

BYLAWS  
OF  
WESTBROOKE II HOMEOWNERS ASSOCIATION

Article I  
Name and Principal Office

1.1 Name. The name of the Association shall be Westbrooke II Homeowners Association ("Association").

1.2 Principal Office. The principal office of the Association shall be located at P.O. Box 65102, University Place, Washington 98464-1102 or at such other place as the Association may designate from time to time in accordance with Washington statutes governing non-profit corporations.

Article II  
Association: Membership, Meetings, Quorum, Voting, Proxies

2.1 Membership. The Association shall have one class of membership, consisting of the owners of each of the 76 individual residential lots of the Plat of Westbrooke Division II, Phases I and II.

2.2 Place of Meetings. Meetings of the Association shall be held within University Place, Washington, at such suitable place as may be designated by the Board of Directors ("Board").

2.3 Annual Meetings. Regular annual meetings shall be held each year in March, on a date and at a time set by the Board. In the event that a quorum, as defined in Section 2.9 of these Bylaws, is not present at an annual meeting, the Association may hold the meeting for informational purposes; provided, however, the Association may not take any action at such meeting unless a quorum is present.

2.4 Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting if so directed by resolution of the Board or upon a petition signed by members holding at least 10% of the voting power of the Association.

2.5 Notice of Meetings. The Secretary of the Association shall cause written notice stating the place, day and hour of any meeting of the Association to be delivered by hand delivery or United States mail, postage prepaid, to each member, or by facsimile, computer, fiber optics, cable, or other similar communication devices or such other manner which is reasonably calculated, as determined in the discretion of the Board, to provide personal notice to the members entitled to notice. Such notice shall

be delivered not less than 10 nor more than 50 days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting.

In the case of a special meeting or when otherwise required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. No other business shall be transacted at a special meeting except as stated in the notice.

The failure of any member to receive actual notice of a meeting of the members shall not affect the validity of any action taken at such meeting.

2.6 Adjournment of Meetings. When a meeting is adjourned to another date, time or place, notice of the new date, time or place need not be given of the adjourned meeting if the time and place of the meeting are announced at the meeting at which the adjournment is taken. At the adjournment meeting, the Association may transact any business which might have been transacted at the original meeting.

2.7 Voting. Each member shall be entitled to one vote for each lot owned. When more than one person or entity holds an interest in any such lot, all such persons or entities shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any one lot. Members may vote at a meeting by voice vote or ballot, or may vote by mail without the necessity of a meeting, as determined by the Board; provided, however, meetings shall be held when required by these Bylaws or Washington law. Votes for the election of directors shall be cast by secret written ballot. Elections for directors may be conducted by mail as provided in Section 2.11 below. Voting on any matter also may be conducted electronically (i.e. via the Internet) if, and to the extent, permitted by law. All votes of the members at meetings shall be subject to the quorum requirements of Section 2.9 of these Bylaws.

2.8 Proxies. At all meetings of members, any member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the meeting. A proxy is valid for 11 months unless a shorter period is expressly provided in the written proxy. Appointment of a proxy is revoked by the person who appoints a proxy by either (1) attending any meeting and voting in person or (2) signing and delivering to the Secretary either a written statement that the appointment of the proxy is revoked or a subsequent written proxy. The death or incapacity of the member who appoints a proxy shall not affect the right of the Association to accept the proxy's authority unless the Secretary receives written notice of the death or incapacity before the proxy exercises authority under the appointment.

