BYLAWS

of the

STILLY NORTH OWNERS ASSOCIATION

A Non-Profit Corporation

SECTION 1
Purposes

1.1 This corporation shall be conducted as a non-profit corporation for the purposes set forth in the Articles of Incorporation, as amended.

1.2 The corporation shall have power through its Board of Directors (hereafter referred to as "the board") to levy and collect assessments against the individual tracts within the subject real estate for the purposes set forth herein and in the Articles of Incorporation, which assessments shall constitute a lien against each such individual tract which may be foreclosed for non-payment as provided in Section 7 hereof.

SECTION 2
Membership and Membership Voting

2.1 The membership of the corporation shall consist of those persons described in Article IV of the Articles of Incorporation. Membership is inseparably appurtenant to the tracts within the subject real estate described in the Articles of Incorporation and, upon transfer of ownership or the execution by any member of a contract for the sale of any such tract, membership in the corporation shall ipso facto be deemed to be transferred to the grantee or contract purchaser. No membership may be conveyed or transferred except by conveyance or transfer of the subject tract to which it is appurtenant or the making of a contract for the sale thereof. In the event of the death of a member, his membership shall pass in the same manner and to the same persons as does the tract to which it is appurtenant.

2.2 The vote of any membership owned by a single marital community may be cast by either spouse without presentation of authority from the other.

2.3 Except as provided in 2.2, if more than one person or estate holds a membership interest, the holders of that membership interest shall designate by written instrument delivered to the secretary of the corporation, the person entitled to vote the membership interest from time to time. Such designated person shall be a person who holds an ownership interest in the tract or in the entity which holds an ownership interest in the tract. The written designation shall be delivered to the secretary before any vote will be recognized for such tract, unless waived by the board.

2.4 It is the responsibility of the owners of a tract to notify the secretary in writing of the names and addresses of all owners of the tract, and of any changes thereof. In the event of ownership by other than one person or one marital community, it is the responsibility of the owners of such tract to notify the secretary of the person who is entitled to vote the membership of that tract as provided in 2.3, together with the name and address

thereof, and of any changes in the name or address of such person. The corporation is entitled to rely upon such information for the giving of all notices to the membership, and for purposes of voting, and notice to such designated person and address shall be deemed proper notice to such membership.

2.5 Owners of properties adjacent to those of the corporation may become associate members upon application to the board who will accept or reject the application based on its purpose. A written agreement with each associate member shall be established by the board describing the purpose and recommended assessments. Associate membership status is contingent on conditions of the agreement being current. The associate member shall have voice but not vote on matters of the organization.

SECTION 3
Meetings of the Membership

3.1. Annual meetings of the members of the corporation shall be held at the principal place of business of the corporation or such other place as the board may select. Notice thereof shall be given by the secretary of the corporation by sending notice to each member not less than 30 days prior to the date of the meeting as indicated by postmark or time stamp.

3.2 Special meetings of the members may be called at any time by the president or a majority of the board, or by members representing 25% of the tracts within the jurisdiction of the corporation. Notice of a special meeting, stating the purposes thereof, shall be given by the secretary by sending such notice to each member not less than 14 days prior to the date of which such meeting is to be held as indicated by postmark or time stamp.

3.3 All notices will be by postal mail unless electronic notification is requested by the property owner.

3.4 At all annual and special meetings of the members, 20% of the members of the corporation shall constitute a quorum for the transaction of business. Each member shall be entitled to one vote and the person entitled to vote a membership may exercise such right to vote by written proxy. At any meeting at which a quorum is present, a majority vote of such members constituting the quorum, either in person, or by proxy, shall be valid and binding upon the corporation except as otherwise provided by law, these bylaws or the Articles of Incorporation.

SECTION 4
Board of Directors and Their Meetings

4.1 Corporate powers shall be vested in a Board of Directors, which shall consist of at least six directors. In the event of a vacancy that drops the number of directors below six, the existing board may continue to operate, but must notify the membership within 60 days of the vacancy and seek additional board members to attain the minimum. The number of directors may be changed at any annual or special meeting of the members called for

such purpose. Each director shall be a person entitled to vote a membership, current in their dues payment, and there shall be no more than one director for any single membership.

4.2 Each director shall serve for a term of two years or until their successor is elected and qualified. A director may resign at any time by delivering a written notice to the president.

