

BYLAWS  
Of  
OAKBROOK, 7th ADDITION HOMEOWNER ASSOCIATION

ARTICLE I

NAME and OFFICE

1. Name. The name of the corporation is OAKBROOK, 7th ADDITION, HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association".
2. Principal Office. The principal office of the Association shall be maintained in Pierce County, Washington.

ARTICLE II DEFINITIONS

1. 'Association' shall mean and refer to OAKBROOK, 7th ADDITION, HOMEOWNERS ASSOCIATION, its successors and assigns.
2. 'Properties' shall mean and refer to that certain real property described in the Oakbrook, 7th Addition, Declaration of Protective Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the Jurisdiction of the Association.
3. 'Lot' shall mean and refer to any plots of land designated for residential use within Oakbrook, 7th Addition, and identified on the plats thereof by Arabic numerals.
4. 'Owner' shall mean and refer to the owner of record, 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.
3. 'Declaration' shall mean and refer to the Declaration of Protective Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Pierce County Auditor,
6. 'Member' and 'Associate Member' shall mean and refer to those persons entitled to Membership as provided in the declaration. 'Voting member' shall refer to those members or associate members authorized to vote on matters of the Association. Either the property owner or his lessee shall be a voting member, but not both. The basic rule shall be one vote per lot.

ARTICLE III

~~ME~~MEETING OF MEMBERS

1. Annual Meeting. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held in the same month of each year thereafter at such date and time of each year as may be prescribed by the board of directors.
2. Special meetings. Special meetings of the members may be called at any time by the president or by the board of directors, or upon written request of seventy-five (75%) of the voting members of the Association.
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 mailing or hand delivering a copy of such notice, postage prepaid, not less than 13 days nor more than 30 days before such meeting to each member entitled to vote thereat, addressed to the members last address last appearing on the books of the Association or supplied by such members 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.

4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast one-tenth of the votes of the voting 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 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.

5. Special quorum Requirements. The presence at any meeting in person or by proxy of those members entitled to cast seventy-five (75%) of the votes of the voting membership shall constitute a quorum for action on matters requiring a vote of seventy-five (75%).

6. Proxies. A voting member may vote in person or by proxy executed in writing and filed with the secretary. Every proxy shall be revocable and shall automatically terminate upon termination of membership.

7. Place of Meeting. Meetings shall be held at a location designated by the Association board of directors.

#### ARTICLE IV

##### BOARD OF DIRECTORS

1. NUMBER. The affairs of this Association shall be managed by a board of three directors until the first annual meeting. After the first annual meeting the board of directors shall consist of nine members. Directors need not be members of the Association.

2. Term. The directors named in the Articles of Incorporation shall serve until the first annual meeting. At the first annual meeting) the voting members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years, and at each annual meeting thereafter the voting members shall elect three directors for a term of three years.

3. Removal. Any director may be removed from the board, with or without cause, by a majority vote of the voting members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4. Compensation. No director shall receive compensation for any service he or she lay render to the Association, However) any director lay reimbursed for his actual expenses Incurred in the performance of his duties as a director. Payment of bonding premiums on the members of the board of directors shall be made from the Association fund.

5. Action taken without a meeting. In the absence of a meeting, directors shall have the right to take action which could have been taken at a meeting, by obtaining the written approval of all the directors.

6. Nomination of Directors. Nomination for election of the Board of Directors shall be made by a Nominating Committee appointed by the president and consisting of a chairman who shall be a member of the board of directors and two or more members of the Association. The Nominating Committee shall be appointed by the board of directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations as it shall in its discretion determine but not less than the number of vacancies that are to be filled at such annual meeting. The report of the Nominating Committee shall be included in the notice of the annual meeting. Nominations may also be made from the floor at the annual Meeting.

7. Election. Election to the board of directors shall be by secret written ballot. At such election, the voting 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 V

##### MEETINGS OF THE BOARD OF DIRECTORS

1. Regular Meetings. Within ten days after each annual meeting of the members, the directors elected at such meeting and those holding over shall hold an organization meeting for the purpose of electing officers as hereinafter provided and for transaction of such business as may come before the meeting. If all the directors are present at the flu and place of such meeting, no prior notice of such meeting shall be required to be given to the directors. The board of directors by resolution may establish the date, times and place for other regular meeting of the board.

2. Special Meetings. Special meetings of the board of director shall be held when called by the president of the Association or by any two directors, after not less than three day's notice to each director.

3. Quorum. A majority of the directors shall constitute a quorum, but no action of the board of directors shall be valid unless it is approved by an affirmative vote of at least four directors.

