

BY-LAWS
OF
COMPTON GREEN HOMEOWNERS ASSOCIATION, INC.

WHEREAS, Compton Green Homeowners Association, Inc. (hereinafter called "the Association"), was incorporated on the 25th day of MAY , 1967, pursuant to that certain Declaration of Protective Covenants, Restrictions, Easements, and Agreements with respect to the Plat of Compton Green (hereinafter collectively called "covenants"), which covenants were recorded in the office of the Auditor of King County, Washington on 29th September 1967, Under Auditor's File No. 6242180 , the following By-Laws were adopted at a duly called and held meeting of the members of the Association on the 25 day of May , 1967:

ARTICLE I.

Articles of Incorporation and By-Laws Subject to Covenants

These By-Laws shall be in all respects subject to, and in aid of, the covenants. In the event that these By-Laws, or any action taken by the trustees or the members of the Association, shall conflict with the covenants, the provisions of the covenants shall control. The terms, provisions and conditions of the covenants are by this reference incorporated herein as if fully set forth.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual meetings There shall be an annual meeting of the members of the Association at the principal place of business of the corporation specified in the Articles of Incorporation, to be held on 2nd Monday in June of each year, provided, however, that the trustees may designate a different date and place for the annual meeting.

Section 2. Special Meetings Special meetings of the members may be called at any time by the trustees or by the president of the Association, or by one fifth or more of the members of the Association. Special meetings shall be held at such time and place as the trustees, president or members, as the case may be, shall specify.

Section 3. NOTICE OF MEETINGS Written notice of each meeting of the members shall be given by the secretary of the Association, or in the event of the failure of the secretary to give such notice, by any person or persons authorized to call the meeting. Such notice shall be mailed, by first class mail with postage prepaid, addressed to each member at the member's last known address, or may be otherwise delivered to the member, not less than five days prior to the date of the meeting. The notice shall specify the time, date and place of the meeting, whether the meeting is a special or an annual meeting of the members, and the purpose or purposes of the meeting to the extent that a statement of purpose is required by law, the Articles of Incorporation, the covenants, or other provision of these By-Laws.

Section 4. QUORUM Except to the extent that a larger quorum or majority is required by law, the Articles of Incorporation, covenants, or other provision of these By-Laws the presence at the meeting, in person or by proxy, of one-tenth of the members entitled to vote shall constitute a quorum and a simple majority of the members voting shall be sufficient for any action. Any two or more members shall constitute a quorum sufficient for the purpose of adjourning the meeting from time to time and place to place without additional notice.

Section 5. PROXIES At all meetings of members, and member or members may vote in person or by proxy. Proxies shall be in writing and shall be filed with the secretary of the meeting. Proxies shall be revocable at any time, and in no event shall any proxy continue in force for more than one year from its date.

Section 6. VOTING BY CERTAIN MEMBERS Membership in the name of another corporation may be voted by such officer, agent or proxy as the By-Laws of such corporation may prescribe or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Membership in the name of an administrator, executor, guardian, conservator, or similar representative may be voted by him either in person or by proxy, without a transfer of such membership into his name. Membership standing in the name of a trustee may be voted by him either in person or by proxy, but no trustee shall be entitled to vote a membership

held by him without a transfer of such membership into his name.

Membership in the name of a receiver may be voted by such receiver. Membership held by or under the control of a receiver may be voted by such receiver without the transfer of membership into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A member whose membership is hypothecated or assigned for security shall be entitled to vote such membership unless the membership has been transferred into the name of the pledgee or assignee; in the event such membership is transferred into the name of the pledgee or assignee, the pledgee or assignee shall be entitled to vote the membership so transferred.

Section 7. INTERNAL ACTION BY MEMBERS Except as otherwise required by law, the Articles of Incorporation, the covenants or other provisions of these By-Laws, any action required to be taken at a meeting of the members or which might be taken at a meeting of the members may be done without such a meeting with the written consent of a sufficient majority of the members entitled to vote with respect to such action.

