

BYLAWS  
OF  
BAY RIDGE COMMUNITY CLUB

I. OFFICE

Section 1. The registered office of BAY RIDGE COMMUNITY CLUB (hereinafter referred to as the "Club") shall be such place as the Board of Trustees may, from time to time, determine. The Club may have an office at Bay Ridge Estates in Whatcom County, Washington, or such other offices, either within or without the State of Washington, as the Board of Trustees may determine as the affairs of the Club may require, from time to time.

II. MEMBERS

Section 1. The Club shall have one (1) class of members. The number of available memberships shall be equal to the number of residential lots which are platted from time to time. The three (3) Trustees of the Club shall be at all times during their term of office, members of the Club.

Section 2. A membership shall be held by a person of legal age. In order to be eligible for membership, a person must have entered into a contract to purchase title by deed to a residential lot, in BAY RIDGE ESTATES subdivision. A separate membership shall be acquired for each lot in said BAY RIDGE ESTATES subdivision that is separately owned or purchased and such membership shall be inseparably appurtenant to said lot to which it pertains.

Section 3. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. In the election of Trustees by the members, every member entitled to vote shall be entitled to one (1) vote for as many persons as there are Trustees to be elected, and only one vote per candidate may be cast and the votes may not be cumulated. The vote of each member may be cast either in person or by proxy.

Section 4. Membership in the Club is not transferable or assignable by any member by operation of law or otherwise except in accordance with the provisions of these Bylaws. No

member may withdraw except upon transfer of title to the real property to which his membership is appurtenant.

### III. CERTIFICATES OF MEMBERSHIP AND TRANSFER

Section 1. Certificates of Membership in the Club shall be in such form as the Board of Trustees shall designate. It shall not be necessary that Certificates of Membership be actually issued.

### IV. MEETINGS

Section 1. The annual meeting of the members of the Club shall be held at 7:00 p.m. on the first Monday in June of each year at such place in Whatcom County, Washington, as shall be determined by the Board of Trustees. If, for any reason, the annual meeting of the membership shall not be held on the date hereinbefore designated, a meeting may be called and held with notice thereof.

Section 2. Special meetings of members may be called at any time by the President or by a majority of the Board of Trustees, or by not less than twenty-five percent (25%) of the members of the Club, which meetings and notice thereof shall be in accordance with applicable state statutes.

Section 3. The presence, in person or by proxy, of twenty percent (20%) of all members of the Club shall constitute a quorum for the transaction of business at any meeting of the members. Each member of the Club shall be entitled to one (1) vote in person or by proxy upon each subject properly submitted to vote. Proxies shall be signed and filed with the Secretary of the Club prior to the opening of any meeting at which they are voted. Proxies shall be effective only for the meeting at which filed, unless by their express terms they are given longer duration.

### V. TRUSTEES

Section 1. The Board of Trustees shall be composed of five (5) members. The Trustees shall be elected annually by the members of the Club at their annual meeting for a term of one (1) year or until their successors are elected and qualified.

Section 2. The Board of Trustees shall have the general management and control of the business property and affairs of the Club and shall exercise any and all of the powers that may be exercised or performed by the Club under the laws, the Articles of Incorporation and these Bylaws. The Board of Trustees may make and enforce such rules and regulations as they deem necessary, conducive, incidental or advisable to accomplish or promote the objects and purposes of the Club.

Section 3. Meetings of the Board of Trustees shall be held at such times and places in Whatcom County, Washington, or elsewhere, as shall be determined by the majority of the Board. Twenty-four (24) hours' notice of each such meeting shall be given to each Director, which notice may be given by telephone.

Section 4. A majority of the directors shall constitute a quorum for the transaction of business and a majority of such quorum shall determine any questions except as otherwise provided by law, the Articles of Incorporation and these Bylaws.

Section 5. All vacancies on the Board of Trustees, whether caused by resignation, incompetency, death or otherwise, shall be filled by the remaining trustees.

#### VI. OFFICERS

Section 1. The officers of the Club shall be a President, one or more Vice-Presidents (the number to be determined by the Board of Trustees), a Secretary and a Treasurer. Such officers shall be elected by the Board of Trustees for a term of one (1) year and until the successor of each is elected and qualified. The election of officers shall take place at the first meeting of each newly elected Board of Trustees, usually after the annual meeting of members or any adjournment thereof.

Section 2. The President shall be the executive head of the Club, shall be a member of the Board of Trustees, and shall preside at all meetings of the Board of Trustees and all meetings of the members. The President, together with the Secretary, shall sign all certificates of membership, contracts, deeds, bonds and other obligations of the Club and other instruments authorized by the Board of Trustees.

