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ARTICLE 1. NAME AND LOCATION

- 1.1. Nonprofit Association. This nonprofit Association organized under the provisions of Chapter 24.03 of the Revised Code of Washington is and shall be known as the Tamoshan Homeowners' Association, Inc.
- 1.2. Offices of Association. The principal office of this Association is and shall be PO Box 11674 Olympia, WA 98508. The registered office of this Association shall be the address of the then-current President of the Association. The Association may also have other offices at such other places as the Board of Trustees may from time to time designate.

ARTICLE 2. MEMBERSHIP

- 2.1. Membership in Association. Membership in the Association shall consist of the owner of each lot located in Tamoshan as shown on the plat recorded in the office of the Auditor of Thurston County.
- 2.2. Members Convey Interest in Lot. In the event any member shall convey interest in a lot, they shall immediately cease being a member by reason of such conveyance. The subsequent owner, or contract purchaser, shall automatically become a member.
- 2.3. One Vote per Lot. In the conduct of the business of the Association, no more than one vote shall be cast on behalf of each lot. When more than one person is an owner of a particular lot, then all of the owners of that lot shall be members of the Association and the single vote of that lot shall be exercised as its owners may among themselves determine.

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ARTICLE 3. MANAGEMENT OF THE ASSOCIATION

- 3.1. Board of Trustees Shall Manage. The business and property of the Association shall be held and managed by a Board of seven Trustees, consisting of a President, Vice-President, Treasurer, Secretary and three at-large members.
- 3.2. Board Terms. The Treasurer, Secretary and each at-large member shall be elected by the membership at the annual meeting and each shall serve a two-year term. The Vice-President shall be elected by the membership at the annual meeting to serve a one-year term, and shall automatically assume the office of President at the end of such term for an additional one-year term. The terms of the Treasurer, Secretary and the at-large members shall be staggered, such that the Treasurer and one at-large member are elected every even year, and the Secretary and two at-large members are elected every odd year. The Vice-President shall be elected every year. If the office of Vice-President is vacant or has been filled by appointment, or if it is known that the Vice-President is unwilling or unable to assume the office of President, then the President shall also be elected at the annual meeting.
- 3.3. Board Vacancies. Any vacancy occurring on the Board by reason of death, resignation, removal or non-election may be filled by appointment by the Board. An appointee shall serve until the next annual meeting, at which time the position shall be elected by the membership for the remaining unexpired term.
- 3.4. Board Meetings. The Board of the Association shall hold regular meetings. It shall by resolution provide for such regular meetings and shall hold such special meetings as the Board shall deem necessary for the competent management of the affairs of this Association.
- 3.5. Board Vote and Quorum. Each member of the Board shall have one vote in matters coming before it. Four members of the Board shall constitute a quorum for the conduct of its business.
- 3.6. Removal of Trustee. At any annual or special meeting of the association membership, any Trustee may be removed from office by a majority vote. Notice of the proposed removal of a Trustee must be given to that person ten days prior to the date of the meeting at which such removal is to be voted upon.
- 3.7. Duties of the Board. Without limiting the generality of its powers, the Board shall:
 - 3.7.1. Keep Records. Keep a complete record of all its affairs and present an annual report at each annual meeting.
 - 3.7.2. Supervise. Supervise all officers, agents and employees of the Association and see that their duties are properly preformed.
 - 3.7.3. Authorize Annual Dues. Fix or change the amount of the annual dues. When the Board authorizes a change in annual dues that does not exceed 10% in any given years, it shall send written notice of that fact to the membership by December 1 of the preceding calendar year. When the Board authorizes a change in the annual dues in excess of 10% in any given year, that change shall not take effect until approved by 60% of the members voting at the next annual or special meeting.
 - 3.7.4. Establish Special Assessments. Establish the amount and terms of any special assessment, providing that the special assessment shall not take effect until approved by 60% of the membership voting at the next annual or special meeting.
- 3.8. Board Compensation. Board members shall not receive a reduction in dues, a stipend, or any other form of compensation, for serving on the Board.

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ARTICLE 4. MEETINGS OF THE MEMBERSHIP

- 4.1. Meeting Time/Place. All annual and special meetings of the membership shall be held at such place as the Board shall designate. The annual meeting of the membership shall be held in October of each year at such date and hour as the Board may designate.
- 4.2. Special Meetings. The Board may call a special meeting of the membership at any time. Upon the written request of the members who are entitled to cast ten votes, a special meeting shall be called by the Board.
- 4.3. Notice of Meetings. Written notice of each meeting of the membership shall be given to each member entitled to one vote no more than 30 days or less than ten days prior to the meeting. The notice shall be addressed to the member's email or physical address last appearing on the books of the Association or supplied by the member to the Association for the purpose of notice. The notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
- 4.4. Notice of Elections. Ballots for proposals and for elections of board members may be mailed or sent by electronic transmission to association members. The ballots or accompanying notices must include a mailing address and a postmark deadline for the return of ballots by mail, an email address or other system information and deadline for the return of ballots by electronic transmission.
- 4.5. Voting. Members may cast votes in person, by proxy, by absentee ballot, by mail, or by electronic transmission, as herein provided.
 - 4.5.1. Proxies. Votes may be cast by proxy. All proxies shall be in writing in such form as the Board may designate and filed with the Secretary prior to any vote for which the proxy power is used. Every proxy shall be revocable and shall automatically cease upon the adjournment of the meeting for which it was authorized.
 - 4.5.2. Absentee Ballots. At the discretion of the Board, absentee ballots may be allowed for those unable to attend a duly called meeting of the membership. On the occasion of its use, the absentee ballot shall be prepared by the Board, circulated by and through the Secretary and subject to amendment by the members attending the meeting.
 - 4.5.3. By mail or By Electronic Transmission. Ballots on proposals and election of board members may be returned by mail to the address stated on the ballot or accompanying notice, or by electronic transmission as stated on the ballot or accompanying notice.
- 4.6. Quorum. The presence of members entitled to cast thirty votes in person and by proxy shall constitute a quorum. Members voting by mail or by electronic transmission are considered present for purposes of quorum. If, however, such quorum shall not be present or represented at any meeting, the membership entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

