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Document Title:

By Laws

Reference Number :

Grantor(s):

☐ additional grantor names on page ____

1. Rosewood Homeowners Association

2.

Grantee(s):

☐ additional grantee names on page ____

1. Public

2.

Abbreviated legal description:

☐ full legal on page(s) ____

Assessor Parcel / Tax ID Number:

☐ additional tax parcel number(s) on page ____

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BY LAWS
of
ROSEWOOD HOMEOWNER'S ASSOCIATION

a Washington Non-Profit Corporation

ARTICLE I
MEMBERSHIP

Section 1. Members - Membership in this non-profit corporation shall be limited to the lot owners within the Plat of Rosewood located within Skagit County, Washington. Each lot owner with the Plat of Rosewood Homeowner's Association shall have one vote in the affairs of the association. Membership in the Association is a covenant running with the land with the purchase of each lot and cannot be segregated from each lot within the Plat of Rosewood PUD.

Section 2. Annual Meeting - A meeting of members shall be scheduled at least once annually at either the registered office or such other place as shall be determined. Notice of the annual meeting shall be in the form and manner of a notice for special meeting as herein provided.

Section 3. Election of Directors at Annual Meeting - At the annual meeting, the election of directors will be conducted.

Section 4. Special Meetings - Special meetings of the members may be called at any time by the Board of Directors, or upon written request of five (5) members, addressed to the President, provided that notice thereof be given. Special meetings shall be called not less than five (5) days nor more than thirty (30) days after receipt of request, and if the President fails to issue or call and cause the notice thereof to be given, any member may give notice as herein required.

Section 5. Notice of Special Meetings - Notice of all special meetings shall be given and shall include a statement of the following: the time and place of meeting, in general terms the purpose thereof, and any other information to appraise fairly the members of the purpose of meeting. Such notice shall be mailed by the person calling the special meeting to each member of this Association at his or her last known address as the same appears on the records of the Association. Such notice will be mailed at least five (5) days prior to the date of the meeting. Notice shall be deemed given if placed in the United States Mail, postage prepaid, addressed to the member at his or her last known address. Notice of any meeting may be waived in writing by any member at any time.

Section 6. Proof of Service of Notice - An entry of the service of notice of a meeting, given as above provided, shall be made in the minutes of the proceedings of the members, and such entry, if read and approved at a subsequent meeting, shall be conclusive on all questions of such service.



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Section 7. Quorum - At a meeting of the members, ten percent (10%) of the total membership present in person or represented by proxy in writing, shall constitute a quorum for the transaction of any business.

Section 8. Adjournment of Meeting - Any regular or called meeting of the members may adjourn from day to day, or from time to time, without further notice, until its business is completed, provided that at any meeting the business thereof shall be conducted without undue delay and without adjournment unless necessary to complete said business.

Section 9. Rule of Meeting - Business shall be conducted pursuant to the Current edition of Robert's Rule of Order and such rules that may be promulgated by the Board of Directors, the latter to control in case of conflict.

ARTICLE II DIRECTORS

Section 1. Number of Directors - The number of directors shall be three (3) directors, who shall control and exercise all corporate powers with the respect to the business and property of the Association.

Section 2. Qualification of Directors - Any person of lawful age and a member of this Association may be elected as a director of this Association.

Section 3. Term of Office of Directors - Each director shall hold office for a period of one (1) year.

Section 4. Vacancies - Whenever a vacancy shall occur upon the Board of Directors by death, resignation, or otherwise, it shall be filled by the Board of Director until the next annual meeting of the membership.

Section 5. Annual Meeting of Directors - Immediately after the election of the directors at the annual meeting of the members, said directors shall meet for the purpose of organization, election of officers, and the transaction of necessary business.

Section 6. Special Meetings - Meetings of the Board of Directors may be held at such time and place as said Board may from time to time appoint. Meetings of the Board of Directors shall be held at any time on the order of the President or on the order of three (3) directors.

Section 7. Notice of Meeting - Notices of the meetings of the Board of Directors, stating the time and in general terms the purposes thereof, shall be mailed or personally delivered to each director not later than five (5) days before the day appointed for the meeting. An entry of the service of the notice, given in the manner above provided, shall be made in the minutes of the proceedings of the Board of Directors, and such entry, if read and approved at a subsequent meeting of the Board, shall be conclusive on the question of service. If all the directors shall be



present at any directors' meeting, however called or noticed, and sign the written consent thereto which is entered in the record of the meeting, any business may be transacted at such meeting, and the transaction of such business shall be as valid as if had at a regularly called or noticed meeting.

