

BYLAWS

OF

POTLATCH DRIVE ROAD MAINTENANCE ASSOCIATION
a Washington nonprofit corporation
Adopted by the members December 13, 2006

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END

BYLAWS

OF

POTLATCH DRIVE ROAD MAINTENANCE ASSOCIATION

a Washington nonprofit corporation

Adopted December 13, 2006

SECTION 1

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the board of directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office. Any change in the registered agent or registered office shall be effective on the effective date specified, or if none, upon filing such change with the office of the Secretary of State of the State of Washington.

SECTION 2

MEMBERS

2.1 Members.

2.1.1: Member Definition: The owners of any property abutting Potlatch Drive or any property that is accessed by a roadway that is accessed by Potlatch Drive shall be considered to be members of the Association. Each owner shall have a membership status as a single member, regardless of the number of voting rights or number of parcels owned.

2.1.2: Membership Status: There shall be three categories of membership, with corresponding percentage share of voting rights and costs. Each parcel's voting rights and percentage share of costs shall be calculated according to its membership status.

A. *Full-Time Members*, are defined as property owners who reside on or occupy their property for more than three months of the year and are entitled to a single vote for each legal parcel in their property.

B. *Part-Time Members*, are defined as property owners who reside on or occupy their property for less than three months of the year, or a property that is regularly utilized or visited by motorized vehicles, and are entitled to a half vote for each legal parcel in their property.

C. *In-Active Members*, are defined as property owners having no residence or improvements on their property and where there are no regular visits to the property by motorized vehicles, and are entitled to a tenth of one vote for each legal parcel.

2.1.3: Voting Rights: The total voting rights of a member equals the sum of the membership status for all parcels owned by that member. For example, a member who lives full-time on one parcel and owns another parcel which is in-active, will have the total votes of those two parcels.

2.1.4: Role of OPAL: Lots owned by OPAL Community Land Trust (OPAL) and leased to another, shall be represented by the leaseholder of the lot, unless the house is vacant, in which instance, a representative from OPAL shall represent that property.

2.2 Dues. The board of directors shall determine by resolution of a majority vote of the board of directors the amount, if any, of dues to be paid by the Members to the corporation.

2.3 Annual Meetings. The annual meeting of the Members of this corporation, for the purpose of election of directors and for such other business as may come before it, shall be held at the principal office of the corporation, or at such other place in the state of Washington as may be designated by the notice of the meeting, on the first Saturday of August of each and every year, at __[set out time]__ o'clock, unless a different day or time is specified in the notice of the meeting, but in case such day shall be a legal holiday, the meeting shall be held at the same hour and place on the next succeeding weekday not a holiday.

2.4 Special Meetings. Special meetings of the Members of this corporation may be called at any time by the president, the board of directors or ten percent (10%) of the members of the corporation. No business shall be transacted at any special meeting of Members except as is specified in the notice calling for the meeting. Subject to the provisions of Section 2.10, the board of directors may designate any place as the place of any special meeting called by the president or the board of directors, and special meetings called at the request of Members shall be held at such place as may be determined by the board of directors and placed in the notice of such meetings.

2.5 Notice of Meetings. Written notice of annual or special meetings of Members stating the place, day and hour of the meeting, and, in the case of a special meeting, the general purpose or purposes for which the meeting is called, shall be given by the secretary or persons authorized to call the meeting to each Member. Such notice shall be given not less than ten (10) nor more than fifty (50) days prior to the date of the meeting. Notice of regular meetings other than the annual meeting shall be made by providing each Member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a Member. Notice may be transmitted by mail, private carrier or personal delivery; email with return receipt requested; telegraph or teletype; or telephone, wire or wireless equipment which transmits a facsimile of the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the books of the corporation. Each Member and director shall be responsible to provide advance written notice to the corporation of any address change.

2.6 Waiver of Notice. Notice of the time, place, and purpose of any meeting may be waived in writing (either before or after such meeting) and will be waived by any Member by his or her attendance thereat, in person or by proxy, unless the Member at the beginning of the meeting expressly objects to holding the meeting or transacting business at the meeting. A Member waives objection to consideration of a particular matter that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented. Any Member so waiving shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

2.7 Quorum and Adjourned Meetings. A majority of the Members of

the corporation represented in person shall constitute a quorum at a meeting of Members. A majority of the Members, even if less than a quorum, may adjourn the meeting from time to time without further notice. At such reconvened meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting may continue to transact business at such meeting and at any adjournment of such meeting (unless a new record date is or must be set for the adjourned meeting), notwithstanding the withdrawal of enough Members from either meeting to leave less than a quorum.

