

**BYLAWS OF  
JENNIE’S MEADOW HOMEOWNER ASSOCIATION**

**ARTICLE I**

**NAME AND LOCATION**

The name of the corporation is the Jennie’s Meadow Homeowner Association, hereinafter referred to as the “Association”. The mailing address of the corporation is Post Office Box 3385, Sequim, WA 98382. Meetings of members and Directors may be held at such places within the State of Washington as may be designated by the Board of Directors, including via teleconference and video conference as deemed appropriate.

**ARTICLE II**

**PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof, and it is formed for management, maintenance, social and recreational purposes to benefit the development of Jennie’s Meadow, and the owners, residents and occupants therein. Jennie’s Meadow is subject to Governing Documents including the Master Declaration of Covenants, Conditions, Restrictions, Assessments, Charges, Liens, Reservations, and Easements for the Plat of Jennie’s Meadow (hereafter referred to as the “Master Declaration”). The Master Declaration, together with all amendments thereto now or in the future, is incorporated herein by this reference and, in the event of any inconsistency between the Master Declaration and the Articles of Incorporation, the Master Declaration shall control. In addition, the definitions contained within the Master Declaration shall apply to the Articles of Incorporation by this reference.

The Association shall have the right and responsibility to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth in the Master Declaration, as may be amended, and as provided under the Washington Non-Profit Corporation Act, RCW 24.03; and Homeowners' Associations, RCW Chapter 64.38; as may be amended.

**ARTICLE III**

**MEMBERSHIP AND MEETINGS OF MEMBERS**

Section 1. Members.

Every person, group of persons, or entity who is a record owner of a fee or undivided interest in a Town Home Lot or Single Family Lot shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of said properties to which the Membership is attributable. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Terms and conditions of membership are set forth in the Master Declaration. Each Town Home Lot or Single Family Lot shall be entitled to one Membership. When more than one person holds an interest in any Lot, all such persons shall be Members. The rights and obligations of Membership in the Association shall not be assigned, transferred, pledged, conveyed or alienated in any way, except upon conveyance of said Lot by deed, intestate succession, testamentary disposition, foreclosure or other legal process pursuant to the laws of the State of Washington or the United States.

## Section 2. Voting.

(a) Each membership shall be entitled to one (1) vote on all matters to come before the Association for a vote of the Membership. When there are multiple owners of a Lot, the vote for such lot shall be exercised as they collectively determine. If there is no collective determination, then the vote shall not be counted. Unless otherwise specified to the contrary in the Master Declaration, other Governing Documents, or by Law, a majority vote is required on any issue to come before the Membership for a vote. The rights and obligations of Membership in the Association shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon conveyance of the Lots, intestate succession, testamentary disposition, foreclosure or other legal process pursuant to the laws of the State of Washington or the United States.

(b) Electronic balloting is permitted in the event a meeting is held electronically. Mail-in ballots are not an acceptable form of voting.

(c) At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon the conveyance by the member of his property.

## Section 3. Meetings.

Meetings of the members may be called at any time by the Board of Directors. The annual meeting of the membership shall be called in the second quarter. The annual budget meeting will be in the fourth quarter.

## Section 4. Notice of Meetings.

Notice of each meeting of the members shall be given in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered not less than fourteen (14), nor more than sixty (60) days before the date of the meeting, by or at the direction of the Board of Directors, to each member entitled to vote as such meeting. Notice of regular meetings other than annual shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage prepaid thereon.

If notice is provided in electronic transmission, it must satisfy the requirements of RCW 24.03.009.

## Section 5. Quorum.

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty-five percent (25% - or 23 members) of the total votes of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Master Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time-to-time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be represented.

## **ARTICLE IV**

### **BOARD OF DIRECTORS; SELECTION, TERM OF OFFICE**

#### Section 1. Board.

All administrative power and authority shall vest in the Board, to be composed of nine (9) members in good standing, who shall be designated pursuant to the requirements of Section V.A.2 of the Master Declaration. Each Member of the Board of Directors shall be entitled to one (1) vote on all matters to come before the Board. A majority vote shall be required to approve all matters to come before the Board, unless otherwise specifically provided in the Master Declaration, or as required by Washington law.

#### Section 2. Term of Office.

A Director, elected as described herein, shall serve for a term of three (3) years, with no limit on the number of terms that can be served in succession.

#### Section 3. Resignation and Vacancies.

Any Director may resign. Absence from three (3) consecutive board meetings shall be considered a resignation by the board member. In the event of death, or resignation of a Director, his successor shall be appointed by the Board of Directors, and shall serve until the next annual meeting of members, wherein election will be held to fill this vacancy.

#### Section 4. Elections.

Election to the Board of Directors shall be by secret written ballot. The person(s) receiving the largest number of votes shall be elected.

#### Section 5. Compensation and Reimbursement.

No Director shall receive compensation for any service he may render to the Association. The Board of Directors shall periodically establish a limiting amount board members may be allowed to make out of pocket expenditures, where item purchased is already included in the approved budget for the fiscal year.

#### Section 6. Communications Equipment.

Board members shall own and maintain communications equipment. If software is to be used exclusively for Association purposes, a Director may submit receipts to the treasurer for reimbursement of expenses not to exceed amount determined by the Board of Directors from time to time.