ARTICLE III

Section 1 TERM The management of the Association shall be vested in the trustees, who need not be members of the Association. The trustees, except for the trustees elected at the first election thereof by the members, shall be elected for terms of five years each. At the meeting of the members at which the initial trustees are elected, one trustee shall be elected for a term of one year, one for a term of two years, one for a term of three years, one for a term of four years, and one for a term of five years. Each trustee shall serve until his successor has been elected.

Section 2. NOMINATION OF TRUSTEES. Prior to the giving of notice of any annual or special meeting at which one or more trustees are to be elected, the trustees shall nominate not less than one person for each vacancy on the Board of Trustees. The persons so nominated shall be named in the notice of the meeting at which the election will be held. Additional persons may be nominated from the floor at the meeting.

Section 3. VACANCIES In the event of any vacancy on the Board of Trustees, resulting from a resignation or inability to serve of any trustee, the remaining trustees shall have the right, but not the obligation, to appoint a successor or successors to serve until the next meeting of the members, at which meeting the members shall elect a trustee to serve for the remaining portion of the term.

Section 4. MEETINGS OF TRUSTEES The Board of Trustees shall hold meetings from time to time and at such place as they may determine or as the president of the Association may call.

Section 5. ACTION TAKEN WITHOUT A MEETING The trustees shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the trustees. Any action so approved shall have the same effect as though taken at a meeting of the trustees.

Section 6. COMPENSATION No trustee shall receive compensation for any service he may render to the Association. However, any trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE IV

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. POWERS The Board of Trustees shall have power to:

(a) adopt and publish rules and regulations governing the use of the common areas and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by law, the Articles of Incorporation, the covenants, or other provisions of these By-Laws.

(c) declare the office of a member of the Board of Trustees to be vacant in the event of the resignation or inability to serve of any trustee or in the event any trustee shall neglect to attend to his duties as a trustee, which

neglect shall in no event exist unless such trustee has been absent from three consecutive meeting of the Board of Trustees extending over a period of not less than three months; and

(d) employ such officers, managers, employees or independent contractors as the trustees deem necessary, and to prescribe their duties.

Section 2. DUTIES It shall be the duty of the Board of Trustees to:

(a) cause to be kept a complete record of all its acts and the corporate affairs of the Association, and to present a statement thereof to the members at the annual meeting of the members or at any special meeting of the members when such statement is requested in writing by not less than 25% of the members;

(b) supervise all officers, agents and employees of the Association, and see that their duties are properly performed;

(c) subject to provisions, the Articles of Incorporation, the covenants, and other provisions of these By-Laws, to establish or recommend fees to the members, dues, and assessments, and provide for other sources of revenue to the Association.

(d) issue, or cause an appropriate officer of the Association to issue, upon request by any person, a certificate or statement setting forth whether or not any assessments, dues, fees or other charges constituting a lien upon any lot or portion of the properties have been paid or are delinquent.

(e) procure and maintain adequate liability and hazard insurance with respect to the common areas and the facilities thereon;

(f) cause all officers or employees of the Association having fiscal responsibilities to be bonded to the extent deemed appropriate by the trustees;

(g) cause the common areas to be maintained; and

(h) review actions of the Architectural Control Committee, accept jurisdiction therefrom when requested to do so by and do all other things necessary or appropriate to fulfill the functions and responsibilities of the Association.

ARTICLE V

OFFICERS

Section 1. OFFICES The officers of this Association shall be a president (who shall at all times be a member of the Board of Trustees), and an executive vice president, a secretary-treasurer and such other officers as the trustees may from time to time determine.

Section 2. ELECTION The Board of Trustees shall elect and remove officers at will. The trustees shall not enter into an employment contract with any officer or other employee for a term of longer than one year.

Section 3. MULTIPLE OFFICES Offices may be combined and two or more offices may be held by one person; provided, however, that the president shall not hold any additional office.

Section 4. DUTIES The duties of the officers are as follows:

(a) President - The president shall preside at all meetings of the trustees; shall see that all orders and resolutions of the trustees are carried out; shall sign all leases, mortgages, deeds, promissory notes and other instruments of like nature, and shall co-sign all checks in excess of \$100.00.

(b) Executive Vice President - The executive vice president shall act in the place and stead of the president in the event of his absence or inability to act, and shall exercise and discharge such other duties as may be required of him by the president and trustees.

