

**BYLAWS
OF
MILL CREEK COMMUNITY ASSOCIATION**

RECITALS

Mill Creek Community Association (the “Association”) was established pursuant to the Mill Creek Declaration of Restrictive Covenants (the “Declaration”), recorded under number 2362420, in Snohomish County, Washington;

The terms of such instrument (the Declaration) and the laws of the State of Washington provide for the establishment of the Mill Creek Community Association and the adoption of Bylaws for such Association. In the case of any conflict between such Declaration and these Bylaws, the provisions of the Declaration shall control;

The Association is incorporated under the Non-Profit Corporation Act, RCW 24.03;

Following a proposal from the Board, submission in writing to all Owners, and a meeting of the Association, the affirmative vote of two-thirds of the voting power present at that meeting (in person or through proxies or absentee ballots) has rescinded the Original Bylaws and does hereby adopt the following Bylaws, which need not be recorded:

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ARTICLE I – DEFINITIONS

All words defined in the Declaration shall have the same meaning in these Bylaws unless stated otherwise.

ARTICLE II – LOCATION

The principal office of the Association shall be located at: 15524 Country Club Drive, Mill Creek, Washington 98012.

ARTICLE III – MEMBERSHIP

3.1 Eligibility. Members of the Corporation shall be every Owner of a fee or an undivided fee interest in any Building Site, Lot or Living Unit (as those terms are defined in the Declaration) subject by covenant of record to assessments by the Corporation and every person who holds a contract purchaser's interest of record in a Building Site, Lot or Living Unit. There shall be no other qualification for membership except as set forth above. Membership shall terminate on transfer of a fee simple title by an Owner or the contract purchaser's interest by the contract purchaser who qualifies as a Member. If an Owner sells a Building Site, Lot or Living Unit by contract of sale, upon recordation thereof, the Owner's membership shall terminate and the contract purchaser's membership shall commence.

3.2 Voting Rights. Members will be entitled to one vote for each Single Family Lot. Owners of Living Units shall have votes equal to the allocation of assessments paid by the Living Unit, which shall not be less than fifty percent (50%) of the amount for a Single Family Lot. If more than one person holds such interest or interests, all such persons shall be Members, but the vote for such Lot or Living Unit shall be exercised as the persons holding such interest shall determine between themselves, provided that in no event shall more than one vote be cast with respect to any such Lot, Site or Living Unit.

3.3 Associate Member. The Board of Directors may establish a classification of Associate Members by appropriate resolution as set forth in the Articles of Incorporation and may determine the qualifications and rights of Associate Members.

ARTICLE IV – MEETINGS OF MEMBERS

4.1 Annual Meeting. There shall be an Annual Meeting of the Members for the election of Directors and for the transaction of any other business as may properly come before the meeting. All meetings of the Members shall be held in Mill Creek, Washington, or at any other reasonable place in Snohomish County, Washington, set by the Board of Directors. The date, time, and place for the Annual Meeting shall be set by the Board of Directors and designated by Notice delivered to the Members in the manner provided in Article XIII of the Declaration. A meeting of the Association must be held at least once each year. Failure to hold an annual meeting does not cause a forfeiture or give cause for dissolution of the Association and does not affect otherwise valid Association acts. Meetings may be held in person or any other means as provided in Section 4.8.

4.2 Special Meetings. Special meetings of Members may be called at any time by the President, by majority vote of the Board of Directors or upon written request of 10% of the Voting Power in the Association. The Board Secretary is responsible for seeing that Notice is properly sent, and the Board sets the time, date and place of any such meeting.

4.3 Failure of Board to Act. If the Association does not provide Notice to Property Owners of a special meeting within thirty days after the requisite percentage of Property Owners request the Secretary to do so, the requesting Members may directly provide Notice to all the Property Owners of the meeting. Only matters described in the meeting Notice may be considered at a special meeting.

