

**BYLAWS  
OF  
AQUA VISTA HOMEOWNERS' ASSOCIATION**

**ARTICLE I  
PURPOSE**

Aqua Vista Homeowners' Association is a Washington non-profit organization organized for the purpose of controlling the development and improvement of the residential sites and lots in Aqua Vista Divisions Nos. 1 and 2 and any other divisions of Aqua Vista which may hereafter be platted, for the mutual benefit, enjoyment and convenience of the owners of all sites and lots in Aqua Vista.

**ARTICLE II  
MEMBERSHIP**

**SECTION A. MEMBERS.** Each owner of a lot and each owner of a residential site in any division of Aqua Vista shall be a member of this corporation. The purchaser of a site or lot under a contract of purchase shall be deemed an owner for membership purposes. A residential site consists of more than one full lot. The foregoing provisions notwithstanding, persons who acquire lots or residential sites solely for the purpose of development and re-sale shall not be deemed owners and shall not be members of this corporation.

**SECTION B. VOTING RIGHTS.** In any matter put to a vote of the corporation each member shall be entitled to one vote. A site or lot held as community property shall be entitled to one membership which shall be issued in the names of the husband and the wife. Community property memberships may be voted either by the husband or the wife.

**SECTION C. TERMINATION.** Membership in the corporation shall be terminated by the sale or contract to sell by a member of the site or lot owned by him in Aqua Vista.

**SECTION D. TRANSFER.** Memberships in the corporation cannot be sold, assigned, donated, devised, encumbered or otherwise transferred but are appurtenant to and part of each residential site and lot in Aqua Vista.

**ARTICLE III  
MEETINGS OF THE CORPORATION**

**SECTION A. ANNUAL MEETINGS.** Annual meetings of the members of the corporation shall be held at such place as the board of directors may designate. The annual meetings of the corporation shall be held the second Tuesday of November each year commencing with November 1975. Notice of the annual meeting of the members shall be given by the secretary by mailing notice to each member not less than ten (10) days prior to the date of the meeting.

**SECTION B. SPECIAL MEETINGS.** A special meeting of the members may be called at any time by the president, or by a majority of the board of directors or by ten (10%) percent of the members of the corporation. Notice of a special meeting stating the object thereof, shall be given by the secretary by mailing such notice to each member not less than five (5) days prior to the date on which such meeting is to be held. At such special meeting no business shall be transacted other than the business mentioned in the notice.

**SECTION C. QUORUM.** At all annual and special meetings ten (10%) percent of all of the members of the corporation shall constitute a quorum for the transaction of business. Should a quorum not be present at any annual or special meeting the meeting shall be adjourned by the board of directors from time to time until a quorum can be obtained.

**SECTION D. PROXIES.** Voting by proxy shall not be permitted, but absent members may vote on the election of directors by ballots transmitted to the secretary and received by him at or before the meeting at which the vote on the election of directors is taken. Ballots shall be mailed to each member by the secretary at the time the notice of the annual meeting is mailed.

**SECTION E. ORDER OF BUSINESS.** The following order of business shall be observed at all meetings of the members so far as is applicable and practical:

- (1) Calling the roll
- (2) Reading, correction and approval of minutes of the previous meeting
- (3) Report of officers
- (4) Report of committees, if any
- (5) Election of directors, if applicable
- (6) Unfinished business
- (7) New business

## **ARTICLE IV DIRECTORS**

**SECTION A. BOARD OF DIRECTORS.** The business and property of this corporation shall be managed by a board of five (5) directors. The initial directors named in the Articles of Incorporation shall serve until the annual meeting of members elects new directors and they take office. At subsequent annual meetings of members held in November, the five nominees for a position on the board of directors receiving the highest number of votes shall become directors for a one-year term. Each member has five (5) non-cumulative votes to cast for directors and elected directors shall take office January 1 following their election.

