

**AMENDED AND RESTATED BYLAWS
OF
TOUCHMARK AT GRAPETREE HOMEOWNERS ASSOCIATION**

The following are the Amended and Restated Bylaws of Touchmark at Grapetree Homeowners Association, a Washington nonprofit corporation. These Bylaws provide for operation of Touchmark at Grapetree (the "Property"), located in Spokane, Washington, a planned unit development. They apply to the entire Property, each Lot therein, and all Common Areas. Each Owner automatically, by virtue of such ownership, becomes a Member of the Association. All present and future Owners, Mortgagees and other encumbrancers, lessees, tenants, licensees, and occupants of Lots and the Dwellings built thereon, and their guests, invitees, agents, and employees, and any other person who may use the facilities of the Property are subject to these Bylaws, the Articles of Incorporation, including as they may be amended from time to time, the Amended and Restated Declaration of Covenants, Conditions, Restrictions, and Easements for Touchmark at Grapetree, recorded on August 28, 2017, under Spokane County Auditor's Recording File No. 6634823, as it may from time to time be amended (the "CC&Rs"), and such rules and regulations pertaining to use and operation of the Property as may be promulgated by the Board of Directors from time to time.

**ARTICLE 1
DEFINITIONS**

1.1 "Acts" shall refer to RCW Ch. 24.03, the Washington Nonprofit Corporation Act, and RCW Ch. 64.38, commonly referred to as the Washington Homeowners Associations Act.

1.2 "Association" shall mean and refer to Touchmark at Grapetree Homeowners Association, a Washington nonprofit corporation, notwithstanding the name defined in any plat or declarations governing the same. The Association may also be informally referred to by its Members, Directors and Officers as "Grapetree Homeowners Association" or "Grapetree HOA."

1.3 "Common Area" includes the Common Area described in the CC&Rs, together with any other Property owned or otherwise maintained, repaired, or administered by the Association.

1.4 "Common Expense" means the costs incurred by the Association to exercise any of its powers or maintain the Common Area.

1.5 "Send" or "sent" means to dispatch for delivery via U.S. Mail, courier, or other delivery service, or to transmit by electronic means, so long as the recipient has consented to electronic delivery to the extent required by the Acts.

1.6 All other capitalized terms not otherwise defined in these Bylaws shall have the meaning assigned to them in the CC&Rs.

**ARTICLE 2
OFFICES**

2.1 Principal Office. The principal office of the Association shall be the home of the then-current president serving the Association.

2.2 Registered Office/Agent. The registered office and the registered agent located at such office shall be that set forth in the Articles of Incorporation of the Association, or as set forth in any instrument filed with the Washington Secretary of State amending the same.

2.3 Other Offices. The Association may also, where necessary or convenient to the accomplishment of its purposes, maintain offices or facilities elsewhere within the State of Washington of such nature and at such locations as the Board of Directors may from time to time determine. As of the date of these Amended and Restated Bylaws, the Association maintains certain of its records at the offices of its management company, Black Realty Management, 107 S Howard St, Suite 600, Spokane, WA 99201.

ARTICLE 3 ASSOCIATION JURISDICTION

The jurisdiction of the Association shall be all of the Property located in Spokane County, Washington, described in the CC&Rs, which CC&Rs may be amended or otherwise supplemented from time to time.

ARTICLE 4 PURPOSES

The purposes for which the Association is formed are those set forth in its Articles of Incorporation as from time to time amended and to do all other things incidental, necessary, convenient, or expedient for the attainment of the purposes therein set forth and for the accomplishment of the duties and responsibilities imposed upon the Association by the laws of the State of Washington and these Bylaws.

ARTICLE 5 MEMBERSHIP

5.1 Members. The Members of the Association and their qualifications are as described in the Association's CC&Rs and Articles of Incorporation.

5.2 Membership Meetings.

5.2.1 Annual Meeting. An annual meeting of the Members of the Association shall be held each year at a date, time, and place designated by the Board of Directors in the notice for the meeting; provided, the period between successive annual meetings shall not be less than nine months, nor more than 15 months. One or more Directors shall be elected at each annual meeting in accordance with section 6.6 of these Bylaws. The Members may also transact such other business as may properly come before the meeting as specified under the Acts, in the Governing Documents, or upon referral by the Board of Directors. In the event that such an annual meeting is omitted by oversight or otherwise, a special meeting may be called in lieu of the annual meeting, and any business transacted at such meeting shall have the same force and effect as if transacted or held at the annual meeting.

5.2.2 Regular Meetings. The Board of Directors by resolution may set a schedule for regular meetings, including the annual meeting, of the Members for the ensuing year. Notice of regular meetings will be given as set forth in section 5.3.

5.2.3 Special Meeting. Special meetings of the Members may be called by the president, a majority of the Board of Directors, or by Owners having 30 percent of the votes in the Association. Notice of special meetings shall be provided as set forth in section 5.3.

