

**BYLAWS OF
KALA POINT SWIM & RACQUET CLUB
AS AMENDED July 13, 2010
AS AMENDED July 10, 2016, July 8, 2018**

ARTICLE I
GENERAL PROVISIONS

Section 1. Name. The name of the association is Kala Point Swim & Racquet Club ("Association"). The principal office of the Association shall be at such place in the County of Jefferson, State of Washington as the Board of Directors may designate from time to time.

Section 2. Definitions. Unless expressly indicated to the contrary, the terms used herein shall have the following meanings:

(a) Master Declaration. That certain Master Declaration of Covenants, Conditions and Restrictions (the "Master Declaration") for Kala Point Swim & Racquet Club Divisions 1 through 9, 11 and 12 dated September 16, 1984, and all amendments thereto.

(b) The WNPC Act. The Washington Non-Profit Corporation Act as the same may be amended or recodified from time to time is referred to herein as the "WNPC Act".

(c) Net Total Votes. The number of votes in the Association less the number of votes as to which voting rights are suspended at the time of the subject meeting in accordance with these Bylaws.

(d) The Homeowners' Associations Act. The Homeowners' Associations Act (RCW 64.38) as the same may be amended or recodified from time to time is referred to herein as the 'Homeowners' Associations Act'.

(e) Additional Terms. The balance of the terms defined in the Master Declaration shall have the same meaning when used in these Bylaws as when used in the Master Declaration.

Section 3. Purpose. The Association has been formed for the purpose of exercising the powers and performing the duties of the Association as set forth in these Bylaws and the other Project Documents.

ARTICLE II
MEMBERSHIP AND VOTING RIGHTS

Section 1. Qualifications. The qualifications for membership shall be those set forth in the Master Declaration.

Section 2. Transfer of Membership. The limitations on transferability of membership shall be those set forth in the Project Documents.

Section 3. Voting Rights. The voting rights of Members shall be those set forth in the Master Declaration. Vote may be taken by mail. Cumulative voting, although permissible in the State of Washington, shall not be allowed in this Association.

Section 4. Joint Owner Disputes. Joint Owner disputes in connection with the exercise of voting privileges shall be handled as provided for in the Master Declaration.

Section 5. Members' Rights and Duties. Each Member shall have the rights, duties and obligations set forth in these ByLaws, the Articles, the Master Declaration and the Rules and Regulations, as the same may be amended from time to time.

ARTICLE III
MEMBERSHIP ASSESSMENTS AND LIEN RIGHTS

Section 1. Membership Assessments. Regular Assessments, Reconstruction Assessments, Capital Improvement Assessments and Special Assessments, together with all other assessments of the Members provided for in the Master Declaration, shall be paid by the Members at the time, in the manner and subject to the conditions and limitations set forth in the Master Declaration, and the Board shall fix, levy, collect and enforce such assessments at the time, in the manner and subject to the limitations set forth in the Master Declaration.

Section 2. Enforcement, Lien Rights. For the purpose of enforcing and collecting assessments, this Association shall have the lien rights set forth in the Master Declaration, which lien rights shall be enforceable by the Board in the manner set forth in the Master Declaration. The Board shall also have and be entitled to exercise all other rights and remedies set forth in the Master Declaration or otherwise provided for at law or in equity.

ARTICLE IV
MEMBERSHIP RIGHTS AND PRIVILEGES

Section 1. Rights and Privileges of Members. No Member shall have the right, without the prior approval of the Board, to exercise any of the powers or to perform any of the acts delegated to the Board by these Bylaws, or the Master Declaration. Each Member shall have all of the rights and privileges granted to the Members by these Bylaws and the Master Declaration, subject to such limitations as may be imposed in accordance with the Project Documents.

Section 2. Rules and Regulations The Board may establish Rules and Regulations and prerequisite conditions to the use of the Common Areas and the facilities thereon as it, in its sole discretion, deems appropriate, so long only as such Rules and Regulations do not materially abridge the rights of Members set forth in the Master Declaration. Copies of such Rules and Regulations shall be furnished by the Board to the Membership prior to the effective date of such Rules and Regulations.

