

BY-LAWS
OF
SEASONS HOMEOWNERS ASSOCIATION

ARTICLE I.

NAME AND LOCATION: The name of the corporation is SEASONS HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at P.O. Box 5053, Lacey, Washington 98503, but meetings of members and directors may be held at such places within the State of Washington, County of Thurston, as may be designated by the Board of Directors [hereinafter referred to as the "Board."](#) *[Amended May 16, 2007]*

ARTICLE II.

DEFINITIONS

Section 1. "Association" shall mean and refer to SEASONS HOMEOWNERS ASSOCIATION, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in 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" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, 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.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the Auditor, County of Thurston, Washington.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III.

MEETING OF MEMBERS

Section 1. Annual Meetings. 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 on the same day of the same month of each year thereafter, at the hour of 7:00 O'clock 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. The annual meeting of the members of the Association shall be held in May of each year at a convenient location. [Amended May 16, 2007]

Section 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 twenty-five percent (25%) 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 mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, 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, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there at 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. Should a quorum of members not be met at any publicly announced special or annual meeting of the members, the Board may choose to conduct a written mail-in vote of the members of the Association in lieu of holding subsequent public meetings. Members will be given at least two (2) weeks after receipt of the ballot to submit their vote to the Board by U.S. Mail. The results of a written ballot will be as valid as if held in person, so long as they meet the minimum voting requirements specified in the Articles, By-Laws or Declaration. The Secretary will retain the written mail-in ballots and certify the results. The ballots will be retained for 3 years. The completed ballots may be inspected at the request of any member of the Association. Individual privacy of voting results shall be maintained. [Amended May 16, 2007]

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV.

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than five (5), nor more than seven (7), directors as determined by a vote of the membership, who must be members of the Association. EXCEPTION: In the event of resignation of one or more Directors, the remaining Directors shall be empowered to conduct the normal business of the Association until the replacement Director(s) are appointed and approved by the board, or voted into office at the next annual meeting. [Amended May 16, 2007]

Section 2. Term of Office. At the first annual meeting the members shall elect the directors for a term of one year each, and at each annual meeting thereafter the members shall elect the directors for a term of one (1) year each. The directors shall begin their term of office on June 1 of each year. The Board's term shall run from June 1 through May 31 of the following year. [Amended May 16, 2007]

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the 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.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association as director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

NOTE: In November 1986, the homeowners voted to change the By-Laws to allow only "ONE MEMBER OF A HOMEOWNER'S FAMILY ON BOARD AT A TIME." This was during the time when major revisions were done to the Covenants (file with county in 1988). The minutes of early 1987 board meetings indicate the intent to change the By-Laws at the general meeting (scheduled for May 29, 1987). However, there are no records for that General Meeting in 1987 in the Seasons files; that would have been the most convenient time to change the By-Laws to reflect this desire of the homeowners. [note added by Barbara Taylor, 11/1/2008 since I recently came across the ballots and re-read the meeting minutes]

ARTICLE V.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist 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 for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among the members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the 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. Should an annual meeting not have enough members present, in person or by proxy, to constitute a quorum, the sitting Board may conduct the annual election to fulfill the vacant Board positions by U.S. mail as specified in Article III, Section 4. The sitting Board will remain in office until the results are completed and certified by the Secretary. *[Amended May 16, 2007]*

ARTICLE VI.

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, 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 of the Association, or by any two directors, after not less than three (3) days notice to each director. This provision may be waived, upon the written approval of a majority of the members of the Board, or if a quorum is in attendance at the special 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 hold meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have 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 voting rights and right to use of the recreational facilities and terminate the utility service 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 notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(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 By-Laws, 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; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 meeting when such statement is requested in writing by one-fourth (1/4) of the members 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) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to 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 or contractors having fiscal responsibilities to be bonded, licensed and insured as it may deem appropriate; [Amended May 16, 2007]

(g) cause the Common Area to be maintained.

(h) procure and maintain adequate liability protection for the members of the board in the performance of their duties.

ARTICLE VIII.

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president(s), 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 he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect 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 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. Any officer may be removed from office with or without cause by action of a majority of the board.

Section 6. 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 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:

President

(a) 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 and other written instruments and shall co-sign all checks and promissory notes, unless such authority has been delegated to other officers.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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.

Treasurer

(d) 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 [an audit committee or](#) 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. [\[Amended May 9, 1995\]](#)

ARTICLE IX.

COMMITTEES

The Association shall appoint an Architectural Committee, as provided in the Declaration, and a Nominating Committee, [and an Audit Committee](#) as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. [\[Amended May 9, 1995\]](#)

An Audit Committee shall consist of three members of the Association. The Audit Committee shall be appointed by the Board of Directors in March of each year to serve until an informal audit for the year has been completed. The audit year shall coincide with the term of the Board of Directors (i.e. from May when the Board is elected to the following May when a successor Board is elected.) Members who served as directors and/or officers during the period for which the audit is being conducted as well as those members residing with such directors and officers shall not be eligible to serve on the Audit Committee for that year. The Audit Committee shall complete its informal audit and submit a written report to the Board of Directors prior to the annual meeting of the membership.

[Amended May 9, 1995]

ARTICLE X

BOOKS AND RECORDS

The books and 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 By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI.