Section 3. In the absence of the President or in the event of the President's inability to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties and functions as may be provided to be performed by the President and when so acting shall have all of the power and be subject to all the restrictions upon the President. A Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Trustees, and may also perform the duties of the Secretary in the Secretary's absence or inability to act insofar as the same shall pertain to the calling of meetings of members or the directors. A Vice-President need not be a member of the Board of Trustees, but if he is not, then he cannot succeed to the duties or perform as the President of the Club.

Section 4. The Secretary shall be the custodian of all records and documents pertaining to the Club and its property. He shall keep fair and correct minutes and records of all meetings of members and of the Board of Trustees. He shall sign with the President, where appropriate, all certificates of membership, contracts, deeds, bonds and other obligations of the Club, and other instruments authorized by the Board of Trustees. He shall give notice of all meetings of members of the Club and of the Board of Trustees as set forth in these Bylaws. If, at any meeting of the members of the Board of Trustees, the Secretary shall be absent or unable to perform his duties, the President shall have the right to appoint a Secretary pro tem.

Section 5. The Treasurer shall receive and safely keep all monies and securities belonging to the Club and shall disburse the same under the direction of the Board of Trustees. At each annual meeting of the members, and at any other time when directed by the Board of Trustees, he shall submit a report on the financial affairs of the Club and the status of all monies, funds and assets then on hand or received and disbursed since the Treasurer's last report. The Board of Trustees shall determine whether the Treasurer shall be bonded.

Section 6. The Board of Trustees may appoint, employ, terminate, discharge, fix the compensation and provide for the duties and powers of such officers, agents and employees as, in the judgement of the directors, shall be advisable, subject to the requirements and provisions of this Article VI, and two (2) or more of any officers, agents or employees may be combined in one (1) person, except the office of the President. Any officer of this Club shall perform and discharge such duties, other than those enumerated in this Article VI, as the Board of Trustees may, from time to time, require.

#### VII. CHARGES AND ASSESSMENTS

Section 1. For the purpose of securing funds to meet the expense of road maintenance, operating expenses, capital outlays and other expenditures required to accomplish the objectives and purposes of the Club as stated in its Articles of Incorporation, the Board of Trustees shall be authorized to determine, equate, establish and levy reasonable charges and assessments against each and every lot, tract or parcel in BAY RIDGE ESTATES that is sold by deed or real estate contract, which charges and assessments, together with interest thereon and costs of collection thereof, shall constitute liens on the affected lots and become the personal obligation of the purchaser or owner or owners of such lots as hereinafter provided in this Article VII. The authority to levy such charges and assessments against lots in the area platted as BAY RIDGE ESTATES is derived from these Bylaws, pursuant to that certain Declaration of Covenants, Conditions, Restrictions, Easements and Reservations dated January 28, 1977, and recorded on February 8, 1977, in the office of the Whatcom County Auditor, State of Washington, under Auditor's File No. 1241876, records of said county.

Section 2. Each owner or purchaser of a lot or lots in BAY RIDGE ESTATES shall, by the acceptance of a deed for such lot or lots or by the signing of a contract or agreement to purchase the same, bind himself, his heirs, personal representatives and assigns to pay all such charges and assessments aforementioned.

Section 3. The time and manner of paying such charges and assessments shall be specified by resolution of the Board of Trustees.

Section 4. The amount of all charges and assessments against any lot, including interest thereon and costs, if any, shall be and becomes a lien upon such lot from and after the time each such charge or assessment becomes due and payable and until all such charges and assessments, including interest thereon and costs, if any, are paid in full. If any assessment is not paid within thirty (30) days after it is first due and payable, the assessment shall bear interest from the date on which it was due at the highest rate permitted by law until paid, or if no limitation is imposed by law, at eighteen percent (18%) per annum, and the Club may bring an action at law against the person or entity personally obligated to pay the same and/or foreclose the lien against the lot in the same manner as the foreclosure of a real property mortgage and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment and all such sums shall be included in any judgement or decree entered in such suit. By the acceptance of a deed for any lot or lots or by the signing of a contract or agreement to purchase the same whether from the Developer or from a subsequent owner or purchaser thereof, such purchaser or owner shall thereby waive all rights of redemption and homestead in such lot or lots with respect to foreclosure of such liens. No lot owner may exempt himself from liability for his contribution towards the common expenses by waiver of the use and enjoyment of the common area or by abandonment of his lot.

