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Document Title(s)

Bylaws

Reference Number(s) of Related Document(s)

Additional Reference #'s on Page ____

Grantor(s)

Pilchuck West HOA

Additional Grantors on Page ____

Grantee(s)

Public

Additional Grantees on Page ____

Legal Description (abbreviated form: ie Lot/Block/Plat or Section/Township/Range)

Complete Legal on Page ____

Assessor's Property Tax Parcel/Account Number

Additional Parcel #'s on Page ____

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BY-LAWS

I IDENTIFICATION

- 1 01 Name The name of this association is Pilchuck West Homeowners Association The association was incorporated on August 5, 2009, at Granite Falls Washington
- 1 02 Registered Offices and Agents Registered offices and agents shall be maintained at PO Box 2025 Granite Falls, Washington and the registered agent shall be Keith Sprague The address of the registered office may be changed by the Board of Directors

II MEMBERS' MEETINGS

- 2 01 Annual Meetings The annual meeting of the members of this association, for the purpose of election of directors (every three years) and for such other business as may come before it, shall be held at the registered office of the association, or such other place as may be designated by the notice of the meeting, on the _____ day of _____ of each and every year, at _____, but in case such day shall be on a legal holiday, the meeting shall be held at the same hour and place on the next succeeding day
- 2 02 Special Meetings Special meetings of the members of this association may be called at any time by the holders of ten percent (10%) of the members of the association, or by the president, or by the board of directors or a majority thereof No business shall be transacted at any special meeting of members except as is specified in the notice called for said meeting. The board of directors may designate any place, within the State of Washington, as the place of any special meeting called by the president or the board of directors and placed in the notice of such meetings
- 2 03 Notice of Meetings Written notice of annual or special meetings of members stating the place, day and hour of the meeting and in the case of a special meeting, the purpose or purposed for which the meeting is called shall be given by the secretary or persons authorized to call the meeting to each member of record entitled to vote at the meeting Such notice shall be given not less than neither fourteen (14) nor more than sixty (60) days prior to the date of the meeting, either personally or by mail, email, telegraph, teletype or facsimile If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the membership books of the association Notice for the following purposes shall be not less than 14 days and not more than 60 days amendment to Articles of Incorporation, a proposed lease, sale exchange or other disposition of all or substantially all of the assets of the association other than the usual or normal course of business, or the dissolution of the association

any member by his attendance thereat or by proxy, unless the member at the beginning of the meeting objects to holding the meeting or transacting of business at the meeting. Any member so waiving shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

- 2 05 Quorum and Adjourned Meetings A 70% majority of the membership of the association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. A majority of membership represented at a meeting, even if less than a quorum, may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which 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.
- 2 06 Proxies At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the association before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.
- 2 07 Voting Every member of record shall have the right at every members' meeting to one (1) vote for every lot standing in his/her name on the books of the association and the affirmative vote of 70% majority of the members represented at a meeting, via proxy, mail in ballot or in person, and entitled to vote thereat shall be necessary for the adoption of a motion or for the determination of all questions and business, with the exception of CC&R restrictions which require 100% membership validation, which shall come before the meeting. If a quorum exists, action on a matter, other than election of directors and/or CC&R restrictions, is approved by a voting group of members if the votes cast within the voting group favoring the action exceeds those voting against the action, unless the Articles of Incorporation or the Washington Non-Profit Corporations Act require a greater number of affirmative votes. An owner shall have one vote for each Lot owned, whether improved or not, provided however, that only those Owners of record title, including contract purchasers, shall be entitled to a vote. Holders of leasehold interest shall not be entitled to a vote but shall nonetheless be members of the Association. When more than one person is an Owner of a Lot, all such owners shall be members. The right to vote may not be severed or separated from any Lot and any sale transfer or conveyance of said property interest to a New Owner(s) shall operate to transfer the appurtenant vote without the requirement of any expressed reference thereto.
- 2 08 Meetings After fixing a record date for members meeting, the association shall prepare an alphabetical listing of names and addresses of members on the record date who are entitled to meeting notice. A member or a member's attorney may

meeting, at association's office or at location of meeting Said list shall remain open for inspection during meeting

III DIRECTORS

- 3 01 General Powers The business and affairs of the association shall be managed by its board of directors, except for powers otherwise provided by law or by the Articles or Bylaws
- 3 02 Governing Law. The Association shall be governed by provisions of RCW Chapter 64 38 as now exist or as hereafter amended
- 3 03 Authority of Board of Directors The Board shall have the powers identified in RCW Chapter 64 38, in addition to those powers set forth herein The Board of Directors shall not act on behalf of the Association to amend the Articles of Incorporation, nor may it 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 qualifications, powers, duties and terms of office of the board of directors
- 3 04 Number, Tenure, and Qualification The number of directors of the association shall be three (3) Each director shall hold office until the annual meeting following the third year of tenure Directors shall be members of the association
- 3 05 Election The directors shall be elected by the members at the annual meeting following the third year of tenure, and if, for any cause, the directors shall not have been elected at an annual meeting, they may be elected at a special meeting of the members called for that purpose in the manner provided by these by-laws
- 3 06 Vacancies In case of any vacancy in the board of directors, the remaining directors, whether constituting a quorum or not, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until his/her successor shall have been duly elected and qualified, the members may fill the vacancy
- 3 07 Resignation Any director may resign at any time by delivered written notice to the secretary of the association The resignation, unless separately set forth, shall be effective upon delivery of said notice to association officer, president or secretary
- 3 08 Member Meetings. At a meeting of members called expressly for the purpose, the entire board of directors, or any member thereof, may be removed, with or without cause, by a vote of the holders of a majority of members then entitled to vote at an election of such directors
- 3 09 Meetings.
- a) The annual meeting of the board of directors shall be held immediately after the annual members' meeting and at the _____ of the annual members meeting and at such time as matters determined by the

