

THE HIGHLANDS AT PLEASANT VALLEY ASSOCIATION
BY-LAWS

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Information

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ARTICLE 1 – NAME AND LOCATION

The name of the corporation is The Highlands at Pleasant Valley Association, hereinafter referred to as “Association.” The principal office of the Association shall be located at 3205 NE 182nd Avenue, Vancouver, Washington 98682, but meetings of the Directors and the members may be held at such places within the State of Washington, County of Clark, as may be designated by the Board of Directors, and as hereafter provided.

ARTICLE 2 – PURPOSE AND DEFINITIONS

2.1 PURPOSE.

The purpose for which The Highlands at Pleasant Valley Association is formed is to govern the property known as “The Highlands at Pleasant Valley,” which is described in Exhibit A, attached hereto and by this reference is made a part hereof. The Highlands at Pleasant Valley is subject to the provisions of a Declaration entitled “Declaration of Covenants, Conditions, Restrictions, and Easements for The Highlands at Pleasant Valley” establishing provisions for the ownership and use of property within The Highlands at Pleasant Valley. Said Declaration of Covenants, Conditions, Restrictions, and Easements for The Highlands at Pleasant Valley is hereinafter referred to as “the Declaration.”

2.2 DEFINITIONS.

Unless otherwise specified, all terms shall have the same meaning in these By-Laws as such terms have in the Declaration. The terms “owners” and “members” as used herein shall be synonymous and shall include Declarant, so long as Declarant is an Owner.

ARTICLE 3 – MEMBERS AND VOTING RIGHTS

3.1 MEMBERSHIP.

Every person or entity who is an owner shall by reason thereof be a member of the Association. Such membership shall be appurtenant to and held and owned in the same manner as the beneficial fee interest in the Lot to which it relates. Membership shall not be separated from ownership of the Lot to which it relates; provided, however, that any owner may delegate his or her rights of membership in the Association and rights of enjoyment in the Common Areas to the members of his or her family and to his or her tenants occupying a Lot.

3.2 VOTING RIGHTS.

Every Owner shall be entitled to cast one vote in the Association for each Lot owned. A vote shall be appurtenant to and held and owned in the same manner as the beneficial fee interest in the Lot to which it relates. A vote shall not be separated from ownership of the Lot to which it relates; provided, however, that when more than one entity holds the beneficial fee interest in any Lot, the vote therefor or shall be cast as the Owners among themselves determine, but in no event shall more than one vote be cast with respect to any Lot; and if the several owners of a Lot are unable to agree as to the casting of their vote, such vote shall not be counted. When a single entity owns more than one Lot, each vote may be cast separately. The declarant is entitled to cast three votes for each lot owned according to terms of Covenants and Restrictions Section 2.4.

3.3 INITIAL NUMBER OF VOTES.

From the commencement of the existence of the Association, there shall be a total of 357 outstanding votes in the Association, representing three votes for each of 119 lots. During the Development Period, the Declarant shall be entitled to cast 357, less three votes for each Lot then owned by an Owner other than Declarant.

3.4 TRANSFER OF MEMBERSHIP.

Except as provided herein, the Association membership of each Owner (including Declarant) shall not be assigned, transferred, pledged, hypothecated, conveyed or alienated in any way except upon the transfer of title to the Lot to which it is appurtenant. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

3.5 PLEDGED VOTES.

If an owner is in default under a First Mortgage on a Lot for ninety (90) consecutive days or more, the Mortgagee thereunder shall automatically be authorized to declare at any time thereafter that the Owner has pledged his or her vote on all issues to such Mortgagee during the continuance of the default. If the Board has been notified of any such pledge to a Mortgagee, such Mortgagee shall be entitled to vote on all issues as to which the Owners are entitled to vote during the continuance of default. In the event the record owner or Owners have otherwise pledged their votes regarding special matters to a First Mortgagee, or to the vendor under a duly recorded real estate contract, only the vote of such Mortgagee or vendor will be recognized in regard to the special matters upon which the vote is so pledged, if a copy of the instrument with this pledge has been filed with the Board. Amendments to this section shall only be effective upon the written consent of all the voting Owners and their respective Mortgagees, if any.

