

ARTICLES OF INCORPORATION
OF
WOODRIDGE COMMUNITY ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each being a citizen of the United States and a resident of the State of Washington, and being over the age of twenty-one (21) years, being desirous of forming the association for the objects and purposes hereinafter specified, and set forth, do hereby associate ourselves together for the purpose of forming an association under and by virtue of the laws of the State of Washington, and do hereby make, subscribe, execute and acknowledge in triplicate these Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be WOODRIDGE COMMUNITY ASSOCIATION, INC.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

The purposes for which this corporation is formed and its powers shall be as follows:

- (1) To promote social, athletic, recreational, welfare, financial, educational and other activities and to encourage unity for the direct mutual benefit of all its members.
- (2) To establish and maintain friendly relationships among its members; to establish mutual confidence and cooperation; to provide means for general discussion and exchange of ideas; and to foster works of benevolence among its members.
- (3) To procure new and additional members from among those eligible for membership by solicitation or other means to such extent in number as the well-being of the corporation may dictate, and to cancel such membership in the manner prescribed by the By-Laws of the corporation.
- (4) To charge, collect, and receive such membership fees, dues, and assessments as may be prescribed and required by the By-Laws and other rules and regulations of the corporation and to disburse such fees, dues and assessments in accordance with the purposes and powers of the corporation.

- (5) To establish, conduct, and maintain a club or clubs for any of the purposes mentioned in this Article III or for any other lawful activity.
- (6) To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey, or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.
- (7) To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.
- (8) To borrow or raise moneys for any of the purposes mentioned in this Article III and, from time to time, without limit as to amount: to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (9) To enter into, make, perform and carry out, or cancel and rescind, contracts for any of the purposes mentioned in this Article III.
- (10) To disburse funds only for the purposes for which this corporation is organized. No profits nor any excess of receipts over expenditures shall inure to any individual or individuals. When and if any surplus funds shall accumulate and are not required for any of the purposes of the corporation, it shall be mandatory upon the trustees and officers to donate such surplus to some recognized charitable organizations as selected by the trustees and officers.
- (11) Generally, to do all things necessary and proper to carry out the purposes of its creation which may be permitted by the laws of the State of Washington.
- (12) To engage in the business of operating or managing any of the assets of the corporation in order to accomplish the purposes mentioned in this Article III.
- (13) To benefit the Woodridge District, and the residents therein and the neighbors thereof.
- (14) As a specific exercise of other powers listed in this Article III, without limiting the generality thereof, to purchase, acquire, construct, operate and maintain social, recreational, and athletic buildings and grounds, parks, playgrounds, bathing and swimming pools or beaches, tennis courts, golf courses, bath houses, gardens, and community centers.

ARTICLE IV

STOCK

The corporation shall have no capital stock and shall issue no shares.

ARTICLE V

MEMBERSHIP

The membership of the corporation shall consist of all persons who are eligible for and acquire membership in accordance with the By-Laws of the corporation. Grades of membership, cancellation of membership and dues of members shall be as specified in the By-Laws.

ARTICLE VI

MANAGEMENT

Section 1. Initial Board of Trustees. The initial Board of Trustees shall consist of five (5) trustees and (4) officers who shall manage the business of the corporation until January 31, 1960, which shall be not less than two months nor more than six months subsequent to the date of incorporation, at which time trustees and officers elected by the members at a regular meeting shall take office. Additional allowable trustees, and the number, terms of office, manner of election, duties, qualifications, and manner of removal of trustees and officers shall be as specified in the By-Laws. The following are the names and addresses of the persons who shall serve on the initial Board of Trustees and who shall also serve as incorporators of the corporation:

<u>Name</u>	<u>Address</u>
Ulrich R. Furst	1829-123rd S.E., Bellevue, Wash.
William M. Shultz	1703-123rd S.E., Bellevue, Wash.
Robert V. Elliott	2022-123rd S.E., Bellevue, Wash.
Nancy B. Paterson	2054-127th S.E., Bellevue, Wash.
Donald L. Eschner	1859-127th S.E., Bellevue, Wash.
Mitchell E. Abood, Jr.	12416-S.E. 17th, Bellevue, Wash.
Kenneth R. Brockman	12505-S.E. 15th, Bellevue, Wash.
James F. Chambers	1840-127th S.E., Bellevue, Wash.
Theodore L. Jones	1423-125th S.E., Bellevue, Wash.

Section 2. Meetings. Regular and special meetings of the members of the corporation and of the Board of Trustees shall be held at such time and place as specified in the By-Laws. The members of the corporation present at any regular or special meeting shall constitute a quorum, except that at least 1/5 of the membership must be present to amend the By-Laws and that the requirements of Article VII must be met to amend the Articles of Incorporation.

