

**THE REVISED BYLAWS OF**

**THE GREEN MEADOWS**

**HOMEOWNERS ASSOCIATION**

**INCORPORATED UNDER THE**

**LAWS OF THE STATE OF WASHINGTON**

**DATES OF ADOPTION AND REVISIONS**

The Bylaws of Green Meadows Homeowners Association have an original adoption date of April 18, 2007

These Revised Bylaws of Green Meadows Homeowners Association were adopted by the membership on September 30, 2020

**REVISED BYLAWS OF  
THE GREEN MEADOWS HOMEOWNERS ASSOCIATION  
A WASHINGTON NON-PROFIT CORPORATION**

Following are the revised Bylaws of the Green Meadows Homeowners Association (“Association”), superseding in their entirety all previous Bylaws of the Association.

**ARTICLE I. NAME, REGISTERED AGENT, PRINCIPAL OFFICE**

Section 1. The name of the Association is Green Meadows Homeowners Association.

Section 2. The President of the Association shall be the Registered Agent and the Principal Office shall be the physical address of the President. The official mailing address of the Association shall be either that of the Secretary, or a USPS P.O. Box or similar retail mail service.

**ARTICLE II. PURPOSES**

Section 1. Following are the purposes for which the Association was established:

- A. To ensure compliance with the respective Declarations of Covenants and Restrictions applicable to each subdivision within the Property; and,
- B. To promote and preserve the architectural quality of structures on Lots within the Property; and,
- C. To promote any activity, the primary purpose of which, leads to the preservation or betterment of the Property.

**ARTICLE III. DEFINITIONS**

Section 1. The following words when used in these By-Laws, unless the context otherwise prohibits, shall have the meanings set forth below, whether in singular or plural form:

- A. “Association” means the Green Meadows Homeowners Association, a Washington non-profit corporation.
- B. “Board” or “Board of Directors” means collectively the Officers and Directors of the Association.
- C. “Declaration” means the respective Declaration of Covenants and Restrictions of each subdivision within the Property, recorded in Clark County, Washington, as they may be, or have been, amended from time to time.
- D. “Director” means any duly elected or appointed member of the Board of Directors of the Association.
- E. “Lot” means any platted lot within the Property.
- F. “Property” means collectively the subdivisions platted as Meadow Estates 2, Re-plat of Lots 43-48 Meadow Estates 2, Meadow Estates 3, Meadow Estates 4, Meadow Estates 5, Meadow Estates 6 and Meadow Estates 7, all as set forth on the map in Appendix 1, attached hereto.
- G. “Majority” means a simple majority unless otherwise required by statute or these bylaws.
- H. “Member” means every person or entity who is an Owner of any Lot within the Property. For purposes of voting or for calling of a Special Meeting, Member means that Owner designated to cast a vote on behalf of the collective ownership of a Lot.

- I. "Membership" means collectively the Members of the Association.
- J. "Membership Year" means the annual period from October 1<sup>st</sup> through September 30<sup>th</sup>.
- K. "Owner" means an owner of record currently having a fee simple interest in a Lot, including a contract purchaser, whether one or more persons or entities, but excluding those having a mortgage or an interest merely as security for the performance of an obligation.
- L. "Officer" means the duly appointed President, Vice President, Secretary or Treasurer of the Association in accordance with Article IX, Section 2.
- M. "Proxy" means a written authorization by a Member eligible to vote, given to another person, allowing the other person to attend a specific Association meeting and cast a vote on behalf of the Member.

#### **ARTICLE IV. MEMBERSHIP.**

Section 1. Classes of Membership - The Association shall have two (2) classes of Members:

- A. Dues Paying Members – Those Owners who have chosen to pay the annual dues of the Association for the current Membership Year. Dues Paying Members are eligible to vote on the following questions:
  - Election and removal of Directors
  - Setting the annual dues amount
  - Amendment of these Bylaws
  - Amendment or revision of, or addition to the Declarations of Covenants & Restrictions
  - Amendment, revision or addition to the Articles of Incorporation
  - Voluntary dissolution of the Association
  - All other questions coming before the Members
- B. Non-Dues Paying Members – Those Owners who have not paid the annual dues of the Association for the current Membership Year. Non-Dues Paying Members are eligible to vote only on the following question:
  - Amendment, revision or addition to the Articles of Incorporation
  - Amendment or revision of, or addition to the Declarations of Covenants & Restrictions

Section 2. Termination - Membership terminates when a Member no longer holds a fee simple or contract purchaser's interest in any Lot within the Property.