2.8 Voting. The right of Members to vote may be limited, enlarged or denied to the extent provided in the Articles of Incorporation or the bylaws. Except as otherwise provided in the Articles of Incorporation or in these bylaws, every Member shall have the right to vote in accordance with the voting rights defined in Section 2.1.3. Voting by proxy is not allowed.

2.9 Record Date. For the purpose of determining Members entitled to notice of or to vote at any meeting of Members, or any adjournment thereof, the board of directors may fix in advance (but not more than seventy (70) days prior to such meeting) a record date for any such determination of Members.

SECTION 3 DIRECTORS

3.1 Powers.

3.1.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors except as otherwise provided by the laws under which this corporation is formed or in the Articles of Incorporation. The board of directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper and which are not inconsistent with applicable statutes, the Articles of Incorporation or these bylaws. The board of directors may also establish committees, from time to time, pursuant to RCW 24.03.115.

3.1.2 Specific Powers. The Board of Trustees shall, with the approval of the majority of the Association:

3.1.2.1 Maintain and improve the roadway referred to as Potlatch Drive. The road shall be maintained at a level suitable for residential access only, not as a thoroughfare.

3.1.2.2 Fix, levy and collect from each member charges and assessments necessary for the maintenance, administration and construction of the roadway referred to as Potlatch Drive.

3.1.2.3 Annually determine the appropriate membership status for each member in accordance with Section 2.1.2.

3.1.2.4 Direct that punitive action be taken for any fees that are delinquent. (1) At the time of a levy of any assessment or charge, the Board of Trustees shall fix a delinquent date, which shall not be less than sixty (60) days after mailing written notice of assessment or

charge to the member. Any assessment not paid on or before said delinquent date, shall be subject to an immediate penalty and shall thereafter be subject to interest at amounts and rates to be determined by the Board of Trustees. (2) Legal action may be taken to collect any delinquent assessment or charges, with penalties and interest thereon. In any such action, the Association shall be entitled to recover reasonable court costs and reasonable attorney's fees. (3) Assessments are a lien priority. All unpaid sums assessed by the Association as authorized by the Association shall constitute a continuing lien in the event of delinquency on the property so assessed from the date the assessment became due until fully paid.

3.2 Number. The number of directors of the corporation shall be not less than three (3) and not more than five (5). The number of directors can be increased or decreased from time to time by amending this section, the specific number to be set by resolution of the board of directors; and provided further that no decrease in the number of directors shall shorten the term of any incumbent director.

3.3 Tenure and Qualifications. Subject to Section 3.7 below, each director shall hold office for a period of three years. Despite the expiration of a director's term, unless a director is removed, each director continues to serve until the director's successor shall have been elected and qualified or until there is a decrease in the number of directors. Directors need not be residents of Washington State. Directors must be Members of the corporation.

3.4 Election. The directors shall be elected by the Members at the annual Members' meeting each year; and if, for any cause, the directors shall not have been elected at an annual Members' meeting, they may be elected at the annual meeting of the board of directors. If the directors are not elected at a board annual meeting, for any cause, then they shall be elected by the directors at the next regular meeting or a special meeting.

3.5 Vacancies. In case of any vacancy in the board of directors, including the vacancy resulting from an increase in the number of directors, then such vacancy shall be filled by the following, in the order named: the board of directors; a majority of the remaining directors, if they do not constitute a quorum; or, the Members may fill the vacancy.

3.6 Resignation. Any director may resign at any time by delivering written notice to the board of directors, its chairperson, the president or the secretary of the corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

3.7 Removal of Directors. At a meeting of Members called expressly for that purpose (and any other designated purposes), the entire board of directors, or any member thereof, may be removed, with or without cause, by a majority vote of the Members.

3.8 Meetings.

3.8.1 The annual meeting of the board of directors shall be held immediately after the annual Members' meeting at the same place as the annual Members' meeting or at such other place and at such time as may be determined by the directors. No notice of the annual meeting of the board of directors shall be necessary.

