

**BY-LAWS OF THE  
WINDANDTIDE COMMUNITY ASSOCIATION**

**ARTICLE I. OBJECTIVES AND DEFINITIONS**

1. Purpose. The purpose of these By-Laws is to govern the operation of the WINDANDTIDE COMMUNITY ASSOCIATION. These By-Laws supersede and replace all prior By-Laws of the Windandtide Community Association and all predecessor organizations.
2. Assent. All members are subject to these By-Laws. The ownership, acquisition, rental or occupancy of any property, within the area generally known as “Windandtide” (specifically described in Article II, paragraph 1), shall constitute assent to be bound by, and ratification of these By-Laws.
3. Definition. The terms used in these By-Laws shall have the same meaning as in the Articles of Incorporation of Windandtide Community Association and the Declaration of Covenants, Conditions, Restrictions, Easements, and Reservations for Windandtide, hereinafter referred to as CC&R’s, unless specifically indicated to the contrary.

**ARTICLE II. MEMBERSHIP**

1. Qualifications.

- a. Voting Member. Owners of property in the area generally known as “Windandtide”, and specifically the following properties located in Snohomish County, Washington:
  - i. Windandtide Addition blocks 1 through 8,
  - ii. Windandtide Subdivision of Tract 9,
  - iii. The land parcel adjacent to Windandtide Addition block 7 recorded in the Snohomish County Planning Dept. as tax parcel No. 292804-1-002,
  - iv. The land parcel adjacent to Windandtide Addition block 8 recorded in the Snohomish County Planning Dept. as tax parcel No. 292804-1-008,
  - v. And the seven parcels adjacent to Windandtide Addition block 3 recorded in the Snohomish County Planning Dept. as “Segregation areas” S106-75, S107-75, S108-75,

shall be members of the Windandtide Community Association, hereinafter referred to as the Association. The annual payment of dues and any assessments, per each property owned, shall be a requirement for each voting membership. Where the property is held in more than one (1) name, said Owners shall be entitled to only one (1) voting membership in the Association. An Owner of more than one (1) property is entitled to one (1) voting membership per property owned.

b. Associate Member (non-voting member). A non-property owning resident may be granted status as an Associate Member. Such a member has rights, privileges, and responsibilities of regular membership with the exception of the right to vote and other restrictions as may be set by the Board.

2. Voting and Other Rights. Each voting membership shall have only one vote which is exercisable in person or by proxy. No membership may acquire any interest in the Association which will entitle the membership to any greater voice, vote, authority, or interest in the Association than any other membership. No membership shall have any right, title, or interest, legal or otherwise, in or to the Association's assets. Members who are delinquent in payment of annual membership dues, or any assessments shall not be eligible to vote or serve as a Member of the Board until delinquent amounts are paid.

3. Proxies. Proxies may be submitted by voting members prior to a Meeting of the Members. Proxies, when used, must be written, signed and postmarked or delivered to the Secretary of the Board no later than the date and time designated for the meeting. Proxies received after the deadline will not be accepted. Proxies not received by the deadline shall be voted by the Board. A Proxy shall be valid for the meeting specified on the Proxy or any adjournment thereof.

4. Record of Membership. The Treasurer shall keep a complete and current written record of members and memberships of the Association.

### ARTICLE III. MEETING OF THE MEMBERS

1. Annual Meeting. The Annual Meeting of the Members shall be held in the month of March, or at a time and date to be determined by the Board, for election of Members of the Board and approval of the annual budget.

2. Special Meetings. Special Meetings of the Members may be called at any time by the Board, or upon written request of any two (2) Board Members, or upon written request of at least twenty-five (25%) percent of the total voting membership of the Association.

3. Place of Meeting. All Meetings of the Members shall be held in a place designated by the Board, in a notice or call thereof.

4. Quorum. Twenty-five (25%) percent of voting memberships of the Association, voting in person or by proxy, shall constitute a quorum for the transaction of business at any Meeting of the Members. In the absence of a quorum, a majority of voting memberships present, in person or by proxy, may adjourn any meeting from time to time for a period of not more than thirty (30) days at any one time until a quorum shall attend.

5. Notices. Except as may otherwise be required by statute, notice of time, place and purpose of each Meeting of the Members, whether annual or special, or any other notice, shall be given at least twenty (20) days before the day on which the meeting is to be held,

or any other action is to be taken. Notice shall be given to each member of record entitled to vote, by delivering a written or printed notice, or via other such means, thereof to the member personally or by mailing such notice in a postage prepaid envelope addressed to the member as it appears in the records of the Association. No public notification of a Meeting of the Members shall be required.

6. Order of Business. The order of business at all Meeting of the Members shall be as follows unless dispensed with on motion:

- a. Presentation of minutes of the last meeting, and their approval.
- b. Treasurer's Report.
- c. Board of Director's Report.
- d. Unfinished Business.
- e. New Business
- f. Adjournment

#### ARTICLE IV. MEMBERS OF THE BOARD

1. Membership. The Board shall consist of five (5) Officers and four (4) Directors, for a total of nine (9) Board Members. These Board Members shall receive no compensation for their services as such.