ARTICLE 4 – CERTIFICATE OF MEMBERSHIP

Certificates of membership in this Association may be issued to each member. If issued, the certificates shall be numbered and the respective member's name shall be entered in the membership register of this Association as the certificates are issued. The certificates shall exhibit members' names and shall be signed by the President and/or the Secretary of the Association.

ARTICLE 5 – MISSING FROM ORIGINAL BY-LAWS

ARTICLE 6 – MEETINGS OF MEMBERS

6.1 ANNUAL MEETING.

The annual meeting of the members shall be held the third Wednesday of March of each year, or upon such other date as the Board of Directors may determine to be advisable, at seven thirty p.m. for the purpose of electing Directors and transacting such other business as may come before the meeting. If the election of Directors is not held on the date designated for the annual meeting of the members or any adjournment thereof, the election shall be held at a special meeting of the members as soon thereafter as is practicable.

6.2 SPECIAL MEETINGS.

The President or the Board of Directors may call a special meeting of the members for any purpose. A special meeting of the members may also be called by members having at least twenty percent (20%) of the total ownership interest in the Lots, and in the event such is the case, it shall be the duty of the Secretary, upon request in writing by such members, to call such a meeting of the membership, to be held at such a time and place as the Secretary may fix, not less than ten (10) days nor more than fifty (50) days after receipt of such request, and if the Secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying therein the time and place of the meeting.

6.3 PLACE OF MEETING.

All meetings shall be held at the principal office of the Association or such other place within Clark County, State of Washington, designated by the Board of Directors, with first preference given to a convenient place within The Highlands at Pleasant Valley community.

6.4 NOTICE OF MEETINGS.

Written or printed notice stating the date, place, and hour of the meetings, and in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of that meeting, either personally or by mail, by or at the direction of the President or Secretary or the members calling the meeting, to each member entitled to vote at such meeting. 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 in the records of the Association with postage thereon prepaid.

6.5 QUORUM.

Members holding thirty percent (30%) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum at the members' meeting. The vote of a majority (i.e., more than fifty percent [50%]) of the votes entitled to be cast by the members present and represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, except as otherwise stated in the Declaration, Articles, or these By-Laws. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirements, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the initial meeting.

6.6 PROXIES.

At all members meetings, a member may vote by proxy, executed in writing by the member or by his or her attorney in fact. Such proxies shall be filed with the Secretary of the Association before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy shall be invalid after eleven (11) months from the date of its execution..

6.7 VOTING BY MAIL.

The Board of Directors may decide that voting of the members shall be by mail with respect to any particular election of the Board. or with respect to adoption of any proposed amendment to the Declaration or By-Laws, or with respect to any other matter for which approval by Owners is required by the Declaration or By-Laws, in accordance with the following procedure:

(a) In case of election of the Directors of the Board by mail, the existing Board of Directors shall advise the Secretary in writing of the names of proposed directors sufficient to constitute a full Board of Directors and a date at least fifty (50) days after such advice is given by which all votes are to be received. The Secretary, within five (5) days after such advice is given, shall give written notice of the number of Directors to be elected and of the names of the nominees to all Owners. The notice shall state that any such owner may nominate an additional candidate or candidates, not to exceed the number of Directors to be elected, by notice in writing to the Secretary at the specified address of the principal office of the Association, to be received on or before a specified date fifteen (15) days from the date the notice is given by the Secretary. Within five (5) days after such specified date the Secretary shall give written notice to all Owners stating the number of Directors to be elected, stating the names of all persons nominated by the Board and by the owners on or before said specified date, stating the date established as the deadline for receipt of all votes by the Secretary at the address of the principal office of the Association, which shall be specified in the notice. Votes received after that date shall not be effective. All persons elected as Board members pursuant to such an election by mail, by receipt of the number of votes required by applicable law, shall take office effective on the date specified in the notice for receipt of such votes.

(b) In the case of a vote by mail relating to any other matter, the Secretary shall give written notice to all owners, which notice shall include a proposed written resolution setting forth a description of the proposed action, stating that such persons are entitled to vote by mail for or against such proposal, stating a date not less than twenty (20) days after the date such notice shall have been given on or before which all votes must be received, and stating that they must be sent to the specified address of the principal office of the Association. Votes received after that date shall not be effective. Any such proposal shall be adopted if approved by the affirmative vote of not less than a majority of the votes entitled to be cast on such question, unless a greater or lesser voting requirement is established by the Declaration or By-Laws for the matter in question.