Section 3. By-Laws. Before transacting any business or acquiring any property, the members of the corporation shall meet and adopt By-Laws. The vote of a majority of all of the members of the corporation shall be necessary to the adoption of the By-Laws and when adopted they shall be written in a book to be kept by the corporation. The By-Laws shall prescribe how they shall be amended.

ARTICLE VII

AMENDMENT

These Articles of Incorporation may be amended only by an affirmative vote of a majority of the members of the corporation.

ARTICLE VIII

LOCATION

The principal place of business of the corporation shall be in the County of King and the State of Washington. The location of the initial office of the corporation shall be at 12416 S.E. 17th Street, Bellevue, Washington. The location of the corporation office may be changed at any time and need not be specified in the Articles of Incorporation nor in the By-Laws.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators, and also the initial Board of Trustees, designated in Article VI, execute these Articles of Incorporation and certify to the truth of the facts therein stated, this 13TH day of October, 1959.

Ulrich R. Furst

William M. Shuff

Robert V. Elliott

Nancy B. Paterson

Donald L. Latta

Michael E. Sherry

Kenneth B. Buchanan

James F. Chambers

Theodore S. Kues
Incorporators

STATE OF WASHINGTON
COUNTY OF KING

} ss

On this day personally appeared before me the above-named incorporators of the WOODRIDGE COMMUNITY ASSOCIATION, INC. being all of the incorporators referred to in Article VI of the foregoing Articles of Incorporation, to me known to be the respective incorporators as indicated, who executed the within and foregoing instrument and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.



Under my hand and official seal this 13TH day of October,

Paul S. Thorne, Jr.
NOTARY PUBLIC in and for the
State of Washington, residing
in King County.

BY-LAWS OF THE WOODRIDGE COMMUNITY ASS'N., INC.

Adopted January 18, 1960

Article 1

The Corporation

Sec. 1. The corporation shall be known and distinguished as the Woodridge Community Association, Inc., hereinafter called the Association, with objects and purposes as set forth in the Articles of Incorporation and the By-Laws.

Sec. 2. The area of authority is comprised of the geographic locale known as Woodridge, to include Woodridge Additions, Numbers 1, 2, 3, 4, and 7 as further described by Auditors File No's 4626277; 4815783; 4935968; 4954504 and 4957735; and Woodview Additions, No's 2, and 3: in King County in the State of Washington.

Article II

Membership

Sec. 1. The general membership of the Association shall be those who have acquired or shall hereafter acquire membership, as provided by the By-Laws, and who have not been unaffiliated, or dropped from membership at their own request.

Sec. 2. There shall be three grades of membership as follows:

a. Member

Any person, or group of persons, owning property singly or jointly within the area of authority as defined in Article 1 Section 2, and residing thereon, shall be considered eligible for the grade of Member with all of the rights and privileges thereof. In the case of a family, or other group, the total shall be considered as one Member with one vote.

b. Corporate Member

Any individual, group, company, corporation, etc., owning property within the area of authority defined in Article 1 Section 2 but not residing thereon, shall be considered eligible for the grade of Corporate Member. Corporate Members will appoint one representative to the Association who may participate in meetings. A Corporate Member through his representative shall be entitled to only one vote and neither he nor his representative shall be eligible to hold any office in the Association.

c. Associate Member

Any person, or group of persons, residing upon property within the area of authority as defined in Article 1 Section 2, but not owning said property, shall be eligible for the grade of Associate Member. Associate Members may participate in all activities of the Association except that they will have no vote and may not hold any office in the Association.

Sec. 3. Candidates who are eligible for membership as defined by Article II Section 2, will be approved for membership by the Board of Trustees, membership to be come effective upon receipt of dues.

Sec. 4. Any candidate for membership, in any grade, whose membership would be considered prejudicial to the objects and purposes of the Association, even though eligible for membership as defined in Article II Section 2, may be denied membership by a majority vote of the voting members present at any scheduled meeting of the Association.

Sec. 5. Membership shall be voluntary and will be terminated by voluntary withdrawal, by death, or by failure to continue to qualify for membership as defined by Article II Section 2. No member can hold more than one grade of membership, and changes in grade will be approved by the Board of Trustees.

Sec. 6. Membership certificates will not be issued unless it is subsequently deemed to be necessary to discharge the objects and purposes of the Corporation.

Article III

Trustees, Their Election and Duties

Sec. 1. A Board of Trustees shall be elected to represent the general membership of the Association.

