

BYLAWS
OF
MIRRORMONT COMMUNITY ASSOCIATION,
a Nonprofit Corporation

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BYLAWS

OF

MIRRORMONT COMMUNITY ASSOCIATION,
a Nonprofit Corporation

ARTICLE I. IDENTIFICATION

Section 1.1. Name. The name of the Association is "Mirrormont Community Association, a nonprofit corporation," hereinafter referred to as the "Association."

Section 1.2. Incorporation. The Association was incorporated on the 18th day of September, 1990, in the State of Washington.

Section 1.3. Principal Office. The principal office of the Association is located at Reaugh, Fischnaller & Oettinger, 3000 Westin Building, Seattle, Washington 98121. The Association may, from time to time, designate a registered office at a different location in accordance with Washington law.

ARTICLE II. MEMBERSHIP

Section 2.1. Membership. The membership of the Association shall consist of all persons over eighteen (18) years of age who either reside or who own property located within the Mirrormont, Colleen or Haas precincts (herein, collectively, "Mirrormont") of King County, Washington.

Section 2.2. Membership Classes. There shall be two (2) classes of membership, as follows:

(a) Sustaining Members. Sustaining members of the Association shall be those members who have paid the annual dues assessed as set forth herein;

(b) Regular Members. All other members of the Association shall be deemed to be regular members.

Section 2.3. Annual Membership Dues. The members of the Association, who are resident upon or who have any

ownership interest in any single tax lot within Mirrormont, shall be jointly and collectively assessed annual membership dues in the amount of \$12.00 per calendar year, payable on or after January 1 of each year, or such other amount as may be set, from time to time, by the Board of Directors. Pro rata dues may be paid for any partial year of membership, but no refund shall be provided in any event where a member ceases membership during a calendar year.

Section 2.4. Certificates of Membership. Certificates of membership in the Association may be issued either to each individual sustaining member or jointly to all of the sustaining members associated with any tax lot within Mirrormont as the Board of Directors may from time to time determine. If such certificates are so issued, they shall be numbered, and the respective sustaining members' names associated with each such certificate shall be entered in the membership register of the Association as the certificates are issued.

Section 2.5. Status of Membership. Membership in the Association shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

Section 2.6. Termination of Membership. Membership in the Association shall be deemed terminated when a member is no longer qualified for membership as set forth herein.

ARTICLE III. MEMBERSHIP MEETINGS AND VOTING

Section 3.1. Annual Meeting. The annual meeting of the members, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held each January beginning in calendar year 1991, at the Mirrormont Country Club, or at such other place and time as the Board may designate.

Section 3.2. Special Meetings. Special meetings of the membership, for any purpose or purposes, may be called at any time by the President of the Association or by the Board of Directors, at such time and place as the President or the Board of Directors may prescribe. Special meetings of the members may also be called by members having at least one-twentieth (1/20) of the votes entitled to be cast at such a meeting; and in the event that such a call be made, it shall be the duty of the

Secretary, upon notice from such members, to call such a special meeting of the membership, to be held at such time and place as the Secretary may fix, not less than ten (10) nor more than fifty (50) days after the receipt of said request; and if the Secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying therein the time and place of the meeting.

Section 3.3. Notice of Meetings. Written or printed notices stating the date, place, and hour of the meeting and, in the case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered to all sustaining members not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary or the members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears in the records of the Association, with postage thereon prepaid. A notice shall be deemed personally delivered if the notice is deposited upon the property of the member in a location reasonably certain to be readily observed. Such notices shall comply with the other requirements for notices of Board meetings as specified in Section 5.3(e) of these Bylaws.

Section 3.4. Voting. The sustaining members of the Association, who are resident upon or who have any ownership interest in any single tax lot within Mirrormont, shall be jointly and collectively entitled to cast a single vote upon any matter duly brought before a meeting of the membership. The casting of any such vote shall constitute a representation by the individual casting the vote that he or she is duly authorized to do so by all of the sustaining members resident upon or who have any ownership interest in the tax lot for which the vote has been cast. Notwithstanding these provisions, no individual resident upon or owing more than one tax lot will be permitted more than one vote at any such meeting.

