

Bylaws of
WESTRIDGE HOMEOWNERS' ASSOCIATION, DIVISIONS 4 AND 5

ARTICLE I
NAME AND REGISTERED OFFICE

NAME AND LOCATION. The name of the corporation is Westridge Homeowners' Association, Divisions 4 and 5, hereinafter referred to as the "Association." The registered office of the Association shall be located at 1911 SW Campus Dr. #454, Federal Way, WA, 98023¹, but meetings of members and directors may be held at such places within the State of Washington, County of King, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean Westridge Homeowners' Association, Divisions 4 and 5, its successors and assigns, a Washington non-profit corporation.

Section 2. "Properties" shall mean that certain real property described in Article III of the Articles of Incorporation; to wit, West Campus Divisions 4 and 5, more commonly known as the Westridge Subdivision located in Federal Way, Washington, a portion of Section 18, TWP.21 N., RGE. 4E., W.M., King County Washington, appearing on the books of the King County auditor at Volume 133, pages 89-91 (Division 4) and Volume 117, pages 39-41 (Division 5).

Section 3. "Lot" shall mean any plot of land shown upon any recorded subdivision map of the properties which is subject to assessment.

Section 4. "Member" shall mean every person or entity who holds a membership interest in the Association.

Section 5. "Owner" shall mean the record owner, whether one or more persons or entities to the fee simple title to any lot or lots which are part of the properties, and shall not include a contract seller or a mortgagee.

Section 6. "Real estate contract" shall not include an earnest money receipt and agreement and the terms "contract seller" and "contract purchaser" shall not include the parties to any such earnest money receipt and agreement.

Section 7. "Declaration of CCRs" shall mean and refer to the Declaration of Protective Covenant, Conditions and Restrictions for West Campus Divisions 4 and 5 (Westridge) applicable to the properties as recorded in the Office of the King County Department of Records and Elections, and any amendments thereto.

Section 8. "Board" shall mean and refer to the duly elected Board of Directors of the Association.

Section 9. "Common Area" shall mean all real property, including easements and other real property interests, maintained or cared for by the Association for the common use and enjoyment of the owners; that is, the cul de sac planter areas, mailbox standards, and common areas in the immediate proximity of several feet to the public paved roads entering the properties. "Common Area" shall exclude all open spaces and/or greenbelts located within the properties.

Section 10. "Assessment" shall mean the amount assessed upon each lot, which assessment is to be contributed by the lot owner to defray the cost of the common benefit conferred on each lot by the Association activities.

¹ Changed at Annual Membership Meeting 1/09/2012.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS²

Section 1. Membership. Every person or entity who is the contract purchaser or record owner of a fee interest in any lot or lots shall be a member of the Association: Provided, however, that if any lot is held jointly by two (2) or more persons, the several owners of such interest shall designate one of their number as the “member” for the purpose of any vote as specified herein. The foregoing is not intended to include persons or entities who hold an interest merely as security as performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of or the contract purchasers’ interest in any lot. Upon transfer of the fee interest to, or upon the execution and delivery of a contract for sale of (or of an assignment of a contract purchaser’s interest in) any lot, the membership in the Association shall ipso facto be deemed to be transferred to the grantee, contract purchaser, or new contract purchaser as the case may be. Ownership of or a contract purchaser’s interest in any such lot shall be the sole qualification for membership.

Section 2. Suspension of Membership. During any period in which a member shall be in default of payment of any assessment, the voting rights by such member shall be suspended until such assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for violation of any rules and regulation established by the Board of Directors. All members other than those suspended from voting rights as provided herein shall be deemed members in “good standing”.

Section 3. Voting Rights. No person shall have more than one (1) membership regardless of the number of lots owned or being purchased, and the interest of each member shall be equal to that of any other member, and no member may acquire any interest which shall entitle him to any greater voice, vote or authority in the Association than any other member. In the case of lots owned jointly by two (2) or more persons, only the joint owner designated as the “member” pursuant to Section 1 of this Article III shall be entitled to vote.

Section 4. Votes Cast By Proxy. A member voting by proxy shall be counted as present for the purpose of establishing a quorum or determining the outcome of any vote.

Section 5. Transfer of Ownership/Change of Address. Upon conveyance of the lot, the owner thereof shall be responsible for informing the Association of any such change in ownership. The Association shall not be liable to ascertain ownership of any lot or the membership appurtenant to the lot. The owner shall be responsible for providing written notice of change of ownership and/or address.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number, Voting and Qualifications. The affairs of this Association shall be managed by a Board of five Directors, who are members in good standing of the Association. Each Director shall be entitled to one vote on each matter submitted to the Board of Directors.

