V AMENDMENT OF BYLAWS

Section 1: These Bylaws & Director's Operating Guidelines have been specifically created to help facilitate a clear, credible, and transparent understanding of established regulations and operating procedures for volunteer members of the Association's Board of Directors. Consistent with the Revised Code of Washington's: RCW 24.03, RCW 64.38.045 & RCW19.52.020, as it applies to our Articles of Incorporation, the Protective Covenants of the Association and these Bylaws.

Section 2: The power to alter, update, amend, repeal or create new Bylaws & Directors Operating Guidelines shall be vested in the Board of Directors, as specified in the Association's Protective Covenants and this directive. Board members are expected to keep these Bylaws current and relevant for the ongoing success of future generations of the Association's Board of Directors. (Hereafter, this directive may also be referred to as Bylaws and guidelines or Bylaws.)

ARTICLE VI
MEETING BOOK & ASSOCIATION MEETINGS

Section 1: An up to date *Meeting Book* shall be maintained by the Board of Directors, available for directors' reference at all Association and Board of Director meetings, to contain:

- A. A current list of board members with identifying positions: including actual lot addresses, mailing addresses, phone numbers and authorized email addresses.
- B. Applicable copies of RCW24.03, RCW64.38 & RCW19.52.020 and current copies of: Articles of Incorporation; Restatement of Protective Covenants; Bylaws & Director's Operating Guidelines, and a Roberts Rules of Order, cheat sheet.
- C. Hard copies of templates and, or, sample copies of letters, forms and documents used by the Association to include: Annual association meeting letter with ballot & proxy form; Annual dues notice with payment stub; Annual picnic postcard notification; Annual budget; Escrow, changes in ownership; Consent for posting of personal information; Consent to receive emails; Dues collection letter; Job descriptions; Meeting agenda; Meeting minutes; Proxy form; Treasurer report; Corresponding Secretary report; Waiver notice, and any other related documents; including a thumb drive of pertinent soft copies for use by board members.
- D. A current, *Members Master Registry*, showing: Lot numbers and sizes, names of property owners, renters, and trust or caretakers residing on property owners' lots; with actual lot address and mailing addresses, phone numbers and authorized email addresses.

Section 2: The Annual Meeting of Association Members should be held on the second Saturday morning of each January, at any place in Clallam County selected by the Board of Directors, to include: Deliver the Annual State of the Association Address, and statement of financial health; Adopt a budget; Elect directors; Vote on any proposed amendments to the Protective Covenants or changes to dues assessments; Transact any other pertinent business requiring a lot vote of property owners; Closing with a question and answer period and an anticipated schedule of board meetings for the year.

- A. The annual meeting is commonly held in a restaurant type meeting room or other facility where breakfast is available at the members expense. A notice stating the date, time, place and agenda of the meeting, with written ballots and proxy information for the election of the Board of Directors shall be mailed, posted on the McFarland Farm website, and emailed to authorized property owners a minimum of 30 days prior.
- B. One or more board members, assigned by the Board of Directors, shall be responsible for event planning of the annual meeting, to include: The manning of an information desk at the front entrance, creation of name tags, verification of personal information for the Master Registry, verification or creation of email authorizations, dispersal of any raffle tickets or handouts, and the oversight of picture taking.

Section 3: Special meetings of property owners, for any purpose requiring a vote of owners or for any other reasonable purpose may be called at any time by the President, a majority of the board, or by property owners cumulatively having at least ten percent of the votes in the Association. Written notice stating the date, time, place and agenda of a special meeting shall be mailed, posted on the McFarland Farm website, and emailed to authorized property owners a minimum of ten 10 days prior to any such meeting.

Section 4: At all meetings of property owners a lot owner may vote by proxy, executed in writing by the member or his or her duly authorized agent. Such proxy shall be filed with the Secretary of the Association, before or at the time of said meeting. No proxy shall be valid after eleven months from the date of its original execution, unless otherwise provided for in the proxy.

Section 5: A property owner in good standing, owning one or more of the current 69 lots, is entitled to one (1) vote for each owned lot, on each matter submitted to a vote at any meeting of Association owners. A quorum is present at any meeting of the Association in which 34% of the 69 voting lot owners, *24 voting lots*, are present in person or by proxy at the beginning of the meeting. Once a quorum is met, amendments or resolutions may be adopted by the Association with a 51% majority lot vote of property owners present or proxied.

ARTICLE VII
ANNUAL, MEET, GREET & OVEREAT, POTLUCK PICNIC

Each year, one property owner shall be awarded the privilege of hosting the non-meeting; annual, meet, greet & overeat, potluck picnic on their property. The picnic is usually held during late August or early September and is open to all residents of McFarland Farm: Property owners, trust members, renters and caretakers alike.

