Hi everyone, here is our agenda for tomorrow's meeting. Please print this out and bring it with you. Also, please look through the By-Laws before the meeting (I've attached them again)--particularly Articles 4 and 5 outlining how Board members are elected, and the composition of the Board.

The Board made a few minor changes to the By-Laws last year (per 2.5.2007 meeting minutes), which I discovered have not been added to the attached By-Laws, and I was unable to append to the By-Laws for this email, but they are as follows:

3. We as a Board, voted to approve changing the quorum requirement at the Annual Meetings to be "the majority of the voting members present"(one vote per property) (see p. 4, Article IV, Section 6). So Article IV, Section 6, would read:"Quorum: A quorum shall be defined as a majority of the voting members present. (one vote per property)

We as a Board, voted to approve adding the phase "and/or e-mail" wherever the bylaws speak of doing something by mail. (see p.3, Article IV Section 4; p.4, Article IV, Section 8; p.5, Article V Section 6,; p. 7, Article VI, Section2).

To amend By-Laws, the current By-Laws states (page 10, Section XVI Amendments to By-Laws) in (2) "approval by a majority vote of the Board of Trustees with the President and Vice-President having equal voting rights." As this Board does not usually meet, I would propose the following change to this wording: "(2) approval by a majority of the Board of Trustees and the President and Vice-President of the Board of Directors, as communicated in writing by email or mail to the President of the Directors or his/her designee, and recorded in the minutes of the next Directors meeting."

Larry Lindberg requested through Jobin that the voting of the trustees on the By-Laws changes to be included in the minutes.

Trustees Barbara Evans, Larry Lindberg, and Leonard Wood sent their approval of these proposed changes by email. Hugh Hendrick and Dick Foweles did not reply. Rolf Nedelmann is unable to respond due to illness. Jobin voted in favor of the changes, thus making a majority of the Trustees in favor of the changes

We'll get these changes incorporated.

Here is our agenda for tomorrow:

RPOA Organizational Meeting for 2009 Boards
December 6th, 2008

1. Introductions
2. History of RPOA
3. Identifying issues of interest to the Rosario community
4. Structure of Board/frequency of meetings
5. Who is willing to serve in what capacity?
6. open membership for 2009/no dues?
7. draft email to 2007 members re announcement and approval of new Board
8. other topics?
9. next meeting

I've also attached possible wording for an email to the 2007 members regarding voting on the new Board. Please review it, print it and bring it with you as well.

BY-LAWS

ROSARIO PROPERTY OWNERS ASSOCIATION (RPOA)

Updated on June 03, 2002

Authors: Roy Blay and Rolf Nedelmann

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Leonard Wood
Kelly Lehr
Drew Vandenberg
Barbara Harris
Dick Hansen
Dean Stupke
Sherri Harpham
Walt Torbet
Roy Blay
Susana Sharp

Subject: Amendment to Bylaws

During the Board of Directors meeting yesterday, July 01, 2002, the following amendment of the RPOA Bylaws was approved unanimously. The amendment is effective immediately. Please maintain it on your file with your record copy of the RPOA Bylaws for use and reference.

QUOTE

ARTICLE V - Section 18: Representation of the Position of the RPOA on Rosario Community or San Juan County Matters: No Officer or Director, in his/her capacity as an Officer or Director, is to represent that the RPOA has taken a position on any matter, in writing, in a public forum, to a government entity, or in any manner which could be interpreted as being the official position of the RPOA, unless the content of the representation has been discussed and approved during an RPOA Board of Directors meeting by majority vote beforehand. This Section does not restrict Officers and Directors from expressing their personal opinions and positions, provided that they are clearly identified and expressed as a personal view, and provided further that there is no context in which the representation could be interpreted as having the approval of the RPOA, including by qualifying the presenter as an Officer or Director of the RPOA.

Any Officer or Director will be subject to censure, public disavowal by the Board of Directors, and/or removal from the Board of Directors, as may be appropriate to the circumstances, for misrepresenting the position of the Board of Directors.

UNQUOTE

This amendment is communicated to you in accordance with the decision of the Board of Directors yesterday.