4.4 Notice. Notice of all meetings of Members shall be given as provided for in Article XIII of the Declaration. The Association must provide Notice to Property Owners of the time, date, and place of each annual and special Owners meeting, not less than fourteen (14) days and not more than fifty (50) days before the meeting date. Notice may be by any means described in the Declaration. The Notice of any meeting must state the time, date, and place of the meeting and the Business to be placed on the agenda, including:

- (i) The general nature of any proposed amendment to the Articles of Incorporation, Declaration or Bylaws;
- (ii) Any changes in the previously approved budget that result in a change in the assessment obligations; and
- (iii) Any proposal to remove a Board Member.

4.5 Quorum. The presence at any meeting in person, by proxy or absentee ballot of Members entitled to cast one-tenth of the votes of the Membership shall constitute a quorum for any action. The vote of a majority of the votes entitled to be cast by the Members present (including those represented by proxy or absentee ballot) at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members unless a greater proportion is required by the Declaration, the Articles of Incorporation, or the Bylaws.

4.6 Proxies. See Section 5.3

4.7 Emergency Meetings. The minimum time to provide Notice required in Section 4.4 may be reduced or waived for a meeting called to deal with an emergency.

4.8 Meetings by Telephone, Video, or Conferencing. Association meetings may be conducted by telephone, video or other conferencing process, if: 1) the meeting notice states the conferencing process to be used and explains how unit owners may participate in the conference directly or by meeting at a central location or conference connection; 2) the process provides all unit owners the opportunity to hear or watch the discussion; and 3) Owners have a reasonable opportunity to comment regarding matters affecting the community and the Association during the meeting.

4.9 Order of Business. The order of business at meetings of the Association shall be as follows unless dispensed with on motion:

Annual Meeting Agenda

1. General sign-in
2. Call to Order & Introductions
3. Establish if a Quorum is Present
4. President's Message
5. Approval of Prior Minutes
6. Voting Instructions
7. Committee Recognition & Activities
8. Administration – Maintenance – Security
9. Treasurer's Report
10. Major MCCA Projects & Purchases
11. Nominations from the Floor
12. Election for the Board of Directors
13. Member Input
14. Adjourn

Budget Meeting Agenda

1. General sign-in
2. Call to Order & Introductions
3. Establish if a Quorum is Present
4. President's Message
5. The Budget Process
6. Proposed Budget – Operating
7. Reserve Fund – Income & Expenses
8. How the Budget is Approved
9. How the Budget Vote is Counted
10. Questions & Comments
11. Adjourn

4.10 Parliamentary Authority. In the event of dispute on procedures, the parliamentary authority for the meetings shall be the most current available edition of Robert's Rules of Order.

ARTICLE V – OWNER VOTING

5.1 Voting at Meetings. Property Owners may vote at a meeting in person, by proxy or absentee ballot pursuant to this Article. At a meeting of Property Owners, the following requirements apply:

(i) Method of voting. Property Owners or their proxies who are present in person may vote by voice vote, show of hands, standing, written ballot, or any other method for determining the votes of Property Owners, as designated by the person presiding at the meeting.

(ii) Voting by a Property with multiple Owners. If only one of several Property Owners of a Property is present, that Property Owner is entitled to cast all the votes allocated to that Property. If more than one of the Property Owners are present, the votes allocated to that Property may be cast only in accordance with the agreement of the Owners. There is an agreement if any one of the Property

Owners casts the votes allocated to the Property without protest being made promptly to the person presiding over the meeting by any of the other Property Owners of the Property. If the multiple Owners of a single Property cannot agree on a vote for the Property, the vote for that Property shall be disregarded.

(iii) Absentee Ballots count towards quorum. Voting in person, by proxy and by absentee ballot shall all be combined. Persons voting by mail or by electronic transmission shall be deemed present for all purposes of quorum, count of votes and percentages of total voting power. Written Ballots received prior to the meeting count towards quorum and the vote.

5.2 Vote Required. Unless a greater number or fraction of the votes in the Association is required under statute, the declaration or Bylaws, a majority of the votes cast determines the outcome of any action of the Association.