- A. A stipend of up to \$200 shall be allotted to cover expenses for food, condiments, bottled water, plastic utensils, paper plates, napkins, etc. Typically, there are fifty to seventy-five residents attending the gathering, with many previous hosts simply grilling hot dogs and hamburgers – where others have provided ribs, roasts and even specially themed meals. It's always the host's call, but keep in mind, attending guests usually bring an appealing assortment of main entrees, fresh salads and great desserts.
- B. Any expenses over and above the allotted \$200 shall be at the expense of the picnic's host.
- C. Receipts shall be documented and presented to the Treasurer for reimbursement.
- D. A Sannikan will be provided by the Association at no expense to the host.
- E. Announcements, again at no expense to the host, shall be mailed, posted on the website, and emailed to authorized residents a minimum of 30 days prior to the event. The announcement, stating the date, time and location of the picnic, should encourage participants to bring their best gourmet dishes, personal lawn chairs and favorite non-alcoholic beverages.
- F. One or more board members, assigned by the Board of Directors, shall be responsible for assisting the picnic's host with event planning, to include: The manning of an information desk at the front entrance, creation of name tags, verification of personal information for our Members Master Registry, verification or creation of email authorizations, dispersal of any raffle tickets or handouts, and the oversight of picture taking.

ARTICLE VIII
BOARD OF DIRECTORS

Section 1: Regular meetings of the Board of Directors shall take place *at least* every other month on the first Wednesday of the scheduled month. Notification and location of board meetings shall be announced at the Annual Meeting of Association Members, posted on the website and emailed to authorized lot owners at least 10 days prior to said meetings.

- A. Board members may be reinstated for as many terms as approved by a majority lot vote of owners at the Annual Meeting of Association Members, with or without a quorum.
- B. The presence of three (3) or more members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board.
- C. In the event of any dispute or any question of interpretation or application of the provisions of the Covenants or Bylaws, the determination thereof by the Board of Directors shall be final and binding.

Section 2: Emergency meetings for board members may be called at the request of any 2 directors and held at any place and time, with an agenda and minutes being taken, and a waiver of notice attached as evidence of the meeting as stated below.

- A. In an emergency meeting of the Board of Directors, when a required meeting notice was not posted ten days in advance, as required under the provisions of RCW 24.03.460 and these Bylaws, a waiver of notice must be signed by the directors giving notice, and its attending board members, for the meeting to be considered legal and valid if later challenged.

Section 3: The Board of Directors shall be no less than 5 members, as stated in Article 2.6 of our Protective Covenants, with experience proving that seven or eight directors is ideal.

- A. The Board of Directors shall determine by vote if any additional directors are needed to fulfill specific officer or committee requirements during any annual term. Directors added by the board during any term shall hold office until the next Annual Meeting of Association Members, as directed in the provisions of RCW 24.03.100.
- B. Association members, present or proxied at Association meetings, with a quorum, may remove a member of the board by a majority vote for any reason, with or without cause.

Section 4: All meetings of the Board of Directors shall be open to all Association members in good standing, with minutes of all actions being available to all property owners or their authorized agents, except as outlined below:

- A. Upon the affirmative vote in an open meeting to assemble in closed session, the board may convene in closed executive session to consider personal matters, consult with legal counsel or consider communications with legal counsel, to discuss likely or pending litigation or matters involving the possible liability of an owner to the Association.
- B. The motion to assemble in closed session shall be documented in the minutes, stating specifically the purpose for the closed session.
- C. The directors shall restrict the consideration of any other matters during the closed portion of meetings, to those purposes specifically stated and exempted in the original motion.

- D. No motion or other action adopted, passed or agreed to in closed session shall become effective until the board reconvenes and votes in the open meeting on such motion or action that is reasonably identified.
- E. The requirements of this subsection shall not require the disclosure of private or personal information in violation of local, State or Federal law, or that which may otherwise be exempt from public disclosure.

Section 5: The Board of Directors shall not consider a request for enforcement of the Association's Protective Covenants, unless request is in writing and signed by the Association member or members submitting the request.

Section 6: The Board of Directors shall not act on behalf of the Association to amend the Protective Covenants, terminate the Association, or take any other action requiring a vote of approval by the Association's members.

Section 7: Board members may not be a participant in Association sponsored raffles or prize drawings at any of the Association's functions.

Section 8: Board members may be reimbursed for any monetary expenses incurred during the performance of their duties as a director, which they believe was made in the best interests of the Corporation/Association.

Section 9: In accordance with RCW 24.03.030, the Corporation, Association or Board of Directors shall not make any disbursement of income, nor loan money or credit to its members, directors or officers. However, compensation may be paid in a reasonable amount to its members, directors or officers, for services rendered.

