

**BYLAWS
OF
HARVEST BLUFF HOMEOWNERS ASSOCIATION**

**ARTICLE ONE
OFFICES**

The principal office of the association shall be located at _____ (Address). The association may have such other offices, either within or without the State of Washington, as the Board of Directors may determine from time to time.

**ARTICLE TWO
MEMBERS**

Membership in the association and voting by members of the association shall be in accordance with the following provisions:

- a. Each owner of a Lot shall be a member of the association and no other person or entity shall be entitled to membership.
- b. All present owners, tenants, future tenants, or their agents, employees or representatives, or any other person that might use the Lot in any manner, are subject to the regulations set forth in the Declaration of Covenants, Conditions & Restrictions of Harvest Bluff P.U.D. recorded as Instrument No. _____, Records of Spokane County, Washington, and any amendments thereto.

**ARTICLE THREE
MEETINGS OF MEMBERS**

- a. Annual Meeting:

An annual meeting of the members shall be held at the principal office of the corporation or as

otherwise indicated in the notice, on the _____ in the month of _____ in each year, beginning with the year 2015, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Washington, such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

b. Special Meetings:

Special meetings of the members may be called by the President, the Board of Directors, or not less than fifty-one percent (51%) of the members having voting rights, at a place designated by the Board of Directors. If no designation is made, the place of meeting shall be the principal office of the association in the State of Idaho, but if all of the members shall meet at any time and place, either within or without the State of Idaho, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

c. Notice of Meetings:

Written or printed notice stating the place, day, and hour of any meeting members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than two (2) nor more than seven (7) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose of purposes of which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United State mail addressed to the member at this address as it appears on the records of the association, with postage thereon prepaid.

d. Informal Action by Members:

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

e. Quorum:

Members holding fifty-one percent (51%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

f. Proxies:

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after two (2) months from the date of its execution, unless otherwise provided in the proxy.

g. Voting by Mail:

Where Directors or Officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE FOUR
BOARD OF DIRECTORS

a. General Powers:

The affairs of the association shall be managed by its Board of Directors. Directors need not be residents of the State of Idaho.

b. Number, Tenure and Qualifications:

The number of Directors shall be at least three (3) and not more than five (5). Directors shall be elected at the annual meeting of members, and the term of office of each director shall be until the next annual meeting of members and the election and qualification of his successor.

c. Regular Meetings:

A regular meeting of the Board of Directors shall be held without any other notice than this Bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the association in the absence of any designation in the resolution.

d. Special Meetings:

Special meetings of the Board of Directors may be called by or at the request of the President or any one (1) Directors, and shall be held at the principal office of the association or at such other place as the directors may determine.

e. Notice:

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

e. Quorum:

A majority of the Board of Directors shall constitute a quorum for the transaction of business

at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

f. Board Decisions:

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of directors, unless the act of greater number is required by law or by these Bylaws.

g. Vacancies:

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the remaining members of the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. Each such appoint by the board shall be subject to the approval or disapproval of the members at the next regular meeting of the members.

h. Compensation:

Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the association in any other capacity and receiving compensation therefor.

ARTICLE FIVE

OFFICERS

a. Officers: The officers of the association shall be president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistance secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices

may be held by the same person, except the offices of president and treasurer.

b. Election and Term of Office:

The officers of the association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

c. Removal:

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the association would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the officer so removed.

d. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

e. Powers and Duties:

The several officers shall have such powers and shall perform such duties as may be from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit associations having the same or similar general purposes and objectives as this association.

ARTICLE SIX

BUDGET AND ASSESSMENTS

The members of the Board of Directors shall present to the members of the association an estimated annual budget which shall be approved by the membership at the annual meeting.

Provided, further, the members of the association shall be responsible for the payment of assessments (both general and special) in accordance with and in the manner prescribed by the Declaration of Covenants, Conditions & Restrictions of Harvest Bluff P.U.D. recorded as Instrument No. _____, Records of Spokane County, Washington, and any amendments thereto.

ARTICLE SEVEN

BOOKS AND RECORDS

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committee having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. Provided, further, each member of the association may, upon at least ten (10) days' notice and upon payment of a reasonable fee obtain a statement of his or her account setting forth the amount of unpaid assessment (if any) or other charges due and owing.

ARTICLE EIGHT

FISCAL YEAR

The fiscal year of the association shall be the calendar year ending on December 31.

ARTICLE NINE

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of members of the Board of Directors at any regular meeting or at any special meeting, if at least seven (7) days' written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting or vote of the members at any regular to special meeting.

ARTICLE TEN

COMPLIANCE

These Bylaws are set forth to comply with the requirements of Washington Nonprofit Corporation Act and should any of these Bylaws conflict with the provisions of that statute, it is acknowledged and agreed that the provisions of the statute will apply.

DATED this _____ day of November, 2014.

HARVEST BLUFF HOMEOWNERS ASSOCIATION, INC.,
a Washington nonprofit corporation

STEVE WHITE, Director

GREGORY GERVAIS, Director

LISA DUNHAM, Director