

PINEBROOK HOMEOWNERS ASSOCIATION BYLAWS

ARTICLE I
ORGANIZATION

SECTION 1: NAME

The name of the corporation is Pinebrook Homeowners Association, hereinafter referred to as the “Association” or “PHA,” a non-profit corporation organized and existing under the laws of the State of Washington.

SECTION 2: LOCATION

The principal office of the corporation shall be located at 617 NE 127th Avenue, Vancouver, Washington, 98684

ARTICLE II
DEFINITIONS

SECTION 1. General Definitions

The following terms shall have the same meaning as provided in the Declaration of Covenants, Conditions, and Restrictions of the Plat of Pinebrook (“CC&Rs”) unless defined here:

- Association
- Owner
- Properties
- Common Area
- Lot
- Member
- Declarant
- Resident – Any person who lives in Pinebrook permanently or on a long-term basis
- Assessment - all sums chargeable to an owner by an association in accordance with RCW [64.38.020](#).

SECTION 2. CC&Rs means the Declaration of Covenants, Conditions and Restrictions of the Plate of Pinebrook.

ARTICLE III
MEETINGS OF MEMBERS

SECTION 1. Annual Meetings

The Annual Meeting of the Members shall be held in Vancouver, Washington or at such other place in Clark County, Washington, and at such date and time in the month of February of each year as may be prescribed by the Board of Directors.

SECTION 2. Special Meetings

A Special Meeting of the Members may be called at any time by the President or by a majority of the Board of Directors or upon written request of one-fourth 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 fourteen (14) days and no more than sixty (60) days before such meeting to each Member entitled to vote, 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. Notice may be given by email if the Member has consented to notice by email in writing.

SECTION 4: Quorum

The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth of the votes of the Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the CC&R's, or these Bylaws. If, however, such a quorum shall not be present or represented at any meeting, the Members entitled to vote thereat 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 represented.

SECTION 5: Proxies

At all meetings of Members, each Member may vote in person or by general or specific proxy. A specific proxy shall cover a single issue or topic as set forth in the body of the proxy, shall be in writing and, shall be filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

SECTION 6: Rules of Meetings

All meetings of the Members of the Association, both Annual and Special, shall be conducted in accordance with Robert's Rules of Order as latest published.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

SECTION 1: Number

From the date of the 2022 Annual Meeting and thenceforth the affairs of the Association shall be managed by a Board of seven (7) Directors who shall be Members of the Association.

SECTION 2: Term of Office

Directors shall each serve a term of three (3) years, such terms being staggered in the following manner: At the 2022 Annual Meeting of the Members, the Members entitled to vote shall elect two (2) Directors for a term of three (3) years. At the 2023 Annual Meeting of the Members the Members entitled to vote shall elect two (2) Directors for a term of three (3) years. At the 2024 Annual Meeting of the Members the Members entitled to vote shall elect three (3) Directors for a term of three (3) years. This cycle will then repeat in perpetuity.

SECTION 3: Limitation of Terms and Co-existent Service

Only one member of any family unit shall be eligible to serve on the Board of Directors at any given time. A "family unit" for purposes of this sub-section shall mean spouses and/or their children and/or their siblings and/or any other persons residing at the same address.

SECTION 4: Resignation and Removal

Any Director 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 any later time specified therein and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from the Board, with or without cause, by a majority of the Members eligible to vote.

SECTION 5: Vacancies

In the event of death, resignation or removal of a Director, a successor shall be elected by the remaining Directors of the Board and shall serve for the unexpired term of the predecessor. The Directors shall enlist the aid and advice of the Nominating Committee, as established by Article V, for eligible candidates. The directors shall elect a Director from those eligible candidates by a majority vote. In the case of a tie vote, selection of one candidate as a Director will be made by the President or President pro-tem of the Board of Directors.

SECTION 6: Compensation

No Director shall receive compensation for any service rendered to the Association. Subject to prior approval by the Board of Directors, a Director may be reimbursed for actual expenses incurred in the performance of duties.