Section 5. The Board of Trustees may levy such other special assessments for capital improvements upon the common area or for such other purposes and in such manner as shall be provided by these Bylaws, the protective covenants or other rules and regulations of the Club, Provided, however, no special assessment in excess of fifty percent (50%) of the basic assessment established pursuant to Section 1 of this Article VII unless said special assessment is approved by a majority of members voting at the annual membership meeting or special membership meeting in which said special assessment is considered.

### VIII. BOOKS AND RECORDS

Section 1. The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees and committees having any authority of the Board of Trustees, and shall keep at the registered office a record giving the names and addresses of the members entitled to vote. All books and records of the Club may be inspected by any member by appointment only during business hours on weekdays. The Board of Trustees shall provide an annual statement to all members of the Club; a professional accountant may be employed for the purpose of preparing and maintaining financial records of the Club.

### IX. CONDUCT OF BUSINESS

Section 1. Robert's Rules of Order shall be recognized as authority governing all meetings when not in conflict with the law, the Articles of Incorporation of the Club, and these Bylaws.

Section 2. The Architectural Control and Maintenance Committee shall be one of the standing committees of the Club and shall consist of not less than three (3) and not more than seven (7) members, appointed by the Board of Trustees. The Architectural Control and Maintenance Committee shall receive, consider and pass upon the plans and specifications of any building, fence or other structure before it is commenced, constructed, placed, remodelled or maintained on any lot of BAY RIDGE ESTATES as presently platted or hereafter to be platted, as well as upon the quality of workmanship and materials, harmony of exterior design with existing structures, and location with respect to topography and finished grade elevation. Within sixty (60) days of the submission of plans to the Committee for review, the Committee shall approve or disapprove such plans; and if the Committee fails to approve or disapprove a plan within the sixty (60) day period, approval shall not be required and the provisions of this Article IX and the provisions of the protective covenants shall be deemed to have been fully complied with. A majority affirmative vote of the Committee is required before the Committee shall grant written approval.

Section 3. The President of the Club shall have the authority to appoint such other committee or committees as he may desire and to remove the members thereof at his will. Further, the Board of Trustees shall have the authority to appoint such other committee or committees as it may desire and to remove the members thereof at will.

X. DISSOLUTION

Section 1. In the event of the dissolution of the Club, each person who is then a member shall receive his proportionate share of the property and assets after all of the Club's debts and liabilities have been paid or provided for.

XI. AMENDING OR REPEALING BYLAWS

Section 1. The members shall have the power to make, amend or repeal the Bylaws of the Club at any meeting of the members by vote of sixty percent (60%) of the members voting at any meeting at which there is a quorum present, provided notice of intention to make, amend or repeal the Bylaws at such meeting shall have been given to the members in accordance with the provisions for notice contained in these Bylaws.

XII. WAIVER OF NOTICE.

Section 1. Whenever any notice is required to be given under the provisions of Chapter 24.04 of the Revised Code of Washington relating to non-profit corporations or under the provisions of the Articles of Incorporation or the Bylaws of the Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

I hereby certify that the foregoing are the Bylaws of BAY RIDGE COMMUNITY CLUB, adopted this 9<sup>th</sup> day of <sup>December</sup> ~~July~~, 1992.

In testimony whereof, I hereunto affix my signature on the 9<sup>th</sup> day of <sup>December</sup> ~~July~~, 1992.

BAY RIDGE COMMUNITY CLUB

By Robert K. [Signature]

President





NOTARIAL ACKNOWLEDGEMENT

STATE OF Washington

COUNTY OF Whatcom ss.:

On this 9<sup>th</sup> day of December, 19 92, before me personally

came Robert Kruse, to me known and known to me to be the person described in and who executed the foregoing instrument, and he thereupon duly acknowledged to me that he executed the same.

Margaret Schuler  
Notary Public

Individual  
Acknowledgement

NOTARIAL ACKNOWLEDGEMENT

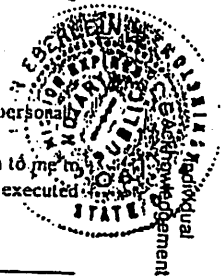
STATE OF Washington

COUNTY OF Whatcom ss.:

On this 9<sup>th</sup> day of December, 19 92, before me personally

came Robert Kruse, to me known and known to me to be the person described in and who executed the foregoing instrument, and he thereupon duly acknowledged to me that he executed the same.

Margaret Schuler  
Notary Public



Individual  
Acknowledgement

WHATCOM COUNTY  
BELLINGHAM, WA  
12/16/92 1:36 PM  
REQUEST OF: CHARLES C  
Shirley Forslof, AUDITOR  
BY: LK, DEPUTY  
\$15.00 B/LAW