

# THE WINDERMERE CORPORATION

A Non-profit Corporation

AMENDED AND RESTATED

BYLAWS

Revised as of January 11, 2010

## ARTICLE I - MEMBERSHIP

1. To be eligible to be a "Member", a party must meet all of the requirements of this Section 1.1 as well as the requirements set forth in Section 1.2 below. The first eligibility for Membership is that the party own real property in the following areas:

- (a) All lots in the Windermere Unrecorded Addition to the City of Seattle.
- (b) The four lots on the east side of 55th Avenue N.E. to the north of N.E. 55th Street placed under Windermere restrictions by Lloyd Schram and Merrell R. Davis and known as 5528, 5534, 5620, and 5624 - 55th Avenue N.E.
- (c) The three lots on the north side of N.E. 55th Street lying just to the east of 55th Avenue N.E. placed under Windermere restrictions by Archie Stuart and known as 5508, 5516 and 5530 N.E. 55th Street.
- (d) Lots 1 to 16 inclusive of the recorded plat of Block C, an addition to the Windermere Unrecorded Addition to the City of Seattle, which lots have been placed under Windermere restrictions. (Lot 17, Block C, takes the place of a lot in the original Unrecorded Windermere Addition, part of which was taken for the extension of Penrith Road into Block C; Lot 17 known as 5427 Penrith Road retains its status as an original lot in Windermere Unrecorded Addition.)
- (e) All lots on the east side of Windermere Road extending from the northern boundary of the Windermere Unrecorded Addition to the property currently known as Magnuson Park (formerly the Naval Air Station).

2. If a party owns a property described in subdivisions a, b, c, d and e of Section 1.1 above, then that party becomes a Member if it applies for membership upon the Corporation's

application, and pays an initiation fee plus the annual fee for the calendar year in which the application is received. Membership of a party owning property described in subdivisions a, b, c, d and e of Section 1.1 shall terminate when such party ceases to be an owner of land in said area, and/or ceases to pay its annual fee to the corporation, or who violates Section 8.4 below.

3. Each Member shall be limited to representation by one (1) person over age eighteen (18) who resides in the single family residence on the Member's property as that person's permanent residence. Membership benefits, and the use of the facilities of the Corporation, are limited to the adult persons (i.e. over eighteen (18)) who reside in the Member's single family residence as their permanent residence, and their immediate family members and guests, subject to such regulations consistent herewith as the Corporation may from time to time adopt.

4. The liability of any Member of this Corporation shall be limited to the unpaid amount of any assessment made against such Member for maintenance fees in accordance with the provisions of these Bylaws, and no Member shall be liable or responsible for any act, debt, obligation or default of this corporation in any respect or to any extent whatsoever.

## ARTICLE II - VOTING RIGHTS

1. Each Member shall be entitled to one (1) vote.

## ARTICLE III - FEES

1. Fees shall be set by the Board of Trustees at any meeting called for that purpose, subject to securing the approval of a majority vote of the Members present at an annual meeting.

2. Fees shall be payable for each calendar year upon receipt of billing. Members not paying such fees by April 15<sup>th</sup> of each year shall automatically be suspended from membership and denied any of the privileges of a Member or use of any of the property of the Corporation.

## ARTICLE IV - BOARD OF TRUSTEES

1. The government of the Corporation shall be vested in a Board of nine (9) Trustees, all of whom shall be representatives of active Members of the Corporation. The Trustees shall be elected from the Membership, at the annual meetings, by the Members present. Three (3) Trustees shall be elected each year to serve for terms of three (3) years. Trustees shall serve no more than three (3) consecutive terms or no more than nine (9) consecutive years on the Board. The Board of Trustees shall have power to fill all vacancies on the Board for the unexpired term thereof.

2. The Board of Trustees shall meet upon the call of the President or, in his/her absence, the Vice President. They shall have power to make such rules and take such action, not

inconsistent with the Articles of Incorporation and these Bylaws, as shall be necessary and proper for the protection of the business and interest of the Corporation, and they shall have general management of its affairs. They may from time to time appoint nonvoting trustees.

3. All expenditures of the Corporation must be made by the Board of Trustees, in accordance with a budget approved at the annual meeting.

