

**BYLAWS
OF
WILLIAMSWOOD CONDOMINIUM ASSOCIATION**

Revised January 26, 1994; January 28, 2004

ARTICLE I. APPLICABILITY; DEFINITIONS; LOCATION

1. Applicability: These bylaws are adopted for the administration of the Association and Property described in that certain Condominium Declaration (the "Declaration") recorded June 20, 1989, Pierce County Auditor's Fee No. 8906200084.
2. Definitions: The terms used in these Bylaws shall have the same meaning as in the Declaration, unless otherwise indicated. In these Bylaws, "apartments" shall be known as "units".
3. Location: The office of the Association shall be located at the Williamswood Association Clubhouse, 8801 27th St. W., Tacoma, Washington 98466.

ARTICLE II. UNIT OWNERS ASSOCIATION

1. Unit Owners Association: A unit owners' Association shall be organized no later than the date the first unit in the condominium is conveyed. The membership of the Association at all times shall consist exclusively of all the unit owners.
2. Annual Meetings: A meeting of the unit owners association must be held at least once each year. Annual meetings shall be held during the month of October and no later than October 31. At such meetings, a Board of Directors shall be elected, in accordance with the requirements of Article III of these Bylaws by ballot of the unit owners. The unit owners may also transact such other business of the Association as may properly come before them. (Rev 01/28/04)
3. Place of Meetings: Meetings of the unit owners shall be held at the principal office of the Association or at such other suitable place convenient to the unit owners as may be designated by the Board of Directors.
4. Special Meetings: It shall be the duty of the President to call a special meeting of the unit owners:
 - a. as directed by the Board of Directors or
 - b. upon petition signed by at least twenty percent (20%) in number of the unit owners having been presented to the Secretary.
5. Notice of Meetings: It shall be the duty of the Secretary to give notice of each annual or special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each unit owner of record, at least ten (10), but not more than sixty (60) days, prior to such meeting.
6. Adjournment of Meetings: If any meeting of unit owners cannot be held because a quorum has not attended, a majority in common interest of the unit owners who are present at such meeting, whether in person or by proxy, shall adjourn the meeting to a time not less than one hundred twenty (120) hours from the time the original meeting was called.
7. Voting: The owner or owners of each unit or some person designated by such owner or owners to act as proxy on his or her or their behalf and who need not be a unit owner, shall be entitled to cast the votes appurtenant to such unit at all meetings of unit owners. The designation of any such proxy shall be made in writing to the Secretary and shall be revocable at any time by written notice to the Secretary by the owner or owners so designating. A proxy must be dated and unless stated otherwise in the proxy, terminates eleven months after its date of issuance.
8. Majority of Unit Owners: As used in these Bylaws, the term "majority of unit owners" shall mean those unit owners having more than fifty percent (50%) of the total authorized votes of all unit owners present in person or by proxy and voting at any meeting of the unit owners.

9. Quorum: Except as otherwise provided in these Bylaws, the presence in person or by proxy at the beginning of the meeting of the owners of units to which twenty-five percent (25%) of the votes of the Association are allocated shall constitute a quorum at all meetings of the unit owners.
10. Majority Vote: The vote of a majority of apartment owners present at a meeting at which a quorum shall be present shall be binding upon all unit owners for all purposes except where in the Declaration or these Bylaws a higher percentage vote is provided for.
11. Powers and Duties: The Association shall have the powers and duties necessary for the administration of the affairs of the Association. Such powers and duties shall include, but not be limited to, the following:
 - a. operation, care, upkeep and maintenance of the common areas.
 - b. determination of the common expenses required for the affairs of the Association, including, without limitation, the operation and maintenance of the property.
 - c. collection of assessments from the unit owners.
 - d. employment and dismissal of the personnel necessary or advisable for the maintenance and operation of the common areas. The Directors shall have the authority to enter into a contract for professional management of the condominium. If they enter into such contract, the maximum term shall not exceed one (1) year, and the contract shall be terminable without cause or payment of a termination fee on thirty (30) days written notice.
 - e. adoption and amendment of rules and regulations covering the details of the operation and use of the property, including adoption of reasonable fines and penalties for violating the rules and regulations, subject to a right of the unit owners to overrule the Board. Such rules and regulations generally shall be known as the Williamswood Condominium Association Covenants and Rules. Such document does not exclude other rules and regulations which may be adopted by the Board or by the members of the Association.
 - f. designation of committees and appointment of committee members.
 - g. opening of bank accounts on behalf of the Association and designating the signatories required therefor.
 - h. obtaining of insurance for the property.
 - i. making of repairs, additions and improvements to or alterations of, the property.
 - j. granting or relocating easements; provided, however, no new easements shall be created or granted, nor existing easements relocated that would change the function or use of the property or affect the rights of any unit owners, without the unanimous vote of all affected unit owners.

ARTICLE III. BOARD OF DIRECTORS

1. Number and Term: The affairs of the Association shall be managed by a Board of Directors which shall act in all instances on behalf of the Association. The number of Directors which shall constitute the whole Board shall be five (5). Board members shall serve a two year term . At least one-third (1/3) of the terms of the members of the Board of Directors shall expire annually. In any event, however, each Director shall hold office until such time as his or her successor has been elected.