5.2.4 Place of Meetings. Meetings of the membership shall be held at any suitable place convenient to the Members as may be designated by the Board of Directors and set forth in the notices of such meetings. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting.

5.3 Notice of Member Meetings. For any meeting of the Members, the president or other officer of the Association specified in these Bylaws shall cause notice of the meeting to be hand-delivered, sent by prepaid, first class United States mail to the mailing address of each Member or to any other mailing address designated in writing by the Member, or by electronic means to Members who have consented to receiving electronically transmitted notices pursuant to section 5.3.1. The notice shall be given not less than 14 days or more than 60 days in advance of any meeting. The notice shall state the time and place of the meeting, the purpose for which the meeting is called, and the business to be placed on the agenda by the Board of Directors for a vote by the Members, including the general nature of any proposed amendment to the CC&Rs, Articles of Incorporation, Bylaws, any budget or changes in the previously approved budget that result in a change in Assessment obligation, or any proposal to remove a director.

5.3.1 Notice to a Member by electronic transmission is effective only with respect to those Members who have delivered to the secretary a written record consenting to receive electronically transmitted notices, which record shall specify the address, location, or system to which such electronic transmission is to be made. A Member who has consented to receipt of electronically transmitted notices may revoke the consent at any time by delivering a written record of the revocation to the secretary. Consent is deemed revoked if any officer acting on behalf of the Association is unable to electronically transmit two consecutive notices given in accordance with the consent.

5.4 Quorum. The quorum necessary for conducting business at any meeting of the Members of the Association shall be 30 percent of the votes of the Association represented by the Members in person or by proxy at the beginning of the meeting. Unless otherwise provided in the Association's CC&Rs, Articles, or these Bylaws, action taken at a meeting in which a quorum was not initially present shall be void and of no effect unless all Members of the Association consent in writing to such action within 30 days after the date of the meeting.

5.4.1 In calculating whether a quorum is present at a meeting, the votes allocated to any Members whose voting rights are then suspended shall be disregarded; that is, the total number of suspended votes shall be deducted from the total number of votes of all Members of the Association before calculating the number of votes required to constitute a quorum.

5.5 Voting.

5.5.1 The Members' voting rights are as set forth in the Association's Articles of Incorporation and the CC&Rs. A single membership is appurtenant to each Lot, and each

membership shall have one vote in the Association; a Lot with multiple Owners shall nonetheless have a single membership and a single vote.

5.5.2 At each meeting of the Members, each Lot may be represented by one Owner, either in person or by proxy executed in writing by the Owner (or if more than one Owner then by all of the Owners), by the Owner's duly authorized attorney-in-fact, or by mail-in or electronic ballot as provided in section 5.10 (the "voting Member").

5.5.2.1 If only one of the multiple Owners of a Lot is present at a meeting of the Association, that Owner is entitled to cast the vote allocated to that Lot. If more than one of the multiple Owners are present, the vote allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of the multiple Owners. There is majority agreement if any one of the multiple Owners casts the vote allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Lot. In the event the multiple Owners of a Lot are unable to agree on how to cast the vote allocated to that Lot, that Lot shall be disregarded for purposes of tallying the votes of the Members for the particular issue upon which the Members are voting: that is, the vote attributable to that Lot shall be subtracted from the total number of votes prior to calculating the percentage of votes cast in favor of the issue before the Members.

5.5.2.2 The vote(s) of any Member which is a corporation, partnership, limited liability company, or other legal entity may be cast by any officer, partner, member or manager thereof designated in writing as having such authority by the directors, shareholder, partners, members or manager of such entity to the Board of Directors; in the absence of such designation, any such person present on behalf of an entity Member, and known or reasonably believed by the Board to have authority to do so, may cast the Member's vote(s), but if there is any dispute among multiple such persons present on behalf of an entity Member, the vote(s) of such Member will be disregarded as described above.

5.5.3 Except as otherwise provided by non-waivable provisions of the Acts or express provisions of the Governing Documents, passage of any matter submitted to vote at a meeting where a quorum is present, shall require the affirmative vote of at least a majority of the votes represented at the meeting in person or by proxy at the time the vote is taken, or by timely submission of mail-in or electronic ballots pursuant to section 5.10.

5.5.4 In calculating whether the votes cast in favor of any measure are adequate for passage, the votes allocated to any Members whose voting rights are then suspended shall be disregarded; that is, the total number of suspended votes shall be deducted from the total number of votes of all Members of the Association before calculating the number of votes required to pass the measure in question.

5.6 Proxies. All proxies shall be in writing and filed with the secretary of the Association or other officer or agent authorized to tabulate votes before the meeting at which the proxy will be used. A notation of the Member votes represented by proxy will be made in the minutes of the meeting. Every proxy shall be valid for the meeting or period described on its face, or if no meeting or period is so described, then for a period of 11 months or until it is earlier revoked, and shall automatically cease upon conveyance of the Member's interest in the Lot to which the vote subject to the proxy was allocated.