Section 3. Dues – Annual dues shall be per Lot for each Membership Year, payable to Green Meadows Homeowners Association or GMHOA and to be paid by October 31<sup>st</sup>. The current annual dues amount was previously set by vote of the Members at \$35.00. Any change in such amount shall be approved by Members eligible to vote on the question, at a duly called Meeting of the Members, or in such other manner allowed by these bylaws.

#### **ARTICLE V. MEMBER MEETINGS.**

Section 1. Annual Meeting. There shall be an Annual Meeting of the Members held each year on the date determined by the Board of Directors, for the purpose of electing Directors to the Board and for such other business as may properly be considered at the Meeting. Attendance at Annual Meetings shall be open to all Members.

Section 2. Special Meetings.

- A. Called by the President or Board - A Special Meeting of the Members may be called by

the President or by a majority of the Board of Directors. Attendance at a Special Meeting of the Members shall be limited to those Members eligible to vote on the question(s) to be considered at the Special Meeting. The Board may, in its sole discretion, choose to invite all Members to any Special Meeting of the Members.

- B. Called by Members - The President shall have the obligation to call a Special Meeting upon receiving a petition from Members, bearing signatures representing ten (10) percent of those Members eligible to vote on the question(s) to be considered at the Meeting, numbered at the time such petition is received. Such petition shall state the purpose for which the Special Meeting is to be called.

Section 3. Notice of Meeting. The Secretary shall give notice, stating the purpose thereof and the date, time and place of the Annual Meeting or Special Meeting, to each Member according to class. Such notice shall be given not less than fourteen (14) calendar days nor more than fifty (50) calendar days before the meeting. Such notice shall be delivered by email, by regular mail, or by hand. Additional notice may be posted at each community mailbox within the Property. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at the Member's most recent address as it appears on the records of the Association.

Section 4. Quorum. At any Meeting of the Members, attendance by ten (10) percent of all the Members entitled to vote on the question(s) to be considered at the Meeting shall constitute a quorum for the transaction of Association business. Members voting by email, by regular mail, or by Proxy shall be deemed present at a Meeting for the purpose of establishing a quorum. If a quorum is present or represented at the beginning of a meeting, it is deemed present throughout the Meeting.

#### **ARTICLE VI. MEMBER VOTING.**

Section 1. Eligibility to Vote. Members may cast a vote on those questions for which each class of Member is eligible.

Section 2. Number of Votes. There shall be one vote for each Lot. If a person or entity owns more than one Lot, that person or entity shall have as many votes as the number of Lots owned by that person or entity. If more than one person or entity has an ownership interest in a Lot, such persons or entities must decide among themselves which Member will be authorized to cast the vote for that Lot.

Section 3. Voting by Proxy. All Proxies must be in writing and signed by the Member authorized to cast a vote and must be filed with the Secretary prior to the Meeting at which the Proxy is to be used, and may be revoked prior to the Meeting in the same manner. Member votes made by any such Proxy shall be noted in the minutes of the Meeting.

Section 4. Vote Required to Transact Business. When a quorum is present at any Meeting of the Members, the vote of a majority of the Members eligible to vote on the question, who are present in person, represented by written proxy, voting by mail, or voting by email, shall decide any question considered at the Meeting.

#### **ARTICLE VII. BOARD OF DIRECTORS.**

Section 1. Number. The Board of the Association shall consist of not less than three (3) nor more than seven (7) Directors, with the general intent of maintaining seven (7) Directors.

Section 2. Qualifications. A Director must be an Owner and a Dues Paying Member of the Association.

Section 3. Nominations. Nominations will be called for not less than seventy-five (75) calendar days before the Annual Meeting. Nominations for Director may be made by any Dues Paying Member or by the Board. A Member who meets the qualifications may also place their own name in nomination. Nominees who meet the qualifications must indicate a willingness to serve before their name is placed in nomination. All nominations must be received at least forty-five (45) calendar days prior to the Annual Meeting.

Section 4. Elections. Directors shall be elected to the Board by majority vote of Dues Paying Members. Four (4) Directors shall be elected in odd-numbered years and three (3) Directors shall be elected in even-numbered years. The election of Directors to available positions shall be conducted by ballot in conjunction with the Annual Meeting. Ballots shall be provided to eligible Members not less than thirty (30) calendar days prior to the date of the Annual Meeting. Each Member eligible to vote shall have the number of votes equal to the number of Director positions available. Each voting Member may cast one (1) vote per Board position. Cumulative voting is not allowed. The nominees receiving the most votes shall be elected to the available positions.