5.3 Proxy Voting. Except as provided otherwise in the declaration or Bylaws, the following requirements apply with respect to proxy voting:

(i) Votes allocated to a Property may be cast pursuant to a directed or undirected proxy duly executed by a Property Owner in the same manner as provided in RCW 24.06.110.

(ii) If a Property is owned by more than one person, each Property Owner of the Property may vote or register protest to the casting of votes by the other Property Owners of the Property through a duly executed proxy. If different votes are cast by multiple Owners of the same Property, all votes for the Property shall all be disregarded.

(iii) A Property Owner may revoke a proxy only by actual Notice of revocation to the Secretary or the person presiding over a meeting of the Association or by delivery of a subsequent proxy. The death or disability of a Property Owner does not revoke a proxy given by the Property Owner unless the person presiding over the meeting has actual Notice of the death or disability. Notice of revocation must be done in writing, and in advance of the meeting. To revoke is to cancel a proxy or vote.

(iv) A proxy is void if it is not dated or purports to be revocable without Notice.

(v) Unless stated otherwise in the proxy, a proxy terminates eleven months after its date of issuance, or when revoked by the Owner.

(vi) The Association must be able to verify that the proxy is executed by the Property Owner having the right to do so. Such verification may occur following the vote.

5.4 Voting Without a Meeting (Mail or Electronic Transmission). The Association may conduct a vote without a meeting. In that event, the following requirements apply:

(i) The Association must give Notice to the Property Owners that the vote will be taken by written ballot or electronic means. Such voting may be combined with in-person voting conducted at an Association meeting as provided in Article 4.

(ii) The Notice must state:

- (A) The time and date by which a ballot must be delivered to the Association to be counted, which may not be fewer than fourteen days after the date of the Notice, and which deadline may be extended in accordance with this Article;
- (B) The percent of votes necessary to meet the quorum requirements;
- (C) The percent of votes necessary to approve each matter including election of Board Members; and
- (D) The time, date, and manner by which Property Owners wishing to deliver information to all Property Owners regarding the subject of the vote may do so.

(iii) The Association must deliver a ballot to every Property Owner with the Notice, and/or provide instructions on how to vote electronically.

(iv) The ballot must set forth each proposed action and provide an opportunity to vote for or against the action.

(v) The name of each candidate and the text of each proposal to be voted upon must be set forth in a writing accompanying or contained in the Notice of meeting.

(vi) A ballot cast pursuant to this Article may be revoked only by actual Notice to the Association of revocation. The death or disability of a Property Owner does not revoke a ballot unless the Association has actual Notice of the death or disability prior to the date ballots are due.

(vii) Approval by ballot or electronic means is valid only if the number of votes cast by ballot equals or exceeds the quorum required to authorize the action.

(viii) If the Association does not receive a sufficient number of votes to constitute a quorum or to approve the proposal by the date and time established for return of ballots, the Board may extend the deadline for a reasonable period, not to exceed eleven months, upon further Notice to all Members. In that event, all votes previously cast on the proposal must be counted unless subsequently revoked as provided in this Article.

(ix) A ballot or revocation of a ballot is not effective until received by the Association.

(x) The Association must give Notice to Property Owners of any action taken pursuant to this Article within a reasonable time after the action is taken.

(xi) When an action is taken pursuant to this Article, a record of the action, including a report by the persons appointed to tabulate such ballots, must be kept in the same manner as the minutes of meetings of the Association. Ballots shall be retained for a period of one year following the vote.

5.5 Association Owned Property. In any vote of the Property Owners, votes allocated to a Property owned by the Association must be cast in the same proportion as the votes cast on the matter by Property Owners other than the Association.

ARTICLE VI – BOARD OF DIRECTORS

6.1 Number. The affairs of this Association shall be managed by a Board of seven Directors. Each Director must be a Member of the Association.

6.2 Term. Directors shall serve for staggered two-year terms with the terms of three Directors commencing in odd numbered years and the terms of four Directors commencing in even numbered years. Board Members and Officers take office upon adjournment of the meeting at which they were elected or appointed. If not elected or appointed at a meeting, then at the time of such election or appointment. Board Members and Officers serve until their successor is elected or appointed.

