

# **BYLAWS OF THE PINECREST VILLAGE HOMEOWNERS ASSOCIATION**

## **ARTICLE 1. Object and Definitions**

(a) **Definitions:**

"The Village" shall mean Lots 10 through 53 of The Village, a Planned Unit Development, a Washington non-profit corporation.

"Association" shall mean and refer to the Pinecrest Village Homeowners Association comprised of Owners of Lots and Units within The Village.

"Owner" and "Association Member" shall mean the Owner of any Lot or Unit in The Village and as used herein shall be synonymous.

"Declaration" shall mean the Restated Declaration of The Village as recorded in the office of the Walla Walla County Auditor.

(b) **Purpose:** The purpose of the Association is to administer the Declaration for the benefit of all owners of land within The Village pursuant to these Bylaws and the rules and regulations established from time to time by the Association and its Board of Directors.

(c) **Powers:** The Association shall have the powers enumerated in the Declaration and provided by city, county and state statutes.

(d) **Application of Bylaws:** These Bylaws and the rules and regulations established from time to time by the Association for the use of property within The Village shall apply to all present and future members of the Association, owners or others having a full or partial legal or equitable interest in a lot, tenants, guests, and any other persons using any property within the development.

## **ARTICLE 2. Membership - Voting - Registration**

(a) **Membership:** Each Owner of the fee simple title to any lot within

The Villageas described in the Declaration shall be a member of the Association.

(b) Voting: Each Owner shall have an equal vote with respect to all matters before the Association. Voting may occur in-person by the owner or a voting representative (see below), or by hard copy or electronic ballot provided that a signature is obtained/provided.

1. Voting Representative: An owner may, by written notice to the Board of Directors, designate a voting representative for his or her lot. The voting representative need not be an owner. The designation may be revoked at any time by written notice to the Board from the owner or by actual notice to the Board of the death or judicially declared incompetence of the owner. This power of designation and revocation may be exercised by the guardian of an owner, the attorney-in-fact for the owner under a Durable Power of Attorney, and the administrators or executors of an owner's estate.
2. Proxies: At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. Such proxy may be provided by hard copy or electronically, provided that the electronic version shows signature. No proxy shall be valid after 11 months from the date of its execution unless otherwise specifically provided in the proxy.

(c) Joint Owner Disputes: The voting interest of each lot must be cast as a single vote. Fractional votes shall not be allowed. If joint owners are unable to agree how their vote shall be cast, they shall lose their right to vote on the matter in question.

### ARTICLE 3. Meetings of Members of the Association

(a) Meeting Place: All meetings of the members shall be held at such reasonable place within Walla Walla County, Washington, as shall be determined from time to time 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.

(b) Annual Meeting: The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held in the third quarter of each calendar year at a place and time as may be designated by not less than 10 nor more than 60 days notice from the Board of Directors. Notice of the annual meeting shall be given to each member by delivering a written notice either personally, electronically or by mail.

(c) Special Meetings: Special meetings of the members for any purpose may be called at any time by the President, by a majority of the Board of Directors, or by homeowners having twenty percent (20%) of the votes in the Association. Notice of any special meetings shall be given to each member by delivering a written notice either personally, electronically or by mail, at least 10 days, and not more than 60 days, prior to the meeting. If the meeting is a special meeting of the members, the notice shall also state the purpose or purposes for which the meeting is called.

(d) Informal Action by Members: Any action required to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting if action is confirmed by each member, in writing, either by hard copy or electronically, setting forth the action and the vote, which shall be signed by the member with a specific consent that the vote may be taken informally and without a meeting.

(e) Quorum: The quorum of owners at any annual or special meeting of the Association shall be the presence, in person or by proxy, of persons holding fifty percent (50%) or more of the total votes, unless otherwise expressly provided herein. If a quorum is present at any such meeting, any action may be taken by an affirmative vote of a majority of the total votes present at the meeting, except as otherwise expressly provided in the Declarations, the Articles of Incorporation, or these Bylaws.

(f) Waiver of Notice: Attendance of a member at a meeting shall constitute a waiver of notice of such meeting except where a member 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 any notice required to be given any members, 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.

ARTICLE 4.  
The Board of Directors

(a) Number and Powers: The Association shall be administered and managed by a Board of Directors consisting of at least three (3) officers (see Article 5). In addition to the powers and authority expressly conferred upon it by these Bylaws and the Declaration, the Board of Directors may exercise all such powers directed or required to be exercised for the members.

(b) Change of Number: The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

(c) Vacancies: All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, shall be filled by the affirmative vote of the majority of the remaining directors. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified.

(d) Removal of Directors: Any director may be removed with or without cause by a majority of the lot owners at a special meeting of the Association called for such purpose.

(e) Regular And Special Meetings: Meetings of the Board of Directors may be held as called by the President. Notice of any meeting, including location and time, shall be given to each director by delivering a written notice either personally, electronically or by mail. Attendance of a director at a meeting shall constitute waiver of notice.

(f) Quorum: A majority of members of the Board of Directors shall constitute a quorum. The Board of Directors shall act by majority vote of those present at its meetings where a quorum exists.

