

BYLAWS OF THE WOODRIDGE HOMEOWNERS ASSOCIATION

ARTICLE 1. OFFICERS

The principal office of the association shall be located at 12815 Canyon Road East, Suite M, Puyallup, Washington, 98373. The association may have such other **offices**, either within or without the State of Washington, as the Board of Directors ("Board) may designate or as the business of the association may require from time to time.

ARTICLE 2. MEMBERS' MEETINGS

Section 2.1 Annual meeting. The annual meeting of the members shall be held each year at the following time and place for the purpose of electing Directors and transacting such other business as may **come** before the meeting:

The first Tuesday of October of each year, at 7:00 p.m at the principal office of association

If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day designated for the annual meeting of the members, or at any adjournment thereof, the election shall be held at a special meeting of the members called as soon thereafter as practicable. The date, time and location of the annual meeting may be changed by majority vote of the Board.

Section 2.2 Special meetings. The President or the Board may call special meetings of the members for any purpose. At the request of the holders of not less than ten percent (10%) of all of the outstanding shares of the association entitled to vote at the meeting, the President shall call a special meeting of the members. A special meeting of the members may be held, and voting **conducted**, by mail or by fax.

Section 2.3 Place of meeting. All meetings shall be held at the principal office of the association or at such other place within or without the State of Washington designated by the Board or by a waiver of notice signed by all of the members entitled to vote at the meeting.

Section 2.4 Notice of meeting. The President or Board when calling an annual or special meeting of members shall cause to be delivered to each member entitled to vote at the meeting either **personally** or by mail not less than 14 or more than 60 days before the meeting written notice stating the place, day and hour of the meeting and the agenda for the meeting. If an amendment to the **Articles** or Bylaws, removal of a director, or change in a budget which will result in a change of an assessment obligation is proposed, a general description of such action proposed shall be included with the notice. Placing such notice in the United States mail, postage prepaid, and addressed to a member at the member's last known postal address constitutes delivery of **notice**.

Section 2.5 Action by members without a meeting. Any action required or permitted to be taken at a member's meeting may be taken without a meeting if a written consent setting forth the action so taken is approved and signed by sufficient members entitled to vote with respect to the subject matter thereof. The number of affirmative votes needed to take any action shall be determined by the same rules that apply to a meeting in person, with the total number of written responses determining the existence of a **quorum** and the number of affirmative votes needed at any meeting in which a quorum is present determining whether the proposed action is approved. Any such consent shall be inserted in the minute book as if it were the minutes of a members' meeting.

Section 2.6 Quorum. Thirty Four percent (34%) of the outstanding shares of the association entitled to vote, represented in person or by proxy, shall constitute a quorum at a members' meeting. If less than a quorum of the outstanding shares are represented at a meeting, a majority of the shares represented may adjourn the meeting without further notice, and Fifty percent (50%) of the number of outstanding shares represented at the prior members' meeting shall constitute a quorum for the purpose of any rescheduled meeting. The provisions of RCW **64.38.025(3)** shall apply to quorums and votes on budget matters. At an adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The members present at a duly **organized** meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 2.7 Proxies. At all members' meetings a member may vote by proxy executed in writing by the member or by his attorney in fact. Such proxy shall be filed with the Secretary of the association before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy shall be invalid after **11** months from the date of its execution.

Section 2.8 Voting of shares. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. If the vote to be cast is held by more than one person, the vote shall not be accepted unless it is cast by both persons holding the vote, unanimously.

Section 2.9 Cumulative voting. There shall be no cumulative voting for the association.

Section 2.10 Adjournments. Members' meetings may be adjourned to a time and place certain without new notice of the meeting being given. However, any meeting at which Directors are to be elected shall only ~~be~~ adjourned from day to day until the Directors are elected.