6.3 Vacancies. In the event of death or resignation of a Director, the successor shall be selected by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall hold office during the remainder of the term of the Director succeeded.

6.4 Compensation. No Director shall receive compensation for any service they may render to the Association as a Director. However, any Director may be reimbursed for their actual expenses incurred in the performance of their duties as a Director. Directors and Owners may receive compensation for service to the Association in other capacities than as a Director. Such other services shall be provided as independent contractors, and any payments shall be reported to the Internal Revenue Service as required by law.

6.5 Nomination of Directors. Nomination for election to the Board of Directors may be made by a Nominating Committee appointed by the President and consisting of a chairman who shall be a Member of the Board of Directors and two or more Members of the Association. The Nominating Committee shall make as many nominations as it shall in its discretion determine but not less than the number of vacancies that are to be filled at such Annual Meeting. The report of the Nominating Committee (if any) may be included in the notice of the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting. No Member may be considered as a nominee for a position on the Board of Directors of Mill Creek Community Association while they are holding an elective office in the City of Mill Creek.

6.6 Manner of Election. In any case where the number of nominations for the Board of Directors exceeds the number of vacancies, election shall be by any reasonable means adopted by the Board. At each election the Members or their proxies may cast in respect to each vacancy as many votes as they are entitled to vote by the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Voting may combine in-person votes, votes cast by electronic means, proxies and/or absentee ballots.

6.7 Board Acts for the Association. Except as provided otherwise in the governing documents, or other provisions of law, only the Board may act on behalf of the Association.

6.8 Duty of Care. In the performance of their duties, the officers and members of the Board of Directors shall exercise the degree of care and loyalty required of an Officer or Director of a corporation organized under Chapter 24.03 RCW.

6.9 Qualifications. Board Members must be Property Owners within the community. In determining the qualifications of any officer or Board Member of the Association, "Property Owner" includes any Board Member, officer, member, partner, or trustee of any person, who is, either alone or in conjunction with another person or persons, a Property Owner.

(i) Any officer or Board Member of the Association who would not be eligible to serve as such if they were not a Board Member, officer, partner in, or trustee of such a person is disqualified from continuing in office if they cease to have any such affiliation with that person or that person would have been disqualified from continuing in such office as a natural person.

(ii) No more than one Board Member representing a single Property may serve on the Board at the same time. No more than one representative from a sub-association (Condominium or Townhouse Association) may serve on the Board at one time.

(iii) Board Members may not be elected or appointed if they are delinquent in any Assessment more than thirty days.

6.10 Limits on Board Authority. The Board may not, without vote or agreement of the Property Owners:

(i) Amend the Declaration, except as specifically provided in the Declaration;

(ii) Amend the Bylaws of the Association;

(iii) Elect Members of the Board, but may fill vacancies in its Membership, not resulting from removal, until the expiration of the vacant term; or

(iv) Determine the qualifications, powers, duties, or terms of office of Board Members.

6.11 Delegation of Board Authority. The Board may delegate any of its authority to Committees which have at least two Board members on the committee. The Board may designate the authority to manage the financial affairs of the Association to a manager or a managing agent and may delegate authority to enforce the Governing Documents to a Committee or the managing agent, subject to an Owner's right to appeal any Committee's, the Association Director's or a manager's decision or action to the Board of Directors.

6.12 Removal of Board Members. Property Owners present in person, by proxy or absentee ballot, at any meeting of the Property Owners at which a quorum is present may remove any Board Member, with or without cause. Removal of a Board Member is effective if the number of votes in favor of removal is a majority of the voting power present, but:

(i) The Property Owners may not consider whether to remove a Board Member at a meeting of the Property Owners unless that subject was listed in the Notice of the meeting.

(ii) At any meeting at which a vote to remove a Board Member is to be taken, the Board Member being considered for removal must have a reasonable opportunity to speak before the vote.

