



3415 Monterey Lane NE
Renton, WA 98056

**BYLAWS
OF
LACROSSE HOMEOWNERS' ASSOCIATION**

January 2017

ARTICLE 1. OFFICE

The principal office and place of business of the LaCrosse Homeowners' Association ("Association") in the state of Washington shall be 3415 Monterey Lane NE, Renton Washington. The principal office and place of business of the LaCrosse Homeowners' Association ("Association") in the state of Washington shall be the address of the current management company if the Association has contracted with a management company.

ARTICLE 2. DEFINITIONS

- 2.1 Association** means LaCrosse Homeowners' Association, a Washington nonprofit corporation, its successors and assigns.
- 2.2 Purpose** means for which the Association is formed and set forth in the Articles of Incorporation filed with the State of Washington on May 24, 1999, under UBI number 601-956-465.
- 2.3 Board** means the Board of Directors of the Association as provided for in these Bylaws.
- 2.4 Common Area** means all real Property (including the improvements thereto) owned by the Association for the common use and enjoyment of the Homeowners, and shall in all events exclude each of the Lots.
- 2.5 Declarant** means the LaCrosse Homeowners' Association, and its successors and assigns.
- 2.6 Declaration** means the Declaration of Covenants, Conditions and Restrictions, which was recorded in King County, Washington under recording number 199903081897, and any Supplemental Declarations or amendments thereto.
- 2.7 Lot(s)** means any plot of land described in and shown on any recorded subdivision map of the Property, excluding the Common Area and areas deeded to governments or public agencies.
- 2.8 Homeowner** means the record owner, whether one or more persons or entities, of a fee simple title to any Lot in the Property including any person or entity holding a vendee's

interest under a real estate contract for the sale of any such Lots, but excluding those having such interest merely as security for the performance of an obligation.

- 2.9** **Property** means the plat of Stafford Crest Division 1, a subdivision, recorded in Volume 188 of Plats, Pages 88 through 92 in King County, Washington under King County Recording Number 199903081874. Stafford Crest Division 2, a subdivision, recorded in Volume 194 of Plats, Pages 01 through 05 in King County, Washington under King County Recording Number 20000331000047.

ARTICLE 3. MEMBERSHIP

- 3.1** **Membership** The membership of the Association at all times shall consist exclusively of the owners of all real property over which the Association has jurisdiction, both developed and undeveloped. Every person or entity who is the contract purchaser or record owner of a fee interest in any parcel within the Property (a "Lot") which is subject to assessment by the Declaration shall be a Member of the Association ("Member"). The foregoing shall not include persons or entities that hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. If any Lot is held jointly by more than one person or entity, the several owners shall designate one of their number as the Member. Each owner of a Lot within the Association shall be a member of the Association, and shall be entitled to one membership. Ownership of a Lot shall be the sole qualification for membership in the Association.
- 3.2** **Transfer of Membership** The membership in the Association shall be appurtenant to the Lot giving rise to such membership, and shall not be assigned, conveyed, pledged or alienated in any way except upon the transfer of title to said Lot and then only to the transferee of title to said Lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association to the new owner.
- 3.3** **Voting Rights** The interest of each Member shall be equal to that of any other Member, and no Member may acquire any interest, which shall entitle that Member to any greater voice, vote or authority in the Association than any other Member. No person or entity shall have more than one membership, regardless of the number of Lots owned, and each membership shall have only one vote. When more than one person or entity holds an interest in any Lot, the vote for such Lot shall be exercised as the owners of that Lot determine, but in no event shall more than one vote be cast with respect to any Lot. Votes may not be split by multiple owners of a Lot. Thus, if multiple owners cannot agree on a vote, their vote will not be counted on a vote of the Association membership, even though those owners may be counted for purposes of a quorum (as if abstaining).
- 3.4** **Suspension of Membership** During any period in which a Member shall be in default in the payment of any assessment or charge owed to the Association, the voting rights and right to use any common property that may be owned or managed by the Association may be suspended by the Board until such assessment or charge has been paid. Such rights may also be suspended by the Board for violations of rules & regulations established by the Board.