2.9 Quorum. Except as otherwise provided in these Bylaws, the presence, in person or by proxy, of 10% of the members of the Association entitled to vote shall constitute a quorum at all meetings of the Association. Members present at a duly called or held meeting at which a quorum is present may continue to do business until

adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

2.10 Conduct of Meetings. All members attending a meeting of the members shall register with the Secretary prior to commencement of the meeting, and all proxies must be filed with the Secretary prior to commencement of the meeting. After the meeting is called to order by the chair of the meeting, no further proxies or changes, substitutions or revocation of proxies shall be accepted. All meetings of the members will be called to order and chaired by the President of the Association, or if there is no President, or if the President is absent or so requests, then by the Vice President. If both the President and the Vice President are not present at the meeting, any other officer of the Association may call the meeting to order and chair the meeting. In the absence of the Secretary, the chair of the meeting may appoint any member to act as recording secretary. The chair of the meeting shall have the authority to determine the order of business to be conducted at the meeting and to establish rules for expediting the business of the meeting. Either the Secretary or the recording secretary may, at his or her discretion, choose to audiotape the meeting.

2.11 Action by Written Ballot. Any action that the Association may take at any annual or special meeting of the members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be returned to the Association in order to be counted, which time shall not be less than 10 days after the date that the Association delivers the ballot. Once a written ballot has been received by the Association, the ballot may not be revoked. Approval by written ballot pursuant to this section is valid only if both the number of votes cast by ballot equals or exceeds the quorum requirement to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes which would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Article III  
Board of Directors

A. Composition, Selection, Compensation.

3.1 Governing Body; Composition. The affairs of the Association shall be managed by a Board of Directors. Each director shall have one equal vote. The directors shall be members; provided, no more than one representative from a particular lot may serve on the Board at the same time. If a director ceases to be a member, the

director will immediately be disabled and the provisions of Section 3.5 will govern the appointment of a successor.

3.2 Number of Directors. The number of directors in the Association shall be three.

3.3 Nomination of Directors. Nominations for election to the Board shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board, and two or more members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the members, to serve from the close of the 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 as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

3.4 Election and Term of Office. Election to the Board shall be by secret written ballot. Elections for directors shall be held in October of the year prior to the Board vacancy. 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 Section 2.7 of these Bylaws. The candidate receiving the largest number of votes for each vacancy to be filled shall be elected. Directors elected shall take office on January 1st following such election. Each director shall serve a three-year term. Directors may continue in office as long as they continue to be elected and accept the position.

3.5 Removal of Directors and Vacancies. Any director elected may be removed, with or without cause, by a vote of a majority of the members entitled to vote for the election of such director. Any director whose removal is sought shall be given notice prior to any meeting called and noticed in accordance with these Bylaws for that purpose or prior to any recall vote conducted by mail for such purpose. Upon removal of a director, a successor shall be elected by the members to fill the vacancy for the remainder of the term of such director.

Any director may resign at any time by giving written notice to the Board. 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.

In the event of the death, disability or resignation of a director, the Board may declare a vacancy and appoint a successor to fill the vacancy for the remainder of such director's term.

3.6 Compensation. No director shall be paid for his or her services as a director; provided, however, any director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other directors.

Notwithstanding the provisions of this section, by a majority vote of the members in December 2001, it was approved that the annual dues assessment is waived for any serving director of the Association during his/her term or terms of office. Directors shall, however, be subject to all other assessments or charges that may be levied from time to time by the Association.

B. Meetings.

3.7 Organizational Meetings. Each Board shall hold an organizational meeting within 30 days after newly-elected or newly-appointed directors take office.

3.8 Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the directors; provided, however, that such meetings shall be held no less frequently than once annually, before the annual membership meeting. Notice of the date, time and place of regular meetings of the Board shall be given by the Secretary to each director personally or by mail, telephone or via the Internet at least three days in advance of the meeting.

3.9 Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by any two directors. Notice of the date, time, place and purpose of the special meeting shall be given by the Secretary or by the person calling the meeting. Notice shall be given to each director personally or by mail, telephone or via the Internet at least three days in advance of the meeting.

3.10 Quorum. At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board.

3.11 Conduct of Meetings. The President shall preside over all meetings of the Board, and the Secretary shall ensure that a minute book is kept of all meetings of the Board, recording all resolutions adopted by the Board and all transactions and proceedings occurring at such meetings.

