

OCTOBER 2021

BYLAWS OF MANORWOOD OWNERS' ASSOCIATION

ARTICLE I

NAME AND OFFICE

1. **Name.** The name of the corporation is MANORWOOD OWNERS' ASSOCIATION, hereafter referred to as the "Association" in this document.
2. **Principal Office.** The principal office of the Association shall be in Pierce County, Washington.

ARTICLE II

DEFINITIONS

1. "Association" shall mean and refer to MANORWOOD OWNERS' ASSOCIATION, its successors and assigns.
2. "Properties" shall mean and refer to that certain real property described in the Declaration of Protective Covenants, Conditions and Restrictions Affecting Manorwood, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.
4. "Lot" shall mean and refer to any plot of land designated for residential use within Manorwood and identified on the plats thereof by Arabic numerals.
5. "Owner" shall mean and refer to the Owner of record, whether one or more persons or entities, of the fee simple title to any Lot that is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
6. "Declaration" shall mean and refer to the Declaration of Protective Covenants, Conditions and Restrictions affecting Manorwood applicable to the Properties recorded in the office of the Pierce County Auditor.
7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETINGS OF MEMBERS

1. **Annual Meeting.** The regular Annual Meeting of the members shall be held in the same month of each year at such date and time of each year as may be prescribed by the Board of Directors. In accordance with Revised Code of Washington 64.90.525 Section 326, dated July 1, 2018, within 30 days after adoption of any proposed budget for the community, the Board must provide a copy of the budget to all Owners and set a meeting date to consider ratification of the budget not fewer than 14 nor more than 50 days after providing the budget. Unless at that meeting the Owners of property to which a majority of votes in the Association are allocated reject the budget, the budget and assessments against the properties included in the budget are ratified, whether or not a quorum is present.
2. **Special Meetings.** Special meetings of the members may be called at any time by the president, the Board of Directors or upon written request of 25% of the Association members who are entitled to vote.
3. **Notice of Meetings.** Written notice of special meetings not called to ratify the budget shall be given by mailing a copy of such notice to each member entitled to vote not fewer than 15 nor more than 30 days before such meeting. The notice shall specify the place, day and hour of the meeting and the purpose of the meeting.
4. **Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth of the votes of Association 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 shall have power to adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present or be represented.
5. **Special Quorum Requirements.** The presence at any meeting in person or by proxy of those members entitled to cast 75% of the votes of Association membership shall constitute a quorum for action on the following matters:
 - Additions to the properties,
 - Merger and consolidation,
 - Mortgage of the Common Properties,
 - Dedication, sale or transfer of any part of the Common Properties, or
 - Dissolution of the Association.
6. **Proxies.** A member may vote in person or may vote by mail, by electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact and filed with the secretary. Every proxy shall be revocable and shall automatically terminate upon termination of membership, and no proxy shall be valid after 11 months from the date of its execution unless otherwise provided in the proxy.
7. **Place of Meetings.** Meetings shall be held in Pierce County, Washington. Members may participate in a meeting by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting.

ARTICLE IV

BOARD OF DIRECTORS

1. **Number.** The affairs of this Association shall be managed by a Board of nine members. Each voting Owner of the community may be a Board member, but only one Owner per lot may be a Board member at any given time.
2. **Term.** At each Annual Meeting, the members shall elect three directors for a term of three years.
3. **Removal.** Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, the successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.
4. **Compensation.** No directors shall receive compensation for any service they may render to the Association. However, directors may be reimbursed for their actual expenses incurred in the performance of their duties as directors.
5. **Action Taken Without a Meeting.** In the absence of a meeting, directors shall have the right to take any action that could have been taken at a meeting by obtaining the written approval of a majority of the directors. Email shall be considered written approval if the responses can be seen by all the Board members.
6. **Nomination of Directors.** Nomination for election of the Board of Directors shall be made by a Nominating Committee appointed by the president and consisting of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be approved by the Board of Directors prior to each Annual Meeting of the members, to serve until the close of the Annual Meeting. The Nominating Committee shall make as many nominations as it shall in its discretion determine, but not fewer than the number of vacancies that are to be filled at each Annual Meeting. The report of the Nominating Committee shall be included in the notice of the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting.
7. **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, one vote per lot. The persons receiving the largest number of votes shall be elected.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

