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Document Title:	2017 Amended and Restated Bylaws of Parkview at VancouverCenter Condominium Association
Reference Document:	
Grantor:	Parkview at VancouverCenter Condominium Association
Grantee:	N/A
Legal Description:	Plat of Parkview at VancouverCenter, a Condominium, Book 700, Page 70

Background

1. The Association and the owners are governed by the following documents:
 - 1.1. Declaration of Covenants, Conditions, Restrictions, and Reservations for Parkview at Vancouvercenter, A Condominium, recorded in Clark County as document number 4330974;
 - 1.2. Bylaws of Parkview at VancouverCenter Condominium Association; and
 - 1.3. Articles of Incorporation of Parkview at VancouverCenter Condominium Association, filed with the Washington Secretary of State on June 1, 2006.
2. The Bylaws of the Association were not recorded in the county records. The purpose of these 2017 Amendment and Restated Bylaws is to incorporate amendments which were approved by the membership and to record a complete version of the Bylaws in the county records.
3. Article 12 of the Bylaws authorize amendments in the manner described in the Articles of Incorporation.
4. The Articles of Incorporation authorize amendments to the Bylaws if approved by the members of the Association. The members may vote on amendments at the annual meeting of the owners, a special meeting of the owners, or by written ballot in lieu of a meeting.
5. A quorum of the owners must be present at any meeting which is called for the purpose of amending the Bylaws.
6. Under Section 5.5 of the Bylaws, the Association's quorum requirement is 34% of the total voting power of the membership. A quorum may be established by owners attending a meeting in person or by proxy.
7. Once a quorum is established, 2/3 of the members at the meeting (in person or proxy) must vote to approve the proposed amendment.
8. Under Section 12.7.1 of the Declaration, each Unit is assigned one vote.

9. In accordance with the amendment procedures and requirements above, the members of the Association voted to:
 - 9.1. Amend Section 5.2.1;
 - 9.2. Amend Section 5.2.3;
 - 9.3. Add Section 5.12;
 - 9.4. Amend Section 7.5; and
 - 9.5. Amend Section 8.1.
10. The following 2017 Amended and Restated Bylaws incorporate the 2016 changes to the Bylaws.

**AMENDED AND RESTATED BYLAWS OF
PARKVIEW AT VANCOUVERCENTER
CONDOMINIUM ASSOCIATION**

1. Definitions

- 1.1. "Association" means and refers to the Parkview at Vancouvercenter Condominium Association, a Washington nonprofit corporation.
- 1.2. "Association Property" means and refers to the real property described in Article 3 of these Bylaws and in Article 4 of the Declaration of Covenants, Conditions, Restrictions and Reservations for Parkview at Vancouvercenter, A Condominium, recorded under Auditor's File No. 4330974, records of Clark County, Washington, as may be amended from time to time ("Declaration").
- 1.3. "Common Elements" means any property owned, maintained, repaired, or administered by the Association that are not part of the Units of the Condominium, as defined in the Declaration.
- 1.4. "Common Expense" means expenditures made by or financial liabilities of the Association, together with any allocations to reserves.
- 1.5. "Declarant" means Vandevco Residential LLC, a Washington limited liability company, or any successor thereof designated under RCW 64.34.316.
- 1.6. "Governing Documents" means the Articles of Incorporation, these Bylaws, the Declaration, Survey Map and Plans, Rules and Regulations of the Association, and other written instruments by which the Association has the authority to exercise any of the powers provided for by law or to manage, maintain, or affect the property under the jurisdiction and control of the Association, as each may be amended or restated from time to time.
- 1.7. Additional definitions applicable to the Condominium and Association are contained in the Declaration and fully incorporated into these Bylaws by reference.

2. Offices

- 2.1. Principal Office. The principal office of the Association is at 601 Columbia Street, Suite 132, Vancouver, Washington 98660, or at any other office as the Board of Directors may designate by resolution or other writing.
- 2.2. Registered Office/ Agent. The registered office and the registered agent located at that office is identified in the Articles of Incorporation of the Association, or any amendment filed with the Washington Secretary of State.
- 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 at the locations selected by the Board of Directors.