Section 5. Term of Office. An elected Director shall hold office for a term of two (2) years. All terms shall begin on October 1<sup>st</sup> and end on September 30<sup>th</sup>. A Director may serve multiple terms without limitation.

Section 6. Powers of the Board of Directors. The management of the business affairs and interests of the Association is vested in the Board of Directors. The Board may exercise all such powers of the Association and do all such lawful acts and things that are not directed or required to be exercised or done by the Members or Owners personally, by either Statute, Declaration, Articles of Incorporation or these By-Laws.

These powers shall specifically include, but not be limited to, the following:

- To enforce the provisions of the respective Declarations applicable to each Lot within the Property.
- To act as the review committee to provide architectural approval of plans for construction or alteration of structures on Lots within the Property. The Board may delegate the architectural review function to a committee in accordance with Article X. Decisions of the committee may be appealed to the full Board.
- To designate one or more committees to assist in accomplishing the purposes of the Association.
- To undertake any other activity which promotes the quality of living within the Property, and to promote social or other events mutually benefiting the Membership.
- To collect, use and expend the dues collected to carry out the purposes of the Association.
- To establish and maintain accounts with financial institutions in the name of the Association, disbursements from which shall be in accordance with procedures adopted by Board resolution.
- To bring and defend actions by or against one or more existing or former Members, Directors, Officers, or agents, pertinent to the operation of the Association.
- To take action within the jurisdiction and authority of the Board in accordance with the Declarations.
- To resolve organizational conflicts or questions after other avenues of resolution have been exhausted.

Section 7. Resignation or Removal. A Director who has missed three (3) consecutive regular meetings of the Board without excuse shall be considered to have resigned their position as a Director and/or Officer of the Association. A Director may be removed, with or without cause, by a two-thirds majority vote of Dues Paying Members, at a duly called Meeting at which a quorum is present.

Section 8. Vacancies. Should a Director position become vacant for any reason before the end of the Director's term, the President, with the approval of the Board, may appoint a replacement meeting the qualifications for a Director, to serve the remainder of the unexpired term.

### **ARTICLE VIII. BOARD MEETINGS.**

Section 1. Meetings. The Board of Directors shall meet not less than once each calendar quarter on a date and at a time and place determined by the Board.

Section 2. Notice of Meetings. Notice of all meetings of the Board of Directors, stating the date, time and place, shall be given to each Director by email, regular mail, or in person at least seven (7) calendar days in advance. If a future meeting is scheduled during a meeting where all Directors are present, no further notice need be given.

Section 3. Quorum. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by applicable Washington law.

### **ARTICLE IX. OFFICERS.**

Section 1. Positions. The Officers of the Association shall be the President, Vice President, Secretary and Treasurer. At the Board's discretion, any two offices may be held by the same person except that the same person shall not simultaneously hold the offices of both President and either Secretary or Treasurer.

Section 2. Appointment. The Officers of the Association shall be appointed annually by majority vote of the Board at the Board meeting next following the election of Directors. Unless an officer dies, resigns, or is removed from office, the officer shall hold office until a successor is appointed.

Section 3. Duties. Following are the primary duties expected of each Officer.

- President. The President shall: (a) preside at all meetings, (b) establish the agenda for meetings and, (c) with approval of the Board, establish annual goals for the Association.
- Vice President. The Vice President shall assume the duties of the President in the event of the President's absence or incapacitation.
- Secretary. The Secretary shall: (a) record the minutes of all meetings of the Association and submit them for approval, (b) ensure that all required notices are duly given, (c) handle all Association correspondence, (d) other than records for which the Treasurer is responsible, be the custodian of and ensure the safety of all official records of the Association including its Articles of Incorporation, Bylaws, minutes of Association meetings, and such other records as may be advisable, and (e) maintain contact and other relevant information for each Member.

- Treasurer. The Treasurer shall: (a) manage the Association's bank accounts and ensure that the organization's financial assets are adequately protected, (b) record all accounting transactions and maintain accurate accounting records of the Association's finances, (c) prepare the Association's annual budget, (d) present a report of the Association's finances at each meeting of the Board and Membership, and (e) oversee the preparation and timely filing of any required governmental report of the Association's finances.

