Skagit County Auditor, WA

WHEN RECORDED RETURN TO:

Land Title Company 3010 Commercial Avenue Anacortes, WA 98221

Accommodation Recording M-22052 Land Title and Escrow
DOCUMENT TITLE(S):
Bylaws

REFERENCE NUMBER(S) OF DOCUMENTS ASSIGNED OR RELEASED:
Plat of Forest Ridge PUD AFN 200010300144

GRANTOR:
Forest Ridge PUD Owner's Association

GRANTEE:
The Public

ABBREVIATED LEGAL DESCRIPTION:
Forest Ridge PUC, Phases 1 & 2

TAX PARCEL NUMBER(S):
4811-000-999-0000, P120121

BYLAWS

for

FOREST RIDGE P.U.D. OWNERS' ASSOCIATION

REGISTERED OFFICE:

The registered office of the corporation in the State of Washington shall be located at such address as may be established by the Board of Directors from time to time, as it may deem necessary for the proper transaction of corporate business.

PURPOSES:

2.1 The corporation shall be conducted as a non-profit, social and maintenance organization for the benefit of the members of this corporation.
The purposes for which this corporation has been created may be altered, modified, enlarged or diminished by the vote of a majority of the members, at an annual meeting

or at any special meeting duly called for that purpose.

MEMBERSHIP:

3.1. The membership of this corporation shall consist of and be limited to the owners and purchasers of property in the Plat of Forest Ridge P.U.D.

Membership shall be inseparably appurtenant to the tracts owned or being purchased by the members, and upon the transfer of ownership or the making of a contract for the sale of any such tract, the membership appurtenant thereto shall be deemed to be transferred to the contract purchaser or grantee, and said ownership is not subject to the approval of the Board of Directors, or of the other members of said association.

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No membership may be conveyed or transferred in any other way. In the event of the death of a member, his membership shall pass in the same manner and to the same person as does the real property itself.

3.3. No membership shall be forfeited nor any member be expelled, except members may be temporarily suspended and their voting rights temporarily suspended during the period within which they may be billed by the corporation for regular dues which have been for more than SIXTY (60) days due and unpaid.

No member may withdraw except upon the transfer of title to, or upon contracting for the sale of, the tract to which his membership is appurtenant. No compensation shall be paid by the corporation upon any transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the corporation.

4. MEETINGS:

- Annual Meeting. The annual meeting of the members shall be held the 4th Monday in January in each year at Vintage Investments, Inc., 1019 24th Street, Anacortes, Washington, or at such other location as the board may select for the purpose of electing directors and transacting such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated for the annual meeting of the members, or at any adjournment thereof, the election shall be held at a special meeting of the members called as soon thereafter as practicable.
- 4.2. Annual Meeting Order of Business. At the annual meeting of the membership, the order of business shall be as follows:
 - 4.2.1. Calling of the meeting to order.

- 4.2.2. Proof of notice of meeting (or filing waiver).
- 4.2.3. Reading of minutes of last annual meeting.
- 4.2.4. Report of officers.
- 4.2.5. Reports of committees.
- 4.2.6. Election of directors.
- 4.2.7. Presentation and voting on the budget.
- 4.3. Special Meetings. The president or the board may call special meetings of the members for any purpose. At the request of the members having at least 25% of the votes entitled to be cast at a meeting of the membership, the president shall call a special meeting of the members.
- 4.4. Place of Meeting. All meetings shall be held in the area of Anacortes or at such other place within or without the State of Washington designated by the board or by a waiver of notice signed by all of the members entitled to vote at the meeting.
- 4.5. Notice of Meeting. The president or board when calling an annual or special meeting of members shall cause to be delivered to each member entitled to vote at the meeting, either personally or by mail, not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, day and hour of the meeting and, in the ease of a special meeting, the purpose or purposes for which the meeting is ealled.
- 4.6. Action by Members Without a Meeting. Any action required or permitted to be taken at a members' meeting may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Any such consent shall be inserted in the minute book as if it were the minutes of a membership meeting.
- 4 7 Quorum. At any meeting of the membership of the corporation, those members present in person or by proxy shall constitute a quorum. Each member so present shall be entitled to one vote.

