

September 4, 2026

Sent Via Email

Steve Lefebure, President
Three Lakes Water Association
P.O. Box 24
Snohomish, WA 98291

Re: Three Lakes Water Association - Member Meeting Relating to
Amendments to Bylaws

Dear Steve:

I am writing to follow up on our telephone conversation on Friday, August 28, 2026 regarding the recent election held by Three Lakes Water Association on amendments to the Bylaws.

As we discussed, corporations are allowed to amend their bylaws in parts or in total. There is no requirement in the RCWs or the Association's governing documents that a final vote has to be taken on the compiled version of the various amendments to the Bylaws to be valid. Based on my understanding of the process followed, it is my opinion that the votes taken on each of the subpart amendments are valid and met the quorum and other process requirements.

Regarding Article XIII (Amendments), we also discussed the fact that the Bylaw amendment for Article XIII removed the language that previously stated ". . . or so to amend the by-laws as to effect a fundamental change in the policies of the corporation." I am supportive of the fact that this language was removed because it is overly broad and inconsistent with the law relating to amendments to bylaws. The deleted language would arguably prevent the members from making any amendments to the Bylaws that were considered a "fundamental change" in policy. Please note that the term "fundamental transaction" is defined by the Washington Nonprofit Corporation Act to mean "an amendment of the articles or bylaws, merger, sale of all or substantially all of the assets, domestication, conversion, or dissolution of a nonprofit corporation." RCW 24.03A.010(31). Typically, the Board of a nonprofit corporation would have the power to make amendments to the bylaws pursuant to RCW 24.03A.690, but there are certain fundamental transactions that are so significant that the law requires members to

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approve of the amendments. This language really doesn't apply in the Association's case because the Bylaws already require member approval of amendments to the Bylaws, including the approval of an action to sell the corporation by a supermajority of the members.

We also discussed the issues relating to the language in Amendment I which had been assumed erroneously to have been repealed. As we discussed, I agree with the process of acknowledging that Amendment I is still in effect. If the Board wants to propose further amendments, then that can be developed and presented to the members for their review and approval at a future meeting.

Please let me know if you have any follow up questions.

Very truly yours,

A handwritten signature in blue ink that reads "Eric C. Frimodt". The signature is fluid and cursive, with a long horizontal stroke extending from the end of the name.

Eric C. Frimodt

ECF: