

**AMENDED AND RESTATED BYLAWS OF
THE SUNWOOD LAKES HOMEOWNERS ASSOCIATION**

These Amended and Restated Bylaws of the Sunwood Lakes Homeowners Association are effective as of the date adopted and supersede in their entirety all prior Bylaws of the Association and any amendments thereto.

**ARTICLE 1
DEFINITIONS**

1.1 “Association” means the Sunwood Lakes Homeowners Association , a Washington nonprofit corporation.

1.2 “Board” means the Association’s Board of Directors.

1.3 “Governing Documents” means the Articles of Incorporation of Sunwood Lakes Homeowners Association, these Bylaws, the Declaration of Covenants, Conditions, and Restrictions of the Plat of Sunwood Lakes and all supplemental declarations subjecting additional land to the jurisdiction of the Association, and all amendments to any of them (collectively, the “Declaration”), all policies, resolutions, rules and regulations duly adopted by the Board of Directors, and those documents defined in RCW 64.90.010(28), as each has been and may be amended from time to time.

1.4 “Lot” has the meaning given to it in the Declaration and has the same meaning as “Unit” as defined in RCW 64.90.010.

1.5 “Board of Directors” and “Board of Trustees” shall have the same meaning.

1.6 All other terms not otherwise defined in these Bylaws have the meaning assigned to them in the Declaration, the Washington Uniform Common Interest Ownership Act (“WUCIOA”), chapter 64.90 RCW, and the Washington Nonprofit Association Act, chapter 24.03A RCW, (together with WUCIOA, the “Acts”). Other terms used in these Bylaws may be defined in the Acts, and such definitions will apply and are incorporated into these Bylaws, even if the first letter of a word defined in the Acts is not capitalized in these Bylaws. All applicable provisions of the Acts, not varied in the Declaration, these Bylaws or the Governing Documents, as permitted, apply and are incorporated into these Bylaws and the other Governing Documents by reference.

**ARTICLE 2
OFFICES**

2.1 Principal Office. The address of the principal office of the Association shall be as stated in the corporate records on file with the Washington Secretary of State. If no other address has been established, then the Principal Office shall be address of the Association’s current President.

2.2 Registered Office/Agent. The registered office and the registered agent are identified in the corporate records on file with the Washington Secretary of State.

2.3 Other Offices. The Board in its discretion may keep and maintain other offices within or without the state of Washington wherever the business of the Association may require.

ARTICLE 3 PURPOSES

The purposes for which the Association is formed are those described in its Articles of Incorporation as they may be amended and to do all other things incidental, necessary, convenient, or expedient for the accomplishment of the duties and responsibilities imposed upon the Association by the Acts, the Declaration, and these Bylaws.

ARTICLE 4 MEMBERSHIP

4.1 Members. The members of the Association and their qualifications are as provided in the Declaration. Membership rights may be suspended as provided in the Declaration and applicable law. The terms Member(s) and Owner(s) may be used interchangeably in these Bylaws.

4.2 Membership List. The Secretary shall maintain or cause to be maintained a membership list showing the name of address(es) used to communicate with, and votes allocated to each Owner. The Secretary may accept as satisfactory proof of such ownership a duly executed and acknowledged conveyance, a title insurance policy, or other evidence reasonably acceptable to the Board.

4.3 Membership Meetings.

4.3.1 Annual Meeting. An annual meeting of the members of the Association must be held each year, in a month determined by the Board at a date, time, and place designated in the notice for the meeting. At each annual meeting, a Board will be elected in accordance with Section 5.4 of these Bylaws. The members may also transact other business as may properly come before the meeting as specified under the Acts, in the Governing Documents, or upon referral by the Board of Directors. If an annual meeting is not held, a special meeting may be called in lieu of the annual meeting, and any business transacted at that meeting will have the same force and effect as if transacted or held at the annual meeting.

4.3.2 Regular Meetings. The Board of Directors may set a schedule for regular meetings, including the annual meeting, of the members for the ensuing year.

4.3.3 Special Meeting. Special meetings of the members may be called by the President, a majority of the Board of Directors, or by Owners having 20% of the total voting power of the Association. If the Association does not provide notice to Owners of a special meeting within 30 days after the requisite number or percentage of Owners request the Secretary to do so, the requesting members may directly provide notice to all the Owners of the meeting. The Owners

may discuss at a special meeting a matter not described in the special meeting notice but may not take action on the matter without the consent of all Owners.