5.7 Adjourned Meetings. Whether for failure to obtain a quorum or otherwise, an adjournment of any meeting of Members may be taken to such date, time, and place as the majority of those present (in person or by proxy) may determine without any other notice than announcement at the meeting being adjourned.

5.8 Waiver of Notice. Any Member may, in writing, waive notice of any meeting before, at, or after the meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Member at any membership meeting, whether in person or by proxy, shall be a waiver of notice of the time and place of the meeting, except where a Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any such objection shall be made at the beginning of the meeting and the objection shall be waived if the Member votes on any action at the meeting.

5.9 Consent to Actions Without Meeting. Whenever the vote of the Members is required, the meeting and vote of the Members may be dispensed with if all Members who would have been entitled to vote upon the action shall consent in writing to such action being taken, and, unless otherwise provided in the consent, such action shall be effective when the last Member signs the same.

5.10 Mail or Electronic Ballot. Whenever the vote of the Members is required, the vote may be taken by mail-in or electronic ballot, provided that full instructions for submitting such ballot (and in the case of a mail-in ballot, the ballot itself) are provided with or otherwise set forth in the notice for a meeting established for the actions upon which the ballots will be cast and that such instructions are not in contradiction to any provisions contained in the Acts or Governing Documents. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present. In order to be counted:

5.10.1 a mail-in ballot shall be sent to the secretary of the Association at an address stated on the ballot, in the balloting instructions, and/or in the meeting notice;

5.10.2 an electronic ballot must be submitted to the address or using the system designated in the balloting instructions and/or meeting notice; and,

5.10.3 a mail-in or electronic ballot must be received before the date and time of the submission deadline set forth in the balloting instructions and/or meeting notice, which submission deadline must be at or before the scheduled starting time of the meeting.

ARTICLE 6 DIRECTORS

6.1 Number. A Board of Directors consisting of no fewer than three and no more than seven directors shall manage the affairs of the Association. As of the date of these Bylaws, the Board of Directors consists of three directors. The number of directors may be increased or decreased from time to time by unanimous approval of the Board of Directors; provided, however, that a decrease shall not have the effect of shortening the term of any incumbent director.

6.2 Qualification. All directors shall be Members of the Association. The Nominating Committee shall not nominate any Member whose voting rights are suspended as of the date of the nomination.

6.3 Authority and Powers of the Board of Directors. The management of the affairs, property, and interests of the Association shall be vested in the Board of Directors. In addition to the powers and authorities expressly conferred upon the Board of Directors by these Bylaws and in any other Governing Document, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not directed or required to be exercised or done by the Members of the Association by statute or any other Governing Document, including, but not limited to, the following items:

6.3.1 To levy and collect Assessments, annually, quarterly, monthly, or otherwise, to cover the cost of operating, repairing, improving, insuring and maintaining Association property, and the cost of providing services to its Members;

6.3.2 To use and expend the Assessments collected to maintain, improve, pay taxes, care for, replace, and preserve Association property;

6.3.3 To make, or contract to have made, repairs, restoration, or alteration of Association property, if any, after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings;

6.3.4 To employ managers or independent contractors, including, but not limited to, legal counsel, accountants and such other professionals, consultants, and/or employees as the Board of Directors deems necessary or appropriate and to prescribe their duties;

6.3.5 To open bank accounts and borrow money on behalf of the Association and to designate the signatories therefor;

6.3.6 To make reasonable Rules and Regulations and to amend the same from time to time. Such Rules and Regulations: shall include provisions designed to ensure continual compliance with laws and regulations for governing housing for persons fifty-five years of age and older; shall be binding upon the Members when the Board has approved them in writing and sent a copy of such Rules and Regulations, and all amendments, to each Member at the address of the Member reflected in the records of the Association; and, may, without limiting the foregoing, include a schedule of Limited Assessments for violations of the Rules and Regulations and/or CC&Rs, and reasonable limitations on the use of Association Property by guests of the Members, as well as reasonable admission and other fees for such use;

6.3.7 To impose sanctions for noncompliance with the Governing Documents to the fullest extent permitted under the CC&Rs and applicable law;

6.3.8 To collect delinquent Assessments by suit or otherwise, to abate nuisances, and to enjoin or seek damages from Members for violations of the CC&Rs or Rules and Regulations herein referred to or otherwise adopted by the Board; and,

6.3.9 To bring and defend actions by or against one or more existing or former Members, directors, officers, or agents pertinent to the operation of the Association and to levy special Assessments to pay the cost of such litigation.

