

Aston Irrigation Association, Inc.
P.O. Box 3233
Omak, Washington 98841

**BYLAWS
OF
ASTON IRRIGATION ASSOCIATION, INC.**

**ARTICLE I
General Purpose**

The purpose for which this Association is formed, and the powers which it may exercise are set forth in the Articles of Incorporation of the Aston Irrigation Association, Inc., hereinafter referred to as the Association.

**ARTICLE II
Name and Location**

Section 1. The name of this Association is the Aston Irrigation Association, Inc.

Section 2. The principal office of this Association shall be located in the City of Omak, County of Okanogan, State of Washington.

**ARTICLE III
Fiscal Year**

The fiscal year of the Association shall begin the first day of January each year.

**ARTICLE IV
Membership**

Section 1. Membership will be limited to those who obtain the organization's services, acquire a tangible interest in its assets in proportion to the business done with the organization, and have a voice in its management.

Section 2. Every person (which word as used herein includes any legal entity) who is a recorded owner of a fee or undivided fee interest, in a property (which word as used excludes any property that does not have a valid occupancy permit issued by the county)

served by the irrigation water system may become a member of the Association upon signing such applications and agreements for the purchase of water as may be provided and required by the Association and upon the payment of such connection fee as may be imposed by the board of directors provided that only one membership at a time may be held for each property served. A single membership may be issued to all persons owing interest in the property. Only one membership may be held with respect to the property at one time. The board of directors shall cause to be issued appropriate certificates of membership, provided that membership shall not be denied because of the applicant's race, color, creed, age, sex, marital status, or national origin. Membership may be denied if capacity of the Association's irrigation water system is exhausted by the need of its existing members, or, if the proposed use of the applicant is such that it would interfere with existing uses previously authorized by the board.

Section 3. Each member shall have only one membership for each property served, regardless of the number of service connections the member may obtain to service the property. Each membership shall represent one vote. When more than one person holds the interest in a property served, the vote shall be exercised by the person in whose name the property is listed with the Okanogan County Treasurer's Office or by such person as the several persons may designate, but in no event shall more than one vote be cast with respect to any property.

Section 4. Membership shall be transferable, but the transfer will be effective only when noted on the books of the Association. Such transfer will be made only to a person who obtains a qualifying interest in the property. A member will transfer membership in the Association to a successor in interest as part of the transaction whereby the member disposes of any interest to said property. The secretary, upon request, will make note of such transfer upon the records of the Association.

Section 5. When membership in the Association is not transferred, it shall terminate upon the disposition or other termination of the member's interest in the property. Membership also may be terminated by action of the board of directors where the use of the property is changed so as to materially increase the amount of water consumed to the prejudice of other existing members or to the prejudice of the orderly operation of the system.

Section 6. Termination of membership will result in forfeiture of the former member's rights and interest in the Association's assets, and the former member will be precluded from receiving a proportionate share of any subsequent distribution of such assets by the Association.

Section 7. The termination of the membership of any member shall not disqualify for membership any other person who has or obtains an interest in the property of the terminated member and who otherwise meets the requirements of these bylaws.

Section 8. In the event a member's property interest is divested other than by voluntary means, such member's membership will not pass to the trustee, receiver, executor, or the like. Upon the final disposition of such property, the owner thereof shall be entitled to membership in like manner as if the membership had been transferred to the owner by the original member as set forth in Section 4 above.

Section 9. On transfer of a membership, the Association will look to the successor in interest for the payment of any past due amounts.

ARTICLE V

Meetings of Members

Section 1. The annual meeting of the members of this Association shall be held in the City of Okanogan, County of Okanogan, State of Washington, on the first Monday of February each year.

Section 2. Special meetings of the members may be called any time by the action of the board of directors and such meetings must be called whenever a petition requesting such meetings is signed by at least ten percent of the members and presented to the secretary or to the board of directors. The purpose of every special meeting shall be stated in the notice thereof and no business shall be transacted thereat except such as is specified in the notice.

ARTICLE VI

Directors and Officers

Section 1. The board of directors of this Association shall consist of five members, all of whom shall be members of the corporation. The directors named in the Articles of Incorporation shall serve until the first annual meeting following the adoption of the bylaws. One director shall be elected for a one-year term, two directors for a two-year term, and two directors for a three-year term.

Section 2. The board of directors shall meet within ten (10) days after the annual election of directors and shall elect a president, vice president, and a secretary/treasurer.

Section 3. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, except by removal from office, a majority of the remaining directors shall by a majority vote, choose a successor who shall hold office until

the next regular meeting of the members of the Association, at which time the members shall elect a director for the unexpired term or terms.