3.8.2 Special meetings may be called at any time and place upon the call of the president, secretary, or by any director. Notice of the time and place of each special meeting shall be given by the secretary, or the persons calling the meeting, by mail, private carrier, radio, telegraph, telegram, facsimile transmission, personal communication by telephone or otherwise at least two (2) days in advance of the time of the meeting. If notice is mailed, notice shall be deemed to be delivered three (3) days after the notice is deposited in the United States mail, properly addressed with postage prepaid. Notice of any special meeting may be waived in writing or by telegram (either before or after such meeting) and will be waived by any director by attendance thereat unless the director at the beginning of the meeting, or promptly upon the director's arrival, expressly objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.8.3 Regular meetings of the board of directors shall be held at such place and on such day and hour as shall from time to time be fixed by resolution of the board of directors. No notice of regular meetings of the board of directors shall be necessary.

3.8.4 At any meeting of the board of directors, any business may be transacted, and the board may exercise all of its powers.

3.9 Quorum and Voting.

3.9.1 A majority of the directors presently in office shall constitute a quorum, but a lesser number may adjourn any meeting from time to time until a quorum is obtained, and no further notice thereof need be given. The directors present at a duly organized meeting may continue to transact business at such meeting and at any adjournment of such meeting, notwithstanding the withdrawal of enough directors from either meeting to leave less than a quorum.

3.9.2 If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present at the meeting is the act of the board of directors.

3.9.3 At all meetings of the board of directors, each director shall have one (1) vote.

3.10 Compensation. By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

3.11 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

3.11.1 The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding it or transacting business at the meeting;

3.11.2 The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or,

3.11.3 The director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation within a reasonable time after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

3.12 Committees. The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members one or more committees, each of which must have two or more directors and, to the extent provided in such resolution, shall have and may exercise all the authority of the board of directors, except that no such committee shall have the authority to: amend, alter or repeal the bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; authorize the voluntary dissolution of the corporation or revoke proceedings therefore; adopt a plan for the distribution of the assets of the corporation; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or the director by law.

SECTION 4 SPECIAL MEASURES FOR CORPORATE ACTION

4.1 Actions by Written Consent. Any corporate action required or permitted by the Articles of Incorporation, bylaws, or the laws under which this corporation is formed, to be voted upon or approved at a duly called meeting of the directors, committee of directors, or Members may be accomplished without a meeting if one or more unanimous written consents of the respective directors or Members, setting forth the actions so taken, shall be signed, either before or after the action taken, by all the directors, committee members, or Members, as the case may be. Action taken by unanimous written consent is effective when the last director or committee member signs the consent, unless the consent specifies a later effective date. Action taken by unanimous written consent of the Members is effective when all consents are in possession of the corporation, unless the consent specifies a later effective date.

4.2 Meetings by Conference Telephone. Members of the board of directors, members of a committee of directors, or Members may participate in their respective meetings by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in a meeting by conference telephone shall constitute presence in person at such meeting.

SECTION 5

OFFICERS

5.1 Officers Designated. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person. The appointment, designation, or removal of an officer does not itself create contract rights. The board of directors may, in its discretion, elect a chairperson of the board of directors; and, if a chairperson has been elected, the chairperson shall, when present, preside at all meetings of the board of directors and the Members and shall have such other powers as the board may prescribe.

5.2 Election, Qualification and Term of Office. The officers shall be elected by the board of directors at an annual board meeting, or at the next regular meeting or a special meeting. Unless otherwise stated, each of the officers shall hold office for three years from the date of his or her election or until his or her successor shall have been duly elected and qualified. The elections of officers will be staggered yearly, with one officer replaced every year.

5.3 Powers and Duties. Each officer shall discharge his or her duties as officer in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances and in a manner the officer reasonably believes to be in the best interests of the corporation.

5.3.1 President. The president shall be the chief executive officer of the corporation and, subject to the direction and control of the board of directors, shall have general charge and supervision over its property, business, and affairs. The president shall, unless a chairperson of the board of directors has been elected and is present:

(a) preside at all meetings of the board of directors, and shall also preside at all meetings of the Members;

(b) present, at each annual meeting of the Members and of the directors, a report of the condition of the business of the corporation;

(c) cause to be called regular and special meetings of the Members and directors in accordance with the requirements of applicable statutes and these bylaws;

(d) appoint, discharge and fix the compensation of all employees and agents of the corporation other than the duly elected officers, subject to the approval of the board of directors;

(e) sign and execute all contracts in the name of the corporation;

(f) cause all books, reports and statements to be properly kept and filed as required by law; and,

(g) enforce these bylaws and perform all the duties incident to the office of president which are required by applicable statutes

and, generally, supervise and control the business and affairs of the corporation.