Sec. 2. Trustees, all of whom shall be Members in good standing, shall be elected for a two year term, except as hereinafter provided. Initially there shall be five in number. Not more than three shall be elected from any one Addition (see Article I Sec. 2.).

Additional trustees will be elected on the basis of one trustee for each one-hundred members in excess of five hundred.

Sec. 3. Approximately one-half of the trustees will be elected at each Annual Meeting, and shall take office on the June 1st following their election, except as hereinafter provided.

Sec. 4. Should vacancies occur, the Board will appoint a Trustee to fill the vacancy until the next Annual Meeting at which time a Trustee will be elected to fill the unexpired term.

Sec. 5. Any trustee may be removed by a majority vote of the Members present at any regular or special meeting. A Trustee who ceases to be a Member of the Association shall cease to be a Trustee immediately.

Sec. 6. The Board of Trustees shall hold in trust for the Association all stock, securities, investments, funds, properties, etc., committed to their care by the Association, and shall have the power to transfer, exchange, or deposit the same, or any part thereof, whenever directed by vote of the Association. The

Trustees shall report to the Association annually, at the Annual Meeting, the state of all funds, stocks, securities, etc., in their hands and all proceedings during the preceding year. The principal instrument for this activity shall be the Treasurer.

Sec. 7. The Board of Trustees shall also approve candidates for membership in accordance with Article II.

Sec. 8. Five trustees shall be named in the Articles of Incorporation and shall serve until January 31, 1960, at which time five Trustees elected by the members at the regular meeting in January, 1960, shall take office. Two of the first five elected Trustees shall serve until May 31, 1960, and the remaining three shall serve until May 31, 1961, at which times the Trustees elected by the members at the Annual Meetings in May, 1960, and May, 1961, respectively, shall take office and serve in accordance with other Sections of this Article III. All subsequent terms of Trustees shall end on May/ of the year during which their terms expire.

Article IV

Officers, their Election and Duties

Sec. 1. The officers of the Association shall be as follows: President, Vice-President, Secretary and Treasurer, all of whom shall be Members in good standing and elected at the Annual Meeting to take office on the June 1st following the election, except as hereinafter provided.

Sec. 2. All officers shall automatically become members of the Board of Trustees. The officers' term shall be one year, except as hereinafter provided. Beginning in 1960, the President must have served as an officer or a Trustee to be eligible for election.

Sec. 3. The duties of the officers shall be as follows:

- a. The President shall preside at all meetings, call meetings, and shall be general manager of the Association and its affairs.
- b. The Vice-President, in the absence of the President, shall perform such duties as the President would have performed. In addition, he shall be a member of the Public Facilities Committee.
- c. The Secretary shall keep a record of the proceedings of the meetings; keep, and when required by the President, affix the corporate seal, give all notices of meetings and discharge such other duties as the President may direct.
- d. The Treasurer shall receive and deposit all monies of the Corporation in a checking account of a reputable bank. He shall not disburse any monies except for expenditures approved by the Board of Trustees. A petty cash fund may be maintained by the Treasurer within limits specified by the Board of Trustees. A detailed accounting will be given at each regular meeting, upon a majority vote of the membership, or by request of the Board of Trustees. The Treasurer's accounts will be examined annually by the Board of Trustees who

will, if the accounts and reports are correct, sign a statement to that effect and present it to the membership at the Annual Meeting. Checks of \$500.00 or larger will require the signatures of any two officers. The officers will be bonded to an amount determined by the Board of Trustees and the bonding fee paid by the Association.

Sec. 4. Should vacancies occur, the Board will appoint an officer to fill the unexpired term, except that the Vice-President will succeed to President and the Board will appoint a Vice-President.

Sec. 5. Any officer may be removed by a majority vote of the Members present at any regular or special meeting. An officer who ceases to be a Member of the Association shall cease to be an officer immediately.

Sec. 6. Four officers shall be among the initial Board of Trustees and incorporators named in the Articles of Incorporation and shall serve until January 31, 1960, at which time four officers elected by the Members at the regular meeting in January, 1960, shall take office. The first four elected officers shall serve until May 31, 1960, at which time the officers elected by the Members at the Annual Meeting in May, 1960, shall take office and serve in accordance with other Sections of this Article IV. All subsequent terms of officers shall end on May 31, of the year during which their terms expire.

Article V Meetings

Sec. 1. The Annual Meeting of the Association shall be held at a place chosen by the Board of Trustees on the 3rd Monday in May at 8:00 P.M. and, in the event that said day falls on a legal holiday, then the next secular day following shall be the day for said meeting. The purpose of said meeting shall be for the election of Trustees and Officers and the transaction of any business that may properly be brought before the meeting.

