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MOUNTAIN RIVER TRAILS CAMPING ASSOCIATION **BY - LAWS**

(Updated July 25, 2026)

BY-LAWS AMENDMENTS AND ADDITIONS

Section 1: Amendments and additions to these By-Laws may be made at a Semi-Annual, Annual, or special meeting called by the Board of Directors for such purpose. Notice must be given to the membership thirty (30) days prior to a meeting at which it is to be voted upon. Notice must be given in the agenda sent to the membership or in an agenda of a special meeting called by the Board of Directors for such purpose.

Section 2: In any notice of change to a By-Law, said By-Law to be changed must be quoted verbatim and any revision or addition to said By-Law must be stated.

Section 3: Members who are not able to vote in person may request and receive an absentee ballot, with the By-Law change being voted upon, quoted verbatim. Absentee Ballots may be submitted by mail or secure electronic transmission as authorized by these By-Laws. Ballots not submitted electronically must be returned one working day prior to the voting date. (revised July 25, 2026).

Section 4: Any By-Law or Restriction of Facilities change must be approved by majority vote of the membership voting in person and by absentee ballot. The date of any approved By-Law or Restriction of Facilities change must be included in the amended By-Law or Restriction of Facilities. and remain forever as a reference as RCW's (revised April 26, 2025)

Section 5: Any proposed amendment or addition to these By-Laws will be given to the By-Laws Committee for the purpose of proper wording. The proposal will also be checked to avoid conflict with other sections of the By-Laws and Restrictions of Facilities, and/or violation of current federal, state, and local laws, rules, and regulations. No more than two (2) proposed changes to these By-Laws and/or the Restrictions of Facilities may be submitted for consideration at anyone meeting, per membership. Once submitted, and upon passage by the membership, the proposal will immediately be placed into the By-Laws. Such proposed amendments or additions shall be submitted by February first and May first respectively, to assure consideration at the April Semi-Annual and July Annual meeting. By-Laws Committee shall be appointed by the Board of Directors and shall have no less than four (4) members. No officer or member of the Board of Directors shall be appointed to said By - Laws Committee. By - Laws Committee shall select from its members, a Chairperson for the Committee.

Section 6: When a matter is submitted to the membership for vote, the Association may provide a method for members to vote by secure electronic ballot, in addition to voting in person and by absentee ballot. Electronic voting shall be available only to members in good standing who are entitled to vote. Each membership is entitled to one (1) vote. Notice of any vote conducted with an electronic ballot option shall include the exact text of the proposal, voting instructions, and voting deadline, consistent with current notice requirements. Reasonable measures shall be used to verify voter identity and voting authority. Electronic ballots shall be retained as Association records. (Created May 16, 2026)

Section 7: Automatic Legal Conformance (Self-Executing Compliance)

These By-Laws, Restrictions of Facilities, rules, and operating procedures of Mountain River Trails Camping Association (MRTCA) are intended to comply at all times with all applicable federal, state, and local laws, statutes, codes, rules, and regulations.

In the event any change in federal, state, or local law requires modification of these By-Laws, Restrictions of Facilities, or campground rules in order for MRTCA to remain lawful, such documents shall be automatically deemed amended to the minimum extent necessary to achieve compliance, without further membership vote, meeting, or amendment procedure.

The Board of Directors is authorized to implement, publish, and enforce any such legally required changes. This authority is strictly limited to changes required for legal compliance and shall not be used to enact discretionary policy changes unrelated to a legal requirement.

The Board shall provide notice to the membership of any automatic legal conformance change as soon as reasonably practicable, including a summary of the legal basis for the change and the effective date. (created May 16, 2026)

MEMBERSHIP

Section 1: The membership of Mountain River Trails Camping Association shall consist of those persons qualified and accepted as members of the Association. Qualified members have annual dues, assessments, and fees paid and are not in debt for any reason to MRTCA. Membership shall not be denied because of race, creed, color, or religion.