5.3.2 Vice President. In the absence of the president or the president's inability to act, the most senior vice president shall act in the president's place and stead and shall have all the powers and authority of the president, except as limited by resolution of the board of directors.

5.3.3 Secretary. The secretary shall:

(a) keep the minutes of the Members' and board of directors' meetings in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(c) shall be the custodian of the corporate records and of the seal of the corporation (if any) and affix the seal of the corporation, if applicable, to all documents as may be required;

(d) keep a register of the post office or street address of each Member and board of director member, which address shall be furnished to the secretary by such Member or director;

(e) have general charge and custodianship of the books of the corporation and keep at the principal office of the corporation a book or record containing the names, alphabetically arranged, of all persons who are Members of the corporation, showing their places of residence and the dates when they became Members; and shall keep such book or record and the minutes of the meetings of the Members open on a daily basis during the usual business hours of the corporation for inspection within the limits prescribed by law by any person duly authorized to inspect such records. At the request of the person entitled to make an inspection thereof, the secretary shall prepare and make available a current list of the officers and directors of the corporation and their residence addresses;

(f) attend to all correspondence and present to the board of directors at its meetings all official communications received by him or her; and

(g) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the board of directors.

5.3.4 Treasurer. Subject to the direction and control of the board of directors, the treasurer shall:

(a) have the custody, control and disposition of the funds and securities of the corporation and shall account for the same;

(b) after reasonable notice, make available accurate books of account of all business transactions and shall, at all reasonable hours, exhibit books and accounts to any director;

(c) render a report of the condition of the finances of the corporation at each regular meeting of the board of directors and at such other times as shall be required, and shall make a full financial

report at the annual meeting of the Members; and,

(d) at the expiration of the term of office, he or she shall turn over to his or her successor all property of the corporation in his or her possession.

5.3.5 Other Officers. Other officers shall perform such duties and have such powers as may be assigned to them by the board of directors, from time to time.

5.4 Removal. The board of directors shall have the right to remove any officer whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.5 Vacancies. The board of directors shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

5.6 Compensation. The compensation of all officers of the corporation shall be fixed by the board of directors.

SECTION 6 BOOKS AND RECORDS

6.1 Books of Account, Minutes and Member Register. The corporation shall keep at its principal office the following: current Articles of Incorporation and bylaws; a record of Members, including names, addresses and classes of membership, if any; correct and adequate records of accounts and finances; a record of officers' and directors' names and addresses; minutes of the proceedings of the Members, if any, the board of directors, and any minutes which may be maintained by a committee of the board of directors. Records may be written, or electronic if capable of being converted to writing. The records shall be opened at any reasonable time to inspection by any Member of more than three (3) months standing or a representative of more than five percent (5%) of the Members. Costs of inspecting or copying shall be borne by such Member except for costs for copies of Articles of Incorporation or bylaws. Any such Member must have a purpose for inspection reasonably related to membership interests. Use or sale of Members' lists by such Member if obtained by inspection is prohibited.

6.2 Copies of Resolutions. Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the board of directors or Members, when certified by the president or secretary of the corporation.

SECTION 7 DISTRIBUTIONS

A plan providing for the distribution of assets, not inconsistent with the provisions of RCW 24.03 and the purposes of the corporation as described under its Articles of Incorporation, as amended, may be adopted by the corporation in the process of dissolution and shall be adopted by the corporation for the purpose of authorizing any transfer or conveyance of assets for which RCW 24.03 requires upon distribution, in the following manner: (1) where there are Members having voting rights, the board of

directors, shall adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of Members having voting rights, which may be either an annual or a special meeting. Written or printed notice setting forth a proposed plan of distribution or a summary thereof shall be given to each Member entitled to vote at such meeting, within the time and in the manner provided in these bylaws. Such plan of distribution shall be adopted upon receiving at least two-thirds (2/3) of the votes which Members present at such meeting are entitled to cast; and (2) where there are no Members having voting rights, a plan of distribution shall be adopted at a meeting of the board of directors upon receiving a vote of a majority of the directors in office. If the plan of distribution includes assets received and held by the corporation subject to limitations described in RCW 24.03.225(3), notice of the adoption of the proposed plan shall be submitted to the Attorney General of the State of Washington by registered or certified mail directed to the Attorney General in Olympia, Washington, at least twenty (20) days prior to the meeting at which the proposed plan is to be adopted. No plan for the distribution of such assets may be adopted without the approval of the Attorney General, or the approval of a court of competent jurisdiction in a proceeding to which the Attorney General may be a party. In the event that an objection is not filed by the Attorney General within twenty (20) days after the date of the mailing, the Attorney General's approval shall be deemed to have been given.