**SECTION B. QUALIFICATION.** Any person who is a member of the corporation is qualified to serve as director.

**SECTION C. ELECTION.** The directors of the corporation shall be elected by a majority vote of the membership of the corporation at its annual meeting.

**SECTION D. MEETINGS.** The Board of Directors of the association shall hold meetings when appropriate and such special meetings as the president or two or more of the directors shall deem necessary for the competent management of the business of this corporation. Two (2) days' notice of the time and place of special meetings of the directors shall be given to each director by mail, telegraph, telephone or in person by the secretary of the corporation.

**SECTION E. VOTE.** Each member of the board of directors shall have one (1) vote in matters coming before the board. All voting at meetings of the board of directors shall be by each director in person and voting by proxy shall not be allowed.

**SECTION F. QUORUM.** A majority of the members of the board of directors shall constitute a quorum.

**SECTION G. REMOVAL.** Any director may be removed from office by a two-thirds majority vote of the members at any regular or special meeting of the members of the corporation. Notice of the proposed removal of a director must be given to such director prior to the date of the meeting at which such removal is to be voted upon. Such notice to the director must state the cause of the proposed removal.

**SECTION H. ABSENCE FROM MEETINGS.** Unexcused absence from three (3) consecutive meetings of the board of directors shall be cause for removal of a director.

**SECTION I. VACANCIES.** Any vacancy occurring on the board of directors by reason of death, resignation, termination of members or removal of a director shall be filled by appointment by a majority of the remaining directors. The appointee shall serve during the unexpired term of the director whose position has become vacant.

## **ARTICLE V POWERS AND DUTIES OF DIRECTORS**

**SECTION A. GENERAL POWERS AND DUTIES.** The directors shall have all of the powers conferred upon directors by the laws of the State of Washington. The directors shall exercise management and control of the business affairs of the corporation as provided by law and the bylaws of this corporation and any amendments thereto and they shall have the power to do any and all acts necessary, proper, or convenient to accomplish the purposes of this corporation.

In particular, the directors shall perform all acts and do all things necessary, convenient, and proper to exercise and perform any of the rights, powers, obligations, privileges, and interests which may be conferred on the corporation by its acceptance of any assignment from Minish Land Company.

In addition to these general powers and duties, the directors shall have the special powers and duties specified in this Article V.

**SECTION B. INCURRING EXPENSES.** The directors shall have the power to incur such expenses as may be deemed proper in the administration of the affairs of this corporation and shall have the power to authorize the president to execute contracts and other obligations of the corporation.

**SECTION C. ENFORCE OF RESTRICTIONS.** The directors shall act as a committee for the following purposes:

1. To approve plans for structures to be placed on any residential lot or site.
2. To approve plans for alteration of the exterior appearance (except color) of any building or structure.
3. To determine whether or not any authorized construction outside of the setback line interferes with the exposure or view or reasonable privacy or enjoyment of adjoining or facing properties.
4. To determine whether or not any alteration or change in the elevation or grade of any lot or residential site would affect the relationship of that lot or site with other lots or sites adjoining, would materially obstruct the view from any other lot or site or would otherwise produce an effect out of harmony with the general development of the immediate area.

5. To enter upon any lot or site for the purpose of and to remove anything thereon which is an annoyance or nuisance to the neighborhood.
6. To adopt rules and regulations on placement of signs in residential lots and sites.
7. To impose annual assess upon each lot and site in the divisions of Aqua Vista.
8. To act upon applications by members to alter or change the flow of underground water to the small lake in the southwest corner of division No. 1 of Aqua Vista.
9. To proceed at law or at equity to compel compliance with or to prevent the breach of any declaration of restriction or any declaration of equitable restrictions and servitudes of record effecting any division of Aqua Vista, and to enter upon any lot or site and summarily abate or remove at the expense of the owner any structure which is in violation of said declaration of restrictions or said declaration of restriction and equitable servitudes. In acting as a committee for the purposes hereinabove specified, the directors shall act in accordance with and subject to the declarations of restrictions and declarations of equitable restrictions and servitudes of record for the divisions at Aqua Vista.