1. **Regular Meetings.** Within 10 days after each Annual Meeting of the members, the directors elected at such meeting and those holding over shall hold an organization meeting for the purpose of electing officers as hereinafter provided and for transaction of such other business as may come before the meeting. If all directors are present at the time and place of such meeting, no prior notice of such meeting shall be required to be given to the directors. The Board of Directors by resolution may establish the date, time and place for

other regular meetings of the Board.

2. **Special Meetings.** Special meetings of the Board shall be held when called by the president of the Association, or by any two directors, after not less than three days' notice to each director.
3. **Closed Executive Sessions.** Upon the affirmative vote of a motion in open meeting to assemble in closed session, the Board of Directors may convene privately. Discussion will be limited to the following topics: personnel matters; consultation with legal counsel or to consider communications with legal counsel; real estate negotiations; discussion of likely or pending litigation; discussion of possible violations of the governing documents of the Association; and matters involving the possible liability of an Owner to the Association. 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 on such motion.
4. **Quorum.** A majority of the directors shall constitute a quorum. No action of the Board of Directors shall be valid unless it is approved by an affirmative vote of at least four directors.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. **General Powers.** The Board of Directors shall have power to:
 - A. Adopt and publish rules and regulations governing 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 a member's right to vote and the member's right to use the recreational facilities, or impose a fine, or both, during any period in which such member is 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 60 days, for infraction of published rules and regulations even if no assessment is levied.
 - 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 these Bylaws, the Articles of Incorporation, or the Declaration.
 - D. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent, without excuse, from three regular meetings of the Board of Directors during a one-year period.
 - E. Employ a manager, an independent contractor or such other employees as deemed necessary, and to prescribe their duties and fix their compensation.
 - F. Levy special assessments in accordance with paragraph 5.05 of the Declaration.
 - G. Impose fines for Covenant violations. The fine can be imposed after 48 hours' notice in an amount to be set by Board Resolution. If fines are not paid, the Board may authorize a lien be placed against the property in a manner authorized by Board policy.
2. **Duties.** It shall be the duty of the Board of Directors to:
 - A. Cause to be kept a complete record of all its acts and the proceedings of its meetings and to

cause to be presented at the Annual Meeting of the members a report reviewing the business and affairs of the Association for the year.

B. As more fully provided in the Declaration, to:

- (1) Fix the amount of the annual assessment against each Lot at least 30 days in advance of each annual assessment period.
- (2) Send written notice of each assessment to every Owner subject thereto at least 30 days in advance of each annual assessment period.
- (3) Impose and foreclose a lien against any property for which assessments or unpaid dues are not paid within 30 days after due date, or to bring an action at law against the Owner personally obligated to pay the same, or enforce said lien, assessment or fine by sale by the Association or an organization authorized by the Association, such sale to be conducted in accordance with the provisions of law (paragraph 8.04 of Declaration).
- (4) Cause to be prepared a roster of property subject to assessment with assessments applicable to each such property and to keep such roster in the Association office subject to inspection by any Owner.

C. 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.

D. Procure and maintain adequate liability and hazard insurance on property owned, leased or otherwise used by the Association.

E. Cause all officers or employees having fiscal responsibilities to be bonded, as it may be deemed appropriate.

F. Cause the Common Area to be maintained.

ARTICLE VII

OFFICERS

1. **Officers.** The officers of this Association shall be a president and vice president who shall be members of the Board of Directors, and a secretary and a treasurer who may but need not be members of the Board of Directors. The Board of Directors may appoint an assistant secretary or an assistant treasurer by resolution entered on its minutes. The officers shall be elected at the organization meeting of the Board of Directors each year immediately after the Annual Meeting of the Association. The term of office shall be for a period of one year and until their successors are elected and assume office, unless such officer resigns or is removed.
2. **Resignation and removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, 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.
3. **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 replaced.