Section 3. Suspension of Voting Rights. After the meeting of the Board as provided below, the Board shall have the right to suspend the voting rights of any Member or Members for the period during which any Assessment owed by such Member remains unpaid and delinquent. Any suspension of voting rights shall be made by the Board only after a meeting of the Board, at which a quorum of the Board is present, duly called and held for such purpose in the same manner as provided in these Bylaws for the noticing, calling and holding of a special meeting of the Board. Written notice of such meeting, including notice of the proposed actions of the Board and the reasons therefore, shall be given at least fifteen (15) days prior to the holding of such meeting to the Member whose voting rights are being sought to be suspended. Such notice shall be given either by personal delivery or deposited in the United States mail, certified or registered, postage and fees prepaid, return receipt requested, addressed to such Member at the address given to the Association by him for the purpose of giving notice. Such notice, if mailed, shall be deemed given and received twenty-four (24) hours after being so deposited in the United States mail. The Member whose voting rights are being sought to be suspended shall be entitled to appear at such meeting and present his case as to why voting rights should not be suspended. The decision as to whether such rights should be suspended shall be made by a majority of the members of the Board present at such meeting and shall be binding upon such Member. No action taken at such meeting shall be effective unless a quorum of the Board is present. No suspension of voting rights shall be effective unless and until written notice has been given to the Member of the suspension, the reason(s) therefore and the length thereof.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Place of Meeting. All meetings of the Members shall be held on the Project or as close thereto as may be practical.

Section 2. Annual Meetings of Members. The annual meetings of Members shall be held on the second Sunday of July in each calendar year, the time and place thereof to be fixed by the Board. At each annual meeting there shall be elected by secret written ballot of the Members a Board of Directors in accordance with the requirements of these Bylaws. The Members may also transact such other business of the Association as may properly come before them at such annual meetings.

Written notice of each Annual Meeting shall be given to each Member by the Secretary in the manner hereinafter provided. All such notices of any annual meeting shall be sent to each Member not less than twenty (20) days and not more than fifty (50) days before such meeting, and shall specify the place, the day and the hour of such meeting and shall generally state those matters which the Board, at the time of mailing of notice intends to present for action by the Members (but any proper matter may be presented for action at such meeting). The notice of any meeting at which directors are to be elected shall include the names, addresses and brief biographical sketches of those who are nominees at the time the notice is sent to Members.

Section 3. Special Meetings. Special meetings of Members, for any purpose or purposes whatsoever, may be called at any time by a majority of the Board or by Members representing five percent (5%) or more of the total voting power of all Members. Except in special cases where other express provision is made by statute, these Bylaws or the Master Declaration, notice of such Special Meetings shall be given in the same manner as for Annual Meetings and may be given by any person or persons entitled to call such meeting. Notices of any Special Meetings shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted (and no other business may be transacted).

If a special meeting is called by members, the request shall be submitted by such Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered or certified mail or by telegraphic or other facsimile transmission to the President, the Vice-President or the Secretary of the Association. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, that a meeting will be held, and the date for such meeting, which date shall be not less than twenty (20) nor more than fifty (50) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice.

Section 4. Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (I) Removing a director without cause;
- (II) Amending the Master Declaration;
- (III) Amending the Articles;
- (IV) Amending the Bylaws;
- (V) Any new year budget ratification;

- (VI) Any budget ratification caused by changes in the previously approved budget that result in a change in the assessment obligation; or
- (VII) Approving a contract or transaction in which a director has a material financial interest.

Section 5. Manner of Giving Notice. Notice of any meeting of the Members shall be given either personally or by first-class mail, telegraphic or other written communication, charges prepaid, addressed to each Member at the address given by the Member to the Association for the purpose of notice. If no address appears on the Association's books and no other has been given, notice shall be deemed to have been given if either (I) notice is sent to that Member by first-class mail or telegraphic or other written communication to the address shown on the County Auditor's records for such Member, or (II) notice is published at least once in a newspaper of general circulation in the County. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication. An affidavit of the mailing or other means of giving any notice of any Members' meeting may be executed by the Secretary, Assistant Secretary, or any other party of the Association giving the notice, and if so executed, shall be filed and maintained in the minute book of the Association.

Section 6. Adjourned Meetings and Notices Thereof. Any membership meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the affirmative vote of a majority of the votes entitled to be cast and represented at such meeting in person or by proxy, but in the absence of a quorum, no other business may be transacted at any such meeting unless these Bylaws or the Master Declaration otherwise provides.

