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Benton County

BYLAWS FOR THE BROOKSHIRE ESTATES HOMEOWNERS ASSOCIATION

Brookshire Estates, an addition to the City of Richland, Benton County, Washington, which property is located in Richland, Washington and is legally described as the Plat of Brookshire Estates, parcel number 1-2198-200-0001-002.

ARTICLE I.

PURPOSE

Section 1. Purpose. The Bylaws of the Brookshire Estates Homeowners Association were adopted by the Members of the Association on February 9, 2002 as provided for by Section C. Homeowners Association, Item L. Bylaws, of the Brookshire Estates Protective Restrictions, Covenants and Agreements, dated October 27, 2000. The purpose of the Bylaws is to set forth the details of the management and operation of the Association. In event of a conflict between the Brookshire Estates Protective Restrictions, Covenants and Agreements and the Brookshire Estates Homeowners Association Bylaws, the Brookshire Estates Protective Restrictions, Covenants and Agreements take precedence.

ARTICLE II.

MANAGEMENT AND ORGANIZATION

Section 1. General Powers. The Officers of the Association shall manage the business and affairs of the Association.

Section 2. Number and Qualifications of Association Officers. The number of Officers shall be four. The Officers shall be a President, a Vice President, a Secretary and a Treasurer. Individuals are required to be an owner of a lot in Brookshire Estates to be qualified to serve as an Officer.

Section 3. Election and Term of Office. The Officers shall be elected at the annual meeting of the Association Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The term of each Office shall be two years. Each Officer shall hold office until his successor shall have been duly elected and shall have been qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 4. Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification or otherwise, may be filled by a special election of the Association Members for the remaining portion of the term.

Section 5. Regular Meetings. A regular meeting of the Officers shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of Members. The Officers may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Officers may be called by or at the request of the President or any two Officers.

Section 7. Place of Meeting. All regular and special meetings shall be held within the community, or as close thereto as practical at a reasonable place selected by the board.

Section 8. Notice and Waiver. Notice of any special meeting of the Officer delivered personally or mailed to each Officer at his home address. If mailed, such notice shall be deemed to be delivered 48 hours after it is deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of an Officer at a meeting shall constitute a waiver of notice of such meeting, except when an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any regular or special meeting of the Association Officers needs to be specified in the notice or waiver of notice at such meeting. A written waiver of notice of a meeting signed by the Officer or Officers entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 9. Quorum. A majority of the number of Officers fixed by Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Association Officers, but, if less than such majority is present at a meeting, a majority of the Officers present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting. The act of the majority of the Officers present at a meeting at which a quorum is present shall be the act of the Association Officers.

Section 11. Presumption of Assent. An Officer of the Association who is present at a meeting of the Officers at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Officer who voted in favor of such action.

Section 12. Removal of Officers. All or any number of the Officers may be removed with or without cause at a meeting expressly called for that purpose by a vote of Association Members representing a majority of the voting power of the Members. If any or all of the Officers are removed, new Officers may be elected at the same meeting.

Section 12. Informal Action by Officers. Any action required to be taken at a meeting of the Association Officers, or any other action which may be taken at a meeting of the Association Officers, may be taken without a meeting if a consent in writing, setting forth the actions taken, shall be signed by all the Officers or all the Members of the committee entitled to vote with respect to the subject matter thereof.

Section 13. Compensation. Officers of the Association shall not receive any salary for their service as Officers; provided, however, that nothing therein shall be construed to preclude any Officer from serving the Association in another capacity and receiving compensation therefore.

Section 14. Powers and Duties of the Association Officers. The powers of the Association shall be exercised by and through the Association Officers. In addition to such other powers and duties as shall be given to or imposed upon the Officers by the Covenants, Conditions and Restrictions or by law, the Officers shall have the power and duty to carry out the following:

- (a) Maintenance of all Common Areas, Private Ways, Semipublic Recreational or Service Areas and the improvements thereon.
- (b) Construction of such improvements on or under the Common Areas, Private Ways and Semipublic Recreational or Service Areas as it deems will be of benefit to the residents and their guests in accordance with any Rules and Regulations.
- (c) Enforcement of all provisions contained in the Covenants, Conditions and Restrictions.
- (d) Payment of all ad valorem taxes and assessments on any of the Common Areas, Private Ways or Semipublic Recreational or Service Areas within the Community.
- (e) Provision of such services to the Residents as it shall deem to be of benefit to the Residents.