Section 3.5. Nominations. Nominations for any directorship or officer to be elected by the sustaining membership may be made by any sustaining member of the Association at any meeting during which an election is to be held. Each such nomination shall be made by motion, duly seconded and accepted by the nominee or his or her authorized representative. Written nominations may also be made by any sustaining member up to thirty (30) days

prior to any annual meeting, by submitting the written nomination and a written acceptance signed by the nominee to the Secretary. A sustaining member may nominate himself or herself.

Section 3.6. Quorum. With respect to membership meetings, sustaining members holding one-tenth (1/10) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum for the transaction of business at any such meeting. Once a quorum is present or participating, it is deemed to continue for the duration of the meeting despite the withdrawal of members from the meeting. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, but shall not be required for the election of directors or officers.

Section 3.7. Proxies. At any membership meeting, any sustaining member or members may vote by proxy executed in writing, which proxy shall be valid only if executed and dated within eleven (11) months of the date of the meeting at which the proxy vote of the member is to be cast; provided that for any such proxy to be effective it must contain a representation by the individual who executes it that he or she is duly authorized by all sustaining members resident upon or who have any ownership interest in the tax lot for which the proxy has been executed to execute the same.

Section 3.8. Prohibition Against Cumulative Voting. Cumulative voting shall not be permitted.

Section 3.9. Voting by Mail. Votes for the directors and officers of the Association may, at the option of the Board, be conducted by mail.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. Powers and Qualifications.

(a) Designation and Powers. The affairs of the Association shall be managed by its Board of Directors. Except as expressly provided in Section 4.5 hereof, and notwithstanding any other provision in these Bylaws to the contrary, no officer, committee, agent or member shall expend Association funds, encumber Association assets, authorize their sale, lease, exchange, transfer or

mortgage, or execute a promissory note or similiar instrument other than a check, without an express resolution of the Board to do so.

(b) Number. The number of directors of the Association shall be an odd number not less than three (3) nor more than twenty-one (21), inclusive of the ex officio members. The Board of Directors may, by amendment of these Bylaws, increase or decrease the number of directors; provided, that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of directors to less than three (3).

(c) Election. The Board of Directors shall be elected by the sustaining membership of the Association at its annual meeting.

(d) Term. After the first annual meeting of the Association, the directors shall be elected by the sustaining membership at each annual membership meeting, to hold office, commencing with the annual meeting at which he or she was elected and continuing, unless his or her position has been eliminated through a reduction in the size of the Board, or unless the director resigns, is removed or is otherwise disqualified to serve, until each such director's respective successor has been elected and qualified.

(e) Qualification. All directors must be sustaining members of the Association.

(f) Compensation. No member of the Board of Directors shall receive compensation for any service rendered to the Association. However, when authorized, members of the Board of Directors may be reimbursed for actual expenses incurred in the performance of their assigned duties, when substantiated by either a memorandum or a receipt for the expense incurred.

Section 4.2. Performance Standards. Each director of the Association, including ex officio member of the Board, shall perform his or her duties, including any such duties as a member of any committee of the Association upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing these duties, a director shall be entitled to

rely upon information, opinions, reports or statements, including financial statements or other financial data, in each case prepared or presented by (1) one or more officers of the Association whom the director believes to be reliable and competent in the matter presented; (2) counsel, public accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or (3) a committee of the Board upon which the director does not serve, duly designated in accordance with a provision in the Articles or Bylaws as to matters within its designated authority, which committee the director believes to merit competence; so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Section 4.3. Vacancies and Additional Directorships.
Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining Board of Directors, even though less than a quorum is present. A director so elected to fill a vacancy shall be deemed elected for the unexpired term of his or her predecessor in office. Any director appointed by the Board by reason of an increase in the size of the Board shall stand for election at the next annual membership meeting.

Section 4.4. Resignation and Removal.

(a) **Resignation.** An officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. A resignation shall take effect on the date of receipt of such notice, or at any later date specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

(b) **Disqualification.** Any individual who is no longer qualified to serve as an officer, shall be deemed to have resigned his or her office.