(c) SECRETARY - The secretary shall record the votes and keep the minutes of all meetings and proceedings of the trustees and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the trustees and of the members; keep appropriate records showing the members of the Association and their addresses, and shall perform such other duties as required by the president, executive vice president, and trustees.

(d) TREASURER - The treasurer shall receive and deposit in appropriate accounts all monies of the Association and shall disburse such funds as directed by the trustees, president or

executive vice president; he shall sign all checks and promissory notes of the Association, keep proper books of account, cause an audit of the books of the Association to be made by an independent auditor not less frequently than annually, and shall prepare, prior to January 1 of each year, estimates of anticipated income and expenses for the ensuing year.

ARTICLE VI

ASSESSMENTS

Notwithstanding that the rights of the members to the use and enjoyment of the common areas and facilities of the Association are subject to the right of the Association to charge fees, collect dues, make assessments or obtain compensation in any other reasonable manner for the use maintenance, improvement or construction of any facility within or upon the common areas as provided in the Articles of Incorporation, the foregoing rights of the Association shall not be exercised as to members for a period of five years from the date of the recording of the covenants, and subsequently such rights of the Association shall not be exercised except with the approval of the majority of the members.

Section 2. USE OF CHARGES, DUES AND ASSESSMENTS All funds collected by the Association, from whatever source, shall be utilized solely for the benefit of the members, and shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the members and protecting and increasing the value of the properties, including all of the lots within the properties, subject to the jurisdiction of the Association. This provision shall not be construed to preclude the payment of salaries or wages to officers or other employees of the Association, or the payment of other expenses of administration, so long as the sole purpose of the Association continues to be to provide for the members and the protection and increase in value of the properties.

Section 3. MANNER OF ASSESSMENT In the event the Association shall exercise the right to make assessments for the use, maintenance, improvement or construction of any facility within or upon the common areas, such assessments shall be made to apply equally to each lot without regard to the size thereof or any other factors or circumstances which might be considered in the absence of this provision.

Section 4. COLLECTION OF ASSESSMENTS All assessments shall be paid and collected in a lump sum or in installments, as may be determined by the Board of Trustees.

Section 5. DELINQUENT PAYMENTS Any assessment which is not paid when due shall be delinquent. If the assessment is not paid within thirty days after the due date the assessment shall bear interest from the date of delinquency at the rate of $6\frac{1}{2}\%$ per annum, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose a lien against the lot or lots subject to the said assessment, and interest, costs and reasonable attorneys' fees incurred in any such action shall be added to the amount of the assessment and included in the judgment. No member or other owner may avoid liability for any charge, dues or assessment by waiver of his rights, or by non-use of the common areas or facilities, or by abandonment of his lot or lots. By the covenants, each member and owner is deemed to covenant and agree to pay to the Association such annual and special charges, dues and assessments as shall be fixed and assessed by the trustees of the Association in a manner provided by the Articles of Incorporation and By-Laws. Such charges, dues and assessments, together with interest thereon and costs of collection thereof as hereinabove provided, shall be a charge on each owner's lot or lots and shall be a continuing lien thereon until paid. Such charges, dues and assessments, together with said interest and costs of collection, shall also be the personal obligation of the person who was the owner of such property (or member of the Association) as the time when the charge, dues or assessment became due; the said personal obligation shall not pass to his successor in title unless expressly assumed.

ARTICLE VII

BOOKS AND RECORDS

The books, records and documents of the Association shall at all times during reasonable business hours be subject to inspection by any member, his attorneys and accountants. Copies of the covenants, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection and copying.

ARTICLE VIII
AMENDMENT OF BY-LAWS

These By-Laws may be amended at any meeting of the members of the Association by vote of a majority of all the members of the Association.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Association shall begin on the first (1st) day of JULY and end on the last day of JUNE of each year, except that the fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, the undersigned, being all of the trustees of Compton Green Homeowners Association, Inc., have hereunto set our hands this _____ day of _____.

STATE OF WASHINGTON }
COUNTY OF KING } ss.

On this day personally appeared before me _____
_____, _____

_____, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged the they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS _____ DAY OF _____, 1966.

Notary public in and for the State of Washington, residing at Seattle