- 3.5** **Meetings**

Annual Meetings: An annual meeting of the Members shall be held during the month of October to elect directors and transact such other business as may properly come before the meeting.

Special Meetings: Special meetings of the Members may be called at any time by the President, a majority of the Board, or on written request delivered to an officer of the Association signed by at least 10 percent (10%) of the Members entitled to vote.

Notice of Meetings: The Secretary shall cause to be delivered to each Member, not less than fourteen (14) nor more than sixty (60) days before any meeting of the Members, written notice stating the place, date and time of the meeting, the purpose or purposes for which the meeting is called, and the items on the agenda to be voted on by the Members, including the general nature of any proposed amendment to the Declaration, Articles of Incorporation, or Bylaws, changes of a previously approved budget that result in assessment obligations, and any proposal to remove a Director or officer.

All meetings will be held at a place convenient for the Members as determined by the Board, but in any event, in King County, Washington. If the Board shall neglect or refuse to issue notice of a special meeting of the Members properly called for by the Members, the Members making the request may do so consistent with this section as required of the Board. Notice of any meeting of the Members shall be deemed delivered when deposited in the United States mail, properly addressed to each Member at each Member's address as it appears on the records of the Association, or to such address supplied in writing by the Member to the Association for the purpose of notice, with prepaid postage on the notice. Notice to owners by an electronic transmission complies with this section to those Members who have delivered a written request to receive electronically transmitted notices

Quorum: The presence at the beginning of any meeting of the Members of Members entitled to cast thirty-four percent (34%) of the votes of the Members, represented in person or by proxy, shall constitute a quorum throughout that meeting for any action. If a quorum is not present, a majority of the Members so represented may adjourn the meeting and establish a date and time for the meeting to reconvene without further notice.

Manner of Acting: The vote of a majority of the votes entitled to be cast by the Members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by applicable Washington law, the Declaration, the Articles of Incorporation or these Bylaws.

Parliamentary Authority: Robert's Rules of Order, newly revised, shall govern the conduct of association proceedings when not in conflict with the Declaration, these Bylaws, the Articles or any statutes of the State of Washington applicable thereto. The chairperson of the meeting shall have the authority to appoint a parliamentarian.

Proxies: A Member may vote by proxy executed in writing by the Member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary before or at the time of the meeting. A proxy shall become invalid eleven (11) months after the date of its execution unless otherwise expressly provided for in the proxy. A proxy with respect to a specific

meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment of such meeting.

ARTICLE 4. BOARD OF DIRECTORS

- 4.1 General Powers** The affairs of the Association shall be managed by a Board of Directors (the "Board").
- 4.2 Number** The Board shall consist of not less than three (3) nor more than seven (7) Directors, the specific number to be set by resolution of the Board. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.
- 4.3 Qualifications** Directors shall be Members that reside within the Property.
- 4.4 Election of Directors** Directors shall be elected each year at the annual meeting of the Members. The terms of the directors shall be staggered so that at least fifty percent (50%) of the director positions are voted on each year.
- 4.5 Term of Office** Unless a director dies, resigns or is removed, he or she shall hold office for three (3) years.
- 4.6 Vacancies** A vacancy in a director position may be filled by the affirmative vote of a majority of the remaining directors, even if there is no longer a quorum of the Board. A director who fills a vacancy shall serve for the unexpired term of his or her predecessor director.
- 4.7 Resignation** A director may resign at any time by delivering written notice to an officer of the Association, other than the resigning director. Any such resignation shall take effect at the time specified in the notice, or if the time is not specified, upon delivery of the notice. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- 4.8 Removal** One or more directors (including the entire Board) may be removed from office, with or without cause, by majority of the votes cast by Members then entitled to vote on the election of directors represented in person or by proxy at a meeting of the Members called expressly for that purpose at which a quorum is present.
- 4.9 Compensation and Expenses** Directors shall not receive compensation for their service as directors, except that after one year of service, with a congruent term, directors shall not be required to pay annual assessments while they are serving as a director. Directors shall receive reimbursement for expenditures incurred on behalf of the Association.
- 4.10 Standard of Care** A director shall perform the duties of a director, including the duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be

entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

One or more officers or employees of the Association whom the director believes to be reliable and competent in the matter presented;