ARTICLE 3. BOARD OF DIRECTORS

Section 3.1 General powers/Delegation. The business and affairs of the association shall be managed by the Board. The Board may delegate the following day-to-day management duties of the association to any officer of the association, or to a managing agent not a member of the Board or the association:

3.1.1 Supervision of the accounting records of the association, and the authority to obtain or provide accounting services;

3.1.2 Collection of general or special assessments;

3.1.3 Performance and supervision of maintenance of the Common Areas of the association;

3.1.4 Scheduling and providing notice of meetings of the shareholders, Board and any association committees, and providing any other information to the members that the officer or managing agent deems advisable in the administration of the association's business;

3.1.5 Procurement of insurance and legal assistance;

3.1.6 Proposal of late charges, rules and fines for their violation; and notification of the imposition of late charges or fines for violation of rules of the association, calculation of the amount of any late charge or fine proposed for such violation and referral of the proposed late charge or fine to the Board for action; provided, that any late charge or fine imposed shall only be imposed after action by the Board taken in compliance with RCW 64.38.020(11).

3.1.7 All acts which are described in writing by a resolution adopted by the Board in the manner described in the Declaration, the Articles or these Bylaws, and are assigned to such officer or managing agent by the terms of the resolution so adopted.

Section 3.2 Number, tenure and qualification. The Board shall be composed of _____ Directors (three, if not filled in); provided, however, that the number of Directors may be changed from time to time by an amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. In case all the shares of the association are owned of record by fewer than three members, the number of Directors may be less than three but not less than the number of such members. Each Director shall hold office until the next annual or special meeting and until his successor shall have been elected and qualified unless he resigns or is removed. Directors need not be members of the association or residents of Washington State.

Section 3.3 Regular meetings. A regular Board meeting shall be held without notice immediately after and at the same place as the annual meeting of members. By resolution, the Board may provide the time and place either within or without the State of Washington for holding additional regular meetings without other notice than such resolution. All meetings held by the Board shall be open to any member except as **otherwise** provided by RCW 64.38.035(2).

Section 3.4 Special meetings. Special Board meetings may be called by or at the request of the President or any two Directors. The person or persons authorized to call special

meetings may fix any place either within or without the State of Washington as the place for holding any special Board meeting called by them. All meetings held by the Board shall be open to any member except as otherwise provided by RCW 64.38.035(2).

Section 3.5. Notice. Written notice of each special Board meeting shall be delivered personally, telegraphed or mailed to each Director at his business address at least three (3) days before the meeting. If such notice is mailed, it shall ~~be~~ deemed to be delivered two (2) days after it is deposited in the United States mail properly addressed, with postage prepaid. If the notice is telegraphed, it shall be deemed to be delivered when the content of the telegram is delivered to the telegraph company. The attendance of a **Director** at a 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 lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 3.6. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than such majority be present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.7. Manner of acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.8. Vacancies. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in **office**. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special members' meeting called for that purpose.

Section 3.9. Removal. At a meeting of members called for that purpose, one or more members of the Board (including the entire Board) may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote on **election** of Directors. If less than the entire Board is to be removed, no one of the Directors may be removed if the votes cast against his removal would ~~be~~ sufficient to elect him if then cumulatively voted at an election of the entire Board.

Section 3.10. Compensation. By Board resolution, Directors may be paid their expenses, if any, of attendance at each **Board** meeting or a fixed sum for attendance at each Board meeting or a stated salary as Director or any combination of the foregoing. No such payment shall preclude any Director from serving the association in any other capacity and receiving compensation therefor.

Section 3.11. Presumption of assent. A Director of the association present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or unless he **forwards** such dissent by registered mail to the Secretary of the association immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

Section 3.12. Action by Directors without a meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

ARTICLE 4. OFFICERS

Section 4.1. Number. The officers of the association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board. Any two or more **offices** may be held by the same person, except the offices of President and Secretary; and if all the issued and outstanding membership shares of the association is owned of record by one person, such person may hold all or any combination of offices.

Section 4.2. Election and term of office. The officers of the association shall be elected annually by the Board at the Board meeting held after the annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Each officer shall hold office until the next annual meeting and until his successor shall have been elected and qualified unless he resigns or is removed.

Section 4.3. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 4.5. President. The President shall be the principal executive officer of the association and, subject to the Board's control, shall supervise and control all of the business and affairs of the association. When present, he shall preside over all members' meetings and over all Board meetings. With the Secretary or other officer of the association authorized by the Board, he may sign certificates for shares of the association, deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the

signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other officer or agent of the association or is required by law to be **otherwise** signed or executed by some other officer or in some other manner. In general, he shall **perform** all duties incident to the office of President and such other duties as may be prescribed by the board from time to time.