Section 10: As stated in Article Nine of our Articles of Incorporation: The directors and officers of the Corporation shall not be liable to the Corporation or its members for monetary damages for conduct as a director or officer, except for acts or omissions that involve intentional misconduct or a knowing violation of the law, or any transaction from which the director or officer will receive a benefit in money, property or services to which the director or officer is not legally entitled.

ARTICLE IX OFFICERS OF THE ASSOCIATION

The officers of the Association shall be appointed or reaffirmed by the Board of Directors at the first meeting of directors following the Annual Meeting of Association Members and shall serve until successors are appointed.

- A. The officers shall be a President, a Managing Secretary, a Corresponding Secretary and a Treasurer, or any other officers deemed necessary in accordance with these Bylaws.
- B. Any two offices may be held by the same person, except for the offices of President and Managing Secretary.
- C. The officers of the Association shall have the powers and duties as outlined in Article XVII of these Bylaws, or by any other resolutions or directives from the Board of Directors.
- D. Any officer appointed by the board may be relieved from office by a majority vote of the Board of Directors and returned to the role of Director, whenever in the board's opinion, the best interests of the Association would be better served.

ARTICLE X
STATEMENT OF FINANCIAL HEALTH & ANNUAL BUDGET

At the Annual Meeting of Association Members, the Treasurer shall present an annual statement of financial health: Focusing on previous years income and expenses, the status of reserve funds, anticipated future needs, and any recommendations or considerations for improvements to the Association's finances; closing with a proposed annual term budget for ratification.

- A. If the Association members accept the budget proposal by vote, it is ratified. If the budget is rejected, the budget last ratified by the Association shall be continued until a subsequent budget is presented and approved by the Association's membership.
- B. If or when a subsequent budget is proposed by the new board of Directors, a special ratification meeting shall be called, with a written notice mailed, posted on the website, and emailed to authorized property owners, stating the date, time, place and agenda of the meeting a minimum of ten days prior.

ARTICLE XI
CONTRACTS, CHECKS, DEPOSITS

The Board of Directors may authorize any officer or agent of the Association, in addition to the directors and officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, as outlined in this directive.

- A. All checks, drafts or orders for the payment of money in the Association's name, shall be signed by the Treasurer of the Association. In an emergency, if the Treasurer becomes unavailable, the President or Managing Secretary may sign in his or her absence.
- B. Any requests for reimbursements of authorized expenses incurred by directors or other authorized individuals or organizations, must include a dated, written, signed statement detailing reason for request of payment, with all applicable receipts attached.
- C. All received funds shall be deposited to the credit of the Association in such banks, trusts companies or other depositories as the Treasurer and Board of Directors select. Deposits of such funds shall be made within 10 days of receipt by the Association.

ARTICLE XII
DUES, LATE FEES, & OTHER ASSESSMENTS

Section 1: The Association has the authority to establish annual dues against lots for payment of accrued costs for the performance of duties established in the Protective Covenants and these Bylaws. The annual dues are based upon an analysis of the expenditures of previous years, and projected expenses of upcoming years, with the current allocation set at \$50 per lot. The Treasurer shall be responsible for the collection of said dues, with the following guidelines:

- A. Invoices shall be mailed to lot owners in early December of each year, stating payments must be received by February 1st. If payment is not received by February 1st, members should immediately be contacted by phone and informed dues more than 10 days late are considered delinquent, and liable for an additional late fee of \$25 dollars per lot. If necessary, the following statement may be read to inform owners of consequences if dues are not paid by February 11th.

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- B. *Delinquent balances will bear interest at the highest legal rate allowed by RCW 19.52.020. Delinquent balances shall be a continuing lien on the lot as well as a personal obligation of the owner of the lot. The lien may be enforced and foreclosed on in the same manner that mortgages are foreclosed in Washington. Additionally, the Association may initiate legal action against the owners personally and shall be entitled to recover attorney's fees, and court costs incurred to collect the balance. No sale, transfer or acquisition shall relieve an Owner from personal liability for any assessments that accrued before the conveyance.*
- C. If payment is still not received by February 21st, verbal notification shall again be made by the Treasurer, with a letter being sent by registered mail, stating Articles 4.4 and 4.5 of the Covenants. If still not paid 30 days after that notification, the matter should then be brought to the attention of the Board of Directors for a determination of financial feasibility for pursuit of legal action.

Section 2: Special assessments and, or, conditions may also be levied against Association members, as stated in below articles of the Association's Protective Covenants.