6.4 Restricted Authority of the Board. The Board of Directors shall not have the authority to act on behalf of the Association in the following matters, which authority is reserved unto the Members:

- 6.4.1 To amend the Articles of Incorporation;
 - 6.4.2 To take any action that requires the vote or approval of the Owners;
 - 6.4.3 To terminate the Association;
 - 6.4.4 To elect members of the Board of Directors; provided, however, the Board of Directors may fill vacancies in its membership for the unexpired portion of any term; and,
 - 6.4.5 To determine the qualifications, powers, duties, and terms of office of the members of the Board of Directors.
- 6.5 Duties of Board of Directors. It shall be the duty of the Board of Directors to:
- 6.5.1 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 one-fourth of the Member votes;
 - 6.5.2 Supervise all officers, agents, and employees of this Association and to see that their duties are properly performed;
 - 6.5.3 As more fully provided herein and to the extent provided in the CC&Rs, set an annual budget for the Association, and establish, levy, assess, and collect Assessments or other charges referred to in the CC&Rs and these Bylaws as applicable to the Association; and to send written notice of each Regular or Special Assessment to every Owner or contract purchaser subject thereto at least 30 days in advance of each annual, monthly, or Special Assessment period;
 - 6.5.4 Issue, or to cause to be issued, upon demand by any Member, a certificate setting forth whether any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of such certificate. Such certificate shall be conclusive evidence of any Assessment therein stated to have been paid;
 - 6.5.5 Procure and maintain adequate liability insurance, including directors and officers coverage covering all directors, officers and committee members, and to procure adequate hazard insurance on property owned by the Association, if any, as required by the CC&Rs;
 - 6.5.6 Cause all officers, agents, and employees having fiscal responsibilities to be bonded, as it may deem appropriate;
 - 6.5.7 Cause any Common Areas owned by the Association to be maintained; and,
 - 6.5.8 Where reasonably prudent, delegate duties and responsibilities to an officer or committee upon the affirmative resolution of the Board of Directors.
- 6.6 Election of Directors and Term.
- 6.6.1 Elections for positions on the Board of Directors shall be held each year at the annual general membership meeting; provided, if a vacancy occurs prior to the normal

expiration of that director's term the procedure set forth in section 6.10 below shall apply. Each director shall serve a two-year term unless he/she earlier resigns or is removed according to these Bylaws. So long as the Board of Directors consists of three directors, two directors shall be elected at the annual meetings occurring in even-numbered years, and one director shall be elected at the annual meetings occurring in odd-numbered years. The term of each director will commence on the date elected and shall continue until the second annual meeting after the annual meeting at which the director was elected; provided, if at any time all directors are elected at the same annual meeting, they shall determine by drawing of lots a minority among them to serve a term of one year, so that staggered terms are reestablished. Within seven days after the annual membership meeting the Board of Directors shall hold the Annual Board Meeting as described in section 6.14.1.

6.6.2 Voting for the annual election of directors by the Members shall be accomplished in person, by proxy, or by ballot submitted by mail or electronically; the secretary shall make all such voting methods available to the Members for each annual meeting. There shall not be cumulative voting in the election of directors. Ballots and instructions for voting by mail and electronically shall sent with the meeting notice and the ballots shall include the list of candidates established by the Nominating Committee.

6.7 Removal of Directors. Any one or more of the directors may be removed, either with or without cause, at any time by a majority of the votes cast by Members represented in person or by proxy at any meeting of Members at which a quorum is present. Any director whose removal has been so proposed shall be given an opportunity to be heard at the meeting. At such meeting, a successor may immediately be elected to fill the vacancy upon the majority vote of the Members votes represented in person or by proxy at such meeting; such successor shall serve for the unexpired term of the director. If no successor is elected at the meeting at which the director was removed, the Board of Directors may fill the vacancy under section 6.10 of these Bylaws.

6.8 Absent Directors. If a director is absent from three or more consecutive regular meetings of the Board of Directors, the remaining directors may declare the position of such director vacant.

6.9 Resignation of Directors. Any director may resign at any time by delivering in person or by certified mail a written notice of such resignation to the Board of Directors by and through the Association's president or secretary.

6.10 Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, removal, or otherwise, it shall be filled without undue delay by a majority vote by secret ballot of the remaining directors of the Board at a regular or special meeting of the Board. The person so chosen shall hold office until their successor is elected and qualified according to these Bylaws.

6.10.1 All Board Seats Simultaneously Vacant. If at any time there are no duly elected or appointed directors, any remaining duly appointed officer, including without limitation, the Vacancy Officer appointed under Section 8.4.1, may take the following actions:

6.10.1.1 Seek nominations of individuals for election as directors by written or electronic notice, telephone contact, or in-person contact with Members;

6.10.1.2 Send notice of and conduct a special meeting for the purpose of electing one or more directors. The management company employed by the Association is authorized to assist such officer in preparing and sending such meeting notice. Provided one or more nominees has been identified, the meeting notice shall include the names of all nominees in addition to blanks for write-in candidates, and may include a mail-in ballot or instructions for delivery of a ballot by electronic means;

6.10.1.3 At time and date of such special meeting, provided a quorum is present in person or by proxy, the meeting may be opened and the vote conducted by any remaining duly appointed officer. Any Member may nominate himself or herself, or any other Member; provided any Member nominated may decline the nomination. The vote for new directors shall be by secret ballot;

6.10.1.4 Any director elected at such special meeting shall take office immediately. If more than one director is so elected, they shall conduct a meeting of the Board of Directors as if elected at an annual meeting under section 6.6.2. The term of office of a director elected under this section 6.10.1 shall expire at the conclusion of the next annual meeting after the director's election.

