

**BYLAWS  
OF  
THE POINTE HOMEOWNERS ASSOCIATION**

**ARTICLE I**

**NAME AND LOCATION**

The name of the corporation is THE POINTE HOMEOWNERS ASSOCIATION. The principal office of the Association shall be located at 12931 NE 126<sup>th</sup> Place, Building B1, Kirkland, Washington 98034. The Association is established pursuant to the Declaration, as defined below. The Association will use the name, "THE POINTE HOMEOWNERS ASSOCIATION".

**ARTICLE II**

**DEFINITIONS**

SECTION 1. "Association" shall mean THE POINTE HOMEOWNERS ASSOCIATION, its successors and assigns.

SECTION 2. "Declaration" shall mean and refer to that certain Declaration of Protective Covenants, Conditions, Restrictions, Easements and Reservations for the Plat of The Pointe and any Subsequent Divisions, recorded under Thurston County Auditor's Number \_\_\_\_\_, State of Washington.

SECTION 3. "Members" shall mean the owners of the Lots.

SECTION 4: Other capitalized terms used herein shall have the meanings set forth in the Declaration.

**ARTICLE III**

**MEETING OF MEMBERS**

SECTION 1. ANNUAL MEETINGS. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, unless another date is specified by notice to the Members. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday. Meetings of members and directors may be held at the Association's principal office or at such other places within the State of

Washington as may be designated by the Board of Directors.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Members may be called at any time by the President or by a majority of the Board of Directors, or upon written request of the Members who are entitled to vote ten percent (10%) of all of the votes.

**SECTION 3. NOTICE OF MEETINGS.** Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, no less than fourteen (14) and no more than sixty (60) days in advance of such meeting to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, the business to be placed on the agenda for a vote of the Members, including the general nature of any amendment to the articles or bylaws, any budget or changes in a previously approved budget and any proposal to remove a director.

**SECTION 4. QUORUM.** The presence at the beginning of the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**SECTION 5. PROXIES.** At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

**SECTION 1. NUMBER.** The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be Members of the Association.

**SECTION 2. TERM OF OFFICE.** Upon the termination of the Development Period, the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter, the Members shall elect one (1) director for a term of three (3) years.

**SECTION 3. REMOVAL.** Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association entitled to vote, in person

or by proxy, at any meeting at which a quorum is present. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining Directors and shall serve for the unexpired term of his predecessor.

SECTION 4. COMPENSATION. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. NOMINATION. Nomination for election to the Board of Directors shall be made by a Nominating Committee, which shall consist of a Chairman, who shall be a Member of the Board of Directors, and two (2) or more Members of the Association, one of whom shall be a member of the Board of Directors. The Nominating Committee shall be appointed by majority vote of the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. 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.

SECTION 2. ELECTION. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### MEETINGS OF DIRECTORS

SECTION 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least three (3) times each year, one (1) of which shall be held immediately following the annual meeting of the Members. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days notice to each director.

**SECTION 3. QUORUM.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. All meetings of the Board of Directors shall be open for observation by Members of record and their authorized agents.

**SECTION 4. ACTION TAKEN WITHOUT A MEETING.** The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## **ARTICLE VII**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**SECTION 1. POWERS.** The Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days from infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association by the Articles, the Declaration, these Bylaws or by Washington State Statute and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation, the Declaration or Washington State Statute;
- (d) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

**SECTION 2. DUTIES.** It shall be the duty of the Board of Directors to:

- (a) cause to be kept minutes of its meetings, a complete record of all its acts and

corporate affairs and financial and other records sufficiently detailed to enable the Association to fully declare to each Member 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;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) prepare an annual budget and submit it to a vote of the Members, fix the amount of the estimated annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Member subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) at the Board's discretion, foreclose the lien against any property for which assessments are not paid or to bring an action at law against the Member personally obligated to pay the same as set forth in the Declaration.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association, and, at the Board's discretion, purchase directors liability insurance;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Areas to be maintained;

(h) cause to be prepared an annual financial statement of the Association. If the annual Association assessments are \$50,000 or more, the Board shall cause the financial statements to be audited annually by a certified public accountant unless the audit is waived annually by a vote of sixty-seven percent (67%) of the votes cast by members at a meeting of the Association at which a quorum is present; and

(i) keep or cause to be kept records of the Association, including the names and addresses of Members and other occupants of the Lots. The records shall be available for

examination by all Members, holders of mortgages on the Lots, and their respective authorized agents on reasonable advance notice during normal working hours at the offices of the Association or its managing agent. The Association shall not release the unlisted telephone number of any Member.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

SECTION 1. ENUMERATION OF OFFICERS. The officers of this Association shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board may from time to time by resolution create.

SECTION 2. ELECTION OF OFFICERS. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

SECTION 3. TERM. The officers shall be elected annually by the Board and each shall hold office for one (1) year unless such officer sooner resigns or is removed.

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

SECTION 5. RESIGNATION AND REMOVAL. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. VACANCIES. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer who is replaced.

SECTION 7. MULTIPLE OFFICES. The offices of President and Vice President or Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

SECTION 8. DUTIES. The duties of the officers are as follows:

PRESIDENT: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases,

mortgages, deeds, easements, amendments to the Articles and Bylaws and other written instruments on behalf of the Association and shall co-sign all checks and promissory notes.

**VICE PRESIDENT:** The Vice President shall act in the places and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

**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 and of 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.

**TREASURER:** The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a 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.

## **ARTICLE IX**

### **COMMITTEES**

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Each Committee shall consist of two (2) or more members of the Board of Directors and such other members as the Board of Directors shall appoint by majority vote. The committee may have and exercise the powers designated to it by the Board so long as the Committee's powers are in compliance with RCW 24.03.115, as amended from time to time.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The books and records of the Association shall, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XI

### ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments. Such assessments may be secured by a lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest rate permitted by law, or if no limitation is imposed by law, at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the Member personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Member may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

The lien of the assessments provided for herein shall be subordinate to the lien of any first mortgage. Sale or transfer of any Lot shall not affect the assessment lien. However, the sale or transfer of any Lot pursuant to mortgage foreclosure or any proceeding in lieu thereof, shall extinguish the lien of such assessments as to payments which became due prior to such sale or transfer. No sale or transfer shall relieve such lot from liability for any assessments thereafter becoming due or from the lien thereof.

## ARTICLE XII

### AMENDMENTS

These Bylaws may be amended during the Development Period, by the Developer, or after termination of the Development Period at a regular or special meeting of the Members by a vote of seventy percent (70%) of all Members at any regular or special meeting of the Members duly called for that purpose at which a quorum is present, unless the amendment is rejected by a vote of a majority of the Members. The Bylaws may also be amended by a majority vote of the Board of Directors so long as the amendment does not alter the voting rights of the Members and is not contrary to a specific provision in the Declaration.

## ARTICLE XIII

### MISCELLANEOUS

SECTION 1. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

SECTION 2. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

SECTION 3. The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

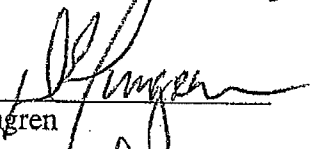
IN WITNESS WHEREOF, we being all of the directors of THE POINTE HOMEOWNERS ASSOCIATION, have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

Name

Address

  
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