Yours sincerely,

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BY-LAWS
of
ROSARIO PROPERTY OWNERS ASSOCIATION (RPOA)

Updated on June 03, 2002

ARTICLE I – Purpose

RPOA is a voluntary association of individual property owners within the plats that county maps collectively designate as "Rosario". RPOA serves to foster a sense of a Rosario Community, which embraces the neighborhoods of the several plats. RPOA further serves to address the interests of the Rosario community before San Juan County Government entities. RPOA's overriding mission is to foster the affairs of the community as a whole. RPOA shall have a Board of Directors that represents the mutual interests of paid RPOA members.

The Board of Directors of the RPOA generally strives to

(a) Represent and promote Rosario as a desirable community for home construction and repurchase, where property values represent a good investment with the view to the future;

(b) Offer advice and work with neighborhood homeowner groups formed to enforce neighborhood CC&Rs, to maintain roads, and for other neighborhood matters;

(c) Represent its members in devising appropriate structure for governance in the event this is required by future circumstances to address community infrastructure roads, water distribution, sewage disposal and ambiance; and

(d) Foster a sense of community through a periodic newsletter and through social events that are placed on an annual calendar.

ARTICLE II – Offices

The principle office of the corporation in the State of Washington shall be located in Eastsound, San Juan County. The corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall continuously maintain a registered office in the State of Washington,, as required by the Washington Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III – Members

Section 1: The corporation shall have two (2) classifications of members: Voting Members and Non-Voting Members.

(a) Voting Members are Rosario property owners with lots located approximately southwest of Olga Road and whose principal / initial access to their properties from Olga Road is via Rosario Road, Tomihi Drive, and/or Otters Lair Lane. Exhibit A of these By-Laws provides this geographical detail.

(b) Membership shall be on a family-unit basis, subject to the provision that each membership shall be entitled to only one vote.

(c) The terms "beneficial owner" and "family unit" shall have the meanings designated by the Board of Directors.

(d) Non-Voting Members are benefactors of the Association, who do not meet the stated qualifications and Rosario property ownership location criteria for Voting Members. While the association welcomes Non-Voting Members, with payment of dues they will receive the Association's periodic newsletter, and can attend meetings and RPOA social events. However, they are not allowed to vote on issues affecting Rosario properties, as herein defined, nor are Non-Voting Members eligible for membership on the Board of Directors.

Section 2: Election of Members: Owners of the lots referred to in Section 1 (a) above shall become a member in good standing upon payment of the annual dues.

Section 3: Voting Rights: Each member, as described in Section 1 (b), shall be entitled to one vote on each subject matter submitted to a vote of the members.

Section 4: Termination of Membership: The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. Default in the payment of dues for the period fixed in Article XIII of these By-Laws entails an automatic lapse of membership.

Section 5: Resignation: Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6: Reinstatement: Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7: Transfer of Membership: Membership in this corporation cannot be transferred or assigned. Qualification for Voting Membership is based upon the beneficial ownership of property in the platted areas described in this Article III. Disposition of beneficial ownership shall be grounds for termination of membership.

ARTICLE IV – Meetings of Members

Section 1: Annual Meeting: An annual meeting of the members shall be held in the fall (October, November) of each year for the purpose of electing directors and for the transaction of such other business as may become before the meeting. The Board of Directors shall determine the date, place and time of this annual meeting.

Section 2: Special Meetings: Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3: Place of Meetings: The Board of Directors may designate any place on Orcas Island, San Juan County, as the location for any annual meeting or for any special meeting called by the Board of Directors.

Section 4: Notice of Meetings: Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting. The meeting notice shall be delivered at the direction of the President, or the Secretary, or the person calling the meeting not less than ten (10), nor more than fifty (50) days before the date of such meeting. In the case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail with postage prepaid and addressed to the member at his/her address as it appears on the records of the Association,.

Section 5: Informal Action By Members: Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a formal meeting. However, such action requires a consent in

writing, setting forth the subject matter of the action, the action taken, and such written consent shall bear the signatures of two-thirds of the members entitled to vote.

Section 6: Quorum: The members holding one-quarter of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7: Proxies: At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8: Voting by Mail: Where directors are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors may determine.

ARTICLE V – Board of Directors/Officers

Section 1: General Powers: The affairs of the corporation shall be managed by its Board of Directors. Directors shall be Voting Members of the Association in good standing.

Section 2: Number and Tenure: Directors are nominated at each Annual Meeting conducted by the President of the Association. The number of directors shall not be less than five (5) nor more than nine (9). With the exception of the Vice-President, Directors are elected for a one-year term of office. The Vice President of one year shall automatically move to serve as President during the following year. A director or directors on the board during one year may be re-elected to serve during the following year.