- A. Article 2.4, Suspension of voting rights: The rights of any Association member to vote shall be suspended during any period in which such member shall be delinquent in the payment of any assessment levied by the Association.
- B. Article 3.1, Enforcement: The Association may enforce the provisions of this Declaration, the Articles or Bylaws of the Association and any rules it may adopt.
- C. Article 3.4, Legal Action: The Association may initiate or defend all forms of lawsuits or other proceedings as may be necessary to advance or protect the interests of the Association. The Association may pay reasonable attorney fees and costs for such activities.
- D. Article 4.3, Special Assessment: If an owner violates any covenant or fails to perform any condition contained in this declaration, the Association may take remedial action upon 60 days advance written notice to the owner. The Association may levy a special assessment against the lot for the cost of the remedial action, including attorney's fees and court costs incurred in seeking injunctive or declaratory relief.
- E. Article 8, Attorneys Fees & Costs: In any action brought against any lot owner to enforce any term, condition or covenant herein contained, the prevailing party shall be entitled to recover, in addition to costs, a reasonable sum fixed by the court as and for attorney fees.

ARTICLE XIII RIGHTS OF PRIVACY

The Members Master Registry shall not be shared with Association members, nor shall any Association members name, addresses, phone numbers or email addresses be sold, shared or posted on the Association's website; unless the Association is in receipt of the completed and signed authorization form: Consent for Posting of Personal Information.

- A. With the signed consent form, the name, address and phone number of officers of the board, may be given to Association members or posted on the Association's website.
- B. With the signed consent form, an Association member hosting an Association meeting or function such as the annual picnic or other Association gathering, may for the term of such function have their name and address on mailings, email notifications or website postings.

ARTICLE XIV
CONSENT TO RECEIVE EMAIL NOTIFICATIONS

Association/board created email's to members and directors, is only authorized for those members or directors who have consented in the form of a written record to receive email notices from the Association. Collected email addresses shall only be available to the Board of Directors or other board assigned individuals, responsible for the transmission of emails to consenting members, as stated in RCW 24.03.009.

- A. Any email addresses provided by Association members in person or thru the Associations website on the completed form, Consent to Receive Email Notifications, or returned dues assessments with hand written emails from owners, or owners contacting us by email requesting information via an email response, shall be considered authorization for emails.
- B. Association/board created emails shall be limited to the announcement of Association business only, such as: Notices and reminders of the Annual Meeting of Association Members; Special Association meetings; The annual, meet, greet & overeat potluck picnic; Board of Directors meetings; Reminders for payment of dues allotments; Safety concerns, or any other items deemed important or of probable interest to Association members.
- C. The Association's email address for information or contact is: info@mfpoa-sequim.com.

ARTICLE XV
OPERATION AND MAINTENCE OF WEBSITE

Section 1: Even though most websites may be sourced by anyone on the internet, the McFarland Farm Property Owners Association website was designed primarily as an information source for our Association members. The website shall be maintained by an appointed Webmaster chosen by the Board of Directors and operated under the direction and oversight of the Corresponding Secretary. To maintain the privacy of our members, the following restrictions and regulations shall be applied for the content of the website:

- A. Information postings concerning those items previously listed in Item B, of Article XIV above, to also include: Meeting agendas; Board member election results; Newsletters; Pictures of Association meetings and functions, and a neighborhood map showing assigned lot numbers.
- B. Printable forms for: Annual ballots for the election of board members; Voting by Proxy; Consent to Receive Email Notification; Consent for Posting of Personal Information, or any other created forms for members use.
- C. Printable copies of our Articles of Incorporation, the Protective Covenants, and these Bylaws & Director's Operating Guidelines.
- D. Our Email address: info@mfpoa-sequim.com, for members wishing to contact the Board of Directors for information.

Section 2: At no time shall the website or any of its users be allowed to: Recommend restaurants, businesses, professional services or organizations. Express social, political, religious, sexual, racial and, or, ethnicity related opinions of any kind. Barter, buy, or sell any personal products or services of any kind, to or from Association members, other than an announced McFarland Farm garage sale, yard sale, or other Association sponsored activity.

ARTICLE XVI
RECORDS KEEPING, STORAGE, INSPECTION, COPYING

Section 1: The creation and storage of findable records is extremely important to the long-term success of our Association; especially with an ever-changing cast of volunteer board members. The following method of records keeping does not utilize bulky 3-ring binders; instead, puts files in hanging folders and most importantly, works really well. *Please, do not try to reinvent the wheel.*

Our records are either filed into *Annual Log Books* or *Perpetual file folders*, and sometimes even both. A capsulized introduction to these files, and their use and storage is outlined below. How they are specifically created and organized, is defined in the upcoming Article XVII of these Bylaws.