4.3.4 Notice of Meetings. Notice of any meeting of the members must be sent to each member in any manner authorized in these Bylaws or applicable law. Except as otherwise provided herein or by law, the notice must be given not less than 14 days or more than 50 days in advance of the meeting. Notice must include the following:

- (i) The date, time, and place of the meeting;
- (ii) The business to be placed on the agenda by the Board of Directors for a vote by the members;
- (iii) The text of any proposed amendment to the Declaration, Articles of Incorporation, or Bylaws;
- (iv) Any proposal to remove a director or officer, and;
- (v) if the meeting is electronic, the conferencing process to be used and information explaining how to participate in the conference.

4.3.5 Place of Meetings. Any annual, regular, or special meeting of the membership may be held at any suitable place designated by the Board of Directors or may be held remotely in accordance with Section 4.3.6.

4.3.6 Electronic Meetings. Any meeting of the Members may be held by telephonic, video, or other conferencing process if:

- (i) The meeting notice states the conferencing process to be used and provides information explaining how to participate in the conference;
- (ii) The process provides all participants the opportunity to hear or perceive the discussion and to comment as provided in RCW 64.90.445(2)(e);
- (iii) Any person entitled to participate in the meeting is given the option of participating by telephone.

4.3.7 Quorum. A quorum is present throughout any meeting of the Owners if at the beginning of the meeting persons entitled to cast 10% of the votes in the Association attend in person, by proxy, by remote means of communication as provided in RCW 64.90.445(1)(e) or (f), or have voted by absentee ballot. Approval of a majority of voters comprising the quorum shall be considered approval of the Association, except where another percentage of approval is specified by the Declaration, these Bylaws, or applicable law.

4.4 Voting.

4.4.1 Total Voting Power. Members' voting rights are described in the Declaration.

4.4.2 Voting by Members – In General. At a meeting of Owners the following requirements apply:

(i) Owners or their proxies who are present in person may vote by any method authorized at the meeting, which may include voice vote, show of hands, standing, written ballot, or electronic voting.

(ii) If Owners attend the meeting by a means of communication under RCW 64.90.445(1)(e) or (f), the Association must implement reasonable measures to verify the identity of each Owner attending remotely.

(iii) In any vote of the Owners, votes allocated to the Association must be cast in the same proportion as the votes cast on the matter by Owners other than the Association.

4.4.3 Absentee Ballot. Whenever proposals or Board members are to be voted upon at a meeting, an Owner may vote by duly executed absentee ballot if:

(i) The name of each candidate and the text of each proposal to be voted upon are set forth in a writing accompanying or contained in the notice of the meeting; and

(ii) A ballot is provided by the Association for such purpose. Any ballot provided by the Association for election of board members by the Owners must designate a blank space for Owners to cast a vote for one or more candidates.

(iii) When an Owner votes by absentee ballot, the Association must be able to verify that the ballot is cast by the Owner having the right to do so.

4.4.4 Proxy Voting. The following requirements apply with respect to proxy voting:

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

(ii) When an Owner votes by proxy, the Association must implement reasonable measures to verify the identity of the Owner and proxy holder.

(iii) An Owner may revoke a proxy given pursuant to this section 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 an Owner does not revoke a proxy given by the Owner unless the person presiding over the meeting has actual notice of the death or disability.

(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 11 months after its date of issuance.

4.4.5 Written/Electronic Ballot. The Association may conduct a vote without a meeting by written and/or electronic ballot at the discretion of the Board of Directors. In that event, the following requirements apply:

(i) The Association must notify the Owners that the vote will be taken by ballot. 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 14 days after the date of the notice, and which deadline may be extended in accordance with this section;
- (b) The percent of votes necessary to meet the quorum requirements;
- (c) The percent of votes necessary to approve each matter; and
- (d) The time, date, and manner by which Owners wishing to deliver information to all Owners regarding the subject of the vote may do so.

(ii) The Association must deliver with the notice (i) instructions for casting a ballot; (ii) a ballot in a tangible medium to every Owner except an Owner that has consented in a record to electronic voting; and (iii) instructions for electronic voting, if applicable.

(iii) The ballot must set forth each proposed action and provide an opportunity to vote for or against the action. Any ballot provided by the Association for election of board members by the Owners must designate a blank space for Owners to cast a vote for one or more candidates.

(iv) An Owner may revoke a ballot cast pursuant to this section before the deadline by which ballots must be delivered to the Association only by actual notice to the Association of revocation. The death or disability of an Owner does not revoke a ballot unless the Association has actual notice of the death or disability prior to the deadline by which ballots must be delivered to the Association.

(v) Approval by ballot pursuant to this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required for approving an action.

(vi) A vote by ballot is valid only if the number of votes cast would constitute a quorum at a meeting authorizing the action.

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

(viii) A ballot or revocation is not effective until received by the Association officer.