3. Association Jurisdiction.

The jurisdiction of the Association includes all of the property defined in the Declaration, as amended or supplemented.

4. Purposes

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

5. Membership

- 5.1. Members. The members of the Association are described in the Association's Articles of Incorporation and the Declaration.
- 5.2. Membership Meetings.
 - 5.2.1. Annual Meetings. The date and time of the annual meeting of the members of the Association shall be determined by the Board of Directors. At the annual meetings, the members must elect a Board of Directors, if required under Section 7.10. The members may also transact other business that is properly raised at the meeting as allowed under the Washington Condominium Act and the Nonprofit Corporation Act ("Acts"), the Articles of Incorporation, the Declaration, or upon referral by the Board of Directors.

5.2.2. Regular Meetings. The Board of Directors by resolution may set a schedule for regular meetings of the members for the ensuing year. Notice of regular meetings shall be provided under Section 5.4.

5.2.3. Special Meetings. Special meetings of the members may be called by the President, a majority of the Board of Directors, or by Unit Owners having 20% of the Total Voting Power of the Association. Notice of special meetings shall be provided under Section 5.4.

5.3. Place of Meetings. Meetings of the members are to be held at any suitable place convenient to the members designated by the Board of Directors and identified in the notices of the meetings. The annual meeting of the members may be held by means of a telephone conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time.

5.4. Notice of Member Meetings. For any meeting of the members, the Secretary or other officer of the Association specified in these Bylaws must cause notice of meetings to be hand-delivered or sent prepaid by first class United States mail to the mailing address of each member, or to any other mailing address designated in writing by the members. The notice must be given not less than 10 days nor more than 60 days in advance of any meeting. The notice must 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 Declaration, 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.

5.5. Quorum. A quorum is present if Unit Owners holding 34% of the Total Voting Power of the Association are present in person or by written proxy at the beginning of the meeting. Unless otherwise provided in the Declaration, Articles of Incorporation, or these Bylaws, action taken at a meeting in which a quorum was not initially present will be void and of no effect unless all members of the Association consent in writing to the action within 30 days after the date of the meeting.

5.6. Voting.

5.6.1. Total Voting Power. The Total Voting Power is described in the Declaration. At each meeting of the members, each Unit may be represented by one member either in person or by proxy executed in writing by the member (or if more than one member then by all of the

members), or by the member's duly authorized attorney-in-fact, or by mail-in ballot described in Section 5.11 (the "voting member").

5.6.2. Voting by Members. When a quorum is present at the beginning of a meeting and at least 34% of the Total Voting Power remain represented at the meeting in person or by written proxy at the time the vote is taken, the vote of a majority of the Total Voting Power represented in person or by written proxy at the meeting will decide any question brought before the meeting. This vote will be binding upon all members of the Association, unless the question is one upon which, by express provision of the Acts, the Articles of Incorporation, the Declaration, or these Bylaws, a different vote is required, in which case the express provisions must govern and control the decision of the question.

5.6.2.1. If a vote of the membership is taken by mail-in ballot, then the affirmative vote of a majority of the Total Voting Power entitled to be cast will decide a question presented in the ballot.

5.7. Proxies. All proxies must be in writing and the proxy must be filed with the Secretary of the Association or other office or agent authorized to tabulate votes before the meeting at which the proxies are to be used. A notation of the Total Voting Power represented by proxies must be made in the minutes of the meeting. Every proxy will be valid for a period of 11 months, or until it is earlier revoked by written notice delivered to the person presiding over a meeting of the Association, and will automatically cease upon conveyance of the members' interest in any Units within the Association's jurisdiction.

5.8. Adjourned Meetings. Whether for failure to obtain a quorum or otherwise, an adjournment of any meeting of members may be taken to a 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.

5.9. Waiver of Notice. Any member may, in writing, waive notice of any meeting before, at, or after the meeting, and this waiver will be deemed equivalent to the giving of this notice. Attendance by a member at any membership meeting, whether in person or by proxy, will 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 objection must be made at the beginning of the meeting and the objection will be waived if the member verbally participates in any matter on the agenda of the meeting or votes on any action at the meeting.

5.10. 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 consent in writing to the action being taken, and the action will be effective when the last member signs the consent.