When any membership meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the reconvening of the adjourned meeting shall be given as in the case of the original meeting so adjourned. Except as aforesaid, it shall not be necessary to give any notice of an adjourned meeting, other than by an announcement at the meeting at which such adjournment is taken.

Section 7. Quorum.

The presence at a Members' meeting of at least twenty percent (20%) of the Net Total Votes shall constitute a quorum (as defined in the Master Declaration) for any action by the Members, unless a different requirement is imposed by these Bylaws, the Articles or the Master Declaration. A majority of the Net Total Votes present, whether in person, by proxy, or by mail, shall prevail at such meetings, unless a different percentage is required by these Bylaws, the Articles or the Master Declaration- Subject to the provisions of Section 4 of this Article V and unless otherwise expressly authorized by these Bylaws or the Master Declaration, all action required or permitted to be taken by the Members may be taken only at a duly called and properly noticed Annual or Special Meeting at which a quorum is present. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members so that less than a quorum is present if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum. If any meeting cannot be held because a quorum is not present, a majority of the Members present either in person or by proxy and entitled to vote, may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the time the original meeting was called.

A member may vote in person, or may vote by mail, by electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact. Whenever proposals or directors or officers are to be elected by members, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. An election may be conducted by electronic transmission as long as the Association has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

Section 8. Consent of Absentees. The transactions of any meeting of Members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Members entitled to vote and not present in person or by proxy, signs a written waiver of notice, or a consent of the holding of such meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of Members, except that if action is taken or proposed to be taken for approval of any of the matters specified in Section 4 of Article V, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Waiver by Attendance. Attendance by a Member at a meeting shall also constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 10. Action Without Meeting. Any action, other than the election of Directors, which under the provisions of the WNPC Act or the Homeowners' Association Act may be taken at a meeting of the Members, may be taken without a meeting and without prior notice if (a) the written ballot is distributed to every Member entitled to vote and providing an opportunity to specify approval or disapproval of each order of business proposed to be acted upon by the Association is

given, (b) the required number of signed approvals in writing, setting forth the action so taken, is received, (c) the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (d) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of ballots cast.

All ballot solicitations shall indicate the number of responses needed to meet the quorum requirement and with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted and that a ballot received within the specified time will be cast in accordance with the choice(s) specified by the Member casting the ballot.

Any Member casting a ballot, or the proxy-holders of a Member or a transferee of a membership or a personal representative of the Member or their respective proxy-holders, may revoke the ballot, or substitute another, by a writing received by the Association prior to the time specified in the solicitation pursuant to the preceding paragraph, but may not do so thereafter. Such revocation is effective upon its receipt by the Secretary of the Association.

Section 11. Record Date. The Board of Directors may fix a date in the future as a record date for the determination of the Members entitled to notice of and to vote at any meeting of Members. The record date so fixed shall not be more than sixty (60) days prior to such action or meeting. When a record date is so fixed, only Members of record on that date shall be entitled to notice of and to vote at the meeting, notwithstanding any transfer of or issuance of membership certificates on the books of the Association after the record date.

If no record date is fixed in accordance with the provisions of the preceding paragraph, the record date for determining those Members entitled to receive notice of, or to vote at, a meeting of Members shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held. The record date for determining those Members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action. For purposes of this paragraph and the preceding paragraph, a person holding membership as of the close of business on the record date shall be deemed the Member of record.

Section 12. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the Association prior to the commencement of the meeting at which the proxy is to be exercised.

ARTICLE VI DIRECTORS

Section 1. Number, Qualifications, Term of Office. The affairs of the Association shall be managed by a Board of no less than three (3) nor more than nine (9) directors who need not be Members. At the first annual meeting the Members shall elect one-third (1/3rd) of the directors for a term of one year, one third (1/3rd) for a term of two years, and the remaining one third (1/3rd) for a term of three years. At each annual meeting thereafter the Members shall elect one-third (1/3rd) of the directors for a three (3) year term.

Section 2. Removal and Vacancies.