6.11 Remuneration. No salary shall be paid to directors, as such, for their services, but by resolution of the Board of Directors, directors may be reimbursed for expenses incurred in carrying out their duties on behalf of the Association.

6.12 Loans. The Association shall not loan money or extend credit to its directors.

6.13 Disbursement. The Association shall not make any disbursements of income to any director for the director's service on the Board of Directors.

6.14 Meetings of Board.

6.14.1 Annual Meeting. The first meeting of the Board of Directors after the annual meeting of the Members shall be known as the Annual Board Meeting. The president shall call the Annual Board Meeting and the secretary shall give notice to all directors of the date, time, and place thereof; provided, the Annual Board Meeting is to be held within seven days after the annual meeting of the Members. At the Annual Board Meeting, the Board of Directors shall appoint officers, set a regular meeting schedule, and conduct such other business as the directors may decide in their sole discretion.

6.14.2 Regular Meetings. At the Annual Board Meeting, the Board shall set a schedule of regular meetings of the Board. Notice of regular meetings shall be given as set forth in section 6.15 below.

6.14.3 Special Meetings. Special meetings of the Board of Directors may be called at any time by the president or upon written request by a majority of directors currently in office. Special meetings shall be held at the principal office of the Association or at such other place or places that the directors may from time to time designate in the notice. Board. Notice of special meetings shall be given as set forth in section 6.15 below.

6.14.4 Open and Closed Meetings. All meetings of the Board of Directors shall be open for observation by all Owners of record and their authorized agents; provided, however, upon a motion duly made and seconded and the affirmative vote of the directors

present in open meeting to assemble in closed session, the Board of Directors may convene in closed executive session to consider the following matters:

6.14.4.1 To discuss personnel matters;

6.14.4.2 To consult with legal counsel or consider communications with legal counsel;

6.14.4.3 To discuss likely or pending litigation;

6.14.4.4 To discuss matters involving possible violations of the Governing Documents of the Association; and,

6.14.4.5 To discuss matters involving the possible liability of an Owner to the Association.

The motion shall state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session shall be included in the minutes. The Board of Directors shall restrict the consideration of matters during the closed portions of meetings only to those purposes specifically exempted and stated in the motion. No motion or other action adopted, passed, or agreed to in closed session may become effective unless the Board of Directors, following the closed session, reconvenes in open meeting and votes in the open meeting on such motion or other action which is reasonably identified. The requirements of this subsection shall not require the disclosure of information in violation of law or which is otherwise exempt from disclosure.

6.15 Notice of Board Meetings.

6.15.1 The schedule of regular Board meetings shall be published in the minutes of the meeting at which the schedule was set. Further individual notice is not necessary.

6.15.2 Notice of all special meetings of the Board of Directors shall be given to each director by 24-hours service of the notice by personal delivery, telegram, U.S. Mail, telephone, facsimile, or electronic mail, if consented to by the receiving director in the same manner as described in section 5.3.1. Such notice need not specify the business to be transacted at, or the purposes of, the meeting.

6.16 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, whether in person or by proxy. If a quorum is not present, a lesser number may adjourn the meeting to a day not more than 10 days later.

6.17 Chairperson. At all meetings of the Board of Directors, the president of the Association, or in the president's absence, a member of the Board chosen by the directors present, shall preside as Chairperson.

6.18 Voting. A majority of directors present at a meeting at which a quorum is present must concur any time the Governing Documents or a Board resolution calls for Board action. Each director shall possess one vote in matters coming before the Board.

6.19 Deadlock. If the directors are unable to reach a decision, the directors shall appoint a temporary director from the Association membership for a limited time and for the limited purpose

of assisting to resolve the question before the Board. If the directors are unable to agree on a temporary director, each director shall select a temporary director from the Association membership. The temporary directors shall select one other temporary director from the Association membership, and these temporary directors shall assist for a limited time and for the limited purpose of assisting to resolve the question.

6.20 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a matter is taken shall be presumed to have assented to such action unless the director's dissent shall be entered in the minutes of the meeting, or unless the director shall file the director's written dissent to such action with the person acting as the secretary of the meeting, before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

6.21 Minutes. The Board of Directors shall keep minutes of all actions taken by the Board, which shall be available to all Owners.

6.22 Approval of Public Positions - Loans. Any proposal (i) that the Association take a public position on an issue of importance to the Members, or (ii) that the Association borrow money or become a maker on a promissory note or other evidence of indebtedness for borrowed money, shall be approved only if the proposal receives the affirmative vote of all of the directors then in office.