5.11. Mail-In Ballots. Whenever the vote of the Association members is required, the vote may be taken by mail-in ballot if the mail-in ballot and full instructions for the mail-in ballot are provided with the notice for the meeting established for the actions for which the ballots will be cast. Instructions for the mail-in ballots must not contradict any provisions contained in the Acts, the Articles of Incorporation, or these Bylaws. All mail-in ballots must be sent to the Secretary of the Association or an agent of the Association duly appointed by the Board of Directors and designated in the instructions, and must be received prior to the date and time set for the meeting.

5.12. Electronic Notice and Voting. At the discretion of the Board of Directors, any notices required under these Bylaws may be provided to the Owners through electronic communication. Electronic notice is effective only with respect to Owners who have consented, in writing, to receive electronically transmitted notices. Notice to owners regarding the following matters may not be transmitted electronically:

- a) failure to pay assessments;
- b) foreclosure of the Association's liens; and
- c) legal action against an Owner.

All Association matters which require the vote of the Owners may be taken electronically. The Board of Directors may adopt rules and regulations governing the use of electronic voting.

6. Declarant's Control

6.1. Rights of Declarant. During the period of Declarant's control of the Association as specified in Section 6.2, the Declarant has the right to:

6.1.1. Appoint and remove the officers and members of the Board of Directors;
and

6.1.2. Veto or approve a proposed action of the Board of Directors or members of the Association. The Declarant's failure to veto or approve a proposed action in writing within 30 days after receipt of written notice of the proposed action will be deemed approval by the Declarant.

6.2. Period of Declarant's Control. Under RCW 64.34.308(4)(b), the Declarant's control of the Association terminates when the first of following events occur:

6.2.1. 60 days after Declarant conveys or transfers of record 75% of the Units (that are located in the Condominium and that may be added to the Condominium) to other Unit Owners

6.2.2. Two years after the Declarant conveys or transfers of record the last Unit that is located in the Condominium, as amended (not including transfers for the security of debt);

6.2.3. Two years after the Declarant last exercised a development right to add new Units; or

6.2.4. The date on which the Declarant records an amendment to the Declaration in which the Declarant voluntarily surrenders the right to further appoint and remove officers and directors.

7. Directors

7.1. Initial Board of Directors. The initial Board of Directors named in the Articles of Incorporation, or the directors appointed by the Declarant under Section 6.1, will serve until the requisite number of Units are conveyed as provided in Section 7.2.

7.2. Board of Directors upon Conveyance of Units. Not later than 60 days after conveyance of 25% of the Units, that are located in the Condominium and that may be added to the Condominium, to Unit Owners other than Declarant, there shall be a Board of Directors of three directors. At least one of these directors must be elected by Unit Owners other than the Declarant and must be a Unit Owner.

7.3. Board of Directors upon termination of Declarant's Control. Within 30 days after the termination of the period of Declarant's control as described in Section 6.2, the Unit Owners must hold a meeting at which they must elect a Board of Directors of three members under Section 7.10, where all the directors must be Unit Owners, even if the election has the effect of reducing the term of a current director. This first Board of Directors must elect officers according to Section 9.2. These members of the Board of Directors and officers will take office upon election.

7.4. Removal of Directors During Declarant's Control. The Unit Owners, by a two-thirds (2/3) vote of the Total Voting Power of the Association represented and

entitled to vote at any meeting of the Unit Owners at which a quorum is present, may remove any member of the Board of Directors with or without cause, other than a member appointed by the Declarant. The Declarant may not remove any member of the Board of Directors elected by the Unit Owners.

- 7.5. Number of Directors. Upon the occurrence of the event in Section 7.2, a Board of Directors consisting of five directors will manage the affairs of the Association. After the termination of the Declarant's control under Section 6.2, the number of directors may be increased or decreased from time to time by a two-thirds (2/3) vote of the members of the Association but a decrease will not have the effect of shortening the term of any incumbent director except as provided in Section 7.3.

Directors shall serve 2 year staggered terms, with an initial 1 year term served by the two additional Director positions approved by membership to form a five Director Board.