2. Qualifications. A Board Member must be a voting member of the Association.

3. Election. Members of the Board shall be elected at the Annual Meeting of the Members. Candidates receiving the greatest number of votes shall be elected to those open Board positions.

4. Term. At the initial election; four (4) Board Members shall be elected for one (1) year terms, five (5) Board Members shall be elected for two (2) year terms. Thereafter Board Members shall be elected for two (2) year terms.

5. Organization Meeting. The Board shall meet immediately following the Annual Meeting and election of the Board, for the purpose of organization, election of officers, and the transaction of other business and, if a quorum of Board Members is present at such meeting, no notice thereof shall be required. If not held as above provided, such Organizational Meeting may be held at any other time or place specified in a notice or call to Board Members.

6. Removal of Board Members.

- a. Removal by Board Members. Any Board Member may be removed from office at any time, either for or without cause, by the affirmative vote of two-thirds (2/3) of the Board Members in office. Voting shall occur at a special meeting of the Board, provided that the notice of such meeting shall specify the contemplated removal as a purpose of such meeting.

b. Removal by Memberships. Any Board Member may be removed from office at any time, either for or without cause, by majority vote of memberships at a Meeting of the Members, either annual or special, called for that purpose, provided that the notice of such meeting shall specify the contemplated removal as a purpose of such meeting.

## ARTICLE V. OFFICERS AND DIRECTORS

1. Officers. The Board shall elect Officers from among its members. The Officers of this Association shall be a President, a Vice President, a Parliamentarian, a Secretary, and a Treasurer.

2. Term of Office. All Officers shall be elected for one-year terms to serve until the next organizational meeting of the Board, occurring after the date of election and thereafter until a successor is elected.

3. Removal of Elected Officers. Any elected Officer may be removed at any time, either for or without cause, by the vote of two-thirds (2/3) of the Board at any meeting called for that purpose. A removed Officer may continue to serve as a Director unless removed as provided in Article IV, Paragraph 6.

4. Vacancies. If a vacancy occurs in any office, the Board may elect or appoint a successor to fill such vacancy for the remainder of the term of that office.

5. President. The President shall be the chief executive officer of the Association and shall exercise general and active management of its operations and affairs. The President shall preside, when present, at all meetings of the members and of the Board. The President shall be an ex officio member of all committees except the Nomination Committee.

6. Vice President. The Vice President shall perform all of the duties and functions of the President during periods of absence or inability of the President and shall perform such duties and exercise such other powers as may be assigned from time to time by the President or the Board.

7. Parliamentarian. The Parliamentarian shall advise upon matters of procedure in accordance with Roberts Rules of Order. His or her interpretation shall prevail.

8. Secretary. The Secretary shall give notice of all meetings of members and of the Board and shall keep true records of all proceedings. The Secretary shall keep and account for all documents, papers, and records of the Association except those which are hereinafter directed to be in the charge of the Treasurer. In the absence of the Secretary, an assistant Secretary or Secretary pro tempore, designated by the President, shall perform the duties. The Secretary shall have possession of the records of the Association and take responsibility for their safekeeping.

9. Treasurer. The Treasurer shall have the care and custody of all moneys, funds and securities of the Association. The Treasurer shall keep record of members and memberships as defined on Article II, paragraph 4. The Treasurer shall have the power to endorse for deposit or collection all checks, drafts, notes, bills of exchange, or other commercial paper payable to the Association and give proper receipts or discharges therefor, shall keep all books of account relating to the business of the Association and shall present a statement of the Association's financial condition at each Annual Meeting or whenever required to do so by the Board. In the absence of the Treasurer, a Board Member, designated by the President, shall perform the duties. The Treasurer is authorized to write checks for payment of Association expenses.

10. Directors. The Directors shall consist of four (4) Board Members who are not serving as Officers.

#### ARTICLE VI. POWERS AND DUTIES OF THE BOARD

1. Powers. The Board shall have the power to do the following:

- a. Establish rules and regulations governing the members, and to establish penalties for infractions, including monetary penalties.
- b. Take any and all actions necessary to comply with and enforce the provisions and requirements of the Articles of Incorporation, these By-Laws, and the CC&Rs.
- c. Exercise for the Association all powers; duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of the Articles of Incorporation, these By-Laws, or the CC&Rs.
- d. The Board may, from time to time appoint committees for any purpose and may delegate to any such committee or to any Board Member, such powers as the Board may deem appropriate with power to subdelegate such powers if the Board deems desirable.
- e. The Board may require any Director or Officer of the Association to have a surety bond for the faithful performance of duties in such form and in such sum and by such surety company as the Board may determine. All such bonds shall be for the benefit of and payable to the Association and the premiums therefor shall be paid by the Association.

2. Duties. It shall be the duty of the Board to do all of the following:

- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members of the Association at the Annual Meeting of the members.