4. **Multiple Offices.** The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to these Bylaws.
5. **President.** The president shall preside at all meetings of the members of the Association and of the Board of Directors. The president shall sign for the Association such contracts and other documents as the president may be authorized by the Board of Directors to sign and shall perform all acts and duties usually performed by a president or as prescribed by the Board of Directors.
6. **Vice President.** In the absence or disability of the president, the vice president shall preside and perform the duties of the president. The vice president shall also perform such other duties as may be delegated to the vice president by the Board of Directors.
7. **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.
8. **Treasurer.** The treasurer shall oversee an HOA management company that shall receive and deposit in appropriate bank accounts all monies of the Association; disburse payments and funds as directed by the Board; keep proper books of accounts; prepare a statement of income and expenditures to be presented to the membership at the Annual Meeting and deliver a copy of each to the members; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and prepare the annual tax return. The treasurer shall sign promissory notes of the Association and prepare an annual budget for presentation at the Annual Meeting. In the event the Board elects not to employ an HOA management company, the treasurer shall carry out the above listed duties.

ARTICLE VIII

COMMITTEES

The Board of Directors shall appoint such other committees as, in its discretion, it deems necessary to assist in the operation of the affairs of the Association. At least two members of each committee shall be members of the Board of Directors.

ARTICLE IX

BOOKS AND RECORDS

1. **Inspection by Members.** The books, records and papers of the Association shall during reasonable business hours be subject to inspection by any member.
2. **Execution of Corporate Documents.** When the execution of any instrument has been authorized by the Board of Directors without specifying the executing officer, such instrument may be executed by any two of the following officers: the president, vice president, secretary and treasurer. The Board of Directors may, however, authorize any one of such officers to sign any one of such instruments for and on behalf of the Association and may designate officials or employees of the Association other than those named above who may sign such

instrument.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments that are not paid when due shall be delinquent. If the assessment is not paid within 30 days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 10% per annum, and the Association may bring a legal action against the property. Interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of the Owner's Lot.

ARTICLE XI

AMENDMENTS

1. These Bylaws may be amended or repealed by an affirmative vote or the written consent of not less than 65% of the Owners.
2. Any matter stated in these Bylaws to be or which is in fact governed by the Declaration may not be amended except as provided in such Declaration. In the case of any conflict between such Declaration and these Bylaws, the provisions of the Declaration shall control.

ARTICLE XII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year unless otherwise amended by the Board.

**AMENDED AND RESTATED
BYLAWS OF
MANORWOOD OWNERS' ASSOCIATION**

WHEREAS, pursuant to Article XI, Amendments, of the Bylaws, this Amended and Restated Bylaws was approved by the Members in accordance with the provision of said Article XI.

NOW THEREFORE, the President and the Vice President of Manorwood Owners' Association do hereby Amend and Restate the Bylaws, as follows:

IN WITNESS WHEREOF, the parties hereto have set their hands on this
13 day of October, 2021.

Manorwood Owners' Association

By: [Signature]
Keith Fabling, President

By: [Signature]
Mark Thurber, Vice President

STATE OF WASHINGTON

COUNTY OF PIERCE

On this 13th day of October, 2021, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Keith Fabling and Mark Thurber, to me known to be the President and Vice President, respectively, of Manorwood Owners' Association, the association that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said association, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument.

WITNESS my hand and official seal hereto affixed the day and year first above written.

[Signature]

Notary Public
State of Washington
Shawna J Batty
License No. 27246
Commission Expires 02/16/2023

Printed Name: Shawna J Batty
NOTARY PUBLIC in and for the State of
Washington, residing at Puyallup
My commission expires: 2-16-2023