- A. **Annual Term Log Books** are separately bound and dated manila folders, assigned to specific directors for storage of documents they've personally dealt with. The first three log books are brought to all Association and board meetings, with any documents received, created or assigned being added on an ongoing basis. At terms end, completed log books are delivered to the Managing Secretary's home office for storage in plastic containers:
- ✓ Managing Secretary's Log Book
 - ✓ Corresponding Secretary's Log Book
 - ✓ Treasurer's Log Book
 - ✓ Dues Collection Log Book
 - ✓ Directors Election Log Book
- B. **Perpetual File Folders** are separately bound and individually labeled manila folders, with copies of documents added on an ongoing basis by the Managing Secretary and kept for perpetual viewing in hanging folder file cabinets at his or her home office for the duration of their term(s). Perpetual files are stored into one of four distinct groupings:
- ✓ *Current Member Documents:* Contains documents, to or from, each individual Association member, stored by lot number for the duration of their membership.
 - ✓ *Previous Member Documents:* Contains retired file folders of previous owners, who for whatever reason had any type of ongoing history of issues or concerns. These are also stored by lot number and kept for legal and historical reference.
 - ✓ *Operational Directives:* Contains copies of the Master Registry; Current and old Articles of Incorporation; Current and old Covenants and approval ballots; Current and old Bylaws, and extra handout copies of Covenants and Bylaws for members.
 - ✓ *Internal Documents:* Contains copies of pertinent documents and correspondence, to or from: Attorneys; Annual budgets; Annual Meeting Notices; Annual Picnic announcements; Banking authorizations; Newsletters; Plot maps; Paid printing statements; Secretary of State report; Sign in sheets; Tax Information, and any other miscellaneous items for viewing on an ongoing basis.

Section 2: The Corporation's records shall be open for inspection at any reasonable time, by appointment only, as specified in RCW 24.03.135 & RCW 64.38.045. Such member(s) must have sound, reasonable, membership related concerns for inspections or copying. Inspections shall be by appointment only and in the presence of a current board member. Copies of the Articles of Incorporation, Protective Covenants or Bylaws are free, with all other copying costs borne by such members, unless otherwise ordered by a court of law.

ARTICAL XVII
JOB DESCRIPTIONS

We welcome you as either a new member or a prospective member of the McFarland Farm Board of Directors. Being a volunteer member of the Board of Directors is a serious commitment; whether you wish to be an active director or strive to be an appointed officer, all we ask is you do your very best to honor the commitment of time and energy you should choose to make.

What we seek to find among our members, are those who are motivated and driven, aware of their strengths and weaknesses, unbiased, open, and ready to become an active part of a dedicated group of talented individuals – individuals who've chosen to share of themselves for the betterment of others, and we thank you for that.

Success in any new endeavor comes with guidance and direction, and that's what these Bylaws & Operating Guidelines are all about ... your success! The following list of current job descriptions contain not only an outline of authorities and responsibilities, but also a few notes of experience to help a new or prospective board member become an integral part of our organization. It only makes sense you should read and be familiar with them all, and then decide where you'll best fit.

A DIRECTOR

A Director is either elected by the Association's members or appointed by the board, and has authority exercised collectively as a board member. A few of the desired qualities and traits of a good director are: Honesty, consistency, fairness, good conciliatory abilities, the ability to adapt and change and the willingness to speak up and share. A director shall have input and voting power in all matters concerning the Association and the board, to include the election of officers, amendments to our Covenants and Bylaws, chairing of special projects and assignments, and any other volunteered or assigned responsibilities for the Association. A director shall:

1. Have a clear and concise understanding of the Articles of RCW 24.03, RCW 64.38.045 & RCW 19.52.020, and our Articles of Incorporation, the Association's Covenants and these Bylaws.
2. In the performance of their duties, be entitled to rely on information, opinions, statements, reports and reading of minutes, or any other data presented at meetings by officers or directors that the entitled director believes to be reliable and competent.
3. At all meetings, have entitled rights of reasonable inquiry and statement of opinion that he or she believes is in the best interests of the Association.
4. When serving as the chair of an assigned committee or special project, be responsible for the delivery of verbal reports at scheduled board meetings, and delivery of any copies of accompanying minutes or sign in sheets to the Managing Secretary for filing or dispersal.
5. Deliver to the Managing Secretary for proper dispersal or filing: All received documents or correspondence from Association members, outside vendors, Local, County, State or Federal agencies, and any other items pertaining to the Associations business.
6. Keep a personal binder and bring to all Association or board meetings with copies of meeting agendas and minutes, Corresponding Secretary and Treasurers reports, Roberts Rules of Order cheat sheets and any documents delivered to the board for action or review.