(iii) At any meeting at which a Board Member is removed, the Property Owners entitled to vote for the Board Member may immediately elect a successor Board Member consistent with these Bylaws.

6.13 Automatic Removal. A Board Member shall be deemed to have resigned if:

(i) The Board Member is (a) delinquent in the payment of assessments more than sixty days, and (b) the Board Member has not cured the delinquency within thirty days after receiving Notice of the delinquency.

(ii) The Board member is absent from three consecutive Board meetings.

ARTICLE VII – MEETINGS OF THE BOARD OF DIRECTORS

The following requirements apply to meetings of the Board and committees authorized to act for the Board:

7.1 Regular Meeting. Within ten days after each Annual Meeting of Members, the Directors elected at such meeting and those holding over shall hold an organizational meeting for the purpose of electing Officers as hereinafter provided and for transaction of such other business as may come before the meeting. If all Directors are present at the time and place of such meeting, no prior notice of such meeting shall be required to be given to the Directors. The Board of Directors by resolution may establish the date, time and place for other regular meetings of the Board.

7.2 Special Meetings. Special meetings may be called by the President and must be called by the President at the request of at least two Directors. Such special meeting may be held at such time and place as the Board of Directors or the President shall determine and any business may be transacted at such meeting.

7.3 Notices. Unless the meeting is included in a schedule given to the Property Owners, as posted on the Website, or the meeting is called to deal with an emergency, the secretary or their designee must provide Notice of each Board meeting to each Board Member and to the Property Owners. The Notice must be given at least seven days before the meeting and must state the time, date, place, and agenda of the meeting. Notice to Owners of Board meetings may be made by email and/or by posting such notice on the Association Website.

7.4 Quorum. A quorum of the Board is present for purposes of determining the validity of any action taken at a meeting of the Board only if individuals entitled to cast a majority of the votes on that Board are present at the time a vote regarding that action is taken. If a quorum is present when a vote is taken, the affirmative vote of a majority of

the Board Members present, but not less than three affirmative votes, is the act of the Board unless a greater vote is required by the Declaration or Bylaws.

7.5 Action Without a Meeting. Directors may take any action in the absence of a meeting, which they could take at a meeting, by obtaining the written approval of all of the Directors to such action. Any action taken shall have the same effect as though taken at a meeting of the Directors. The Board may act by unanimous consent as documented in a record by all its Members. Actions taken by unanimous consent must be ratified at the next Board meeting, and kept as a record of the Association with the meeting minutes.

7.6 Open Meetings. Except as provided in this subsection, all meetings of the Board of Directors shall be open for observation by all owners of record and their authorized agents. The Board of Directors shall keep minutes of all actions taken by the Board, which shall be available to all owners. Meetings must be open to the Property Owners except during executive sessions, but the Board may expel or prohibit attendance by any person who, after warning by the chair of the meeting, disrupts the meeting. The Board and committees may hold an executive session only during a regular or special meeting of the Board or a committee. A final vote or action may not be taken during an executive session.

7.7 Executive Sessions. Upon the affirmative vote in open meeting to assemble in closed session, the Board may convene in closed executive session to consider personnel matters; consult with legal counsel or consider communications with legal counsel; discuss likely or pending litigation, matters involving possible violations of the governing documents of the association, and matters involving the possible liability of an owner to the Association, to discuss contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the Association at a disadvantage; or to prevent public knowledge of the matter to be discussed if the Board or committee determines that public knowledge would violate the privacy of any person.

A motion to convene in closed executive session 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 of Directors 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 of Directors, following the closed session, reconvenes in open meeting and votes in the open meeting on such motion or other action which is reasonably identified. The requirements of this subsection shall not require the disclosure of information in violation of law or which is otherwise exempt from disclosure.

7.8 Gatherings are not Meetings. A gathering of Members of the Board or committees at which the Board or committee Members do not conduct Association business is not a meeting of the Board or committee. Board Members and committee Members may not use incidental or social gatherings to evade the open meeting requirements of the Bylaws.