(ix) The Association must give notice to Owners of any action taken pursuant to this section within a reasonable time after the action is taken.

(x) When an action is taken pursuant to this section, a record of the action, including the ballots or a report of the persons appointed to tabulate such ballots, must be kept with the minutes of meetings of the Association.

(xi) The Association must implement reasonable measures to verify that each ballot in a tangible medium and electronic ballot is cast by the Owner having the right to do so.

(xii) The Board may conduct a vote by electronic ballot, provided that owners who have not consented to vote by electronic ballot must be provided a physical ballot. An Owner consents to electronic voting by delivering to the Association a record indicating such consent or by casting an electronic ballot. The Association must create a record of electronic votes capable of retention, retrieval, and review.

4.4.6 Majority Vote. Unless otherwise provided by the Declaration, these Bylaws, or applicable law, a majority of the votes cast determines the outcome of a vote taken at a meeting or without a meeting.

4.4.7 Secret Ballot. Beginning January 1, 2028, the following votes of Owners must be conducted by secret ballot: (a) election of board members; (b) removal of Board members or officers; (c) amendments to the Declaration or Governing Documents; or (d) Owner approval of an amendment to the Declaration for the reallocation of a Common Area as a limited Common Area for the exclusive use of Owner's Site pursuant to RCW 64.90.240.

(i) At a meeting of Owners held pursuant to this section, the secret ballots physically received by the Association must be opened and counted and the results of the secret ballots received by the Association by electronic means must be reviewed, announced, and recorded in the meeting minutes. A quorum is not required to be present when the secret ballots physically received by the Association are opened and counted or the results of the secret ballots received by the Association by electronic means are reviewed, announced, and recorded in the meeting minutes.

(ii) The incumbent members of the Board and each person whose name is placed on the ballot as a candidate for membership on the Board may not possess, be given access to, or participate in the opening or counting of the secret ballots that the Association physically receives, or the collection of data regarding the secret ballots that the Association receives by electronic means, before those secret ballots have been opened and counted or reviewed, announced, and recorded in the meeting minutes, as applicable, at a meeting of the Association.

4.5 Emergency Meetings of Owners and Board.

4.5.1 “Emergency” means an event or condition or a state of emergency declared by a government for an area that includes the Property that constitutes an imminent: (a) threat to the health or safety of the public or residents of the common interest community; (b) threat to the habitability of the Property; or (c) risk of substantial economic loss to the Association.

4.5.2 In an emergency, the Board may call an Owners’ meeting to respond to the emergency by giving notice to the Owners in a manner that is practicable and appropriate under the circumstances. A quorum is not required for a meeting under this section. After giving notice under this section, the Board may take action by vote without a meeting.

4.5.3 In an emergency, the Board may, without regard to limitations in the Governing Documents, take action it considers necessary, as a result of the emergency, to protect the interests of the Owners and other persons holding interests in the Association, acting in a manner reasonable under the circumstances. If, under this section, the Board determines by a 2/3rds vote that a Special Assessment is necessary: (a) the assessment becomes effective immediately or in accordance with the terms of the vote; and (b) the Board may spend funds paid on the assessment only in accordance with the action taken by the Board. The Board may use funds of the Association, including reserves, to pay the reasonable costs of action taken under this section.

4.5.4 After taking an action under this section, the Board must promptly notify the Owners of the action in a manner that is practicable and appropriate under the circumstances.

4.6 Minutes. Minutes of all Member meetings must be maintained in a record. The decision on each matter voted upon must be recorded in the minutes.

ARTICLE 5 DIRECTORS

5.1 Number of Directors. A Board of Directors consisting of nine directors will manage the affairs of the Association. The number of directors may be increased or decreased from time to time by a majority vote of the members of the Association but a decrease will not have the effect of shortening the term of any incumbent director, and the number of directors shall not be increased to more than fifteen or fewer than five. The terms “board member,” “trustee,” and “director” are used interchangeably in these Bylaws.

5.2 Qualification. Beginning January 1, 2028, at least a majority of board members must be unit owners. In determining the qualifications of a board member or prospective board member, “unit 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 unit owner.

