

**TROTTER DOWNS HOMEOWNERS' ASSOCIATION
AMENDED & RESTATED BYLAWS**

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ARTICLE 1. MEMBERSHIP

1.1 Members. The Association shall have one class of members composed of all Owners of Lots within Trotter Downs. Individual persons, corporations, partnerships, limited liability companies, trusts, and other legal entities may be members of the Association. Ownership of a Lot in Trotter Downs is the sole qualification for membership. If multiple persons or entities own a single Lot, each shall be a member. Persons or entities that hold an interest merely as security for the performance of an obligation are not members, however. Membership in the Association is appurtenant to the Lot owned and shall not be assigned, transferred, conveyed, encumbered, pledged or alienated in any way, except on the transfer of title to such Lot by the Owner, and then only to such transferee or contract purchaser. Any attempt to make a prohibited transfer is void.

1.2 Register. The Association shall keep a register of the names and addresses of all Association members. Owners shall advise the Association of any change in ownership. Unless another address is given to the Association for the purposes of receiving notices, the address of record for the Owner shall be the Lot address.

1.3 Voting Rights. Members have such voting rights and powers as are set forth in the Declaration. The votes allocated to each Lot may not be split or cast as fractional votes. If a Lot is sold during the voting period, the vote of the Owner of the Lot at the time the vote is cast shall be counted, unless a subsequent, inconsistent vote or approval is received by the new Lot Owner during the voting period, in which case the new Owner's vote shall count and the prior Owner's vote shall be deemed invalid. If a Lot is owned by an entity or trust, the vote may be cast by any officer or director of the entity or trustee of the trust. Cumulative voting is prohibited except for the purpose of electing Directors. No votes allocated to a Unit owned by the Association may be cast, and in determining the percentage of votes required to act on any matter, the votes allocated to Units owned by the Association shall be disregarded.

ARTICLE 2. ASSOCIATION MEETINGS

2.1 Annual Meeting. The annual meeting of the members of the Association shall be held in the last quarter of the calendar year at such date, time and place as the Board shall determine. The purposes of the annual meeting shall be to review the activities of the Association during the prior year, discuss plans and proposals for the current year, to elect Directors if not already elected by mail or electronic transmission as provided herein, and to transact any other business as may properly come before the meeting.

2.2 Special Meetings. A special meeting of the members of the Association may be called by the president of the Association, by resolution of the Board, or upon the written request of members holding not less than twenty percent (20%) of the Total Voting Power in the Association. If a special meeting is requested by members as provided

herein, the Board shall include the discussion of the items requested by the members on the agenda, but a vote of the members shall not be placed on the agenda unless vote or consent of the members on that issue is expressly authorized or required by the HOA Act, WUCIOA (where applicable), the Declaration, or these Bylaws. "Total Voting Power" shall mean the total of the votes assigned to the Lots owned by Owners at the time of the deadline for such voting, irrespective of other conditions precedent to voting and regardless of the number of votes represented at any meeting.

2.3 Notice of Association Meetings. The secretary or other officer of the Association shall provide each member with notice of each regular and special Association meeting, not less than fourteen (14) nor more than fifty (50) days in advance of any meeting, unless another time period is specifically provided for in the Declaration. The notice of any Association meeting shall state the place, date, and time of the meeting, the purpose of the meeting if it is a special meeting, and the items on the agenda to be voted on by the members, including the text of any proposed Declaration or Bylaw amendment, changes in the previously approved budget that result in a proposed increase in regular or special assessment obligations, and any proposal to remove a Director. Notice shall be provided and deemed delivered as set forth in the Declaration.

2.4 Attendance. Members may attend Association meetings in person or, if arranged by the Board, by phone conference, video conference, or other similar method that allows all persons participating in the meeting to hear each other at the same time. Attendance by any one of these methods shall constitute "attendance in person" at a meeting. Members may also participate in an Association meeting by proxy as described in Section 2.5 of these Bylaws. Members attending in person or by proxy shall be counted towards the quorum requirement described in Section 2.6 of these Bylaws. Attendance at the meeting constitutes a waiver of notice of the meeting unless, prior to or upon commencement of such meeting, the member in attendance expressly disputes proper notice.