- (f) Procuring and maintenance of insurance on all improvements constructed on the Common Areas and in the Semipublic Recreational or Service Areas and for the collection thereof. All such fees shall be paid into the maintenance fund.
- (g) Collection of assessments and penalties.
- (h) Fixing of fees and other rules for use of recreational and service facilities within the Common Areas and in Semipublic Recreational or Service Areas and for the collection thereof. All such fees shall be paid into the maintenance fund.
- (i) The borrowing of money on behalf of the Association and in connection therewith, the granting of mortgages, deeds of trust or other security interests with respect to land owned or leased by it and improvements thereon shall also be approved at a meeting of the Members.
- (j) Granting of easements for property owned by the Association.
- (k) Providing for contribution to the cost of maintenance of the entrances to the Community and roadways and related improvements that are subject to easements granted by the Association Officers.
- (l) Maintaining a complete record of all of its acts and affairs and, within 90 days following the close of each calendar year, rendering to each Unit Owner an accounting as specified in the Covenants, Conditions and Restrictions.
- (m) Supervision of all officers, agents and employees of the Association.
- (n) Keeping of a maintenance fund and making deposits to any payments from such fund in the manner provided in the Covenants, Conditions and Restrictions.

Section 15. Restrictions on Association Officers. Notwithstanding the above, the Association Officers shall not have authority to enter into any contract

with any person or organization for a term of more than one year without approval by the Members. The board of directors shall not enter into any contract in a face amount of over 60 percent of the annual budget without approval of the Members at a duly called meeting of the Membership.

Section 16. Delegation of Functions. The Officers may at any time delegate to a manager employed by the Officers responsibility for the performance of any duty or function of the Association Officers.

Section 17 Limitation of Liability. The Officers of the Association shall not be liable for failure to carry out any power in cases in which there are insufficient moneys in the maintenance fund to enable it to carry out its power. The Officers shall have sole power to determine for which authorized purposes moneys in the maintenance fund shall be spent and in what priority, including the power to determine how much shall be held in reserve. Neither the Officers nor the Association shall be liable to any Lot Owner or to any Resident on account of any action or failure to act of the Association, provided only that it has acted in good faith.

Section 18. Assessments. The Association may impose a regular, or special assessment against Lot Owners. This assessment includes but is not limited to: (1) annual assessments or charges, and (2) special assessments. Such assessments shall to be fixed and established by a vote of the Association Members and collected from time to time as provided in the Covenants, Conditions and Restrictions.

Section 19. Committees. The Officers may from time to time, by resolution, designate such other committees, as it shall desire. The resolution designating the committee shall specify its purposes and powers, provide for the appointment of its Members, and chairman, and shall provide for reports, termination and other administration matters.

ARTICLE III.

DUTIES OF OFFICERS

Section 1. President. The President shall be the principal officer of the Association and shall in general supervise and control all the affairs of the Association. He shall preside at all meetings of the Members and of the Association Officers. He may sign, with the Secretary or any other proper Officer of the Association contracts or other instruments, except in cases where the signing and execution thereof shall be delegated by these bylaws to some other officer or agent of the Association or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Association Officers from time to time.

Section 2. Vice President. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned to him by the President.

Section 3. Secretary. The Secretary shall: (a) keep the minutes of the Members' and Association Officers meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a book of record owners of the Units, listing the names and addresses of such owners as furnished to the Association, and such book shall be changed only at such time as satisfactory evidence of a change in ownership of a Unit is presented to the Secretary; and (e) 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 by the President.

Section 4. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be approved by the Association Officers; (b) in general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the President.

Section 5. Compensation. Agents and employees of the Association may receive reasonable compensation for their services as may be authorized by the Association Officers. Appointment of any officer, agent or employee shall not of itself create contractual rights of compensation for services performed.

ARTICLE IV.

LIABILITIES OF OFFICERS

Section 1. Liabilities. No Officer of the Association shall be liable for acts or defaults of any other Officer for any loss sustained by the Association or any Member thereof unless the same has resulted from his own willful misconduct or gross negligence.

Section 2. Indemnification. Every Officer of the Association shall be indemnified by the Association against all reasonable costs, expenses and liabilities, including counsel fees, actually and necessarily incurred by or imposed upon him in connection with the defense of any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which he may have been involved as a party or otherwise by reason of his having been involved as a party or otherwise by reason of his having been an Officer of the Association, whether or not he continues in such position at the time such costs are incurred, except with respect to matters as to which he shall be finally adjudged in such action, suit, proceeding, investigation, or inquiry to be liable for willful misconduct or gross negligence in the performance of his duties, or in the absence of such final adjudication, any determination of such liability of the opinion of legal counsel selected by the Association. The foregoing right of indemnification shall be in addition to and not in limitation of all rights to which such person may be entitled as a matter of law and shall inure to the benefit of the legal representative of such person. The Association may purchase, at the Association's expense, insurance



protecting the Officers and any other agents jointly and individually from such liability.