- b. Fix, levy, and collect dues, monetary penalties, and assessments as provided in these By-Laws and the CC&Rs.
  - c. Establish voting procedures for the Association.
  - d. Cause the Common Properties, entry-signs, and rights of way to be maintained and paid for as appropriate. Common Properties are those properties owned by the Association or by the members in common.
  - e. Obtain insurance as it may deem appropriate to protect the interests of the members.
  - f. Perform any and all duties necessary to comply with the provisions and requirements of the Articles of Incorporation, these By-Laws, and the CC&Rs.
3. Nomination Committee. Not later than sixty (60) days before the Annual Meeting of the members (Annual Meeting), the Board shall appoint a Nominating Committee of three (3) or more voting members. The Nomination Committee, upon its appointment, shall nominate for election to the Board at least the number of persons necessary to fill the positions on the Board which the committee anticipates will be open to be filled at the next succeeding Annual Meeting of members. The report of the Nomination Committee shall be made to the Board not less than thirty (30) days prior to such Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting by any voting member of the Association.
4. Meetings. Meetings of the Board shall be held monthly in a convenient location in the Windandtide Community area.
5. Quorum and Manner of Acting. A majority of the Board Members in office at the time or five (5) Board Members, whatever number is smaller, shall constitute a quorum for the transaction of business; and, except as otherwise required by statute or by the Articles of Incorporation or any amendment thereto, or by these By-Laws, the act of a majority of the Board Members present at any such meeting at which a quorum is present shall be proper binding act of said Board. No notice of adjourned meeting need be given.
6. Resignations. Any Board Member of the Association may resign at any time either by oral tender of resignation at any meeting of the Board or by giving written notice thereof to the Board. Such resignation shall take effect at the time specified therefor; and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective. Absence from three (3) consecutive meetings of the Board, without prior approval of the Board may, at the discretion of the Board, be construed as a resignation by the member so absent.
7. Filling the Vacancies. Any vacancy or vacancies created by death, resignation, removal, or by increase in the number of Board Members, or by virtue of unfilled

vacancies on the Board, may be filled by a two-thirds (2/3) vote of the Board. Each person so elected shall be a Board Member until a successor is elected by the members who may make such election at the next Annual Meeting of the members or at any special meeting duly called for that purpose.

#### ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Each Director and Officer now or hereafter serving this Association, or who has served this Association, and the respective spouses, heirs, executors, and administrators of 3/21/05 each of them, shall be indemnified by this Association to the fullest extent permitted now or hereafter under the laws of the State of Washington against all costs, expenses, penalties, fines, settlements, judgments and liabilities, including attorney's fees and including expenses incurred in securing indemnity from this Association, reasonably incurred by or imposed upon him/her in connection with or resulting from any proceeding in which he/she is or may be a party by reason of his/her being or having been such Director or Officer or by reason of any action alleged to have been taken or omitted by him/her as such Director or Officer. Reasonable expenses incurred by a Director or Officer who is a party to a proceeding shall be advanced by this Association in advance of the final disposition of the proceeding. However, this Association shall indemnify any such indemnitee in connection with the proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized or ratified by the Board of the Association and only to the extent authorized.

2. The Association shall obtain insurance on behalf of any person who is or was a Director or Officer of this Association or is or was serving at the request of this Association as a Director or Officer, against any liability arising out of that person's status as such, whether or not this Association would have the power to indemnify that person against such liability.

#### ARTICLE VIII. MISCELLANEOUS

1. Annual Audit. The financial transactions of the Association shall be audited at least once each year by an Audit Committee to be appointed by the Board. The Audit Committee shall consist of the Association's Treasurer and two members of the Association not currently on the Board. The report of such audit shall be presented in writing to the Board and shall be available for examination by members.

2. Fiscal Year. The fiscal year of the Association, upon which its accounts and records are kept, shall be the year from January 1 to and including December 31 of each year.

3. Special Assessments. A special assessment for any purpose not inconsistent with the Articles of Incorporation, CC&Rs, and Laws governing operation of Washington non-profit corporations, shall be voted only by a majority of voting memberships.

4. Common Properties. Every member shall have a right and easement of enjoyment in and to the Common Properties, subject to rules and regulations of the Common

Properties. The Association shall have the right to transfer all or any part of the Common Properties to any governmental unit or public agency or authority or public utility. If the Association elects to transfer that Common Property known as "Windandtide Park" it must be dedicated as a neighborhood park. No such dedication or transfer shall be effective unless an instrument signed by two-thirds (2/3) of the members entitled to vote has been recorded, agreeing to such dedication or transfer, and unless written notice of the proposed action is sent to every member no less than thirty (30) days nor more than sixty (60) days in advance. The Common Property cannot be encumbered or sold by any one member or members of the Association.

ARTICLE IX. AMENDMENTS

The Amended Articles of Incorporation and these By-Laws may be amended, not inconsistent with the Amended Articles of Incorporation, CC&Rs, or any provision of law, by an affirmative vote of a majority of voting membership.