

BY-LAWS OF WENATCHEE WINDSONG HOMEOWNERS ASSOCIATION

as approved by vote of the membership, tallied on October 28th, 2009

and This corporation shall have all those powers vested in it under it and by virtue of the laws of the State of Washington, including those specifically given by Washington RCW Title 24.03, chapter 64.38

**GENERAL PURPOSES of HOA
Per RCW 24.03, ch. 64.38.025**

- (1) Adopt and amend bylaws, rules, and regulations;
- (2) Adopt and amend budgets for revenues, expenditures, and reserves, and impose and collect assessments for common expenses from owners;
- (3) Hire and discharge or contract with managing agents and other employees, agents, and independent contractors;
- (4) Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more owners on matters affecting the homeowners' association, but not on behalf of owners involved in disputes that are not the responsibility of the association;
- (5) Make contracts and incur liabilities;
- (6) Regulate the use, maintenance, repair, replacement, and modification of common areas;
- (7) Cause additional improvements to be made as a part of the common areas;
- (8) Acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property;
- (9) Grant easements, leases, licenses, and concessions through or over the common areas and petition for or consent to the vacation of streets and alleys;
- (10) Impose and collect any payments (annual dues), fees, or charges for the use, rental, or operation of the common areas;
- (11) Impose and collect charges for late payments of assessments and, after notice and an opportunity to be heard by the board of directors or by the representative designated by the board of directors and in accordance with the procedures as provided in the bylaws or rules and regulations adopted by the board of directors, levy reasonable fines in accordance with a previously established schedule adopted by the board of directors and furnished to the owners for violation of the bylaws, rules, and regulations of the association;
- (12) Exercise any other powers conferred by the bylaws;
- (13) Exercise all other powers that may be exercised in this state by the same type of corporation as the association; and
- (14) Exercise any other powers necessary and proper for the governance and operation of the association.

ARTICLE I NAME AND LOCATION

This organization shall be known as Wenatchee Windsong Homeowners Association, Wenatchee, WA, a non-profit Washington Corporation hereinafter referred to as the "Association". The principal address of the corporation shall be PO Box 1504, Wenatchee, WA 98807, but meetings of members and directors may be held at such places within the State of Washington, County of Chelan, City of Wenatchee as may be designated by the Board of Directors.

ARTICLE II DEFINITIONS

Section 1. "Association" shall mean and refer to Wenatchee Windsong Homeowners Association, its successors and assigns.

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

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Chelan County Clerk's Office.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration; member eligibility requires Owner status.

Section 7. "Common Areas" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

ARTICLE III MEETING OF MEMBERS

Section 1. "Annual General Meetings." General membership meetings will be held annually each May or as necessary, with the length of time between such meetings not to exceed thirteen (13) months.

If the election of Directors shall not be held on the designated day or any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting of the Members called pursuant to these Bylaws as soon thereafter as said meeting may conveniently be held.

Within thirty days after adoption by the board of directors of any proposed regular or special budget of the association, the board shall set a date for a meeting of the owners to consider ratification of the budget not less than fourteen nor more than sixty days after mailing of the summary. Unless at that meeting the owners of a majority of the votes in the association are allocated or any larger percentage specified in the governing documents reject the budget, in person or by proxy, the budget is ratified, whether or not a quorum is present. In the event the proposed budget is rejected or the required notice is not given, the periodic budget last ratified by the owners shall be continued until such time as the owners ratify a subsequent budget proposed by the board of directors.

General Membership meetings shall be conducted in accordance with Robert's Rules of order, Revised. The order of business shall be followed:

1. Meeting called to order
2. Proof of notice of meeting
3. Reading of minutes of prior general meeting
4. Reports of officers
5. Reports of committees
6. Election of Directors
7. Speakers, programs, new or miscellaneous business properly brought before the meeting

New or miscellaneous business brought to the floor will be given a time limit for discussion of five minutes. Additional time needed for resolution will be assigned a committee or Board member to attend to the business.