## ARTICLE V - OFFICERS

1. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The President shall be elected annually by the Membership at the annual meeting. The other officers shall be elected by the Board of Trustees from their own number at their next meeting following the annual meeting of the Members. All officers shall serve for a term of one (1) year and until (a) they are re-elected or (b) their successors are elected.

2. In case of a vacancy in any office, it shall be filled by appointment by the Board of Trustees until the next annual election, except in the case of a vacancy occurring in the office of President, which shall be filled by the Vice President until the next annual election.

3. The President shall be the chief executive officer and head of the Corporation, and between the meetings of the Board of Trustees shall have general control and direction of its affairs. The President shall preside at all meetings of the Board of Trustees, and of the membership, and shall, with the approval of the Board, appoint all standing, special or other committees. The President shall from time to time bring before the Board such information as may be required touching the business and affairs of the Corporation.

4. In the absence of the President, the Vice President shall act in his place.

5. The Secretary shall keep a record of the proceedings of all the meetings of the Board of Trustees and of the membership. The Secretary shall notify the officers and all members of the committees of their election or appointment, shall issue notices of all meetings and in case of a special meeting shall add a brief note of the subject of the call. The Secretary shall furnish to the Treasurer the names of all persons newly elected to membership. The Secretary shall be the keeper of the seal of the Corporation. The Secretary shall conduct the correspondence of the Corporation with the concurrence of the President.

6. The Treasurer shall keep at all times a complete roll of the membership. The Treasurer shall collect and, under the direction of the Board of Trustees, disburse all funds of the Corporation. The Treasurer shall keep regular accounts, in books belonging to the Corporation, which shall be open to inspection by any member. The Treasurer shall report in writing at each stated meeting of the Corporation, and if requested at any meeting of the Board, the balance of money on hand and any existing appropriations which may affect the same. At the annual meeting the Treasurer shall make a full report of the receipts and disbursements of the past year,

suitably classified, and of the outstanding obligations of the Corporation, with an estimate of the resources and probable expenses of the coming year, and any suggestions he/she may think proper to make.

## ARTICLE VI - MEETINGS AND ELECTIONS

1. The annual meeting of the Corporation shall be held not later than the 1st day of March of each calendar year, the place and hour to be designated by the Board of Trustees. The regular election of Trustees and the President from the Board of Trustees by the Membership shall be held at the annual meeting. All elections shall be by vote of the members present at the annual meeting. All Trustees then elected shall enter upon their duties immediately, and shall hold office until their successors are elected and qualify.

2. Special meetings of the Corporation may be called at any time by the President, by the Board of Trustees, or by the Secretary of the Corporation upon the written request of ten (10) Members, specifying the purpose of such call.

3. At each annual meeting the order of business shall be:

- a. Reading minutes of last stated meeting
- b. Report of Trustees
- c. Report of Treasurer
- d. Elections of Trustees and President
- e. Reports of standing committees
- f. Reports of special committees
- g. Special business
- h. Miscellaneous business

But such order of business may be changed by vote of the Membership present. Robert's Rules of Order, as revised, shall govern all meetings of the Corporation.

4. At any meeting of the Corporation, twenty-five (25) Members or more shall constitute a quorum. At a meeting of the Board of Trustees, a majority shall constitute a quorum.

5. Notices of the annual meeting shall be sent by U.S. mail or delivered to all Members at their last known home address at least ten (10) days prior to the annual meeting.

Notices of special meetings shall be similarly sent or delivered to all members at least seven (7) days prior to such meetings with a general statement of the purpose of the meeting.

6. Electronic transmission of the Notice may also be provided, however, the Members must first consent to receive electronically transmitted notices and designate in the Notice the address, location or system to which these notices may be electronically transmitted. Any Member may revoke his/her consent to receive electronically transmitted notices by providing written notice to the Corporation of such revocation. The consent will be deemed revoked if the Corporation is unable to transmit two (2) consecutive notices.

7. A special meeting of the Board of Trustees may be called at any time by the President, or in the President's absence by the Vice President, or by three (3) trustees.

8. Any action required or permitted to be taken at a meeting of the Board of Trustees may be accomplished without a meeting if the action is approved by all of the Trustees by delivery of their written or electronic consent. Such action shall be effective when the last Trustee delivers its consent in writing or by electronic transmission, unless the consent specifies a later effective date. Any such unanimous consent must be properly recorded in the Board's minutes.