- (a). A Board vacancy shall be deemed to exist in the case of the death, resignation or removal of any Director.
- (b). The entire Board or any individual Director may be removed from office, with or without cause, at any duly called, noticed and held annual or special meeting of the Members, at which a quorum is present, by a majority of the Net Total Votes present at such meeting either in person or by proxy.
- (c). In the event that any Director of the Board shall be absent from four (4) consecutive regular meetings of the Board of Directors, the Board may, by majority vote taken at the meeting during which said fourth absence occurs, remove the absent Director from office by declaring the office vacant.
- (d). A vacancy created pursuant to paragraph (b) may be filled by a majority vote of the remaining Directors at a meeting of the Board. Any Director so elected by the Board shall serve until a successor is elected by the membership to fill the unexpired term of the vacated office at the next annual meeting of Members or, if sooner, at a special meeting of Members called for that purpose.
- (e). A vacancy created by the death or resignation of a Director, or by removal pursuant to paragraph (c) shall be filled by majority vote of the remaining Directors at a meeting of the Board. Any Director so elected by the Board shall serve out the unexpired term of the vacant office.

In the event that any member of the Board shall be absent from four (4) consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which said fourth absence occurs, declare the office of said absent director to be vacant.

Section 3. Place of Meeting. All meetings of the Board shall be held on the Project if reasonably possible, otherwise at a place as close thereto as reasonably possible and within the County, as designated at any time by resolution of the Board or by written consent of a majority of the members of the Board.

Section 4. Organizational Meeting of the Board by Seniority of the Board Membership. Immediately following each Annual Meeting of the Members, the Board shall hold a regular meeting for the purpose of organizing, election of officers and the transaction of other business including, by seniority of board membership, Committee assignments, and designation of monthly Board Correspondents.

Section 5. Other Regular Meetings. Other regular meetings of the Board shall be held at a time and at such place on the Project or as close thereto as reasonably possible, which place may be designated by the Board from time to time. Notice of the time and place of such meeting shall be communicated to each director not less than three (3) days prior to the meeting. Regular meetings of the Board shall be held at least once every month.

Section 6. Special Meetings. Special meetings of the Board for any purpose or purposes may be called by written notice at any time by the President, or if he is absent or unable or refuses to act, by the Vice President or by any two directors.

Notice of the time and place of special meetings and of the nature of any special business to be considered shall be given to each director either (a) by written notice given by first-class mail at least three (3) days prior to the scheduled time of such meeting, or (b) by telephone notice or written notice delivered personally or by telegraph at least twenty-four (24) hours prior to the meeting.

Whenever any director has been absent from any special meeting of the Board and notice of such meeting has been duly given to such director, an entry in the minutes to the effect that notice has been duly given shall be made.

Section 7. Meetings by Telephone. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, and any member of the Board may participate by conference telephone or similar communications equipment in a meeting at which other members of the Board are physically present, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section B. Quorum Requirement Waiver of Notice. The transaction of any business at any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present, unless a quorum is expressly not required pursuant to these Bylaws, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 9. Action Without Meeting. Any action required or permitted to be taken by the Board by law or according to the Articles or according to these Bylaws or the Master Declaration may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as a unanimous vote of such directors.

Section 10. Quorum. A majority of the Board shall constitute a quorum thereof. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, in person or by telephone, shall be regarded as the act of the Board, unless the provisions of these Bylaws, the Articles or the Master Declaration [especially those provisions relating to (I) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (II) appointment of committees, and (III) indemnification of directors] shall require or permit the particular action involved to be taken by the Board under other circumstances.

Section 11. Adjournment. A quorum of the directors may adjourn any Board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at the Board meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 72 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 12. Open Meetings.

(a) Regular and special meetings of the Board shall be open to all Members who are not directors. Any Member may request to be and shall be connected to a meeting by telephone conference call.

(b) The Board may, with the approval of a majority of a quorum of its members, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 13. Compensation. No director of the Association shall receive any salary or other compensation for services rendered as a director or officer of the Association. However, directors and officers shall be reimbursed for expenses incurred in connection with the business of the Association and authorized by the Board. Nothing herein shall preclude any director from serving the Association in any capacity other than as an officer or a director and receiving compensation therefor as authorized and approved by the Board. Any director receiving any special compensation for services in such other capacity shall be excluded from deliberations and voting by the Board relative to the authorization thereof and fixing compensation with regard thereto.

Section 14. Architectural Committee. The Board shall appoint an Architectural Control Committee which shall consist of as many persons, but in no event less than three, as the Board shall deem appropriate. This committee shall function and shall exercise the powers, rights, duties and obligations as are more particularly set forth in the Architectural Committee Agreement with the Developer and as provided in Article VIII of the Master Declaration.