Section 2. "Special Meetings." Special meetings of the association may be called by the president, a majority of the board of directors, or by owners having ten percent of the votes in the association. Not less than fourteen nor more than sixty days in advance of any meeting, the secretary or other officers specified in the bylaws shall cause notice to be emailed, hand-delivered or sent prepaid by first-class United States mail to the mailing address of each owner or to any other mailing address designated in writing by the owner. The notice of any meeting shall state the time and place of the meeting and the business to be placed on the agenda by the board of directors for a vote by the owners, including the general nature of any proposed amendment to the articles of incorporation, bylaws, any budget or changes in the previously approved budget that result in a change in assessment obligation, and any proposal to remove a director.

Business transacted at all special meetings shall be confined to the objects or purposes stated in the call.

Section 3. "Notice of Meetings." Written notice of each meeting of the general members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, sending a copy of such notice via mail, email, or door posting not less than 14 days nor more than 60 days before such meeting to each member entitled to vote thereat, 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, 25% of the votes of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented by proxy 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 present or be represented. If however, after 2nd attempt for a meeting there is still no quorum reached, the membership may progress to voting for any action with a quorum of 15% combined present and by proxy to carry out said action.

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 and shall specify the date of the meeting for which the proxy is valid. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his/her lot.

Section 6. "Voting of General Members." Each member with voting power shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons 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 lot present or by proxy.

ARTICLE IV BOARD OF DIRECTORS

Section 1. "Number." The affairs of this Association shall be managed by a Board of seven (7) directors maximum and a minimum of five (5), who need to be members of the Association. :

Section 2. "Term of Office." Except for the initial board, in November of each year, the members shall elect the directors for a term of two years beginning January 1. The board of directors will appoint who the officers will be. The following rotation will initiate the two year pattern:

President:	2011 new President starts
Vice-President:	2012 new Vice-President starts
Secretary:	2011 new Secretary starts
Treasurer:	2012 new Treasurer starts
Position 5:	2012 new Position starts
Position 6:	2011 new Position starts
Position 7:	2012 new Position starts

Section 3. "Removal." The owners by a majority vote of the voting power in the association present, in person or by proxy, and entitled to vote at any meeting of the owners at which a quorum is present, may remove any member of the board of directors with or without cause.

Section 4. "Vacancies." In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor. If that person is not an officer, the Board may appoint from membership (see Article VIII, Section 3.)

Section 5. "Compensation." No director shall receive compensation for any service he/she may render to the Association in his/her capacity as a director. However, any director may be reimbursed for his/her actual pre-approved expenses incurred in the performance of his/her duties (i.e. postage, copies, web-domain, etc).

Section 6. "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 written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

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 November meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and one or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each November meeting of the members, to serve from the close of such meeting until the close of the next meeting and such appointment shall be announced at each November 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.

Re-election is an option.

Section 2. "Election." Election to the Board of Directors shall be by written ballot (proxy) or by voice vote. 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 periodically as necessary, with the length of time between such meetings not to exceed 13 months. Notice of such meetings shall be made at least seven (7) days in advance.

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 two 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.

Section 4. "New Business." Owners wishing the Board of Directors to consider new business should notify via email or by letter to the Secretary the request for inclusion on the agenda at an upcoming Board meeting, or come to board meeting and bring the new business to the floor at end of agenda. Should the request require a "Special Meeting" of the general membership, Article III, Section 2 would be followed.

Section 5. "Additional Requirements." All meetings of the Board of Directors shall be open for observation by all owners of record. The board of directors shall keep minutes of all actions taken by the board, which shall be available to all owners.

Upon the affirmative vote in open meeting to assemble in closed session, the board of directors may convene in closed executive session to consider personnel matters; consult with legal counsel or consider communications with legal counsel; and discuss likely or pending litigation, matters involving possible violations of the governing documents of the association, and matters involving the possible liability of an owner to the association.

The motion shall state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session shall be included in the minutes. The board of directors shall restrict the consideration of matters during the closed portions of meetings only to those purposes specifically exempted and stated in the motion. 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 in the open meeting on such motion, or other action which is reasonably identified. The requirements of this subsection shall not require the disclosure of information in violation of law or which is otherwise exempt from disclosure.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. "Powers." The Board of Directors shall have the power to:

- (a) 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.
- (b) 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 By-Laws, the Articles of Incorporation, or the Declaration;
- (c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and
- (d) 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-fourth (1/4) 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) fix the amount of the annual assessment against each Lot;
- (d) send written notice of each assessment to every Owner subject thereto;
- (e) take action as it deems appropriate to collect assessments;
- (f) 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;
- (g) take action as it deems appropriate to enforce provisions of the Declaration and ensure that the purposes of the Declaration are fulfilled;
- (h) provide for the maintenance and improvement of the Irrigation Pump facility, water supply line or additionally acquired properties.