ASSESSMENTS

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 delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest costs, and reasonable attorney's fees of any such action 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 this Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "SEASONS HOMEOWNERS ASSOCIATION."

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV.

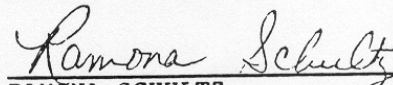
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of the SEASONS HOMEOWNERS ASSOCIATION, have hereunto set our hands and seals this 29 day of September, 1986.



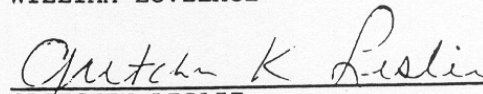
DAVID RONQUILLO



RAMONA SCHULTZ



WILLIAM LOVELACE



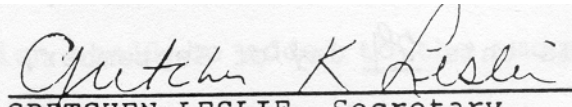
GRETCHEN LESLIE

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of the SEASONS HOMEOWNERS ASSOCIATION, a Washington corporation, and

That the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 15th day of September, 1986.

IN WITNESS WHEREOF, I have hereunto subscribed by name this 29 day of September, 1986.



GRETCHEN LESLIE, Secretary

Source: these Bylaws were scanned by me from a copy left to me by the former tenants of my house. Signatures were copied as image files.
Barbara Taylor, May 28, 2004

The following amendments to the Seasons Homeowners Association bylaws were adopted at the May 9, 1995 annual homeowners meeting:

1. Article VIII, Section 8, subparagraph (d) was amended to read:

Treasurer

(d) 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 an audit committee or a public accountant; 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.

2. Article IX was amended to read.

ARTICLE IX. COMMITTEES

The Association shall appoint an Architectural Committee, as provided in the Declaration, a Nominating Committee, and an Audit Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

An Audit Committee shall consist of three members of the Association. The Audit Committee shall be appointed by the Board of Directors in March of each year to serve until an informal audit for the year has been completed. The audit year shall coincide with the term of the Board of Directors (i.e. from May when the Board is elected to the following May when a successor Board is elected.) Members who served as directors and/or officers during the period for which the audit is being conducted as well as those members residing with such directors and officers shall not be eligible to serve on the Audit Committee for that year. The Audit Committee shall complete its informal audit and submit a written report to the Board of Directors prior to the annual meeting of the membership.

The following amendments to the Seasons Homeowners Association Bylaws were approved at the May 16, 2007 annual homeowners meeting: (Note: The proposed changes are indicated as underlined. In addition to the proposed changes, the blue underlined items were suggested and approved unanimously at the May 16, 2007 Annual Meeting.)

1. Article I, amended to read:

NAME AND LOCATION: The name of the corporation is SEASONS HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at P.O. Box 5053, Lacey, Washington, 98503, but meetings of members and directors may be held at such places within the State of Washington, County of Thurston, as may be designated by the Board of Directors, hereinafter referred to as the "Board".

2. Article III, Section 1, amended to read:

Section 1, Annual Meetings: 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 on the same day of the same month of each year thereafter, at the hour of 7:00 O'clock 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. The annual meeting of the members of the Association shall be held in May of each year at a convenient location.

3. Article III, Section 4, amended to read:

Section 4. Quorum: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there at 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. Should a quorum of members not be met at any publicly announced special or annual meeting of the members, the Board may choose to conduct a written mail-in vote of the members of the Association in lieu of holding subsequent public meetings. Members will be given at least two (2) weeks after receipt of the ballot to submit their vote to the Board by U.S. Mail. The results of a written ballot will be as valid as if held in person, so long as they meet the minimum voting requirements specified in the Articles, By-Laws or Declaration. The Secretary will retain the written mail-in ballots and certify the results. The ballots will be retained for 3 years. The completed ballots may be inspected at the request of any member of the Association. Individual privacy of voting results shall be maintained.

4. Article IV, Section 1, amended to read:

Section 1. Number: The affairs of this Association shall be managed by a Board of not less than five (5), nor more than seven (7), directors as determined by a vote of the membership, who must be members of the Association. EXCEPTION: In the event of resignation of one or more Directors, the remaining Directors shall be empowered to conduct the normal business of the Association until the replacement Director(s) are appointed and approved by the board, or voted into office at the next annual meeting.

5. Article IV, Section 2, amended to read:

Section 2. Term of Office: At the first annual meeting the members shall elect the directors for a term of one year each, and at each annual meeting thereafter the members shall elect the directors for a term of one (1) year each. The directors shall begin their term of office on June 1 of each year. The Board's term shall run from June 1 through May 31 of the following year.

6. Article V, Section 2, amended to read:

Section 2, Election: Election to the Board of Directors shall be by secret written ballot. At such election the 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. Should an annual meeting not have enough members present, in person or by proxy, to constitute a quorum, the sitting Board may conduct the annual election to fulfill the vacant Board positions by U.S. mail as specified in Article III, Section 4. The sitting Board will remain in office until the results are completed and certified by the Secretary.

7. Article VII, Section 2(f), amended to read:

Section 2, Duties: (f) cause all officers, employees or contractors having fiscal responsibilities to be bonded, licensed and insured, as it may deem appropriate.

8. Article VIII, Section 1, amended to read:

Section 1, Enumeration of Offices: The officers of this Association shall be a president and vice-president(s), 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.