

AMENDED AND RESTATED BYLAWS  
OF  
SAMMAMISH LANDING HOMEOWNERS ASSOCIATION

The following are Amended and Restated Bylaws of Sammamish Landing Homeowners Association. These Amended and Restated Bylaws replace and supersede any previous Bylaws and amendments. These Bylaws provide for operation of Sammamish Landing, a condominium, established under the laws of the state of Washington. They apply to the entire condominium, each Unit therein, and all Common Elements and facilities. Each Owner of a Unit automatically, by virtue of such ownership, becomes a member of the Association. All present and future Owners, mortgagees, lessees, tenants, licensees, and occupants of Units, and their guests and employees, and any other person who may use the facilities of the condominium are subject to these Bylaws, the Amended and Restated Declaration of Condominium for Sammamish Landing ("Declaration") and subsequent amendments, and the Rules and Regulations pertaining to use and operation of the condominium. Words and phrases that are defined in the Declaration shall have the same meaning in these Bylaws.

ARTICLE I  
MEMBERSHIP: REGISTER: VOTING

1.1 Membership. The owners of Units in the condominium shall constitute the Association. Corporations, partnerships, associations, and other legal entities, trustees under an express trust, and other fiduciaries, as well as natural persons may be members of the Association. Owners of a Unit as joint tenants, tenants common, community property, or other ownership involving more than one owner, shall be joint members of the Association, but the sum total of their vote shall not exceed the percentage of interest for voting power appurtenant to the Unit owned.

1.2 Voting. The total voting power of all members shall be 35 votes. Each Unit is assigned a single vote as set forth in Schedule B of the Declaration. A member who owns more than one Unit may cast votes for each Unit owned.

1.3 Persons under Disability. Minors and legally incompetent shall be eligible for Association, if otherwise qualified, but shall not be permitted to vote except through a legally appointed, qualified, and acting guardian of their estate voting on their behalf, or, in the case of a minor with no legal guardian of his estate, through a parent having custody of the minor.

1.4 Register of Members. The Board shall cause a register to be kept containing the names and addresses of all members of the Association. Persons who purchase an interest in a Unit shall promptly inform the Board of their interests. Persons who claim to be members of the Association shall, upon request, furnish the Board with copies of any documents under which they assert ownership of a Unit of any interest therein, and any mortgages thereon.

1.5 Manner of Voting. At all meetings of the Members, each Member may vote in person or by proxy. The Board may, but it is not required to, decide that voting of the Members shall be by mail, with or without a meeting, with respect to any particular Election of the Board or with respect to adoption of any proposed amendment to the Declaration or Bylaws, or with respect to any other matter for which approval by Owners is required by the Declaration or Bylaws, in accordance with reasonable procedures determined by the Board. Delivery of a vote in writing shall be to the principal office of the Association or such other address as is identified in the notice of any such vote.

## ARTICLE II MEETING OF MEMBERS

2.1 Place. Meetings of the members of the Association shall be held at such suitable place as may be convenient to the membership and designated from time to time by the Board.

2.2 Annual Meeting. The annual meeting of the Association shall be held in the first quarter of each fiscal year, on a date fixed by the Board. At such annual meeting there shall be a financial report, the Owners shall elect members to the Board or fill vacancies therein, and such other business as shall properly come before the meeting may be transacted.

**Comment [TB1]:** RESTATED TO REMOVE LANGUAGE REGARDING SPONSOR.

2.3 Special Meetings. It shall be the duty of the president to call a special meeting of the Association as directed by resolution of the Board or upon the written request of a majority of the Board or upon the written request of Owners having at least twenty percent (20%) of the total voting power of the Association. **A meeting called at the request of the Owners shall be held at such time as the president may fix, which time shall not be less than ten (10) nor more than sixty (60) days after the receipt of the written request therefore.**

**Comment [TB2]:** INCORPORATED 2009 AMENDMENT TO BYLAWS.

2.4 Notice of Meetings. It shall be the duty of the secretary to give notice of each annual and special meeting, stating the purpose thereof and the time and place where it is to be held, to each member of the Association and to each mortgagee that has requested notice, all as provided in the Declaration. Notice shall be given at least ten (10) and not more than sixty (60) days before each meeting. **Before any meeting of the Association, any member may, in writing, waive notice of such meeting. Attendance by a member at a meeting of the Association shall be a waiver by him of timely and adequate notice unless he expressly challenges the notice when the meeting begins.**

**Comment [TB3]:** INCORPORATED 2009 AMENDMENT TO BYLAWS. INCREASED NOTICE WINDOW FROM NOT MORE THAN 25 DAYS TO NOT MORE THAN 60 DAYS.

2.5 Electronic Notice. The Association may provide electronic notice so as long as the notice complies with RCW 24.03.009 and these Bylaws. **In the event the Association chooses to provide notice to members and directors in an electronic transmission, such notice is effective only with respect to members and directors who have consented, in the form of a record to receive electronically transmitted notices.**

**Comment [TB4]:** ENTIRE SECTION 2.5 ON ELECTRONIC NOTICES HAS BEEN ADDED.

(a) A member or director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the

recipient, and the address, location, or system to which these notices may be electronically transmitted.