6.23 Waiver of Notice. Attendance of a director or a committee member at a meeting in person shall constitute a waiver of notice of such meeting, except where a director or a committee member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by a director or committee member, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

6.24 Action by Directors Without a Meeting. Any action required by law or by these Bylaws to be taken at a meeting of the directors, or at a meeting of a committee, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, and shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

6.25 Actions of Directors by Other Communications Means. Directors may participate in a meeting of directors by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 7 COMMITTEES

7.1 Designation and Qualification. In addition to the permanent standing committees described in section 7.4, the Board of Directors, by resolution adopted by a majority of the directors, may designate and appoint one or more committees. Each such committee shall consist of at least one director and any number of Members of the Association; a director on each committee will serve as a liaison to the Board for the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon the Board or

director by law. By resolution adopted by a majority of the directors in office, the Board may remove from any committee a member thereof and may fill any vacancy on any committee, whether such vacancy is caused by resignation, removal, or otherwise.

7.2 Authority of Committees. Committees, to the extent provided in such Board resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; provided that no such committee shall have the authority of the Board of Directors in reference to:

7.2.1 Amending, altering, or repealing the Bylaws;

7.2.2 Electing, appointing, or removing any member of any such committee or any director or officer of the Association;

7.2.3 Amending the Articles of Incorporation;

7.2.4 Adopting or amending the Rules and Regulations or the Architectural Design Guidelines;

7.2.5 Levying Limited Assessments or instituting legal action to enforce the Governing Documents, including without limitation the Rules and Regulations and the Architectural Design Guidelines;

7.2.6 Adopting a plan of merger or adopting a plan of consolidation with another corporation;

7.2.7 Authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Association not in the ordinary course of business;

7.2.8 Authorizing the voluntary dissolution of the Association or revoking proceedings therefor;

7.2.9 Adopting a plan for distribution of the assets of the Association; or

7.2.10 Amending, altering, or repealing any resolution of the Board of Directors, which by its terms provides that it shall not be amended, altered, or repealed by such committee.

7.3 Committee Chairperson. The Chairperson of each committee is responsible for adhering to the guidelines set by the Board.

7.4 Permanent Standing Committees.

7.4.1 Architectural Review Committee. As authorized by the CC&Rs, an Architectural Review Committee is hereby established for the purpose of applying and enforcing Architectural Design Guidelines adopted by the Board of Directors. The Board of Directors may set the number of members of the Architectural Review Committee, who shall be appointed from time-to-time by the Board; provided, members of the Architectural Review Committee should commit to serving at least a one-year term; provided further, the Board shall endeavor to stagger the terms of the members of the Architectural Review Committee in order to provide for stability and continuity. The Architectural Review Committee may make recommendations to the Board of Directors regarding the levying

of Limited Assessments or taking of other enforcement action for Member violations of the Architectural Design Guidelines or related aspects of the CC&Rs or Rules and Regulations.

7.4.2 Infrastructure Committee. A committee to be known as the Infrastructure Committee is hereby established for the purpose of overseeing the use, maintenance, and repairs of the Association's roads, sidewalks, pipes, gates, and other infrastructure. The Board of Directors may set the number of members of the Infrastructure Committee, as well as define the Infrastructure Committee's duties and authority, through guidelines for the Infrastructure Committee adopted by a majority vote of the Board of Directors. Except in case of an emergency, when no director can be reached, the Infrastructure Committee shall not contract for services of any nature; the Infrastructure Committee is intended to serve in an advisory capacity with regard to incurring liability or expending resources of the Association. Members of the Infrastructure Committee shall be appointed from time-to-time by the Board; provided, members of the Infrastructure Committee should commit to serving at least a one-year term; provided further, the Board shall endeavor to stagger the terms of the members of the Infrastructure Committee in order to provide for stability and continuity.

ARTICLE 8 OFFICERS

8.1 Designations. The officers of the Association shall be a president, secretary, and treasurer, all of whom shall be elected by the Board of Directors at the Annual Board Meeting, to hold office until the next Annual Board Meeting, subject to provisions herein relating to vacancy and removal. Except for officers appointed under Section 8.4.1 below, all officers must be Members of the Association, and except for officers appointed under Section 8.4 below, all officers must be directors. The officers shall have the powers described in these Bylaws but shall at all times be subject to the authority and direction of the Board. Any two or more offices may be held by the same person, except the offices of president and secretary.

8.2 Officer Designations.

8.2.1 President. The president shall preside at all meetings of directors and shall have general supervision of the affairs of the Association. The president shall be the principal operating and administrative officer and shall possess the power to sign all certificates, contracts, or other instruments of the Association

8.2.2 Secretary. The secretary shall have the following duties:

8.2.2.1 Issue notices for all meetings, if required, except the notices of special meetings of the directors which are called by the president or the requisite number of directors;

8.2.2.2 Keep minutes of all meetings, including but not limited to those persons in attendance at the meetings, motions made and votes thereon, and other business conducted and decided at such meetings;

8.2.2.3 Make such reports and perform such other duties as are incident to the secretary's office, or are properly required of the secretary by the Board of Directors;

8.2.2.4 Provide copies of meetings minutes for all officers and voting Members at all meetings.

The secretary may delegate certain of the secretary's duties described in this section 8.3.2 to a professional management company employed by the Association. In the event of such delegation, the secretary shall maintain oversight of those aspects of the management company's services and shall be responsible for ensuring such duties are carried out in a timely fashion and in accordance with the Governing Documents and applicable law.