2.5 Proxies. A proxy is a written authorization empowering another person to vote or act for the signer. The person to whom the proxy is given is also known as the proxy or proxy holder. The person giving the proxy is the principal. A proxy must be executed in writing by a member or such member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy form. Revocation of a proxy shall not be effective until written notice thereof has actually been received by the person presiding over the meeting, or, in the absence of a meeting, the Association Secretary. No proxy shall be effective if it is not dated or purports to be revocable without notice. Proxy forms may be "directed," identifying how the proxy holder shall cast the principal's vote, or "general," giving the proxy holder discretion on how and whether to cast the principal's vote. The Association may, but is not required to, provide a specific proxy form for any Association meeting.

2.6 Quorum. A quorum is the minimum percentage of members who must be

present at a properly called meeting in order to transact business, including, but not limited to, the election of Directors or any other vote of the members. Meeting quorum requirements are as stated in the Declaration. Once a quorum is established, the members may continue to do business until adjournment of that meeting notwithstanding the withdrawal of members leaving less than a quorum. If business cannot be conducted due to failure to obtain a quorum, the meeting may be adjourned by vote of a majority of the members in attendance, to be reconvened at a later time and place announced at that meeting, which reconvened meeting may be held without further notice, and the business on the original agenda may be conducted if there is a quorum at the reconvened meeting. A quorum is not necessary for an informational or social meeting where business is not conducted

2.7 Voting at a Meeting. Voting at a meeting may be by any method proposed by the Board that is reasonably calculated to accurately determine the number or percentage of votes in favor of any particular proposal, including, but not limited to, a show of hands, submission of written ballots, or voting by electronic means, provided all votes are submitted at or during the meeting. Votes shall be tallied at the meeting or up to forty-eight (48) hours after the meeting. The Board shall promptly notify the members of the results of any vote. No vote taken at a meeting shall be effective unless a quorum of Owners is in attendance at the meeting in person or by proxy.

2.8 Rules of Procedure for Association Meetings. The Board of Directors may adopt rules of procedure to govern any Association meeting to the extent not inconsistent with Applicable Statutes or the governing documents.

ARTICLE 3. ALTERNATE VOTING PROCEDURES

3.1 Alternate Voting Procedures. Whenever a vote or consent of the Owners is required for purposes other than budget ratification or removal of Directors, the Board may decide that in lieu of voting at or during a meeting of the members, voting shall be conducted by mail, electronically, or otherwise, in accordance with this Section.

3.1.1 Voting by Written Ballot. Voting outside of a meeting may be conducted by written ballot in accordance with this Section. To ensure authenticity, written ballots shall require identification of the voting Owner's Lot or address, the Owner's signature, the Owner's printed name, and the date the ballot was signed. Written ballots may be returned to the Association or any designated agent thereof by any method specifically designated in the notice of such vote, including, but not limited to, mailing, shipping, hand delivery to a designated agent of the Association, deposit in one or more ballot boxes located on Association property, facsimile to a phone number provided in the notice, email of a scanned or photographed copy of the consent or ballot to an email address provided in the notice, or any similar method.

3.1.2 *Voting Electronically.* Votes may be conducted or registered electronically so long as: (a) Owners are given clear instructions on how to vote; (b) the voting platform (website, app, software program or the like) requires identification of the voting Owner's Lot or address, the Owner's name, and the date the vote was registered; and provides some indicia of authenticity for each member's vote, such as an electronic signature, or unique voting code; and (c) each Owner's vote, demonstrating compliance with all of the conditions above, can be reproduced in a tangible medium.