5.3 Restricted Authority of the Board. The Board of Directors has all the powers of the Association set forth in the Acts and Declaration except that the Board of Directors does not have the authority to act on behalf of the Association in the following matters, which authority is reserved to the members:

5.3.1 To amend the Articles of Incorporation or Declaration, except as provided in RCW 64.90.285;

5.3.2 To take any action that requires the vote or approval of the Owners;

5.3.3 To terminate the Association;

5.3.4 To elect members of the Board of Directors, except that the Board of Directors may fill vacancies in its membership of the unexpired portion of any term;

5.3.5 To determine the qualifications, powers, duties, and terms of office of the members of the Board of Directors; and

5.3.6 Any other powers reserved to the members by the Governing Documents of the Association or by law.

5.4 Election of Directors and Term.

5.4.1 Notice of Election. Prior to an election of directors by the members, the Association must provide notice to all members of the following:

- (i) The number of Board positions that may be filled;
- (ii) The qualifications to be a Board candidate, if any; and
- (iii) The process, manner, and deadline for submitting nominations.

5.4.2 Disqualification. If the Board determines that any nominee is not a qualified candidate, the Board must notify the nominee of the basis for the disqualification, and the procedure for appealing the disqualification.

5.4.3 Term. At each annual meeting, the members shall elect three directors to a term of three (3) years. Board members take office upon adjournment of the meeting at which they were elected, or if not elected at a meeting at the time of such election or appointment, and serve until their successor takes office.

5.4.4 Annual Election Voting. Voting for the annual election of directors by the members may be accomplished at the annual meeting, a special meeting called for that purpose, or by ballots delivered, mailed, or emailed to the Secretary of the Association, as reasonably determined by the Board. Each member may cast one vote for each position that will become open on the Board of Directors. There shall be no cumulative voting. Once the Board has given notice of the nominees for Board positions, and if the voting for directors is to be accomplished by mail or email, the Secretary will mail or email ballots to all members listing the nominees for election as directors. Election of directors shall be by plurality of votes cast.

5.4.5 Nominations. Nominations may be made through a Nominating Committee or by any other procedure reasonably adopted by the Board. If the Board chooses to use a Nominating Committee, the following procedures shall be observed unless altered by the Board. The Nominating Committee shall consist of a Chair, who shall be a Member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by majority vote of the Board of Directors prior to the annual meeting at which the

election is to occur, and shall serve until the adjournment of that meeting at which time the committee shall be automatically dissolved. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

5.5 Removal of Directors.

5.5.1 Owners present in person, by proxy, by means of communication under RCW 64.90.445(1) (e) or (f), or by absentee ballot at a meeting of the Owners at which a quorum is present may remove any Board member, with or without cause, if the removal is approved by the following number of votes:

(i) Until December 31, 2027: a majority of the votes present in person or by proxy at the meeting where the removal vote is held.

(ii) On or after January 1, 2028: the lesser of (a) a majority of the votes in the association held by such unit owners or (b) two-thirds of the votes cast by such unit owners at the meeting.

5.5.2 The Owners may not consider whether to remove a Board member at a meeting of the Owners unless that subject was listed in the notice of the meeting.

5.5.3 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.

5.5.4 At any meeting at which a Board member is removed, the Owners entitled to vote for the Board member may immediately elect a successor Board member consistent with these Bylaws.

5.5.5 The Board may, without an Owner vote, remove a Board member if (a) the Board member is delinquent in the payment of Assessments more than 60 days and (b) the Board member has not cured the delinquency within 30 days after receiving notice of the Board's intent to remove the Board member.

5.6 Resignation of Directors. Any director may resign at any time by delivering written notice of the resignation to the Board of Directors by and through the Association's President or Secretary.

5.7 Vacancies. Vacancies on the Board (except in the case of removal by the owners) may be filled by a majority of the directors remaining in office even if they constitute less than a quorum. The person chosen to fill the vacancy will hold office for the unexpired term until their successor is elected and qualified according to these Bylaws.

5.8 Remuneration. No salary or compensation may be paid to directors for their services as directors, but by resolution of the Board of Directors, directors may be reimbursed for expenses incurred in carrying out their duties on behalf of the Association.

5.9 Loans. The Association may not loan money or credit to its directors.

5.10 Disbursement. The Association may not make any disbursements of income to any director for the director's service on the Board of Directors.

5.11 Board Meetings.

5.11.1 Notice. Unless the meeting is included in a schedule given to the Owners, notice of any Board of Directors meeting must be given to Owners at least 14 days prior to the meeting and must at a minimum state the time, date, place, and agenda of the meeting. Notwithstanding the foregoing, notice of a meeting to address an event or condition that could not have been reasonably foreseen and for which it is impracticable to provide notice as otherwise required by this chapter must be given at least seven days before the meeting and by means of electronic communication to unit owners whose electronic address or phone number is known to the association

5.11.2 Regular and Special Meetings. The Board may establish the time, place, and location of board meetings. Regular meetings shall be held at least monthly. Meetings of the Board of Directors may be called at any time by the President or upon request of two directors, subject to the notice requirements in Section 5.11.1. Board meetings may be held in the principal office of the Association or such other place as is designated by resolution of the Board of Directors.