Section 4. Resignation or Removal. Any Officer may resign the office at any time at a Board meeting or by giving notice to the President or to the Secretary. At the discretion of the Board, a resigning Officer may remain a Director. An Officer may be removed from office at any time by majority vote of Directors then in office, whenever in their judgment the best interests of the Association will be served.

## **ARTICLE X. COMMITTEES**

Section 1. Designation and Qualification. The Board of Directors may establish committees from time-to-time to assist in Association matters as determined by the Board. At the Board's discretion, any Member, whether Dues Paying or not, may serve on a committee, with the exception of the Architectural Review Committee, service on which shall be limited to Dues Paying Members of the Association.

Section 2. Authority. Other than the Architectural Review Committee, committees established by the Board shall be advisory only and shall not have nor exercise any decision-making authority on behalf of the Association. Committees may represent the Board or Association in proceedings only on matters where the Board has specifically directed and approved such representation.

## **ARTICLE XI. CORPORATE RECORDS AND INSPECTION**

Section 1. Corporate Records. The following documents shall be maintained by the Association.

- Current Articles of Incorporation and Bylaws;
- A list of members, including names, addresses and class of membership;
- Statements of accounts and finances;
- A list of Officers and Directors and their addresses;
- Minutes of meetings of the Members and the Board.

Section 2. Inspection. Corporate Records are open to inspection at any reasonable time to any Member after giving three (3) weeks' notice to the Association President, stating the reason for the request. Any such Member must have a purpose for inspection reasonably related to Membership interests. Use or sale of member's lists by such Member if obtained by inspection is prohibited. Costs of any copying, other than for Articles or Bylaws, shall be paid by the Member requesting the copies.

## **ARTICLE XII. GENERAL PROVISIONS**

Section 1. Indemnity and Personal Liability. The Board of Directors shall have the power to fully indemnify, defend and hold harmless any existing or former Member, Director, Officer, employee or agent of the Association for any action he or she takes or liability to which he or she is exposed by reason of his or her relationship or connection with the Association. This power shall be full and complete as allowed by applicable Washington and federal law. Unless acting in bad faith, neither the Board as a body, nor any Director, Officer, or committee member of the Association shall be personally liable to any Member in any respect for any action or lack of action arising

out of the execution of his office. Each Member shall be bound by the good faith actions of the Board, Officers, and committee members of the Association in the execution of the duties of said Directors, Officers and committee members.

Section 2. Fiscal Year. The Association's fiscal year is October 1<sup>st</sup> through September 30<sup>th</sup>.

Section 3. Signers on Accounts. All checks on Association bank accounts shall be signed by any two holding the office of President, Vice President or Treasurer.

Section 4. Severability. Should any of the terms or provisions herein imposed be or become unenforceable at law or equity, the remaining provisions of these Bylaws shall be and remain in full force and effect.

Section 5. Priority. 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 Declarations and these Bylaws, the Declarations shall control.

### **ARTICLE XIII. AMENDMENTS.**

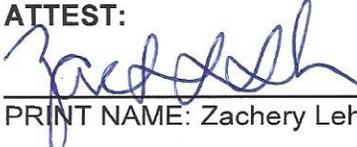
These Bylaws may be amended by action at a duly called Meeting of the Members, provided that any such amendment shall be approved by a two-thirds (2/3) majority of the entire Dues Paying Membership.

### **Article XIV. DISSOLUTION**

In the event of dissolution of the Association, remaining assets after the satisfaction of all obligations of the corporation shall be distributed in equal shares, one (1) share per Lot, to eligible Members. To be eligible for any such share, a Member must be an active member, defined for purposes of this Article XIV as a Dues Paying Member of record on the date such dissolution is authorized by vote of the Members, and must have been a Dues Paying Member for the two (2) consecutive Membership Years prior to the Membership Year in which such dissolution is authorized.

**IN WITNESS WHEREOF**, the undersigned Secretary of the Association certifies, and the undersigned President attests that the foregoing Bylaws of the Association were adopted on September 30, 2020, at a duly called and convened Meeting of the Members, and that the foregoing Bylaws of the Association constitute the existing Bylaws of the Association.