(c) **Removal.** Members of the Board of Directors may be removed, with or without cause, prior to the expiration of their term of office, by the vote, in secret ballot without proxy, of two-thirds (2/3) of the remaining Board of Directors voting affirmatively to remove said director

whenever, in the Board's judgment, the best interests of the Association will be served thereby. Any member of the Board of Directors whose removal has been proposed, shall be given not less than twenty (20) days notice prior to the effective date of any such action and an opportunity to be heard prior to any vote being taken on the proposal at the meeting during which such action shall be taken. In the event of any such removal, the directorship in question shall be deemed vacant and subject to being filled in accordance with the provisions of these Bylaws.

Section 4.5 Executive Committee. The Board of Directors may, by resolution adopted by a majority of the directors, designate and appoint an Executive Committee, which shall consist of three (3) or more directors, at least two (2) to be appointed by the Board and to be chaired by the President of the Association, and which shall have and exercise such authority of the Board of Directors in the management of the Association as may be specified in said resolution; provided, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Association; adopting any position pursuant to Article VIII of these Bylaws; amending the Articles of Incorporation; adopting a plan of merger or a plan of consolidation with another corporation; encumbering Association assets; executing a promissory note or similar instrument other than a check; authorizing the sale, lease, exchange, transfer or mortgage of all or substantially all of the property and assets of the Association; authorizing an expenditure of Association funds in excess of \$100.00; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or such individual director by operation of law.

ARTICLE V. MEETINGS OF BOARD OF DIRECTORS
AND ASSOCIATION COMMITTEES

Section 5.1. Regular Meetings. Regular meetings of the Board of Directors, or of any committee designated by the Board, shall be held monthly at a date and time which may be determined, from time to time, by the Board or such committee; subject to the notice provisions prescribed in these Bylaws.

Section 5.2. Special Meetings. Special meetings of the Board of Directors, or of any committee designated by the Board, may be held at any place and time, whenever called by the President or Secretary, or any two (2) or more Board or committee members; subject to the notice provisions prescribed in these Bylaws.

Section 5.3. Notice of Meetings.

(a) Regular Meetings. Notice of regular meetings of the Board may be made in the manner prescribed for any special meeting, or by the adoption of a schedule of regular meetings, for a period up to one (1) year from and after the date any such schedule is adopted; provided that such schedule shall be delivered to each member of the Board and that a period of at least three (3) days shall elapse between the date of any such adopted schedule and the first meeting so scheduled; and provided further, that any such schedule of regular meetings so adopted shall be made available to any member of the Association upon request.

(b) Special Meetings. Notice of the time and place of any special meeting of the Board of Directors or any of its committees shall be given by the Secretary, or by the person or persons calling the meeting, by mail, by personal delivery, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at his or her address as it appears on the records of the Association, with postage thereon prepaid. If personally delivered, such notice shall be deemed to be delivered when deposited upon the property of the Director in a location reasonably certain to be readily observed.

(c) Emergency Board Meetings. If an extraordinary circumstance or emergency exists which requires a meeting

of the Board which could not be reasonably met by giving the notice required, a special emergency meeting of the Board may be called without written notice; provided that verbal notice or such other notice as may be reasonably calculated to provide actual notice shall be given to a majority of the members of the Board as early as is practicable under the circumstances, and any action taken by the Board at such emergency meeting shall be promptly communicated to all the members of the Board. The minutes of the meeting shall reflect the action taken and the nature of the emergency or extraordinary circumstances which existed, as well as the form and method of notice which was given and deemed practicable under the circumstances.

(d) Telephone Meetings. Any meeting of the Board, or any committee thereof, may be held by conference telephone call or similar communications equipment, and any member of the Board or such committee so participating shall be deemed to be present in person at any such meeting; provided that all directors or committee members, regardless of their means of participating in the meeting, can hear one another at the same time.

(e) Contents of Notice. Any notice of a Board meeting or of any committee meeting required by these Bylaws shall contain the date, time and place at which the meeting will be convened. Unless otherwise provided in these Bylaws, neither the business to be transacted nor the purpose of any meeting need be specified in the notice or any waiver of such notice of such meeting.