5.11.3 Materials Considered at Meeting. If any materials are distributed to the Board before the meeting, the Board must make copies of those materials reasonably available to the Owners, except that the Board need not make available copies of unapproved minutes or materials that are to be considered in executive session. This section does not require materials to be provided to Owners in the same manner or formality as meeting notice.

5.11.4 Open Meetings.

(i) All meetings of the Board of Directors must be open for observation by all Owners of record and their authorized agents, except the Board may expel or prohibit attendance by any person who, after warning by the chair of the meeting, disrupts the meeting.

(ii) Owners must have a reasonable opportunity to comment on matters affecting the Association. The Board must provide at least 15 minutes at the beginning of each meeting for Owners to comment about agenda items before the Board votes. The Board may place reasonable time restrictions of not less than 90 seconds per Owner per Site, except that the time per Owner per Site may be reduced and allocated equally if more than 10 Owners wish to comment.

(iii) Upon a motion duly made and seconded and the affirmative vote of the directors present in open meeting to assemble in closed session, the Board of Directors may convene in closed executive session to:

- (a) Consult with the Association's attorney concerning legal matters;
- (b) Discuss existing or potential litigation or mediation, arbitration, or administrative proceedings;
- (c) Discuss labor or personnel matters;
- (d) 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
- (e) 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.

The motion must state specifically the purpose for the closed session. A final vote or action may not be taken during an executive session. Reference to the motion and the stated purpose for the closed session must be included in the minutes. The Board of Directors must 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 the motion or other action which is reasonably identified. The requirements of this section may not require the disclosure of information in violation of law or which is otherwise exempt from disclosure.

5.11.5 Electronic Meetings. Any meeting of the Board may be held by telephonic, video, or other conferencing process if:

- (i) The meeting notice states the conferencing process to be used and provides information explaining how to participate in the conference;
- (ii) The process provides all participants the opportunity to hear or perceive the discussion and to comment as provided in RCW 64.90.445(2)(e);
- (iii) Any votes of the Board members are conducted by roll call or other verbal vote; and
- (iv) Any person entitled to participate in the meeting is given the option of participating by telephone.

5.11.6 Other Gatherings. 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 this section.

5.11.7 Quorum. A majority of the Board of Directors constitutes a quorum for the transaction of business. 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 the 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 is the act of the Board unless a greater vote is required by the Governing Documents.

5.11.8 President. The President, or in the President's absence, a member of the Board chosen by the directors present, shall preside over every meeting of the Board.

5.11.9 Voting. Each director possesses one vote in matters coming before the Board. A Board member may not vote by proxy or absentee ballot.

5.11.10 Registering Dissent. A director who is present at a meeting of the Board when action is taken is considered to have assented to the action taken unless:

(i) The director objects at the beginning of the meeting or promptly upon arrival to holding it or transacting business at the meeting;

(ii) The director dissents or abstains from the action; or

(iii) The director delivers notice in the form of a record of the director's dissent or abstention to the president or secretary of the corporation or another officer of the corporation designated in the bylaws before or during the meeting or before the approval of the minutes of the meeting.

5.11.11 Minutes. The Secretary shall keep, or cause to be kept, the minutes of all meetings. Minutes of all meetings of the Board, excluding executive sessions, must be maintained in a record. The decision on each matter voted upon at a Board meeting must be recorded in the minutes.

5.12 Action by Directors Without a Meeting. The Board may act by unanimous consent without a meeting only to: (a) take ministerial actions, (b) take actions subject to ratification by the Owners, or (c) implement actions previously taken at a meeting of the Board. Actions taken by unanimous consent must be kept as a record of the Association with the meeting minutes.

5.13 Standard of Care for Directors. In the performance of their duties, officers and Board members must exercise the degree of care and loyalty to the Association required of an officer or director of a corporation organized under chapter 24.06 RCW, are subject to the conflict of interest rules governing directors and officers, and are entitled to the immunities from liability available to officers and directors thereunder.

ARTICLE 6 COMMITTEES

6.1 Designation and Qualification. The Board of Directors may designate and appoint one or more committees. The designation and appointment of any committee and the delegation of authority may not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or the Board or director by law. The Board may remove and replace committee members at its discretion.