The President, not less than sixty days before the Annual Meeting, shall appoint a committee of three (or more) to nominate candidates for the ensuing term. The committee shall report to the Secretary who shall publicize, in a manner prescribed by the committee, the names of such nominees. Additional candidates may be proposed by the membership at large at the Annual Meeting, however, such candidates must have acknowledged their willingness to serve prior to their nomination from the floor.

Sec. 2. The Association shall hold three regular meetings yearly on the 3rd Monday in September, the 3rd Monday in January and 3rd Monday in May.

Sec. 3. Special meetings may be called by the President at any-time or by resolution of the Board of Trustees or by 10% of the Members. Notice of any special meeting stating its purpose shall be mailed or otherwise delivered to the last known residence of the membership at least one week before the day of the meeting and no business not stated in the notice may be transacted at such special meeting. Notice of the Annual Meeting together with a list of nominees will be mailed or otherwise delivered to last known residence of the membership at least 5 days before such meeting. Failure to transmit such notices will invalidate the proceedings of said meetings.

Sec. 4. The Members present at any regular or special meeting shall constitute a quorum, except that at least 1/5 of the membership must be present to amend the by-laws.

Sec. 5. Order of Business - The order of business of the meetings shall be:

- 1) President's opening remarks.
- 2) Minutes of previous meeting.
- 3) Introduction of new members.
- 4) Reports of Officers, Trustees, and Committees.
- 5) Unfinished Business.
- 6) New Business
 - Elections (first order under new business)
- 7) Adjournment.

Sec. 6. Each Member shall be entitled to only one vote. The interest of each Member shall be equal to that of any other Member and no Member can acquire any interest which will entitle him to any greater voice, vote, authority or interest in the Association than any other Member.

Sec. 7. A Member who does not expect to be present at the annual Meeting may mark a ballot, enclose it in a sealed envelope and return it to the Secretary over his signature requesting that said ballot be cast at the time of election.

Sec. 8. The Board of Trustees shall hold five regular bi-monthly meetings beginning with September and ending with May. Special meetings of the Board may be called by the President on reasonable notice.

Sec. 9. The Officers will meet monthly beginning with September and ending with May.

Article VI Committees

Sec. 1. Standing committees will be appointed for:

- 1) Membership
- 2) Architect
- 3) Public Facilities

Sec. 2. The President may appoint such other committees he deems necessary in the discharge of his duties.

Sec. 3. The duties of the standing committees shall be as follows:

- a. The Membership Committee shall consist of three Members, appointed by the President, whose duties shall be to: welcome new residents, solicit new members, determine eligibility of applicants, propose qualified candidates for membership to the Board of Trustees.
- b. The Architect Committee shall consist of three Members, appointed by the President and approved by the Board, who will examine covenants and restrictions on a timely basis to insure continuity; who will determine that all approved and existing covenants and restrictions are upheld; and such other duties as they deem necessary within the aforementioned areas of responsibility. They shall recommend appropriate action to the membership. In general, they shall represent the best interests of all the members to maintain an attractive standard of residence and the fair market value for the properties within the area defined by Article I, Sec. 2.
- c. For the purpose of these by-laws, Public Facilities shall be defined to mean all facilities, such as roads, lights, street signs, common property of the Association, and such other items of common interest to the membership.

The Public Facilities Committee shall consist of the Vice President and two additional Members, appointed by the President, whose duties shall be to thoroughly examine all problems within the scope of the above definition and to recommend appropriate action to the membership.

They may appoint such other temporary committees as they deem necessary in the discharge of their duties.

Article VII

Amendments:

Sec. 1. The by-laws of the Association may be amended at any regular meeting, or at any special meeting called for that express purpose, provided that:

- a. Notice has been properly given regarding amendment.
- b. The proposed amendment has been presented in writing to the Board of Trustees or to the Association at a regular meeting.
- c. 1/5 of the Members are present to constitute a quorum for the purpose of amendment only.

Sec. 2. It shall require a two-thirds vote of the Members present to amend the by-laws. Proxies will not be honored.

Article VIII
Seal

Sec. 1. The corporate seal shall consist of a metal disc with the words: Woodridge Community Association, Inc., Corporate Seal, 1959, thereon in such manner as to be capable of impressing said words and figures upon documents and papers.

Article IX
Stock

Sec. 1. There will be no stock or shares, capital or otherwise, issued.

Article X
Dues

Sec. 1. Annual dues will be assessed, the amount to be determined by the vote of the Members at the Annual Meeting, except that dues may not be increased by more than 100 percent of the previous years dues.

Sec. 2. The dues for Associate Members will be the same as for Members. Dues for Corporate Members shall be not less than one-hundred (100) dollars.