- 4.8. Proxies. At all membership meetings, a member may vote by proxy executed in writing by the member or by his attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy shall be invalid after eleven (11) months from the date of its execution.
- 4.9 <u>Voting.</u> Members shall be entitled to cast one vote. No member may hold more than one membership except temporarily as personal representative in probate proceedings, or as a guardian. The vote for any membership owned by a single marital community may be cast by either spouse without presentation of authority from the other. If membership is appurtenant to real estate, the membership of two or more tracts shall not entitle the owner to more than one vote.

5. **BOARD OF DIRECTORS:**

5. <u>General Powers</u>. The business and affairs of the corporation shall be managed by the board.

Number, Tenure and Qualifications. The board shall be composed of five directors, provided, however, that the number of directors may be changed from time to time to any number not less than three by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director, but no decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting and until his successor shall have been elected and qualified unless he resigns or is removed. Directors must be members of the corporation. In the event a director can no longer qualify as a member, he shall thereupon also automatically cease to be a director and his office shall become vacant without the necessity of any act by the board.

- Regular Meetings. A regular board meeting shall be held without notice immediately after and at the same place as the annual meeting of the membership. By resolution, the board may provide the time and place within the State of Washington for holding additional regular meetings without other notice than such resolution.
- 5.4. Special Meetings. Special board meetings may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings may fix a place within the State of Washington as the place for holding any special board meeting called by them.
- 5.5. Notice. Written notice of each special board meeting shall be delivered personally, telegraphed or mailed to each director at his business address at least two days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. If the notice is telegraphed, it shall be deemed to be delivered when the content of the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting.
- 5.6. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any board meeting, but, if less than such majority be present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- 5.7 Manner of Acting. 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.

- 5.8. <u>Vacancies</u>. Any vacancy occurring on the board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual at an annual meeting or at a special membership meeting called for that purpose.
- 5.9 <u>Removal</u>. At a meeting of the membership, one or more members of the board (including the entire board) may be removed, with or without cause, by a vote of the members then entitled to vote on election of directors.
- 5.10. <u>Compensation</u>. By board resolution, directors may be paid their expenses, if any, of attendance at each board meeting. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.
- 5. 1 Presumption of Assent. A director of the corporation present at a board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or unless he forwards such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. A director who voted in favor of such action may not dissent.
- 5 12. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the directors. Any such written consent shall be inserted in the minute book as if it were the minutes of the board meeting.
- 5 13. <u>Election of Officers</u>. At the meeting of the board immediately following the annual membership meeting, the board shall elect the officers of the corporation. All such

Amend Bylaws, Section 5.2 To Read As Follows:

5.2 Number, Tenure and Qualifications, The board shall be composed of five directors and one alternate, provided, however, that the number of directors may be changed from time to time to any number not less than three (3) by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent directors. Each director shall be elected for a three year term except for the alternate who shall serve one year. Each director shall serve until expiration of his or her term and a successor has been elected and qualified unless he or she resigns or is removed. Directors must be members of the corporation and no lot may be represented by more than one director. In the event a director can no longer qualify as a member, he or she shall thereupon also automatically cease to be a director and the office shall become vacant without the necessity of any action of the board Directors may serve no more than two (2) consecutive terms

The alternate director may vote at a meeting if designated by a full director who will be absent for the meeting



officers must be members of the corporation. The president of the corporation shall be the chairman of the Board of Directors.

6. **OFFICERS**:

- Number. The officers of the corporation shall be a president and a secretarytreasurer, each of whom shall be elected by the board. Such other officers and
 assistant officers as may be deemed necessary may be elected or appointed by the
 board. Any two or more offices may be held by the same person, except the offices of
 president and secretary.
- 6.2. Election and Term of Office. The officers of the corporation shall be elected annually by the board at the board meeting held after the annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a board meeting conveniently may be held. Each officer shall hold office until the next annual meeting and until his successor shall have been elected and qualified unless he resigns or is removed.
- 6.3. Removal. Any officer or agent elected or appointed by the board may be removed by the board whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 6.4 <u>Vacancies</u>. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board for the unexpired portion of the term.
- 6.5 President. The president shall be the principal executive officer of the corporation and, subject to the board's control, shall supervise and control all of the business and affairs of the corporation. When present, he shall preside over all membership meetings and over all board meetings. With the secretary or other officer of the

corporation authorized by the board, he may sign certificates for membership in the corporation, deeds, mortgages, bonds, contracts, or other instruments that the board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the board or by these Bylaws to some other officer or agent of the corporation or is required by law to be otherwise signed or executed by some other officer or in some other manner. In general, he shall perform all duties incident to the office of the president and such other duties as may be prescribed by the board from time to time.