3.2 **Notice.** Notice of a vote to be held outside of a meeting shall be provided and deemed delivered in the same manner as notice of an Association meeting. The notice shall include a statement of the proposed action to be voted upon by the members and shall state that members are entitled to vote for or against the proposed action by voting in the specified manner on or before a specified deadline that is at least twenty (20) days after the date the notice of vote was sent. The notice shall also be accompanied by a ballot or instructions on how to vote electronically.

3.3 **Quorum for Voting Outside of a Meeting.** For passage of any matter outside of a meeting, votes must be returned in sufficient quantity to constitute a quorum for an Association meeting.

3.4 **Deadline Extension.** If the quorum requirement has not been met by the initial voting deadline, the Board may, in its discretion, extend the voting deadline for additional thirty (30) day periods until a quorum has been met, and shall promptly provide all members with notice of the deadline extension. Votes received after the last deadline shall not be effective.

3.5 **Results.** The proposed action to be voted on shall pass if a quorum has been obtained and the proposal has been approved by the affirmative vote of at least fifty-one percent (51%) of the voting power of members who voted, unless a greater or lesser voting requirement is established by the Declaration or Bylaws for the matter in question.

3.6 **Election of Directors.** Election of Directors may occur at or during a meeting of the members as generally provided in Section 2.7, or otherwise as generally provided in this Article, except that the following specific provisions shall apply to the election of Directors:

3.6.1 *Nominations.* In the case of the election of Directors, the Board shall determine the number of Director positions to be filled, and the terms thereof, and provide all members with a request for nominations, along with a method and deadline for submission of names of nominees, which shall not be less than fifteen (15) days from the date of the request. If Directors are to be elected at or during a member meeting, the request for nominations can accompany the notice of meeting and the deadline shall be the date of the meeting. Members may nominate as many members as there are Director positions available and may nominate themselves.

Within a reasonable time after the deadline for submission of nominations, the Board shall confirm the eligibility and willingness of the nominees to serve. Members who nominate themselves are automatically considered willing to serve.

3.6.2 *Notice of Vote.* In addition to including the information required by Section 3.2, if Directors are to be elected outside of a meeting, the notice of vote by alternate method shall identify the number of Director positions available, shall state the names of the qualified nominees, and shall have space for a write-in vote. The notice shall state the method(s) and deadline by which votes must be submitted, which shall be at least twenty (20) days after the date of the notice of vote.

3.6.3 *Results.* The nominees with the most votes as determined on the first deadline after a quorum has been established shall fill the Director positions. Votes received after the final deadline shall not be effective. The Board shall promptly provide all members with the results of the election.

3.7 **Amendments.** Amendments to the Declaration or Bylaws may be voted on at or during a meeting of the members as generally provided in Section 2.7, or otherwise as generally provided in this Article, except that the following provisions shall apply to amendments:

3.7.1 *Notice of Vote.* In addition to including the information required by Section 3.2, the notice of alternative voting method for an amendment to the Declaration or Bylaws shall include the text of the proposed amendment and shall state that members are entitled to vote for or against the amendment by voting in the specified manner on or before a specified deadline that is at least twenty (20) days after the date the notice was delivered.

3.7.2 *Extension of Deadline.* If the requisite percentage of Owners have not approved the amendment by the stated deadline, the Board may, by resolution, extend the voting deadline one or more times, and shall promptly provide all members with notice of the deadline extension. Votes received after the last deadline shall not be effective.

3.7.3 *Results.* The amendment shall pass if approved by the requisite percentage of Owners specified by the Applicable Statutes, the Declaration, or the Bylaws by the final deadline, provided the total voting period is reasonable under the circumstances.

ARTICLE 4. BOARD OF DIRECTORS

4.1 **Number & Qualifications.** The affairs and property of the Association shall be managed exclusively by the Board of Directors. The Board shall be composed of three (3) Directors, all of whom shall be Owners. If any member is a corporation, partnership, limited liability company, trust, or other legal entity, that member's directors, officers, partners, or equivalent managers are qualified to be elected as Directors, provided

that such persons shall be disqualified from serving as Directors of the Association if and when they become dissociated from the entity member and that Director position shall be deemed vacant.

