

**BYLAWS
OF
WOODSIDE COMMUNITY ASSOCIATION**

**ARTICLE I
MEMBERSHIP**

Section 1. Membership. The membership of the Woodside Community Association (hereinafter the "Association") will be composed of any person or entity owning lots in "Woodside Division I" according to the plat thereof recorded under Whatcom County Auditor's File No. **950315173**, and shall also include any lots created in Division II of "Woodside Division" as such lots become subject to the Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for Woodside Division recorded under Whatcom County Auditor's File Number **950315174**, as subsequently amended and amendments thereto. Each lot shall be entitled to one membership in the Association. If there is more than one owner of a lot then the owners of the lot shall designate a single representative for the purpose of voting. Each membership shall be appurtenant to a lot in the subdivision, and such membership shall automatically transfer with the conveyance of such lot to the new owner or owners.

**ARTICLE II
MEETINGS**

Section 1. Annual Meetings. The annual meeting of the shareholders of this Association, for the purpose of election of directors and for such other business as may come before it, shall be held at the registered office of the Association, or such other place as may be designated by the notice of the meeting on the third Monday of January of each and every year, at 10:00 a.m., but in case such day shall be a legal holiday, the meeting shall be held at the same hour and place on the next succeeding day not a holiday.

Section 2. Special Meetings. Special meetings of the shareholders of this Association may be called at any time by the holders of ten percent (10%) of the members, or by the president, or by the Board of Directors or a majority thereof. No business shall be transacted at any special meeting of shareholders except as is specified in the notice calling for said meeting.

Section 3. Notice of Meetings. Written notice of annual or special meetings of shareholders, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by the secretary or persons authorized to call the meeting to each shareholder of record entitled to vote at the meeting. Such notice shall be given not less than ten (10) nor more than fifty (50) days prior to the date of the meeting, either personally or by mail.

Section 4. Quorum. Thirty percent of the members shall constitute a quorum. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Voting of Membership. Except as otherwise provided in the Articles of Incorporation or in these Bylaws or in the Covenants, one member for each lot shall be entitled to one (1) vote.

ARTICLE III

Directors

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the Association shall be three (3). New Directors shall be selected in the same manner as provided in these Bylaws for filling a vacancy of the Board of Directors. Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified.

Section 3. Election. The directors shall be elected by the shareholders at their annual meeting each year; and if, for any cause, the directors shall not have been elected at an annual meeting, they may be elected at a special meeting of shareholders called for that purpose in the manner provided by these Bylaws.

Section 4. Vacancies. Vacancies shall be filled by the remaining members of the Board of Directors at a special meeting called for that purpose.

Section 5. Resignation. Any director may resign at any time by delivering written notice to the secretary of the Association.

Section 6. Meetings.

(a) The annual meeting of the Board of Directors shall be held immediately after the annual shareholders' meeting, at the same place of the annual shareholders' meeting or at such other place within or without the state of Washington, and at such time as may be determined by the directors. No notice of the annual meeting of the Board of Directors shall be necessary.

(b) Special meetings may be called at any time and place within or without the state of Washington upon the call of the president, secretary or any directors. Notice of the time and place of each special meeting shall be given by the secretary, or the persons calling the meeting, by mail, radio, telegram or by personal communication by telephone or otherwise, at least three (3) days in advance of the time of the meeting. The purpose of the meeting need not be given

in the notice. Notice of any special meeting may be waived in writing or by telegram (either before or after such meeting) and will be waived by any director by attendance thereat.

(c) Regular meetings of the Board of Directors shall be held at such place and on such day and hour as shall from time to time be fixed by resolution of the Board of Directors. No notice of regular meetings of the Board of Directors shall be necessary.

(d) At any meeting of the Board of Directors any business may be transacted, and the Board of Directors may exercise all of its powers.

Section 7. Quorum and Voting.

(a) A majority of the directors presently in office shall constitute a quorum for all purposes, but a lesser number may adjourn any meeting, and the meeting may be held as adjourned without further notice.

(b) At each meeting of the Board of Directors at which a quorum is present, the act of a majority of the directors present at the meeting shall be the act of the Board of Directors. The directors present at a duly organized meeting may continue to transact business until adjournment; notwithstanding the withdrawal of enough directors to leave less than a quorum.

(c) Any member of the Board of Directors shall be considered present at any meeting of the Board, notwithstanding his physical presence at a different location, when he shall be in communication with the other members present at such meeting either by telephone, wire or radio and capable of both receiving and transmitting messages.

