

BYLAWS OF  
OLYMPIC RIDGE ESTATES COMMUNITY ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is the Olympic Ridge Estates Community Association, hereinafter referred to as the "Association" The principal office of the, corporation shall be located at 19351-A Eighth Avenue NE, Poulsbo, Washington, 98370, but meetings of members and directors may be held at such places within the State of Washington, County of Kitsap, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Olympic Ridge Estates Community Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in Exhibit A, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property (including improvements thereto) owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to each of the parcels of real property designated in Exhibit A attached hereto and incorporated herein by this reference, together with any subsequent subdivision of said parcels.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot, including contract purchasers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions, recorded under Jefferson County Auditor's File No. 325440.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

#### ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings.

The first annual meeting of the members shall be held within one 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 providing that the Board of Directors shall have authority to change the date of the annual meeting by majority vote of Directors. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings.

Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of members whose votes account for two-thirds (2/3) of the votes of the membership.

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, not less than thirty (30) days or more than sixty (60) days in advance of the meeting to each member entitled to vote at the meeting, 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, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum:

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, a majority 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 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 at least three (3) and no more than nine (9) members. The initial Board of Directors shall be composed of five (5) members.

Section 2. Term of Office.

At each annual meeting of the shareholders, directors shall be elected to hold office until the next annual meeting.

Section 3. Removal and Vacancies.

Any Director may be removed from the Board, with or without cause, by a majority vote of the membership. Any Director may also resign. In the event of death, resignation or removal of a Director, his successor shall be selected by a majority vote of the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor. In the event there are no remaining Directors, or a replacement Director cannot be located, the shareholders shall be responsible for electing replacement Director(s) by a majority vote of the members.

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.

Section 5. 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 Board.

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. 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 of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by 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.

Section 2. Elections.

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 annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board of Directors. 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 three (3) 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.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers.

The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Community Area, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association or in violation of the terms and conditions set forth in the Declaration. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations;

(c) suspend water service to any Lot for any of the following reasons: (1) waste of water caused by service lines or fixtures not being properly maintained; (2) excessive use of water, as determined by the Board of Directors; (3) failure to make payment of any assessment within thirty (30) days of the due date; or (4) disturbing or tampering with any service pipe, meter or other component of the water system; provided that water service shall be restored upon correction of the reason for suspension;

(d) temporarily cut-off the water supply to any Lot in order to make any emergency or necessary repairs;

(e) 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; and

(f) 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 a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-half (1/2) of the members who are entitled to vote;

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

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

(1) fix the amount of the 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 Owner subject thereto; and

(3) foreclose the lien against any property for which assessments are not paid in a timely manner or to bring an action at law against the owner personally obligated to pay the same.



(d) to initiate any legal action deemed necessary by the Board to enforce any of the provisions of these ByLaws, the Articles of Incorporation and/or the Declaration;

(e) 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 of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

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

(g) cause the community beach and open tracts to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

#### Section 1. Enumeration of Offices.

The Officers of this Association shall be a president and vice president, secretary and treasurer, together with such other Officers as the Board may from time to time by resolution may 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 of this Association shall be elected annually by the Board and each shall hold office for one (1) year, unless

they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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 of the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 7. 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 Officers created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the Officers are as follows:

President

(a) 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 and other written instruments.

Vice President

(b) The vice president shall set in the place 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

(c) 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 perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies 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 Board of Directors shall appoint 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.

## ARTICLE X BOOKS

### AND RECORDS

The books, records and papers of the Association shall be subject to inspection by any member. The Board of Directors shall determine the dates and hours when the books and records will be made accessible. 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

The Association shall have the full power to exercise all of the rights and obligations with regard to annual and special assessments as set forth in the Declarations. As more fully provided in Article IV of 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 which are not paid when due shall be delinquent; If any assessment is not paid in a timely manner, the Association may bring an action at law against the Owner personally obligated to pay the same or

foreclose the lien against the Lot, and 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 non-use of the Community Area, transfer or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Olympic Ridge Estates Community Association.

ARTICLE XIII

AMENDMENTS

Section 1. These ByLaws may be amended, at a regular or special meeting of the members, by majority of the members present in person or by proxy, providing there is a quorum.

Section 2. In the case of any conflict between the Articles of Incorporation and these ByLaws, the Articles shall control; and in the case of any conflict between the Declaration and these ByLaws, the Declaration shall control.

Adopted by Resolution of the Board of Directors on \_\_\_\_\_ 1989.

IN WITNESS WHEREOF, I have hereto subscribed my name and affixed the seal of said Association this \_\_\_\_ day of \_\_\_\_\_, 1989.

Secretary