

Bylaws of the High Pointe II Homeowners Association

RECITALS

High Pointe II Homeowners Association (the “Association”) was established pursuant to the Declaration of Covenants, Conditions and Restrictions of High Pointe II (the “Declaration”), recorded under File No. 9203090047, in Kitsap County, Washington; and

The terms of such instrument (herein referred to as the Declaration) and the laws of the State of Washington, provide for the establishment of the High Pointe II Homeowners Association, and the adoption of Bylaws for such Association;

Following a proposal from the Board, submission in writing to all Owners, and a meeting of the Association, the affirmative vote of a majority of the voting power of the Association has rescinded the Original Bylaws, and does hereby adopt the following Bylaws, which need not be recorded:

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ARTICLE 1 – MEMBERSHIP.

To qualify as a Member, a person shall be a Lot Owner, and all Lot Owners shall be Members.

ARTICLE 2 – ASSOCIATION MEETINGS.

2.1 –Meetings. A meeting of the Association must be held at least once each year. Annual and special meetings shall be called and held as provided in RCW 64.90.445.

2.2 – Emergency Powers of the Association.

The Association and its Board shall have powers during emergencies as defined in the statute to conduct business and take action as provided in RCW 64.90.502

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2.3 – Parliamentary Authority. In the event of dispute on procedures, the parliamentary authority for the meetings shall be the most current available edition of Robert's Rules of Order.

ARTICLE 3 – BOARD MEETINGS.

3.1 Board meetings shall be conducted as provided in RCW 64.90.445. Board meetings shall be open to all members except as provided in that statute for executive sessions. The Board shall meet at least quarterly.

3.2 A Board Member may not vote by proxy or absentee ballot for any action of the Board.

3.3 – Rules of Order. If there are disputes in how meetings are to be conducted, the most recent version of Roberts Rules of Order shall control.

LOTARTICLE 5 – BOARD MEMBERS, OFFICERS, AND COMMITTEES.

5.1 – Board Acts for the Association. Except as provided otherwise in the governing documents, or other provisions of law, only the Board may act on behalf of the Association. "Board Members" and "Directors" are synonyms and mean the same thing.

5.2 – Duty of Care. In the performance of their duties, the officers and members of the Board are required to exercise the degree of care and loyalty to the Association required under 24.06.153. They shall act in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner they reasonably believe to be in the best interests of the Association.

5.3 – Number of Board Members. The Board must be comprised of three (3) to five (5) Members, all of whom must be Lot Owners. Each Board Member serves a three-year term, and at least one Board Member stands for election each year. At the beginning of each annual meeting, the Owners may vote to change the size of the Board. If no such vote is taken, then the board remains at the size of the prior year. No vote to reduce the size of the board may function to remove a board member prior to the expiration of their term.

5.4 – Election of Board Members. Prior to an election of Board members, the Association must provide notice to all Owners of the following:

- (a) The number of Board positions that may be filled;
- (b) The qualifications to be a Board candidate, if any; and
- (c) The process, manner, and deadline for submitting nominations.

(2) If the Board determines that any nominee is not a qualified candidate, the Board shall notify the nominee of the basis for the disqualification, and the procedure for appealing the disqualification.

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5.5 – Start and End of Terms. Board Members take office upon adjournment of the meeting at which they were elected or appointed. Officers are elected at the start of the first Board meeting after the annual Association meeting, and take office immediately upon election. If not elected or appointed at a meeting, then at the time of such election or appointment. Board Members and Officers must serve until their successor is elected or appointed.

5.6 – Qualifications. In determining the qualifications of any Officer or Board Member of the Association, "Unit Owner" includes any Board Member, Officer, Member, partner, or trustee of any person, who is, either alone or in conjunction with another person or persons, a Lot Owner.

(i) Any Officer or Board Member of the Association who would not be eligible to serve as such if they were not a Board Member, Officer, partner in, or trustee of such a person is disqualified from continuing in office if they cease to have any such affiliation with that person or that person would have been disqualified from continuing in such office as a natural person.

(ii) No more than one Board Member representing a single Lot may serve on the Board at the same time.

(iii) Board Members may not be elected or appointed if they are delinquent in any Assessment more than sixty (60) days.

(iv) Board Members must be willing to comply with the Corporate Transparency Act. Failing to comply disqualifies a person from being elected or continuing to serve on the Board.

5.7 – Delegation of Board Authority. The Board may delegate any of its authority to committees. The Board may designate the authority to manage the financial affairs of the Association to a managing agent, and may delegate authority to enforce the Governing Documents to a committee or the managing agent, subject to an Owner's right to appeal any committee or Manager's decision or action to the Board of Directors.

5.8 – Committees. All committees of the Association must be appointed by the Board.

