

**BY-LAWS**  
**OF**  
**KNIGHT'S POINTE HOMEOWNERS' ASSOCIATION**  
Revised Version approved Sept 25, 2011 by vote at HOA meeting.

**ARTICLE I**

**DEFINITIONS**

The following terms, when used herein, shall have the following meanings unless a different meaning is plainly required by the context.

1.1 "Association" shall mean KNIGHT'S POINTE.

1.2 "Common Area" shall mean all real property shown or declared as such in any recorded subdivision plat of The Properties and intended to be devoted to the common use and enjoyment of the owners of The Properties.

1.3 "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions of KNIGHT'S POINTE applicable to The Properties.

1.4 "The Properties" shall mean the real property described as KNIGHT'S POINTE as recorded in Plat Records of Clark County, Washington, and such additional property as may be brought within the jurisdiction of the Association in the manner provided in the Declaration.

1.5 "Lot" and "Parcel" shall mean and refer to any plot of land shown upon any recorded subdivision map of The Properties, with the exception of the Common Area.

1.6 "Member" shall mean and refer to every person or entity that holds membership in the Association.

1.7 "Owner" shall mean and refer to the record owner (including contract purchaser), whether one or more persons or entities, of any lot which is part of The Properties, excluding those having such interest merely as security for the performance of an obligation.

## **ARTICLE II**

### **PURPOSES**

The purpose or purposes for which the Washington Corporation is organized are:

2.1 To engage without profit to its members in such activities as may promote the health, safety, welfare and common good of the residents of the community known as KNIGHT'S POINTE, Clark County, Washington, and in such additional property as may be brought with the jurisdiction of this Corporation in the manner provided in the Declaration.

2.2 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as defined and set forth in the Declaration applicable to the property and recorded in the office of the County Clerk of Clark County, Washington, as such Declaration may be from time to time amended, including, without limitation, the establishment and enforcement of payment of charges or assessments pursuant to the terms of such Declaration.

2.3 To provide for the maintenance, preservation and operation of The Properties.

2.4 To acquire by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease as lessor or lessee, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

## **ARTICLE III**

### **MEMBERSHIP**

3.1 Every person or entity who is a record owner (including contract purchasers and excluding contract sellers) of a fee or undivided interest in a lot or parcel located upon any part of said property shall, by virtue of such ownership, be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot or parcel made subject to the jurisdiction of the Association. Such ownership shall be the sole qualification of membership, and shall automatically commence upon a person or entity becoming such owner of record and shall lapse when such ownership in said property shall terminate or be transferred.

**ARTICLE IV**

**VOTING RIGHTS**

4.1 The voting membership of the Association shall be as follows:

Voting members shall be all those owners as defined in ARTICLE III. Owners/members shall be entitled to one vote for each lot or parcel in which they hold an interest required for membership by ARTICLE III. When more than one person holds such interest in any lot or parcel, all such persons shall be members. The vote for such lot or parcel shall be exercised as they among themselves determine, or if unable to agree, they may cast fractional votes proportionate to their ownership interests, but in no event shall more than one vote be cast with respect to any one lot or parcel. The vote applicable to any of said property being sold under a contract of purchase shall be exercised by the contract owner.

4.2 Additional Voting Rights. If additional property is subjected to the jurisdiction of the Association by recorded covenants as provided in the Declaration, it shall be entitled to voting rights as set forth in Section 4.1.

**ARTICLE V**

**OFFICES**

5.1 Principal Office. The principal office of the Association shall be located in Clark County, Washington.

5.2 Registered Office. The registered office of the Corporation required by the Washington Business Corporation Act to be maintained in the State of Washington may be, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE VI**

**ANNUAL AND SPECIAL MEETINGS OF MEMBERS**

6.1 Place. The annual meeting of the members for the election of directors and all special meetings of members for that or for any other purpose may be held at such time and place within Clark County, Washington, as shall be stated in the notice of the meeting.

6.2 Date and Time. The annual meeting of the members shall be

held on a suitable Sunday in the month of November in each year, at which time members shall elect members to replace the outgoing members of the Board of Directors every even year and transact such other business as may be properly brought before the meeting.

6.3 Time of Notice. Written notice of the place, date and hour of the annual meeting shall be given by mail, postage prepaid, at the address of the members as shall appear in the records of the Association or as supplied by the members to the Association for the purpose of notice. Such notice shall be mailed not less than seven (7) days or more than fifty (50) days prior to the date of such meeting. However, notice shall be mailed to each member as hereinabove set forth not less than thirty (30) days nor more than fifty (50) days prior to the date of any meeting called to consider any of the following matters:

- (a) Additions to The Properties, when requiring such vote.
- (b) Dedication, sale or transfer of any of the Common Area.
- (c) Merger or consolidation.
- (d) Mortgage of any of the Common Area.
- (e) Dissolution of the Association.
- (f) Levy of special assessments for capital improvements of the Common Areas.