Section 3: Procedure: Presided over by the President, the Directors elected at the Annual Meeting are essentially without title or position, although these may have been suggested at the meeting. The existing or extant titleholders shall continue in their roles until the next meeting of the Board of Directors. This shall be convened by the new President as soon as possible after the Annual Meeting. At this Board of Directors meeting the titles and positions of the new Directors, and those in other "support roles" will be formally established. Any advice and/or records shall be passed on to the new from the old Board. The new President may use the intervening period between the Annual Meeting and the first Board of Directors meeting to choose his/her new team and/or solicit additional volunteers as may be required.

Section 4: Titles and Responsibilities: All Directors will vote collectively and will have an equal vote. The Officers of the corporation shall be a President, Vice-President, Treasurer, and Secretary. All Directors shall have the protection of appropriate liability

insurance carried by RPOA at RPOA's expense. Other Directors, all with equal voting rights, include the Newsletter Editor, Assistant Treasurer, Assistant Secretary, Activities Chairman, and Rosario Mansion Liaison.

Other participants, generally in advisory and support roles, include Rosario Mansion Liaison, Rosario Marina Liaison, Utilities (Water) Liaison, CC&R Chairman, and Assistants to the Activities Chairman.

Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5: Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Washington, as the place for holding any special meeting of the Board of Directors called by them.

Section 6: Notice: Notice of any special meeting of the Board of Directors shall be given at least ten (10) days in advance in writing delivered personally or by mail or E-mail to each director at his/her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 7: Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the event that less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8: Manner of Acting: The act of a majority of the directors attending a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 9: Vacancies: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors for the unexpired term of the predecessor.

Section 10: Compensation: Directors shall not receive any stated salary for their service, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance or each regular or special meeting of

the Board of Directors. Nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such other service.

Section 11: Informal Action By Directors: Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting. However, such action requires a written consent, setting forth the action so taken, and two-thirds of directors shall sign the consent.

Section 12: Removal: Any officer elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever, in its judgement, the best interests of the Association would be served by such action. This provision notwithstanding, any director, who has not physically attended three (3) consecutive Board of Directors meetings, shall be automatically deemed to have caused a vacancy in the Board of Directors (see Section 9 of this Article V).

Section 13: President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the association. He (or other Officer, by proxy) shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Association. In general, the President shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 14: Vice-President: In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President. When acting in this manner, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. Any vice-president shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 15: Treasurer: The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks or other depositories selected as provided in ARTICLE IX of these By-Laws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 16: Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of the By-Laws or as

required by law; be custodian of the Association's records and 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 seal is duly authorized as provide in these By-Laws; and keep the register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 17: Assistant Treasurers and Assistant Secretaries: The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or the President or the Board of Directors.

ARTICLE VI – RPOA Newsletter

Section 1: Purpose: The RPOA Newsletter serves as an important communications instrument of the corporation to keep members currently up-to-date on the activities of the Association and on news related to their properties. The newsletter particularly serves those members of the Association who own undeveloped property in the RPOA area and who live off-island. The RPOA Newsletter is usually issued three (3) times during the year, nominally during March, June, and October, just prior to RPOA social events, including the Annual Meeting in November.

Section 2: Distribution: The RPOA Newsletter shall be distributed by mail. The March and June issues shall be mailed to paid-up members only. The October issue, published just prior to the Annual Meeting, shall be mailed to all paid-up and potential RPOA members. The October issue shall include a request for membership renewal, new memberships, and payment of dues, and will include stamped and addressed envelopes to facilitate these requests.

ARTICLE VII – Board of Trustees

Section 1: Purpose: The Board of Trustees serves to facilitate general continuity of purpose and programs from one year's Board of Directors to another and throughout our several Boards of Directors over time. The Board of Trustees serves primarily as an experienced resource for advice and counsel to the President and Vice-President on any issue where such advice and counsel is sought.

Section 2: Membership: Past Presidents of the RPOA become members of the Board of Trustees automatically as their term expires at the end of their service year as President, unless opposed by a vote of two-thirds of the members of the Board of Directors. Others may be elected to be a member of the Board of Trustees by a majority vote of the Board of Directors, provided the member so elected has had a minimum of two (2) years of prior service as an Officer of the RPOA Board of Directors. Any member of the Board of Trustees may be terminated at any time by a two-thirds vote of

the Board of Directors. Such termination shall not preclude the possibility of subsequent reinstatement by a majority vote of the Board of Directors.

