

Meridian Firs 2 Home Owners Association
24800 144th Pl SE • Kent, WA 98042

Meridian Firs 2

Bylaws

Bylaws

These Bylaws were adopted by the Meridian Firs 2 Home Owner's Association on November 8, 2005.

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BYLAWS OF MERIDIAN FIRS 2 OWNERS ASSOCIATION

ARTICLE I • NAME AND LOCATION

The name shall be Meridian Firs 2 Owners Association, hereinafter referred to as the “Association”. The principal office of the Association shall be located at 24901 144th Place Southeast, Kent, Washington 98042 (a/k/a/ the Cabana); but meetings of the members and directors may be held at such places within the state of Washington, County of King, as may be designated by the Board of Directors.

ARTICLE II • DEFINITIONS

Section 1 “Association” shall mean and refer to Meridian Firs 2 Owners Association, its successors and assigns.

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

Section 3 “Common Area” means and refers to all of the real property (including improvements thereto) owned by the Association for the common use and enjoyment of the members of the Association. The Common areas to be owned by the Association are shown as Tract A and Tract B in Exhibit B to the Declaration of Covenants, Conditions, and Restrictions, and also include some portions of driveways, parking areas, RV parking areas, and lawns, as well as sport courts, the cabana, and greenbelts.

Section 4 “Lot” means and refers to any plot of land shown upon any recorded subdivision map of the Properties. Common Areas shall not be regarded as Lots.

Section 5 “Owner” means and refers to the record owner, whether one or more persons or entities, of (1) a fee simple title to any Lot which is a part of the Properties (but excluding those persons or entities, such as real estate or contract sellers, having record title merely as security for the performance of an obligation), or (2) the Purchaser under a real estate contract prior to the issuance of the fulfillment deed for the contract.

Section 6 “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Meridian Firs 2 Homeowner's Association applicable to the properties recorded in the Office of King County Auditor.

Section 7 “Member” shall mean and refer to those persons entitled to membership as provided in the Declarations.

Section 8 “Member in Good Standing” shall mean any home owner whose account is no more than 60 days past due.

Section 9 “Proxy” means an agreement, acknowledged in writing that entitles another homeowner to vote on your behalf at a meeting of the membership where the homeowner is unable to attend and the agenda indicates a vote of the membership will be cast at the time of the meeting. Voting will typically be conducted using written ballots, and if used, a proxy vote will not be applicable. All proxies shall be in writing and sent to or received by the Secretary of the Board of Directors prior to the anticipated vote.

ARTICLE III • MEETING OF MEMBERS

Section 1 Annual Meetings The annual meeting of the members shall be held on the second Tuesday of November of each year at 7:30 P.M. 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 Meeting Special Meetings of the members may be called at any time by the President, the Board of Directors, or upon written request by ten (10) percent of the members who are entitled to vote.

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 delivering to each member personally or by mailing a copy of such notice, U.S. Mail, postage prepaid, at least twenty (20) days before such 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, date, and time of the meeting, and, the business to be placed on the agenda by the board of directors for a vote by the Owners.

Section 4 Quorum The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty (20) percent 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 Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to the vote thereat shall have the 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.

Section 5 Proxies At all meetings of the members, each member in good standing may vote in person or by proxy. For any meeting of the general membership of the Owner's Association, there shall be two types of proxies allowed. The first shall be one in which a homeowner can sign a general proxy to a person which states that it is a general proxy. This shall be valid for one year from the initial date of the proxy and must be filed with the Secretary. The second type shall be valid for a specified meeting with a specified date. This will only be valid for this meeting. The proxy will identify the person who will vote the proxy and the homeowner must sign and date such proxy. All proxies shall be returned to the Secretary before the meeting. Once the presiding officer has called the meeting to order, no further proxies will be accepted. The proxy may be revoked at any time by the homeowner giving it, prior to or at the membership meeting. The person designated by a proxy does not have to be a member of the association.

ARTICLE IV • BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1 Number The affairs of this association shall be managed by of nine (9) Directors who must be members in good standing of the Association.