Section 8. Address of Directors - Each director shall register his address with the President and notices of meetings mailed to such address shall be valid notices thereof.

Section 9. Quorum - A majority of the number of the directors shall constitute a quorum for the transaction of business and every act or decision of the majority of the directors present at a meeting at which a quorum is present, made or done when duly assembled shall be valid as the act of the Board of Directors; but a majority of those present at the time and place of any stated or special meeting, although less than a quorum, may adjourn from day to day or time to time, without further notice, until a quorum shall attend and when a quorum shall attend, any business may be transacted which might have been transacted at the meeting had the same been held on the day on which the same was originally appointed or called.

Section 10. Powers of Directors - The Board of Directors shall have full power to do or cause to be done or performed any and every act which the Association may lawfully do or perform to carry out the objects and purposes of this Association as heretofore established.

ARTICLE III OFFICERS

Section 1. Executive Office Enumerated - The executive officers of the Association shall be the President, Vice President, Secretary and Treasurer. The officers of the Association shall be the officers as organized from and after the selection of the Board of Directors. The Board of Directors shall appoint and elect such officers.

Section 2. Appointment of Officers and Agents - The Board of Directors may appoint such other officers, agents and employees of the Association as they deem proper. The directors may delegate power of appointment and removal and the power to fix the compensation of agents and employees, if necessary.

Section 3. Removal of Officers or Agents - Any officer or agent may be removed by the directors when, in their judgment, the best interest of the corporation will be served thereby. Such removal, however, shall be without prejudice to the contract rights of the person so removed.

Section 4. Relationship of Officers and Directors to Corporation - Officers and directors shall be deemed to stand in a fiduciary relationship to the Association and its members and shall discharge the duties of their respective positions in good faith and with the diligence, care and skill which ordinarily prudent men would exercise under similar circumstances in like position.



Section 5. The President - The President shall be the chief executive officer of the Association. He shall preside at the meetings of the members and attend the meetings of the Board of Directors. He shall have general charge of the business of the Association and shall execute in the name of the Association all contracts and other obligations and instruments authorized by the membership or by the Board of Directors to be executed, and with the Secretary shall sign all certificates or other documents necessary to be executed. The President shall also have such other powers and perform such other duties as may be assigned by the membership or by the Board of Directors to him.

Section 6. The Vice President - The Vice President shall be vested with all powers to perform all the duties of the President in case of the absence or disability of the President. The Vice President shall also have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors.

Section 7. The Secretary - The Secretary shall keep the minutes of all proceedings of the members of the Board of Directors in books provided for that purpose. He shall attend to the giving and serving of all notices of meetings of the members and of the Board of Directors and otherwise. He shall execute with the President, in the name of the Association, all contracts and other obligations and instruments authorized to be executed, and, with the President, shall sign all other documents necessary to be executed. He shall keep and have charge of the minutes of the meeting of the Board of Directors and of the members, and any books containing records of the Association. He shall, in general, perform all the duties incident to the Office of Secretary, subject to the control of the Board of Director. In case of the absence or disability of the Secretary or his refusal or neglect to act, notices may be given by the President or Vice President, or by person authorized to do so.

Section 8. The Treasurer - The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books to be kept for that purpose. He shall receive and deposit or cause to be received and deposited, all monies and valuables of the Association in the name and to the credit of the Association, in such depositories as may be designated by the Board of Directors. He shall disburse, or cause to be disbursed, the funds of the Association, as directed by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, when required, account of all transactions and the financial condition of the Association. He shall, in general, perform all the duties incident to said office subject to the control of the Board of Directors.

Section 9. Vacancies - If the office of President, Vice President, and Secretary or Treasurer becomes vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor, who shall hold office for the unexpired term, until a successor is elected.

Section 10. Combined Offices - Any two or more office may be held by the same person, except the offices of President and Secretary.



**ARTICLE IV
ELECTIONS, VOTING RIGHTS, AND QUALIFICATIONS FOR MEMBERSHIP**

Section 1. Vote in Person or by Proxy – At each meeting of the members, each member of this Association shall be entitled to vote in person or by written proxy.

Section 2. Proxies - All proxies must be in writing, executed by the members themselves or by their duly authorized attorneys, and must be filed with the Secretary of the Association at or before the meeting of members.

Section 3. Members - Members shall be those who qualify in accordance with the provision of the Bylaws. No member shall be allowed to vote who is not current in the payment of their dues or assessments to the Association.