Section 8. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its members an Executive Committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors except as provided in the Articles of Incorporation, or by law. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Board of Directors of any responsibility imposed by law.

ARTICLE IV **Actions by Written Consent**

Any corporate action required by the Articles of Incorporation, Bylaws or the laws under which this Association is formed, to be voted upon or approved at a duly called meeting of the directors or shareholders may be accomplished without a meeting if unanimous written consent of the respective directors or shareholders, setting for the action so taken, shall be signed before taking such action by all the directors or shareholders, as the case may be.

ARTICLE V

Officers

Section 1. Officers Designated. The officers of the Association shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

The Board of Directors may, in its discretion, elect a chairman of the Board of Directors, and if a chairman has been elected he shall, when present, preside at all meetings of the Board and the Shareholders and shall have such other powers as the Board may prescribe.

Section 2. Election, Qualification, and Term of Office. Each of the officers shall be elected by the Board of Directors. None of said officers except the president and the chairman of the Board of Directors need be a director, but a vice president who is not a director cannot succeed to or fill the office of president. The officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors. Except as hereinafter provided, each of said officers shall hold office from the date of his election until the next annual meeting of the Board of Directors and until his successor shall have been duly elected and qualified. Officers not duly elected members of the Board of Directors shall serve as ex-officio members of the Board.

Section 3. Powers and Duties.

(a) President. The president shall be the chief executive officer of the Association. Duties to include presiding at all meetings, conducting meetings in an orderly and organized manner.

(b) Vice President. The vice president shall assist the president and act for him/her in the president's absence or when so delegated. If the presidency is vacated, the vice president will assume the office of president for the remainder of the term.

(c) Secretary. The secretary will be responsible for recording the publishing minutes of the Board and general meetings. In addition, this officer will be responsible for Association correspondence and permanent record maintenance.

(d) Treasurer. The treasurer shall be responsible for conducting all financial matters pertaining to the Association activities, and will chair the finance committee.

Section 4. Removal. The Board of Directors shall have the right to remove any officer whenever in its judgment the best interests of the Association will be served thereby.

Section 5. Vacancies. The Board of Directors shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his successor shall have been duly elected and qualified.

ARTICLE VI

Indemnification of Directors and Officers

Each director or officer now or hereafter serving the Association, and each person who, at the request of or on behalf of the Association, is now serving or hereafter serves as a director or officer of any other Association, and the respective heirs, executors and administrators of each of them, shall be indemnified by the Association to the fullest extent provided by law against all costs, expenses, judgments and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with or resulting from any claim, action, suit or proceeding, civil or criminal, in which he is or may be made a party by reason of his being or having been such director or officer by reason of any action alleged to have been taken or omitted by him as such director or officer, whether or not he is a director or officer at the time of incurring such costs, expenses, judgments and liabilities, provided that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association. The foregoing right of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law. The Board of Directors may obtain insurance on behalf of any person who is or was a director, officer, employee or agent against any liability arising out of his status as such, whether or not the Association would have power to indemnify him against such liability.

ARTICLE VII

COVENANTS

The Association is formed for the purposes of complying with the conditions of plat approval for the plat of Woodside Division I and for compliance with the terms and conditions in the Declaration of Covenants, Conditions, Reservations and Restrictions of the Plat of Woodside Division I recorded under Whatcom County Auditor's File No. **950315174**, and amendments thereto. The action of the officers and directors shall be consistent with and in conformance with the requirements set forth in the above described covenants.

ARTICLE VIII

FINANCES

The Association shall establish a periodic assessment against each lot in the Woodside Division for the proposes described in the Covenants.

ARTICLE IX
Amendment of Bylaws

Section 1. By the Shareholders. These Bylaws may be amended, altered or repealed at any regular or special meeting of the members if notice of the proposed alteration or amendment is contained in the notice of the meeting.

Section 2. By the Board of Directors. These Bylaws may be amended, altered or repealed by the affirmative vote of a majority of the whole Board of Directors at any regular or special meeting of the Board.

ARTICLE X
Fiscal Year

This fiscal year of the Association shall be set by resolution of the Board of Directors.

APPROVED:



RICHARD T. SKEERS, President

ATTESTED:



ANN CANTRELL, Secretary

F:\WP\CTL\WOODSDE.BYL