(b) A member or director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Association in the form of a record.

(c) The consent of any member or director is revoked if the Association is unable to electronically transmit two consecutive notices given by the Association in accordance with the consent, and this inability becomes known to the secretary of the Association or other person responsible for giving the notice. The inadvertent failure by the Association to treat this inability as a revocation does not invalidate any meeting or other action.

Notice to members or directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the member or director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.

2.6 Quorum. The presence in person or by proxy of the members of the Association or voting representatives holding twenty-five percent (25%) of the total voting power shall constitute a quorum for the transaction of business at any meeting of members of the Association.

**Comment [TB5]:** THIS IS A CHANGE. CURRENT BYLAWS SAY MAJORITY OF TOTAL VOTING POWER. Page 5, Section 8 of current Bylaws.

2.7 Adjournment of Meetings. If any meeting of owners cannot be organized because a quorum has not attended, the owners present, in person or by proxy, may adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

2.8 Majority Vote. Except as otherwise provided by statute, by the Declaration, or by these Bylaws, passage of any matter submitted to vote at a meeting where a quorum is in attendance shall require the affirmative vote of a majority of the voting power present.

2.9 Order of Business. Unless stated otherwise in the notice of meeting and/or agenda provided with the notice, the order of business at meetings of the Association shall be as follows unless dispensed with a motion at the time of the meeting:

- (a) Roll call
- (b) Proof of notice of meeting or waiver of notice and establishment of a quorum
- (c) Minutes of preceding meeting
- (d) Reports of officers
- (e) Reports of committees
- (f) Election of inspectors of election
- (g) Election of directors (annual meeting or special meeting called for such purpose)
- (h) Unfinished business
- (i) New business
- (j) Adjournment

2.10 Parliamentary Authority. In the event of dispute, the parliamentary authority for the meetings shall be the most current available edition of Robert's Rules of Order.

2.11 Action without Meeting. Any action required to be taken at a meeting of the members or directors of the Association, or any action which may be taken at a meeting of the members or directors, may be taken without a meeting if a consent in the form of a record, setting forth the action so taken, shall be executed by all of the members entitled to vote with respect to the subject matter thereof, or all of the directors, as the case may be.

ARTICLE III  
BOARD OF DIRECTORS

3.1 Number and Qualifications. The affairs of the Association shall be governed by the Board of five (5) directors, who shall be elected by ballot by the members of the Association. The Board must be Unit Owners. The members of the Association at any meeting may change the number of directors to a total of either three (3) or seven (7) directors, but shall not reduce the number in such a manner to deny any incumbent director (unless removed by the members) a full term of office. At no time, shall the number of directors be less than three (3). (If a corporation is a member of the Association, any one of its officers, directors, or shareholders may be elected to the Board; if a partnership is a member, any one partner of such partnership may be elected to the Board; if a limited liability company is a member of the Association, any one of its members, officers or directors may be elected to the Board.

**Comment [TB6]:** INCORPORATED EARLIER AMENDMENT AND REMOVED LANGUAGE ABOUT SPONSOR. See page 1, section 1 of current Bylaws.

3.2 Powers and Duties. The Board shall have the powers and duties provided for the administering authority of the condominium in the statutes and in the Declaration, and all other power necessary for the administration of the affairs of the Association, and may do all such acts and things as not prohibited by statute or by the Declaration required to be done in another manner. No contract made by the board or any officer for the Association shall have a fixed term longer than two years. Contracts of a longer term may be approved by majority of owners present at a regular or special meeting of the Association.

**Comment [TB7]:** TRUNCATED AND CROSS REFERENCED TO DECLARATION RATHER THAN REPEAT HERE. Refer to original Bylaws Article 2, Section 2.

3.3 Election and Term of Office. The term of office for directors will be for one year, or until their successors are elected and take office. The term of office for directors will begin immediately following adjournment of the annual meeting at which they are elected.

**Comment [TB8]:** REMOVED REQUIREMENT FOR STAGGERED TERMS. Refer to Bylaws Article 1, Section 1.

3.4 Vacancies. Vacancies on the Board shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum. Each person so selected shall be a director until a successor is elected at the next annual meeting of the Association (or a special meeting called for that purpose) to serve the balance of the unexpired term.

3.5 Removal of Directors. At any regular or special meeting, any one or more of the directors may be removed, with or without cause, by the holders of two-thirds (2/3) of the total voting power of the Association. Any director whose removal has been proposed shall be given an opportunity to be heard at the meeting.

