

Return Address:
Woodfield Estates Homeowners Association
2501 Woodfield Loop SE
Olympia WA 98501

Document Title:

BYLAWS OF WOODFIELD ESTATES HOMEOWNERS' ASSOCIATION

Reference Number of related documents:

9106060070 (Covenants) 9205070180 (Articles of Incorporation)

Grantor:

Woodfield Estates Homeowners' Association

Grantee:

Public

Legal Description:

Government Lot Two, Section 19, Township 18 North, Range 1 West, W.M., except the south 5 acres thereof and except roads.

Together with Second Class Shorelands, as conveyed by the State of Washington, situate in front of, adjacent to, or abutting thereon.

Assessor's Property Tax Parcel Account Numbers:

84630000000, 84630000100, 84630000200, 84630000300, 84630000400, 84630000500, 84630000600,
84630000700, 84630000800, 84630000900, 84630001000, 84630001100, 84630001200, 84630001300,
84630001400, 84630001500, 84630001600, 84630001700, 84630001800, 84630001900, 84630002000,
84630002100, 84630002200, 84630002300, 84630002400, 84630002500, 84630002600, 84630002700,
84630002800, 84630002900, 84630003000, 84630003100, 84630003200, 84630003300, 84630003400,
84630003500, 84630003600, 84630003700, 84630003800, 84630003900, 84630004000, 84630004100,
84630004200, 84630004300, 84630004400, 84630004500, 84630004600, 84630004700, 84630004800,
84630004900, 84630005000, 84630005100, 84630005200, 84630005300, 84630005400, 84630005500,
84630005600, 84630005700, 84630005800, 84630005900, 84630006000, 84630006100, 84630006200,
84630006300, 84630006400, 84630006500, 84630006600, 84630006700

BYLAWS OF WOODFIELD ESTATES HOMEOWNERS' ASSOCIATION

ARTICLE 1 PURPOSES

Section 1. This corporation shall be conducted as a non-profit maintenance corporation for the purposes set forth in the Articles of Incorporation and Declaration for the area situated in Thurston County, Washington, and more particularly described as follows:

Government Lot Two, Section 19, Township 18 North, Range 1 West, W.M., except the south 5 acres thereof and except roads.

Together with Second Class Shorelands, as conveyed by the State of Washington, situate in front of, adjacent to, or abutting thereon.

Section 2. The corporation shall have power to levy and collect assessments against its members, against the tract owned or purchased by them for the purposes in its Articles of Incorporation, Declaration of Covenants, conditions and restrictions (herein Declaration) and these Bylaws set forth, and to sell or forfeit their interest in the corporation for default with respect to any lawful provisions of said Articles of Incorporation, Declaration, and upon forfeiture of any such property as by law and in these Bylaws provided may transfer the membership of such members.

ARTICLE II MEMBERSHIP

Section 1. The corporation shall at all times hereafter be a joint and mutual association of all persons who are admitted to membership in accordance with these Bylaws and who shall be owners or purchasers of a lot or lots in the Plat of Woodfield Estates, Lots 1 through 67.

Section 2. There shall be one and only one class of memberships.

Section 3. Membership and certificates evidencing the same shall be inseparably appurtenant to lots owned by the members, and upon transfer of ownership or contract for sale of any such lot or lots, membership and certificates of membership shall ipso facto be deemed to be transferred to the grantee or contract purchaser. No membership or certificate of membership may be transferred, assigned or conveyed in any manner other than in the manner herein set forth. In the event of the death of a member, the membership or certificate of membership of such deceased member shall become the property of the person representative of such deceased member upon

appointment and qualification as such in a judicial proceeding and such personal representatives shall have all the rights, privileges, and liabilities of such member until title shall be transferred or contracted to be transferred.

Section 4. The interest of each membership in the corporation shall be determined according to the Articles of Incorporation and the Declaration.

Section 5. The voting rights of each member shall be determined according to the Articles of Incorporation and the Declaration.