8.2.3 Treasurer. The treasurer shall have the following duties:

8.2.3.1 Keep custody of all moneys of the Association;

8.2.3.2 Maintain an accurate and timely accounting of all money received and disbursed by the Association;

8.2.3.3 Deposit all funds into the accounts established pursuant to the direction of the Board and shall be responsible for the proper maintenance of such accounts;

8.2.3.4 Disburse the funds of the Association in payment of just demands against the Association or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements;

8.2.3.5 Report at all regular meetings on the financial status of the Association, including funds on hand, outstanding obligations, if any, and all disbursements made since the last report.

8.2.3.6 Be a signer on checks and drafts against the Association funds, provided, Association policy with regard to single or multiple signers and the authorization of other signers shall be in writing and set from time-to-time by the Board of Directors by majority vote;

8.2.3.7 Comply with any and all state and federal guidelines that pertain to the Association as a non-profit corporation; and

8.2.3.8 Fulfill all functions delegated to the treasurer by the president of the Board.

The treasurer may delegate certain of the treasurer's duties described in this section 8.3.3 to a professional management company employed by the Association. In the event of such delegation, the treasurer shall maintain oversight of those aspects of the management company's services and shall be responsible for ensuring such duties are carried out in a timely fashion and in accordance with the Governing Documents and applicable law.

8.3 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

8.3.1 Vacancy Officer. The Board of Directors shall appoint an individual employed by the Association's management company to serve as a Vacancy Officer. The sole

authority and function of the Vacancy Officer shall be to take nominations and give notice of and convene a special meeting for the election of directors if at any time there are no directors and no other officers. The individual so appointed shall be deemed to have resigned upon termination of that individual's employment with the Association's management company or termination of the relationship between the Association and such management company.

8.3.2 If at any time there are no duly elected directors, no Vacancy Officer, and no other duly appointed officers, any Member may take the actions that would otherwise be carried out by the Vacancy Officer under Section 6.10.1 after receiving the written consent of Members holding at least 20% of the votes in the Association.

8.4 Delegation. In the case of absence or inability to act of any officer of the Association and of any person herein authorized to act in the officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

8.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the secretary of the Association, who, in turn, shall notify the Board of Directors of such resignation. Unless otherwise specified, written notice of such resignation shall take effect upon receipt of the notice by the Association's secretary.

8.6 Removal. Any officer may be removed, with or without cause, by an affirmative vote of a majority of the Board of Directors whenever in their judgment the best interest of the Association will be served thereby.

8.7 Vacancies. The Board of Directors may fill vacancies in any office arising from any cause at any regular or special meeting of the Board for the unexpired term of the vacated office.

8.8 Loans to Officers. The Association shall not loan money or extend credit to any officer.

8.9 Disbursement. The Association shall not make any disbursement of income to any officer, except for reimbursement of expenses incurred in carrying out their duties on behalf of the Association upon approval by the Board of Directors and delivery of documentation verifying such expense.

8.10 Bonds. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Association, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors. The cost of any such bond shall be paid or reimbursed by the Association.

8.11 Amendments to Governing Documents. Any officer of the Association shall have the authority to prepare, execute, certify, file, and record properly adopted amendments to the Governing Documents without further specific authority from the Board.

ARTICLE 9 FISCAL POLICY

9.1 Record-Keeping.

9.1.1 The Association or its managing agent shall keep financial and other records sufficiently detailed to enable the Association to fully declare to each Owner the true statement of its financial status. All financial and other records of the Association, including but not limited to checks, bank records, and invoices, in whatever form they are kept, are the property of the Association. Each managing agent of the Association shall turn over all original books and records to the Association immediate upon termination of the management relationship with the Association or upon such other demand as is made by the Board of Directors. An Association managing agent is entitled to keep copies of Association records. All records, which the managing agent has turned over to the Association, shall be made reasonably available to the examination and copying by the managing agent.

9.1.2 The Association shall keep, at a minimum, at its registered office, its principal office in this state, or its secretary's office if in this state, the following:

9.1.2.1 Current Governing Documents;

9.1.2.2 Correct and adequate records of accounts and finances;

9.1.2.3 A record of officers' and directors' names and addresses; and

9.1.2.4 Minutes of the proceedings of the Board of Directors, and any minutes that may be maintained by committees of the Board. Records may be written or electronic if capable of being converted to writing.

9.2 Examination of Records. All records of the Association, including the names and addresses of Owners and other occupants of the lots, shall be available for examination by all Owners and their respective authorized agents on reasonable advance notice during normal working hours at the offices of the association or its managing agent. The Association shall not release the unlisted telephone number of any Member without prior written approval by the Member. The Association may impose and collect a reasonable charge for copies and any reasonable costs incurred by the Association in providing access to records.