(g) Action by Directors Without a Meeting: Any action required or which may be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting if the action so to be taken, shall be approved by a majority of the directors and documentation thereof created.

(h) Action of Directors by Communications Equipment: Any action required or which may be taken at a meeting of directors, or of a committee thereof, may be taken by means of a conference telephone or similar

communications equipment. All persons participating in the meeting shall be able to hear each other at the same time.

## ARTICLE 5.

### Officers

(a) Designations: There shall be a minimum of three (3) officers of the Association. Officers shall be a President, a Vice President, a Secretary, and a Treasurer, who shall be appointed or elected by the Board of Directors. The Board may also from time to time appoint or elect other officers. Any two or more offices may be held by the same person, except the office of President.

(b) Terms: The President, Vice President, Secretary, and Treasurer shall be appointed or elected for a term of three (3) years by the board at the first meeting after the annual meeting of members, and shall hold office until their successors are elected and qualified. Officer's terms will be staggered to ensure continuity of board experience. Other officers may hold terms of one to three years. There is no limit to the number of terms that may be served by an officer.

(c) President: The President shall preside at all meetings of members and directors, shall have general supervision of the affairs of the Association, and shall perform all such other duties as are incident to the office or are properly required by the Board of Directors.

(d) Vice President: During the absence or disability of the President, the Vice President, if any, 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/her from time to time by the Board of Directors.

(e) Secretary: It shall be the duty of the Secretary to keep records of the proceedings of the directors and members; to attest all certificates of ownership with the President and, when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments in the name of the Association; and to perform such other duties as the Board of Directors may from time to time designate.

(f) Treasurer: The Treasurer shall have the care and custody of, and be responsible for, all funds and securities of the Association and shall cause to be kept regular books of account. The Treasurer shall cause to be

deposited all funds and other valuable effects in the name of the Association in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors.

(g) Delegation: In the case of absence or inability to act of any officer or any persons herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

(h) 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.

(i) Other Officers: The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

(j) Compensation: The Board may authorize the payment of reasonable compensation to any officer or agent who performs substantial services for the Association in carrying out management functions.

(k) Term - Removal: The officers shall hold office until their successors are chosen and qualified.

## ARTICLE 6.

### Finance - Handling of Funds

(a) Depositories: The monies of the Association shall be deposited in the name of the Association in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out 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.

(b) Accounts: The Association shall maintain accounts to properly provide for the operation and maintenance of the Association as required by the Declaration and the Washington Non-Profit Corporation Act, RCW 24.03,

et seq.

ARTICLE 7.  
Indemnification of Officers and Managers

(a) Indemnification: Indemnification: The Association shall indemnify every Board member or officer and his or her heirs and personal representatives as provided in Article IX of the Declarations. Nothing contained in the Articles of Incorporation or said Declarations, however, shall be deemed to obligate the Association to indemnify any member or owner of a lot who is or has been a Board member or officer of the Association with respect to any duties or obligations assumed or liabilities incurred by him/her under and by virtue of the Declaration as a member or owner of a lot covered thereby.

ARTICLE 8.  
Obligations of Owners

(a) In General: Each lot owner shall observe and promote the cooperative purposes for which the Association was formed and shall comply strictly with all provisions of the Declaration pertinent to his or her lot.

(b) Power of Attorney: Each owner shall, upon becoming an owner of a lot, appoint the Board of Directors of the Association as his/her attorney-in-fact to maintain, repair, and improve, as necessary, pursuant to the Covenants of the subdivision, and any lands owned by the Homeowners Association.

ARTICLE 9.  
Amendments - Interpretation - Notices - Rules

(a) Amendments: These Bylaws (and amendments thereto) may be altered, amended or repealed by a vote of owners per Article 3(e) of these Bylaws at a meeting of the Association duly held for that purpose.

(b) Interpretations: These Bylaws are intended to comply with and supplement the Declaration and the Articles of Incorporation. If in conflict with either, the provisions of state law and the applicable Declaration will control. These Bylaws shall be liberally construed to effectuate their purposes to create a uniform plan for the management and operation of the

Association.

(c) Notices: Except as may otherwise be required by law or be specifically provided otherwise in the Declaration or in these Bylaws, any written notice given by any member, officer or director shall be delivered either personally, electronically or by mail. Mailing addresses including email addresses may be changed from time to time by notifying the Board of Directors. Notice to be given to the Board of Directors may be given to the President or Secretary of the Board.

(d) Rules and Regulations: The Board of Directors may from time to time adopt such rules and regulations as may be necessary or advisable to ensure compliance with or to supplement the Declaration or as may be reasonably required for the use, occupancy and maintenance of the lots, common areas and facilities. When so adopted, such rules and regulations shall be binding upon all lot owners. The Board of Directors may from time to time amend such rules and regulations. Such rules and regulations shall be stated in writing and shall be made available to each lot owner, tenant, mortgagee or other party having a legitimate interest therein, upon request to the Secretary of the Association.

(e) Fiscal Year: The fiscal year of the Association shall begin January 1 and end December 31.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_, Declarant(s)