Section 2: The Board of Directors of the Association shall hold two (2) meetings of the membership a year. A Semi-Annual meeting shall be held on the fourth Saturday of April each year and an Annual meeting will be held on the fourth Saturday of July, in the same year. Special meetings of the membership may be called at the discretion of the Board of Directors.

Section 3: The Board of Directors will furnish the membership with an agenda of the items of business to be presented, thirty (30) days prior to the above stated meetings. Members wishing to present items of business may do so by submitting an item of business in writing, to the Board of Directors forty-five (45) days prior to the meeting to which it is to be presented.

Section 4: At any meeting of the membership of the Association, memberships represented in person and absentee ballot holding one-tenth (1/10) of the votes entitled to be cast shall constitute a quorum. (RCW 24.03.090)

Section 5: Each qualified member in good standing, so represented in person or by absentee ballot, shall be entitled to vote. Qualified members shall be entitled to cast one (1) vote per membership, but no more than one vote shall be cast per membership, regardless of the number of owners thereof. (RCW 24.03.085 and Articles of Inc.)

Section 6: A majority of the votes entitled to be cast by the membership so represented at any meeting of which a quorum is present, shall be necessary for the adoption of any matter voted upon by the membership, unless a greater or lesser number or alternative method is required by law or by these By-Laws.

Section 7: Members voting in person at any meeting, of which any matter is being voted upon, shall vote by written ballot or placard. Electronic ballots authorized under these By-Laws are also permitted. Voice voting will not be allowed. (Revised May 16, 2026).

Section 8: Any qualified member in good standing of the Association shall not be denied their right to use their campsite, unless in debt to MRTCA for any reason. Members in default with this Association for any reason cannot register as a guest of a member nor have use of the campgrounds.

Section 9: At the time of dissolution of this Association, only qualified members will be entitled to any type of established compensation at the time of said dissolution.

REGULAR MEMBERSHIP REVOCATION OR REMOVAL OF DIRECTORS

Section 1: Any member of the Association may have their membership revoked for violation of these By-Laws or state laws. Notice of such action, and a reason, must be given to the member ten (10) days prior to any meeting in which action is to be taken. Any member has the right of appeal, before the membership, at any meeting in which said action is brought. A 2/3 affirmative vote of all ballots cast by the memberships with voting rights is required to revoke a membership.

MANAGEMENT

Section 1: The business and property of Mountain River Trails Camping Association shall be managed by a Board of Directors. Said Board shall have no less than five (5) or more than nine (9) directors. The Board of Directors shall be members of the Association who are qualified and in good standing. (RCW 24.03.100) (revised July 26, 2025)

Subsection 1(a): (Temporary Provision – Effective July 26, 2025) On or after July 26, 2025, the then-current members of the Board of Directors may appoint two (2) additional directors from among the membership who are qualified and in good standing. Each appointed director shall serve a term of one (1) year.

At the 2026 Annual Meeting, these two new director positions shall be subject to election by the membership. One position shall be elected for a one (1) year term (to align with future odd-year election cycles), and the second position shall be elected for a two (2) year term (to align with future even-year election cycles).

This Subsection 1(a) shall expire and be automatically removed from the By-Laws following the election of directors at the 2026 Annual Meeting, as it will no longer be applicable. (created July 26, 2025)

Section 2: The Directors of the Association shall be elected by a plurality vote of the membership, in person and requested absentee ballot, at the Annual meeting of the Association. Ballots shall be counted in the clubhouse meeting room in front of all members wishing to be present.