Section 2. Election. The initial Board of Directors as established by the Articles of Incorporation shall serve until the first annual meeting, which shall be held not later than six months from the date of incorporation of this Association, at which the members shall elect members to the Board of Directors for a term of one year; and at each annual meeting thereafter the members shall elect members of the Board for a term of one year.

² Changed at Annual Membership Meeting 1/09/2012.

Section 3. Removal and Vacancies. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association in good standing. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. Directors shall receive compensation for services rendered to the Association. This compensation shall be limited to waiving of annual dues. However, any Director may also be reimbursed for actual expenses incurred in the performance of duties¹.

ARTICLE V MEETINGS OF THE DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held twice a year, after notice of at least five days, at such place and hour as may be fixed from time to time by the President.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two Directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum. At all meetings of the Board, a majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present shall be regarded as the act of the Board. If a quorum shall not be present at any meeting of the Board, the Directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 4. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Email is acceptable as written approval³. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting.

Section 2. Election. Election to the Board of Directors shall be by secret ballot or by a show of hands of all present at Annual Homeowners Meeting⁴. At such election, the members of their proxies may cast each one vote. The names receiving the largest number of votes shall be elected.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall be responsible for the affairs of the Association and shall have all the powers and duties necessary for the administration of the Associations' affairs, subject to any limitation of the Articles of Incorporation, these Bylaws and the laws of the State of Washington.

¹ Changed at Annual Membership Meeting 2/17/2001.

³ Changed at Annual Membership Meeting 1/09/2012.

⁴ Changed at Annual Membership Meeting 1/09/2012.

In addition to the powers granted by these Bylaws or by any Resolution of the Association that may be hereafter adopted, the Board of Directors shall have the power to do the following, in way of explanation, but not limitation except as stated specifically herein:

- (a) preparation and adoption of an annual budget in which there shall be established the contribution of each owner to the common expenses;
- (b) making assessments to defray the common expenses, establishing the means and methods of collecting such assessments, and establishing the period of payment of the annual assessment. No expenditure for capital improvements in excess of \$2500⁵ shall be funded through annual assessments during any fiscal year and without a vote authorizing a special assessment for capital improvements as provided for in Article XII, Section 2 hereof;
- (c) providing for the care, upkeep, maintenance, repair, replacement, and improvement for all cul de sac planter areas, mailbox standards, and common areas in the immediate proximity of several feet to the public paved roads entering the properties;
- (d) designating, hiring, and dismissing the personnel necessary for accomplishment of the immediately preceding subsection, operation of the Association, and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;
- (e) collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association;
- (f) making and amending the rules and regulations;
- (g) opening of bank accounts on behalf of the Association and designating the signatories required;
- (h) enforcing by legal means the provisions of the Declaration of the CCRs and amendments thereto, these Bylaws and the rules and regulations adopted by it and bringing any proceedings which may be instituted on behalf of the Association against a lot owner for the violation of the above referenced provisions, Bylaws and rules and regulations. The member may be assessed necessary and reasonable amounts to defray cost of said proceedings. The provisions of the Declaration of CCRs for both Divisions 4 and 5 shall be equally applicable and enforceable as against all owners, regardless of which Division an individual owner resides within. If the property is rented, the Owner/Landlord must provide contact information for the Owner. The Owner must insure that their tenants are aware of the CCRs and all rules and regulations and realize that the Owner is responsible for their tenant's behavior, including possible fines⁶. The Owner shall be responsible and liable to the Association for all costs and attorneys' fees incurred by the Association in the proceedings.
- (i) procuring and maintaining adequate insurance against casualties and liabilities of the Association and its Directors, Officers and Committee Members, and paying the premium cost thereof or in alternative, reimbursing its Directors, Officers and Committee Members the premium costs of procuring \$1,000,000 above primary umbrella coverage on their individual homeowners insurance policies;
- (j) enforcing by⁷ legal means, including the fixing of a lien and foreclosing the lien against any property for which assessments are not paid within 30 days after the due date or to bring an action at law against the Owner personally obligated to pay the same; and all costs and reasonable attorneys' fees incurred by the Association in the above proceedings shall be the responsibility of the Owner.

Section 2. Duties. It shall be the duty of the Board of Directors:

- (a) To cause to be kept a record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-third (1/3) of the members who are entitled to vote;
- (b) As is more fully provided for herein and in the Declaration of CCRs:

⁵ Changed at Annual Membership Meeting 1/09/2012.