## **ARTICLE V**

### **MEETING OF DIRECTORS**

#### Section 1. Regular Meetings.

The regular meetings of the Board of Directors shall be held at such place and hour as periodically established by the Board of Directors.

## Section 2. Special Meetings.

Special meetings of the Board of Directors shall be held when called by a majority of the Directors, after not less than three (3) days notice to each Director. In such cases, it is not necessary to inform the membership of the Association in advance.

## Section 3. Quorum.

A majority of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

## Section 4. Order of Meetings.

The ordered conduct and parliamentary procedures at meetings will refer to "Robert's Rules of Order".

# ARTICLE VI

## POWERS AND DUTIES OF THE BOARD OF DIRECTORS

### Section 1. Powers.

The Board of Directors shall be entitled to provide all goods and services requisite to the proper maintenance, repair and upkeep of the Jennie's Meadow common areas, including those set forth in Section X.A. of the Master Declaration.

### Section 2. Duties.

It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs to the full extent required by the Master Declaration or Washington Law;
- (b) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) Perform all obligations and exercise all rights set forth in the Master Declaration;
- (d) Initiate any legal action deemed necessary by the Board to enforce any of the provisions of these Bylaws, the Articles of Incorporation and/or the Master Declaration;
- (e) Issue, or to cause an appropriate Officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (f) Cause all Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) Fulfill all the requirements of the Association as set forth in the Master Declaration.

## **ARTICLE VII**

### **OFFICERS AND THEIR DUTIES**

#### Section 1. Enumeration of Officers.

The officers of this Association shall be a president, vice president, secretary and treasurer, together with such other Officers as the Board may establish by resolution.

#### Section 2. Election of Officers.

Election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

#### Section 3. Term.

The officers of the Association shall hold office for one (1) year, unless they shall sooner resign, or shall be removed, or are otherwise disqualified to serve. An officer may serve more than one term.

#### Section 4. Special Appointments.

The Board may elect 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 may, from time to time, determine.

#### Section 5. Removal and Resignation.

Any Officer may be removed from office with or without cause by the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of receipt of such notice, or at any other time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 6. Vacancies.

Any vacancy in any office may be filled by appointment of the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the vacated office.

#### Section 7. Multiple Offices.

The offices of secretary and treasurer may be held by the same person. The treasurer, or secretary/treasurer, may simultaneously serve both the Town Homes at Jennie's Meadow Association and the Jennie's Meadow Homeowner Association, if so approved by the Master Board of Directors. No Director shall simultaneously hold more than one of the other offices except for special officers created pursuant to Section 4 of this Article. This does not preclude any Director from chairing more than one committee.

## Section 8. Duties.

The duties of the officers are as follows:

(a) **President.** The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and has the authority to sign all leases, mortgages, deeds and other written instruments, unless otherwise provided by the Board of Directors.

(b) **Vice President.** The Vice President shall sit in the place and stead of the President in the event of his absence, inability, or refusal to act; and shall exercise and discharge such other duties as may be required of him or her by the Board of Directors.

(c) **Secretary.** The secretary shall record the votes and either keep, or arrange to have kept, the minutes of all meetings and proceedings of the Board and of the members; arrange for service of the notice of meetings of the Board of Directors and of the members; keep, or cause to be kept, appropriate current records showing the members of the Association together with their addresses, and perform such other duties as required by the Board of Directors.

(d) **Treasurer.** The treasurer shall oversee all Association funds and shall direct disbursement of said funds as directed by resolution of the Board of Directors; keep proper books of account; supervise the Association bookkeeper; arrange for audits as approved by the Board; prepare an annual budget and a statement of income and expenditures to be presented to the membership at its annual budget meeting and will deliver a copy of each to its members; and other duties as may be assigned by the Board of Directors.

## **ARTICLE VIII**

### **COMMITTEES**

The Board of Directors may organize committees from time to time as deemed appropriate in carrying out its purpose. The committees are authorized to conduct Association business, within parameters and budgets determined by the Master Board of Directors. Unless otherwise specified, committees shall be chaired by a Board member, but may include members from either Association who are not Directors. Each committee shall establish written procedures. Committees include, but are not limited to, the following: Architectural Review (ARC), Landscape, Communications, Finance, Governing Documents, Emergency Preparedness, Infrastructure, and Property Rights.

## **ARTICLE IX**

### **BOOKS AND RECORDS**

The books, records and papers of the Association shall be subject to inspection by any member at reasonable times, and upon reasonable notice, as set by the Board of Directors. The Board of Directors shall have the right to charge a reasonable fee for copies, administrative expenses and any direct cost associated with inspection of the books, records and papers of the Association.

## ARTICLE X

### ASSESSMENTS

The Association shall have the full power to exercise all of the rights and obligations with regard to annual and special assessments as set forth in the Master Declaration.

## ARTICLE XI

### AMENDMENTS

#### Section 1. Amendment.

These Bylaws may be amended by a majority vote of the Board of Directors; but may not be amended as to be inconsistent with the Master Declaration, or with Washington State laws.

#### Section 2. Conflict.

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Master Declaration and these Bylaws, the Master Declaration shall control.

**IN WITNESS WHEREOF**, I have subscribed my name on this 27<sup>th</sup> day of **April**, 2020.

*Vicki E.B. Roby* [Electronically Signed]

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Secretary, Jennie's Meadow Master Association