Section 2 Terms of Office Directors shall be elected for a term of two years. Four Directors whose term shall begin on January 1 of each odd numbered year shall be elected at the annual meeting preceding said term. Five Directors whose term shall begin on January 1 of each even numbered year shall be elected at the annual meeting preceding said term.

Section 3 Vacancies and Removal

- (a) **Vacancies on Board** Any vacancies on the Board to serve out an unexpired term of office, whether caused by resignation, death, conveyance of a Lot or removal by the Board pursuant to Paragraph (c) below, shall be filled by the affirmative vote of a majority of the remaining directors though not less than a quorum of the Board. A

director elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor, and until his or her successor is elected and qualified.

- (b) **Removal of Directors by Owners** Any director may be removed with or without cause at a regular or special meeting of the Association called for that purpose by the affirmative vote of a majority of the Members in Good Standing. Any director whose removal is proposed may speak at the meeting on that subject.
- (c) **Removal of Directors by Board** If a director has missed three consecutive meetings of the Board without the Board having excused the absences, or if a director ceases to be a Member in Good Standing, his/her office shall be declared vacant by the Board; provided, however, that the Board may, in its sole discretion, by vote of a majority waive this provision to any Director for good cause shown. By a majority vote, the Board may remove any director appointed to fill a vacancy pursuant to Article IV, Section 3, Paragraph (a), with or without cause. Any director whose removal is proposed may speak at the meeting on that subject.

Section 4 Compensation The Board may pay reasonable compensation in an amount to be determined by the members of the Association, to any officer who performs services or the Association in carrying out the management duties of the Board. Any director may be reimbursed for actual expenses incurred in the performance of his/her duties.

Section 5 Action Taken Without a Meeting The Directors shall have the right to take action in the absence of a meeting, which they could take at a meeting by obtaining written approval of a quorum of 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 The Secretary shall send a written notice to members, not less than fourteen (14) nor more than sixty (60) days prior to the annual meeting, of the number of vacancies on the Board of Directors and shall ask for written notice from any member in good standing willing to seek election. Nominations from the floor at the annual meeting shall be accepted provided the nominee is present to accept or decline the nomination.

Section 2 Election Election to the Board of Directors shall be by secret written ballot. At such election, the members in good standing 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 • MEETING OF THE DIRECTORS

Section 1 Regular Meetings Regular meetings of the Board of Directors shall be held monthly with at least fourteen (14) but not more than sixty (60) days notice to the members, and at such place and hour as may be fixed from time to time by resolution of the Board. 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 or by any two directors after not less than 24 hours before said meeting.

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. Notwithstanding the foregoing, no director shall be entitled to vote on any matter before the Board if that director is not a Member in Good Standing of the Association.

ARTICLE VII • POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Adopt and publish rules and regulations governing the 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 the right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after five (5) days notice and hearing of any infraction of published rules and regulations. Said suspension is to be determined by the Board of Directors.
- (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 from three (3) consecutive regular meetings of the Board of Directors.
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- (f) Take actions of law against members of the association, other than actions taken due to the failure to pay dues, assessments or other monies due the Association, the Board of Directors shall call a special meeting of the members with the appropriate notice as per Article III, Section 2 to vote on any such actions at law before the filing of said action. This in no way precludes the Board of Directors from defending the Association in any legal action filed against the Association.

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 meetings when such statement is requested in writing by one fifth (1/5) of the members (16) 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; and
 - (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

- (3) If deemed necessary by a majority of the Board of Directors, foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or bring an action at law against the owner personally obligated to pay the same.
- (d) 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.
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may be deemed appropriate.
- (g) Cause the Common Area to be maintained.
- (h) Cause the common Area improvements to be insured.

ARTICLE VIII • OFFICERS AND THEIR DUTIES

Section 1 Enumeration of Officers The officers of this Association shall be 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 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 (s)he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4 Special Appointments The Board may appoint 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 a majority vote of the Board of Directors. 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 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 (s)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 offices created pursuant to Section 4 of this Article.