#### ARTICLE VII - COMMITTEES

1. The President shall be empowered to appoint such standing and special committees as may be deemed necessary by the Board of Trustees for the conduct of the affairs of the Corporation.

2. There may be a nominating committee appointed each year by the President with the consent of the Trustees. It shall be the duty of this committee to meet for the purpose of considering nominations for offices to be filled at the next annual election. The list of nominees shall be forwarded to all members with the notice of the annual meeting.

#### ARTICLE VIII - DISTRICT PLANNING

1. The Board of Trustees shall be responsible for the planning and the general development of the area which is subject to Windermere deed restrictions. In the interests and on behalf of all the Members of the Corporation it shall enforce all the restrictive covenants contained in the deeds by which real property in the area known as Windermere is conveyed, in accordance with and to the extent required in deeds, covenants and agreements of record.

2. All plans for improvement on real property located in the area subject to Windermere deed restrictions must be submitted to the Board of Trustees along with any other documentation required by the Windermere architecture guidelines at least forty-five (45) days prior to the date that work is scheduled to commence on the improvement. The architectural

committee will then consider and recommend to the Board approval or rejection of the plans in accordance with the deed restrictions. The committee to whom the plans are submitted for approval may inspect the improvement during the course of its construction to verify conformity with the plans submitted and approved. "Improvement" as used herein includes the construction of any residence, garage, or other building, structure, or addition thereto.

3. No construction or improvement on the real property in the Windermere area other than lot clearing will be commenced until the plans for the improvement have been approved by the Board of Trustees in accordance with this Article VIII and the plans with approval stamped thereon returned to the owner.

4. The Board of Trustees may terminate the Membership of any Member of the Corporation who violates the provisions of this Article VIII.

5. The provisions of this Article VIII are to be construed to be consistent with or in addition to, and not as derogating from or in any way amending the duties, obligations and rights of the Corporation derived from instruments of record.

#### ARTICLE IX – WAIVER OF LIABILITY

To the fullest extent permitted by Washington law as now or hereafter in effect, a Trustee of this Corporation, as well as Committee Chairs and appointed Committee Members, and his or her heirs, executors or administrators, shall not be liable to this Corporation or its Members for monetary damages for his or her conduct as a Trustee, Committee Chair or Committee Member, provided this waiver does not apply to when such person is adjudged guilty of criminal conduct or willful misfeasance. Any amendment to or repeal of this Article IX shall not adversely affect any right of a Trustee, Committee Chair or Committee Member of this Corporation hereunder with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

#### ARTICLE X - INDEMNIFICATION

To the fullest extent permitted by Washington law as now or hereafter in effect, this Corporation is authorized to indemnify any Trustee, Committee Chair or Committee Member and his or her heirs, executors and administrators, against all expenses and liabilities (including reasonable attorneys' fees and costs) in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of holding or having held such position at the time such expenses were incurred, except to the extent such liabilities are covered by insurance and except in cases where the person is adjudged guilty of criminal conduct or willful misfeasance in the performance of their duties. In the event of a settlement, the indemnification shall apply only when the Board of Trustees approves the settlement as being in the best interest of the Corporation. The Board of Trustees shall be entitled to determine the terms of such indemnification, including advance of expenses, and to give effect thereto through

the approval of agreements, or by any other manner approved by the Board of Trustees. The Corporation may acquire insurance, create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided hereunder. Any amendment to or repeal of this Article X shall not release the Corporation hereunder with respect to any right to indemnification that arises prior to such amendment or repeal.

#### ARTICLE XI - AMENDMENTS

1. These Bylaws may be amended by a unanimous vote of the entire Board of Trustees at any meeting called for that purpose, provided that said revised Bylaws are approved by a majority vote of the Members present at their next annual meeting or a special meeting called for that purpose.

In witness whereof, the Board of Trustees have approved and adopted these Amended and Restated Bylaws as of January 11, 2010

Kate Clarke, President

Doug Stewart, Vice President/Treasurer

Happy Mason, Secretary

Kathleen Colleran, Trustee

Bob Cross, Trustee

Pete Hollomon, Trustee

John Logan, Trustee

Roger Northway-Meyer, Trustee

Mindy Pedersen, Trustee

Kristen Piedra, Trustee

Pam Pinney, Trustee

John Ramsay, Trustee