

**AMENDED AND RESTATED BYLAWS OF  
WOODFIELD ESTATES HOMEOWNERS ASSOCIATION**

The following are the Bylaws of the Woodfield Estates Homeowners Association, a Washington nonprofit corporation, (“Association”). These Bylaws provide for the operation of Woodfield Estates Homeowners’ Association and apply to the entire development, and each Lot therein. Terms and phrases used in these Bylaws shall have the same meaning as the Declaration’s defined terms, unless the context clearly provides otherwise.

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**ARTICLE 1  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board upon filing such notices as may be required by law. Any change in the registered agent or registered office shall be effective on the date specified, or if none, upon filing such change with the office of the Secretary of State.

**ARTICLE 2**  
**MEMBERSHIP AND REGISTRATION**

2.1. Membership. Corporations, partnerships, associations, and other legal entities, trustees under an express trust, and other fiduciaries, as well as natural persons may be members of the Association. Persons who claim to be members of the Association shall, upon request, furnish the Board with certified copies of documents evidencing ownership of a Lot or any related interest in the property and mortgage on the property.

2.2. Persons Under Disability. Minors or persons declared legally incompetent shall be eligible for membership in the Association, if otherwise qualified, but shall not be permitted to vote except through a legally appointed, qualified and acting guardian of their estate, voting on their behalf, or in the case of a minor with no legal guardian of his estate, through a parent having custody of the minor.

2.3. Register of Members. The Board shall cause a register to be kept containing the names and addresses of all members of the Association and other information the Board deems necessary. Persons who acquire ownership interest in a Lot shall promptly inform the Board in accordance with Section 2.4 below.

2.4. Registration of Mailing Address. Each Owner shall notify the Association of a mailing address or electronic address or number to be used by the Association for purpose of notice (“Registered Address”). Multiple Owners of a Lot shall designate a single Registered Address to be used by the Association. The Registered Address shall be used for sending Assessment statements, notices, demands and all other communications. Use of the Registered Address by the Association for giving of notice shall be sufficient to constitute notice to any person, firm, corporation, partnership, association, or other legal entity or any combination thereof, that owns the Lot or an interest in the Lot. The Registered Address shall be provided by the Owner to the Association within five (5) days after receipt of title or interest in the Lot. The registration shall be in written form and signed by all Owners of the Lot, or by the person(s) authorized by law to represent the interests of all the Owners. If no Registered Address is provided, or if all the Owners cannot agree, the address of the Lot shall be the Registered Address until the Registered Address is furnished as required under this paragraph. The Registered Address may be changed in the manner prescribed by this paragraph.

**ARTICLE 3**  
**VOTING**

3.1. Allocation of Votes. All Lot Owners shall be entitled to one (1) vote for each Lot owned.

3.2. Voting at Meetings; Proxies. Votes may be cast at a meeting of the Association in person or by proxy. Proxies shall be in writing and the signatures must be witnessed or acknowledged. Proxies must be filed with the Association before the appointed time of each meeting. A Lot Owner may not revoke a proxy given pursuant to this Section except by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. Unless stated otherwise in the proxy, a proxy terminates eleven (11) months after its date of issuance.

3.3. Pledged Votes. An Owner may, but shall not be obligated to, pledge his vote on all issues or on specific issues to a mortgagee. If the Owner has pledged his or her vote to a mortgagee and if a copy of the instrument creating this pledge has been filed with the Board, only the vote of the mortgagee will be recognized regarding the matters upon which the vote is pledged.

3.4. Voting by Mail or Electronic Transmission. Regarding any matter for which Lot Owner approval is required, the Board may decide that voting of the Lot Owners shall be conducted by mail, email, or other electronic transmission as may be provided for by RCW 24.03. Procedures for such voting may be adopted by the Board provided they are consistent with applicable statutes and meet the intent of the Declaration and Bylaws to provide the members with adequate notice and opportunity to vote. Notice and quorum requirements for such voting shall be the same as for a meeting of the Association.

3.5. Approval Requirement. Unless a different percentage is required by RCW 64.38, the Articles, the Declaration or these Bylaws, an affirmative vote of Owners holding a majority of the voting power present in person or by proxy at a meeting of the association or otherwise participating in the vote shall be required to transact business.