- 7.6. Qualification. After termination of the Declarant's control under Section 6.2, all directors must be Unit Owners of the Condominium as that term is defined in RCW 64.34.324(3).

- 7.7. Authority and Powers of the Board of Directors. The management of the affairs, property, and interests of the Association is vested in the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Declaration, or the Articles of Incorporation, the Board of Directors may exercise all powers of the Association and do all lawful acts and things that are not directed or required to be exercised or done by the members of the Association by statute, the Articles of Incorporation, or these Bylaws, including, but not limited to, the following items:

- 7.7.1. To levy and collect Assessments, annually, quarterly, monthly, or otherwise, to cover the cost of operating, repairing, improving, insuring, and maintaining Association Property;
- 7.7.2. To use and expend the Assessments collected to maintain, improve, pay taxes, care for, replace, and preserve Association Property;
- 7.7.3. To make, or contract to have made, repairs, restorations, or alterations of Association Property, if any, after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings;
- 7.7.4. To employ managers, independent contractors, and vendors, including but not limited to legal counsel, accountants, and other professionals and

consultants as the Board of Directors deems necessary or appropriate, or other employees as the Board of Directors deems necessary and to prescribe their duties

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

7.7.6. To make reasonable rules and regulations and to amend the same from time to time;

7.7.7. To collect delinquent Assessments by suit or otherwise, to abate nuisances, and to enjoin or seek damages from members for violations of the Governing Documents or rules and regulations adopted by the Board of Directors. The rules and regulations, and any amendments, shall be binding upon the members when the Board of Directors has approved them in writing and mailed a copy of the rules and regulations, and all amendments, to each member at the address of the member reflected in the records of the Association. The rules and regulations may include reasonable limitations on the use of Association Property by guests of the members, as well as reasonable admission and other fees for this use;

7.7.8. 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 the litigation; and

7.7.9. To have and carry out all of the powers listed in the Articles of Incorporation and the Declaration, unless these powers have been reserved to the members by the Act, the Articles of Incorporation, the Declaration, or these Bylaws.

7.8. Authority Reserved to Members. The Board of Directors will not have the authority to act on behalf of the Association in the following matters, which authority is reserved unto the members:

7.8.1. To amend the Articles of Incorporation;

7.8.2. To take any action that requires the vote or approval of the Unit Owners;

7.8.3. To terminate the Association;

7.8.4. To elect members of the Board of Directors; and

7.8.5. To determine the qualifications, powers and duties, or terms of the members of the Board of Directors except that the Board of Directors may fill vacancies in its membership of the unexpired portion of any term.

7.9. Duties of Board of Directors. It will be the duty of the Board of Directors to:

7.9.1. Cause to be kept a complete record of all its acts and corporate affairs and to present an annual report to the members at the members' annual meeting, or at any special meeting when the report is requested in writing by one-fourth (1/4) of the Total Voting Power

7.9.2. Supervise all officers, agents, and employees of the Association and to see that their duties are properly performed

7.9.3. Establish, levy, assess, and collect Assessments or charges referred to in the Declaration and these Bylaws as applicable to the Association; and to send written notice of each Assessment to every Unit Owner or Eligible Mortgagee subject to the Assessment at least 30 days in advance of each annual, monthly, or special assessment period;

7.9.4. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate stating whether any Assessment has been paid; a reasonable charge may be made by the Board of Directors for the issuance of this certificate. This certificate will be conclusive evidence of any Assessment stated to have been paid;

7.9.5. Procure and maintain adequate liability insurance, and to procure adequate hazard insurance on Association Property and other assets owned by the Association;

7.9.6. Cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate;

7.9.7. Cause any Common Elements owned by the Association to be maintained; and

7.9.8. Where reasonably prudent, delegate its duties to one or more officers or to a committee, upon the affirmative resolution of the Board of Directors.

7.10. Election of Directors and Term.

7.10.1. Initial Directors. The initial Board of Directors named in the Articles of Incorporation will serve until the events described in Sections 7.2 and 7.3 occur.