## ARTICLE VI

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. General Powers. The board of directors shall have the power to:

A. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the leadership by other provisions of these Bylaws the Articles of Incorporation, or the declaration;

B. Declare the office of a member of the board of directors to be vacant in the event such member shall be absent, without excuse, from three regular meetings of the board of directors;

C. Employ a manager, an independent contractor, or such other employees as deemed necessary, and to prescribe their duties and fix their compensation.

2. It shall be the duty of the board of directors to;

A. Cause to be kept a complete record of all its acts and the proceedings of its meetings and to cause to be presented at the annual meeting of the members a report reviewing the business and affairs of the Association for the year.

B. Cause all officers or employees having fiscal responsibilities to be bonded, as it may be deemed appropriate.

## ARTICLE VII

### OFFICERS

1. Officers. The officers of this Association shall be a president and vice president who shall be member, of the board of directors, and a secretary and a treasurer who may but need not be members of the board of directors. The board of directors may appoint an assistant secretary or an assistant treasurer by resolution entered on its minutes. The officers shall be elected at the organization meeting of the board of directors each year and the term of office shall be for a period of one year and until their successors are elected and assume office, unless such officer resigns or is removed.

2. Resignation and Removal. Any officer may be removed with or without cause by 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 time later specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3. 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 ~~ten~~ term of the officer he replaces.

4. Multiple offices. The offices of secretary and treasurer <sup>termure</sup> 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 these Bylaws.

5. President. The president shall preside at all meetings of the members of the Association and of the board of directors. He shall sign for the Association such contracts and other documents as he <sup>may</sup> be authorized by the board of directors to sign and shall perform all acts and duties usually performed by a president or as prescribed by the board of directors.

6. Vice President. In the absence or disability of the president, the vice president shall preside and perform the duties of the president. He shall also perform such other duties as may be delegated to him by the board of directors

7. Secretary. The secretary shall record the votes and keep 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.

8. 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) cause an annual audit of the Association books to be made by a public accountant 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.

#### ARTICLE VIII

##### COMMITTEES

1. The board of directors shall appoint such other committees as it, in its discretion deems necessary to assist in the operation of the affairs of the Association. Committee members need not be members of the board of directors except as noted in these Bylaws.

2. At the close of each fiscal year or within one month thereafter, committee chairpersons, unless otherwise directed, shall deliver to their successors all records and files pertinent to the work of the committee.

3. Chairpersons of committees shall submit written annual reports or special reports as directed to the Board of Directors concerning the activities of their committee.

#### ARTICLE IX

##### BOOKS AND RECORDS

1. Inspection by Members. The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any voting members.

2. Execution of Corporate Documents. When the execution of any instrument has been authorized by the board of directors without specifying the executing officer, such instrument may be executed by any two of the following officers the president, vice president, secretary, treasurer and assistant secretary, The board of directors may, however) authorize any one of such officers to sign any of such instruments for and on behalf of the Association and may designate officials or employees of the Association other than those named above who may sign such instrument,

#### ARTICLE X

##### ASSOCIATION FUND

1. Annual membership fees of the Oakbrook 7th Addition Homeowners Association are payable upon joining the Association and annually thereafter on 1 January,

2. Annual membership dues are initially set at \$20.00.

3. The Board of Directors shall annually review the Association fund status and adjust the annual membership dues appropriately to insure an excessive amount of reserve funds are not accumulated.

#### ARTICLE XI

##### AMENDMENTS

These Bylaws may be amended at a regular or special meeting of the voting members by an affirmative vote of not less than seventy-five (75%) of the total eligible voters of the Association membership, voting separately, present in person or by proxy, provided that notice of the amendment has been included in the notice of the meeting.

2. Any matter stated in these Bylaws to be or which is in fact governed by the Declaration may not be amended except as provided in such Declaration, In the case of any conflict between such Declaration and these Bylaws, the provisions of the Declaration shall control,

## ARTICLE XII

### MISCELLANEOUS

1. The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year, except that the first fiscal year shall begin on the date of Incorporation.

2. Association members shall be responsible to notify the association upon a change of mailing address or a change that affects their membership status such as the sale or lease of their property.

IN WITNESS WHEREOF, we, being all of the initial directors of the OAKBROOK, 7th ADDITION, HOMEOWNERS ASSOCIATION, have hereunto set our hands this 28 day of December, 1984.

Robert Snee           //Signed//

Art Peterson         //Signed//

Pamela Kleven       //Signed//