(f) Waiver of Notice. Any member of the Board, or of any committee designated by the Board may, at any time, waive notice of any meeting and such waiver shall be deemed equivalent to the giving of such notice. The participation of a director or committee member in a meeting shall constitute a waiver of notice of such meeting, except where a director or committee member attends a meeting for the express and exclusive purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. If all members of the Board, or of any committee of the Board, are present at any meeting, no notice shall be required except for the removal of a director, in which case the notice provisions unique to that situation, as specified elsewhere in these Bylaws, shall be provided.

(g) Actions by Written Consent. Any corporate action required or permitted by the Articles, Bylaws, or laws of the State of Washington to be taken at a meeting of the Board, other than the removal of a director, may be taken without a meeting if, at any time, written consent setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

Section 5.4. Quorum. One-third (1/3) of the Board of Directors, or a majority of any committee designated by the Board, either present in person or otherwise, shall constitute a quorum for the transaction of business. Once a quorum is present or participating, it is deemed to continue for the duration of the meeting despite the withdrawal of directors or committee members from the meeting. At any meeting of the Board or a committee at which a quorum is present, any business properly brought before that body may be transacted, and the Board or committee may exercise all of its powers. The act of the majority of directors or committee members present at a meeting at which a quorum is present, shall be the act of the Board or the committee, respectively, unless the act of a greater number is required by other provisions of law, the Articles or these Bylaws.

Section 5.5. Open Meetings. Except as otherwise provided, all meetings of the Board of Directors, and any committee thereof, shall be open to all members of the Association, but individuals who are not members of the Board or such committee may not participate in any discussion or deliberation unless expressly authorized to do so by the Board or such committee.

Section 5.6. Executive Session. Notwithstanding any provision of these Bylaws to the contrary, the Board of Directors or Executive Committee may, with approval of a majority, adjourn a meeting and reconvene in executive session to discuss or vote upon the acquisition price or disposition price of any real property, litigation in which the Association is or may become involved, legal advice which is being given or sought, and orders of business of a similar confidential or sensitive nature; provided, that the nature of any and all such business to be considered in executive session shall first be announced in open session.

Section 5.7. Minutes. Written minutes shall be kept of all Board meetings and a copy of the written minutes of each meeting of the Board shall be provided to all members of the Board within sixty (60) days after the adjournment of any such meeting.

Section 5.8. Assent Presumed. A director or committee member who is present at a meeting of the Board or any committee thereof, respectively, at which action on any matter is taken, shall be presumed to have assented to the action taken unless the director's or committee member's dissent or abstention shall be entered in the minutes of the meeting, or unless the director or committee member shall file his or her written dissent or abstention to such action with the person acting as the secretary to the meeting before the adjournment thereof, or otherwise forward such dissent or abstention by certified mail, or its equivalent, to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of the action in question.

ARTICLE VI. OFFICERS

Section 6.1. Officers.

(a) Enumeration. The officers of the Association shall be a President, two or more Vice Presidents as set forth herein, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, establish by amendment to these Bylaws, or by special appointment, as provided herein.

(b) Election. The officers of the Association shall be elected annually by the sustaining membership at its annual meeting.

(c) Term. Each officer shall hold office commencing with the annual meeting at which he or she was elected and continuing unless the officer resigns, is removed, or is otherwise disqualified to serve, until his or her respective successor is elected and qualified.

(d) Qualification. All officers must be sustaining members of the Association.

(e) Compensation. No officer shall receive compensation for any service rendered to the Association.

(f) Special Appointment. The Board of Directors may appoint 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 of Directors may, from time to time, determine; provided that any person so appointed shall be bound by the provisions of Section 4.2 herein as if they were an elected or ex officio member of the Board.

(g) Resignation and Removal.

(1) Resignation. An officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. A resignation shall take effect on the date of receipt of such notice, or at any later date specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

(2) Disqualification. Any individual who is no longer qualified to serve as an officer, shall be deemed to have resigned his or her office.