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 of the Members. The Nominating Committee shall consist of a chairman and two or more Members of the Association. 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 of Members shall be made from Members of the Association who are eligible to vote at the time of their nomination.

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 provision of the CC&R's. With the announcement of the vote tabulation, the persons receiving the largest number of votes shall be elected. The Members elected will assume their positions on the Board at the first meeting of the Board of Directors following the Annual Meeting of the Members. Cumulative voting is not permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

SECTION 1: Regular Meetings

Regular meetings of the Board of Directors shall be held monthly at the office of the Association as may be fixed from time to time by resolution of the Board. Notice of such meeting shall be posted for the Members and shall include the date and hour of said meeting.

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. Such notice shall specify the day, hour and purpose of the Special Meeting. Business conducted at such Special Meetings shall be limited to the purpose for which the Special Meetings are called. Notice may be given by email if the Director has consented to notice by email in writing.

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 held meeting at which a quorum is present shall be regarded as the act of the Board.

SECTION 4: Rules of Meetings

All meetings of the Board of Directors, both Regular and Special, shall be conducted in accordance with Robert's Rules of Order as latest published.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1: Powers

The Board of Directors shall have power to:

1. Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the Members, their families and guests, and/or tenants, and to establish penalties for the infraction thereof;
2. Suspend the voting rights and use of the recreational facilities 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;
3. Exercise for the Association all powers, duties and authority not expressly reserved to the membership and necessary and proper for the governance and operation of the Association;
4. Declare the position of Director vacant in the event such Director(s) shall be absent from three (3) consecutive meetings of the Board of Directors; and
5. Hire and discharge or contract with managing agents and other employees, agents and independent contractors as the Board deems necessary and prescribe the responsibilities of said positions.

SECTION 2: Duties

It shall be the duty of the Board of Directors to:

1. 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 of the Members when such a statement is requested in writing by one fourth (1/4) of the Members who are entitled to vote;
2. Supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
3. As more fully provided in the CC&R's to:
 - a. Impose and collect charges for late payments of assessments
 - b. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period, and
 - c. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of such annual assessment period; and
 - d. 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.
4. Procure and maintain adequate liability and hazard insurance on property owned by the Association.
5. Regulate the use, maintenance, repair, replacement, and modification of the Common Area and impose and collect any payments, fees, or charges for the use, rental, or operation of the Common Area;
6. Cause the Lots and the exteriors of the dwellings to be maintained, with HOA funds: (a) as provided for in the CC&R's, Article VI, Section 1; or (b) charged to the account of the applicable owner for such amounts actually expended by the HOA necessary to the HOA to fulfill its obligations under said Section, with enforcement of the payment of such sums pursuant to the Rules, Article III, Section 2 and subject to the procedures of Rules, Article IV

7. Adopt one Association annual budget for the purposes of conducting the business of the Association, and for the allocation of funds in reserve for long-term projects identified and approved by the Board. The Board of Directors shall be prohibited from adopting any such annual budget that contains a deficit balance at the conclusion of its term. This sub-section shall construe the word "budget" to include all components taken either separately or in their aggregate that combine to make up said document.

ARTICLE VIII OFFICERS AND THEIR DUTIES

SECTION 1: Enumeration of Officers

The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer who shall at all times be members of the Board of Directors.

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 of Directors and each shall hold office for one (1) year unless he/she shall sooner resign or be removed or be otherwise disqualified to serve. An officer shall continue to serve until such time as a subsequent officer is duly elected.

SECTION 4: Limitation of Terms

A Member may be elected to serve as an officer of PHA for up to three (3) consecutive terms. No person shall be elected as an officer of PHA within two (2) years from the date of completion of their third (3rd) consecutive term as an officer. In the event that a position remains unfilled, the Board may appoint a Director to serve as an officer of PHA despite that the Director has exceeded his or her term limit.