4.2 Election & Terms. Regular election of Directors shall occur either at the annual meeting or prior to the annual meeting by alternative means as provided for in ARTICLE 3. Directors shall take office upon election. Director terms shall be approximately two years, running from the date of the Director's election to the election of the successor approximately two years later. The terms of the Directors shall be staggered so that fewer than all Directors are elected each year. The Board shall have the power to vary Director terms to ensure the terms are staggered, provided that such power shall not be exercised in a manner that would shorten the term for any Director elected by the members without that Director's consent.

4.3 Powers and Duties. The Board shall have the powers and duties provided for in the Applicable Statutes, the Articles of Incorporation, the Declaration, these Bylaws, and any Rules promulgated pursuant thereto, as may be qualified therein, and all other powers necessary for the administration of the property and affairs of the Association; however, the Board may delegate administrative and other tasks to a manager or other agent in the reasonable discretion of the Board.

4.4 Standard of Care. Directors shall perform their duties in good faith, in a manner such Director believes to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

4.5 Compensation. Directors shall receive no compensation for their services as Directors, except that Directors may be reimbursed for actual expenses incurred because of their position.

4.6 Vacancies. Vacancies on the Board for any reason other than removal of a Director by the members pursuant to Section 4.7, may be filled by the affirmative vote of a majority of the remaining Directors, even though they may constitute less than a quorum. Alternatively, by the affirmative vote of the majority of the remaining Directors, the Board may choose to fill such vacancies by election of the members at a special meeting of the Association called for that purpose or by alternate voting method as provided in ARTICLE 3. Directors appointed or elected to fill a vacancy under this Section shall serve for the balance of their predecessors' terms.

4.7 Removal of Directors. Directors may only be removed from the Board pursuant to a vote of the Owners in accordance with the procedures of this Section. To remove a director, the president, Board, or Owners holding at least twenty percent (20%) of the Total Voting Power in the Association may demand that a special meeting be called for the purpose of voting to remove one or more Directors or that removal of one or more Directors be added to the agenda of any regular Association meeting. Upon such demand,

the secretary shall properly notice the Association meeting, which notice or accompanying agenda shall contain the proposal to remove the Director(s) by name. Any Director whose removal has been proposed shall be given an opportunity to be heard at that meeting. If, at that meeting, a quorum is established and members holding a majority of the voting power of members in attendance (in person or by proxy) at that meeting vote in favor of removal, the Director shall be removed. If all Directors are removed, the meeting may nonetheless continue for the purposes of conducting an immediate election to fill vacancies and to adjourn the meeting. If not all Directors have been removed, a vacancy due to removal shall be filled by election by the members, either during the same meeting immediately after removal (provided notice of the potential for an election is contained in the removal meeting notice), or within sixty (60) days following the meeting at which the Director was removed if the election was not included in the notice. Directors elected to fill vacancies under this Section shall serve the balance of their predecessors' terms.

4.8 Board Meetings. The first organizational meeting of a newly constituted Board shall be held within ten (10) days of date the Director election results are determined. Regular meetings of the Board shall be held at such place, day, and time as the Board from time to time may specify, provided that at least one regular meeting shall be held during the calendar year. Special meetings of the Board may be called by the President of the Association or the Board, and may be held at such place, day, and time as the notice may specify. Regular or special meetings of the Board may be held by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, which shall constitute attendance at a meeting. Proxies are not effective for Board meetings. The decision of the majority of the Directors present at a meeting at which a quorum is present shall be the decision of the Board and shall determine the acts of the Board.