7.9 Opportunity for Owner Comment. At each Board meeting, the Board may provide a reasonable opportunity for Property Owners to comment regarding matters affecting the Association. This may be accomplished by providing a time at the beginning of the meeting for Owner comment. The time permitted to each Owner may be limited to a fixed amount of time, as little as two minutes per Owner.

7.10 Alternate Means of Attendance. Board Members may participate in a regular or special meeting by or conduct a meeting through the use of any means of communication by which all Board Members participating can hear each other during the meeting. A Board Member participating in a meeting by these means is deemed to be present in person at the meeting.

7.11 Board Member's Right to Dissent. A Board Member who is present at a Board meeting, at which any action is taken, is presumed to have assented to the action taken unless the Board Member's dissent or abstention to such action is lodged with the person acting as the secretary of the meeting before adjournment of the meeting or provided in a record to the Secretary of the Association immediately after adjournment of the meeting. The right to dissent or abstain following a meeting does not apply to a Board Member who voted in favor of such action at the meeting.

7.12 No Board Proxies. A Board Member may not vote by proxy or absentee ballot.

7.13 Challenges to Board Action. Even if an action by the Board is not in compliance with the Bylaws, it is valid unless set aside by a court. A challenge to the validity of an action of the Board for failure to comply with the Bylaws may not be brought more than ninety (90) days after the minutes of the Board of the meeting at which the action was taken are approved or the record of that action is distributed by posting on the community website to Property Owners, whichever is later.

7.14 Meeting Minutes. Minutes of all Property Owner meetings and Board meetings, excluding executive sessions, must be maintained in a record. The decision on each matter voted upon at a Board meeting or Property Owner meeting must be recorded in the minutes. The Association must make available to each owner of record for examination and copying minutes from the previous Owner meeting not more than sixty (60) days after the meeting (even though it may not be approved by the members until a later meeting). Minutes of the previous Owner meeting must be approved at the next Owner meeting in accordance with the association's governing documents.

7.15 Rules of Order. If there are disputes in how meetings are to be conducted, the most recent version of Robert's Rules of Order shall control.

ARTICLE VIII – COMMITTEES

8.1 Committees. All committees of the Association must be appointed by the Board.

(i) Committees authorized to exercise any power reserved to the Board must include at least two Board Members. Committees that are not so composed may not exercise the authority of the Board and are advisory only.

(ii) Committee Members are appointed by and serve at the pleasure of the Board.

(iii) The powers and duties of any committee shall be established by the Board and shall be described in a written committee charter or in a resolution recorded in the Board Meeting Minutes.

(iv) The Board may, at any time, dissolve any committee and assume all powers and duties of the committee.

8.2 Standing Committees with Board Authority. Standing committees of the Association exercising the authority of the Board at the time of adoption of these Bylaws are: Architectural Control Committee and Covenant Committee.

(i) Architectural Control Committee. The Board of Directors shall appoint an Architectural Control Committee of three (3) or more Members of the Association. The Committee shall act for the Board of Directors to the extent set forth in the Declaration.

(ii) Covenant Committee. The Board of Directors shall appoint a Covenant Committee of three (3) or more Members of the Association. The Committee shall act for the Board of Directors to the extent set forth in the Declaration, or by the Committee Charter adopted by the Board.

8.3 Standing Committees Without Board Authority. Standing committees not exercising Board authority at the time of the adoption of these Bylaws are:

(i) Inspection & Engineering Committee,

(ii) Trail Ambassador Committee, and

(iii) Noxious Weed Committee.

8.4 Other Committees. The Board of Directors may appoint such other committees as it, in its discretion, deems necessary to assist in the operation of the affairs of the Association. Committee members need not be members of the Board of Directors. The Board may also appoint members to a Covenant Hearing Board, to make determinations regarding compliance with the Governing Documents.