Section 15. Committees. The Board shall have the power to appoint committees and to delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the Association except the power to:

- (a) adopt, amend or repeal the Articles of Incorporation or Bylaws;
- (b) fill vacancies on the Board or in any committee;
- (c) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (d) appoint any other committees of the Board or the members of these committees;
- (e) approve any transaction (1) to which the Association is a party and in which one or more directors have a material financial interest or (2) between the Association and one or more of its directors or (3) between the Association and any entity in which one or more of its directors have a material financial interest.

Each Committee shall be composed of two (2) or more Members, at least one of which shall be a director, and shall keep regular written minutes of the proceedings and report the same to the Board.

Section 16. Powers and Duties. Subject to the limitations of the Articles, these Bylaws, the Master Declaration, the WNPC Act, and the Homeowners' Association Act as to action required to be taken, authorized or approved by the Members of the Association, or a portion or percentage thereof, all Association powers and duties including those set forth in the Master Declaration shall be exercised by, or under the authority of the Board, and the business and affairs of the Association shall be controlled by the Board. The Board shall have the power to adopt and amend Rules and Regulations as provided in the Master Declaration.

Section 17. Minutes of Meetings. Copies of written minutes of any meeting of the Board shall be kept by the Secretary and made available to any Member on written request.

Section 18. Ex-Officio Member of Board. The Developer and the President(s) of any Condominium associations(s) formed within the Project shall be entitled to notice of all Board meetings and shall be entitled to attend all such meetings and to express the position of the Developer or the association he represents at such meeting(s), but shall not be entitled to vote at any such meeting.

ARTICLE VII OFFICERS

Section 1. Enumeration of Officers. The officers of the Association shall be a President, Vice President, a Secretary, a Chief Financial Officer and such other officers as the Board may deem necessary. Any person may hold more than one office, provided that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President. The President, Vice President and Secretary shall be Members of the Board. The Chief Financial Officer may be, but need not be a member of the Board. Each officer other than the Chief Financial Officer must be a Member of the Association.

Section 2. Subordinate Officers. The Board may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the Association may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined from time to time by the Board.

Section 3. Election. The initial officers shall be chosen by a majority vote of the directors at the first meeting of the Board, and thereafter, officers shall be removed or chosen at any subsequent meeting of the Board by a majority vote of the total number of directors on the Board.

Section 4. Term. All officers shall hold office at the pleasure of the Board.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

Section 6. President. The President shall have the general powers and duties of management usually vested in the office of the President of a Washington nonprofit corporation, which includes doing or causing to be done, the supervision, direction and control of the business affairs of the Association, subject to the control of the Board. He shall preside at all meetings of the Members and at all meetings of the Board. He shall be ex-officio a member of all standing committees, if in existence, and shall such powers and duties as may be prescribed by the Board or by these Bylaws.

Section 7. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for

him by the Board or by these Bylaws.

Section 8. Secretary. The Secretary shall keep or cause to be kept, a book of minutes at the principal office of the Association, or such other place as the Board may order, of all meetings of the Board and Members, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those persons present at Board meetings, the number of Members present or represented at Members' meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board required by the Bylaws or by law to be given, and shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. The Secretary shall keep, or cause to be kept, at the principal office, as determined by resolution of the Board, a record of the Association Members, showing the names of all Members and their addresses.

Section 9. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall at all times be open to inspection by any director. The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board. He shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all of his transactions as Chief Financial Officer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. The Board may delegate the performance of the foregoing duties, subject to supervision by the Chief Financial Officer, to a professional manager retained by the Association.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES, AND OTHER AGENTS

To the extent permitted by Section 23A.08.025 RCW of the Business Corporation Act, as now in force or as hereafter amended or recodified, "agents" of the Association shall have the following indemnification rights:

(a) "agent" means any person who is or was a director, officer, employee, or other agent of this Association; or is or was serving at the request of this Association as a director, officer, employee, or agent of the Association, the Board or any committee of the Board;

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and

(c) "expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense by Agent. To the extent that an agent of this Association has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 of this Article shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought By Persons Other Than Association. Subject to the required findings to be made pursuant to Section 5 below, this Association shall indemnify any agent who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Association, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant agent was or is engaged in self-dealing by reason of the fact that such person is or was an agent of this Association, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action Brought By or on Behalf of Association.

