

**SECOND AMENDED BYLAWS OF
INDIAN SUMMER HOMEOWNERS ASSOCIATION**

A Washington Not-for-Profit Corporation
(Filed with the Secretary of State)

ARTICLE I

NAME AND LOCATION

The name of the Corporation is "Indian Summer Homeowners Association," hereinafter referred to as the "Association." The principal office of the Corporation shall be in care of the office of the managing agent of the Association. Meetings of members and directors may be held at such places within the State of Washington, County of Thurston, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

The definition of terms herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for the Indian Summer Residential Community (hereafter the Declaration) recorded in the Office of the Thurston County Auditor under Auditor's File No. 9307270117 and maintained at Volume 2126, Pages 766 through 819, with amendments thereto, records of Thurston County, Washington.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. Annual meetings shall be held in the month of October or November as called by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of one-fourth (1/4) 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 fifteen (15) 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, date and hour of the meeting, and, in the case of a special meeting, the purposes of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of all of the votes entitled to be cast at the meeting shall constitute a quorum at a meeting. If, however, such 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 be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her Lot or Dwelling.

Section 6. Action Without A Meeting. Any action, other than the election of directors or the amendment of these by-laws, which may be taken by the members at a meeting of the Association, may be taken without a meeting provided that the requirements of this subsection have been met:

1. Written notice and a ballot (described below) must be sent to all members not less than fourteen (14) nor more than sixty (60) days in advance of the date set for the counting of the ballots;
2. The notice and ballot must include the following:
 - a. a description the proposed action,
 - b. an opportunity for the owner to specify approval or disapproval of the proposed action,
 - c. a signature line,
 - d. the deadline by which the ballot must be received in order to be counted, and
 - e. the address where the completed ballot must be sent;
3. The required number of signed ballots approving the proposed action is received;
4. The number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
5. The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors, serving in positions numbered 1 through 5, who shall be members of the Association.

Section 2. Term of Office. The term of office shall be two (2) years except for the term of the directors elected to position 1 and position 2 at the regular election in 2003, which shall be a term of one (1) year.

Section 3. Removal. After the Transfer Date, any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his or her successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of his or her predecessor, or until the next regular election of Board members. At that time an election shall be held for the remaining unexpired term of the position.

Section 4. Compensation. No Director shall receive compensation for any service he or she may render to the Association. However, with approval of the Board, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 5. 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 four (4) of the five (5) Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

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, if supported by fifteen (15) members representing one (1) vote per Lot or Dwelling, may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association, one of whom shall be a member of a townhome association. The Nominating Committee shall be appointed by the Board of Directors at least sixty (60) days prior to each annual meeting of the members to serve until the close of such annual meeting election. 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 may be made from among members.

The Nominating Committee shall report its nominations to the Association members, and also the names of members who have submitted a statement of intention of being a candidate for a particular position, supported by the signatures of fifteen (15) members representing one (1) vote per Lot or Dwelling. All such nominations shall be concluded and the report posted fifteen (15) days prior to the annual election.

Nominees may submit to the Nominating Committee a statement of qualification no more than 150 words in length to be made available to Association members.

Section 2. Election. Election to the Board of Directors shall be by majority vote of Association members present in person or by proxy. Cumulative voting is not permitted. For contested elections, the persons receiving the largest number of votes for each position shall be elected.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such place, date and time as may be fixed by resolution of the Board.

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 three (3) directors, after not less than three (3) days' notice to each Director. Notice may be waived by the Board in case of an emergency.

Section 3. Open Meetings. Meetings of the Board shall be open to the membership unless otherwise provided by State Law.