- 6.6. Secretary-Treasurer. The secretary shall (a) keep the minutes of the membership and board meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member as furnished to the secretary by each member; (e) sign with the president, certificates for membership in the corporation, the issuance of which has been authorized by resolution of the board; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board.
- discharge of his duties in such sum and with such surety or sureties as the board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws and in general perform all

- of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board.
- 6.8. Other Officers. In addition to the foregoing officers, the Board of Directors may, from time to time, elect such other officers as they may see fit, with such duties as the board may deem proper.

CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 7. Contracts. The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- 7.2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.
- 7.3. Loans to Officers and Directors. No loans shall be made by the corporation to its officers or directors.
- 7.4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the board.
- 7.5. <u>Deposits</u>. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, savings and loan associations or other depositories as the board may select.

8. FISCAL YEAR:

The fiscal year of the corporation shall begin on the first day of January and terminate on the last day of December of each year.

9 SEAL:

The seal of the corporation shall consist of the name of the corporation, the state of its incorporation and the year of its incorporation. The corporation is not required to have a seal.

10. WAIVER OF NOTICE.

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or under the provisions of the articles of incorporation or under the provisions of the Washington Non-Profit Corporation Act, 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.

II. INDEMNIFICATION:

- 11.1. To the fullest extent permitted by Washington law, as it now exists or may hereafter be amended, a director of this corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director for acts or omissions that involve:
 - 11.1.1. intentional misconduct by the director;
 - 11. .2. a knowing violation of law by the director;
 - 11. .3. intentionally wrongfully distributing corporate assets;

- 11 1.4. any transaction from which the director will personally receive a benefit of money, property or services to which the director is not legally entitled.
- 11.2. Any amendment or repeal of this article shall not adversely affect the right or protection of a director or the corporation existing at the time of such amendment or repeal.

12. DUES:

- 1 1 <u>Dues</u>. For the purposes of financing the activities of the corporation, it is hereby declared that all the tracts within the jurisdiction of the corporation, shall be charged an amount as annual dues as follows:
 - 12. .1. Each member shall pay dues per tract of property owned by said member in such amounts as shall be determined by the Board, and ratified by the members, pursuant to R.C.W. 64.38.025.
- 12.2. Payment of Dues. The dues shall be due and payable on such date as established by the Board of Directors. Within one month from the date of the annual meeting of the membership, the treasurer shall cause a statement of the annual dues to be mailed to each member at his address of record with the secretary. Any dues not paid by the established due date shall thereafter be delinquent with interest at the rate of twelve percent (12%) per annum. Upon becoming delinquent, such dues shall constitute a lien upon the tract or tracts against which they have been levied, and the corporation may file a statement of said charges and a lien in the proper offices of Skagit County, Washington. A release of said lien shall be filed by the corporation upon payment in full of said dues with interest and costs, disbursements and attorney's fees incurred by the corporation. Said lien may be enforced by the corporation as may any lien on real property under the laws of the State of Washington; and if said lien is foreclosed, the member/owner shall be liable for the costs and disbursements, including reasonable

attorney's fees, of the corporation herein, all of which costs, disbursements and fees shall be secured by such lien. Members shall have, nonetheless, first liability for dues, whether by accepting the deed to or by executing a contract to purchase, a tract to which unpaid dues are allocated, and shall become personally obligated to pay such dues, including any interest accrued thereon, and shall be subject to the enforcement provisions of this Section.

2.3. <u>Delinquent Dues</u>. In the event that any member of this corporation fails for a period of 60 days after the delinquency to pay his dues, this corporation shall have the power to suspend voting privileges and membership: as hereinabove provided, until such bill is paid.