Sec. 3. Dues will be payable within sixty (60) days following assessment. Failure to pay dues within 6 months will result in automatic suspension from membership until such time as all dues are properly paid.

PROPOSED AMENDMENTS TO THE BY-LAWS OF THE
WOODRIDGE COMMUNITY ASSOCIATION, INC.

Approved May 16, 1960

To clarify the wording of the existing By-Laws:

Article V. Section 3:

"Special meetings may be called by the President at anytime or by resolution of the Board of Trustees or by a request of 10% of the Members....."

Article VI. Section 2:

"The President shall (may) appoint such other committees he deems necessary in the discharge of his duties."

Article VI. Section 3:

a. "The Membership Committee shall consist of three or more Members"

b. "The Architect Committee shall consist of three or more Members"

c. "..... The Public Facilities Committee shall consist of the Vice President and two or more additional Members.... "

Cancel third paragraph of Section 3.c. reading: "They may appoint such other temporary committees as they deem necessary in the discharge of their duties." and add: "The Public Facilities Committee shall transfer to other temporary committees appointed per Section 2 of this Article its responsibilities in those areas for which such temporary committees have been appointed."

Article X.

Add new Section 4: Dues shall apply for the fiscal year of the Association ending May 31st; dues paid by Members acquiring membership during the last two calendar months of the Association's fiscal year shall be credited towards payment of their dues for the following year."

of 82 T.M.
being 1st of fiscal year

Submitted to and approved by the Board of Trustees on November 7, 1960 --

PROPOSED AMENDMENTS TO BY-LAWS

Adopted Jan. 16, 1961

WOODRIDGE COMMUNITY ASSOC. INC.

ART. III:

Add to Section 6: "... The Board of Trustees shall also establish broad policies for the activities of the Association and shall give direction to the Officers in the execution of these policies."

Change Section 7 to read "Section 10" and add new Section 7: "The Board of Trustees shall hold a meeting during the month of June and then 5 regular, bi-monthly meetings beginning in September and ending in May. Presence of five members of the Board shall constitute a quorum."

The members of the Board of Trustees shall elect one of the elected Trustees to serve as its Chairman and to preside at all its meetings. His term of service shall not exceed one year, and shall terminate at the first meeting of the Board of Trustees after May 31st of each year. In his absence, another Trustee, serving for the second year of his current term, shall act in his behalf.

Change Section 8 to read "Section 11" and add new Section 8: "The Chairman shall call a special meeting of the Board of Trustees upon request by either the President, or 3 Trustees, or 10 percent of the Members, or at his own discretion. He shall give due notice of each special meeting to all members of the Board of Trustees."

Add new Section 9: "The Board of Trustees, if deemed necessary, may appoint an Executive Committee, consisting of not less than three of its members to act in its behalf in specific matters of major importance between meetings of the Board. During the existence of an Executive Committee it shall report on its activities at all meetings of the Board of Trustees."

ART. IV:

Add underlined words in Section 3.a: "... The President shall preside at all meetings of the Members of the Association and of the Officers, call such meetings"

Change Section 6 to read "Section 7" and add new Section 6: "The Officers will meet monthly beginning with September and ending with May and at such other times as deemed necessary to the President."

ART. V:

Delete Sections 8 and 9 in their entirety, (replaced by Article III, Section 7, and Article IV, Section 6, as per this amendment).

AMENDMENTS APPROVED MARCH 2, 1962

TO THE BY-LAWS OF THE WOODRIDGE COMMUNITY ASSOCIATION, INC.

Article 1.

Section 2.

The area of authority is comprised of the geographic locale known as Woodridge, to include Woodridge Additions, Numbers 1, 2, 3, 4, and 7 and as further described by Auditors File No's. 4626277; 4815783; 4935968; 4954504 and 4957735; and Woodview Additions, No's. 2 and 3; and Woodridge Glen and Woodcrest Terrace subdivisions; in King County in the State of Washington.

Article X.

Section 3.

Dues shall apply for the fiscal year of the Association ending August 31st; dues paid by members during the last two calendar months of the Association's fiscal year shall be considered as dues paid for the next fiscal year.

AMENDMENT APPROVED SEPTEMBER 17, 1962 TO THE BY*LAWS OF THE
WOODRIDGE COMMUNITY ASSOCIATION

Article 1.

Section 2. The area of authority is comprised of the geographic locale known as Woodridge, to include Woodridge Additions, Numbers 1, 2, 3, 4, and 7 and as further described by Auditors File No's 4626277; 4815783; 4935968; 4954504; and 4957735; and Woodview Additions, No's 2 and 3; Woodridge Glen and Woodcrest Terrace subdivisions; and Linda Vista subdivision; in King County in the state of Washington.