6.1.1 “Committees of the Board” are authorized to exercise any power reserved to the Board. Until December 31, 2027, Committees of the Board must include at least one Board member and such Board member(s) shall have exclusive voting power on the committee. On and after January 1, 2028, Committees of the Board must include at least two Board members and such Board members shall have exclusive voting power; persons who are not directors shall constitute non-voting members of the committee. Meeting of Committees of the Board must comply with the following requirements to the same extent as Board meetings: 5.11.1 (Notice), 5.11.3 (Materials Considered at Meeting), 5.11.4 (Open Meetings), 5.11.11 (Minutes). Any committee authorized to act for the Board may act by unanimous consent only to undertake ministerial actions, actions subject to ratification by the Owners, or to implement actions previously taken at a meeting of the Board. Actions taken by unanimous consent must be kept as a record of the Association with the meeting minutes.

6.1.2 “Advisory Committees” do not exercise any power reserved to the Board and are not subject to the same requirements as Committees of the Board.

6.2 Charter, etc. Committees may be governed by committee charters, resolutions of the Board, and these Bylaws. The Board shall endeavor to adopt and maintain committee charters that:

- (i) designate a clear and specific scope of role and mission for the committee;
- (ii) clearly define the committee’s goals and objectives;
- (iii) provide for the committee to either be chaired by, or report to an assigned director; and
- (iv) establish the term of the committee.

6.3 Committee Membership. Committee members shall be members in good standing throughout their term and shall be appointed by the Board, except as otherwise provided in these Bylaws or the committee charter. Unless a director has been assigned to the Committee as the Chair by the Board, a committee chair will be selected by the committee by majority vote. The Chair is responsible for communicating with the Board and communicating with other committees to minimize duplication.

6.4 Specific Committees.

6.4.1 There shall be an Architectural Control Committee as provided in the Declaration.

6.4.2 The Board may appoint a Recreation Committee to advise the Board on all matters pertaining to the recreational program and activities of the Association and to perform such other functions as the Board, in its discretion determines.

6.4.3 The Board may appoint a Maintenance Committee to advise the Board on all matters pertaining to the maintenance, repair or improvement of the Properties, and perform such other functions as the Board, in its discretion, determines.

6.4.4 The Board may appoint a Publicity Committee to inform the members of all activities and functions of the Association and, after consulting with the Board of Trustees, make such public releases and announcements as are in the best interests of the Association.

6.4.5 The Board may appoint an Audit Committee to supervise the annual audit of the Association's books and review and advise the Board on the Association's annual budget and other financial matters.

6.4.6 The Board may appoint a Nominating Committee as provided in Section 5.4.5 of these Bylaws.

ARTICLE 7 OFFICERS

7.1 Designations. The officers of the Association are a President, Vice President, Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create, all of whom will be elected by the Board at the first Board meeting following their election by the Owners, take office when elected, and hold office until their successor is elected by the Board, subject to provisions relating to vacancy and removal. The officers have the powers described in these Bylaws but will 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 that the President shall not hold any other office. Any officer may be re-elected by the Board for any number of successive terms.

7.2 Officer Designations.

7.2.1 President. The President shall preside at all meetings of the Board of Trustees; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and may sign checks.

7.2.2 Vice President. The Vice-President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

7.2.3 Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board to the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

7.2.4 Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; may sign checks; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

7.3 Other Officers. The Board of Directors may appoint other officers or agents as it deems necessary or expedient, including but not limited to one or more Assistant Secretaries and/or Assistant Treasurers, who will hold their offices for the terms and exercise the powers and perform such duties as determined by the Board of Directors.

7.4 Delegation. In the case of absence or inability to act of any officer of the Association and of any person authorized to act in the officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

7.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the Secretary of the Association, who, in turn, must notify the Board of Directors of such resignation. Unless otherwise specified, written notice of such resignation will take effect upon receipt of the notice by the Association's Secretary.

7.6 Removal. The Board may remove an officer at any time with or without cause, and shall thereafter elect a successor.

7.7 Vacancies. The Board of Directors may fill vacancies in any office arising from any cause at any regular or special meeting of the Board for the unexpired term of the vacated office.

7.8 Loans to Officers. The Association may not loan money or credit to any officer.

7.9 Disbursement. The Association may not make any disbursement of income to any officer, except for reimbursement of expenses incurred in carrying out their duties on behalf of the Association upon approval by the Board of Directors.

7.10 Execution of Documents. The Board of Directors may, except as otherwise provided in the Declaration, Articles of Incorporation, or these Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. In the absence of specific delegation, the President may execute instruments that are necessary or appropriate to conduct the business of the Association. Except as provided herein, no officer, agent, or employee

shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE 8 ASSOCIATION RECORDS

8.1 Record-Keeping.

8.1.1 The Association or its managing agent must keep financial and other records sufficiently detailed to enable the Association to fully declare to each Owner the true statement of its financial status. All financial and other records of the Association, including but not limited to checks, bank records, and invoices, in whatever form they are kept, are the property of the Association. Each managing agent of the Association must turn over all original books and records to the Association immediately upon termination of the management relationship with the Association or upon such other demand as is made by the Board of Directors. An Association managing agent is entitled to keep copies of Association records. All records, which the managing agent has turned over to the Association, will be made reasonably available to the examination and copying by the managing agent at its cost.