Legal counsel, public accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

A committee of the Board upon which the director does not serve, duly designated in accordance with a provision in the Articles of Incorporation or Bylaws, as to matters within its designated authority, which committee the director believes to merit confidence; so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

If the statutory standard of care is, at any time, different than the standard of care set forth in these Bylaws, the Bylaws are deemed amended so that the standard of care is the standard set forth statutorily for nonprofit Associations in the State of Washington.

4.11 Powers Subject to the Declaration, the Articles of Incorporation and Washington State law, the Board may do the following on behalf of and in the best interests of the Association:

Adopt and amend these Bylaws and Rules and Regulations;

Adopt and amend budgets for revenues, expenditures, and reserves, and impose and collect assessments for common expenses from owners;

Hire and discharge or contract with managing agents and other employees, agents, and independent contractors;

Institute, defend, or intervene in litigation or administrative proceedings in the Association's name on matters affecting the Association;

Make contracts and incur liabilities;

Regulate the use, maintenance, repair, replacement, and modification of common areas;

Acquire, hold, encumber, and convey in the name of the Association any right, title, or interest to real or personal property;

Grant easements, leases, licenses, and concessions through or over the common areas and petition for or consent to the vacation of streets and alleys;

Impose and collect any payments, fees, or charges for the use, rental, or operation of the common areas;

Impose and collect charges for late payments of assessments and, after notice and an opportunity to be heard by the Board or by the representative designated by the Board and in accordance with the procedures as provided in these Bylaws or Rules and Regulations adopted by the board, levy reasonable fines in accordance with a previously established schedule adopted by the Board and furnished to the Members for violation of these Bylaws or Rules and Regulations;

Exercise any other powers conferred by these Bylaws;

Exercise all other powers that may be exercised in Washington by the same type of corporation as the Association; and

Exercise any other powers necessary and proper for the governance and operation of the Association.

4.12 Prohibited Acts The Board shall not act on behalf of the Association to amend the Articles of Incorporation, to take any action that requires the vote or approval of the owners, to terminate the Association, to elect members of the Board, or to determine the qualifications, powers, and duties, or terms of office of members of the Board; but the Board may fill vacancies in the unexpired term of any director.

4.13 Meetings

Annual Meeting: An annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of the Members for the purposes of electing officers and transacting such business as may properly come before the meeting.

Regular Meetings: Regular meetings of the Board may be specified as to the date, time and place for the holding of such regular meetings by the adoption of a resolution of the Board. Notice of such meetings is not necessary other than said resolutions. If such a resolution has not been adopted, then notices of regular meetings shall be given as set forth in Section 3.5 as for notices of special meetings.

Special Meetings: Special meetings of the Board may be called by or at the written request of the President or any two (2) directors. The person or persons authorized to call special meetings may fix any place within the State of Washington as the place for holding any special Board meeting. Notice of special meetings of the Board shall be made as set forth under Section 3.5, "Notice of Meetings".

Meetings by Telephone: Members of the Board may participate in a meeting of such Board by means of a teleconference or similar communication equipment; provided, all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Action without a Meeting: Any action, which could be taken at a meeting of the Board, may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the directors as applicable. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together,

shall constitute one and the same document. Any such written consent of the Board shall be inserted in the minute book as if it were the minutes of a Board meeting.