(c) Delivery of a vote in writing to the principal office of the Association shall be equivalent to receipt of a vote by mail at such address for the purpose of this Section 6.7.

6.8 SUSPENSION.

The Association, through its Board of Directors, has the right to suspend voting rights and rights to the use of Common Areas by any owner for a period during which any assessment against his or her Lot remains unpaid, and for a period not to exceed thirty (30) days for any infraction of the Association's published rules and regulations.

ARTICLE 7 – BOARD OF DIRECTORS

7.1 POWERS AND QUALIFICATIONS.

The affairs of the Association shall be managed by a Board of Directors who need not be members of the Association.

7.2 NUMBER.

The number of Directors of the Association shall be not fewer than three (3) nor more than seven (7) in number. Declarant shall, within ninety (90) days of execution of the Declaration, select an initial Board of not fewer than three (3) persons. The number of Directors shall be three (3) until the completion of the Development Period, at which time the number of Directors shall be seven (7). Up until end of the Development Period, the Board shall be divided into two classes: the first class to serve a term of one year, the second to serve a term of two years. After the completion of the Development Period, the Board shall be divided into three classes the first class to serve a term of one year, the second to serve a term of two years, and the third to serve a term of three years thereafter. Each such Director shall hold office for the term for which he/she is elected until his or her successor shall have been elected and qualified.

7.3 ELECTION AND TERM.

The terms of the initial Directors shall expire at the first annual meeting of the members of the Association following their appointment by Declarant. Directors elected at the first annual meeting shall serve for a period of two (2) years or until the election of their successors. Until the completion of the Development Period, the members shall elect three (3) Directors to serve a period of one (1) year or until his/her or their respective successors are elected and qualified. Every Director elected to the Board thereafter until the completion of the Development Period shall serve for a term not to exceed one (1) year. At the end of the Development Period, the members shall select two (2) Directors to serve a term of three (3) years, two (2) Directors to serve a term of two (2) years, and three (3) Directors to serve a term of one (1) year or until his/her or their respective successors are elected or qualified. Every Director elected to the Board thereafter shall serve for a term not to exceed three (3) years, in order that Directors' terms be staggered. At the expiration of any term of three years, a Director may not be reelected for at least one (1) year after expiration of the three-year term.

7.4 VACANCY.

The Board of Directors shall have the power to fill by appointment any vacancy occurring in the Board and any directorship to be filled by any reason of any increase in the number of Directors as a result of amendment of these By-Laws. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. Any Director appointed by the Board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting.

7.5 REMOVAL.

Any director may be removed from the Board, with or without cause, by a majority (i.e., more than fifty percent [50%]) of the votes entitled to be cast by Owners.

7.6 COMPENSATION.

No Director shall receive compensation for any service he or she may render to the Association as Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties as Director.

ARTICLE 8 – MEETINGS OF BOARD OF DIRECTORS

8.1 ANNUAL MEETINGS.

The annual meeting of the Board of Directors shall be held immediately after the annual membership meeting. Said meeting shall be held at the same place as the membership meeting unless some other place shall be specified by resolution of the membership at such meeting.

8.2 REGULAR MEETINGS.

Regular meetings of the Board of Directors may be held a such time and place within Clark county, State of Washington, as shall be determined from time to time by a majority of Directors.

8.3 SPECIAL MEETINGS.

Special meetings of the Board of Directors may be held at any place, at any time, within Clark County, State of Washington, whenever called by the President or Secretary or any two or more Directors of the three-person Board, or by any four members of the seven-member Board.

8.4 NOTICE OF MEETINGS.

No notice of annual meetings of the Board of Directors shall be required. Notice of the time and place of regular meetings and any special meeting shall be given by the Secretary or by the person or persons calling the meeting by mail, telegram, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends the meeting for the purpose of objecting the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of any special meeting.