4.3 A director may be suspended or removed by a unanimous vote by all of the other directors, and any vacancy shall be filled by appointment of a majority of the board.

4.4 A committee of three (3) or more shall be appointed by the president and will nominate candidates to run for open director positions to be elected each year by the membership. Floor nominations and write-in names will be allowed.

4.5 The board shall have a minimum of two meetings per year. The time and dates of board meetings shall be determined by the board.

4.6 The board will elect the president, vice president, secretary, and treasurer from the directors; all offices, except for that of the president, may be combined. The board may also appoint an administrative assistant who reports to the board.

4.7 Officers of the corporation shall hold office for the term of one year or until their successors are duly elected and qualified; provided that an officer may be suspended, removed, and replaced by a majority vote of all of the directors, and any vacancy shall be filled with an appointment by a majority of the board.

4.8 Special meetings of the board may be called at any time by the president or a majority of the directors. Each director shall be given notice at least one day in advance of the date of such meeting, unless waived by the majority of directors.

4.9 No director or officer shall receive any salary or other compensation for his services from the corporation, except that the corporation may reimburse directors and officers for out-of-pocket expenses incurred in connection with the business of the corporation.

SECTION 5
Powers and Duties of Directors

5.1 Subject to the limitations in the Articles of Incorporation, these bylaws and the laws of the State of Washington, all powers of the corporation shall be exercised by or under the authority of the Board of Directors.

5.2 Without prejudice to such general powers, the directors shall have power to appoint and remove all other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or these bylaws, and in general to conduct, manage and control the affairs and business of the corporation and make such rules and regulations therefor as they may deem proper.

5.3 The directors shall cause to be kept a complete record of all minutes and acts and shall present a full statement to the regular annual meeting of the members showing in detail the condition of the affairs of the corporation.

5.4 The board may establish systems and procedures to enable remote participation in meetings of the membership and of the board. These systems and procedures shall (a) identify all who are attending and who may wish to speak, (b) provide ability for all to participate in deliberation, (c) allow remote participants to be included in the quorum, to make and second motions, and to vote, (d) provide a mechanism to prevent illegitimate votes and to tabulate votes, and (e) do not conflict with the remainder of these bylaws, the Articles of Incorporation, or the laws of the State of Washington.

SECTION 6
Officers

All officers shall maintain business continuity and succession plans for their positions, reviewed annually by the board. They shall comply with the Articles of Incorporation and these bylaws. Individual officers shall have at least the following responsibilities:

6.1 President.

A. Shall preside at all meetings of the board and members.
B. Delegate and provide leadership to all committees and officers.
C. Set specific goals for their term of office.
D. Prepare in advance for all meetings.
E. Appoint special committees if and as needed.
F. Call for committee reports, reading of minutes, and treasurer's report.
G. Report the affairs of the corporation to the membership on an occasional basis.

6.2 Vice President.

A. In the absence or disability of the president shall perform all duties as usually pertaining to the office of the president.
B. Perform duties as assigned by the president or the board.
C. Attend board and annual meetings.

6.3 Secretary.

A. Maintain a current membership roster (including contact information of all owners of each tract and of the person entitled to vote each membership), and accurate attendance records.
B. Record minutes of all meetings and distribute them to the board in advance of the next meeting.
C. If necessary, tally one vote per property.
D. Notify membership of all pertinent information and meetings as directed by the board or required by the Articles of Incorporation or these bylaws.

6.4 Treasurer.

A. Management and control of all funds.

B. Provide the bank with signature cards of the treasurer, vice president, and president.
C. Notify each association member in writing of dues payable and due date.
D. Collect dues and fees, record, and deposit such funds to the association's bank accounts
E. Pay bills promptly. When an invoice is received, both the treasurer and the president, or delegate, shall review such a bill and authorize payment electronically or by initialing and dating invoice. After payment, record reference number and date paid on all invoices. Payment of recurring bills may be authorized in advance by the board or a majority of the association's members for such things as insurance, utilities, and internet expenses.
F. Prepare an annual budget to be presented to the board prior to the general membership meeting.
G. Present verbal and written report annually or as requested by the board.
H. Submit corporate accounts for review by the board or selected individuals near the end of each year's term.

SECTION 7
Assessments

7.1 In furtherance of its purpose to maintain roads and easements, the board is empowered to assess the tracts of members and of associate members within the real property described in the Articles of Incorporation.