(a). Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Association, without a determination by the court that the agent is entitled to indemnification under this Article, then the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b). Claims and suits awarded against agent. This Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Association by reason of the fact that the person is or was an agent of this Association, and for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(I) the determination of good faith conduct required by Section 5 of this Article below must be made in the manner provided for in that Section; and

(II) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so

entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Sections 3 and 4 of this Article above is conditioned on the following:

(a). Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of no contenders or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Association or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b). Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i). the Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii). the affirmative vote or written ballot of a majority of the net total votes of the Members represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum), with the persons to be indemnified not being entitled to vote thereon; or

(iii). the court in which the proceeding is or was pending. Such determination may be made on application brought by this Association or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this Association.

Section 6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b) (III), in any circumstances when it appears:

(a). that the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b). that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Association before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8. Contractual Rights of Non-directors and Non-officers. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this Association, may be entitled by contract or otherwise.

Section 9. Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Association would have the power to indemnify the agent against that liability under the provisions of this Section.

ARTICLE IX MISCELLANEOUS

Section 1. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 2. Contracts, Etc. How Executed. The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by a contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 3. Inspection of Bylaws. The Association shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 4. Fiscal Year. The fiscal year of the Association shall terminate on December 31, of each year.

Section 5. Maintenance and Inspection of Other Corporate Records. The accounting books, records and minutes of proceedings of the Members and the Board and any committees of the Board shall be kept at such place or places designated by the Board or, in the absence of such designation, at the principal office of the Association. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any Member, at any reasonable time during usual business hours, for a purpose

reasonably related to the Member's interests as a Member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

The Board shall establish reasonable rules with respect to:

- (a). Notice to be given to the custodian of records by the Member desiring to make the inspection.
- (b). Hours and days of the week when such an inspection may be made.
- (c). Payment of the cost of reproducing copies of documents requested by a Member.

Each director shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a director includes the right to make extracts and copies of documents.

Section 6. Annual Report to Members. Nothing in these Bylaws shall be interpreted as prohibiting the Board from issuing annual or other periodic reports to the Members as they consider appropriate.

ARTICLE X

EVIDENCE OF MEMBERSHIP, SEAL

Section 1. Evidence of Membership. The Board shall have the power, but not the obligation, to cause the issuance of evidence of membership in the Association to the Members in such form as the Board shall determine.

Section 2. Seal. The Association shall have a seal in circular form having within its circumference the name of the Association, its date of incorporation and such other matters as may be required by the laws of Washington.

ARTICLE XI

AMENDMENTS, CONFLICTS

Section 1. Amendments. These Bylaws may be amended from time to time by a vote of a majority of the Board at any regular or special meeting of the Board called for that purpose; provided, that any such amendment shall be submitted to the Membership of the Association at the next membership meeting following adoption by the Board for their consideration and approval. Amendments shall be kept by the Secretary with the other records and books of the Association and shall become effective upon the date set by the Board.

Section 2. Conflicts. In the event of any inconsistency between these Bylaws and the Articles, the Articles shall control, and in the event of any inconsistency between these Bylaws or the Articles and the Master Declaration, the Master Declaration shall control.

ARTICLE XII

DISSOLUTION

Upon the winding up and dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets may be distributed in accordance with the Articles.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected, qualified and acting Secretary of Kala Point Swim and Racquet Club, a Washington Nonprofit Corporation, and that the above and foregoing Bylaws, comprising fourteen (14) pages including this page, were adopted as the Bylaws of said corporation by the Members at the annual meeting held September 16, 1984.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of September, 1984.

/S/Renate Wheeler
SECRETARY

**AMENDMENT HISTORY TO BYLAWS OF
KALA POINT OWNERS' ASSOCIATION**

Amended July 12, 1998. President: John Snyder. Secretary: Don Anderson

ARTICLE VI DIRECTORS, SECTION 2 REMOVAL AND VACANCIES

~~Section 2. Removal and Vacancies. The entire Board or any individual director may be removed from office, with or without cause, at any duly called, noticed and held annual or special meeting of the Members, at which a quorum is present, by a majority of the Net Total Votes present at such meeting either in person or by proxy. A vacancy on the Board created by the removal of a director shall be filled by a majority of the remaining Directors at a meeting of the Board. Each director so appointed (or elected) shall hold office until his successor is elected at an annual meeting of Members or at a special meeting duly called for that purpose. A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director.~~