(3) Removal. Any officer elected by the sustaining membership may be removed from office by the sustaining membership whenever, in its judgment, the best interests of the Association will be served thereby, but only upon at least twenty (20) days notice and an opportunity for the affected officer to address the membership prior to its vote, at any regular or special meeting having been called for that purpose. The Board may remove any officer it has specially appointed, at any time, without notice or any opportunity for a hearing.

(h) Vacancy. A vacancy in any office may be filled following nomination by the President and election by the Board of Directors. The officer so elected to such vacancy shall serve for the remainder of the term of the individual holding the office which became vacant.

(i) Multiple Offices. Any two or more offices may be held by the same person, except the offices of President and Secretary. Required by RCW 24.03.125.

Section 6.2. Powers and Duties. All officers, other than those specially appointed by the Board, shall be ex

officio members of the Board. The other powers and duties of the officers are those as the Board of Directors may prescribe, as well as those which are specified below; provided that all such powers and duties are expressly limited as provided in Section 4.1(a) herein:

(a) President. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and the Association membership; shall see that orders and resolutions are carried out; shall sign, with the consent of the Board and in the name of the Association, all leases, mortgages, deeds and other written instruments; may co-sign all checks and promissory notes; and shall have such other powers and duties which are usually vested in the office of the President of a non-profit corporation and which are not expressly reserved to another officer or to the Board by the Articles or these Bylaws.

(b) Vice President - Architectural Concerns. The Vice President - Architectural Concerns shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act; may co-sign all checks and promissory notes; and shall exercise and discharge such other duties as may be required by the Board of Directors. The Vice President - Architectural Concerns shall also serve as the chairperson of any Architectural Committee of the Association, should one be established by the Board.

(c) Vice President - Membership. The Vice President - Membership shall act in the place and stead of the President in the absence, inability or refusal of both the President and Vice President - Architectural Concerns to act; may co-sign all checks and promissory notes; and shall exercise and discharge such other duties as may be required by the Board of Directors.

(d) Secretary. The Secretary shall record the votes and keep minutes of the meetings and proceedings of the Board of Directors and the Association membership; serve notice of meetings when required; maintain a current copy of the Association's Articles and Bylaws; maintain, with the assistance of the Vice President: membership, a record of members including their names, addresses and classes of membership, if any; maintain a record of officers' and directors' names and addresses; assure that the Association is in compliance with the provisions of RCW 24.03.135 or other applicable laws regarding the maintenance of its records; and perform such other duties as required by the Board of Directors.

(e) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall require co-signatures on all checks over \$50.00; may sign or co-sign all checks and promissory notes of the Association; shall render to the President, members of the Board of Directors or membership, whenever requested, an accounting of all transactions and the financial condition of the Association; shall maintain separate bank accounts for administrative (operating) expenses and other funds as required; shall keep proper books of accounts; and shall perform such other duties as required by the Board of Directors.

ARTICLE VII. COMMITTEES

Section 7.1. Establishment. By resolution duly adopted, the Board of Directors may establish committees for any duration of time and for any particular purpose.

Section 7.2. Standing Committees. The following standing committees are established:

(a) Architectural Committee. The Architectural Committee shall consist of three (3) sustaining members, two (2) to be appointed by the Board of Directors and chaired by the Vice President - Architectural Concerns. It shall be the duty of the committee to advise the Association regarding the acquisition, construction, management, maintenance and care of property held by the organization, or commonly held by its members, including, but not necessarily limited to, the enforcement of any and all covenants which lie against the property upon which members of the Association reside and to serve as a liaison between the Association and any and all other organizations, public or private, dedicated to the enforcement of either public or private restrictions on the use of property within Mirrormont.

(b) Membership Committee. The Membership Committee shall be composed of three (3) or more sustaining members of the Association, two (2) or more to be appointed by the Board of Directors, and chaired by the Vice President - Membership. It shall be the duty of the committee to assist the officers of the Association in the administration of the membership register; in the collection of dues and assessments; and to serve as

liaison to the regular and sustaining members of the Association, as well as to undertake any and all other duties as may be required by the Board of Directors.