Section 4. A majority of the board of directors shall constitute a quorum. Business conducted at any meeting at which a quorum is present shall be considered to be an act of the board.

Section 5. Officers and directors may be removed from office in the following manner: Any member, officer, or director may present charges against a director or officer by filing them in writing with the secretary of the Association. If presented by a member, the charges must be accompanied by a petition signed by 15% of the members of the Association. Such removal shall be voted on at the next regular or special meeting of the members and shall be effective if approved by a vote of the majority of those voting if a quorum is present. The director or officer against whom charges have been presented shall be informed in writing via certified mail, of such charges at least twenty days prior to the meeting, and shall have the opportunity at such meeting to be heard in person or by counsel and to present witnesses, and the person or persons presenting such charges shall have the same opportunity. If the removal of a director is approved, such action shall also vacate any office held by the removed director in the Association. A vacancy in the board thus created shall immediately be filled by a vote of a majority of the members present and voting at such meeting. A vacancy in any office thus created shall be filled by the board of directors from among their number so constituted after the vacancy in the board has been filled.

*AMENDMENT TO THE BYLAWS February 13, 2012
/s/ Dale Hice, Pres. and /s/ Lois Hale, Sec/Treas.*

Section 6. *Regular meetings of the board of directors shall be held on the first Monday of each calendar quarter. Special meetings of the board of directors may be held with twenty-four hours written or electronic notice to the members of the board of directors. If notice is provided by electronic transmission, it is effective with respect to such directors who have consented, in the formal record, to receive electronically transmitted notices pursuant to RCW 24.03.009. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any regular or special meeting of the board of directors need be specified in the notice of any meeting.*

Section 7. *Directors' Action Without a Meeting. The board of directors, or a committee thereof, may take any action without a meeting that it could properly take at a meeting if*

one or more consents setting forth the action are executed by all the directors or all the directors of the committee as the case may be, either before or after the action is taken, and if the consents are delivered to the Association for inclusion in the minutes or filing with the Association records. Consent shall be set forth either (a) in an executed record, or (b) if the Association has designated an address, location, or system to which the consent may be electronically transmitted and the consent is electronically transmitted to the designated address, location, or system in an executed electronically transmitted record. Such action shall be effective when the last director executes the consent, unless the consent specifies a later effective date.

***Section 8.** Telephone meetings. Members of the board of directors or a committee appointed by the board of directors may participate in a meeting of the board of directors or committee by means of a telephone conference of similar communications equipment that enables all persons participating in the meeting to hear each other during that meeting. Participation by such means shall constitute presence in person at a meeting.*

ARTICLE VII

Benefits and Duties of Members

Section 1. The Association will install, maintain, and operate a main distribution system pipeline or lines from the source of the water supply and service lines from the main distribution pipeline or lines to the property line of each member of the Association at which points designated as delivery points. The cost of the service line or lines from the main distribution pipeline or lines of the Association to the property line of each member shall be paid by the Association.

Section 2. The member shall install and maintain at the member's expense, a service line which shall begin at the point of delivery and extend to the place of use. The Association shall have exclusive right to use a cutoff valve. The member shall connect, at the member's expense, the service lines to the Association's distribution system and shall commence to use water from the system on the date the water is made available to the member of the Association.

Section 3. In the event the total water supply shall be insufficient to meet all of the needs of the members or in the event there is a shortage of water, the Association may prorate the water available among the various members on such basis as is deemed equitable by the board of directors, and may also prescribe a schedule of hours covering the use of water by particular members.

~~**Section 4.** The board of directors shall determine the flat annual rates to be charged each member; the amount of additional charges, if any, for additional water which may be~~

supplied the members; and the amount of penalty for late payments, and shall fix the date for the payment of such charges. All water fees are due and payable on or before May 15 of each year. The failure to pay water charges duly imposed shall result in the automatic imposition of the following penalties:

- ~~A. Nonpayment within thirty days from the due date will result in the water being shut off from the member's property without any notice thereof to such delinquent member. Upon the payment by the delinquent member of past due water charges, penalties thereon, and any reconnection charge, such member shall be entitled to resumption of the water supply. During the time of such suspension of water to a member, such member shall have the right to vote in the affairs of the Association.~~

AMENDMENT TO THE BYLAWS February 13, 2012

/s/ Dale Hice, Pres. and /s/ Lois Hale, Sec/Treas.

Section 4. The board of directors shall determine the flat annual rates to be charged each member; the amount of additional charges, if any, for additional water which may be supplied the members; and the amount of penalty for late payments, and shall fix the date for payment of such charges. All water fees are due and payable on or before May 15th of each year.