**ARTICLE 4**  
**MEETINGS OF THE ASSOCIATION**

4.1. Meeting Place. All meetings of the Association shall be held at any reasonable place set by the Board.

4.2. Annual and Special Meetings. The Annual meeting of the Association must 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. The purpose of the annual meeting shall be the Owners' election of the Board, receiving reports from the Board as to the status of the Association's business affairs, and voting on matters required by the Declaration and these Bylaws. The Owners may also transact such other business of the Association as may properly come before them. A special meeting of the Association may be called by the president, by a majority of the Board, or upon the written request of Owners having not less than ten percent (10%) of the voting power in the Association.

4.3. Notice of Meetings. Notice of the annual meeting and any other meeting at which a budget will be considered, shall be sent no less than thirty (30) days and no more than sixty (60) days prior to the date of the meeting. Notice for meetings called due to lack of quorum, or for any other meetings shall be sent no less than fourteen (14) days and no more than sixty (60) days prior to the date of the meeting.

Notice of any meeting shall state the time and place of the meeting and the items on the agenda to be voted on by the Owners, including the text of any proposed amendment to the Declaration or Bylaws, changes in the previously approved budget that result in a change in assessment obligations, and any proposal to remove a director or officer. No business shall be conducted at a special meeting unless it was included in such notice.

4.4. Waiver of Notice. Before, during or after any meeting, any member may, in writing, waive notice of such meeting. Such waiver shall be deemed equivalent to the giving of notice. Attendance by a member at any meeting shall be a waiver of notice unless that member specifically challenges the adequacy of notice at that meeting.

4.5. Quorum. The presence in person or by proxy of Owners holding twelve percent (12% or 8.04 lots) of the total voting power in the Association shall constitute a quorum.

4.6. Order of Business. The Board shall determine the order of business at all meetings.

4.7. Rules of Order. The Board, at its discretion, may adopt rules of order or protocols for meetings of the Board and Association. If no rules of order or protocols are adopted by the Board, in the event of a dispute, all matters shall be

governed by the most recent edition of Robert's Rules of Order or other published code of parliamentary procedure as shall be approved by Owners holding a majority of the voting power present at the meeting.

## **ARTICLE 5**

### **BOARD OF DIRECTORS**

5.1. Number and Qualifications. The affairs of the Association shall be governed by a Board which shall be composed of five (5) Board members, numbered one (1) through five (5), elected by ballot, all of whom must be Lot Owners.

5.2. Election and Term of Office. 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 one (3) and two (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. Board members shall take office upon election and shall hold office until their successors have been elected or until they no longer qualify as members of the association.

5.3. Powers and Duties. The Board, its members, or other duly authorized agents or representatives, shall have the powers and duties provided for the administering authority of RCW 64.38.020 and the Declaration, together with all other powers necessary for the administration of the affairs of the Association. The Board shall have the authority to exercise for the Association all powers, duties and authority vested in or delegated to the Association, and which are not specifically reserved to the Owners.

The Board shall not act on behalf of the Association to amend the Articles of Incorporation, the Declaration, these Bylaws, or to take any action that requires the vote or approval of the Owners, to terminate the Association, to elect members of the Board, or to determine the qualifications, powers, and duties, or terms of office of members of the Board.

5.4. Duty of Care. Board members shall act in all instances on behalf of the Association. In the performance of their duties, the officers and members of the Board shall exercise the degree of care and loyalty required of an officer or director of a corporation organized under RCW 24.03, et seq.

5.5. Vacancies. Vacancies in the Board caused by any reason other than the removal of a Board member by a vote of the Owners shall be filled by vote of a majority of the remaining Board members, even though they may constitute less than a quorum. Each person so appointed shall serve for the unexpired portion of that term.

5.6. Removal of Board Members. Any Board member may be removed, with or without cause, by Owners holding two-thirds (2/3) of the voting power present and entitled to vote at any meeting of the Owners called for that purpose, provided that a quorum is present and notice of the meeting includes the proposal for that Board Member's removal. At the same meeting, a successor shall be elected to fill the vacancy created. Any Board member whose removal has been proposed shall be given an opportunity to be heard at the meeting.

5.7. Organizational Meeting. The first meeting of a newly elected Board shall be held immediately following the annual meeting and no notice to the newly elected Board members shall be necessary to duly hold such meeting.

5.8. Regular Meetings. Regular Board meetings may be held at such time and place as shall be determined by a majority of the Board members, but at least four (4) such meetings shall be held during each fiscal year, one of which shall be the organizational meeting as per Section 5.7 above. Notice of regular meetings of the Board shall be given to each Board member at least three (3) days prior to the date of such meeting.

5.9. Special Meetings. Special meetings of the Board may be called by the President on three (3) days' notice to each Board member, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board shall be called by the President or Secretary in like manner and on like notice on the written request of at least two (2) Board members.