9.3 Financial Statement. At least annually, the Association shall prepare, or cause to be prepared, a financial statement of the Association. If the financial statement of the Association reveals annual Assessments of \$50,000 or more, it shall be audited at least annually by an independent certified public accountant, but the audit may be waived if 67 percent of the votes cast by Owners, in person or by proxy at a meeting of the Association at which a quorum is present, vote each year to waive the audit.

9.4 Deposit of Funds. The funds of the Association shall be kept in accounts in the name of the Association and shall not be commingled with the funds of any other Association, or with the funds of any manager of the Association or any other person responsible for the custody of such funds. The moneys of the Association shall be deposited in the name of the Association in such bank or trust company, as the Board of Directors shall designate.

9.5 Withdrawal of Funds. The Board of Directors will set the Association's policy with regard to withdrawal of funds by written resolution. The Board of Directors will establish clear guidelines with the Association's management company for payment of the Association's bills, which may include authorization for the management company to sign checks for payment of budgeted expenses, Board-approved contractual liabilities, or Board-approved non-recurring expenses. All financial commitments made by the Board dealing with the current year shall be honored by the new Board and reflected in the new budget statement for the ensuing year.

ARTICLE 10 BUDGET

10.1 Authority. The Board of Directors shall have the authority to adopt and amend budgets for revenues and expenditures, and impose and collect Assessments for Common Expenses from Owners.

10.2 Board Action. Within 30 days after adoption by the Board of Directors of any proposed regular or special budget of the Association, or any amendment thereto, the Board shall set a date for a meeting ("budget meeting") of the Members to consider ratification of the budget or a budget amendment.

10.3 Date of Budget Meeting. The budget meeting shall not be held sooner than 14 days nor more than 60 days after the date the notice of the meeting and a summary of the budget to the Owners is sent pursuant to section 5.3.

10.4 Quorum. No quorum is required for a budget meeting, notwithstanding any other provision of these Bylaws imposing general a general quorum requirement.

10.5 Vote. The proposed budget or amendment thereto is ratified by the Members unless at the budget meeting a majority of all votes held by Members in the Association are cast to reject the proposed budget or amendment.

10.6 Rejection of Budget. In the event the proposed budget is rejected or the required notice and summary is not given, the periodic budget last ratified by the Members shall be continued until such time as the Members ratify a subsequent budget proposed by the Board of Directors.

ARTICLE 11 AMENDMENTS TO GOVERNING DOCUMENTS

11.1 Articles and Bylaws. The Articles of Incorporation of this Association shall be amended in the manner set forth in the Articles of Incorporation. These Bylaws may be amended by the Members at an annual meeting or special meeting of the Members called for such purpose at which a quorum is present upon receiving at least two-thirds of the votes of all Members represented at the meeting, or by a simple majority of the Board. Proposed amendments to the Articles of Incorporation and/or the Bylaws of this Association shall be submitted to a vote of the membership at a regular meeting or a special meeting called for that purpose following their initial publication. The proposed amendments shall be provided with the notice of any special meeting called for their consideration or distributed at least 14 days prior to any regular or annual meeting at which such amendments will be considered.

11.2 CC&Rs. The CC&Rs shall be amended in the manner set forth in the CC&Rs.

ARTICLE 12 MISCELLANEOUS

12.1 Copies of Resolution. Any person dealing with the Association may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or its Members when certified as a true copy by the president or secretary of the Association.

12.2 Corporate Seal. The corporate seal of the Association, if any, shall be in such form as the Board of Directors may approve from time to time.

12.3 Fiscal Year. The fiscal year of the Association shall be the calendar year from January 1 through December 31.

12.4 Rules of Order. The Board of Directors may adopt rules of procedure to govern any meetings of Members or directors, to the extent the rules are not inconsistent with law or the Governing Documents. In the absence of any adopted rules of procedure, the rules contained in the most recent edition of Robert's Rules of Order shall govern all meetings of the Members and Board of Directors where those rules are not inconsistent with any of the Governing Documents.

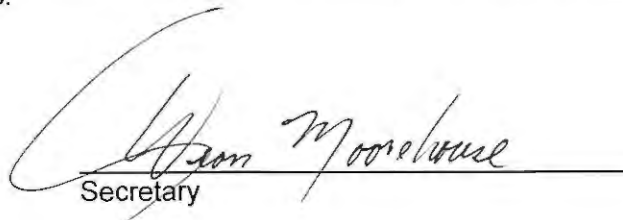
12.5 Conflict.

12.5.1 Statute Controls. In case of any conflict between non-waivable aspects of the Acts and the Articles of Incorporation and/or Bylaws of this Association, the Acts shall control.

12.5.2 Articles Control. If there is any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

12.5.3 CC&Rs Controls. If there is any conflict between the CC&Rs and these Bylaws, the CC&Rs shall control.

Adopted by a majority vote of the Members at a special meeting called for the purpose of adopting these Amended and Restated Bylaws and Amended and Restated Articles of Incorporation on April 28, 2018.


Secretary