Section 3: Within a reasonable time after an election of members to the Board, the Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer. (RCW 24.03.125)

Section 4: The term of office of the Directors of the Association shall be for two (2) years. Four (4) members of the Board of Directors shall be elected in even years, and the other five (5) members of the Board shall be elected in odd years. Only one person from a family (including but not limited to spouse, son, daughter, sibling, and/or in-law), a membership, or joint membership may serve on the Board of Directors simultaneously. (revised July 26, 2025)

Section 5: The Board of Directors of the Association will hold a board meeting on the third Saturday of each month, from March through October, except during April and July when the meeting will be the fourth Saturday. Special meetings may be called by the Board when deemed necessary for the competent management of the business and property of the Association. All Association Meetings will be conducted according to Roberts Rules of Parliamentary Procedure. It shall be a specific duty of the Vice-President, or its designee, at every meeting, to enforce this requirement, and to assure that a copy of Roberts Rules is available for reference at every meeting. A draft of meeting minutes for Monthly Board Meetings and any Special Meetings shall be published on the Association Website within two weeks of the meeting. The draft shall contain all relevant information to make it clear what was discussed. To facilitate this, all persons speaking at Association Annual, Semi-Annual, and Regular Board Meetings, and at any Special Board Meetings, shall be required to use the microphone. It shall be a specific duty of the Vice-President, or its designee, at every meeting, to enforce this requirement.

Section 6: Any officer of the Board of Directors, who is replaced, is asked to attend two (2) meetings of the Board of Directors following the meeting at which they are replaced for a smooth transition of business to the newly elected members of the Board.

Section 7: Each member of the Board of Directors shall possess one (1) vote in matters coming before the Board. All voting at meetings of the Board of Directors shall be by each member in person, and voting by proxy or absentee ballot shall not be allowed. Five (5) members if there are eight (8) or nine (9) directors, four (4) members if there are six (6) or seven (7) directors, and three (3) members if there are five (5) Directors, shall constitute a quorum. A quorum must be present to conduct the business of the Association. (revised July 26, 2025)

Section 8: Officers or Directors may be removed from office according to RCW 24.03.103 paragraph 1.

Section 9: Unexcused absence from two (2) consecutive meetings of the Board of Directors shall be due cause for removal of a Director, by the Board of Directors.

Section 10: Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal shall be filled by an appointee from the membership, by the Board of Directors. An appointee can only be seated if he or she receives a majority vote of the remaining members of the Board of Directors. The appointee will only serve the unexpired term of the Board member he or she is appointed to fill. (RCW 24.03.105)

Section 11: The Board of Directors will appoint a Territorial Representative for each territory. The Territorial Representative will choose from his/her area an Alternate Representative. The name of the Alternate will be submitted to the Board of Directors for a matter of record. The Board of Directors retains the right to remove both the Territorial Representative and Alternate for just cause. In case of death, resignation, or removal, the Board of Directors will appoint new Representatives.

Section 12: The Territorial Representative shall represent their respective territories and shall act as liaison between the members of their territories and the Board of Directors. They are invited to attend Board meetings but shall be non-voting.

Section 13: The Board of Directors will hire a caretaking staff. Employees of the Association are considered non-dues paying members, without vote, and are entitled to all other considerations as members except membership on the Board of Directors. The duties of the caretakers shall be specified in writing by the Board of Directors at the time of employment, and at each contract renewal.

Section 14: Board of Directors and/or Association members may serve as substitute caretakers to allow caretaking staff to have vacations or emergency leave, or in any situation deemed necessary by the Board of Directors. Wages for the substitute caretakers will be paid at the current state minimum wage.

Section 15: Each corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following documents in the form of a record:

- (1) Current articles and bylaws;
 - (2) A list of members, including names, addresses, and classes of membership, if any;
 - (3) Correct and adequate statements of accounts and finances;
 - (4) A list of officers' and directors' names and addresses;
 - (5) Minutes of the proceedings of the members, if any, the board, and any minutes which may be maintained by committees of the board.
- The corporate records shall be open at any reasonable time to inspection by any member of more than three months standing or a representative of more than five percent of the membership.
 - Cost of inspecting or copying shall be borne by such member except for costs for copies of articles 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.
 - The superior court of the corporation's or such member's residence may order inspection and may appoint independent inspectors. Such member shall pay inspection costs unless the court orders otherwise. (RCW 24.03.135)
 - The above listed documents must be requested and picked up, through current procedures in place at the time, at the main office at the park, Located at:
 - 1000 Mountain River Trails Rd
 - Cle Elum WA. 98922.