8.1.2 The Association must retain, at a minimum, those documents the Association is required by law to maintain, which at the time of the adoption of these Bylaws include the following:

(i) The current budget, detailed records of receipts and expenditures affecting the operation and administration of the Association, and other appropriate accounting records within the last 7 years;

(ii) Minutes of the proceedings of the Members, Board of Directors, and any minutes that may be maintained by committees of the Board. Records may be written, or electronic if capable of being converted to writing;

(iii) The names of current Owners and addresses used by the Association to communicate with them and the number of votes allocated to each Site (the list of Owners is not required to be made available for examination and copying by holders of mortgages on the Sites or contain the electronic addresses of Owners who have elected to keep such addresses confidential pursuant to RCW 64.90.515(3)(a));

(iv) Current Governing Documents;

(v) All financial statements and tax returns of the Association for the past 7 years;

(vi) A list of the names and addresses of its current Board members and officers;

(vii) Its most recent annual report delivered to the secretary of state, if any;

(viii) Financial and other records sufficiently detailed to enable the Association to comply with RCW 64.90.640 (resale certificate);

(ix) Copies of contracts to which it is or was a party within the last 7 years;

(x) Materials relied upon by the Board or any committee to approve or deny any requests for design or architectural approval for a period of 7 years after the decision is made;

(xi) Materials relied upon by the Board or any committee concerning a decision to enforce the Governing Documents for a period of 7 years after the decision is made;

(xii) Copies of insurance policies under which the Association is a named insured;

(xiii) Any current warranties provided to the Association;

(xiv) Copies of all notices provided to Owners or the Association in accordance with the Acts or the Governing Documents; and

(xv) Ballots, proxies, absentee ballots, and other records related to voting by Owners for one year after the election, action, or vote to which they relate.

(xvi) Originals or copies of any plans and specifications delivered by the Declarant pursuant to RCW 64.90.420(1);

(xvii) Originals or copies of any instruments of conveyance for any Common Areas included within the common interest community but not appurtenant to the Sites delivered by the Declarant pursuant to RCW 64.90.420(1);

(xviii) Originals or copies of any permits or certificates of occupancy for the Common Areas in the community delivered by the Declarant pursuant to RCW 64.90.420(1); and

(xix) The preforeclosure information required by RCW 64.90.485(21).

8.1.3 Records retained by the Association must have the following information redacted or otherwise removed prior to disclosure:

(i) Personnel and medical records relating to specific individuals;

(ii) Contracts, leases, and other commercial transactions to purchase or provide goods or services currently being negotiated;

(iii) Existing or potential litigation or mediation, arbitration, or administrative proceedings;

(iv) Existing or potential matters involving federal, state, or local administrative or other formal proceedings before a governmental tribunal for enforcement of the Governing Documents;

(v) Legal advice or communications that are otherwise protected by the attorney-client privilege or the attorney work product doctrine, including communications with the managing agent or other agent of the Association;

(vi) Information the disclosure of which would violate a court order or law;

(vii) Records of an executive session of the Board;

(viii) Individual unit files other than those of the requesting Owner;

(ix) Before January 1, 2028, the unlisted telephone number or electronic address of any unit owner or resident; on and after January 1, 2028, the unlisted telephone number of any Owner or resident, electronic address of any Owner that elects to keep such electronic address confidential, or electronic address of any resident;

(x) Security access information provided to the Association for emergency purposes;

(xi) Agreements that for good cause prohibit disclosure to the Members; or

(xii) Any information which would compromise the secrecy of a ballot cast under RCW 64.90.455(9).

8.2 Examination of Records. All records required to be retained by the Association, except exempt records in Section 8.1.3, must be made available for examination and copying by all Owners, holders of mortgages on Sites, and their respective authorized agents as follows, unless agreed otherwise:

8.2.1 During reasonable business hours and at the offices of the Association or its managing agent, or at a mutually convenient time and location; and

8.2.2 Upon 10 days' notice unless the size of the request or need to redact information reasonably requires a longer time, but in no event later than 21 days without a court order allowing a longer time.