AMENDMENT APPROVED JANUARY 21, 1963

TO THE BY*LAWS OF THE WOODRIDGE COMMUNITY ASSOCIATION, INC.

Article 1

Section 2. The area of authority is comprised of the geographic locale known as woodridge, to include Woodridge Additions, Numbers 2, 2, 3, 4, 5, 7, and 8 and as further described by Auditors File No's 4626277; 4815783; 4935968; 4954504; and 4957735; and Woodview Additions, No's 2 and 3; Woodridge Glen and Woodcrest Terrace subdivisions; and Linda Vista subdivision; in King County in the state of Washington.

Adopted. JAN 17, 1966.

Proposed Amendment to By-Laws:

Amend Article X
Section 4 as follows:

Dues shall apply for Calendar year beginning January 1
and ending December 31; dues paid during last 4 months
of the calendar year shall be considered as dues paid
for next calendar year.

ADOPTED - GENERAL MEETING,
MAY 15, 1967

Presented to and approved by the officers and trustees of the
Woodridge Community Association, Inc. on May 8, 1967:

PROPOSED AMENDMENT TO THE BYLAWS OF THE
WOODRIDGE COMMUNITY ASSOCIATION, INC.

Article I, Section 2, shall be amended to read as follows:

All bylaws to the contrary shall be suspended and
the area of authority shall hereafter be described as
including all platted subdivisions in the area between
Highway 405, Highway 10 and Richards Road.

BY-LAWS OF THE WOODRIDGE COMMUNITY ASSOCIATION, INC.

Including amendments through November 8, 1990

Article I
The Corporation

Sec. 1. The corporation shall be known and distinguished as the Woodridge Community Association, ~~Inc.~~, hereinafter called the Association, with objects and purposes as set forth in the Articles of Incorporation and the By-Laws.

Sec. 2. All By-Laws to the contrary shall be suspended and the area of authority shall hereafter be described as including all platted subdivisions in the area between Interstate Highway 405, Interstate Highway 90, Richards Road, and Southeast 8th Street in Bellevue, Washington.

Article II
Membership

Sec. 1. The general membership of the Association shall be those who have acquired or shall hereafter acquire membership, as provided by the by-laws, and who have not been unaffiliated, or dropped from membership at their own request.

~~Sec. 2. There shall be three type of membership, as follows:~~

~~a. Member~~

~~Any person, or group of persons, owning property singly or jointly within the area of authority as defined in Article I, Sec. 2, and residing thereon, shall be considered eligible to become a Member with all of the rights and privileges there of. In the case of a family, or other group, the total shall be considered as one Member with one vote.~~

~~b. Corporate Member~~

~~Any individual, group, corporation, company, etc., owning property within the area of authority defined in Article I, Sec. 2, but not residing thereon, shall be considered eligible to become a Corporate Member. Corporate Members will appoint one representative to the Association who may participate in meetings. A Corporate Member through his representative shall be entitled to only one vote, and neither he nor his representative shall be eligible to hold any office in the Association.~~

~~c. Any person or group of persons, residing upon property within the area of authority as defined in~~

Article I, Sec. 2, but not owning said property, shall be eligible to become a Member and may participate in all activities of the Association except those defined in Article 6, Sec. 3, b.

Sec. 3. Candidates who are eligible for membership as defined by Article II, Sec. 2, will become Members effective upon receipt of dues.

Sec. 4. Any candidate for membership, of any type, whose membership would be considered prejudicial to the objects and purposes of the Association, even though eligible for membership as defined in Article II, Sec. 2, may be denied membership by a majority vote of the voting Members present at any scheduled meeting of the Association.

Sec. 5. Membership shall be voluntary and will be terminated by voluntary withdrawal, by death, or by failure to continue to qualify for membership as defined in Article II, Sec. 2. No Member can hold more than one type of membership, and changes in type will be approved by the Board of Trustees.

Sec. 6. Membership certificates will not be issued unless it is subsequently deemed necessary to discharge the objects and purposes of the corporation.

Article III Trustees, Their Election and Duties

Sec. 1. A Board of Trustees shall be elected to represent the general membership of the Association.

Sec. 2. Trustees, all of whom shall be Members in good standing, shall be elected for a two year term, except as hereinafter provided. There shall be a minimum of five in number. Additional Trustees can be elected pro-tem by a majority vote of an official meeting of the Board of Trustees and Officers. These pro-tem trustees shall have all of the obligations, responsibilities, rights and privileges of regular board members, but must be confirmed by a majority vote of the Members present at the next meeting, special or regular, of the Association's membership.