Place of Meetings: All meetings of the Board shall be held at the principal office of the Association or at such other place within the State of Washington designated by the Board by any person entitled to call such a meeting or by a waiver of notice signed by all of the directors.

Notice of Meetings: Notice of special meetings of the Board shall be given to a director in writing or by personal communication with the director not less than ten (10) calendar days before the meeting. Notices in writing may be hand delivered or sent by U.S. mail, electronic mail, or facsimile transmission to the director at his or her address shown on the records of the Association.

Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting, unless specifically required by the Articles of Incorporation or these Bylaws. If a notice is delivered by mail, the notice shall be deemed effective when deposited in the United States mail properly addressed with postage prepaid. If notice is given by electronic mail or facsimile transmission, the recipient of the notice must first have consented to electronic notice pursuant to RCW 24.03.009 and the notice shall be deemed effective when it:

- Is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or
- has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Quorum: A simple majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting and set a date and time for the meeting to reconvene without further notice.

Manner of Acting: The act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Declaration, the Articles of Incorporation or applicable Washington law. In the event of a tie, the President shall determine the majority.

Presumption of Assent: A director present at a meeting of the Board at which action on any Association matter is taken shall be presumed to have assented to the action taken, unless the director's dissent or abstention is entered in the minutes of the meeting or the director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment of the meeting or forwards such dissent or abstention by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Open Meetings: Except as provided in Section 4.3 "Closed Session", all meetings of the Board shall be open for observation by all Members and their authorized agents. The Board will keep minutes of all actions taken by the Board, which will be available to all Members.

Closed Session: Upon the affirmative vote in open meeting to assemble in closed session, the Board 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, including 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 will state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session will be included in the minutes.

The Board will 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, 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 section do not require the disclosure of information in violation of law, which might waive a confidential privilege or which is otherwise exempt from disclosure.

- 4.14 Transactions Involving Directors** No contract or other transaction between this Association and one or more of its directors or any other company, firm, association or entity in which one or more of its directors are directors, officers, or are financially interested or are related to directors, officers, or persons with financial interests, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board, or a committee, which authorizes, approves or ratifies such contract or transaction, if: (a) both the existence and nature of such relationship or interest and also all facts known to the Director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction, are disclosed or known to the Board, or committee, the meeting of which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the transaction is fair to the Association under the circumstances at the time of commitment. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board, or committee, which authorizes, approves or ratifies such contract or transaction.

ARTICLE 5. OFFICERS

- 5.1 Offices** The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, who at all times shall be members of the Board, and such other officers as the Board may from time to time by resolution create. Solely, the offices of Secretary and Treasurer may be combined and held by the same person.
- 5.2 Election** Each officer shall be elected at the first meeting of the Board following each annual meeting of the Members.

- 5.3 Term** Each officer shall hold office for two (2) years, or until a successor is elected, unless the officer resigns, or is removed, or otherwise is disqualified to serve.
- 5.4 Resignation and Removal** An officer may be removed from office with or without cause by the Board. An officer may resign at any time by giving written notice another officer. Such resignation takes effect on the date of receipt of such notice or at any later time specified. Unless otherwise specified, the acceptance of such resignation is necessary to make it effective.
- 5.5 Vacancies** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer who is replaced.
- 5.6 Duties** The duties of the officers are as follows:
- President: The President shall be the chief executive officer of the Association and, subject to the control of the Board, shall supervise and control all of the assets, business and affairs of the Association. The President shall preside over meetings of the members and of the Board. The President may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association or are required by law to be otherwise signed or executed by some other officer or in some other manner.
- Vice President: In the absence of the President, the Vice President shall perform the duties of the President.
- Secretary: The Secretary shall ensure that minutes are recorded and maintained of meetings of the Members and of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Association or appoint such person or entity as is appropriate to act as such custodian; ensure that records are kept of the address of each Member; prepare, execute, certify and record Amendments to the Declaration on behalf of the Association; sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.
- Treasurer: The Treasurer shall have charge of and be responsible for all funds of the Association; ensure that funds due and payable to the Association from any source whatsoever are properly received and that receipts are given for said funds; ensure that all such funds are deposited in the name of the Association in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; keep proper books of accounts; and perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the President or the Board.