SECTION 5: Resignation and Removal

Any officer may resign at any time by giving written notice to the Board, and President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary an officer's resignation effective. Any officer may be removed from office, with or without cause, by a majority vote of all Directors.

SECTION 6: Vacancies

A vacancy in any office may be filled by election by a majority vote of the Board of Directors after filling the vacant Board seat. The officer elected to such vacancy shall serve for the remainder of the term of the officer being replaced.

SECTION 7: Multiple Offices

No person shall simultaneously hold more than one office.

SECTION 8: Duties

The duties of the Officers are as follows:

1. **President**
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, promissory notes, and other written instruments; and can be a co-signer on checks and drafts.
2. **Vice President**
The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board, and can be a co-signer on checks and drafts.
3. **Secretary**
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; can be a co-signer on checks and drafts; and shall perform such other duties as required by the Board.
4. **Treasurer**
The Treasurer shall; have the responsibility to receive and deposit in financial institutions all monies of the Association and shall disburse said funds as directed by resolution of the Board of Directors; shall sign all checks, drafts and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be presented to the Members at the Annual Meeting of Members and provide a copy of each for the Members; and present a monthly report of the Association's financial condition to the Board of Directors, such report to include at least monthly and YTD profit and loss statements and YTD balance sheets.

ARTICLE IX
COMMITTEES

The President, with the approval of the Board of Directors, shall appoint an Architectural control Committee Chairperson as provided in the CC&R's, and a Nominating Committee Chairperson. In addition, the Board of Directors may authorize other committees as deemed appropriate in carrying out its purposes. Each such committee may have up to, but not more than two Directors as committee members, who shall be approved by the Board.

ARTICLE X
INEMNITY OF THE BOARD OF DIRECTORS AND OFFICERS

The Association shall, to the fullest extent legally permissible, indemnify each person who serves or who has served at any time as an officer or director of the Association against all expenses and liabilities, including, without limitation, attorney fees and expenses, judgements, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed on such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally

adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

ARTICLE XI BOOKS AND RECORDS

The books, records and papers of the Association shall be subject to inspection by any Member during reasonable business hours. The CC&R's, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at a reasonable cost. A Member's file pertaining to the Member's own lot will be available without a charge for copies.

ARTICLE XII ASSESSMENTS

As more fully provided in the CC&R's, 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 and the Association may bring an action at law against the Owner(s) personally or collectively obligated to pay the same or foreclose the lien against the property. Interest, litigation 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 based upon any grievance such Owner may have against the Association or its agents.

ARTICLE XIII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "Pinebrook Homeowners Association."

ARTICLE XIV AMENDMENTS

SECTION 1. Amending the Bylaws

These Bylaws may be amended at the Annual Meeting or a Special Meeting of the Members, by a majority vote of a quorum, provided, that the Board is served with a written motion proposing Bylaws changes including a written copy of the proposed Bylaws changes not less than 60 days prior to the meeting at which the vote will be held. The Board shall provide a copy of the proposed Bylaws changes to the Members not less than 30 days prior to the Annual or Special Meeting at which the vote to amend the Bylaws is to be held.

SECTION 2. Resolving Conflicts

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the CC&R's and these Bylaws, the CC&R's shall control.

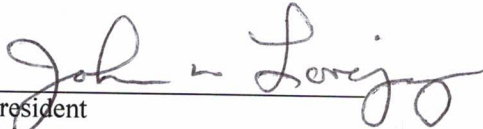
ARTICLE XV
MISCELLANEOUS

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.

ARTICLE XVI
AGENCY

The Association is hereby formally appointed as and shall act as the Agent of the Owners of properties subject to the Declarations of Covenants, Conditions and Restrictions of the Plat of Pinebrook in the performance of the exterior maintenance duties imposed by Article VI, Section 1 of that Declaration.

IN WITNESS WHEREOF, we being the President and Secretary of the Pinebrook Homeowners Association, have hereto set our hands this 7th day of February, 2023.



President



Secretary