Sec. 3. Approximately one-half of the Trustees will be elected at each Annual Meeting, and shall take office immediately following their election.

Sec. 4. Should vacancies occur, the Board will appoint

a Trustee to fill the vacancy until the next Annual Meeting at which time a Trustee will be elected to fill the unexpired term.

Sec. 5. Any Trustee may be removed by a majority vote of the Members present at any regular or special meeting. A Trustee who ceases to be a Member of the Association shall cease to be a Trustee immediately.

Sec. 6. The Board of Trustees shall hold in trust for the Association all stock, securities, investments, funds, properties, etc., committed to their care by the Association, and shall have the power to transfer, exchange, or deposit the same, or any part thereof, whenever directed by vote of the Association. The Trustees shall report to the Association annually, at the Annual Meeting, the state of all funds, stocks, securities, etc., in their hands and all proceedings during the preceding year. The principal instrument for this activity shall be the Treasurer.

The Board of Trustees shall also establish broad policies for the activities of the Association and shall give direction to the Officers in the execution of those policies.

Sec. 7. The Board of Trustees shall hold regular meetings, from September through June. The presence of five members of the Board shall constitute a quorum. The President shall preside at meetings, or in the absence of the President the Vice-President shall preside.

Sec. 8. The President shall call a special meeting of the Board of Trustees upon request by three Trustees, or 10% of the Members, or at his own discretion. He shall give due notice of each special meeting to all Officers and members of the Board of Trustees.

Sec. 9. The Board of Trustees, if deemed necessary, may appoint an Executive Committee, consisting of not less than three of its members to act on its behalf in specific matters of major importance between meetings of the Board. During the existence of an Executive Committee it shall report on its activities at all meetings of the Board.

Sec. 10. Five Trustees shall be named in the Articles of Incorporation and shall serve until January 31, 1960, at which time five Trustees elected by the Members at the regular meeting in January 1960 shall take office. Two of the first five elected Trustees shall serve until

May 31, 1960, and the remaining three shall serve until May 31, 1961, at which times the Trustees elected by the Members at the Annual Meeting in May 1960, and May 1961, respectively, shall take office and serve in accordance with other sections of this Article III. All subsequent terms of Trustees shall end Two years after the Annual Meeting at which they are confirmed.

Article IV Officers, Their Election and Duties

Sec. 1. The officers of the Association shall be as follows: President, Vice-President, Secretary, and Treasurer, all of whom shall be Members in good standing and elected at the Annual Meeting to take office immediately following the election.

Sec. 2. All officers shall automatically become members of the Board of Trustees, but will not be considered part of the minimum of five members of the Board of Trustees. See Article III, Sec. 2. The officer's terms shall be ~~one~~ ^{two} years, except as hereafter provided. Beginning in 1960, the President must have served as an Officer or a Trustee to be eligible for election.

Sec. 3. The duties of the Officers shall be as follows:
a. The President shall preside at all meetings of the Members of the Association, and of the Officers, and of the Board of Trustees. The President shall call such meetings and shall be general manager of the Association and its affairs.

b. The Vice-President, in the absence of the President, shall perform such duties as the President would have performed. In addition, he shall be a member of the Public Facilities Committee.

c. The Secretary shall keep a record of the proceedings of the meetings, and when required by the President, affix the corporate seal, give all notices of meetings and discharge such other duties as the President may direct.

d. The Treasurer shall receive and deposit all monies of the Corporation in a checking account of a reputable bank. He shall not disperse any monies except for expenditures approved by the Board of Trustees. A petty cash fund may be maintained by the Treasurer within limits specified by the Board of Trustees. A detailed accounting will be given as requested by the Board of Trustees. The Treasurer's accounts will be examined annually by the Board of Trustees who will, if the accounts and reports are correct, sign a statement to that effect and present it to the membership at the

Annual Meeting. Checks of \$500.00 or larger will require the signatures of any two Officers. The Officers will be bonded to an amount determined by the Board of Trustees and the bonding fee paid by the Association.

Sec. 4. Should vacancies occur, the Board will appoint an Officer to fill the unexpired term, except that the Vice-President will succeed to President and the Board will appoint a Vice-President.

Sec. 5. Any Officer may be removed by a majority vote of the Membership present at any regular or special meetings. An Officer who ceases to be a Member of the Association shall cease to be an Officer immediately.

Sec. 6. The Officers will meet as deemed necessary by the President.

Sec. 7. Four Officers shall be among the initial Board of Trustees and incorporators named in the articles of Incorporation and shall serve until January 31, 1960, at which time four Officers elected by the Members at the regular meeting in January, 1960, shall take office. The first four elected by the Members at the Annual Meeting in May, 1960, shall take office and serve in accordance with other sections of this Article IV. All subsequent terms of Officers shall end one year after their election.