⁶ Changed at Annual Membership Meeting 1/09/2012.

⁷ Changed at Annual Membership Meeting 1/09/2012.

- (1) to establish and assess the assessments of charges referred to herein and in the Declaration of CCRs; and
- (2) to give written notice of each assessment to every owner or contract purchaser subject thereto in advance of each annual assessment period; provided that this provision shall not apply to the first annual assessment for 1988.
- (c) To recommend to the members at each annual meeting a Proposed Budget for the fiscal year, which shall be approved or rejected by the members by a vote of a majority of those members present.

ARTICLE VIII **COMMITTEES**

Section 1. The Board of Directors shall appoint such committees to perform such tasks and to serve for such periods as may be designated by a resolution of the Board. Committees shall perform such duties and have such power as may be provided in the resolution. All committees shall consist of a chairman and two or more members, as needed, including at least one member⁸ of the Board of Directors.

ARTICLE IX **COVENANTS AND RULES COMMITTEE**

Section 1. Appointment and Duties. The Board of Directors shall appoint a Covenants and Rules Committee, which in its discretion shall enforce the provisions of the Declaration of CCRs, these Bylaws, and resolutions the Board may adopt. It shall be the duty of the Committee to receive complaints from members regarding alleged violations of the Declaration of CCRs and rules regulations, and to dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer as it further concerned with the matter presented.

Section 2. Architectural Control Committee. The Covenants and Rules Committee shall constitute the Architectural Control Committee of the owners referred to in the Declaration of CCRs, Article 1.3.

ARTICLE X **MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within six months from the date of incorporation of the Association, and each subsequent regular meeting of the members shall be in the first quarter of each calendar year thereafter².

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the entire membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given either personally or by mailing a copy of such notice, postage prepaid, at least 10 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in case of a special meeting, the purpose of the meeting.

² Changed at Annual Membership Meeting 2/27/2001.

⁸ Changed at Annual Membership Meeting 1/09/2012.

Section 4. Quorum. Those present at the meeting of members entitled to vote, or of proxies entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. The members present at which quorum is represented may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum shall be present or represented at a meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting. Unless otherwise provided for herein, every act or decision done or made at which a quorum is present shall be regarded as the act of the members⁹.

Section 5. Proxies. At all meetings of members, each member may¹⁰ vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable by the member by execution of a subsequent proxy or presence at the meeting for the purpose of voting other than as stated in the previous proxy. Every proxy shall automatically cease upon conveyance by the member of his lot.

ARTICLE XI **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Officers. The officers of this Association shall be a president, vice-president, secretary, and treasurer, and such other officers as the board may from time to time by resolution create. The officers shall be members of the Board of Directors.

Section 2. Election of Officers. The initial officers shall be appointed by the Board to serve until the first annual meeting of the members, at which the election of the officers shall take place at each annual meeting of members.

Section 3. Term. The officers of this Association shall be elected annually by the members and each shall hold office for one (1) year unless he shall sooner resign or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer¹¹ may be removed from office with or without cause at a meeting of the members. Any officer¹¹ may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at a later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by action of the Board. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

⁹ Changed at Annual Membership Meeting 1/09/2012.

¹⁰ Changed at Annual Membership Meeting 1/09/2012.

¹¹ Changed at Annual Membership Meeting 1/09/2012.

Section 7. Multiple Offices. One person may hold two or more offices, except those of president or secretary.

Section 8. Duties. The duties of the officers are as follows:

- (a) **President.** The president shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business of the Association.
- (b) **Vice-President.** The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such duties as may be required of him by the Board.
- (c) **Secretary.** The secretary shall record the votes and keep minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their address, and shall perform such duties as may be required of him by the Board. The Association shall not be liable to ascertain ownership of any lot or membership appurtenant to the lot. The owner shall be responsible for providing written notice of ownership or change of ownership and/or address.
- (d) **Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the President or resolution of the Board; keep proper books of account; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE XII **ASSESSMENTS**

Section 1. Amount of Annual Assessment. The amount of the assessment shall be determined by resolution of the Board of Directors and announced at the annual meetings of members. The annual assessments may be increased from time to time during the year by the Board of Directors as deemed necessary. During any one fiscal year, the annual assessment shall not be increased more than \$20.00 above the amount of the annual assessment for the preceding year, except as may be necessary under Article V of the Articles of Incorporation, or by a special meeting and vote of the members.