7.2 From time to time, a sum shall be assessed of the members sufficient to pay the costs of road and easement maintenance, the costs of proper and lawful drainage of surface waters over customary and natural channels of the said real property, the costs of capital improvements, reserves for depreciation and repair, and all other costs and expenses incidental to the operation of the corporation and carrying out the purposes of the corporation.

7.3 All charges and assessments shall be levied by the directors at a uniform rate per tract without distinction or preference of any kind based upon the size of the particular tract concerned. Such assessments will not be increased more than 100% for any successive 12 months without membership approval.

7.4 The board shall determine assessments of the associate members commensurate with the use of the corporate property.

7.5 The members and associate members of the corporation shall be liable for the payment of such charges and assessments and the same shall be due and payable by the greater of the due date or thirty days from the mailing of notice of the assessment and the amount thereof to the owner or to the designated voting member (or at least one owner if multiple owners) of each individual tract.

7.6 Upon non-payment of the assessment so levied, within 30 days of the due date as determined above, the directors may assess a service charge, not to exceed 25% of the annual assessment, and interest, not to exceed 1% simple interest per month, to be

determined by the board. The amount of such assessment, together with all service charges, interest, attorney's fees, and other costs reasonably incurred by the corporation in enforcing the same, shall constitute a lien upon such tract, superior to any and all other liens except as hereinafter provided, and enforceable by foreclosure proceedings in the manner provided by law with respect to the foreclosure of mortgages upon land; provided, further, that no proceedings for the foreclosure of any such liens shall be commenced until the expiration of six calendar months from and after the date of mailing such notice of assessment as hereinabove set forth.

7.7 Real estate contract vendor's liens, first mortgage liens and deeds of trust recorded in accordance with the laws of the State of Washington placed upon any of the tracts within the corporation shall from the date of such recordation be superior to the assessments levied by the corporation and the liens resulting therefrom subsequent to the date of such recordation.

SECTION 8
Indemnification and Insurance

8.1 The corporation may indemnify directors, officers, employees, and agents of the corporation to the extent and in the manner set forth in Revised Code of Washington 23B.08.500 through 23B.08.600, or as amended.

8.2 The board may purchase and maintain insurance on behalf of the corporation, its directors, officers, employees, or agents, against liabilities asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, in such amounts as may be determined by the board.

8.3 The corporation is not responsible for claims made by members or associate members for any damage to such member's property that arises or is caused by any uncontrollable circumstance, including acts of nature.

SECTION 9
Damage to Corporate Property and Easements

To prevent or respond to damage to corporate property, the board:

9.1 Is empowered to levy special assessments to individual parcels for extraordinary damage to corporate property and easements resulting from the actions of that parcel's owner or agents.

9.2 May notify governing authorities of probable violations of county codes or environmental regulations.

9.3 May bring action, as deemed necessary and appropriate, against members or associate members who cause physical conditions to arise on their property that endanger the physical integrity of corporation property, including road access and easement rights of all property owners.

SECTION 10
Security and Welfare

10.1 Firearms. The use of firearms is prohibited on the road easement.

10.2 Dumping of garbage, vehicles, trailers, and other non-useable items on association property or easements, is prohibited. If such occurs, the association may have said items removed at property owner's expense.

10.3 All owner members and associate members are responsible for gate closure in accordance with the posted policy.

10.4 Access for ingress, egress, maintenance, and emergency vehicles shall not be impeded on association property or easements actively used by property owners without board approval.

SECTION 11
Amendments

11.1 These bylaws may be amended at any time by a vote of a majority of the members of the corporation constituting a quorum at any annual or special meeting of the membership called for such purposes, but may not be amended in any manner so as to make these bylaws inconsistent with the Articles of Incorporation.

11.2 A request for a proposed amendment must be approved by the board, or signed by one-fifth of the membership, and shall then be distributed by the method described in section 3 to the membership at least 30 days in advance of the membership meeting.

SECTION 12
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they remain consistent with these Bylaws, the Articles of Incorporation, and any special rules of order the Association or Board may adopt.

BYLAWS REVISION HISTORY:

Adopted:	April 19, 1978
Amendments:	July 2, 1988
	November 3, 1991
	May 31, 1997
	August 4, 2007
	September 14, 2024