- ~~(a). A Board vacancy shall be deemed to exist in the case of the death, resignation or removal of any Director.~~
- ~~(b). The entire Board or any individual Director may be removed from office, with or without cause, at any duly called, noticed and held annual or special meeting of the Members, at which a quorum is present, by a majority of the Net Total Votes present at such meeting either in person or by proxy.~~
- ~~(c). In the event that any Director of the Board shall be absent from four (4) consecutive regular meetings of the Board of Directors, the Board may, by majority vote taken at the meeting during which said fourth absence occurs, remove the absent Director from office by declaring the office vacant.~~
- ~~(d). A vacancy created pursuant to paragraph (b) may be filled by a majority vote of the remaining Directors at a meeting of the Board. Any Director so elected by the Board shall serve until a successor is elected by the membership to fill the unexpired term of the vacated office at the next annual meeting of Members or, if sooner, at a special meeting of Members called for that purpose.~~
- ~~(e). A vacancy created by the death or resignation of a Director, or by removal pursuant to paragraph (c) shall be filled by majority vote of the remaining Directors at a meeting of the Board. Any Director so elected by the Board shall serve out the unexpired term of the vacant office.~~

Amended July 9, 2006, effective October 1, 2006. President: Marilynne Gates. Secretary: Margaret Boyle

Bylaws Article I General Provisions

Section 2. Definitions. Add:

- ~~(c) Net Total Votes. The number of votes in the Association less the number of votes as to which voting rights are suspended at the time of the subject meeting in accordance with these Bylaws.~~
- ~~(c) becomes (d).~~

Bylaws Article I General Provisions

Section 2. Definitions. Add:

- ~~(j) The Homeowners' Associations Act. The Homeowners' Associations Act (RCW 64.38) as the same may be amended or recodified from time to time is referred to herein as the "Homeowners' Associations Act".~~

Bylaws Article II Membership and Voting Rights

Section 3. Voting Rights. The voting rights of Members shall be those set forth in the Master Declaration. Vote may be taken by mail. Cumulative voting, although permissible in the State of Washington, shall not be allowed in this Association.

Bylaws Article V Meetings of Members

Section 4. Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (I) Removing a director without cause;
- (II) Amending the Master Declaration;
- (III) Amending the Articles; ~~or~~
- (IV) Amending the Bylaws;
- (V) Any new year budget ratification;
- (VI) Any budget ratification caused by changes in the previously approved budget that result in a change in the assessment obligation; or

~~(VI)~~(VII) Approving a contract or transaction in which a director has a material financial interest.

Bylaws Article V Meetings of Members

Section 7. Quorum.

~~Remove (a), the definition of Net Total Votes, as it has been moved to the definitions.~~

~~(a) Definitions. For purposes of this Section 7, "Net Total Votes" means that number of votes in the Association less the number of votes as to which voting rights are suspended at the time of the subject meeting in accordance with these Bylaws.~~

~~(b) Quorum. The presence either in person or by proxy at a Members' meeting, of Members representing and entitled to cast at least twenty percent (20%) of the Net Total Votes shall constitute a quorum (as defined in the Master Declaration) for any action by the Members, unless a different requirement is imposed by these Bylaws, the Articles or the Master Declaration. A majority of the Net Total Votes present, whether in person, by proxy, or by mail, at a meeting at which a quorum is present shall prevail at such meetings, unless a different percentage is required by these Bylaws, the Articles or the Master Declaration.~~

Bylaws Article V Meetings of Members

Section 10. Action Without Meeting. Any action, other than the election of Directors, which under the provisions of the WNPC Act or the Homeowners' Associations Act may be taken at a meeting of the Members, ...

Bylaws Article VI Directors

Section 16. Powers and Duties. Subject to the limitations of the Articles, these Bylaws, the Master Declaration, and the WNPC Act, and the Homeowners' Associations Act as to action required to be taken, authorized or approved by the Members of the Association, or a portion or percentage thereof, all Association powers and duties including those set forth in the Master Declaration shall be exercised by, or under the authority of the Board, and the business and affairs of the Association shall be controlled by the Board. The Board shall have the power to adopt and amend Rules and Regulations as provided in the Master Declaration.