THE PRESIDENT

The President is an appointed officer who has the same authority and responsibility of a director, with similar duties of management usually vested in a Corporate President, as well as those stated in this directive and any others prescribed by the Board of Directors. Since the President is the face of our Association, it would be extremely helpful if this individual was well spoken, personable, consistent, organized, morally dependable and committed. It would also be pleasing if this individual has previously held an executive management position in the world of business and understands the value of open, caring and helpful leadership. The President's primary authority, responsibilities and duties shall be:

1. To chair annual meetings, special meetings, meetings of the Board of Directors, or any other Association meetings in accordance and compliance with *Roberts Rules of Order*.
2. To deliver the Annual State of the Association Address at the Annual Association Meeting; Focusing on previous accomplishments, current accomplishments and any future planned endeavors for the Board of Directors to strengthen and enhance the Association.
3. To have a clear and concise understanding of all job descriptions in this declaration, to further aid in his or her ability to successfully lead, manage and develop the assigned duties and responsibilities of fellow board members.
4. To be honest and fair in his or her dealings, without bias or prejudice towards fellow board members or other Association members.
5. To understand the importance of maintaining an equitable balance between personal and professional relationships with all board and Association members.
6. To promote fairness and consistency in the board's actions concerning enforcement and obeyance of the Associations rules and regulations.
7. To deliver to the Managing Secretary for review, dispersal or filing: All personally received or created documents or correspondence, to or from Association members, outside vendors, Local, County, State or Federal agencies, and any other items pertaining to the Associations regular course of business.
8. To direct to the appropriate director or officer: Received phone calls from escrow or mortgage companies, outside vendors, local, County, State or Federal Agencies or any other entity seeking information pertaining to the Association's business.
9. To be organized and involved, by keeping and having a personal correspondence, document binder/folder at all board and Association meetings, containing: Copies of agendas, meeting minutes, reports from the Corresponding Secretary and Treasurer, a copy of Roberts Rules of Order cheat sheets, personal notes and reminders, and copies of any personally created or received documents delivered to the Managing Secretary for processing.

THE MANAGING SECRETARY

The Managing Secretary is an appointed officer who has the same authority and responsibility of a director, while also providing administrative and clerical support to the directors and officers of the board, as well as any other duties prescribed by the Board of Directors. The best Managing Secretaries are conductors; Making meetings smoother with a structured agenda, attention to detail and an ability to summarize discussions, with the moxie to maintain adherence to an agenda. It would be preferred that this individual's skill sets include: Friendliness, professional communication skills, honesty, discretion, strong organizational abilities and a comfortable relationship with word, publisher and excel. The Managing Secretary's responsibilities are:

1. To keep and have the Association's Meeting Book at all Association and board meetings; including a thumb drive with soft copies of all operational forms for reference by board members as specified in Article VI of this declaration. The maintenance of the Meeting Book and thumb drive shall be the responsibility of the Managing Secretary but may be delegated to another board member under the Managing Secretary's guidance.
2. To maintain personally or delegate to another board member, the responsibility of updating the Bylaws & Director's Operating Guidelines as necessary.
3. To complete on line by January 31st of each year, the annual Report for the Secretary of State: Listing the principle officer (president), the boards governors (directors), and our registered agent; documented in the minutes of the next scheduled board meeting, with a copy filed in the *Secretary of State Annual Report folder* in our Internal Documents.
4. To separately create and bind, in a dated and labeled manila folder, the *Directors Election Log Book*: Containing all received ballots and proxies from the annual election of the Board of Directors; documented in the minutes of the next scheduled board meeting and stored at years end with all other annual term log books.
5. To Prepare agendas for board and Association meetings; placing one copy in the Managing Secretary's Log Book and emailing soft copies to all board members a minimum of 2 days prior to meetings.
6. To separately create and bind, in a dated and labeled manila folder, the *Managing Secretary's Log Book*, containing copies of any created or received reports, such as: Meeting agendas, meeting minutes, reports from the Treasurer, Corresponding Secretary, events committee or Web Master, as well as any personally created or received documents or correspondence, to or from Association members or other assigned documents for personal investigation or follow-up.
7. To prepare, execute, certify, and record with the County, any amendments or updates to our Protective Covenants; to then be bound in a manila folder with ballots and proxies attached, documented in the minutes of the next scheduled board meeting and filed in the *Amendments to Covenants folder* in our Operational Directives.
8. To have and to use, in addition to hand written notes, a tape recorder at all board meetings, to ensure the accuracy of meeting minutes; rewinding the tape after the finalization of minutes in readiness for the next meeting.
9. To within seven days of all meetings, finalize and disperse a draft of the minutes of any board or Association meeting; placing a hard copy in the Managing Secretary's Log Book and emailing a soft copy to each board member.