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ARTICLE 5. OFFICERS DUTIES

- 5.1. Officers of the Association. The officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer.
- 5.2. President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the membership and of the Board. The President shall have general charge of the properties and activities of the Association, shall execute, with the Secretary, in the name of the Association, all deeds, bonds, contracts and other obligations and instruments authorized by the Board to be executed, and perform such other and specific duties as may be designated by the Board.
- 5.3. Vice-President. The Vice-President shall be vested with all of the powers of the President and shall perform all of the duties of the President in case of the absence or disability of the President. In addition, the Vice-President shall have such other powers and shall perform such other duties as may be delegated by the Board.
- 5.4. Secretary. The Secretary shall keep and maintain the minutes of all proceedings of the membership and of the Board. The Secretary shall attend to the giving and serving of notices of all meetings of the membership and of the Board. The Secretary shall execute with the President, in the name of the Association, all deeds, bonds, contracts and other obligations and instruments authorized by the Board. The Secretary shall, in general, perform all of the duties incident to the Office of the Secretary, subject to the control of the Board, and shall perform such other duties as may be delegated by the Board.
- 5.5. Treasurer. The Treasurer shall keep or cause to be kept, in books provided for that purpose, full and accurate records and accounts of receipts and disbursements. The Treasurer shall, in the name and to the credit of the Association, receive and deposit, or cause to be received and deposited, all moneys and other valuables of the Association. As may be directed by the Board, the Treasurer shall disburse, or cause to be disbursed, the funds of the Association. The Treasurer shall have such further powers and perform such other duties as the Board shall direct.

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ARTICLE 6. STANDING COMMITTEES

- 6.1. Architectural Control Committee.
- 6.1.1. See Article IV of the Tamoshan Protective Covenants.
- 6.1.2. The Vice-President of the Board of Trustees shall be a non-voting member of this committee and act as a liaison from the Board.
- 6.2. Utilities Committee.
- 6.2.1. Purpose. As authorized by the Board of Trustees, the committee shall monitor and audit the County's development, maintenance, operation, and future modifications to the water system and sewage treatment system, that provide common service to Tamoshan residents.
- 6.2.2. Members and Terms of Office. The committee shall consist of not less than three (3) and not more than five (5) resident members, initially appointed by the Board of Trustees. One member shall be a member of the Board of Trustees. The term of membership shall be ongoing and in perpetuity until resignations or removal by the Board on grounds of misfeasance or failure to reasonably accomplish duties and obligations. Replacements shall be appointed by the committee subject to a 2/3 majority approval of the Board.
- 6.2.3. Duties and Responsibilities. The committee shall meet as it deems necessary to discuss issues and concerns related to the Tamoshan water system and sewage treatment system. It shall be empowered to communicate and coordinate, via its chairperson, with the Thurston County Public Works Department regarding its operation and maintenance of these systems. The committee shall report to the Board of Trustees at the Board's scheduled meetings and/or at the general membership meeting.
- 6.2.4. Chairperson. The committee shall elect a chairperson who shall be the primary liaison with Thurston County Public Works staff regarding issues and concerns of the water and sewage systems. The chairperson shall be responsible for ensuring that documents, records, and meeting minutes of committee activities are kept and recorded.

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ARTICLE 7. AMENDMENTS

- 7.1. Methods. As provided by the Articles of Incorporation, these Bylaws may be amended by a majority vote of the Trustees of this Association at any regular meeting, or special meeting of the Trustees called for that purpose, subject, however, to the power of the association members to amend or repeal such amendment at any annual meeting or special meeting of the association members called for that purpose.
- 7.2. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and, in the case of any conflict between the covenants and these Bylaws, the covenants shall control.

The foregoing Bylaws were regularly adopted by the board on
------(ORIGINAL DOCUMENT SIGNED ON SEPTEMBER 11, 1991-----)Date
------(STEPHEN CANT)-----President
------(GREGORY SQUIRES)-----Secretary

Amendments to the Bylaws were adopted by the Board on May 9, 2018
Ernst Stromsdorfer, President
Denise Graham, Secretary

Amendments to the Bylaws were adopted by the Board on August 8, 2018
Ernst Stromsdorfer, President
Denise Graham, Secretary

Amendments to the Bylaws were adopted by the Board on September 9, 2020
Denise Graham, President
Kathe Rumsey, Secretary

Note: Section 3.4 was revised by the Board in 2010.