Section 4.6. Vice President. In the absence of the President or in the event of his death, inability, or refusal to act, the Vice President (or in the event of more than one Vice President, the Vice President who was first elected to such office) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board.

Section 4.7. Secretary. The Secretary shall: (a) keep the minutes of members' and Board meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the association; (d) keep a register of the post **office** address of each member as furnished to the Secretary by each member; (e) sign with the President, or a Vice President, certificates for shares of the association, the issuance of which has been authorized by resolution of the Board; (9 have general charge of the membership books of the association; and (g) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board.

Section 4.8. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board shall determine. He 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, trust companies or other depositories as shall be selected in accordance with the provision of these Bylaws, and in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may **be** assigned to him by the President or by the Board.

Section 4.9. Salaries. The salaries of the officers shall be fixed from time to time by the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the association.

ARTICLE 5. CONTRACTS. LOAN, CHECKS AND DEPOSITS

Section 5.1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.

Section 5.2. Loans. No loans shall be contracted on behalf of the association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 5.3. Loans to officers and Directors. No loans shall be made by the association to its officers or Directors.

Section 5.4. Checks, drafts, bank accounts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents, of the association and in such manner as is from time to time determined by resolution of the Board. All funds of the association shall be deposited in bank accounts in the name of the association, and shall not be commingled with the funds of any other association or person.

Section 5.5. Deposits. All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the Board may select.

Section 5.6. Financial reporting. The association shall provide reports to the members, and provide access to the association's records, in compliance with RCW **64.38.045**.

ARTICLE 6. CERTIFICATES OF MEMBERSHIP AND THEIR TRANSFER

Section 6.1. Certificates of Membership. Certificates representing membership in the association may be issued and signed by the President or the Vice President and by the Secretary and shall be restricted in their transfer as described in the Declaration of Covenants. All certificates should be consecutively numbered or **otherwise** identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the membership books of the association. All certificates surrendered to the association for transfer shall be canceled and no new certificate shall be issued until the former certificates shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the association as the Board may prescribe.

Section 6.2. Transfer of Membership. Transfer of membership of the association shall be made on the membership transfer books of the association by the holder of record thereof or by his **legal** representative, who shall furnish proper evidence of authority to transfer, or by his attorney in fact authorized by power of attorney duly executed and filed with the Secretary of the association, and on surrender for cancellation of the certificates. The person in whose name the certificate stands on the books of the association shall be deemed by the association to be the owner thereof for all purposes.

ARTICLE 7. FISCAL YEAR

The fiscal year of the association shall be the calendar year.

ARTICLE 8. SEAL

There shall be no seal for this association.

ARTICLE 9. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the association under the provisions of these Bylaws or under the provision of the Articles of Incorporation or under the provisions of the Washington Nonprofit Corporation Act, 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 10. INDEMNIFICATION

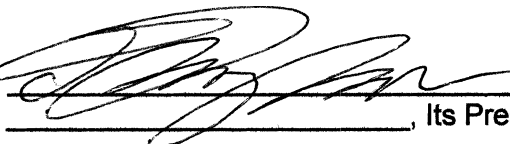
To the full extent permitted by the Washington Nonprofit Corporation Act the association shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the association or otherwise) by reason of the fact that he is or was a Director or officer of the association, or is or was serving at the request of the association as a Director or officer of another association, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and the Board of Directors may, at any time, approve indemnification of any other person which the association has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

ARTICLE 11. AMENDMENTS

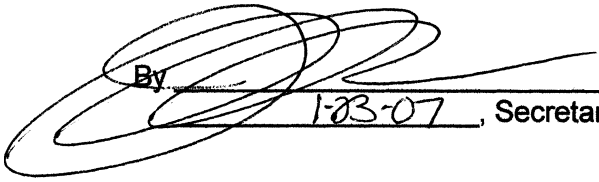
These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board, except as limited by RCW 64.38.025(2).

I certify that the foregoing Bylaws were unanimously adopted this 23rd day of JA 2007 at the first meeting of the Directors.

The Woodrige Homeowners Association

By , Its President

Attest:

 By _____
1-23-07, Secretary/Treasurer

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