ARTICLE VIII. CORPORATE ACTIONS

Section 8.1. Association Endorsements and Actions.
The Association may take a position with respect to any legislative or administrative action, or it may elect to be involved in litigation, only upon a showing that such actions or activities are consistent with the purposes for which the Association was formed and with the consent of the Board of Directors. No individual member of the Association shall be deemed to have any authority to speak on behalf of the Association or to endorse, support, oppose or make any comment of any kind whatsoever with respect to any legislative, administrative or judicial matter involving or affecting the Association, unless such member has been expressly authorized to do so by the Board of Directors. The Association shall not, directly or indirectly, participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 8.2. Procedure. Any member of the Association desiring that the Association take a position with respect to any legislative or administrative matter, or in connection with any existing or potential litigation, shall bring the proposed action before the Board of Directors at any regular meeting of the board, or at a special meeting called for that purpose. The Board of Directors shall have the power to endorse, support, reject or delay consideration of the proposal; provided that any such action by the Board shall be brought before the sustaining membership for review at its next annual meeting, or at any special meeting called for that purpose and that such action may be revised or repealed upon the role of a majority of the sustaining members present at the meeting; and provided further that no such action shall authorize the expenditure of Association funds other than contributions raised solely in support of the action without an express resolution of the Board to that effect.

(a) **Endorsement.** An endorsement of the proposed action shall indicate that the Association is in full and unqualified support of the proposed action and that the

officers of the Association and its designated representatives are authorized to take whatever means they deem appropriate, including the solicitation of contributions in support of the action. Each member of the Board of Directors who votes in favor of endorsing corporate action shall be deemed to have made a personal commitment to work diligently in support of the Association with respect to that matter.

(b) Expressions of Support. An expression of support, short of an endorsement, signifies that the Association is philosophically in support of the proposed action, and that its officers and designated representatives may make whatever expression of such support they deem appropriate on behalf of the Association, but it shall not authorize the Association officers or others to solicit contributions in the name of the Association or to expend sums in support of the action, without further express authorization from the Board of Directors.

ARTICLE IX. ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 9.1. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 9.2. Corporate Seal. The Association shall not have a corporate seal.

Section 9.3. Books and Records.

(a) Inspection by Members. The membership register, books of account and minutes of meetings of the Board of Directors and membership meetings, as well as any other committees for which minutes were kept, shall be available for inspection and copying by any member of the Association, or his or her authorized representative, during normal business hours, or at any other reasonable time at such places as the Board of Directors may prescribe.

(b) Rules for Inspection. The Board of Directors may establish reasonable rules with respect to: (1) notice to be given to the custodian of the records by a person or entity desiring to make an inspection; (2) the location where such inspection may be made; or (3) payment for the costs of reproducing and copying the documents requested.

Section 9.4. Indemnification. The Association shall indemnify any person made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Board of Directors, an officer, employee or agent of the Association, or who at the request of the Association serves as a director, officer, agent or member of any other organization, whether incorporated for profit, not-for-profit, or otherwise, against judgments, penalties, fines, settlements and reasonable expenses (including the expenses of their attorney) as actually incurred by such person in connection with any such proceeding if:

(a) Such person conducted himself or herself in good faith, and (1) in the case of conduct in such person's own official capacity with the Association, such person reasonably believed his or her conduct to be in the Association's best interests; or (2) in all other cases, such person reasonably believed his or her conduct to be at least not opposed to the Association's best interests, and

(b) In the case of any criminal proceeding, such person had no reasonable cause to believe his or her conduct was unlawful. However, no indemnification may be made pursuant to this section with respect to, or as a result of, any proceeding in which such person shall have been adjudged to be liable to the Association, or with respect to, or as a result of, any proceeding in which such person shall have been adjudged to be liable for having improperly received a personal benefit, whether or not involving action in his or her official capacity with respect to the Association.

Section 9.5. Loans Prohibited. No loans shall be made by the Association to any director or officer.

Section 9.6. Conflicts. In any case of conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In any case of conflict between these Bylaws or the Association's Articles and any provisions of the Washington Nonprofit Corporation Act, ch. 24.03 RCW, the provisions of the Act will control.

