

**BY-LAWS**  
**of**  
**THE JOHN'S ISLANDERS**

**ARTICLE I**

**Purposes**

**Section 1.** This corporation shall be conducted as a non-profit maintenance corporation for the purposes set forth in the Articles of Incorporation for the area situated in San Juan County, Washington, as described in the Articles of Incorporation.

**Section 2.** The corporation shall have power to levy and collect assessments against its members and against the tracts owned or purchased by them for the purposes in its Articles of Incorporation and By-Laws set forth, and to sell or forfeit their interest in the corporation for default with respect to any lawful provisions of said Articles of Incorporation and By-Laws and upon forfeiture or any such property as by law and in the By-Laws provided may transfer the membership of such defaulting member.

**Section 3.** The purposes for which this corporation was created may be altered, modified, enlarged, or diminished by the vote of two-thirds of the members at a meeting duly called for such purposes, notice of which meeting shall be given in the manner provided by the By-Laws of giving of notice of the election of trustees.

**ARTICLE II**

**Section 1.** The membership of the corporation shall consist of and be limited to the incorporators and the owners or purchases of tracts in the area described in Article II of the Articles of Incorporation, who shall have one membership regardless of the number of tracts so owned or purchased, and the interest of each member shall be equal to that of any other member, and no member can acquire any interest which shall entitle him to any greater voice, vote or authority in the corporation than any other member. A purchaser under a contract of purchase shall be deemed to be an owner for membership purposes. If any tract or tracts are held by two or more persons, the several owners of such interest shall be entitled collectively to cast one vote. A tract for the purposes of these By-Laws shall be a lot according to either a recorded plat or plats within the area described in Article II of the Articles of Incorporation.

**Section 2.** Except as hereinbefore otherwise provided and as declaratory of the foregoing, no membership shall be voted unless represented by the owner or purchaser as aforescribed of an individual tract or tracts to which it is and shall be inseparably appurtenant.

**Section 3.** Membership and certificates of membership evidencing the same shall be inseparably appurtenant to tracts owned by the members, and upon transfer of ownership, or contract of sale, of any such tracts, membership or certificates of membership shall ipso facto be deemed to be transferred to the contract purchaser. No membership or certificate of membership may be transferred, assigned, or in any manner conveyed, other than in the manner hereinbefore set forth. In the event of the death of a member, the membership and certificate of the membership of such member shall be and become the property of the personal representative of such deceased member upon the appointment and qualification as such in a judicial proceeding and such personal representative shall have all of the rights, privileges, and liabilities of the deceased member until title shall be transferred or contracted to be transferred.

**Section 4.** No membership shall be forfeited, nor member be expelled except upon foreclosure for non-payment of assessments, and no member may withdraw except upon transfer of title to the real property to which his membership is appurtenant, as elsewhere herein provided. No compensation shall be paid by the corporation upon any transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the corporation.

## **ARTICLE III**

### **Dissolution**

In the event of the dissolution of the corporation each person who is then a member shall receive his pro rata proportion of the property and assets after all of its debts have been paid.

## **ARTICLE IV**

### **Trustees and Officers**

**Section 1.** Corporate powers of the corporation shall be vested in a Board of Trustees. The number of trustees who shall manage the affairs of the corporation shall be five. At any meeting or special meeting called thereafter the members may increase or decrease the number of trustees to any number not more than nine or less than three.

**Section 2.** Trustees shall be elected to serve for one year, or until their successors are elected and duly qualified.

**Section 3.** Each trustee shall be an incorporator or a member who shall not have lost ~~his~~ **the** right to vote by reason of having disposed of land to which ~~his~~ **the** membership is appurtenant. (2024\_09\_01)

**Section 4.** In the event a trustee, other than an incorporator, ceases to be the owner of the land to which this membership is appurtenant, or of the contract for the purchase thereof, ~~he~~ **the owner** shall thereby cease to be a trustee and ~~his~~ **the** office shall become vacant upon written notification without action other than to spread such fact upon the minutes of the Board of Trustees. (2024\_09\_01)

**Section 5.** At the first meeting of the Board of Trustees after each annual meeting of the members, the Board of Trustees, shall elect a president, ~~vice president,~~ (2024\_09\_01) secretary, and treasurer. Officer of the corporation so elected shall hold office for the term of one year and until their successors are qualified. Any officer may be suspended or removed by a majority vote of all the trustees.

