

BYLAWS
OF
BRIARWOOD OWNER'S ASSOCIATION

A Washington Non-Profit Corporation

Article I

Name and Object of Corporation

Section 1: *Name*. This Corporation shall be known as the Briarwood Owner's Association, Inc., hereinafter called the Association.

Section 2: *Purpose*. The purpose of the Association shall be to improve and maintain the quality of the area and owning and managing the common areas.

Article II

Membership

Section 1: *Membership*. Every person or entity who is an Owner shall become a Member of the Association. Membership shall be appurtenant to and may not be separated from an Owner's interest in Briarwood. All Members shall have rights and duties as specified in this Declaration, and in the Articles, Bylaws, rules and regulations of the Association. The Association shall be governed by a Board of Directors as established in the Bylaws.

Section 2: *Voting Rights*. There shall be one vote for each membership in the Association. An Owner shall be entitled to one membership in the Association for each Lot he owns, so long as he is the Owner of the Lot. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

Section 2.1. *Proxies*. At all meetings of members, a member may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after six (6) months from the date of its execution

Section 2.2 *Member Advisor* A member or holder of a valid proxy may be accompanied at any Association meeting by one personal advisor, but no such advisor may address the meeting without the consent of the presiding officer.

Section 2.3 *Recording of Proceedings*. The proceedings of a members' meeting may not be mechanically or electronically recorded other than by the Secretary or acting secretary without the express approval of all individuals in attendance at the meeting.

Article III

Government

Section 1: *Board of Directors*. The general management of the affairs of the Association shall be vested in the Board of Directors, who shall be elected as provided in Section I of Article V of these Bylaws. The number of directors shall consist of not less than three (3) and no more than nine (9) directors. The exact number to be fixed from time to time by the Board of Directors and initially fixed at three (3).

Section 2: *Officers*. The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer, selected from the Board of Directors, as provided in Section 3 of Article V of these Bylaws. The Secretary and Treasurer may be one person.

Section 3: *President as committee member*~ The President shall be a member, ex officio, of all committees.

Article IV

Meetings

SECTION 1- *Annual Meeting*. The regular annual meeting of the members for the election of directors and for the transaction of such other business as may properly be brought before the meeting shall be held on such day and at such time following the close of the association's fiscal year as shall be determined each year by the Board of Directors, but not later than May 15 of each year. If such annual meeting is omitted by oversight or otherwise during such period, a subsequent annual meeting may nonetheless be held, and any business transacted or elections held at such meeting shall be as valid as if the annual meeting had been held during the period provided above.

Section 2: *Special meetings of members*. Special meetings of members may be called by the President at any time on his own initiative or by the President or Secretary upon request of five members to such officer made in writing. Notice of the meeting shall be mailed to each member at least ten days prior to the meeting, and at such special meeting then shall only be considered such business as is specified in the notice of meeting.

Section 3: Quorum for members' meeting. At all meetings of the Association, either regular or special, a majority of all members in good standing shall constitute a quorum, except, where an amendment to the covenants is to be voted on, in which case two thirds of the membership must be present as stipulated in the Declaration of Covenants, Conditions and Restrictions.

Section 4: *Lack of quorum*. If a quorum is not present the presiding officer may adjourn the meeting to a day and hour fixed by him.

Section 5: *Order of business*. At all meetings of the Association, the order of business shall be as follows:

(a) Reading of minutes of immediate prior meeting for information and approval.

(b) Reports of officers.

(c) Reports of committees. (d) Election of directors. (e) Unfinished business. (f) New business.

(g) Reading and approval of minutes of meeting just held, if requested.

Section 6: *Meetings of board*. Meetings of the Board of directors shall be called by the President on his own initiative whenever in his judgment it may be deemed necessary, or by the Secretary upon request of any two members of the Board of Directors. Five days' notice of meetings of the Board shall be sent by mail to all directors, and shall be deemed sufficient notice of such meetings.

Section 7: *Quorum for board meeting*. A majority of the Board of Directors shall constitute a quorum.

Article V

Election of Directors and Officers

Section 1: *Election of directors*. The directors of the Association shall be elected at the annual meeting. Each active member shall be entitled to one vote for each directors to be elected and the candidate receiving a majority of the votes cast shall be declared elected.

Section 2: *Classes of directors*. The directors shall be divided into classes. The number of directors shall be such that the first annual meeting one-third thereof shall be elected to serve for one year; one-third thereof for two years; and one-third thereof for three years. Then, upon expiration of the term of each class of directors, the new directors shall be elected for a full three years.

