

**BYLAWS  
(First Amended)  
OF  
LAKEMOOR COMMUNITY CLUB**

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# LAKEMOOR COMMUNITY CLUB BYLAWS

## ARTICLE I Offices

1.1 *Registered Office and Registered Agent.* The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

## ARTICLE II Members

Members shall consist of all persons and corporations who now or hereafter own one or more lots within the area of jurisdiction of the association as described in the Articles of Amendment and the Modified protective Covenants of the association and shall contribute the annual membership fee determined for a particular year by the corporation's Board of Directors. All membership fees shall be determined by the Board of Directors on an annual basis. Each lot shall be entitled to one vote on all matters submitted to a vote of the corporation's members. Memberships shall not be transferable except upon sale of the member's property.

## ARTICLE III Members' Meetings

3.1 *Meeting Place.* All meetings of the members shall be held at such place as shall be determined by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

3.2 *Annual Meeting Time.* The annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held each year at a time determined by the Board of Directors.

3.3 *Annual Meeting--Order of Business.* At the annual meeting of members, the order of business shall be as follows:

- (a) Calling the meeting to order
- (b) Proof of notice of meeting (or filing of waiver)
- (c) Reading of minutes of last annual meeting
- (d) Reports of officers
- (e) Reports of committees
- (f) Miscellaneous business

3.4 *Special Meetings.* Special meetings of the members for any purpose may be called by the President or Board of Directors.

3.5 *Notice.*

(a) Notice of the time and place of the annual meeting of members and of regular meetings other than the annual meeting shall be given by delivering personally or by mailing a written or printed notice of the same, at least ten (10) days, and not more than thirty (30) days, prior to the meeting.

(b) At least ten (10) days and not more than thirty (30) days prior to the meeting, written or printed notice of each special meeting of members, stating the place, day, and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed.

3.6 *Waiver of Notice.* A waiver of any notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

3.7 *Voting.* A member may vote in person or by proxy executed in writing by such member or such member's duly authorized attorney-in-fact. No proxy shall be valid after one (1) month from the date it is executed, unless otherwise provided in the proxy. A member may vote for the election of directors by mail or by any other method permitted by this Section 3.7.

3.8 *Quorum.* Fifty percent (50%) of the members entitled to vote represented at a meeting either in person, by proxy, or by mail-in ballot when appropriate, in order to constitute a quorum sufficient for the transaction of business.

ARTICLE IV  
Board of Directors

4.1 *Number and Powers.* The management of all the affairs, property,

and interests of the corporation shall be vested in a Board of Directors consisting of seven (7) persons. Directors must be members. The Board of Directors elected by the members shall serve staggered terms consisting, as nearly as possible, of one-half (1/2) of the total number of directors elected in any one year. At each annual meeting, directors shall be elected for a term of two (2) years to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these **Bylaws** and **Articles of Incorporation**, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the corporation, including but not limited to all of the powers enumerated in the **Articles of Amendment** of this corporation, as well as the following powers:

1. To construct, improve, develop, repair, and maintain, swimming areas, parks and general community facilities appropriate for the use and benefit of its members, and to make and collect charges, dues and assessments to pay the costs and expenses therefor.

2. To keep records of approvals or disapprovals made or issued by the corporation; to keep books and records showing all charges, levies, and assessments made; to issue certificates of completion and compliance covering respective parcels of property upon which buildings, structures, and other improvements have been placed, all as provided in the **Protective Covenants** and **Modified Protective Covenants 2008 of Lakemoor Community Club** and any amendments thereto affecting such property or portions thereof; and to make and collect charges covering the cost and expense of such acts.

3. To enforce liens, charges, assessments, restrictions, conditions, and covenants upon and/or created for the benefit of parcels of real property over which the corporation has jurisdiction and to which such parcels may be subject to the full extent the corporation has the legal right to enforce the same, and to incur, pay, and seek reimbursement for, all expenses incidental thereto, including but not limited to reasonable attorneys fees and costs.