13 AMENDMENTS:

General Amendments. These Bylaws may be amended by the Board of Directors at any annual meeting or at any special meeting properly called for that purpose, at which a quorum is present, by the affirmative vote of a majority of the directors present; subject to the power of the members to repeal such amendments.

THE WITHIN and foregoing Bylaws of Forest Ridge P.U.D. Owners' Association were duly adopted by the Board of Directors on the 21 day of MARCH, 2000.

RONALD A. WOOLWORTH, President

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Secretary

Dear Member of the Forest Ridge HOA.

Attached please find two amendments for your attention. You will be asked to vote on both at a brief special meeting which will occur immediately prior to the Annual Meeting on the same date, time and location of the Annual Meeting.

Amendment Number One:

The By-Laws changes described in this document have been adhered to but a signed copy is not found in the files of the Forest Ridge HOA.

To put our house in order, the Board will ask for a motion to approve the document identified as Amendment Number One.

Amendment Number Two:

This amendment changes the current language of the By-Laws to be consistent with the wording in our Forest Ridge CCR's.

To allow for more flexibility in setting the date of the Annual Meeting during the first quarter of the year, the board will ask for a motion to approve the amendment.

Thank you,

The Forest Ridge HOA Board

First Amendment to Bylaws For Forest Ridge P.U.D. Owners Association

The initial bylaws for Forest Ridge P.U.D. Owners Association are amended as follows:

- Section 4.3 "Special Meetings" is herby amended to read as follows:
 - 4.3 Special Meetings Special meetings of the owners may be called at any time for the purpose of considering matters which by the terms of the Act or of this Declaration require the approval of all or some of the owners, or for any other reasonable purpose, or after request signed by a majority of the Board. Such meetings shall be called by written notice of the president, or by written request by owners having at least twenty percent (20%) of the total votes, which notice shall be delivered not less than ten (10) nor more than sixty (60) days prior to the date fixed for the meeting. The notice shall specify the date, time and place of the meeting, and the matters to be considered. No business other than that set forth in the notice shall be transacted at the meeting.
- 2. Section 4.5 "Notice of Meeting" is hereby amended to read as follows:
 - 4.5 <u>Notice of Meeting</u> The president or board prior to the annual meeting of members shall cause to be delivered to each member entitled to vote at meeting, either personally or by mail, not less than fourteen (14) nor more than sixty (60) days before the meeting, written notice stating the place, day and hour of the meeting.
- 3. Section 4.7 "Quorum" is hereby amended to read as follows:
 - 4.7 <u>Quorum</u> At any meeting of the membership of the corporation, those members present in person or by proxy shall constitute a quorum.
- 4. Section 4.9 "Voting" is hereby amended to read as follows:
 - 4.9.1 Number of Votes The total voting power of all owners shall be one hundred (100) votes and the total number of votes available to the owner(s) of any one lot shall be equal to one hundred (100) times the percentage of undivided interest in the common areas and facilities appertaining to such lot.
 - 4.9.2 <u>Voting Owner</u> There shall be one (1) voting representative of each lot. Declarant shall be considered an "owner" as that term is used herein, and shall be the voting representative with respect to any lots owned by Declarant. If a person (including Declarant) owns more than one lot, he shall have the votes for each lot owned. The voting representative shall be designated by the owner of each lot by written notice to the Board, and need not be an owner. The designation shall be revocable at any time by actual notice to the Board from a party having an ownership interest in the lot, or by actual notice to the Board of the death or judicially declared incompetence of any party having an ownership interest in the lot. This power of designation and revocation may be exercised by the guardian of

a lot owner, and the administrator or executor of any owner's estate. Where no designation has been made, the voting representative of each lot shall be the group composed of all its owners. All owners may be present at any meeting of the Association members.