Section 3: Meetings: The Board of Trustees shall have one established meeting combined with the Board of Directors, just prior to the Annual Meeting during November of each year, primarily to discuss possible candidates for the next following Board of Directors. The President, Vice-President, or their designee may seek other special meeting(s) with the Board of Trustees. Such other meetings serve to review and discuss a specific matter or issue. The President and Vice-President shall have equal voting privileges with the Trustees.

Section 4: Tenure: A trustee may serve for as long as he/she is willing and able to do so. If elected, a trustee may serve simultaneously on the Board of Directors, there being no conflict of interest.

Section 5: Communications: The Board of Directors shall send to each Trustee a copy of the minutes of each Board of Directors meeting, including the Treasurer's report, within two (2) weeks following each meeting.

Section 6: Special Responsibilities: A Trustee may be asked to volunteer for temporary service on the Board of Directors if a vacancy should arise and if the President or Vice-President deem such action advisable. Also, any financial involvement by the RPOA that exceeds one-quarter of its funds shall require prior approval by the Board of Trustees, with the President and Vice-President participating with equal voting rights. Changes and/or amendments to these By-Laws shall have the approval of the Board of Trustees, as provided in ARTICLE XVI.

ARTICLE VIII – Committees

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees. Each committee shall undertake duties or assignments on behalf of the Board of Directors to the extent provided in the resolution. However, such appointed committee(s) shall be informal and shall not exercise the authority of the Board of Directors in the management of the corporation.

ARTICLE IX – Contracts, Checks, Deposits and Funds

Section 1: Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by the By-Laws to enter into any contract or 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.

Section 2: Checks, Drafts, Etc.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by an authorized officer or agent of the Association, provided that the sum is not an unusual, unauthorized payment. Unusual and previously unauthorized payments shall require the signature of the Treasurer or Assistant Treasurer and one additional authorized officer or agent.

Section 3: Deposits: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select.

Section 4: Gifts: The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequests of devise for the general purposes or for any special purpose of the Association.

ARTICLE X – Certificates of Membership

The Board of Directors may provide for the issue of identification cards evidencing membership in the Association, which cards shall be in such form as the Board of Directors may determine. It is anticipated that Rosario Resort management will recognize such RPOA Membership cards, with validation dates extending for one (1) year, for special privileges.

ARTICLE XI – Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board of Directors and shall keep, at the registered or principle office, a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII – Fiscal Year

The fiscal year of the corporation shall begin in the first day of January and end on the last day of December in each year.

ARTICLE XIII – Dues

Section 1: Annual Dues: The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members

Section 2: Payment of Dues: Dues shall be payable in advance on the first day of November for the following fiscal year. Dues of new members may, at the discretion of the Board of Directors, be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Association.

Section 3: Default and Termination of Membership: When a member of any classification shall be in default in the payment of dues for a period of thirty (30) days from the beginning of the fiscal year or period for which such dues become payable, his/her membership is automatically terminated. Notwithstanding the foregoing, no member in default in payment of dues shall be entitled to vote at any annual or special meeting of the members.

ARTICLE XIV – Seal

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal 1971".

ARTICLE XV – Waiver of Notice

Whenever any notice is required to be given under the provisions of the Washington Nonprofit Corporation Act or under the provisions of the Article of Incorporation or the By-Laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI – Amendments to By-Laws

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted, subject to two requirements: (1) approval by a majority of the Directors present at any regular meeting or at any special meeting, if at least five days written notice is given of the intention to alter, amend or repeal or to adopt new By-Laws at such meeting; and (2) approval by a majority vote of the Board of Trustees with the President and Vice-President having equal voting rights.

Attached Exhibit A is made an integral part of these By-Laws

This is the end of this page. Signature page follows

Originals signed as follows:

DATED this 3rd day of June, 2002

Directors:

1. Signature __Hugh Hendrick, President_____ print _____
2. Signature __Rolf Nedelmann, V.P._____ print _____
3. Signature __Susan Sharp_____print _____
4. Signature __Barbara Harris_____print _____
5. Signature __Roy A. Blay_____print _____
6. Signature __Andrew L. Vandenburg_____print _____
7. Signature __Richard A. Hansen_____print _____