Section 4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Directors present at a duly held meeting to which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- a. pursuant to the terms of the Declaration, adopt and publish Rules and Regulations governing the use of the Common Areas and facilities, including but not limited to the Recreational Facilities and private streets and the use of Lots, Dwellings and Townhouse Areas, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof to be called "default assessments;"
- b. pursuant to the terms of Article X of the Declaration, suspend the voting rights and right to 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;
- c. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Amended Bylaws, the Articles of Incorporation or the Declaration and all powers granted to homeowner's associations as specified in Chapter 64.38 RCW;
- d. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors unless excused by a majority of the Board; and
- e. employ or dismiss a manager, or other employee, or an independent contractor, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- a. cause to be kept a record of all its acts and corporate affairs and to present a summary statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote; make available, at the Association office, minutes of all Association and Board meetings;
- b. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- c. as more fully provided in the Declaration:
 1. fix the amount of the annual and special assessments against each Lot or Dwelling at least thirty (30) days in advance of each annual assessment period;
 2. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period or due date of any special or default assessment;
 3. commence action to collect all assessments due to the Association as authorized by the Declaration;

- d. issue, or cause an appropriate officer to issue, upon demand by a person, a certificate setting forth whether or not any assessment has been paid or a certificate as to any amount due and owing to the Association for assessments. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- e. procure and maintain adequate liability and hazard insurance on property owned by the Association and for other activities conducted by the Association;
- f. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- g. cause the Common Areas to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, vice-president, secretary and treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

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, and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by 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 at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The Association's officers shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be specifically conferred or imposed by the Board. The duties of the officers are as follows:

- a. **President.** The President shall be the principal executive officer of the Association and shall assume oversight for the general administration of the Association,

including authorizing activities in furtherance of board policy. The President shall sign all leases, mortgages, deeds and other written instruments. The President shall preside at all meetings of the Board of Directors and all meetings of the Association.

- b. **Vice President.** The Vice President shall preside at all meetings in the absence or inability of the President to serve, and shall perform such other duties as may be assigned by the Board.
- c. **Secretary.** The Secretary shall have primary responsibility for oversight of the records of the Association, including preparation of minutes of all meetings of the Board and of the Association, and shall be responsible for giving all notices required in the Declaration and these Bylaws. The Secretary may delegate all or part of these duties to another person, a management agent, or both.
- d. **Treasurer.** The Treasurer shall have primary responsibility for oversight of all financial matters for the Association, including preparation of the budget as provided for in the Declaration, preparing and delivering the annual financial report, and insuring that the financial records of the Association have been maintained properly and in accordance with good accounting practices. The Treasurer may delegate all or part of the preparation and notification duties to a finance committee, a management agent, or both.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint an Architectural Review Board (ARB), as provided in the Declaration, and a Nominating Committee, as provided in these Amended Bylaws. The Board of Directors shall appoint other committees and the chairpersons thereof, except for the ARB, as deemed appropriate in carrying out its purposes.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours be available for inspection by any member. The Declaration, the Articles of Incorporation and the Amended 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 reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual, special and default assessments which are secured by a continuing lien upon the property against which the assessment is made.

ARTICLE XII

AMENDMENTS

These Amended Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of the members of the Association present in person or by proxy, provided that prior notice of the text of all proposed amendments to the Bylaws has been distributed to all members not less than ten (10) days prior to the meeting at which the vote on the proposed amendments will be taken; or, at such regular or special meeting it may be determined by resolution to conduct such election by written ballot mailed to the membership.

ARTICLE XIII

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Robert’s Rules of Order. Robert’s Rules of Order will prevail in the conduct of Association meetings, except where they may conflict with State Law.

Section 3. Calendar. Prior to the first of each year the Board shall approve and thereafter keep up to date an event calendar showing Board and Association meetings and all major Association events.

Section 4. Conflicts. In case of conflict between the Declaration and the Articles of Incorporation or these Amended Bylaws, the Declaration shall control. In case of conflict between the Articles of Incorporation and these Amended Bylaws, the Articles of Incorporation shall control.

The foregoing Amended Bylaws were adopted by the Board of Directors on the 1st day of December, 2004.

President

Attest:

Secretary

* * * * *

Record of Amendment

- 28 September, 1993 Original Bylaws adopted by Board.
- 05 May, 2004 First Amended Bylaws adopted by Board.
- 04 November, 2004 Second Amended Bylaws approved by the Owners