Section 6. No membership shall be forfeited nor shall any member be expelled except upon foreclosure for non-payment of assessments, and no member may withdraw except upon transfer of title to the real property to which membership is appurtenant, as elsewhere herein provided. No compensation shall be paid by the corporation upon any transfer of membership, and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the corporation when and if it should be dissolved.

ARTICLE III DISSOLUTION

In the event of the dissolution of the corporation, each person who is then a member shall receive a pro-rata proportion of the property and assets after all of its debts have been paid.

ARTICLE IV DIRECTORS AND OFFICERS

Section 1. Corporate powers of the corporation shall be vested in a Board of Directors. The number of directors who shall manage the affairs of the corporation shall be five.

Section 2. The term of office for the Board members shall be three (3) years, and elections shall be held in a manner that preserves staggered terms. Board positions one (1) and two (2) shall be elected at every third annual meeting beginning in the year 2019. Board positions three (3) and four (4) shall be elected at every third annual meeting beginning in the year 2020. Board position five (5) shall be elected at every third annual meeting beginning in the year 2021.

Section 3. Each director shall be a member who shall not have lost the right to vote by reason of having disposed of land to which membership is appurtenant.

Section 4. In the event a director ceases to be the owner of the land to which membership is appurtenant, or of a contract for the purchase thereof, that person shall thereby cease to be a director, and the office shall become vacant upon written notification of the Board of Directors.

Section 5. At the first meeting of the Board of Directors after each annual meeting of the members, the Board of Directors shall elect a president, vice-president, secretary, and treasurer.

Any two of the offices of vice-president, secretary, and treasurer may be combined by the Board of Directors. The board may also at any time appoint an executive secretary and/or assistant treasurer. Officers of the corporation so elected shall hold office for the term of one year or until their successors are qualified.

Section 6. No director or officer, except the executive secretary, and/or the assistant secretary, and/or the assistant treasurer shall receive any salary or compensation from the corporation.

Section 7. Any vacancy occurring in the Board of Directors shall be filled by appointment by a majority of the remaining directors. The person so appointed shall hold office until the next annual or adjourned annual meeting of the members of the corporation, at which meeting the vacancies for the remainder of the original term, if any, shall be filled by election by the members in the regular manner.

ARTICLE V MEETINGS

Section 1. The annual meeting of the Association shall be held once each year in October, starting in the year 2020, with the time and location to be determined by the Board of Directors. Notice thereof shall be given by the secretary by mailing notice to each member not less than thirty (30) days prior to the date of the meeting.”

Section 2. Special meetings of the members may be called at any time by the president, or a majority of the Board of Directors, or by members representing thirty per cent of the lots within the jurisdiction of the corporation. Notice of special meeting, stating the object thereof, shall be given by the secretary by mailing such notice to each member not less than five (5) days prior to the date on which such meeting is to be held.

Section 3. At all annual and special meetings of the members, twelve per cent of all of the members of the corporation shall constitute a quorum for the transaction of business. Each single membership shall be entitled to one vote, and multiple memberships shall be entitled to one vote per lot owned, and they shall be similarly counted to determine the presence of a quorum.

Section 4. Special meetings of the Board of Directors shall be called at any time by the secretary on order of the president or of a majority of the Board of Directors. The secretary shall give each director notice, in person, or by mail, or by telephone, of all regular and special meetings at least one (1) day prior thereto.

Section 5. A member may exercise the right to vote by proxy.

ARTICLE VI
POWER AND DUTIES OF DIRECTORS

Section 1. Subject to limitations in the Articles of Incorporation, these Bylaws, and the laws of the State of Washington, all powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, and subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

Subsection 1. To select and remove all the officers, agents, and employees of the corporation, to prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, the Declaration, or these Bylaws, to fix their compensation, and to require from them security for faithful service.

Subsection 2. To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation, the Declaration, or these Bylaws, as they may deem best.

Subsection 3. To issue certificates of membership only to the owners or purchasers of tracts herein before described, subject to such condition or terms as provided in the Articles of Incorporation, the Declaration, and these Bylaws.