7.10.2. Subsequent Directors. At the first meeting of the members after termination of the Declarant's control of the Association described in Section 7.3 ("initial meeting") the members must elect three directors. Elections must, after that time, be held each year at the annual general membership meeting unless a vacancy occurs prior to the normal expiration of that director's term, in which instance the procedure in Section 7.14 applies. One member of the first elected Board of Directors will serve for a one-year term, commencing on the date of the initial meeting; one member of the first elected Board of Directors will serve for a two-year term commencing on the date of the initial meeting; and one member of the first elected Board of Directors will serve for a three-year term commencing on the date of the initial meeting. The one person having the greatest number of votes will serve for a term of three years; the next person with the greatest number of votes will serve for a term of two years and the third person elected will serve a term of one year. Each term of the first directors will continue until the annual meeting of the members of the applicable year in which their term ends. All subsequent directors for subsequent terms will serve two-year terms, unless they earlier resign or are removed according to these Bylaws. It is the intent that directors serve staggered terms so that not all director positions end each year. Each year, the Board of Directors will hold its annual Board of Directors meeting in the month after the election of new directors at the annual membership meeting to appoint officers, set a regular meeting schedule, and conduct other business.

7.11. Removal of Directors. Subject to Section 7.4, the Unit Owners, by a two-thirds (2/3) vote of the Total Voting Power of the Association represented and entitled to vote at any meeting of the Unit Owners at which a quorum is present, may remove any member of the Board of Directors with or without cause, other than a member appointed by the Declarant.

7.12. 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 that director vacant and the vacancy will be filled in the manner described in Section 7.14.

7.13. Resignation of Directors. Any director may resign at any time by sending a written notice of the resignation to the office of the Association, addressed to the Secretary. Resignations will take effect upon receipt thereof by the Secretary unless the resignation states otherwise.

7.14. Vacancies. Except for vacancies filled by the Declarant under Section 7.4, whenever any vacancy occurs in the Board of Directors it will be filled without undue delay by a majority vote of the remaining directors of the Board of Directors at a regular or special meeting of the Board of Directors. The person chosen will hold office until his or her successor is elected and qualified under Section 7.10 of these Bylaws.

7.15. Remuneration. No stated salary will be paid to directors 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.

7.16. Loans. The Association may not loan money or extend credit to its directors.

7.17. Disbursement. The Association may not make any disbursements of income to any director for the director's service on the Board of Directors, except as provided in Section 7.15.

7.18. Meetings of the Board of Directors.

7.18.1. Regular Meetings. The incoming Board of Directors must set a schedule of regular meetings of the Board of Directors at its first meeting. Notice of regular meetings will be handled as described in Section 7.19 below.

7.18.2. 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 will be held at the principal office of the Association or at another place or places that the directors may designate.

7.18.3. Open and Closed Meetings.

7.18.3.1. All meetings of the Board of Directors must be open for observation by all Unit Owners of record and their authorized agents; 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:

7.18.3.1.1.To discuss personnel matters;

7.18.3.1.2. To consult with legal counsel or consider communications with legal counsel;

7.18.3.1.3.To discuss likely or pending litigation;

7.18.3.1.4.To discuss matters involving possible violations of the governing documents of the Association; and

7.18.3.1.5.To discuss matters involving the possible liability of a Unit Owner to the Association.

7.18.3.2.The motion must state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session must be included in the minutes. The Board of Directors must restrict the consideration of matters during the closed session 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 a motion or other action that is reasonably identified. This subsection does not require the disclosure of information in violation of law or that is otherwise exempt from disclosure.

7.19. Notice of Board of Directors Meetings.

7.19.1. Regular Board of Directors Meetings. The schedule of regular Board of Directors meetings must be published in the minutes of the meeting at which the schedule was set. Further individual notice is not necessary.

7.19.2. Special Board of Directors Meetings. Notice of all special meetings of the Board of Directors must be given to each director, served by telegram, letter, telephone, facsimile or other electronic transmission, or personal delivery no later than 24 hours before the special meeting. The notice need not specify the business to be transacted at or the purposes of the meeting.

7.20. Quorum. A majority of the Board of Directors attending a meeting in person constitutes a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than 10 days later.