SECTION 8
CORPORATE SEAL

The board of directors may elect to provide for a corporate seal which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

SECTION 9
AMENDMENT OF BYLAWS

These bylaws may be amended, altered, or repealed by the affirmative vote of a majority of the whole board of directors at any regular or special meeting of the board.

SECTION 10
CORPORATE TAX YEAR

The tax year of the corporation shall be set by resolution of the board of directors. The initial tax year of the corporation shall end on December 31.

SECTION 11
CONTRACTS, LOANS, CHECKS AND DEPOSITS

11.1 Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

11.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

11.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, and notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation in such manner as shall be determined by resolution of the board of directors.

11.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

11.5 Guarantees. The board of directors shall be authorized to make guarantees respecting the contracts, securities or obligations of any person (including, but not limited to, any Member, any affiliated or unaffiliated individual, domestic or foreign corporation, partnership, association, joint venture or trust) if such guarantee may reasonably be expected to benefit, directly or indirectly, the guarantor corporation. As to the enforceability of the guarantee, the decision of the board of directors that the guarantee may be reasonably expected to benefit, directly or indirectly, the guarantor corporation shall be binding in respect to the issue of benefit to the guarantor corporation.

SECTION 12 INDEMNIFICATION

Pursuant to RCW 24.03.043, and to the full extent permitted by the Washington Business Corporation Act and the Articles of Incorporation, the corporation shall indemnify any director, officer or person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The board of directors may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Washington Business Corporation Act.

Notwithstanding the above, nothing herein shall eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, for conduct violating RCW 23B.08.310, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

SECTION 13 RULES OF ORDER

The rules contained in the most recent edition of Robert's Rules of Order, Newly Revised, shall govern all meetings of Members and directors where those rules are not inconsistent with the Articles of Incorporation,

bylaws or special rules of order of the corporation.

SECTION 14
MISCELLANEOUS

14.1 Effective Date. These bylaws shall be effective upon execution.

14.2 Location. The principal office of the corporation shall be located at Lahari Hospice, 437 Potlatch Drive, PO Box 50, Deer Harbor. The corporation may have such other offices, either within or without the State of Washington, as the board of directors may designate.

14.3 Secretary Certification. Any person dealing with the corporation may rely upon a copy of any records of the proceedings, resolutions or votes of the board of directors or Members, when certified as accurate by the secretary of the corporation.

14.4 Emergency Bylaws. Unless the Articles of Incorporation provide otherwise, the board of directors of the corporation may adopt bylaws to be effective only in an emergency defined below. The emergency bylaws, which are subject to amendment or repeal by the Members, may make all provisions necessary for managing the corporation during the emergency, including, without limitation:

- (a) Procedures for calling a meeting of the board of directors;
- (b) Quorum requirements for the meeting;
- (c) Designation of additional or substitute directors;
- (d) Modification of the lines of succession to accommodate the incapacity of any director, officer, employee or agent; or,
- (e) Relocation of the principal office, designation of an alternative principal or regional offices or authorization of the officers to do so.

All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

Corporate action taken in good faith in accordance with the emergency bylaws binds the corporation and may not be used to impose liability on a corporate director, officer, employee or agent.

An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.

SECTION 15

ROAD MAINTENANCE PROVISIONS

15.1 Enabling Document. Pursuant to the Road Maintenance Agreement recorded on April 5, 1994, in San Juan County, Washington, a copy of which is attached here to and incorporated by this reference, the following provisions shall apply to the member of the corporation:

15.2 Road Maintenance:

15.2.1 The existing roadway has a right of way (ROW) that is a forty (40) foot wide strip of land. The cartway width is that portion of the ROW which is surfaced with crushed stone.

15.2.2 Each member will be responsible for the removal of trees and brush located within the cartway.

15.2.3. The Board of Trustees will be responsible for the maintenance of the Roadway's surface and the mowing of grass on the sides of the Roadway.