**ATTEST:**

  
\_\_\_\_\_, President  
PRINT NAME: Zachery Lehrs

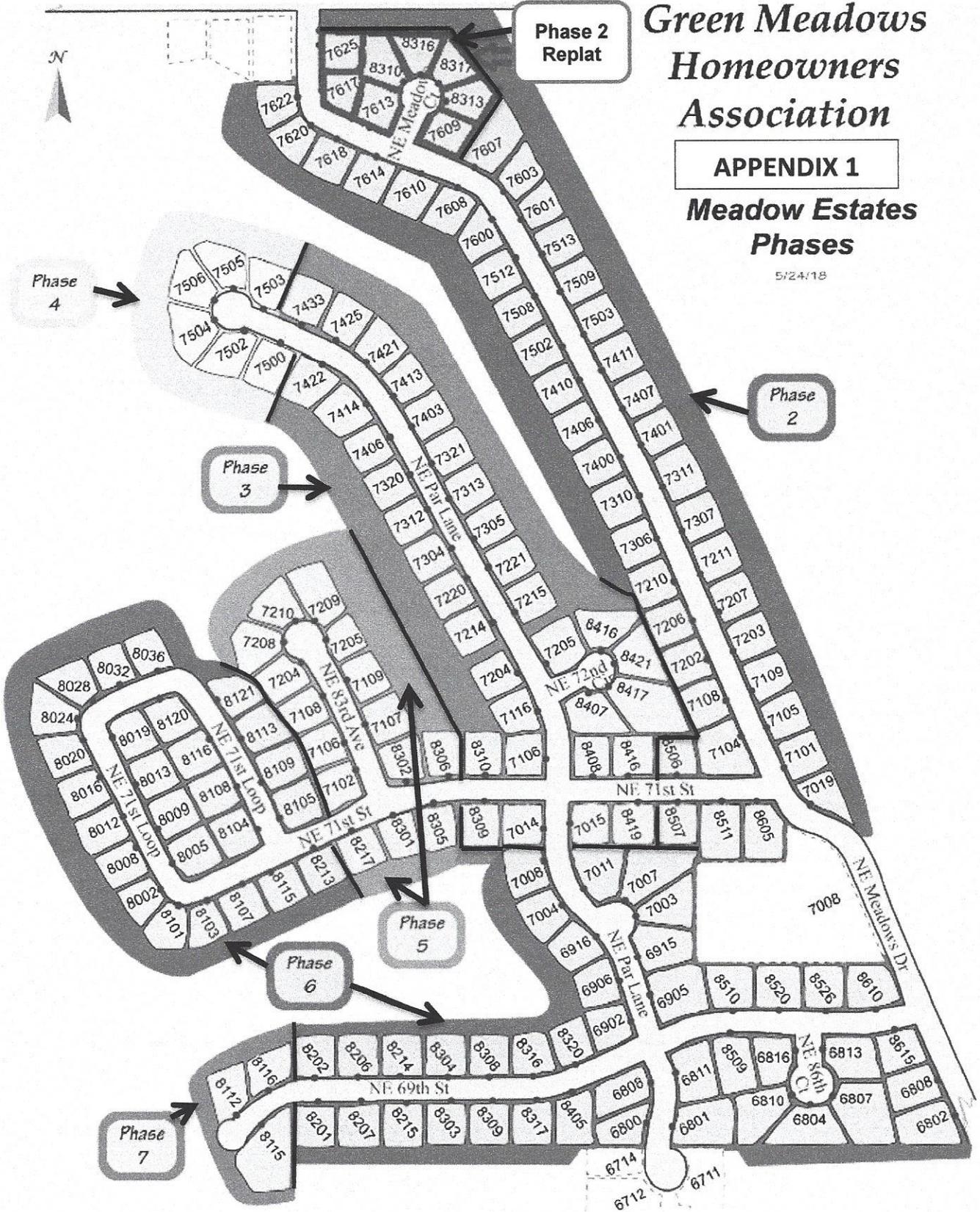
  
\_\_\_\_\_, Secretary  
PRINT NAME: Jack Honsowetz

# Green Meadows Homeowners Association

## APPENDIX 1

### Meadow Estates Phases

5/24/18



MEADOW ESTATES 2 - 7 MAPS & COVENANTS				
PHASE	PLAT MAPS (Clark County)			DCR NUMBER
	BOOK	PAGE	# OF MAPS	
2	G	752-1 & 2	2	G734887 & G767385 Amendment
2 Replat	G	858	1	7802140151
3	G	826-1 & 2	2	7708310118
4	G	916	1	7809060192
5	G	917	1	7809060191
6	H	104	3	8012290150
7	H	928	1	9312140434

DCR = Declaration of Covenants and Restrictions