

**BYLAWS  
OF  
TABLE ROCK HOMEOWNERS ASSOCIATION**

**ARTICLE 1.  
Object and Definitions**

(a) **Definitions:** As used in these Bylaws, the term "Association" shall mean the Table Rock Homeowners Association, a non-profit corporation which acts as a combined homeowners association for Table Rock Subdivision and Table Rock II Subdivision

The terms "owner" and "member" as used herein shall be synonymous.

The term "Declaration" shall mean either the Declaration of Restrictive Covenants, Conditions, and Restrictions of Table Rock Subdivision or the Declaration of Restrictive Covenants, Conditions, and Restrictions of Table Rock II Subdivision.

(b) **Purpose:** The purpose of the Association is to administer the Declarations of Restrictive Covenants, Conditions, and Restrictions for the benefit of all owners of land within Table Rock Subdivision and Table Rock II Subdivision pursuant to these Bylaws and the rules and regulations established from time to time by the Association.

(c) **Powers:** The Association shall have the powers enumerated in the Declarations and provided by statute.

(d) **Application of Bylaws:** These Bylaws and the rules and regulations established from time to time by the Association for the use of property within Table Rock Subdivision and Table Rock II Subdivision shall apply to all present and future members of the Association, owners or others having a full or partial legal or equitable interest in a parcel of land, their guests, employees, and any other persons using any property within the subdivisions.

**ARTICLE 2.  
Membership - Voting - Registration**

(a) **Membership:** Each person or entity who/which is a contract purchaser or record owner of a fee interest in any parcel of land within Table Rock Subdivision or Table Rock II Subdivision as described in the Declaration recorded in the office of the Walla Walla County Auditor shall be a member of the Association.

(b) Voting: Each owner shall have an equal vote with respect to all matters before the Association.

(c) Voting Representative: An owner may, by written notice to the Board of Directors, designate a voting representative for his or her parcel of land. The voting representative need not be an owner. The designation may be revoked at any time by written notice to the Board from the owner or by actual notice to the Board of the death or judicially declared incompetence of the owner. This power of designation and revocation may be exercised by the guardian of an owner, the attorney-in-fact for the owner under a Durable Power of Attorney, and the administrators or executors of an owner's estate.

(d) Joint Owner Disputes. The voting interest of each parcel of land must be cast as a single vote. Fractional votes shall not be allowed. If joint owners are unable to agree how their vote shall be cast, they shall lose their right to vote on the matter in question.

### ARTICLE 3.

#### Meetings of Members of the Association

(a) Meeting Place: All meetings of the members shall be held at such reasonable place within the County of Walla Walla, Washington, as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

(b) Annual Meeting Time: The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held in the first quarter of each calendar year at a place and time as may be designated by not less than 10 nor more than 60 days notice from the Board of Directors.

(c) Special Meetings: Special meetings of the members for any purpose may be called at any time by the President, by a majority of the Board of Directors, or by homeowners having twenty percent (20%) of the votes in the Association.

(d) Notice of Special Meetings: Notice of any special meetings shall be given to each member by delivering personally or by mailing a written notice of the same, at least 10 days, and not more than 60 days, prior to the meeting. If the meeting is a special meeting of the members, the notice shall also state the purpose or purposes for which the meeting is called.

(e) Quorum: The quorum of lot owners at any annual or special meeting of the Association shall be the presence, in person or by proxy, of persons holding fifty percent (50%) or more of the total votes, unless otherwise expressly provided herein. If a quorum is present at any such meeting, any action may be taken by an affirmative vote of a majority of the total votes present at the meeting, except as otherwise expressly provided in

the Declaration, the Articles of Incorporation, or these Bylaws.

(f) Waiver of Notice: Attendance of a member at a meeting shall constitute a waiver of notice of such meeting except where a member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of any notice required to be given any members, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

#### ARTICLE 4. The Board of Directors

(a) Number and Powers: The Association shall be administered and managed by the Board of Directors initially consisting of five persons. Each director shall be appointed and elected for a one-year term. Directors need not be members of the Association or residents of the State of Washington. In addition to the powers and authority expressly conferred upon it by these Bylaws and the Declaration, the Board of Directors may exercise all such powers directed or required to be exercised or done by and for the members.

(b) Change of Number: The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

(c) Vacancies: All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, shall be filled by the affirmative vote of the majority of the remaining directors. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified.

(d) Removal of Directors: Any director may be removed with or without cause by a majority of the lot owners at a special meeting of the Association called for such purpose.

(e) Regular And Special Meetings: Meetings of the Board of Directors may be held at any time as called by the President. They may be held with or without notice. Attendance of a director at a meeting shall constitute waiver of notice.

(f) Quorum: A majority of members of the Board of Directors shall constitute a quorum. The Board of Directors shall act by majority vote of those present at its meetings where a quorum exists.

(g) Action by Directors Without a Meeting: Any action required or which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by each of the directors. Such consent shall have the same effect as a unanimous vote.