Article V Meetings

Sec. 1. The Annual Meeting of the Association shall be held in the Fall of the year at a place and on a date chosen by the Board of Trustees. The purpose of the Annual Meeting shall be for the election of Trustees and Officers and the transaction of any and all business required by the Articles of Incorporation, it's By-Laws and any other business that may properly be brought before the meeting.

The Board of Trustees, not less than 60 days before the Annual Meeting, shall appoint a committee of three, or more, to nominate candidates for the ensuing term. The committee shall report to the Secretary who shall publicize, in a manner prescribed by the committee, the names of the nominees. Additional candidates may be proposed by the membership at large at the Annual Meeting, however, such candidates must have acknowledged their willingness to serve prior to their nomination from the floor.

Sec. 2. Special meetings may be called by the President at any time or by resolution of the Board of Trustees or by a request of 10% of the Members. Notice of any special meeting stating its purpose shall be communicated to the last known residences of the Members at least one week before the day of the meeting and no business not stated in the notice may be transacted at such special meeting. Notice of the Annual Meeting together with a list of nominees will be communicated to the last known residences of the Members at least 5 days before such meeting. Failure to communicate such notice will invalidate the proceedings of said meetings.

Sec. 4. The Members present at any regular or special meeting shall constitute a quorum.

Sec. 5. Order of Business - The order of business of the meetings may include:

1. President's opening remarks
2. Minutes of the previous meeting
3. Reports of Officers, Trustees, and Committees
4. Unfinished business
5. New business
 - Elections - first order under new business
6. Adjournment

Sec. 6. Each Member shall be entitled to only one vote, As Per Article II, Sec. 2, a.b.&c. The interest of each Member shall be equal to that of any other Member, and no Member can acquire any interest which will entitle him to any greater voice, vote, authority or interest in the Association than any other Member.

Article VI Committees

Sec. 1. Standing committees will be appointed for:

1. Membership
2. Architect
3. Public Facilities

Sec. 2. The President shall appoint such other committees as necessary in the discharge of his duties.

Sec. 3. The duties of the standing committees shall be as follows:

- a. The Membership Committee shall consist of three or more members, appointed by the President, whose duties shall be to: welcome new residents, solicit new members, and determine eligibility of applicants.
- b. The Architect Committee shall consist of three or

more members, appointed by the President and approved by the Board, who will examine covenants and restrictions on a timely basis to insure continuity; who will maintain records, regularly inform Members and advise Members regarding approved and existing covenants. They shall recommend appropriate action to the Membership. In general, they shall represent the best interests of all of the Members to maintain an attractive standard of residence and the fair market value for the properties within the area defined by Article I, Sec. 2.

c. For the purposes of these by-laws, Public Facilities shall be defined to mean all facilities, roads, lights, street signs, common property of the Association, and such other items of common interest to the membership.

The Public Facilities Committee shall consist of the Vice-President and two or more additional members, appointed by the President, whose duties shall be to thoroughly examine all problems within the scope of the above definition, and to recommend appropriate action to the membership. The Public Facilities Committee shall transfer to other temporary committees appointed per Sec. 2 of this Article its responsibilities in those area for which such temporary committees have been appointed.

Article VII Amendments

Sec. 1. The by-laws of the Association may be amended at any regular meeting, or at any special meeting called for the express purpose, provided that:

- a. Notice has been properly given regarding amendment.
- b. The proposed amendment has been presented in writing to the Board of Trustees or to the Association at a regular meeting.

Sec. 2. It shall require a two-thirds vote of the Members present to amend the by-laws. Proxies will not be honored.

Article VIII Seal

Sec. 1. The corporate seal shall consist of a metal disc with the words: Woodridge Community Association, Inc., Corporate Seal, 1959, thereon in such a manner to be capable of impressing said words and figures upon documents and papers.

Article IX Stock

Sec. 1. There shall be no stock or shares, capital or otherwise, issued.

Article X

Dues

Sec. 1. The amount of the annual dues will be determined by the Board of Trustees, except that dues may not be increased by more than 100% of the previous years dues.

Sec. 2. Dues for Corporate Members shall not be less than \$100.00

Sec. 3. Dues will be payable by January 1st of the calendar year. Failure to pay dues within ninety days will result in automatic suspension from membership until such time as all dues are properly paid.

Sec. 4. Dues shall apply for the calendar year beginning January 1st and ending December 31st; dues paid during the last four month of the calendar year shall be considered as dues paid for the next calendar year.