- b) Special meetings may be called at any time upon the call of the president, secretary, or any director. Notice of the time and place of each special meeting shall be given by the secretary or by the persons calling the meeting, by mail, radio, telegram, or by personal communication by telephone or other means at least two days in advance of the time of the meeting. Notice of any special meeting may be waived in writing or by telephone (either before or after such meeting) and will be waived by any director by attendance threat.
- c) Regular meetings of the board of directors shall from time to time be fixed by resolution of the board of directors. No notice of regular meetings of the board of directors shall be necessary.
- d) At any meeting of the board of directors, any business may be transacted, and the board may exercise all of its powers.

3 10 Quorum and Voting

- a) A majority of the directors presently in office shall constitute a quorum for all purposes, by a lesser number may adjourn any meeting, and the meeting may be held as adjourned without any further notice.
- b) At each meeting of the board at which a present at the meeting shall be the act of the board of directors. The directors present at a duly organized meeting may continue to transact business until adjournment. Notwithstanding the withdrawal of enough directors to leave less than a quorum.

- 3 11 Committees The Board may adopt committees designated by the Board of Directors and shall designate by resolution the authority of each committee. The rules governing authority for maintenance of roadways and common areas and for budgets and assessments are set forth on Board of Directors First Resolution.

IV OFFICERS

- 4.01 Officers designated The officers of the association shall be a president, vice president and a secretary-treasurer, each of whom shall be elected by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.
- 4 02 Election, Qualification, and Term of Office Each of the officers shall be elected by the board of directors at the annual meeting, following three years of tenure, of the board of directors. Officers shall be directors. Except as hereafter provided, each of said officers shall hold office from the date of his/her election until the next annual meeting of the membership and until his successor shall have been duly elected and qualified.
- 4 03 Powers and Duties
- a) President The president shall be the chief executive officer of the association and, subject to the direction and control of the board of directors, shall have general charge and supervision over its property,

- b) Vice President In the absence of the president or his/her inability to act, the vice president shall act in his/her place and stead and shall have all the powers and authority of the president, except as limited by resolution or the board of directors
 - c) Secretary-Treasurer The secretary-treasurer shall 1) Keep the minutes of the members' and of the board of directors' meetings 2) See that all notices are duly given in accordance with the provisions of these by-laws or as required by law 3) Be custodian of the association 4) Keep a register of the post office address of each member which shall be furnished to the secretary by such member 5) Have general charge of the membership transfer books of the association 6) In general, perform all duties incident of the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors, and 7) Subject to the direction and control of the board of directors, the treasurer shall have the custody, control and disposition of the funds of the association and shall account for the same and at the expiration of his/her term of office, he/she shall turn over to his/her successor all the property of the association in his possession
- 4.04 Removal The board of directors shall have the right to remove any officer whenever in its judgment the best interest of the association will be served thereby
- 4.05 Vacancies The board of directors shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his successor shall have been duly elected and qualified

V MEMBERSHIP

5.01 Certificates of Membership No certificates of membership shall be required for membership in the Association Membership shall for all purposes be deemed appurtenant to each Lot subject to the jurisdiction of this Association and shall be deemed automatically transferred upon any conveyance or sale of any lot

VI BOOKS AND RECORDS

6.01 Copies of Resolutions Any person dealing with the association may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the board of directors of members, when certified by the president or secretary

VII AMENDMENT OF BY-LAWS

7.01 By the Members These by-laws may be amended, altered, or repealed at any regular or special meeting of the members if notice of the proposed alteration or

VIII FISCAL YEAR

8 01 Fiscal Year The fiscal year of the association shall be set by the resolution of the board of directors

IX MISCELLANEOUS

9 01 Notice Method Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his last known address in the records of the association, with postage prepaid

9 02 Annual Reports At least annually, the Association shall prepare, or cause to be prepared, a financial statement of the Association

CERTIFICATION

The undersigned secretary of the above association hereby certifies that the foregoing is a true and correct copy of the By-Laws of Pilchuck West Homeowners Association

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said association on the 6th day of October, 2009


Secretary

STATE OF WASHINGTON)
COUNTY OF Snohomish) ss
)

On this 6th day of October, 2009, personally appeared before me Aggie Sprague, to me known to be the Secretary/Treasurer respectively of Pilchuck West HOA And she acknowledged to me that they signed the same of as their free and voluntary act and deed for the uses and purposes therein mentioned

SUBSCRIBES AND SWORN TO before me by Aggie Sprague on this 6th day of October, 2009



Andrea Bourdo
Printed Name Andrea Bourdo
NOTARY PUBLIC
In and for the State of Washington
Residing at Davenport
My commission expires 9/29/2011