- 7.21. Chairperson. At all meetings of the Board of Directors, the President or the Vice-President of the Association, or in their absence, a member of the Board of Directors chosen by the directors present, will preside as Chairperson.
- 7.22. Proxies. Directors are entitled to vote either in person or by proxy at any regular or special meeting. Any proxy is only valid for the upcoming meeting or subsequent adjourned meetings. All proxies must be in writing and the signatures must be witnessed or acknowledged. The proxy must be filed with the Secretary of the Association before the meeting at which it is to be used. A notation of the vote by proxy must be made in the minutes of the meeting.
- 7.23. Voting. A majority of directors present at a meeting at which a quorum is present must concur any time these Bylaws, the Articles of Incorporation, the Declaration, or a Board of Directors resolution calls for Board of Directors action. Each director possesses one vote in matters coming before the Board of Directors.
- 7.24. Deadlock. If the directors are unable to reach a decision, the directors must 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 of Directors. If the directors are unable to agree on a temporary director, each director must select a temporary director from the Association membership. The temporary directors must select one other temporary director from the Association membership, and these temporary directors must assist for a limited time and for the limited purpose of assisting to resolve the question.
- 7.25. Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a matter is taken will be presumed to have assented to the action unless the director's dissent is entered in the minutes of the meeting, or unless the director files written dissent to the action with the person acting as the secretary of the meeting, before the adjournment of the meeting. The right to dissent does not apply to a director who voted in favor of the action.
- 7.26. Minutes. The Board of Directors must keep minutes of all actions taken by the Board of Directors. The minutes must be available for inspection by all Unit Owners.
- 7.27. 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, can only be approved if it receives the affirmative vote of all of the directors then in office.

7.28. Waiver of Notice. Attendance of a director or a committee member at a meeting in person, constitutes a waiver of notice of the 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, whether before or after the time stated for the meeting, will be equivalent to the giving of notice.

7.29. 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 that may be taken at a meeting, may be taken without a meeting if a consent in writing, stating the action so taken, must be signed by all of the directors or committee members entitled to vote with respect to the subject matter. The consent has the same force and effect as a unanimous vote. The action taken will be effective when the last director signs unless otherwise stated in the consent.

7.30. Actions of Directors by Other Communication Means. Directors may participate in a meeting of directors by means of a telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by these means constitutes presence in person at a meeting.

8. Committees

8.1. Designation and Qualification. The Board of Directors, by resolution adopted by a majority of the directors, may designate and appoint one or more committees. The designation and appointment of any committee and the delegation to the committee of authority will not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or the Board of Directors or director by law.

8.2. Authority of Committees. These committees, to the extent stated in the resolution, will have and exercise the authority of the Board of Directors in the management of the Association, except that no committee will have the authority of the Board of Directors in reference to:

8.2.1. Amend, alter, or repeal the Bylaws;

8.2.2. Elect, appoint, or remove any committee member or any director or officer of the Association;

8.2.3. Amend the Articles of Incorporation;

8.2.4. Adopt a plan of merger or adopt a plan of consolidation with another corporation;

8.2.5. Authorize 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;

8.2.6. Authorize the voluntary dissolution of the Association or revoking proceedings for dissolution;

8.2.7. Adopt a plan for distribution of the assets of the Association; or

8.2.8. Amend, alter, or repeal any resolution of the Board of Directors that by its terms provides that it cannot be amended, altered or repealed by a committee.

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

9. Officers

9.1. Designations. The officers of the Association are a President, Vice-President, Secretary, and Treasurer. Any two officers may be held by the same person, except the offices of the President and Secretary. The term of each officer is for one year. Officers will take office immediately upon election and hold office until new officers are appointed the following year by the Board of Directors.

9.2. Initial Officers. The initial Board of Directors must appoint the initial officers at the Board of Directors' organizational meeting after incorporation of the Association. The initial officers will hold office until their successors are appointed and qualified by the first elected Board of Directors at its first Board of Directors' meeting.

9.3. Officer Designations.

9.3.1. President. The President is the chief executive officer of the Association. The President will preside at all meetings of the members and the Board of Directors. The President will have all of the general powers and duties that are usually incident to the office of the chief executive officer of an association, including, but not limited to, the power to appoint committees from among Association members as the President may decide are appropriate to assist in the conduct of the affairs of the Association.