A right to copy records includes the right to receive copies by photocopying or other means, including through an electronic transmission if available upon request by the Owner. An Association is not obligated to compile or synthesize information. Information provided pursuant to this section may not be used for commercial purposes. The Association may charge a reasonable fee for producing and providing copies of any Association records and for supervising the Owner's inspection. An Owner is entitled to receive a free annual electronic or written copy of the list retained under Section 8.1.2(iii) from the Association.

**ARTICLE 9
AMENDMENTS TO BYLAWS**

9.1 Amendment. Until January 1, 2028, these Bylaws may at any time and from time to time be amended, altered or repealed (a) by majority vote of the Board or (b) by the vote of a majority of all Members. Beginning January 1, 2028, these Bylaws may be amended only by the vote of a majority of all members.

9.2 Effective upon Execution. An amendment to these Bylaws is effective when adopted.

**ARTICLE 10
MISCELLANEOUS**

10.1 Fiscal Year. The fiscal year of the Association will be the calendar year from January 1 through December 31.

10.2 Rules of Order. The Board of Directors may adopt rules of procedure to govern any meetings of Members or directors to the extent the rules are not inconsistent with law or the Governing Documents. In the absence of any adopted rules of procedure, the rules contained in the most recent edition of Robert's Rules of Order will govern all meetings of the Members and Board of Directors where those rules are not inconsistent with any of the Governing Documents.

10.3 Notice. Notice to the Association, Board, or any Owner or occupant must be provided in the form of a record.

10.3.1 Tangible Medium.

(i) Notice provided in a tangible medium may be transmitted by mail, private carrier, or personal delivery, telegraph or teletype, or telephone, wire, or wireless equipment that transmits a facsimile of the notice.

(ii) Notice in a tangible medium to the Association may be addressed to the Association's registered agent at its registered office, to the Association at its principal office shown in its most recent annual report or provided by notice to the Owners, or to the President or Secretary of the Association at the address shown in the Association's most recent annual report or provided by notice to the Owners.

(iii) Notice in a tangible medium to an Owner or occupant must be addressed to the Site address unless the Owner or occupant has requested, in a record delivered to the Association, that notices be sent to an alternate address or by other method allowed by this section and the Governing Documents.

10.3.2 Electronic transmission. Notice may be provided in an electronic transmission as follows:

(i) Notice to Owners or Board members by electronic transmission is effective only upon Owners and Board members who have consented, in the form of a record, to

receive electronically transmitted notices and have designated in the consent the address, location, or system to which such notices may be electronically transmitted, provided that such notice otherwise complies with any other requirements of applicable law. An Owner's consent under this section, and any other notice in the form of a record delivered to the Association from time to time, may indicate whether the Owner elects to keep the Owner's electronic address confidential and exempt from disclosure by the Association pursuant to RCW 64.90.495(2). Failure to deliver such notice permits disclosure by the Association.

(ii) Notice to Owners or Board members includes material that the Governing Documents requires or permits to accompany the notice, such as ballots.

(iii) An Owner or Board member who has consented to receipt of electronically transmitted notices may revoke this consent by delivering a revocation to the Association in the form of a record.

(iv) The consent of any Owner or Board member is revoked if the Association is unable to electronically transmit two consecutive notices given by the Association in accordance with the consent, and this inability becomes known to the Secretary of the Association or any other person responsible for giving the notice. The inadvertent failure by the Association to treat this inability as a revocation does not invalidate any meeting or other action.

(v) Notice to Owners or Board members who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the Owner or Board member a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

(vi) Notice to the Association in an electronic transmission is effective only if the Association has designated in a record an address, location, or system to which the notices may be electronically transmitted.

10.4 Limitation of Liability. A Directors or Officer of the Association is not individually liable for conduct within his or her official capacity as a Director or Officer, except for acts or omissions that involve intentional misconduct or a knowing violation of the law, or that involve a transaction from which the Director or Officer will personally receive a benefit in money, property, or services to which the Director or Officer is not legally entitled.

10.5 Conflict.

10.5.1 Statute Controls. In case of any conflict between the Acts and the Articles of Incorporation, the Declaration and/or Bylaws of this Association, the Acts will control. Chapter 64.90 RCW will control over chapter 24.03A RCW.

10.5.2 Articles Control. If there is any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation will control.

10.5.3 Declaration Controls. If there is any conflict between the Declaration and the Articles of Incorporation or these Bylaws, the Declaration will control.

THESE BYLAWS WERE DULY ADOPTED BY A MAJORITY OF THE BOARD OF DIRECTORS AT A BOARD MEETING ON 2026/05/14.

SUNWOOD LAKES HOMEOWNERS ASSOCIATION

By: Sherry Elliott
Sherry Elliott, President

Attest:

By: Daniel Nicholson
[Signature], Secretary Vice President