15.2.4 No parking will be permitted within the confines of the cartway width of the roadway.

15.2.5 Each member will be responsible for providing culverts under driveways and access roads connecting to said roadways at locations and of a size as determined by the Board of Trustees. In addition, each said member will be responsible for the maintenance of said culverts to ensure the uninhibited flow of runoff water.

15.2.6 The Board of Trustees will be responsible for the preparation, installation and maintenance of roadway signs as they deem appropriate.

15.2.7 When any individual member and/or his/her invited guests cause significant impact or damage to Potlatch Drive, other than from ordinary use or reasonably expected wear and tear, said member will be responsible for such damage and its repair.

15.2.8 No individual member's work on Potlatch Drive will be entitled to compensation or reimbursement without prior approval by the Board of Trustees.

DATED: December 13, 2006.
AMENDED: June 15, 2008

POTLATCH DRIVE ROAD MAINTENANCE ASSOCIATION

By _____

Ina Drosu, Vice- President

By _____

Patty Johnson, Secretary

EXHIBIT A
PLACE HERE A COPY OF THE ROAD MAINTENANCE AGREEMENT
Auditors File #94040527

RECEIVED FOR RECORD AT 3:27 APR 05 1994
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AT REQUEST OF CHRISTINE KENADY
BY STEPHEN ANDERSON, SAN JUAN CO., WAASH BY
Mona M. V. [unclear], Deputy

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DECLARATION OF ROAD MAINTENANCE AGREEMENT

ROBERT B. CONNOR and MARGARET CONNOR, husband and wife (hereafter referred to as "Connor"), are the owners of the real property described on Exhibit "A" attached hereto and incorporated herein by this reference.

COREY COOKSTON, a single man (hereafter referred to as "Cookston"), is the owner of the real property described on Exhibit "B" attached hereto and incorporated herein by this reference.

The real property described on Exhibits "A" and "B" shall hereafter be referred to as "The Property."

The Property is burdened and benefitted by a common access easement which is described on Exhibit "C" attached hereto and incorporated herein by reference (hereafter referred to as "The Easement").

The parties are contemplating division of The Property and are desirous of entering into an agreement to provide for maintenance of The Easement.

NOW, THEREFORE, for and in consideration of the mutual benefits to be derived herefrom and for no monetary consideration, the parties hereto do hereby agree as follows:

1. Connor and Cookston hereby declare that all or any portion of The Property described on Exhibits "A" and "B" of this agreement

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which is benefitted or burdened by The Easement shall be held, sold, and conveyed subject to this agreement. This agreement shall run with the real property and shall be binding on all parties having or acquiring any right, title or interest in the described property or any part thereof and shall inure to the benefit of each owner thereof.

2. The parties further agree to form a non-profit road association to accomplish the purposes of this agreement, and to require each new owner of The Property, or any part thereof, which is benefitted or burdened by The Easement to join said association.

3. Each owner of The Property or any part thereof which is burdened or benefitted by The Easement shall share road maintenance and improvement expenses in proportion to road use. Each individual owner's share of road maintenance and improvement expenses shall be calculated by the following method:

Individual owner's use of the road shall be determined by measuring the distance from the County road along the Easement to the individual's property; this distance shall be divided by the combined total of all distances computed for other owners; the fraction thus derived shall determine the individual owner's proportionate share of road and maintenance expenses.

4. New owners of the property, or any portion thereof, shall be required to share in the above proportion for any road improvements made in the five-year period prior to the date upon which they take title to such property, which shall be deemed the

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day of recording of the conveyance document.

5. Prior to the establishment of the road association, assessments shall be as determined by Cookston and Connor. Notice of said assessments shall be given in writing to all owners of The Property on or before January 1 of each calendar year.

6. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty days after the due date, as stated in the notice of assessment, the assessment shall bear interest from the date of delinquency at the maximum rate allowed by law. When an assessment becomes delinquent, notice of said delinquency shall be mailed to the delinquent owner, and if the delinquency is not paid within thirty days, a notice of claim of lien may be filed against said delinquent owner, said notice to be in a form similar to a notice of claim of lien as provided for under the laws of the State of Washington in regard to liens for labor and materials. Said liens may be foreclosed upon as a mortgage if not paid when due.

7. At such time as the road association is formed, said association shall be responsible for implementing the terms of this agreement. Said association shall have the authority to determine special assessments for improvements, as well as annual assessments for road maintenance.

THIS DECLARATION made this 14th day of December, 1993.
[Signature]
ROBERT B. CONNOR
[Signature]
MARGARET CONNOR

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