Subsection 4. To charge and/or assess the several parcels of land and the owners thereof, as herein more particularly set forth.

Subsection 5. To cause to be kept a complete record of all minutes and acts and to present a full statement to the regular annual meeting of the members showing in full detail the condition of the affairs of the corporation.

ARTICLE VII
DUTIES OF OFFICERS

Section 1. **PRESIDENT.** The president shall preside at all meetings of the directors and members; shall sign as President all certificates of membership and all contracts or other instruments in writing authorized by the Board of Directors; shall call special meetings of the directors or of the members whenever the president deems it necessary; and shall have and exercise, under the direction of the Board of Directors, the general supervision of the affairs of the corporation.

Section 2. **VICE-PRESIDENT.** The vice president shall preside at all meetings in the absence of the president, and in case of the absence or disability of the president, shall perform all other duties of the president which are incidental to the office.

Section 3. SECRETARY. The secretary shall issue all notices, shall attend and keep the minutes of all meetings, shall have charge of all corporate books, records and papers; shall be custodian of the corporate seal, shall attest the president's signature and impress with the corporate seal all written contracts of the corporation, and shall perform all such other duties as are incidental to the office.

Section 4. TREASURER. The treasurer shall keep safely all moneys and securities of the corporation, shall disburse the same under the direction of the Board of Directors, and shall cause to be deposited all funds of the corporation in a bank selected by the Directors. At each annual meeting of the members, and at any time directed by the directors, the treasurer shall issue and present a full statement showing in detail the condition of the affairs of the corporation.

Section 5. The executive secretary and/or assistant treasurer, if appointed by the Board of Directors, shall perform such duties as may be designated by it.

Section 6. Any officer, other than the president, may occupy two offices concurrently if the Board of Directors so directs.

ARTICLE VIII CERTIFICATES OF MEMBERSHIP AND TRANSFERS

Section 1. An appropriate certificate of single or multiple membership in the corporation may be issued to each member. Each such certificate shall indicate on its face whether it is single or multiple and shall be signed by either the president or vice-president and co-signed by the secretary.

Section 2. All membership and certificates evidencing same shall be inseparably appurtenant to the lot or lots owned by the holders thereof, and upon sale or contract to sell such real property, such certificates shall become the property of the grantee or purchaser, as hereinafter provided. No transfer of membership shall entitle the transferee to vote the same until it has been established to the satisfaction of the secretary that such transfer is bona fide and has been made in the manner provided.

Section 3. Unless specifically requested by the owner and holder thereof, it shall not be necessary that certificates of membership be actually issued, but any owner or purchaser of a lot or lots within the said district may exercise all of the rights and privileges and shall be subject to all of the liabilities of membership without the actual issuance and possession of such certificate of membership.

ARTICLE IX
ASSESSMENTS

Section 1. The members of the corporation shall be liable for the payment of such charges or assessments as may from time to time be fixed and levied by the Board of Directors for acquisition, operation and maintenance of the Association's Common Area and facilities, pursuant to the Articles of Incorporation, the Declaration, and these Bylaws, and subject to the provisions thereof. The amount of such charges and assessments levied upon a member shall in no event, except as hereinafter provided, exceed in any one year the sum of Two Hundred Forty Dollars (\$240.00) for each lot owned by the member. Fractional lots shall be proportionately assessed. Charges and assessments against all members shall be levied by the Board of Directors at a uniform rate per lot without distinction or preference of any kind. All charges or assessments, when collected by the corporation, shall remain the property of the members until such time as such charges or assessments are expended.

ARTICLE X
AMENDMENTS

Section 1. Amendments of these Bylaws shall require the assent of a majority of the votes of the membership present at the annual meeting or at a special meeting scheduled and announced for the purpose of amending these Bylaws.

John O'Conner
President, Board of Directors

Juliana Alspaugh
Secretary, Board of Directors

Amendments approved at the 04/25/2019 Annual Meeting of the Woodfield Estates Homeowners Association.