**Section 6.** No trustee or officer, ~~except the treasurer~~ (2024\_09\_01) shall receive any salary or compensation from the corporation.

**Section 7.** Any vacancy occurring in the Board of Trustees shall be filled by appointment by a majority of the remaining trustees. The person so appointed shall hold office until the next regular meeting of the members of the corporation, at which annual or adjourned annual meeting the vacancies for the remainder of the original terms, if any, shall be filled by election by the members in the regular manner.

**Section 8.** Until such time as 80% of the land described in the Articles of Incorporation of this corporation shall have been sold the incorporators shall be the only members entitled to act as trustees unless voluntarily surrendered in writing by said incorporators proved that on all future assessments with the exception of the initial assessment, all members shall have the right to vote thereon until such time as all members are eligible to be trustees.

## ARTICLE V

### Meetings

**Section 1.** Annual meetings of the members of the corporation shall be held **at the designated location on the date and time set at the prior year Annual meeting.** ~~at the principal place of business of the corporation on the second Saturday of July of each year at two o'clock P.M.~~ (2024\_09\_01)

**Section 2.** Special meetings of the members may be called at any time by the president or a majority of the Board of Trustees or by members representing ten percent of the tracts within the jurisdiction of the corporation. Notice of a special meeting, stating the object thereof, shall be given by the secretary by mailing such notice to each member not less than five days prior to the date on which such meeting is to be held.

**Section 3.** At all annual and special meetings of the members, twenty percent of all the members of the corporation shall constitute a quorum for the transaction of business. Each member shall be entitled to one vote.

**Section 4.** Special meeting of the Board of Trustees shall be called at any time by the secretary on order of the president or of a majority of the Board of Trustees. The secretary shall give each trustee notice, personally, verbally, by mail or by telephone, of all regular and special meetings at least one day previous thereto.

**Section 5.** ~~A member may exercise his right to vote by proxy.~~ **A Member may designate in writing to an Officer an individual to be a proxy for a specific meeting and\or to represent the Member in all capacities including and not limited to: voting at annual\special meetings, be elected to the Board of Trustees and to be elected by the Trustees as an Officer. (2024\_09\_01)**

## ARTICLE VI

### Powers and Duties of Trustees

**Section 1.** Subject to limitations in the Articles of Incorporation and the By-Laws and the Laws of the State of Washington, all powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Trustees. Without prejudice to such general powers, and subject to the same limitations, it is hereby expressly declared that the trustees shall have the following powers:

**Section 2.** To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from the security for faithful service.

**Section 3.** To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem best.

**Section 4.** To issue certificates of membership only to the owners or purchasers of tracts thereinbefore described, subject to such conditions or terms as provided in the Articles of Incorporation and the By-Laws.

**Section 5.** To charge and/or assess the several parcels of land and the owners thereof as hereinbefore more particularly set forth.

**Section 6.** To cause to be kept a complete record of all minutes and acts and to present a full statement to the regular annual meeting of members showing in detail the condition of the affairs of the corporation.

## ARTICLE VII

### Duties of Officers

**Section 1. President.** The President shall preside at all meetings of the trustees and members; ~~he and the President~~ shall sign as President all certificates of membership and all contracts or other instruments in writing authorized by the Board of Trustees. ~~;~~ ~~he~~ **The President** shall call special meetings of the trustees or of the members whenever ~~he deems it~~ **deemed** necessary; ~~he and~~ shall have and exercise under the direction of the Board of Trustees the general supervision of the affairs of the corporation. (2024\_09\_01)

**Section 2. Vice-President.** ~~The Vice-President shall preside at all meetings in the absence of the president, and in case of the absence or disability of the president shall perform all other duties of the president which are incidental to his office.~~ (2024\_09\_01)