Section 8 Duties The duties of the officers are as follows:

- (a) **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 leases, mortgages, deeds, promissory notes and other

written instruments with the exception of Association checks which may be signed by two (2) of the four (4) persons authorized to sign.

- (b) **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.
- (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 showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.
- (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 resolution of the Board of Directors; shall (except in the case of absenteeism) sign checks and promissory notes of the Association; keep books of account; comply with RCW 64.38.045, Paragraph 3 dealing with financial statements; supply said accountant with the information necessary to prepare the Association's annual Income Tax and such other Tax returns as necessary; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its annual meeting, and cause to be delivered a copy of each to the membership.

ARTICLE IX • COMMITTEES

Section 1 The Board shall appoint an Architectural Control Committee, as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X • BOOKS AND RECORDS

Section 1 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 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 a reasonable cost.

ARTICLE XI • ASSESSMENTS

Section 1 Uniform Rate of Assessment Both annual and special assessments must be fixed at a uniform rate for all Lots and may be collected on a monthly basis.

Section 2 Date of Commencement of Annual Assessments: Due Dates The annual assessments provided for herein shall commence as to all Lots on the first day of the month following the conveyance of the Common Area. The first annual assessment shall be adjusted according to the number of months remaining in the calendar year. The Board of Directors shall fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period. Written notice of the annual assessment shall be sent to every Owner subject thereto. The due dates shall be established by the Board of Directors. The Association shall, upon demand, and for a reasonable charge, furnish a certificate signed by an officer of the Association setting forth whether the assessments on a specified

Lot have been paid. A properly executed certificate of the Association as to the status of assessments on a lot is binding upon the Association as of the date of its issuance.

Section 3 Effect of Nonpayment of Assessments: Remedies of the Association 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 which are not paid when due shall be considered delinquent. Any assessment not paid within thirty (30) days after the due date shall bear interest from the due date at the maximum legal rate per annum under the law of the State of Washington. The Association may bring an action at law against the Owner personally obligated to pay the same, or foreclose the lien against the property. Any interest, costs, and reasonable attorneys' fees of any such actions 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 his/her Lot.

ARTICLE XII • AMENDMENTS

Section 1 These Bylaws may be amended, at an annual meeting or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy. Amendments to the Bylaws must be submitted in writing to the Board of Directors by September 15th for presentation at the annual meeting of the members or sixty (60) days prior to calling a special meeting of the members of the association. No amendment will be accepted that do not meet the above criteria.

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.

ARTICLE XIII • NONPROFIT ASSOCIATION

This Association is not organized for profit.

ARTICLE XIV • MISCELLANEOUS

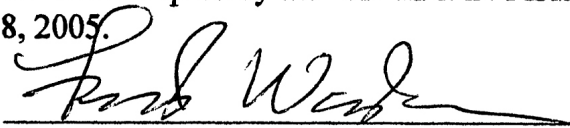
Section 1 The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of every year.

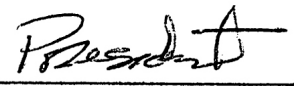
Section 2 In the event that any provision of these Bylaws is determined to be invalid or unenforceable, the remainder of these Bylaws shall be valid and enforceable.

ARTICLE XV • NOTICE AND ADOPTION OF THE BUDGET

Section 1 Within thirty (30) days after the adoption by the Board of any proposed regular or special budget, the board shall set a date for a meeting of the homeowners to consider the ratification of the budget. The meeting to consider the ratification of the budget shall be a minimum of fourteen (14) but not more than sixty (60) days prior to the mailing of the summary of the budget. The budget may be ratified by majority vote of the Owners present at that meeting. In the event that the budget is rejected, the last effective budget shall continue in effect until a subsequent budget proposed by the Board of Directors is ratified by the Owners.

These Bylaws were adopted by the MERIDIAN FIRS 2 OWNERS ASSOCIATION on November 8, 2005.

Signed by: 
Name


Title