Section 2. Special Assessment for Capital Improvements. In addition to the annual assessment authorized above the Association may levy special assessments for capital improvements to areas within the properties. No expenditure for capital improvements in excess of \$1,000 shall be funded through the annual assessment during any fiscal year and without a vote as provided for in this section. Any such levy by the Association shall be for the purpose of defraying in whole or in part, the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement, including the necessary fixtures and personal property related thereto: Provided that any such assessment shall have the assent of the majority of the votes of the members voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be given to all members setting forth the purpose of the meeting. Under this section, the presence at the meeting of members or of proxies entitled to cast fifty-one percent (51%) of all the votes shall constitute a quorum.

Section 3. Effect of Non-Payment of Assessments: Remedies. If any assessment is not paid within thirty (30) days after it was first due and payable, the assessment shall bear interest from the date on which it was due at the rate of 10 percent per annum or a lesser rate if so provided by law, and the Association may bring an action at law against the one personally obligated to pay the same and/or foreclose the lien against the property, and interest, cost and reasonable attorney's fees of any such action shall be added to the amount of such assessment, and all such sums shall be included in any judgment or decree entered in such suit. No owner or contract purchaser shall be relieved of liability for the assessments provided for herein by abandonment of his lot.

Section 4. Uniform Rate. All assessments shall be fixed at a uniform rate for all lots for annual and special assessments for capital improvements.

Section 5. Creation of the Lien and Personal Obligation of Assessments. By the Declaration or CCRs, and by these Bylaws, each member is deemed to covenant and agree to pay the Association annual assessments and special assessments for capital improvements. The assessments, together with such interest thereof and the costs of collection thereof, as hereinafter provided, shall be a charge on the land and shall be a continued lien upon the property against each such assessment is made. Each such assessment, together with such interest and costs of collection thereof (including reasonable attorney's fee) shall also be the personal obligation of the person who was owner or contract purchaser of such property at the time when the assessment fell due. The personal obligation shall pass to his successors in title in the case of a sale or a contract for the sale of (or an assignment of a purchaser's interest in) any lot which is charged with the payment of an assessment or assessments.

ARTICLE XIII **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member where copies may be purchased at a reasonable cost.

ARTICLE XIV **AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, provided with written notice of the proposed amendment is given at least ten (10) days prior to the date of the meeting, by a vote of a majority of quorum of members present in person or by proxy.

Section 2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XV **ARCHITECTURAL CONTROL COMMITTEE**

The Architectural Control Committee appointed by the Quadrant Corporation pursuant to the Declaration of CCRs, and the powers and duties it may have by operation of the Declaration of CCRs and to the extent granted by the Declaration of CCRs, shall not be eliminated or limited by reason of incorporation of this Association. In addition to individual lot owners and this Association, the Architectural Control Committee retains the rights it was granted by the Declaration of CCRs to enforce certain provisions of the Declaration of CCRs.

ARTICLE XVI
LIMITATIONS

Section 1. This Association has no power, control, authority or responsibility over, or with respect to common areas, and open spaces not otherwise referred specifically to herein (*i.e.*, the cul de sac planter areas, mailbox standards, and common areas in the immediate proximity of several feet to the public roads entering the properties). The properties include several common areas which are “open spaces” and/or “greenbelts” and typically, but not exclusively are forested spaces of land. These common areas are expressly excluded from the power, control, authority or responsibility of the Association, its directors, officers and committee members.

Section 2. This Association has no power, control, authority or responsibility over matters of safety, protection, personal health, or dangerous conditions. Its purposes are to maintain the attractive appearance of those common areas specifically referred to herein (see Section 1 to this Article), by mowing, weeding, planting, and cosmetic upkeep and to assist in compliance with the provisions of the Declaration of CCRs. The Association and its directors, officers and committee members have no power, authority, control or responsibility to pass resolutions, expend Association monies, or otherwise act on matters for the purpose of addressing safety, protection, personal health or dangerous conditions.

ARTICLE XVII
HOLD HARMLESS AGREEMENT

For and in consideration of the benefits to owners resulting from the activities of the Association, the owners agree to hold the Association, its directors, officers and committee members harmless from, and to release them to the full extent provided by law from all future claims, demands, damages or actions arising out of their actions as an Association and as directors, officers and committee members of the Association.

ARTICLE XVIII
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XIX
DATE OF ADOPTION

The Bylaws are duly adopted by the Board of Directors of the Association on this 30th day of June, 1988.

Vicki D’Elia
Secretary

Attest:

Bruce Johnson
President