6.4 Contents of Notice. The notice of the meeting shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

6.5 Special Meetings. Special meetings of the members may be called at any time by:

- (a) A majority vote of the Board of Directors.
- (b) The Board of Directors, upon written request of twenty-five percent (25%) of the Association members.

6.6 Quorum. Except as hereafter provided, a quorum shall consist of fifty-one percent (51%) of the Association members, present in person or by proxy, at any meeting which must include a minimum of two (2) members of the Board of Directors. Motions may be voted upon and passed with a two-thirds (2/3) vote of the members present.

If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereon shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as set forth above shall be present or be represented.

If the required quorum for any of the matters set forth in this Section shall not be forthcoming at a meeting, another meeting may be called, subject to the notice requirements set forth in this Article, and the required quorum at the preceding meeting, but no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

6.7 Proxies. A member may vote in person or by proxy executed in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically terminate upon termination of membership.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

7.1 Number. The number of directors which shall constitute the entire Board of Directors shall be not less than three (3) nor more than five (5).

7.2 Tenure. The Directors' term is two years. The directors shall be elected at the annual meeting of members every even numbered calendar year, except as provided in Section 7.3. Each director shall be elected to serve until the following election term. Any director may resign at any time. The members entitled to vote for the election of directors may remove a director at any time, with or without cause.

7.3 Vacancies. If any vacancies occur on the Board of Directors by reason of death, resignation, retirement, disqualification or removal from office of any director, with or without cause, the remaining directors then in office, although less than a quorum, may choose a successor or successors, and a director so chosen shall hold office until the next election.

7.4 Nomination. Nomination for election to the Board of Directors shall be made by a nominating committee appointed by the President and consisting of a Chairperson, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The nominating committee shall make as many nominations as it shall in its discretion determine to be necessary, but not less than the available Board of Directors member positions. The report of the nominating committee shall be included in the notice of the annual meeting. Nominations may also be made from the floor at the annual meeting.

7.5 Election. In any case where the number of nominations exceeds the number of vacancies, election shall be made by secret written ballot. At each election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to vote by the provision of the Declaration. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE VIII**

### **MEETINGS OF THE BOARD**

8.1 Location. The Board of Directors of the Association shall hold its meetings, both regular and special, within the State of Washington. No payment for the expense of attending meetings shall be made for any meeting held outside of Clark County, Washington.

8.2 Time. Within ten (10) days after each annual meeting of members, the directors shall hold an organizational meeting for the purpose of electing officers, as hereinafter provided, and for the transaction of such other business as may come before the meeting.

8.3 Notice. Regular meetings of the Board of Directors will be held at such time and place as shall from time to time be determined to be necessary by the Board. The meetings have an open session to the members of the Association and a Board only session. A notice of the meetings will be sent to the members not less than seven (7) days before the meeting via e-mail or mail, when possible.

8.4 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board on two (2) days notice to each director, either through personal contact, e-mail or by mail. Special meetings shall be called by the Chairman in like manner and on like notice, on the written request of two (2) or more Directors.

8.5 Quorum. At all meetings of the Board of Directors, a majority of the entire Board shall be necessary to and constitute a quorum for the transaction of business, and the vote of three (3) directors shall be the act of the Board of Directors.

If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, until a quorum shall be present. Notice of any such adjournment shall be given to the directors who were not present.

8.6 Waiver of Notice. Attendance by a director at a meeting of the Board shall constitute a waiver of notice thereof.

8.7 Action Without a Meeting. Directors may take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the directors to such action. Any action taken in such manner shall have the same effect as though taken at a meeting of the directors.

## **ARTICLE IX**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

9.1 The Board of Directors shall have power to:

(a) Adopt and publish Rules and Regulations governing the use of the Common Area and facilities provided by the Association, and the personal conduct of members and their guests thereon, and to establish penalties for the infraction thereof.

(b) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provision of these By-laws of the Declaration.

(c) Lease or otherwise acquire the use of any and all kinds of recreation and athletic facilities for the use and benefit of the members of the Association.

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent without excuse from two (2) consecutive regular meetings of the Board of Directors.

(e) Employ a manager and other employees, prescribe their duties and fix their compensation.

9.2 It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all of its acts and the proceedings of its meetings and to cause to be presented at the annual meeting of the members a report reviewing the business and affairs of the Association for the year.

(b) As more fully provided in the Declaration, to fix the amount and time of payment of periodic and special assessments against each lot, to give the owner subject to any special assessment written notice thereof at least thirty

(30) days prior to the due date thereof, to give the owners subject thereto written notice of the amount and due date of any regular periodic assessment, provided that if regular periodic assessments are fixed on a monthly basis, then notice of the amount thereof shall be given only in the event of a change in such regular amount.