8.5 QUORUM.

A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority (i.e., more than fifty percent [50%]) of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers. The directors present at a duly organized meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

ARTICLE 9 – ACTION BY WRITTEN CONSENT

Any action required or permitted by the Articles of Incorporation, the By-Laws, the Declaration, or under the laws of the State of Washington, to be taken at a meeting of the Board of Directors of the Association may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Board of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

ARTICLE 10 – MISSING FROM ORIGINAL BY-LAWS

ARTICLE 11 – NOMINATION AND ELECTION OF DIRECTORS

11.1 NOMINATION.

Nomination for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not fewer than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

11.2 ELECTION.

Election to the Board of Directors shall be by secret written ballot. At such election the members or the proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE 12 – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

12.1 The Board of Directors shall have the powers and duties necessary for the administration of the affairs thereof consistent with the purposes and objectives set forth in the Articles of Incorporation, Declaration, and By-Laws, and pursuant to the laws of the State of Washington. Without prejudice to the generality of the foregoing, the board of Directors shall have the power and duty:

12.1.1 To adopt and publish rules and regulations consistent with the Articles of Incorporation, Declaration, and By-Laws, governing the use of The Highlands at Pleasant valley, and their personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof, provided that such rules and regulations shall not be inconsistent with the Declaration.

12.1.2 To exercise for the Association all powers, duties, and authority vested in or delegated to the Association not reserved to the membership by other provisions of these By-Laws or the Declaration or Articles of Incorporation.

12.1.3 To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

12.1.4 To employ and remove at pleasure all officers, agents, employees, independent contractors, or such other persons as are deemed necessary, prescribe their duties, and fix their compensation.

12.1.5 To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting thereof.

12.1.6 To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

12.1.7 As more fully provided in the Declaration, to set the operating budget and allocate the assessment rate; provided, however, the assessment rate and procedure are subject to all terms and conditions of the Declaration.

12.1.8 To procure and maintain adequate liability insurance, adequate hazard insurance, and other insurance deemed necessary as advisable, as more fully provided in the Declaration on property owned by the Association.

12.1.9 To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

12.1.10 To make such expenditures as the Board deems expedient; provided, however, that the members of the Association, by resolution adopted by a two-thirds (2/3) vote at any meeting of the members, may restrict the amount of expenditures which can be made by the Board without prior approval of the members. The Board of directors shall not have power to borrow money on behalf of the Association in excess of ten percent (10%) of the asset value of the Association unless authorized by a majority vote of the members of the Association at a meeting of the members.

12.1.11 To acquire by conveyance, contract, lease, or otherwise, property and rights of occupancy of property for the common benefit of the members of the Association; and to improve said property by the erection of structures and facilities, all upon such terms and subject to such rules and regulations as the Directors may determine.

12.1.12 In the name of the Association, to enforce and foreclose the lien of assessments of the Association as may be necessary for collection thereof.

12.1.13 To designate representatives to serve on the Architectural Control Committee, to adopt and enforce guidelines, criteria, and procedures governing the Architectural Control committee and the Owners' compliance with the provisions of Section 5.2 of the Declaration, and to enforce the provisions of restrictive covenants and declarations pertaining to the lands served by this Association, by the institution of litigation or otherwise.

12.1.14 The Board of Directors may employ a business manager who may exercise the authority of the Board between formal meetings of the Board, provided that all such authority so exercised shall be reported to the next meeting of the Board and submitted for approval by the Board; failing such approval, such actions of the business manager shall not be effective after the meeting of the Board of Directors at which considered except to the extent that formal continuing undertakings may have been made on behalf of the Association that are enforceable as a matter of law.

12.1.15 The Board of Directors shall not make political or charitable donations of the Association funds or property.

12.1.16 The Board of Directors is not authorized to, nor shall it, adopt or enforce discriminatory rules or regulations or restrictions, nor take any action based on race, religion, national origin, or sex.

ARTICLE 13 – COMMITTEES

The Board of Directors may create committees, by resolution or resolutions passed by a majority of the Board, which to the extent provided in said resolution or resolutions or in other provisions of these By-Laws, shall have and may exercise the powers of the Board of Directors, or may perform advisory services as designated, regarding the management of the business and affairs of the Association. Such committees shall have names as may be determined from time to time by resolution adopted by the Board of directors, including but not limited to the following management areas: Budget & Finance; Common Area Maintenance; Utilities Maintenance; Security & Transportation; Insurance & Accounting; Legal & By-Laws; Regulations & Enforcement; Annual & Special Meetings; Personnel & Administration; Community & County Relations; State & Federal Regulations.