Bylaws Article VII Officers

Section 6. President. ~~The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, have supervision, direction and control of the business and affairs of the Association. The President shall have the general powers and duties of management usually vested in the office of the President of a Washington nonprofit corporation, which includes doing or causing to be done, the supervision, direction and control of the business affairs of the Association, subject to the control of the Board.~~ He shall preside at all meetings of the Members and at all meetings of the Board. He shall be ex-officio a member of all standing committees, if in existence, and shall have the general powers and duties of management usually vested in the office of President of a Washington nonprofit corporation, and shall have such powers and duties as may be prescribed by the Board or by these

Bylaws Article XI Amendments, Conflicts

Section 1. Amendments. These Bylaws may be amended from time to time by a vote of a majority of the Board at any regular or special meeting of the Board called for that purpose; provided, that any such amendment shall be submitted to the Membership of the Association at the next annual membership meeting following adoption by the Board for their consideration and approval. Amendments shall be kept by the Secretary with the other records and books of the Association and shall become effective upon the date set by the Board.

Amended July 13, 2010, effective September 13, 2010. President: Julie McClure. Secretary: Venetia Edgcombe

Bylaws Amendment

ARTICLE V

MEETINGS OF MEMBERS

This change is to make this section of the Bylaws compliant with current State Statutes, RCW 64.38.025 Removal of a Director, Budget Ratification RCW 64.38.045 Waiver of an Audit

Section 10. Action Without Meeting. Any action, other than the election of Directors, ratification of a proposed regular or special budget of the Association, the removal of a director, or a waiver of the annual audit of the Association's financial statement, which under the provisions of the WNPC Act or the Homeowners' Association

Act may be taken at a meeting of the Members, may be taken without a meeting and without prior notice if (a) the written ballot is distributed to every Member entitled to vote and providing an opportunity to specify approval or disapproval of each order of business proposed to be acted upon by the Association is given, (b) the required number of signed approvals in writing, setting forth the action so taken, is received, (c) the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (d) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of ballots cast.

THE BALANCE SECTION OF THIS BYLAW REMAINS UNCHANGED

Bylaws Amendment
ARTICLE VI DIRECTORS

This change is to make this section of the Bylaws compliant with current State Statute, RCW 24.03.115 Committees

Section 15. Committees. Each Committee shall be composed of two (2) or more Members, at least two of which shall be directors, and shall keep regular written minutes of the proceedings and report the same to the Board.

SECTION 15. COMMITTEES REMAINS UNCHANGED THROUGH SUBSECTION (e).

Amended July 10, 2016, effective July 10, 2016, President: Thomas Andritsch, Secretary: Douglas Leeds

Bylaws Amendment
ARTICLE V
Section 7 Quorum

This subsection has been added to allow member the choice of voting by mail, in person or by electronic submission (online or by email).

Section 7. Quorum.

The presence at a Members' meeting of at least twenty percent (20%) of the Net Total Votes shall constitute a quorum (as defined in the Master Declaration) for any action by the Members, unless a different requirement is imposed by these Bylaws, the Articles or the Master Declaration. A majority of the Net Total Votes present, whether in person, by proxy, or by mail, shall prevail at such meetings, unless a different percentage is required by these Bylaws, the Articles or the Master Declaration- Subject to the provisions of Section 4 of this Article V and unless otherwise expressly authorized by these Bylaws or the Master Declaration, all action required or permitted to be taken by the Members may be taken only at a duly called and properly noticed Annual or Special Meeting at which a quorum is present. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members so that less than a quorum is present if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum. If any meeting cannot be held because a quorum is not present, a majority of the Members present either in person or by proxy and entitled to vote, may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the time the original meeting was called.

A member may vote in person, or may vote by mail, by electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact. Whenever proposals or directors or officers are to be elected by members, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. An election may be conducted by electronic transmission as long as the Association has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

Amended July 10, 2018, effective July 10, 2018, President: Joe Englander, Secretary: Kim Titus

Bylaws Amendment
ARTICLE VI, Directors
Section 4 Organizational Meeting of the Board

This subsection has been amended to add the clause “by seniority of the Board Membership” as follows:

Resolved immediately following each Annual Meeting, the Board shall hold a regular meeting for the purpose of organizing, election of officers and the transaction of other business including, **by seniority of Board Membership**, Committee assignments, and designation of monthly Board Correspondents.