4.9 Notice of Board Meetings. No additional notice of regular Board meetings need be given if the place, day, and time thereof shall have been fixed by resolution of the Board and a copy of such resolution mailed to every Director at least three (3) days before the first meeting held pursuant thereto. Notice of the place, day, and time of all other meetings of the Board shall be given to each Director by mail, personal delivery, telecopy, email (if and only if a Director has consented, in the form of a record, to receive such notices by email), or by personal communication over the telephone or otherwise, at least seventy-two (72) hours prior to the time the meeting is to be held. Notice of any Board meeting may be waived in writing by any Director at any time, including after the meeting. Attendance of a Director at any Board meeting shall constitute waiver of notice unless a Director expressly challenges the notice when the meeting begins. If all Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at the meeting.

4.10 Quorum for a Board Meeting. At all meetings of the Board, a majority of the Directors shall constitute a quorum for purposes of transacting business. If there is less than a quorum present at any meeting of the Board, the majority of those present may

adjourn the meeting and make a good faith effort to timely notify the absent Directors of the date, time, and place of the adjourned meeting. At resumption of the adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice, provided a quorum has been established at the reconvened meeting.

4.11 Open Meetings & Executive Session. Owners shall be allowed to attend any meeting of the Board, but Owners may only participate in the meeting with the consent of the Board. However, upon the motion of any Director, the Board may go into executive session outside of the presence or hearing of any other attendees to discuss matters subject to any legally cognizable privilege (including the attorney-client privilege), to consider personnel matters, to comply with contractual or statutory confidentiality requirements, or to protect the privacy interests of its Owners or other persons, including matters involving possible violations of the governing documents, possible liability of an Owner to the Association or other likely or pending litigation, which discussions may include, but not be limited to, discussion of contract negotiations that reveal proprietary or confidential information, employee discipline issues, or discussions regarding delinquencies or enforcement actions that identify the persons involved. Any act of the Board shall be stated in the open meeting after the executive session is adjourned and any vote to be taken shall be taken in the reconvened meeting, and such actions or votes shall be reflected in the minutes of the Board meeting.

4.12 Rules of Procedure. The Board of Directors may adopt rules of procedure to govern any Board or Association meeting to the extent not inconsistent with applicable statutes or the governing documents.

4.13 Board Action Without a Meeting. The Board of Directors may take any authorized action without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors. Such consent shall have the same effect as a unanimous vote. Any such actions shall be added to the minutes of the next Board meeting.

ARTICLE 5. OFFICERS

5.1 Designation. The principal officers of the Association shall be a president, secretary, and a treasurer. Two or more offices may be held by the same Director, except that a person may not hold the offices of president and secretary simultaneously.

5.2 Election of Officers. The officers of the Association shall be Directors and shall be elected annually by the Directors at the first Board meeting after the election of new Directors.

5.3 Removal of Officers. At any regular meeting of the Board, or at any special meeting of the Board called for such purpose, any officer may be removed

whenever, in the judgment of Board, the interest of the association will be served thereby. Upon removal, a successor shall be elected upon the affirmative vote of a majority of the Directors. Removal of an officer does not constitute removal of a Director, which may only be accomplished in accordance with Section 4.7.

5.4 President. The president shall preside at all meetings of the Association and of the Board. The president shall have all powers and duties usually vested in the office of the president, and shall have and perform such other duties as may be prescribed by the Board.

5.5 Secretary. The secretary shall keep the minutes of all meetings of the Board and of the Association and shall have responsibility for the business records of the Board and the Association, other than financial records kept by the treasurer. The secretary shall also perform such other duties as may be prescribed by the Board.

5.6 Treasurer. The treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The treasurer shall also perform such other duties as may be prescribed by the Board.

5.7 Agents & Assistants. The Board may delegate duties of one or more officers to other officers of the Association, advisory committees, agents, or other persons employed to assist the Board or the officers, such as a manager, provided such delegation is not inconsistent with the Applicable Statutes, the Declaration, these Bylaws, and any Rules promulgated pursuant thereto. The delegation of such duties to others shall not relieve the Board of its ultimate responsibility for the administration and management of the Association, however.