In addition to general assessments authorized above, the Association may levy, in any assessment year, a special assessment applicable to that year only for the cost of any construction, reconstruction, repair or replacement of an improvement upon the Common Area, irrigation pumps and pipes, valves including fixtures and personal property related thereto, provided that any such assessment shall have the assent if the majority of the Members of the Quorum who are voting in person or by proxy at a meeting duly called.

Section 3. The spirit in which the Association wishes to enforce compliance from an Owner to the Declaration should violations be brought forth is as follows:

The "Good Neighbor" Approach

Step 1: Upon identification of said violation, a letter of query will be sent to the Owner stating the violation and asking what and when the Owner intends to do. Example: "Your neighbors have concerns regarding the lack of landscaping in your yard; please inform the HOA board if you have made a plan and your timeline for completion."

The letter should reference the specific Declaration portion, or include a copy of that portion, highlighted. A response date will be provided.

Step 2: Upon receipt by the board of Owner response, Board will evaluate appropriateness and reasonability of response and provide follow-up letter thanking Owner and conveying approval, or discussing further concern about the plan.

Should no response be received, Board will send 2nd letter to contain warning for Owner to reach compliance to Declaration by certain date, or consequential action will be taken.

Step 3: Should Owner still be uncooperative, Board may take action as warned, within confines of Bylaws and Declaration, pursuant to Washington State RCW Title 24.03, Chapter 64.38.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. "Enumeration of Offices." The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. "Resignation and Removal." Any officer may be removed from office with or without cause by majority vote of 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.

Section 3. "Vacancies." A vacancy in any office may be filled by appointment by the Board from existing Board members. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 4. "Multiple Offices." No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 1 of this Article, or in the case of a vacancy.

Section 5. "Duties." The duties of the officers are as follows:

President. 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 written instruments and may co-sign all checks and promissory notes.

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

Secretary. The secretary shall record the votes and keep the minutes of all annual meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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.

Treasurer. 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; provide a report at each Board of Directors meetings verbally or written; cause an annual audit of the Association books to be made, by either a public accountant or by two non-officer

members of the Association as determined at the Annual Meeting, at the completion of each fiscal year; 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 at the Annual Meeting.

ARTICLE IX COMMITTEES

The Board of Directors shall appoint committees as deemed appropriate, to include an architectural committee and nominating committee.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal place of records (presiding secretary of the Association), where copies may be purchased at reasonable cost. Posting of said documents can be on the Association's website and serve to fulfill this requirement, unless a member does not have convenient access to internet.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments.

ARTICLE XII AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting, of the members, by a vote of a majority of a quorum of members present in person or by proxy.

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

Section 3. Neither the Board nor the Members shall have the power or authority to amend any of these Bylaws inconsistent with the Declaration, including, without limitation, provisions in the Declaration relating to the Association's responsibilities for maintaining and improving Common Areas. The amendment of any covenants and restrictions set forth in the Declaration may only be amended in accordance with the terms of said Declaration.

ARTICLE XIII LIMITATION ON LEGAL ACTION TAKEN AGAINST ASSOCIATION

Should a member of the association file any legal action against the association, and in the event of judgment, no execution or other action shall be sought or brought thereon against any of the assets held by the association, nor be a lien upon such assets, of the judgment debtor. In the event of a judgment in favor of the association, attorney fees and expenses incurred by the association to defend its action will be paid by the member bringing the action against the association.

ARTICLE XIV MISCELLANEOUS

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, except that the first fiscal year shall begin on the date of incorporation and end on December 31st.

IN WITNESS WHEREOF, we, being, the Board of Directors of the Wenatchee Windsong Homeowner's Association, have hereunto set our hands this ___th day of September, 2009.

By: _____
President and duly authorized agent

I, _____, the duly elected, qualified and acting secretary of WENATCHEE
WINDSONG HOMEOWNERS ASSOCIATION, do hereby certify that the within and foregoing Bylaws are the original
Bylaws duly adopted by the Board of Directors of said Association at its meeting held on
_____, 2009.

Secretary