4. To pay the taxes and assessments which may be levied by any public authority upon any of the property now or hereafter used or set apart for the general benefit and use of the owners of lots within the jurisdiction of the corporation.

5. To exercise such powers of consent, decision, modification, cancellation, and/or enforcement of covenants, restrictions, liens, and

charges imposed upon such property.

6. To approve and/or disapprove, as provided by covenants, tree plans when required, restrictions, plans and specifications for structures to be erected or maintained upon such property or any portion thereof and any and all materials for same.

7. To regulate the posting upon any of such property, signs and the like.

8. To fix, establish, levy, and collect annually such charges and assessments as may be necessary, in the judgment of the Board of Directors, to carry out any or all of the purposes for which this corporation is formed, and to file and foreclose a lien or liens upon any property or lot for which any assessment is not paid when due, together with interest and attorneys fees and costs in connection therewith.

9. To expend the moneys collected by the corporation from charges and assessments and other sums received for the payment and discharge of costs, expenses, and obligations incurred by the corporation in carrying out any and all purposes for which the corporation was formed.

10. In furtherance and not in limitation of the above, to engage in any other lawful activity that may hereafter be authorized from time to time by the Board of Directors, and to exercise any or all powers of nonprofit corporations and of homeowners' associations pursuant to the laws of the State of Washington, including Ch. 24.03 RCW, and Ch. 64.38 RCW, as amended.

4.2 *Vacancies.* All vacancies on the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors, provided that no fewer than four directors of the Board remain. If the remaining Board members cannot agree by majority vote, or if fewer than four directors remain, a special meeting of members shall be called within 30 days of such event to vote to fill such vacancy or vacancies. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected.

4.3 *Regular Meetings.* Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place as the Board of Directors may from time to time designate. The annual meeting shall be held at the registered office of the corporation, or at such other time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular

meetings of the Board of Directors held, with proper notice, not less frequently than once each calendar quarter.

4.4 *Special Meetings.* Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

4.5 *Quorum.* A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

4.6 *Waiver of Notice.* Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.7 *Executive, Architectural, and Other Committees.* The Board of Directors may appoint, from time to time, standing or temporary committees. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Notwithstanding the above, the Board shall appoint a standing Architectural Control Committee consisting of no less than three (3) members which shall be responsible for reviewing and approving or rejecting tree plans and all plans for building and development within the area of jurisdiction of this corporation pursuant to the Modified Protective Covenants 2008 as amended and within rules and regulations adopted from time to time and published to the membership by the Board, and the Board shall retain final authority over the decisions of such Committee.

4.8 *Removal.* Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by members having voting rights represented in person or by proxy at a meeting of members at which a quorum as defined in Article III, Section 3.8, is present.

4.9 *Action by Directors without a Meeting.* Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by a majority of the directors, or a majority of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

## ARTICLE V Officers

5.1 *Designations.* The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected for terms of one year by the Board. Such officers shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the office of President.

5.2 *The President.* The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

5.3 *Vice President.* During the absence or disability of the President, the Vice President shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

5.4 *Secretary.* The Secretary shall issue notices for all meetings, except for notices of special meetings of the members and the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Secretary shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

5.5 *The Treasurer.* The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of

the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Treasurer shall perform all of the duties of the Treasurer and at other times may perform such other duties as are directed by the President or the Board of Directors.

5.6 *Delegation.* If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board may delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

5.7 *Vacancies.* Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board, as provided by Section 4.2.

5.8 *Other Agents.* The Board of Directors may appoint such agents as it shall deem necessary or expedient and may authorize reasonable compensation for such service.

5.9 *Term-Removal.* The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## ARTICLE VI Depositories

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

## ARTICLE VII Notices

Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known

address in the records of the corporation, postage prepaid.

ARTICLE VIII  
Indemnification of Officers, Directors, Employees, and Agents

The corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation.

ARTICLE IX  
Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE X  
Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation, provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of members unless such alteration, amendment, or repeal shall first have received the approval of sixty percent (60%) of the members entitled to vote.

Adopted by resolution of the corporation's Board of Directors on \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Secretary

Attest:

\_\_\_\_\_  
President