9.3.2. Vice President. The Vice President takes the place of the President and perform the President's duties whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors must appoint some other member of the Board of Directors to act as President on an interim basis. The Vice President will also perform other duties as prescribed by the Board of Directors.

9.3.3. Secretary. The Secretary will have the following duties:

9.3.3.1. Issue notices for all meetings, if required, except the notices of special meetings of the directors that are called by the President or the requisite number of directors;

9.3.3.2. Keep minutes of all meetings, including but not limited to, those persons in attendance at the meetings, motions made and votes on, and other business conducted and decided upon at the meetings;

9.3.3.3. Make reports and perform other duties that are incident to the Secretary's office, or are properly required of the Secretary by the Board of Directors; and

9.3.3.4. Provide copies of meeting minutes for all officers and voting members at all meetings.

9.3.4. Treasurer. The Treasurer will have the following duties:

9.3.4.1. Keep custody of all funds of the Association;

9.3.4.2. Maintain an accurate and timely accounting of all funds received and disbursed by the Association;

9.3.4.3. Deposit all funds into the accounts established by direction of the Board of Directors and be responsible for the proper maintenance of these accounts;

- 9.3.4.4. 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 the disbursements;
 - 9.3.4.5. Report at all meetings on the financial status of the Association, including funds on hand, outstanding obligations if any, and all disbursements made since the last report;
 - 9.3.4.6. Be a required signer on all checks and drafts against the Association funds unless the Board of Directors designates additional or alternative signers;
 - 9.3.4.7. Comply with any and all state and federal regulations and guidelines that pertain to the Association as a non-profit corporation; and
 - 9.3.4.8. Fulfill all functions delegated to the Treasurer by the President of the Board of Directors.
- 9.4. Other Officers. The directors may appoint other officers or agents as it deems necessary or expedient, who will (a) hold office for the terms, (b) exercise the powers, and (c) perform the duties, all as determined by the Board of Directors.
- 9.5. Delegation. In the case of absence or inability to act of any officer of the Association and of any person authorized to act in an officer's place, the Board of Directors may delegate the powers or duties of the officer to any other officer or any director or other person whom it may select.
- 9.6. Resignation of Officers. Any officer may resign at any time by giving written notice to the Secretary of the Association, who, in turn, must notify the Board of Directors of the resignation. Written notice of the resignation will take effect upon receipt of the notice by the Association's Secretary unless otherwise specified.
- 9.7. 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.
- 9.8. Vacancies. The Board of Directors may fill vacancies in any office arising from any cause at any regular or special meeting of the Board of Directors for the unexpired term of the vacated office.

9.9. Loans to Officers. The Association will not loan money or extend credit to any officer.

9.10. 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.

10. Fiscal Policy

10.1. Record-keeping.

10.1.1. The Association through its Treasurer or managing agent will keep financial and other records sufficiently detailed to enable the Association to declare to each Unit 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.

10.1.2. If the Association uses a managing agent, the managing agent will turn over all original books and records to the Association immediately upon termination of the management relationship with the Association or upon demand by the Board of Directors. An Association's managing agent is entitled to keep copies of Association records.

10.1.3. The Association must 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:

10.1.3.1. Current Articles, Bylaws, and Declaration;

10.1.3.2. Correct and adequate records of accounts and finances;

10.1.3.3. A record of all Unit Owners and Eligible Mortgagees and their mailing addresses;

10.1.3.4. A record of officers' and directors' names and addresses; and

10.1.3.5. Minutes of the proceedings of the members, Board of Directors, and any committees of the Board of Directors. Records may be written, or electronic if capable of being converted to writing.

10.2. Examination of Records. All records of the association, including the names and addresses of Unit Owners and other occupants of the Units, must be available for examination by all Unit Owners, Mortgagees, 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.

10.3. Financial Statement. The Association must keep financial records sufficiently detailed to enable the Association to comply with RCW 64.34.425. All financial and other records of the Association, including checks, bank records, and invoices, are the property of the Association, but must be made reasonably available for examination and copying by the manager of the Association, any Unit Owner, or the Unit Owner's authorized agents upon request. At least once annually, the Association must prepare, or cause to be prepared, a financial statement of the Association in accordance with generally accepted accounting principles. The financial statements of the Association must be audited at least once annually by a certified public accountant.