- 4.9.3 <u>Joint Owner Disputes</u> The vote for a lot must be cast as a single vote and fractional votes shall not be allowed. In the event that joint owners are unable to agree among themselves as to how their vote shall be cast, the majority of said joint owners shall prevail and the vote allocated to such lot shall be cast accordingly. In the event more than one vote is cast for a particular lot, none of said votes shall be counted and said votes shall be deemed void.
- 4.9.4 <u>Pledged Votes</u> In the event the record owner has pledged in writing his vote regarding specified matters to a mortgage under a duly recorded mortgage, or to the vendor under a duly recorded real estate contract, only the vote of such mortgagee or vendor shall be recognized in regard to the specified matters upon which the vote is so pledged and only during a period of line missing forfeiture involving a real estate contract and only if a copy of the instrument with this pledge has been filed with the Board. Amendments to this subsection shall only be effective upon the written consent of all the voting owners and thier respective mortgagees and vendors, if any
- Section 5.2 "Number, Tenure and Qualifications" is hereby amended to read as follows:
 - 5.2 Number, Tenure and Qualifications The board shall be composed of five directors, provided, however, that the number of directors may be changed from time to tome to any number not less than three by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent directors. Each director shall hold office until the next annual meeting and until his successor shall have been elected and qualified unless he resigns or is removed. Directors must be members of the corporation. In the event a director can no longer qualify as a member, he shall thereupon also automatically cease to be a director and his office shall become vacant without the necessity of any act by the board.
- 6. Section 13.1 "General Amendments" is hereby amended to read as follows:
 - 13.1 <u>General Amendments</u> These bylaws may be amended as provided in section 9.5.1 of the Declaration

This amendment to the initial bylaws is made by declarant pursuant to section 9.5.1 of the Declarations to bring said bylaws into compliance with section 9.5.2 of said Declarations.

Executed this day of December, 2001.

Ronald A. Woolworth Declarant

First Amendment to By-Laws for Forest Ridge P.U.D Owners Association (Draft)

Amendment document attached was approved at the HOA Annual Meeting held on <u>January 14, 2020</u>

Date

Signed by_

President, Forest Ridge HOA

Secretary

Second Amendment to By-Laws for Forest Ridge P.U.D Owners Association (Draft)

The initia By-Laws for Forest Ridge P.U.D Owners Association are amended to read as follows:

1. Section 4.1 Annual Meeting

There shall be an annual meeting of the owners in the first quarter of each fiscal year at such reasonable place and time as may be designated by written notice of the Board delivered to an owner no less than fourteen (14) nor more than sixty (60) days prior to the date fixed for said meeting.

If the election of directors is not held on the day designated for the annual meeting of the members, or any adjournment thereof, the election shall be held at a special meeting of the members called as soon thereafter as practable.

Approved at HOA Annual Meeting held on Date

Signed by

President, Forest Ridge HOA

Secretary

Revised Bylaws Third Amendment to Bylaws for Forest Ridge P.U.D. Owners Association

RENTAL LIMITATION:

- 1. The number of units that may be leased or rented in the Forest Ridge Planned Unit Development (PUD) shall be restricted/limited to no more than twenty (20) percent of the units (6 units total).
- 2. Any owner wishing to lease or rent his/her unit shall apply to the Board of Directors in writing utilizing the application form (Attachment #1). On receipt of said application, the Board will advise the applicant of approval or rejection within 30 days.
- 3. Any approved lease or rental agreement shall be for at least twelve (12) months, shall be in writing, and shall be subject to the governing documents (CCRs/By-Laws) of the Forest Ridge PUD Owners Association.
- 4. When ownership of record changes, or the owner chooses to occupy the unit, the approval terminates. Change of ownership of record includes sale, foreclosure, inheritance, property settlement or any other legal transfer of ownership.
- 5. Nothing contained herein shall be construed as permitting any homeowner or his/her representative to sell his/her property/lot as a rental or investment property.

Attachment #1:

Application To Use Residence As Rental

Approved by the owners at the Annual Meeting held on January 7, 2020:

Attachment #1

Forest Ridge P.U.D. Owners Association Application To Use Residence As Rental

To: Board of Director	rs .			
I/We,				
at				
since	and we are	now applying	to use this residen	ice as a rental.
I/We have read the fagree to abide by all				
I/We understand that days to either approv Property Manager w the rental agreemen	ve it or reject it ith the name a	If application	is approved, I agr	
Application Date:				
Signature of Owner(s	;)			_
Board of Directors: /	\pprove	Deny	Date:	
Signature			Position	