Section 3: *Election of officers.* The Board of Directors shall elect from among their number a President, a Vice President, a Secretary, and a Treasurer. The meeting of the Board of Directors to elect officers shall be held within one month following the annual meeting of members. Officers elected shall hold office until new officers are elected.

Article VI

Vacancies in Office

If a vacancy occurs among the officers or in the Board of Directors, the vacancy shall be filled for the unexpired term by the Board of Directors.

Article VII

Duties of Officers

Section 1: *President.* The President shall preside at all meetings of the Association and of the Board of Directors and shall appoint such committees as he or the Association shall consider expedient or necessary.

Section 2: *Vice President.* In the absence of the President, the Vice President shall perform his duties, and, in the absence of both President and Vice President, the Treasurer shall preside and assume the duties of the President.

Section 3: *Secretary.* The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors; shall, if requested, reach such minutes at the close of each meeting for approval; and shall mail out all notices for meetings of the Association or the Board of Directors. He shall keep accurate account and collect all application fees, dues, and charges due from members, and perform such other duties as may be required of him by the Bylaws, the President, or the Board of Directors.

Section 4: *Execution of instruments.* The President and the Secretary or the Treasurer shall, on being so directed by the Board, sign all leases, contracts, or other instruments in writing.

Article VIII

Duties and Powers of Board of Directors

Section 1: *Management of association.* The Board of Directors shall have general charge and management of the affairs, funds, and property of the Association. The Board shall have full power, and it shall be the Board's duty, to carry out the purposes of the

Association according to its Articles of Incorporation and Bylaws; to determine whether the conduct of any member is detrimental to the welfare of the Association; and to fix the penalty for such misconduct or any violation of the Bylaws or Rules.

Section 2: *Rule-making*. The Board of Directors may make rules for the conduct of the members, not inconsistent, however, with anything set forth, in these Bylaws.

Section 3: *Appointment of committees*. The Board of Directors may appoint such committees as it deems necessary; it may vote the expenditure of moneys as it deems necessary or advisable; and it may contract for the lease or purchase in the name of the Association of water rights, properties, or facilities for the use of the members.

Section 4: *Place of directors' meetings*. The meetings of the directors may be held in such place or places as established by the Directors in notice of meeting.

Article IX

Compensation of Directors and Officers

Neither the officers, directors, nor members serving on committees shall receive any salary or compensation for services rendered to the Association, except the Secretary and Treasurer who shall receive such sum per annum payable quarterly as may be fixed by the Board of Directors.

Article X

Assessments

Section 1: *Assessments*. From and after the date the first sale from the Developer to the Owner is executed and the transaction relating thereto is closed, each Lot shall be subject to monthly, quarterly, or semi-annual assessments or charges in an amount to be determined by the Developer until the Transition Date, and thereafter by the Association. The amount of assessments shall be that necessary from time to time to properly provide for payment of said common expenses.

Article XI

Rules and Regulations for Members and Guests

Section 1: *Right of guest to use facilities*. No person except a member of the Association, and the family of such member, and the guest of such member, shall use any waters,

properties, or facilities owned, leased, or contracted for by the Association for any purpose whatever.

Section 2: *Definition of "family"*. As used in these Bylaws, Rules, and Regulations, the term "family" shall include only persons within the third degree of relationship either to the member or to his spouse.

Section 3: *Definition of "guest"*. Within the meaning of the foregoing, the term "guest" of a member shall include only persons actually visiting with a member upon his property located within Briarwood Subdivision.

Section 4: *Additional rules and regulations*. The Board of Directors may establish and enforce any and all additional rules, regulation, and covenants deemed advisable and necessary.

Section 5: *Upon whom binding*. Each and every member of the Association, his family, and guests, and the subsequent owners or Occupants of any property at any time owned by him and located within Briarwood Subdivision, Phase I, shall be bound by and abide by these Bylaws, Rules, and Regulations.

Article XII

Notices

All notices to members shall be mailed to their addresses as given on the books of the Association, and such mailing shall constitute presumptive evidence of service thereof.

Article XIII-

Amendments

These Bylaws may be amended only by a majority vote of the members present at a regular or special meeting of the Association, provided that notice of the purpose of proposed amendment has been stated in the call for the meeting.

ADOPTED BY the initial Directors of Briarwood Owner's Association. Amended by majority vote May 2002.