Section 16: No loans shall be made by the Association to its Directors or Officers. The Directors of the Association who vote for or assent to the making of a loan to a Director or Officer, participating in the making of such loan, shall be jointly and severally liable to the Association for the amount of such loan until the repayment thereof. (RCW 24.03.140)

Section 17: No commission shall be paid by the Association to its Directors, Officers, Members, or Employees for the sale or resale of any asset of the Association, including memberships. (RCW 24.03.005 Paragraph 3)

Section 18: Member committees shall be allowed under the following guidelines.

- The Board of Directors will appoint each member of any member committee and may remove any or all for just cause.
- The authority and operating procedures shall be determined by the Board of Directors and announced at the Board meeting following any creation of a member committee for the purpose of being recorded in the minutes.
- Any committee may be completely dissolved by a majority vote of the Board of Directors.

- Each member committee created by the Board will choose from its members a chairperson who will report at each monthly board meeting. Reports may be submitted in writing or in person.
- Lack of a report from any committee for 2 meetings will be grounds for automatic removal.
- No fundraising will be allowed for any member committee appointed by the Board of Directors without a majority vote of the Board of Directors.
- The process for holding any fundraising money shall be set by the Board of Directors.

Section 19: The Directors shall create and maintain written policies outlining how basic reoccurring or routine procedures are handled. This will include, but is not limited to: membership repossessions and revocations, member use of MRTCA assets including backhoe and other vehicles, review board procedures, document requests, etc. These procedures will not be considered By-Laws or Restrictions of Facilities but general operating procedures to ensure continuity. They can be edited or changed as needed by the majority vote of the directors at any time. Copies shall be available in the office for any member.

DUTIES OF THE OFFICERS

Section 1: President: The President of the Board of Directors shall supervise all activities of the Association. The President shall execute all instruments in its behalf, preside at all meetings of the Board of Directors and of the membership of the Association, call such meetings of the membership as shall be deemed necessary other than the Annual and Semi-Annual meetings of the membership, and perform such other duties usually inherent in such office.

Section 2: Vice-President: The Vice-President of the Board of Directors shall act as President in his absence and perform such other acts as the President may direct.

Section 3: Secretary: It shall be the duty of the Secretary of the Board of Directors to keep all records of the Board of Directors and of the Association, and to perform such other activities as the President may direct.

Section 4: Treasurer: The Treasurer shall review and be kept accountable for all funds belonging to the Association. Check the payments of all obligations incurred by the Association when payment is authorized by the Board of Directors. Check bank accounts in depositories designated by the Board of Directors and render tangible medium monthly financial reports January through December. All monthly financial reports will be based from the first day of each month to the last day of each month and must be provided, to the members, the following month as described below. From March through October, financial reports must be available in the office at least 48 hours prior to each monthly meeting. From November through February when there are no meetings, financial reports must be made available in the office by the end of each month. The monthly financial profit/loss reports must include:

- All expenses and income for the month
- All expenses and income for year to date
- The approved line budgeted amounts
- A starting balance for the first day of each month
- The ending balance on the last day of each month for all individual accounts such as checking, savings, backhoe etc., and any other individual accounts that may be created in the future.

GENERAL MEMBERSHIP PROVISIONS

Section 1: Annual membership dues are \$800.00 per membership beginning January 1, 2026. The dues collected will be used for the actual expenses of the Association. (revised 04/26/2025)

Section 2: Dues, assessments, and fees are payable February 1. Beginning March 1 of each year, a \$50 late fee charge per month will be assessed to unpaid dues and assessments, and the member will be denied use of the campground. If the member has not paid the dues and assessments by April 1, of the same year, a notice will be sent for the amount of dues and assessments owed. If the member fails to respond, a notice will be sent by certified mail, on May 1, warning of intent to repossess the membership. If a member still fails to respond, said membership will be repossessed on June 1. Any costs incurred by the Association in connection with the collection of delinquent dues, assessments, and fees will be borne by the member. All other financial obligations to MRTCA are due within one month, or the member will be denied use of the campground. (revised July 25, 2026)