**Section 3. Secretary.** The Secretary shall issue all notices and shall attend and keep the minutes of all meetings. ~~;~~ ~~he~~ **The Secretary** shall have charge of all corporate books, records and papers; ~~he and~~ shall attest ~~his~~ a signature upon all written contracts of the corporation, and shall perform all such other duties as are incidental to ~~his~~ **the** office. (2024\_09\_01)

**Section 4. Treasurer.** The Treasurer shall keep safely all moneys and securities of the corporation and disburse the same under the direction of the Board of Trustees. ~~He~~ **The Treasurer** shall cause to be deposited all funds of the corporation in a bank selected by the trustees. At each annual meeting of the members, and at any time directed by the trustees, ~~he~~ **the Treasurer** shall issue and present a full statement showing in detail the condition of the affairs of the corporation. (2024\_09\_01)

**Section 5.** Any officer, other than the president, may occupy two offices concurrently if the Board of Trustees so directs.

## ARTICLE VIII

### Assessments

**Section 1.** The members of the corporation shall be liable for the payment of such charges or assessments as may from time to time be fixed and levied by the Board of Trustee pursuant to the Articles of Incorporation and these By-Laws and subject to the provisions of said Articles and By-Laws, provided that no tracts shall be assessable until they are platted and sold by the developers and Investment Syndicates, Inc. The amount of such charges and assessments levied upon a member shall in no event, except as hereinafter provided, exceed an initial payment of \$100.00 at the date of original sale set by the developers nor in addition exceed in any one year the sum of ~~\$50.00~~ **\$80.00 (2023\_09\_03)**. Charges and assessments against all members shall be levied by the Board of Trustees at a uniform rate per member without distinction or preference of any kind. All charges or assessment, when collected by the corporation, shall remain the property of the member until such time as such charges or assessments are expended pursuant to the Articles of Incorporation and By-Laws of the corporation.

**Section 2.** From time to time, as and when any such assessments in this Article VIII are levied, each member with respect to the land or interest therein to which his membership is appurtenant, shall pay the amounts of such assessment against the same to the corporation, at its office, within thirty days after the mailing of the notice of such assessment to the members except that the initial assessment of \$100.00 may at the discretion of the trusses be paid in installments of not less than \$5.00 per month until paid, together with interest thereon and the amount of such assessment, together with all expense, attorney's fees and costs reasonably incurred in enforcing the same, shall be paid by the members and shall be a lien upon said land and the membership appurtenant thereto, superior to any and all other liens (Except as in Sections 3 and 4 of the Article otherwise provided) created or permitted by the owner of such land and enforceable by foreclosure proceedings in the manner provided by law for foreclosure of mortgages upon land; provide, that no proceedings for the foreclosure of any said liens in this Article VIII provided shall be commenced except upon the expiration of four months from and after the date of mailing said notice of assessment in this section described.

**Section 3.** First mortgage liens placed upon any of said tracts which are recorded in accordance with the Laws of the State of Washington shall be, from the date of the recordation of such, superior to such assessments and the liens resulting therefrom as are levied by the corporation subsequent to the date of the recordation of the first mortgage; provided, however, that the corporation is notified in writing of such first mortgage within thirty days after recordation of such.

**Section 4.** The developers' seller's interest in any real estate contract on any tract or tracts of the real estate described in Article II of the Articles of Incorporation shall be superior to such assessments and charges placed on any tract by these By-Laws or Articles including tracts obtained by them in forfeitures of any contract.

## **ARTICLE IX**

### **Amendments**

These By-laws may be amended at any time by a vote of a majority of the members of the corporation.

## **ARTICLE X**

### **Corporate Seal**

The corporation shall have no seal.

## **ARTICLE XI**

### **Date of Adoption**

These By-Laws were duly adopted by the corporation in February 1961.  
(please see original document for signatures)

Amendments: 2023\_09\_03 Set \$80 Assessment Cap

2024\_09\_01 Designation of an individual to represent an Owner, correction to gender references, all positions volunteer, Vice President office removed, next annual meeting location\date will be set yearly.