

BY – LAWS
OF
MERIDIAN ACRES COMMUNITY ASSOCIATION

ARTICLE I

NAME AND LOCATION: The name of the corporation is Meridian Acres Community Association. hereinafter referred to "Association." The principal office of the corporation shall be located at 1401 Marvin Road NE, Suite 307. PMB 274, Lacey, Washington, 98516 or at such other location as may be determined by the Board of Directors, but meetings of members and directors may be held at such places within the State of Washington, Counties of Thurston, as may be designated by the Board of Directors.

ARTICLE II

Section 1. "Association" shall mean and refer the Meridian Acres Community Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restriction, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owners" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Condition and Restrictions applicable to the Properties recorded in the Office of the Auditor in and for Thurston County, Washington.

Section 7. "Member" shall and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held once a year and held during the same calendar month of each year thereafter, on such day at such hour as may be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Member who are entitled to vote of the Class A membership.

Section 3. Notice of Meetings. Written notices of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Members to the Association for the purpose of notice. Such notice shall specify the place, day and time of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum of any action except as otherwise provided in the Articles of Incorporation, Declaration, or these By-Laws.

Section 5. Proxies. At all meeting 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 conveyance by the Member of his/her Lot.

ARTICLE IV

BOARD OF DIRECTOORS: SELECTION & TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of eight (8) Directors, who are Members of the Association and lived within the Community.

Section 2. Term of Office. At the annual meeting the Members shall elect Directors whose term of office expires at such time. Four (4) Directors for the term of one (1) year, Two (2) Directors for the term of two (2) years, and Two (2) Directors for the term of three (3) years.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by the majority vote of the Member of the Association. In the event of death, resignation or removal of a Director, A successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he/she may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of there duties.

Section 5. Action Taken Without a Meeting. A Board of Director shall have the right to take action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for the Board of Directors shall be made from the floor of the annual meeting. The Nominating shall make as many nominations for election to the Board of Directors, but not more or less than the numbers of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 2. Election. Election to the Board of Directors shall be by a YES or No Vote. At such election the Members may cast, in respect to each vacancy. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meeting. Regular meetings of the Board of Directors shall be held every month with notices, at such place and hour as may be fixed from time to time resolution of the Board.

Section 2. Special Meeting. Special meeting of the Board of Directors shall be held when called by the President of the Association, or by any Two (2) Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWER AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Ares and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use the recreational facilities of a Member during any period in which such Member shall be in default in the payments of any assessment levied by the Association. Till such time the default is corrected.
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not to reserved to the membership by other provisions of these by-laws, the Articles of Incorporation, or the Declaration;
- (d) Declare the office of the Member of the Board of Directors t be vacant in the event such Member shall be absent from three (3) consecutive regular meeting;

- (e) Employ an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by the Class A Members who are entitled to vote;
- (b) Supervise all officers, agent and employees of the Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
 - (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) Send written notices of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) Foreclose the lien against any property for which assessment are not paid within ninety (90) days after due date or to bring an action at Law against the Owner personally obligated to pay the same;
- (d) 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 for the issuance of these certificates. If a certificate states an assessment has been paid, such certificates shall be conclusive of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) Cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all time be Members of the Board of Directors, a Secretary and a Treasurer, and such officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The 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 be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. 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. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at anytime by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at the later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaces.

Section 7. 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 order and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice-President: The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such duties as may be required of the Board.

(c) Secretary: The Secretary shall record the voter and keep the minutes of all meeting and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer: The Treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Community, as provided in the Declaration, and these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within ninety (90) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve (12) per cent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, cost, and reasonable attorney's fees of any such action shall be added liability for the assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his/her Lot.

ARTICLE XII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a Members present in person or by proxy.

Section 2. In the cast of any conflict between the Articles of Incorporation and the By-Laws, The Articles shall control; and in the case of any conflict between the Declaration and the By-Laws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end the 31st day of December of every year.

ARTICLE XIV

CAPITAL IMPROVEMENT

Expenditure of existing funds in an amount over \$1,000.00 for a capital improvement (new construction) will require a vote of a majority of a quorum present or by proxy at a regular or special meeting of the Association.

CERIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the Meridian Acres Community Association, a Washington corporation; and

THAT the forgoing By-Laws constitute the original By-Laws of said Association, as duly at a meeting of the Board of Directors thereof, held on the _____ day of _____, 2008

Secretary