**SECTION C. MAINTENANCE.** The directors shall perform any acts and do any things necessary or proper to pay out of corporate funds the cost of electricity for street, entrance, and lake lighting and for the water pumps installed in conjunction with the lake and shall expend corporate funds for the maintenance of said lighting and pumps until the operating of the lighting and pumps is assumed by a municipality. The directors shall perform any acts and do any things necessary or proper to care for, maintain, and preserve the entrance and parkway on 92nd Avenue N.E.

**SECTION E. ISSUANCE OF MEMBERSHIP.** The directors shall issue memberships in the corporation in accordance with Article II, Section A of these bylaws.

**SECTION F. TAXES.** The directors shall pay all taxes and assessments lawfully assessed against the property owned by the corporation.

**SECTION G. RECORDS.** The directors shall cause to be kept the complete records of all their minutes and acts and of the proceedings of the members and shall present a full statement to the annual meeting of members showing in detail the condition of the affairs of the corporation, including liabilities incurred, and an estimate of the budget deemed by them to be required for the ensuing year for the purpose of administering the affairs of the corporation.

## **ARTICLE VI OFFICERS**

**SECTION A. ELECTION.** Immediately after the annual meeting at which they are elected, members of the board of directors shall elect from their number a president, a vice-president and a secretary/treasurer who shall serve as officer of the corporation coterminously with their terms as directors. No two of the offices may be combined in any one person except the office of secretary/treasurer. At their organizational meeting the initial directors shall elect officers as specified in this Section A.

**SECTION B. PRESIDENT.** The president shall preside at all meetings of the directors or members, he shall sign as president all certificates of membership and other contracts and obligations in writing authorized by the board of directors; he shall call special meetings of the directors or of the members whenever he deems it necessary; and he shall have and exercise under the direction of the board of directors the general supervision of the affairs of the corporation.

**SECTION C. VICE-PRESIDENT.** In the absence or temporary incapacity of the president, the vice-president shall have all of the powers and perform all of the duties of the president.

**SECTION D. SECRETARY/TREASURER.** The secretary/treasurer shall keep records of all of the proceedings and meetings of the board of directors and of the members. He shall keep the books of membership, and he shall also, if required by the directors, keep books of account showing assessments and/or charges to be charged and collected against the residential sites and lots and the owners thereof. He shall serve all notices required by law or by the bylaws of this corporation. In the case of the absence, inability or refusal of the secretary/treasurer to perform said duties then said duties may be performed by any person directed by the president of the corporation. The secretary/treasurer shall also safely keep all monies and securities of the corporation and disburse the same under the direction of the board of directors. He shall cause all funds of the corporation to be deposited in a bank selected by the directors. He shall only pay the funds out of said account on a check signed by himself and countersigned by such other officer or officers of the corporation as may be authorized by the board of directors from time to time. At each annual meeting of the members and at any special meeting if so required, the secretary/treasurer shall present a full statement showing in detail the condition of affairs of the corporation, including liabilities incurred.

**SECTION E. VACANCIES IN OFFICE.** A vacancy occurring by reason of death, resignation, and termination or otherwise, in an office of the corporation shall be filled by the person appointed to serve as director in accordance with Article IV, Section I of these bylaws.

**SECTION F. COMPENSATION AND EXPENSES.** No member of the association shall receive compensation for his duties as a director or officer, as such. Directors and officers may be reimbursed by the corporation for such ordinary, necessary, and reasonable expenses incurred on behalf of the corporation which have the prior written approval of the board of directors.

## **ARTICLE VII AMENDMENTS**

So long as it is not inconsistent with the declaration of restrictions and declarations of restrictions and equitable servitudes on file herein affecting the divisions of Aqua Vista, these bylaws may be amended on the affirmative vote of a majority of the members of the Corporation. Adopted this 26th day of November, 1974, by majority vote at the first annual corporation meeting called by the directors of the corporation.

Aqua Vista Homeowners' Association