Section 9.7. Rules of Procedure. The rules of procedure at meetings of the membership, or of the Board of Directors, shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, so

far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board of Directors; provided that the failure of any member to object to a violation of the Association's rules of procedure, the Bylaws, Articles, or law occurring at any meeting, prior to the adjournment of the meeting, or within three (3) days of the action which gave rise to the objection, whichever is less, shall be deemed a waiver of the objection and the action shall be deemed to be as valid as if no violation had occurred.

Section 9.8. Disclaimer of Prior Actions. The Association is the successor to the Mirrormont Community Association, an unincorporated association which was active in the Mirrormont Community prior to 1976 and through its incorporation as a Washington nonprofit corporation on May 19, 1977. Thereafter, the first Mirrormont Community Association operated pursuant to Articles adopted May 18, 1977, and Bylaws adopted September 19, 1977, and amended December 15, 1980, as well as a variety of other policies and procedures, until its administrative dissolution by the Secretary of State on June 15, 1984. The Association adopting the present Bylaws has no direct affiliation whatsoever with its predecessors and does not, except by way of specific resolution by the Board to the contrary, adopt, endorse, support, enforce or ratify any of the actions of these predecessor organizations.

ARTICLE X. BYLAW AMENDMENTS

Section 10.1. Procedure. These Bylaws may be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) of the Board of Directors at any regular or special meeting of the Board.

ARTICLE XI. DISSOLUTION

Section 11.1 Procedure. In the event of dissolution of the Association, its assets shall be applied and distributed in accordance with the provisions of RCW 24.03.225; provided that after paying or making provision for the payment of all liabilities of this Association, all of the assets of the Association shall be distributed by the Board to one or more organizations organized exclusively for such purposes as shall, at that time, qualify for exemption from taxation under the Internal

Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue law). Any such assets not so distributed shall be disposed of by the Superior Court of King County, exclusively for such purposes, or to such societies, organizations or governmental entities as said Court shall determine to be organized and operated exclusively for purposes consistent with those of the Association.

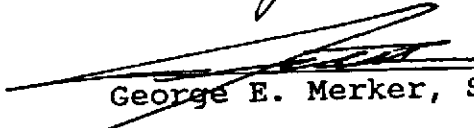
ARTICLE XII. CERTIFICATION

THE UNDERSIGNED, do hereby certify that they are the duly elected, qualified and acting President and Secretary of the Mirrormont Community Association, a Washington nonprofit corporation, and that the above and foregoing Bylaws were adopted as the Bylaws of the Association by the Board of Directors by consent to the actions of the Board at its Organization Meeting held December 11, 1990.

DATED this 28th day of JANUARY, 1991.



Albert J. Serpas, President



George E. Merker, Secretary

BYLAW AMENDMENT

OF

MIRRORMONT COMMUNITY ASSOCIATION,
a Nonprofit Corporation

Amendment No. 1 to Bylaws

Pursuant to Section 10.1 of the Bylaws of the Mirrormont Community Association, adopted January 28, 1991, the Association, acting by and through its Board of Directors, adopts the following Amendment No. 1 to the Bylaws:

FIRST: To revise Section 2.1 to read:

Section 2.1 Membership. The membership of the Association shall consist of all persons over eighteen (18) years of age who either reside or who own property located within the Mirrormont, Colleen, or Haas precincts, or the immediately adjacent areas (herein, collectively, "Mirrormont") of King County, Washington.

SECOND: To revise the first sentence of Section 7.2(a) to delete the phrase "shall consist of three (3) sustaining members, two (2) to be appointed by the Board of Directors" and to replace that phrase so that the first sentence of Section 7.2(a) shall read in its entirety:

Section 7.2(a) Architectural Committee. The Architectural Committee shall be composed of three (3) or more sustaining members of the Association, two (2) or more to be appointed by the Board of Directors, and chaired by the Vice President -- Architectural Concerns.

The undersigned Secretary and President, respectively, have executed this Amendment No. 1 in duplicate on MARCH 17, 1992.



GEORGE E. MERKER, Secretary

Attest:

RAY SKOFF, President