C. Powers and Duties.

3.12 Powers. The Board shall have all such powers as are necessary and appropriate for the management of the Association's affairs and for ensuring that the duties and responsibilities of the Association as set forth in the Declaration of Protective Covenants, Conditions and Restrictions ("CC&Rs") recorded for the Plat of Westbrooke Division II in Pierce County, Washington, these Bylaws, the Articles, the Rules and Regulations, and as provided by law, are fulfilled. This includes, but is not limited to, employing independent contractors, professionals (such as attorneys and accountants), service providers, and other persons as they deem necessary, and to prescribe their duties.

3.13 Duties. The duties of the Board shall include, but not be limited to:

- (a) Ensuring the operation and/or maintenance of: street lighting (where applicable), common area sprinkler systems, security gates, common area landscaping (including all perimeter landscaping, fencing and sidewalks), signage, fencing where applicable, monumentation, roads, and other common areas;
- (b) preparation of an annual operating budget for presentation to the members at the regular annual meeting for approval;
- (c) opening of bank accounts on behalf of the Association, at the direction of the members, and designating the signators required;
- (d) presentation to the members for approval any proposed adjustments to the annual dues assessment against each lot which the Board feels may be necessary to continue to adequately operate and/or maintain those items listed in section 3.13(a);
- (e) enforcing by legal means the provisions of the CC&Rs, these Bylaws, and the Rules and Regulations adopted by the members of the Association and bringing any proceedings which may be instituted on behalf of or against the members concerning the Association; provided, the Board shall not be obligated to take any action to enforce any covenant, restriction, or rule which the Board reasonably determines is, or is likely to be, inconsistent with applicable law, or if the Board reasonably determines that the Association's position is not strong enough to take such enforcement action, or if the Board otherwise determines, in its business judgment, that such enforcement action would be inappropriate;
- (f) providing for the payment of the cost of all services rendered to the Association or its members and not chargeable directly to specific members;
- (g) procuring and maintaining adequate liability insurance on property owned by the Association;
- (h) providing that books with detailed accounts of the receipts and expenditures are kept on behalf of the Association and are made available to any member or any prospective purchaser of a lot;
- (i) as and when required by applicable law, making available to any prospective purchaser of a lot, any member, and the holders, insurers and guarantors of any mortgage on any lot, current copies of the CC&Rs, the Articles, the Bylaws, the Rules and Regulations, and all other books, records, and financial statements of the Association.

Article IV  
Officers

4.1 Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary. Two directors of the Association shall at all times serve ex officio as officers of the Association.

4.2 Election and Term of Office. The officers of the Association shall be appointed by the Board at the organizational meeting of the Board taking place pursuant to Section 3.7. Each officer shall serve a one-year term, unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

4.3 Removal of Officers and Vacancies. Any officer may be removed, with or without cause, by a majority vote of the Board.

Any officer may resign at any time by giving written notice to the Board. 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.

A vacancy in any office arising because of death, removal, resignation, or otherwise may be filled by the Board for the unexpired portion of the term.

4.4 Duties. The duties of the officers shall be as follows:

(a) President. The President shall preside at all meetings of the Board and of the members; shall see that orders and resolutions of the Board are carried out; shall sign all agreements, contracts or other written instruments; and shall co-sign all checks or bank withdrawals over \$2,500.00.

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

(c) 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, including a copy of the Articles, the Bylaws and the Rules and Regulations of the Association, and a record of all members, officers and directors of the Association, together with their addresses; and shall perform such other duties as required by the Board. In the absence of the President, the Secretary shall co-sign all checks or bank withdrawals over \$2,500.00.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed

by the Board; shall send written notice of each assessment to every member subject thereto at least 30 days in advance of each assessment period; shall sign all checks of the Association; shall keep proper books of account; shall file all state, local and federal tax returns of the Association as appropriate; shall prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy to the members; shall cause an annual audit of the Association books to be made by the Association's Budget & Finance Committee at the completion of each fiscal year; and shall file all appropriate corporate documents with the State of Washington.