**Comment [TB9]:** THIS IS CHANGED. CURRENT BYLAWS STATE MAJORITY. See page 3, Section 3.

3.6 Compensation. No compensation shall be paid to directors for their services as directors.

3.7 Organization Meeting. The first meeting of a newly elected Board following any election shall be held following the annual meeting or at another date and place to be fixed by the directors at the meeting at which the directors were elected, and no notice shall be necessary to the newly elected directors in order legally to call the meeting, providing a majority of the whole board shall be present at the meeting.

3.8 Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of the directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the board shall be given to each director personally or by mail, telephone, or by electronic mail pursuant to Section 2.5, above, at least three days before the day fixed for the meeting.

**Comment [TB10]:** THIS IS A CHANGE. IT PREVIOUSLY READ ONE MEETING. See page 3, Section 4 of current Bylaws.

3.9 Special Meetings. Special meetings of the Board may be called by the president on three (3) days' notice to each director, given personally or by mail, telephone, or electronic mail pursuant to Section 2.5, above. Special meetings shall be called by either the president or secretary in like manner and on like notice on the written request of any two directors.

3.10 Waiver of Notice. Before any meeting of the Board, any director may, in writing, waive notice of such meeting. Attendance by a director at any meeting of the Board shall be a waiver by him of timely and adequate notice unless he expressly challenges the notice when the meeting begins. If all directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at the meeting.

3.11 Quorum. At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. If there is less than a quorum present at any meeting of the Board the majority of those present may adjourn the meeting from time to time. At the adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

#### ARTICLE IV OFFICERS

4.1 Designation. The principal officers of the Association shall be a president, a vice president, a secretary, and a treasurer, all of whom shall be elected by and from the Board. The directors may appoint from the Board such other officers as in their judgment may be necessary or desirable. Two or more offices may be held by the same person, except that a person may not hold the offices of president and secretary simultaneously.

4.2 Election of Officers. The officers of the Association shall be elected annually by the Board at the first Board meeting after the annual meeting of the Association. They shall hold office at the pleasure of the Board.

4.3 Removal of Officers. At any regular meeting of the Board or at any special meeting of the Board called for such purpose, upon an affirmative vote of a majority of the members of the Board any officer may be removed, either with or without cause. A successor to the removed officer may be elected at any such meeting.

4.4 President. The president shall be the chief executive officer of the Association. The president shall preside at all meetings of the Association and of the Board and shall have all powers and duties usually vested in the office of the president.

Comment [TB11]: MOVED POWER TO APPOINT COMMITTEES TO SECTION ARTICLE 5.1 BELOW.

4.5 Vice President. The vice president shall perform the duties of the president when the president is absent or unable to act, and shall perform such other duties as may be prescribed by the Board.

4.6 Secretary. The secretary shall keep the minutes of all meetings of the Board and of the Association and shall have custody of the business records of the Board and the Association, other than financial records kept by the treasurer. The secretary shall also perform such other duties as may be prescribed by the Board.

4.7 Treasurer. The treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association.

Comment [TB12]: MOVED SOME TO ARTICLE VI. REMOVED SOME OF DUTIES. Refer to current Bylaws Article 4, Section 6.

#### ARTICLE V COMMITTEES

5.1 Committees of Directors. The Board may appoint one or more committees that consist of one (1) or more directors. To the extent provided in the resolution establishing the committee, committees composed entirely of Board members shall have the authority of the Board in the management of the Association. The appointment of any such committee shall not relieve the Board of its ultimate responsibility for the administration and management of the condominium.

5.2 Other Committees. Other committees, not having or exercising the authority of the Board in the management of the Association, may be appointed by the president or the directors, and such committees may be composed of one or more members of the Association.

#### ARTICLE VI KEEPING RECORDS AND REPORTS

The Board shall cause to be kept complete, detailed, and accurate books and records of the receipts and expenditures of the Association sufficient to satisfy RCW 64.34.372, in a form that complies with generally accepted accounting principles. The books and records, authorizations for payment of expenditures, and all contracts, documents, papers, and other records of the Association shall be available for examination by the owners, mortgagees, and the

agents or attorneys of either of them, during normal business hours and at any other reasonable time or times. The Association may require the requesting party to pay a reasonable charge to cover the cost of making the copies and any other fees charged by the Managing Agent for their time incurred in assisting the requesting party.

**ARTICLE VII**  
**AMENDMENTS**

The procedure and necessary consents required for adoption of amendments by the Bylaws are set forth in Section 10.2 of the Declaration. An amendment will become effective upon the execution of a certificate of the amendment by two officers of the Association.

The foregoing Bylaws are effective immediately upon approval of a majority of the voting power in the Association.

**Comment [TB13]:** PREVIOUSLY STATED THAT BYLAWS COULD BE AMENDED BY MAJORITY VOTE OF APARTMENT OWNERS. REPLACED WITH CROSS REFERENCE TO DECLARATION. Refer to Article 5 of current Bylaws.

Signed \_\_\_\_\_ Date \_\_\_\_\_  
President

Attest \_\_\_\_\_ Date \_\_\_\_\_  
Secretary