Section 3: Members on retirement or disability income may petition the Board of Directors, no later than December 15, to make quarterly dues payments on February 1, April 1, July 1, and October 1. Once a member's petition has been approved, the member may continue to make quarterly dues payments for any subsequent years. There will be a \$3.00 service charge per quarter. There will also be a \$50.00 late fee per quarter for any payment received five (5) days after February 1, April 1, July 1, or October 1. Failure to pay dues and fees in a timely manner, pursuant to Section 2, may result in repossession.

Section 4: Any indebtedness or liability, direct or contingent, other than necessary expenditures, must be authorized by an affirmative vote of the majority of the members, voting in person and absentee ballot.

Section 5: The total indebtedness shall not exceed the authorized expenses, except that additional amounts may be authorized by two-thirds (2/3) affirmative vote of the membership voting in person and absentee ballot, at any meeting called for such purpose.

Section 6: Regular Association Memberships current on all dues, assessments, and fees are fully transferable and assignable at the option of the member, subject to the following requirements. Any membership to be sold or transferred must first have the boundary of said membership checked and staked, if necessary, to verify lot size before any sale or transfer is to be final. The Board of Directors shall conduct the said measurements and verification. The decision of the Board of Directors shall be final. All membership sales, whether by MRTCA or private member, must be approved by the Board of Directors before the sale is considered final. The New Member Application will include authorization by the Applicant for the Board of Directors to conduct a background check, including but not limited to a WSP Report, and proof of permanent physical residence must be provided. The Board of Directors may at its discretion establish a reasonable, non-refundable, membership application fee to help defray the cost of background checks and other related expenses. Upon Application review and approval, the sale may be consummated, and new membership established. The guidelines for sales and transfers are available in the MRT Caretaker's office. As of July 1991, no more than three people's names may appear on the Membership Certificate, and certificates issued prior to this date may remain as written. Regular Association Membership cannot be transferred and/or assigned to any organization, association, or fraternity. Regular memberships are inseparably connected with and allowed the use, possession, and control of a designated site. Signatures of members must be on file as they appear on the certificates. Members must maintain their current mailing address and e-mail address on file at the MRTCA office. (revised 04/26/2025)

Section 7: Memberships forfeited or turned over to this Association will be resold for cash only by the Board of Directors. All sales will be approved by a majority vote of the Board. The Board of Directors will make necessary determination of property abandoned on said membership prior to resale. Should a dispute arise, it shall be submitted to Judicial Dispute Resolution LLC for final determination. The prevailing party shall be entitled to attorney fees and costs, and entity's determination shall be final.

Section 8: The Board of Directors may not impose any new fees, or other monetary charges, nor increase existing fees or other monetary charges more than 10% in a calendar year, without approval by a vote of the membership. Members must receive at least 30 days' notice of any proposed fee or other monetary charge, or increase, including the purpose and amount. The Board of Directors may not impose any new assessments, nor increase existing assessments, without approval by a vote of the membership. In an emergency affecting safety or essential operations, the Board may impose a temporary assessment, which must be approved by the membership within 60 days, or it expires. (revised July 25, 2026)

Section 9: This section is no longer valid and has been deleted by membership.

Section 10: Members must maintain their current mailing address and current email address on file at the MRTCA office. All notices from MRTCA to the General Membership may be provided electronically to the address on file at MRTCA, except in circumstances when an alternative method of notice is required by law or in these By-Laws. (created 04/26/2025)

Section 11: Annual Assessment of \$400.00 per membership, in addition to the annual dues, for 2025, 2026, and 2027, is due on February 1 of each year, but can be paid early to pay down and thus reduce interest on our Kittitas County Abatement Fee loan. These funds are to pay for the loan obtained to pay Kittitas County Abatement Fees. (created 04/26/2025)