10. To keep, read, understand, and adhere to the Roberts Rules of Order; using standardized terms and statements when documenting minutes of board or Association meetings:
 - ✓ Date, time and name of presiding officer calling the meeting to order
 - ✓ Names of those attending the meeting
 - ✓ Proof of meeting notice or waiver of meeting notice
 - ✓ Presence or lack of quorum
 - ✓ Reading and approval of previous meeting minutes
 - ✓ Reading and acceptance of Treasurer and Corresponding Secretary's reports
 - ✓ Reading and acceptance of any committee or event planners reports
 - ✓ Unfinished business
 - ✓ New business
 - ✓ Time of meeting adjournment
11. To document in the meetings minutes, all actions brought before the board or Association, and whether such action was: Presented as information, dismissed without discussion, rejected, deferred, tabled or voted upon. Also documenting: Who makes a motion, who seconds a motion and the voting outcome; noting any who abstain, and the authority by which directors take a certain action while citing documents granting such authority.
12. To accept, review and discuss: Any document or correspondence presented at board or Association meetings and documenting in the minutes; who presented it and whether it was personally created or received from an Association member, an outside vendor, a Local, County, State or Federal agency or any other source.
 - ✓ If an investigation or follow-up of a document or correspondence is required; document in the minutes which board member was assigned such responsibility, with the agreed upon time line for completion and reintroduction at a later meeting.
 - ✓ If no follow-up is required, or when follow-up is completed; said document or correspondence is filed by the Managing Secretary in the appropriate perpetual file as outlined in Section XVI of these Bylaws.
 - ✓ Advise: It is the Managing Secretary's responsibility to ensure that whomever originally introduced a document or correspondence during a board or Association meeting, whether personally created, received from an outside source, or assigned for follow-up, must not only have a copy for the Managing Secretary, but also supporting copies of said documents or correspondence, to or from in their own personal file. For directors and the President – in their Personal Document Folder. For the Managing Secretary, Corresponding Secretary and Treasurer – in their Annual Log Book.
13. To collect and move as individual lots are sold, the lot owners file from Current Member Documents to Previous Member Documents – *only*, if that member had an ongoing history with the Association. If not, destroy the contents of the folder and create a new folder for the new lot owner: Beginning with copies of the escrow status request and closing report, to then be filed in *Current Member Documents* to begin a new perpetual cycle.
14. To collect and store together, at annual terms end: The Managing Secretary's Log Book; the Corresponding Secretary's Log Book; the Treasurer's Log Book; the Dues Collection Log Book, and the Directors Election Log Book.

THE CORRESPONDING SECRETARY

The Corresponding Secretary is an appointed officer who has the same authority and responsibility as a director, while also providing administrative support to the Managing Secretary, as well as any other assigned managerial duties prescribed by the Board of Directors. Our Corresponding Secretary is the public voice of the Association and does not normally take meeting minutes; instead, assists in guiding the strategy and content of all internal and external communications, emails, website information and public relations messages. It's a given that this person should be: Friendly, honest, personable and understanding, with good listening and communication skills, an ability to receive and accept criticism while counseling towards a solution, and a flair for championing strong team ethics. The Corresponding Secretary's authority, responsibilities and duties shall be:

1. To meet all new Association members as well as new renters; verifying information for the Members Master Registry, while ensuring both owners and renters are in possession of current copies of the Association's Protective Covenants and these Bylaws.
2. To personally respond and address, either verbally or in writing, all Association member's inquiries, comments or requests received from the Managing Secretary for investigation or follow up; adhering to an agreed upon time for verbally reporting back to the board, with copies of the original document and any associated corresponding documents inserted in the Corresponding Secretary's Log Book, and another set of copies delivered to the Managing Secretary for filing in the appropriate members folder.
3. To assist in the development and delivery of all printed and electronic material for the Association, to include: Postal mailings of annual dues allocation invoices, voting ballots, newsletters, notices for the annual members meeting, board meetings, the annual picnic, emails, website postings, and any other communication relating to the Association as directed by these Bylaws and the Board of Directors.
4. To manage and direct the activities of an appointed Web Master, to ensure all postings for the Association's website are compliant with Article XV of these Bylaws.
5. To find one or more individuals to take pictures at the Annual Members Meeting, the Annual Picnic, or any other Association function with documentary appeal, for posting on the Association's website.
6. To prepare and verbally deliver at each scheduled board meeting, a written monthly Corresponding Secretary's report: Documenting all contacts and actions with Association members, our webmaster, picture takers, or any other contacts or actions relating to his or her assigned duties and responsibilities for the Association; with one copy of the report being inserted in the Corresponding Secretary's Log Book and individual copies given to each board member.
7. To separately create and bind, in a dated and labeled manila folder, the *Corresponding Secretary's Log Book*, containing copies of any created or received reports, such as: Meeting agendas; Meeting minutes; Reports from the Treasurer, Corresponding Secretary, events committee or Web Master, as well as any personal created or received documents or correspondence, to or from Association members or any other assigned documents for personal investigation or follow-up; delivered at terms end to the Managing Secretary for filing with all other annual log books.