- A. Nonpayment within 30 days from the due date will result in the water being shut off from the member's property without any notice thereof to such delinquent member. Upon the payment by the delinquent member of past due water charges, penalties thereon, and any reconnection charge, such member shall be entitled to resumption of the water supply.*
- B. If a member is unable to pay water fees in full by May 15th, the member may petition the board of directors to establish a payment schedule. Under such payment schedule, fees shall be prorated such that all water fees will be paid in full by the last day of the irrigation season (October 15th).*
- 1. If a member fails to make payments according to the agreed-upon payment schedule, water will be shut off from the member's property without any notice thereof to such delinquent member. Member shall be entitled to resumption of the water supply upon payment in full of all delinquent and current fees.*

2. *If a member has a balance owing at the end of the irrigation season, water will not be supplied to the member the following season until such time as the delinquent fees and all current fees are paid in full.*

AMENDMENT TO THE BYLAWS February 3, 2016

/s/ Dale Hice, Pres. and /s/ Lois Hale, Sec/Treas.

3. *In addition to the remedies provided in Section 4.B.1 and 2 above, if a member has a balance owing for any delinquent water charges and penalties at the end of the irrigation season, the Association shall have a lien upon the member's property for the amount of such delinquent water charges and penalties, and the Association may file a lien with the Okanogan County Auditor evidencing such delinquent water charges and penalties. Such lien may be foreclosed by the Association in the same manner as provided in RCW 60.04.171, as amended, and in any such action, the court shall award the prevailing party in such lien foreclosure action, whether plaintiff or defendant, as part of the costs of the action, the monies paid for recording the claim of lien, costs of title report, bond costs, and attorney fees and necessary expenses incurred by the attorney in the Superior Court, Court of Appeals, Supreme Court or arbitration, a the court or arbitrator deems reasonable. The member's property against which a lien is enforced may be ordered sold by the court and proceeds deposited into the registry of the clerk of the court pending further determination respecting distribution of the proceeds of the sale.*

- B. *During the time of suspension of water to a member due to nonpayment of fees, such member shall have the right to vote in the affairs of the Association.*

Section 5. The board of directors shall be authorized to require each member to enter into a water users agreement which shall embody the principles set forth in the foregoing provisions of these bylaws.

Section 6. The board of directors has the right to ration water in the event of a drought or other water crisis. The board of directors has the right to levy such fees or fines such that it would be cost prohibitive for a member to abuse his fair share of water in times of crisis.

Section 7. The board of directors shall operate this corporation in a manner that allows connection fees to be used for capital improvements of the system or emergencies. The

connection fees shall not be used for what is considered normal operations and maintenance of the system.

ARTICLE VIII
Distribution of Surplus Funds

Section 1. It is not anticipated that there will be any surplus funds or net income to the Association at the end of the fiscal year after provisions are made for the payment of the expenses of operation and maintenance and the funding of the various reserves for depreciation, debt retirement, and other purposes, including those required by the terms of any borrowing transaction. The occurrence in subsequent fiscal years of surplus funds or net income above the requirements of the Association as above mentioned, including, if any, a reserve for improvements and extension of the facilities shall be taken into consideration by the board of directors in determining the water rates to be charged the members.

Section 2. Upon dissolution, after paying off all debts and obligations, members and former members will be entitled to receive their equitable share of all the proceeds remaining to the extent practicable as reflected by the records.

ARTICLE IX
Amendments

These bylaws may be repealed or amended by a vote of the majority of the members present at any regular meeting of the corporation, or at any special meeting of the corporation called for that purpose.

We certify that the foregoing bylaws were duly adopted by the members on February 5, 1996, that the same are in full force and effect and have not been amended.

Given under our hands this 5th day of February, 1996

/s/ Jeffrey A. Bailey
Sec/Treas

/s/ Tom Berschauer
President

AMENDMENT TO THE BYLAWS February 13, 2012
/s/ Dale Hice, Pres. and /s/ Lois Hale, Sec/Treas.

ARTICLE X
Committees

Section 1. Committees of members. The board of directors, by resolution adopted by a majority of the directors in office, may create among the members of the Association one or more committees and shall appoint the members thereof. Each such committee shall have two or more members, who shall serve at the pleasure of the board of directors. Such member committees may exercise the authority given to them by the board of directors, and may meet at such time and place as are necessary for the conducting of business of the member committee, and upon at least twenty-four's prior notice, either written or electronic, given to all members of such committee. If notice is provided by electronic transmission, it is effective to such members who have consented, in formal record, to receive electronically transmitted notices pursuant to RCW 24.03.009.