(i) Committees authorized to exercise any power reserved to the Board must include at least two (2) Board Members who have exclusive voting power for that committee. Committees that are not so composed may not exercise the authority of the Board and are advisory only.

(ii) Committee Members are appointed by and serve at the pleasure of the Board.

(iii) The powers and duties of any committee shall be established by the Board, and shall be described in a written committee charter, or in a resolution recorded in the Board Meeting Minutes.

(iv) The Board may, at any time, dissolve any committee and assume all powers and duties of the committee.

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5.8.1 Architectural Control Committee. There is a Committee to handle architectural control issues known as the Architectural Control Committee (ACC). Its powers and duties are described in Section 10.5 of the Declaration.

5.9 – Compensation. Board Members shall not be compensated for their service as Directors, but may be reimbursed expenses incurred on behalf of the Association. Directors and other Owners may be paid for other services performed for the Association, following Notice to all Owners and ratification of such payment in the manner used to ratify a budget. Such other services shall be provided as independent contractors, and any payments shall be reported to the Internal Revenue Service as required by law.

ARTICLE 6 – BUDGETS; RATIFICATION; SPECIAL ASSESSMENTS.

6.1 – Budgets. The Association must adopt budgets and special assessments as provided in RCW 64.90.525.

ARTICLE 7 – OFFICERS; THEIR ELECTION AND POWERS.

7.1 – Officers Enumerated. The officers of the corporation shall be a President, a Secretary and a Treasurer, and such other officers as the Board may designate, all of whom shall be elected by the Board at the first Board Meeting following the Association annual meeting. Officers hold office for one year, subject to provisions herein relating to vacancy and removal. The officers shall have the powers described in this Article but shall at all times be subject to the authority and direction of the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

7.2 – Qualifications. The Officers must be Directors.

7.3 – The President. The President shall be the chief executive officer of the corporation, and, subject to supervision by the Board of Directors, shall have all of the usual powers and authority held by the chief executive officer. The President shall preside at all meetings of the Board of Directors and the Members, shall be responsible for carrying out the plans and directives of the Board and shall report to and consult with the Board. The President shall have such other powers and duties as the Board may prescribe. The President is authorized to execute, certify, and record amendments to the Declaration on behalf of the Association.

7.4 – The Secretary. The Secretary, personally or with the assistance of others, shall keep minutes of the meetings of the Board of Directors and the Members and shall arrange for Notice of such meetings; maintain other corporate Records; attest all contracts and other obligations or instruments in the name of the corporation, when necessary or appropriate; and perform such other duties as the Board of Directors may from time to time designate. The Secretary is authorized to execute, certify, and record amendments to the Declaration on behalf of the Association.

7.5 – The Treasurer. The Treasurer, personally or with the assistance of others, shall have the care and custody, and be responsible for, all funds and securities of the

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corporation, and shall cause to be kept regular books of account and shall provide periodic financial reports to the Board of Directors. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all of the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned by the Board of Directors.

7.6 – Vacancies: Removal. Vacancies in any office arising from any cause may be filled by the Board of Directors for the unexpired term of such office. The Board may remove an Officer elected by the Board at any time, with or without cause, but such removal as an Officer does not remove the person from the Board.

ARTICLE 8 - REMOVAL OF BOARD MEMBERS.

8.1 Removal by Members. Board members and Officers may be removed as provided in RCW 64.90.520.

8.2 – Automatic Removal. A Board Member shall be deemed to have resigned if:

(i) The Board Member is delinquent in the payment of assessments more than sixty (60) days and (b) the Board Member has not cured the delinquency within thirty (30) days after receiving Notice of the delinquency.

(ii) The Board Member is absent from three (3) consecutive Board meetings.

ARTICLE 9 – QUORUM.

9.1 – Quorum of the Association. A quorum is deemed present throughout any meeting of the Lot Owners if at the beginning of the meeting, persons entitled to cast sixty percent (60%) of the votes in the Association attend in person, by proxy, by means of communication under RCW 64.90.445, or have voted by absentee ballot.

9.2 – Quorum of the Board. A quorum of the Board is present for purposes of determining the validity of any action taken at a meeting of the Board only if individuals entitled to cast a majority of the votes on that Board are present at the time a vote regarding that action is taken. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board Members present is the act of the Board unless a greater vote is required by the Declaration or Bylaws.

ARTICLE 10 – LOT OWNER VOTING.

10.1 Lot Owners may vote as provided in RCW 64.90.455.

If a Lot is owned by more than one person and only one Owner casts a vote, that vote must be counted as casting all votes allocated to the Lot by the Declaration. If more than one of the Lot Owners are present, the votes allocated to that Lot may be cast only in accordance with the agreement of the Owners. There is an agreement if any one of the Lot Owners casts the votes allocated to the Lot without protest being made promptly to the person presiding over the meeting by any of the other Lot Owners