ARTICLE 6. COMMITTEES

6.1 Committees of the Board. The Board may, by resolution, create "committees of the Board" to assist in carrying out the duties of the Board, and may appoint any number of persons to such committees, provided that at least two (2) or more Directors shall serve on the committee. Committees of the Board shall have and exercise the authority of the Board in the management of the Association to the extent provided in the resolution establishing the committee. The appointment of committees of the Board shall not relieve the Board of its ultimate responsibility for the administration and management of the Association. The Board may add or remove persons from Committees of the Board from time to time at its discretion.

6.1.1 Architectural Control Committee ("ACC"). In accordance with Article V of the Declaration, an Architectural Control Committee may be established by the Board as a committee of the Board. If the Board does not establish such committee by resolution, the Board shall act as the ACC.

6.2 Advisory Committees. The Board may, by resolution, create "advisory committees" to assist the Board in carrying out its duties, and may appoint any number of persons to such committees. Advisory committees may not exercise the authority of the Board in the management of the Association. The Board may add or remove persons from such committees from time to time at its discretion.

ARTICLE 7. BYLAW AMENDMENTS

7.1 Procedure. Amendments to these Bylaws may be proposed by the Board, or upon the written request of members holding not less than twenty percent (20%) of the Total Voting Power in the Association. Voting to approve the amendment shall be conducted at a meeting or by alternate voting procedure in accordance with Section 3.5. An amendment to these Bylaws shall be approved if members holding at least a majority of the Total Voting Power in the Association vote in favor of the amendment.

7.2 Execution. Amendments to these Bylaws shall be executed by the President of the Association and attested by the Secretary or other officer of the Association.

7.3 Effective Date for Amendments. Amendments to the Bylaws shall take effect on the later of the date of approval as provided in Section 7.1, or the date expressly stated in the amended Bylaws

7.4 Effective Date of These Amended & Restated Bylaws. These Amended & Restated Bylaws shall be effective on 19 May 2022

**TROTTER DOWNS HOMEOWNERS ASSOCIATION
AMENDED & RESTATED BYLAWS**

Effective 19 MAY, 2022

Trotter Downs was formed by the recording of a plat map, entitled "Plat of Trotter Downs Estate Phases I and II" recorded in the real property records of Thurston County at Recorder's Numbers 3765398 and 4033391 ("Plat Maps") and an instrument titled "the Declaration of Protective Covenants, Conditions and Restrictions for the Plat of Trotter Downs Estates" was recorded in the real property records of Thurston County at Recorder's No. 3765399, as amended ("Original Declaration"), thereby submitting the real property set forth in the Plat Maps to the covenants, conditions and restrictions set forth in the Declaration. The Trotter Downs Homeowners' Association ("Association") is the nonprofit corporation established to manage and govern the affairs of Trotter Downs and the Bylaws were established at the time of its creation ("Original Bylaws"). Trotter Downs and the Association are subject to the Homeowners Association Act at RCW Chapter 64.38 ("the HOA Act"); the Washington Common Interest Ownership Act at RCW 64.90 to the extent applicable as provided therein; and to the Nonprofit Corporations Act at RCW Chapter 24.03. Collectively, these statutes are referred to herein as the "Applicable Statutes."

These Amended & Restated Bylaws were approved by the Association's Board of Directors and by the Owners by ratification vote at a Special Meeting called for that purpose in accordance with Article 8 of the Original Bylaws.

These Amended & Restated Bylaws amend, supersede, and replace the Original Bylaws, and any and all previous Bylaws and all amendments thereto. Capitalized terms not defined herein shall have the meanings as defined in the Declaration.

ATTEST: These Amended and Restated Bylaws were adopted and approved as provided herein and shall become effective as of the date stated on the Amended & Restated Bylaws.

TROTTER DOWNS HOMEOWNERS' ASSOCIATION

By:


Billy J. Carpenter, its President

Date: 19 MAY 2022


Alexandra D. Terry, its Secretary

Date: 19 May 2022

AMENDED & RESTATED BYLAWS FOR
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