THE TREASURER

The Treasurer is an appointed officer who not only has the same authority and responsibility of a director, but also those of a financial officer; tasked with managing and maintaining the financial policies and procedures of the Association, to help ensure its long-term financial stability, as stated in our Protective Covenants and these Bylaws. Some of the key qualities, traits and desired skills of an effective treasurer would be: Integrity, patience, good communication skills, the ability to act decisively and impartially, an analytical mind with an eye for detail, comfort in dealing with numbers and a methodical adherence to established policies and procedures. Among other assigned duties, the Treasurer's authority and responsibilities are:

1. To be responsible for the reconciliation of the monthly checking account and time account, reserve funds banking statements, the creation and presentation of the annual budget, as well as a statement of financial health for the Association's Annual Meeting, the maintenance of check signing/banking authorizations, the processing and documentation of new Association members, directors expense reimbursements, and any other board assigned financial duties.
2. To compile and present at Board of Director's meetings, a monthly Treasurer's report; with one copy filed in the Treasurers Log Book and one copy for each board member.
3. To separately create and bind, in a dated and labeled manila folder, the Treasurer's Log Book: Containing copies of all personally created or received documents such as the Treasurers report, meeting agendas, meeting minutes, reports from the Corresponding Secretary, Web Master or any other board members committee or assignment, as well as any personally created correspondence, to or from Association members or other agencies or entities, and any documents received from the Managing Secretary for personal follow-up and reintroduction at a later date.
4. To keep and maintain the Association's digital copy of the Members Master Registry, as specified in Article VI, section 1, item D of this directive; with updated copies provided on a regular basis for the meeting book, perpetual file, and all members of the board.
5. To be responsible for providing requested information to escrow companies concerning any lot assessments due for lot ownership changes.
 - ✓ When returning the escrow request, maintain one copy for later use, and send a copy of our form: Request for Change of Ownership Information, to the escrow company for their return at final closing.
 - ✓ Monitor the escrow company for return compliance, and once our form is returned, make necessary changes to the digital master of the Members Master Registry, and then file one copy of the escrow request being held, with a copy of our change of ownership in the Treasurer's log book; delivering another copy of each form to the Managing Secretary for his creation of a new lot ownership file.
 - ✓ To ensure the annual billing letter and dues statement is mailed to Association members during the first week of November. On the dues letter and statement: State the amount of assessment for each lot, the due date of February 1st, and the \$25.00 late fee when payment is received after February 11th, including the corrections and changes section for phone numbers, mailing addresses and email addresses. (See template/copy in the Associations Meeting Book and thumb drive.)

6. To separately create and bind, in a dated and labeled manila folder, the annual Dues Collection Log Book, containing:
- ✓ Returned dues payment stubs: 2-hole punched and bound in 1 of 3 groupings by numerical lot numbers on the right side of the folder; noting on the stubs, the date received and method of payment.
 - ✓ Deposit slips, with bank verification: Full sized copies of each, 2-hole punched and bound, one on top of the other, by dates deposited, on the left side of the folder. *Reminder: All Association deposits must be made within 10 days of receipt, with a second copy of each deposit filed in the Treasurers Log Book as they happen.*
 - ✓ Using a 2-hole punched copy of the Members Master Registry as a due's registry log, highlight in yellow each lot# and owner's name as payment is received; noting any changes or corrections for names, mailing address, phone numbers or email addresses.
 - ✓ In the digital, Members Master Registry file, make necessary changes or corrections as needed to the data base, yellowing the corrections on the dues registry log as they are made. Once changes have been made, store the yellowed registry back on top of deposit slips in the dues folder.
 - ✓ Once the annual dues collections are finalized, deliver the Dues Collection Log Book to the Managing Secretary for long term filing.

In all fairness to an incoming board member, wouldn't it be great if an incumbent officer of the board were to spend an hour or so of quality training time with a newly elected director to help ensure a seamless transition ... just saying.

These Bylaws & Directors Operating Guidelines were adopted by the Board of Directors on the 14th, day of March, 2019 and presented to all attending McFarland Farm lot owners at the Associations Annual Meeting of Association Members on April 13th, 2019.

Ken Phillips Ken Phillips, President
Dennis G. White Dennis White, Managing Secretary
Salvatore A. Zambito Salvatore Zambito, Corresponding Secretary
Michael Paty Michael Paty, Treasurer
Bill Darby Bill Darby, Director
Sidney Rohlman Sidney Rohlman, Director
Konrad Sutterlin Konrad Sutterlin, Director

McFarland Farm Property Owners Association
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