4.5 Compensation. No officer shall be paid for his or her services as an officer; provided, however, any officer may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the Board. Notwithstanding the provisions of this section, by a majority vote of the members present at the 2014 annual membership meeting, it was approved that effective January 1, 2014 (retroactively) the annual dues assessment is waived for any appointed Treasurer, not concurrently serving on the Board of Directors of the Association, during his/her appointment. The Treasurer shall, however, be subject to all other assessments or charges that may be levied from time to time by the Association.

#### Article V Committees

5.1 Committees. The Board shall appoint an Architectural Control Committee ("ACC"), which committee is required by the CC&Rs. The ACC shall consist of not more than three members of the Association. One Board member shall at all times be a member of the ACC. The Board shall also appoint a Nominating Committee in accordance with Section 3.3. In addition, the Board may appoint other committees, including, but not limited to, a Budget & Finance Committee, a Capital Improvements Committee, and a Gate Committee, as deemed appropriate for carrying out its duties. No committee or committee member shall be authorized to perform or interfere with the day-to-day operations of the Association.

#### Article VI Miscellaneous

6.1 Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

6.2 Parliamentary Rules. Robert's Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with Washington law, the Articles, the CC&Rs, or these Bylaws.

6.3 Conflicts. If there are conflicts between the provisions of Washington law, the Articles, and these Bylaws, the provisions of Washington law, the Articles, and the



Bylaws (in that order) shall control. In the case of any conflict between the CC&Rs and these Bylaws, the CC&Rs shall control.

6.4 Books and Records. Current copies of the CC&Rs, the Articles of Incorporation, the Bylaws, the Rules and Regulations, and all other books, records and financial statements of the Association shall be made available, at any reasonable time, for inspection by any member or by any prospective purchaser of a lot, and by the holders, insurers and guarantors of any mortgage on any lot.

6.5 Indemnification. Subject to any limitations imposed by applicable law, the Association shall indemnify every officer, director, and committee member against all expenses, including counsel fees, reasonably incurred by them and each of them in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board) to which he or she may be a party by reason of being or having been an officer, director, or committee member of the Association.

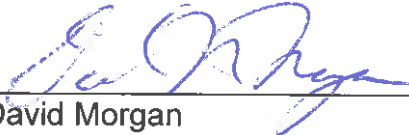
The officers, directors, and committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made or action taken in good faith on behalf of the Association. The Association shall indemnify and forever hold each such officer, director, and committee member harmless from any and all liability to others on account of any such contract, commitment or action. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any present or former officer, director, or committee member may be entitled. The Association shall, as a common expense, maintain adequate general liability insurance.

6.6 Assessments. As more fully provided in the CC&Rs, each member is obligated to pay to the Association an annual dues assessment, in an amount as determined by the members of the Association, as well as other assessments or charges that may be levied from time to time by the Association. Any assessments/charges which are not paid when due shall be delinquent. If the assessment/charge is not paid within 30 days after the due date, the assessment/charge shall become a continuing lien on the lot owned, which lien may be foreclosed by the Association. Any lien created hereby shall be subordinate only to any duly recorded purchase money mortgage, deed of trust or real estate contract which appears as a "first lien" against the lot.


6.7 Amendments. These Bylaws may be amended at a regular or special meeting subject to the quorum requirements of Section 2.9 of these Bylaws; provided, however, notice of such proposed amendment and the nature thereof must be given in writing to all members at least 10 days prior to the regular or special meeting at which

such proposed amendments are to be considered. Amendments to these Bylaws shall become effective upon date of execution of the same, unless a later date is specified therein.

IN WITNESS WHEREOF, we, being all of the directors of Westbrooke II Homeowners Association, have hereunto set our hands this 16th day of June, 2014.

  
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David Morgan

  
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Jason Ledesma

  
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Aaron Stewart