

BYLAWS  
OF  
MOUNTAIN VIEW MEADOWS OWNERS ASSOCIATION

ARTICLE I  
OFFICES

The principal office of the corporation in the State of Washington shall be located at 222 W. Crawford, Deer Park, Washington, 99006.

ARTICLE II  
MEMBERS

(a) **CLASS OF MEMBERS.** The corporation shall have members as provided in the Articles of Incorporation and shall be subject to the following provision:

(1) Membership shall include an undertaking by the applicant to comply with and be bound by the articles of incorporation, declaration of covenants, conditions and restrictions, these bylaws and amendments thereto, and the policies, rules, and regulations at any time adopted by the corporation in accordance with these bylaws. Membership shall be accompanied by payment of the first month's dues in advance.

(2) Membership in this corporation shall terminate on such member's ceasing to be an owner of a residential building site, lot, or unit in or on the property.

(b) **VOTING RIGHTS.** The association shall have voting members as follows:

1. Members shall be all owners. Members shall have one vote for each residential building site of which he or she is an owner.

(a) Residential building site shall include each residential lot in the development. Where two or more owners own a residential building lot, the owners shall register with the secretary of the corporation the name of the owner entitled to cast the vote for such building lot.

(b) At membership meetings all votes shall be cast in person, or by proxy registered with the secretary.

(c) The board of directors is authorized to establish regulations providing for voting by mail.

(d) **ASSIGNMENT OF RIGHTS.** An owner who is a member of the corporation may assign his or her membership rights to the tenant residing in or on the beneficial owner's building lot. Such assignment shall be effected by filing with the secretary of the corporation a written notice of assignment signed by the member.

### **ARTICLE III MEETINGS OF MEMBERS**

(a) **ANNUAL MEETING.** An annual meeting of the members for the purpose of hearing reports from all officers and standing committees and for electing directors shall be held in the County of Spokane, State of Washington, each year. The time and place shall be fixed by the directors.

(b) **SPECIAL MEETINGS.** A special meeting of the members may be called at any time by the President, by the Board of Directors, or upon the written request of ten (10) members.

(c) **NOTICES OF MEETINGS.** Written notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than thirty (30) days before the meeting.

(d) **QUORUM.** Members holding twenty percent (20%) of the votes that may be cast at any meeting shall constitute a quorum at any meeting of the members unless otherwise provided in the Articles of Incorporation, the Declaration of Covenants, Conditions, Restrictions and Easements, Rules and Regulations or by law. In the absence of a quorum, a majority of the members present may adjourn the meeting from time to time without further notice.

(e) **PROXIES.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after six (6) months from the date of its execution, unless otherwise provided in the proxy.

(f) **VOTING BY MAIL.** When there is an act requiring the vote of the members, such election or vote on such proposed action may be conducted by mail in such manner as the Board of Directors shall determine.

### **ARTICLE IV BOARD OF DIRECTORS**

(a) **GENERAL POWERS.** The Board of Directors shall have full power to manage the affairs of the corporation, subject only to any limitations placed by the members, the laws of the State of

Washington or the Declaration of Covenants, Conditions, Restrictions and Easements, and Rules and Regulations.

(b) **NUMBER, TENURE AND QUALIFICATIONS.** The Board shall be composed of at least five directors. Each director shall hold office for a term of two years or until his or her successor has been elected and qualified. All directors must be members of the corporation.

(c) **STAGGERING OF TERMS.** Notwithstanding the foregoing paragraph, at the first annual meeting of the corporation, two of the five directors shall be elected for terms of two years and the remaining three directors shall be elected for initial terms of three years. Thereafter, all directors shall be elected for terms of two years.

(d) **REGULAR MEETINGS.** The board of directors shall meet regularly at least once a quarter annually, at a time and place it shall select.

(e) **SPECIAL MEETINGS.** A special meeting of the board of directors may be called by or at the request of the president or of any two directors.

(f) **NOTICES.** Notice of any special meeting of the board of directors shall be given at least ten days prior to such meeting, by written notice delivered personally, or sent by mail to each director. Any director may waive notice of any meeting.

(g) **QUORUM.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors are present at such meeting, a majority of the directors present may adjourn the meeting from time to time, and without further notice.

(h) **MANNER OF ACTING.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

(i) **VACANCIES.** Any vacancy occurring in the board of directors, and any directorship to be filled by reason of the increase in the number of directors, shall be filled by election by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### **ARTICLE V**

##### **OFFICERS**

(a) **OFFICERS.** The officers of the corporation shall be a

president, a vice-president, a secretary/treasurer.

(b) **QUALIFICATIONS AND METHOD OF ELECTION.** The officers shall be members of the corporation, shall be elected by the Board of Directors, and shall serve for a term of one year. The president and vice president shall be members of the Board of Directors.

(c) **PRESIDENT.** The president shall preside at all meetings of the corporation and of the Board of Directors at which he or she is present, shall exercise general supervision of the affairs and activities of the corporation, and shall serve as a member of all standing committees.

(d) **VICE-PRESIDENT.** The vice-president shall assume the duties of the president during the president's absence.

(e) **SECRETARY-TREASURER-MANAGEMENT COMPANY.** The secretary shall keep the minutes of all the meetings of the corporation and of the Board of Directors, which shall be an accurate and official record of all business transacted. The secretary shall be custodian of all corporate records.

**TREASURER.** The treasurer and/or the management company shall receive all corporate funds, keep them in a bank or other savings institution approved by the board of directors, and payout funds only on notice signed by the management company and by one other officer. The treasurer shall be a member of the finance committee, or the management company.

(f) **VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by any member of the board of directors for the unexpired portion of the term.

#### **ARTICLE VI FISCAL YEAR**

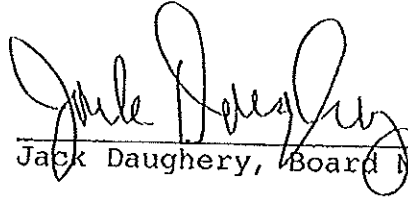
The fiscal year of the corporation shall be the calendar year.

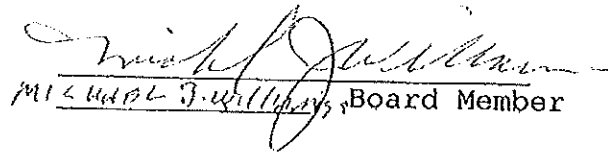
#### **ARTICLE VII AMENDMENTS**


Any proposed amendment to these bylaws must be submitted in writing to the members of the corporation at least thirty (30) days prior to the meeting at which they will be voted on by the members. Such proposed amendment must be either proposed by the Board of Directors or signed by three members of the corporation, shall be read to the meeting by the secretary, and shall be

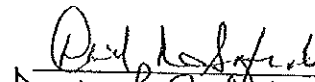
printed on ballots distributed to all members by mail.

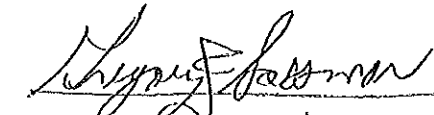
A proposed amendment shall become effective when approved by two-thirds of the votes that could be cast for that amendment.

  
Jack Daughery, Board Member

  
MICHAEL J. WILLIAMS, Board Member

  
ALAN WHITEHOUSE Board Member

  
Daniel R. Smedley, Board Member

  
GREG SASSER Board Member