5.10. Waiver of Notice. Before, during or after any meeting of the Board, any Board member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Board member at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Board members are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

5.11. Quorum. At all meetings of the Board, a majority of the Board members shall constitute a quorum for the transaction of business, and the acts of the majority of the Board members present at a meeting at which a quorum is present shall be the

acts of the Board. A quorum is deemed present throughout the meeting if a quorum is present at the beginning of the meeting.

5.12. Dissent. A Board member who is present at a meeting of the Board at which action on a matter is taken shall be presumed to have assented to that action unless his or her dissent is entered into the minutes of the meeting, or unless he or she files a written dissent to that action with the Secretary before the minutes of the meeting are approved.

5.13. Committees. The Board may appoint one or more committees that consist of one or more directors. Such committees, if composed entirely of Board members, shall have and exercise, to the extent provided in the resolution establishing the committee, the authority of the Board in the management of the Association. The appointment of any such committee shall not relieve the Board of its ultimate responsibility for the administration and management of the property.

Other committees, not having or exercising the authority of the Board in the management of the Association, may be appointed by the president or the directors, and such committees may be composed of one or more members of the Association.

5.14. Compensation. No Board member shall receive compensation for serving as a Board member.

5.15. Conflicts of Interest. Nothing in the Governing Documents shall be construed to authorize the Association or the Board to enter into any contract, employment, or other transaction between the Association and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, and any such contract, employment, or other transaction shall be void unless, after the fact of such relationship or interest is disclosed or known to all the Owners entitled to vote, such contract, employment, or transaction has been authorized or approved by Owners holding a majority of the voting power of the Association, excluding any interested directors and the votes of the Lots of which they are Owners, and the contract, employment, or transaction is fair and reasonable to the Association. Board members shall disclose any conflict of interest they may have and shall refrain from voting on any matter for which a conflict of interest exists.

5.16. Actions Without a Meeting. Any action required, or which may be taken at a meeting of the Board or a committee, may be taken without a meeting if a majority of the directors or a majority of the members of the committee consent to the action to be taken in writing. Email communications are sufficient to satisfy the

requirements of this section and any action taken via email communication shall be ratified at the next regular Board meeting and reflected in the meeting minutes.

5.17. Actions by Communications Equipment. Any action required, or which may be taken at a meeting of the Board or any committee, may be taken by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time.

5.18. Open Meetings. Except as otherwise provided in this Article 5, all meetings of the Board shall be open for observation by Owners and their authorized agents. The Board shall keep minutes of all actions taken by the Board, which shall be available to all Owners in the same manner as any other Association record.

5.19. Executive Session. Upon the affirmative vote in an open meeting to assemble in executive session, the Board may convene in a closed session to: consider personnel matters; consult with legal counsel or consider communications with legal counsel; and discuss likely or pending litigation, matters involving possible violations of the Governing Documents of the Association, matters involving the possible liability of a Lot Owner to the Association, or any other matter involving sensitive information, as determined by the Board in its sole discretion. The motion shall state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session shall be included in the minutes. The Board shall restrict the consideration of matters during the closed portions of meetings only to those purposes specifically exempted and stated in the motion. No motion, or other action adopted, passed, or agreed to in closed session may become effective unless the Board, following the closed session, reconvenes in open meeting and votes in the open meeting on such motion, or other action which is reasonably identified in the meeting minutes. The requirements of this subsection shall not require the disclosure of information in violation of law or which is otherwise exempt from disclosure.

5.20. No Personal Liability. So long as a Board member, Association committee member, Association officer, or managing agent exercising the powers of the Board, has acted in good faith, without willful or intentional misconduct, upon the basis of such information as may be possessed by such person, then no such person shall be personally liable to any Owner, or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of such Person; provided, that this section shall not apply where consequences of such act, omission, error or negligence are covered by insurance obtained by the Association.



5.21. Indemnification of Board Members. Each Board member, Association committee member, Association officer, or managing agent exercising the powers of the Board, shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of being or having held such position, or any settlement thereof, whether or not they hold such position at the time such expenses or liabilities are incurred, except in such cases wherein such person is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; provided, that, in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being for the best interests of the Association.

## **ARTICLE 6** **OFFICERS**

6.1. Designation. The officers of the Association shall be a president, a vice-president, a secretary, and a treasurer all of whom shall be elected by the Board. The Board members may appoint such other officers as in their judgment may be necessary or desirable. Two or more offices may be held by the same person, except that a person may not hold the offices of the president and secretary simultaneously.