ARTICLE IX – OFFICERS

9.1 Officers. The Officers of this Association shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may appoint an Assistant Secretary or an Assistant Treasurer by resolution entered on its minutes. The Officers shall be elected at the organizational meeting of the Board of Directors each year and the term of office shall be for a period of one year and until their successors are elected and assume office, unless such Officer resigns or is removed. Officers hold office for one year, subject to provisions herein relating to vacancy and removal. The officers shall have the powers described in this Article but shall at all times be subject to the authority and direction of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

9.2 Qualification. Each officer must be a natural person and a resident of the State of Washington. The Officers must be Directors.

9.3 Removal, Resignation and Vacancies. Any Officer may be removed from office with or without cause by the Board. Vacancies in any office arising from any cause may be filled by the Board of Directors for the unexpired term of such office. The Board may remove an Officer elected by the Board at any time, with or without cause, but such removal as an Officer does not remove the person from the Board.

9.4 President. The President shall preside at all meetings of the Members of the Association and of the Board of Directors. The President shall sign for the Association such contracts and other documents as The President may be authorized by the Board of Directors to sign and shall perform all acts and duties usually performed by a President or as prescribed by the Board of Directors. The President shall be the chief executive officer of the corporation and, subject to supervision by the Board of Directors, shall have all of the usual powers and authority held by the chief executive officer. The President shall be responsible for carrying out the plans and directives of the Board and shall report to and consult with the Board. The President shall have such other powers and duties as the Board may prescribe.

9.5 Vice President. In the absence or disability of the President, the Vice President shall preside and perform the duties of the President. They shall also perform such other duties as may be delegated to them by the Board of Directors.

9.6 Secretary. The Secretary shall keep or cause to be kept a complete record of all meetings of the Association and of the Board of Directors, serve notice of the meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, perform such duties as they are required to perform in connection with assessments, and shall perform such other duties as may be required by the Board. The Assistant Secretary may be authorized by the Board of Directors to perform the duties of the Secretary. The Secretary, personally or with the assistance of others, shall maintain other corporate records, attest all contracts and other obligations or instruments in the name of the corporation, when necessary or appropriate, and perform such other duties as the Board of Directors may from time to time designate.

9.7 Treasurer. The Treasurer personally or with the assistance of others, shall have the care and custody, and be responsible for, all funds and securities of the corporation, and shall cause to be kept regular books of account and shall provide periodic financial reports to the Board of Directors. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

9.8 Delegation and Change of Duties. In the event of absence or disability of any Officer, the Board of Directors may delegate during such absence or disability the powers or duties of such Officer to any other Officer or any Director.

ARTICLE X – ASSESSMENTS

10.1 Budgets. The Board must adopt budgets as provided in Section 6.6 of the Declaration. Assessments are as provided in the Declaration.

10.2 Budget Ratification by the Members.

(i) Within thirty (30) days after adoption of any proposed budget for the common interest community, the Board must provide a copy of the budget to all the Owners and set a date for a meeting of the Owners to consider ratification of the budget not less than fourteen (14) nor more than fifty (50) days after providing the budget.

(A) Unless at that meeting the Owners of Property to which a majority of the votes in the Association are allocated reject the budget, the budget and the assessments against the Property included in the budget are ratified, whether or not a quorum is present.

(B) If the proposed budget is rejected or the required Notice is not given, the periodic budget last ratified by the Owners continues until the Owners ratify a subsequent budget proposed by the Board.

10.3 Special Assessments. The Board, at any time, may propose a special assessment. The assessment is effective only if the Board follows the procedures for ratification of a budget described in this Article, and the Owners do not reject the proposed assessment. The Board may provide that the special assessment may be due and payable in installments over any period it determines and may provide a discount for early payment.

ARTICLE XI – EXECUTION OF DOCUMENTS

11.1 Signatures Authorized. When the execution of any instrument has been authorized by the Board of Directors without specifying the executing Officer, such instrument may be executed by any two of the following Officers: the President, Vice President, Secretary, Treasurer, Assistant Secretary, or Assistant Treasurer. The Board of Directors may, however, authorize any one of such Officers to sign any of such instruments for and on behalf of the Association and may designate officials or employees of the Association other than those named above who may sign such instrument.