2. Election to Board: Elections shall be held annually to fill vacant positions on the Board caused by the expiration of a Director's term. All unit owners are eligible for the Board, and all persons so elected must be unit owners.
3. Removal from Board: Directors may be removed for cause by an affirmative vote of a majority of the unit owners. No Director shall continue to serve on the Board if, during the term of office, he or she shall cease to be a unit owner.
4. Vacancies:
 - a. vacancies in the Board of Directors caused by the removal of a member of the Board by an affirmative vote of a majority of the unit owners, shall be filled by the election of a successor elected by unit owners at a special meeting of the unit owners held promptly after the occurrence of such removal to finish out the term of the Board member removed.
 - b. vacancies in the Board of Directors caused by any reason other than the removal of a member thereof by a vote of the unit owners shall be filled by vote of a majority of the remaining members at a special meeting of the Board of Directors held for that purpose promptly after the occurrence of any such vacancy, even though the members present at such meeting may constitute less than a quorum, and each person so elected shall be a member of the Board of Directors until a successor shall be elected at the next annual meeting of the unit owners.
5. Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the members of the Board of Directors, but at least one (1) such meeting shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each member of the Board of Directors at least three (3) days previous thereto by written notice delivered or mailed to each Director at his or her home address or by telephone. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with postage thereon prepaid.
6. Special Meetings:
 - a. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each member of the Board of Directors, given in the manner provided for regular meetings, which notice shall state the time, place and purpose of the meeting.
 - b. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two (2) members of the Board of Directors.
7. Waiver of Notice: Any member of the Board of Directors may at any time waive notice of any meeting of the Board of Directors in writing and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member of the Board of Directors at any meeting of the Board shall constitute a waiver of notice by him or her of the time and place thereof. If all the members of the Board of Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.
8. 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.
9. Quorum of Board of Directors: At all meetings of the Board of Directors, a majority of the members thereof shall constitute a quorum for the transaction of business, and the votes of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall constitute a decision of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a

quorum present, a majority of those present may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called, may be transacted without further notice.

10. Fidelity Bonds: The Board of Directors shall attempt to obtain adequate fidelity bonds for all officers and employees of the Association handling or responsible for Association funds. The premium on such bonds shall constitute a common expense.
11. Compensation: No member of the Board of Directors shall receive any compensation from the Association for acting as such.

ARTICLE IV. OFFICERS

1. Designation: The principal officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors and must be unit owners. The Board of Directors may appoint an assistant treasurer, an assistant secretary, and such other officers as in its judgment may be necessary. No officer need be a member of the Board of Directors, but members of the Board of Directors may appoint themselves as officers.
2. Election of Officers: The officers of the Association shall be elected annually by the Board of Directors and shall hold office at the pleasure of the Board of Directors and until their successors are elected.
3. Removal of Officers: Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.
4. President: The President shall be the chief executive officer of the Association. He or she shall have all of the general powers and duties which are incident of the office of President of a corporation organized under the Nonprofit Corporation Law of the State of Washington, including but not limited to the power to appoint committee members or to establish ad hoc committees, subject to approval by the members of the Board of Directors, from among the unit owners from time to time as he or she may in his or her discretion decide are appropriate to assist in the conduct of the affairs of the Association.
5. Vice President: The Vice President shall take the place of the President and perform his or her duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to act in the place of the President, on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors or by the President.
6. Secretary: The Secretary shall keep the minutes of all meetings of the unit owners and of the Board of Directors; shall have charge of such books and papers as the Board of Directors may direct; and shall in general, perform, all the duties incident to the office of the Secretary of a corporation organized under the Nonprofit Corporation Law of the State of Washington.
7. Treasurer: The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements and for the preparation of all required financial data. He or she shall be responsible for the deposit of all monies and other valuable effects in the name of the Board of Directors in such depositories as may from time to time be designated by the Board of Directors, and he or she shall, in general, perform all duties incident to the office of Treasurer of a corporation organized under the

Nonprofit Corporation Law of the State of Washington. No payment vouchers shall be paid unless and until approved by the Treasurer.

8. Agreements, Contracts, Deeds, Checks, Etc.: All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by such other person or persons as may be designated by the Board of Directors.
9. Compensation of Officers: No officer shall receive any compensation from the Association for acting as such.

ARTICLE V. COMMITTEES

1. Standing Committees: standing committees may include the following:
 - a. Nominations and Elections: which shall be responsible for finding candidates for the Board of Directors and for conducting an annual election and any special elections as needed.
 - b. Landscape and Grounds: which shall determine guidelines for lawn and grounds maintenance and which shall solicit bids and interview landscape contractors, as needed.
 - c. Maintenance: which shall respond to common area maintenance requests by unit owners and which shall determine how such requests shall be addressed.
 - d. Design Review: which shall receive proposals from unit owners in regard to exterior addition, alteration or improvement to determine if such plans are compatible with the architecture of Williamswood.
 - e. Budget and Finance: which shall prepare for Board of Directors approval an annual budget for the Association and which shall meet from time to time to review Association finances.
2. Ad Hoc Committees: ad hoc committees shall be created by the Board of Directors as needed.

ARTICLE VI. AMENDMENT TO BYLAWS

These Bylaws may be amended by a majority vote of unit owners.