(h) Action of Directors by Communications Equipment: Any action required or which may be taken at a meeting of directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

ARTICLE 5.  
Officers

(a) Designations: The officers of the Association shall be a President, a Secretary, and a Treasurer, who shall be appointed or elected by the Board of Directors. The Board may also from time to time appoint or elect a Vice-President or other officers. The officers shall be appointed or elected for a term of one year by the directors at the first meeting after the annual meeting of members, and shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary.

(b) President: The President shall preside at all meetings of members and directors, shall have general supervision of the affairs of the Association, and shall perform all such other duties as are incident to the office or are properly required by the Board of Directors.

(c) Vice-President: During the absence or disability of the President, the Vice-President, if any, shall exercise all the functions of the President. The Vice-President shall have such powers and discharge such duties as may be assigned to him/her from time to time by the Board of Directors.

(d) Secretary. It shall be the duty of the Secretary to keep records of the proceedings of the directors and members; to attest all certificates of ownership with the President and, when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments in the name of the Association; to keep a record of the issuance of certificates of membership and the transfers of the same; and to perform such other duties as the Board of Directors may from time to time designate.

(e) Treasurer. The Treasurer shall have the care and custody of, and be responsible for, all funds and securities of the Association and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Association in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

The Board of Directors may vest the offices of Secretary and Treasurer in a single

JP Lee  
2 directors  
Treas

Paul Jones  
Kevin Secretary  
Brad Treas

person.

(f) Delegation: In the case of absence or inability to act of any officer of the Association and of any persons herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

(g) Vacancies: Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

(h) Other Officers: The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

(i) Compensation: The Board may authorize the payment of reasonable compensation to any officer or agent who performs substantial services for the Association in carrying out management functions.

(j) Term - Removal: The officers of the Association shall hold office until their successors are chosen and qualified.

## ARTICLE 6.

### Finance - Handling of Funds

(a) Depositories: The monies of the Association shall be deposited in the name of the Association in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

(b) Accounts: The Association shall maintain accounts to properly provide for the operation and maintenance of the Association as required by the Declaration and the Washington Non-Profit Corporation Act, RCW 24.03, et seq.

## ARTICLE 7.

### Indemnification of Officers and Managers

(a) Indemnification: The Association shall indemnify every Board member or officer and his or her heirs and personal representatives as provided in Article IX of the Articles of Incorporation. Nothing contained in said Articles of Incorporation, however, shall be deemed to obligate the Association to indemnify any member or owner of a lot who is or has been a Board member or officer of the Association with respect to any duties or

obligations assumed or liabilities incurred by him under and by virtue of the Declaration as a member or owner of a lot covered thereby.

**ARTICLE 8.**  
**Obligations of Owners**

(a) **In General**: Each lot owner shall observe and promote the cooperative purposes for the which the Association was formed and shall comply strictly with all provisions of the Declaration of Restrictive Covenants, Conditions, and Restrictions pertinent to his or her lot.

(b) **Power of Attorney**: Each owner shall, upon becoming an owner of a lot, appoint the Board of Directors of the Association as his/her attorney-in-fact to maintain, repair, and improve, as necessary, pursuant to the Covenants of each subdivision, the lands within each subdivision.

**ARTICLE 9.**  
**Amendments - Interpretation - Notices - Rules**

(a) **Amendments**: These Bylaws (and amendments thereto) may be altered, amended or repealed by the concurrence of voting owners holding fifty percent (50%) or more of the voting power at a meeting of the Association duly held for that purpose.

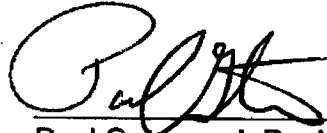
(b) **Interpretations**: These Bylaws are intended to comply with and supplement the Declarations of Restrictive Covenants, Conditions, and Restrictions and the Articles of Incorporation. If in conflict with either, the provisions of state law and the applicable Declaration will control. These Bylaws shall be liberally construed to effectuate their purposes to create a uniform plan for the management and operation of the Association.

(c) **Notices**: Except as may otherwise be required by law or be specifically provided otherwise in the Declaration or in these Bylaws, any notice given by any member, officer or director shall be delivered either personally or by mail. Mailing addresses may be changed from time to time by notice in writing to the Board of Directors. Notice to be given to the Board of Directors may be given to the President or Secretary of the Board.

(d) **Rules and Regulations**: The Board of Directors may from time to time adopt such rules and regulations as may be necessary or advisable to ensure compliance with or to supplement the Declaration or as may be reasonably required for the use, occupancy and maintenance of the lots, common areas and facilities. When so adopted, such rules and regulations shall be binding upon all lot owners. The Board of Directors may from time to time amend such rules and regulations. Such rules and regulations shall be stated in writing and shall be made available to each lot owner, tenant, mortgagee or other party having a legitimate interest therein upon request to the Secretary of the Association.

(e) Fiscal Year: The fiscal year of the Association shall begin January 1 and end December 31.

DATED this 21 day of May, 2008.



Paul Gatewood, Declarant