10.4. Deposit of Funds. The funds of the Association must be kept in accounts in the name of the Association and must not be commingled with the funds of any other Association, or with the funds of any managing agent of the Association or any other person responsible for the custody of these funds. The funds of the Association must be deposited in the name of the Association in banks or trust companies as the Board of Directors designates.

10.5. Withdrawal of Funds. The Treasurer or any other agent of the Association duly appointed by the Board of Directors must sign all checks and drafts against the Association. Any financial commitments made by the Board of Directors dealing with the current year must be honored by a new Board of Directors and reflected in the new budget statement for the ensuing year.

11. Budget

11.1. Authority. The Board of Directors has the power to adopt and amend budgets for revenues, expenditures, and reserves, and impose and collect Assessments for Common Expenses from Unit Owners. The method for imposing and collecting Assessments is in the Declaration.

11.2. Action on the Budget. Within 30 days after adoption by the Board of Directors of any proposed regular or special budget of the Association, or any

amendment, the Board of Directors must provide a summary of the budget to all Unit Owners and set a date for a meeting ("budget meeting") of Association members to consider ratification of the budget or a budget amendment.

11.3. Date of Budget Meeting. The budget meeting must not be held sooner than 14 days nor more than 60 days after the date that the notice of the meeting and a summary of the budget to the Unit Owners is sent according to Section 5.4.

11.4. Quorum for Budget Meeting. No quorum is required for a budget meeting.

11.5. Vote on Budget. At the budget meeting, the proposed budget or amendment, must be ratified by the members unless a majority of members in the Association reject the proposed budget.

11.6. 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 will be continued until the members ratify a subsequent budget proposed by the Board of Directors.

12. Amendments to Governing Documents

The Articles of Incorporation and Bylaws of this Association can be amended in the manner described in the Articles of Incorporation. Proposed amendments to the Articles of Incorporation or the Bylaws of this Association must be published to the voting membership at least one regular meeting prior to voting on any proposed amendment or provided with the notice of any special meeting called for their consideration. The proposed amendments must be submitted to a vote of the Association members at a regular meeting or a special meeting called for that purpose following their initial publication.

13. Miscellaneous

13.1. 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.

13.2. Corporate Seal. The Board of Directors may but need not provide for a corporate seal stating the following:

Parkview at Vancouvercenter Condominium Association
Corporate Seal
2006
Washington

The application of or failure to apply the seal to any document or instrument will not affect the validity of the document or instrument.

13.3. Fiscal Year. The fiscal year of the Association is the calendar year from January 1 through December 31.

13.4. Rules of Order. Robert's Rules of Order will be used unless the Board of Directors adopts a resolution directing otherwise.

13.5. Conflict.

13.5.1. Statute Controls. In case of any conflict between the Acts and the Articles of Incorporation and/or Bylaws of this Association, the Acts control.

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

13.5.3. Declaration Control. If there is any conflict between the Declaration and these Bylaws, the Declaration controls.

13.6. Standard of Care for Officers and Members of the Board of Directors. The standard of care for officers and members of the Board of Directors is the standard found in RCW 64. 34.308(1), as may be amended.

CERTIFICATION

The undersigned President and Secretary hereby certify that the foregoing 2017 Amended and Restated Bylaws received the required number of votes in accordance with Article 12 of the Bylaws.

President

Secretary

STATE OF WASHINGTON)
): ss.
County of _____)

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, on this _____ day of _____, 2017, on behalf of the Parkview at VancouverCenter Condominium Association, and said person acknowledged that they signed this instrument and acknowledged it to be their free and voluntary act for the uses and purposes mentioned in the instrument.

Notary Public
My appointment expires

STATE OF WASHINGTON)
): ss.
County of _____)

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, on this _____ day of _____, 2017, on behalf of the Parkview at VancouverCenter Condominium Association, and said person acknowledged that they signed this instrument and acknowledged it to be their free and voluntary act for the uses and purposes mentioned in the instrument.

Notary Public
My appointment expires