ARTICLE XII – AMENDMENTS

12.1 These Bylaws may be amended at a regular or special meeting of the Members provided that such amendment shall have the assent of a majority of the votes of Members who are voting in person, by proxy or absentee ballot, at such meeting, providing requirements for a quorum have been met, and that Notice of the amendment had been included in Notice of the meeting. Any matter stated in these Bylaws to be or which is in fact governed by the Declaration may not be amended except as provided in such Declaration. In the case of any conflict between such Declaration and these Bylaws, the provisions of the Declaration shall control. The President or Secretary of the Board may prepare and execute amendments to the Governing Documents on behalf of the Association.

ARTICLE XIII – COMMUNICATION POLICY

13.1 Written Communication. All requests, comments and complaints shall be directed to the Board, the Association Director or designated manager in writing.

(i) Requests to the Board must identify the person making the request and the Property they represent. Anonymous complaints will not be considered by the Board.

(ii) Phone calls, emails and communications with individual Board Members will not be considered by the Board. Individual Board Members do not have the authority to take action on their own. An individual Board Member may pass a communication received on to the Association Director or manager.

13.2 Responses. The routine policy of the Association to respond to communications shall be:

(i) Written communications received more than seven calendar days prior to a Board meeting will be placed on the Board meeting agenda.

(ii) Management will collect pertinent information related to the matter and provide to the Board for its consideration.

13.3 Board Review. Time permitting, the matter will be considered at the Board meeting. The Board may consider matters at a special meeting, at the Board's discretion.

(i) Owner will be given the opportunity to comment at the Board Meeting.

(ii) Decisions by the Board will be reflected in the Board Meeting Minutes, and will be communicated to the requesting person in writing.

13.4 Only the Board Makes Decisions. Individual Board Members cannot make decisions for the Board. Verbal assurances from individual Board Members are not representations of the Board.

(i) Actions of the Board must be reflected in the approved Board Meeting Minutes, or in other direct written communication from the Board.

ARTICLE XIV – CODE OF ETHICS

14.1 Board Members Should:

Strive at all times to serve the best interests of the Association as a whole regardless of their personal interests.

Use sound judgment to make the best possible business decisions for the Association, taking into consideration all available information, circumstances and resources.

Act within the boundaries of their authority as defined by law and the governing documents of the Association.

Provide opportunities for residents to comment on decisions facing the Association.

Perform their duties without bias for or against any individual or group of Owners or non-Owner residents.

Disclose personal or professional relationships with any company or individual who has or is seeking to have a business relationship with the Association.

Conduct open, fair and well-publicized elections.

Always speak with one voice, supporting all duly-adopted Board decisions—even if the Board Member was in the minority regarding actions that may not have obtained unanimous consent.

14.2 Board Members Should Not:

Reveal confidential information provided by contractors or share information with those bidding for Association contracts unless specifically authorized by the Board.

Make unauthorized promises to a contractor or bidder.

Advocate or support any action or activity that violates a law or regulatory requirement.

Use their positions or decision-making authority for personal gain or to seek advantage over another Owner or non-Owner resident.

Spend unauthorized Association funds for their own personal use or benefit.

Accept any gifts—directly or indirectly—from Owners, residents, contractors or suppliers. Gifts of nominal value between neighbors for birthdays, holidays, or other occasions are not prohibited.

Misrepresent known facts in any issue involving Association business.

Divulge personal information about any Association Owner, resident or employee that was obtained in the performance of Board duties.

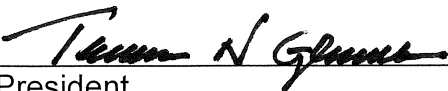
Make personal attacks on colleagues, staff or residents.

Harass, threaten or attempt through any means to control or instill fear in any Board Member, Owner, resident, employee or contractor.

Reveal to any Owner, resident or other third party the discussions, decisions and comments made at any meeting of the Board held in executive session.

By their signatures below, the President and Secretary certify that these Bylaws were adopted by the Association in accordance with the Governing Documents.

Dated this 18th day of May, 2022.



President



Secretary