ARTICLE 14 – OFFICERS AND THEIR DUTIES

14.1 PRESIDENT.

The President shall be the principal executive officer of the Association and, subject to the Board's control, shall supervise and control all of the business and affairs of the Association. When present, he shall preside over all members meetings and over all Board meetings. With the Secretary or other officers of the Association authorized by the board, he may sign deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these By-Laws to some other officer or in some other manner. In general, he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

14.2 VICE PRESIDENT.

In the absence of the President or in the event of his death, inability, or refusal to act, the vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned to him by the President or by the Board. Until the Board of Directors is increased to seven (7), the Vice President may simultaneously serve as treasurer.

14.3 SECRETARY.

The secretary shall: (1) keep the minutes of the members' and Board 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 By-Laws or as required by law; (c) be custodian of the Association records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized; (d) keep a register of the post office address of each member as furnished to the Secretary by each member; (e) and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President or by the Board.

14.4 TREASURER.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; prepare an annual budget and statement of income and expenditures to be presented to the members at their regular annual meeting and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board.

ARTICLE 15 – LOANS PROHIBITED

No loans shall be made by the Association to any officer or to the Board of Directors.

ARTICLE 16 – CONTRACTS, CHECKS, AND DEPOSITS

16.1 CONTRACTS.

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

16.2 CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in such manner as are from time to time determined. by the Board. ,

16.3 DEPOSITS.

All funds of the, Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

ARTICLE 17 – FISCAL YEAR

The fiscal year of the Association shall end December 31st.

ARTICLE 18 – NONPROFIT ASSOCIATION

This Association is not organized and incorporated for profit. No member, director of the Board, or person from whom the Association may receive any property or funds shall be lawfully entitled to receive any pecuniary profit from the operations thereof, and in no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of any director of the Board. The foregoing, however, shall neither prevent nor restrict the following: (1) reasonable compensation may be paid to any member or manager while acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association, and (2) any member or director may, from time to time, be reimbursed for actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

ARTICLE 19 – SEAL

The seal of this Association, if the Board of directors determines a seal is necessary, shall consist of the name of the Association, the state of its incorporation, and the year of its incorporation.

ARTICLE 20 – INDEMNIFICATION

To the full extent permitted by law, the Association shall indemnify any 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 Association or otherwise) by reason of the fact that he or she is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another association, 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; and the Board may, at any time, approve indemnification of any other person which the Association has the power to indemnify under the law. 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.

ARTICLE 21 – AMENDMENTS

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by the Board at any regular or special meeting of the Board, provided there has been at least ten (10) days prior notice of the meeting, which notice shall include the proposed amendment to the By-Laws.

ARTICLE 22 – BOOKS AND RECORDS

The Association shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and the committees having any authority of the Board. At least annually the Association shall cause its books to be independently reviewed by a certified public accountant.

ARTICLE 23 – RULES AND REGULATIONS

22.1 ADOPTION.

The Board of directors may from time to time and subject to the provisions of the Declaration, Articles of Incorporation, and these By-Laws, adopt, amend, and repeal rules and regulations in order to preserve the benefit of The Highlands at Pleasant Valley for all owners, their families, invitees, licensees and lessees, and for guests.

22.2 PROMULGATION.

The Secretary shall mail a true and correct copy of all rules and regulations or Amendments thereto, to each member of the Association as appears on the membership roll of the Association at such member's last known address, and shall enter upon the records of the corporation a certificate of such mailing.

22.3 EFFECTIVE DATE.

Any such rule or regulation or amendment thereto adopted by the Board of Directors shall be effective commencing at 12:01 AM on the fifth (5th) day following the date of such mailing, unless the Board of Directors in adopting the same shall specify some other effective date.

ARTICLE 24 – RULES OF PROCEDURE

The rules of procedure at the meeting of the Board of Directors of the Association shall be rules contained in the latest revised edition of Roberts' Rules of Order of Parliamentary Procedure, so far as applicable and when not inconsistent with these By-Laws, the Articles of Incorporation, the Declaration, or any resolution of the Board of Directors.

ARTICLE 25 – CONFLICTS

In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In case of any conflict between the Declaration and these By-Laws and the Articles, the Declaration shall control.