Section 4. Voting Rights - A majority vote of the members entitled to vote shall determine all issues except where provided otherwise in the bylaws.

**ARTICLE V
CONDUCT OF MEETING**

Section 1. Presiding Officer - The President or in his absence, the Vice President, or in the absence of the Vice President, the Secretary, shall call the meeting of the members and of the Board of Directors to order and act as presiding officer thereof. In the event the Secretary shall be required to so act, said officer shall have the power to appoint a temporary Secretary to record the proceedings of the meeting.

Section 2. Secretary and Duties - The Secretary of the corporation shall act as Secretary at all meetings of the members, and in his absence, the presiding officer may appoint any person to act as Secretary, or the Secretary may delegate any person to be recording Secretary for the purpose of assisting with the minutes, mailing of notices, etc.

**ARTICLE VI
ELECTION OF BOARD OF DIRECTORS**

At the annual meeting of the members held each year, the members entitled to vote shall elect by ballot or standing vote a Board of Directors as constituted by the Bylaws and the Articles of Incorporation.

**ARTICLE VII
AMENDMENTS**

Section 1. Authority to Amend Bylaws - The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this Association subject to the power of the members to change or repeal such Bylaws, provided however, neither the Board of Directors nor the members are authorized to make, alter or repeal the following portions of the Bylaws:



- (a) Section 1 of Article I.
- (b) Section 3 of Article IV.
- (c) All of Article VIII.

ARTICLE VIII ASSESSMENTS OF DUES AND LIENS

The association has the following economic duties that will result in the need to collect monetary dues from the membership:

1. Preserve and maintain Common Areas, Recreational Areas, Wetlands and on-site drainage, including but not limited to pipelines, manholes, drainage easements, detention pond and any equipment, machinery and property involved with the same.
2. The Maintenance of any entrance signs together with appurtenant landscaping.

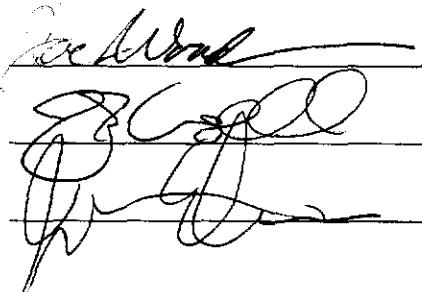
Each member shall be assessed dues, in an amount to be set by the Board of Director, to pay for the above economic duties of the Association as it pertains to the Common Areas of the of Rosewood. In the event that any member does not pay his dues, the corporation may file a lien against the real property of the member in order to enforce the collection of the dues. The acceptance of membership in the Association, whether said acceptance is voluntary or involuntary due to the fact that the membership is a covenant running with the land, shall act as consent by the member to the filing of the aforesaid lien against the member's real property for non-payment of dues. The amount of said dues, together with all expenses of collection, including but not limited to attorney's fees, court costs and costs of title search, shall be paid by the member and shall be a lien upon the real property of the member. The lien provided for here shall be enforceable by foreclosure proceedings in the same manner provided by law for the foreclosure of a mortgage or deed of trust upon real property.

CERTIFICATE OF ADOPTION

We, the undersigned, being all of the directors of Rosewood Homeowner's Association, do hereby certify that the foregoing are the Bylaws adopted as the Bylaws of this Association and ordered certified and filed with the minute book of this Association by unanimous vote of all the members of the Board of Directors at a meeting held on the 16th day of March, 2004.

Dated: March 10, 2004.

BOARD OF DIRECTORS:





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Preliminary Budget



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Rosewood PUD Community Association Annual Budget 2004 - Expenses				
A. Operating Expenses				
<u>Utilities :</u>				
	Street Lighting		\$	-
<u>Maintenance, Upkeep:</u>				
	Storm System		\$	-
	Park Maintenance		\$	2,250.00
<u>Other:</u>				
	Insurance		\$	3,000.00
	Audit, Accounting & Legal		\$	1,500.00
	Bank Charges		\$	30.00
	Corporate Licenses, Taxes		\$	40.00
	Miscellaneous, including contingency		\$	1,000.00
TOTAL OPERATING EXPENSE			\$	7,820.00
B. Reserves				
<u>Item</u>	<u>Useful Life in Years</u>	<u>Replacement Cost</u>	<u>Budget Amount</u>	
Park Equipment	10	\$ 20,000.00	\$	2,000.00
Trail Maintenance	2	\$ 3,000.00	\$	1,500.00
TOTAL RESERVES			\$	11,320.00



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