6.2. Election of Officers. The officers of the Association shall be elected annually by a majority vote of the Board at the organizational meeting of each new Board.

6.3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board, any officer may be removed from office, with or without cause, and his successor elected at any regular meeting of the Board or any special meeting of the Board called for such purpose

6.4. President. The president shall be the chief executive officer of the Association. The president shall preside at all meetings of the Association and the Board. The president shall have all of the general powers and duties which are usually vested in the office of the president of a nonprofit association. The president shall have the power to prepare proposed amendments and execute ratified amendments to the Declaration on behalf of the Association.

6.5. Vice-President. A vice-president shall have all the powers and authority and perform all the functions and duties of the president in the absence of the president or the president's inability for any reason to exercise such powers and

functions or perform such duties. The vice-president shall have the powers and discharge the duties assigned from time to time by the Board.

6.6. Secretary. The secretary shall keep the minutes of meetings of the Board and minutes of meetings of the Association. The secretary shall have charge of such books and papers as the Board may direct and shall generally perform all duties incidental to the office of secretary. The secretary shall compile and keep up to date at the principal office of the Association a complete list of members and their Registered Addresses as well as a list of the Board members names, titles and addresses. Such lists shall also show opposite each member's name the number or other appropriate designation of the Lot owned by such member. Such lists shall be open to inspection by members and other persons lawfully entitled to inspect the same at reasonable times during regular business hours. The secretary shall have the power to certify ratified amendments to the Declaration on behalf of the Association.

6.7. Treasurer. The treasurer shall have responsibility for Association funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association in accordance with RCW 64.34.372. The treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board. At each annual meeting the treasurer shall present a full statement showing the condition of the affairs of the Association.

6.8. Assistant Officers. The Board may appoint one or more assistant officers to perform all the duties of any of the officers in the absence of that officer.

6.9. Other Officers and Employees. Other officers of the Association shall have such authority and shall perform such duties as the Board may prescribe within the provisions of the applicable statutes, the Declaration, and the Bylaws.

6.10. Delegation. In the case of absence or inability to act of any officer of the Association and of any person authorized in the Bylaws to act in his or her place, the Board may delegate the powers or duties of that officer to another officer, director, or other person whom it may select. Specifically, the Board may delegate its powers to prepare and record amendments to the Declaration on behalf of the Association. Nothing in this section shall be read to authorize any Board member to use a proxy for voting on matters before the Board.

6.11. Vacancies. Vacancies in any office arising from any cause may be filled by the Board at any regular or special meeting of the Board.

**ARTICLE 7**  
**NOTICE**

Except as may otherwise be required by law, notice to any member or director may be delivered personally, by mail or by electronic transmission in accordance with RCW 23.04, et seq. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. If delivered by electronic transmission, notice shall be deemed delivered upon initiation of the electronic transmission.

**ARTICLE 8**  
**AMENDMENT OF BYLAWS**

Amendments to these Bylaws may be adopted with the affirmative vote of Owners holding at least a majority of the voting power participating in the voting process, provided that applicable requirements for notice and quorum are met. Notice of the meeting shall include the text of the proposed amendment to these Bylaws.

**ARTICLE 9**  
**CONFLICT WITH DECLARATION OR LAW**

These Bylaws are intended to comply with and supplement the requirements of the Declaration. If any of these Bylaws conflict with the provisions of RCW 64.38, the provisions of 64.38 will apply.

**ARTICLE 10**  
**NON-PROFIT ASSOCIATION**

This Association is not organized for profit. No member, member of the Board or person from whom the Association may receive any property or funds shall receive or 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 members 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 Board member may, from time to time, be reimbursed for his actual and

reasonable expenses incurred in connection with the administration of the affairs of the Association.

**ARTICLE 11**  
**FISCAL YEAR**

The fiscal year of the Association shall begin on January 1, and end on December 31st.

**SIGNATURES**

**Adopted this \_\_\_\_ day of \_\_\_\_\_, 2020.**

We, the undersigned, certify that we are the duly elected and acting President and Secretary of Woodfield Estates Homeowners' Association and the foregoing Bylaws were approved by the affirmative vote of Owners holding a majority of the voting power present in person or by proxy at a meeting called for the purpose of adopting these Bylaws.

By: \_\_\_\_\_

Print Name: \_\_\_\_\_, President

By: \_\_\_\_\_

Print Name: \_\_\_\_\_, Secretary