ARTICLE 6. COMMITTEES

6.1 The Board may designate and appoint one or more standing or temporary committees. The Board may fill vacancies in, change the size or membership of, and discharge any committee as it deems appropriate. The authority and scope of a committee shall be established by the Board when the committee is appointed and may be revised as the Board deems appropriate. The President may serve as ex-officio member of all committees, if deemed.

ARTICLE 7. MANAGING AGENTS

7.1 The Board may hire a managing agent for the following purposes:

- to invoice and collect assessments payable by the Members;
- to maintain the books and records of the Association;
- to inspect the Property, notify the Board or appropriate committee of violations of the Declaration or Rules and Regulations adopted by the Board; and
- to take action required to collect assessments and enforce the Declaration and Rules and Regulations, including, upon Board approval, initiating legal action against Members and their Lots.

ARTICLE 8. BOOKS AND RECORDS

8.1 **Scope** The Association or its managing agent shall keep financial and other records sufficiently detailed to enable the Association to fully declare to each Member the true statement of its financial status.

8.2 **Examination** All records of the Association, including the names and addresses of Members and other occupants of each Lot, shall be available for examination by all Members, holders of mortgages on each Lot, and their respective authorized agents on reasonable advance notice during normal working hours at the offices of the Association or its managing agent. The Association shall not release the unlisted telephone number of any Member. The Association may impose and collect a reasonable charge for copies and any reasonable costs incurred by the Association in providing access to records.

8.3 **Annual Financial Statement** At least annually, the Association shall prepare, or cause to be prepared, a financial statement of the Association. The financial statements shall be audited at least annually by an independent certified public accountant if the Association's annual assessments are fifty thousand dollars (\$50,000) or more unless the audit is waived if sixty-seven percent (67%) of the Members, in person or by proxy, at a meeting of the Members at which a quorum is present.

8.4 **Accounts** The funds of the Association shall be kept in accounts in the name of the Association and shall not be commingled with the funds of any other Association, nor with the funds of any manager of the Association or any other person responsible for the custody of such funds.

8.5 **Annual Budget** Within thirty days after adoption by the Board of any proposed regular or special budget of the Association, the Board shall set a date for a meeting of the Members

to consider ratification of the Budget not less than fourteen (14) nor more than sixty (60) days after mailing of the summary. A majority of the Members present at the meeting, in person or by proxy, whether or not a quorum is present, may ratify the budget. In the event the proposed budget is rejected or the required notice is not given, the periodic budget last ratified by the Members shall be continued until such time as the Members ratify a subsequent budget proposed by the Board.

8.6 Fiscal Year The fiscal year of the Association shall be a calendar year, unless determined otherwise by the Board.

ARTICLE 9. AMENDMENTS

9.1 These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of a majority of the Board. Copies of any amendment or replacement of the Bylaws will be delivered to all Members within 30 days of adoption.

ARTICLE 10. CONFLICTS

10.1 In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration controls.

ARTICLE 11. ENFORCEMENT

11.1 The Association and each Member shall have the right to enforce, by any proceeding at law or in equity, all restrictions, conditions, covenants, reservations, liens and charges now or hereafter imposed by the provisions of the Declaration, the Articles of Incorporation, these Bylaws and any Rules and Regulations promulgated by the Board (collectively, the "Restrictions"). Failure of the Board or any Member to the Restrictions shall not be deemed a waiver of the right to do so thereafter. In the event of a suit or action to enforce any Restrictions, the prevailing party shall be awarded all reasonable attorneys' fees, costs and expenses incurred. Venue, for purposes of these Bylaws, is King County, Washington.