(c) Cause to be prepared, a roster of property subject to assessment, with assessments applicable to each such property, and to keep such roster in the Association office subject to inspection by any owner.

(d) Procure and maintain adequate liability and hazard insurance on the property owner, leased or otherwise used by the Association.

(e) Cause all officers or employees having fiscal responsibilities to be bonded with sufficient surety for the faithful performance of their official duties, the premium on such bond to be paid by the Association.

(f) Cause the Common Areas to be maintained.

## **ARTICLE X**

### **STANDING COMMITTEES**

10.1 Architectural and Landscape Committee. The Board of Directors shall appoint an Architectural and Landscape Committee of three (3) to five (5) persons who must be members of the Association, which committee may act for the Board of Directors to the extent set forth in the Declaration. The Chairperson of the Architectural and Landscape Committee has to be a member of the Board of Directors.

10.2 Other Committees. The Board of Directors shall appoint such other committees as it, in its discretion, deems necessary to assist in the operation of the affairs of the Association, which may include, without limitation, a Recreation Committee, a Maintenance Committee, and an Audit Committee. Members of such other committees shall be members of the Association, but need not be members of the Board of Directors.

## **ARTICLE XI**

### **OFFICERS**

11.1 Officers. The Officers of this Association shall be a President, Vice-President, a Secretary, and a Treasurer, which position may be combined as



Secretary/Treasurer and held by one person if necessary.

11.2 Removal and Vacancies. Any officer may be removed from office, with or without cause, by the Board of Directors. A vacancy in any office may be filled in the manner prescribed for regular elections or as set forth in Article VII, 7.3. The officer elected to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

11.3 Presiding Officer. The President shall be the Chairman of the Board of Directors and preside at all meetings of the members of the Association and of the Board of Directors. He/she shall sign for the Association such contracts and other documents as he/she may be authorized by the Board of Directors to sign, and shall perform all acts and duties usually performed by a President or as prescribed by the Board of Directors.

11.4 Vice-president. The vice-president shall preside and perform the duties of the president in the absence or disability of the president. He/she shall also perform such other duties as may be delegated to him/her by the Board of Directors.

11.5 Secretary. The secretary shall keep or cause to be kept a complete record of all meetings of the Association and of the Board of Directors; serve notice of the meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the Association, together with their addresses, perform such duties as are required to be performed in connection with assessments and the collection and enforcement thereof, and shall perform such other duties as may be required by the Board.

11.6 Treasurer. The Treasurer shall have the care and custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

11.7 Delegation and Change of Duties. In the event of absence or disability of any officer, the Board of Directors may delegate, during such absence or disability, the powers or duties of such officer to any other officer or any director

## **ARTICLE XII**

### **ADDITIONS TO PROPERTIES AND MEMBERSHIP**

12.1 Additions. Additions to the properties described in Article I may be made only in accordance with the provisions of the Declaration. Such additions, when properly made under the covenants contained in the Declaration, shall extend the jurisdiction, function, duties and membership of this Corporation to such properties.

## **ARTICLE XIII**

### **DISSOLUTION**

13.1 Distribution of Assets. Upon dissolution of the Corporation, the assets (with the exception of monetary funds) both real and personal, of the Corporation shall be dedicated to an appropriate municipal corporation or other public agency, to be devoted to purposes as nearly as practicable as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes and uses to which they were required to be devoted by the Corporation.

## **ARTICLE XIV**

### **GENERAL PROVISIONS**

14.1 Inspection by Members. The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member at the office of the Association.

14.2 Corporate Seal. The corporate seal of the Association shall be circular in form and shall have inscribed thereon the name of the Association and the state of incorporation.

14.3 Audit. A financial statement shall be prepared and kept with the books, records and papers of the Corporation once a year. This annual statement shall be made by the Treasurer previous to the date of each annual meeting, at which meeting such report shall be presented. A special audit shall be made at any time upon an order of the Board of Directors or upon a majority vote of the members at any regular or special meeting.

14.4 Execution of Corporate Documents. All deeds, bonds, mortgages, contracts and other instruments requiring a seal, may be signed in the name of the Corporation by the President or by any officer authorized to sign such instrument by the Board of Directors.

14.5 Checks and Other Evidences of Indebtedness. All checks or demands for money and notes or other instruments evidencing indebtedness or obligations of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

14.6 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of April and end on the thirty-first day of March of each calendar year.

## **ARTICLE XV**

### **AMENDMENTS**

15.1 These By-laws may be amended at a regular or special meeting of the members, provided that such amendments shall have the assent of two-thirds (2/3) of the votes of each member who are voting in person or by proxy at such meeting, and that notice of the amendment has been included in the notice of the meeting. Any matter stated in these By-laws to be or which is in fact governed by the Declaration may not be amended except as provided in such Declaration. In the case of any conflict between such Declaration and these By-laws, the provisions of the By-laws shall control.