

**AMENDED AND RESTATED BY-LAWS
OF
LAKE ENTIAT LODGE, ASSOCIATED**

We the membership of the above-entitled non-profit corporation (the “*Association*”), incorporated under the laws of the State of Washington, for the objects and purposes expressed in its Articles of Incorporation, do hereby adopt the following By-Laws for the government of the Association, the regulation of its affairs, and the carrying on of its business, and the same shall be and are hereby the By-Laws of said Association, and we agree to be governed thereby:

ARTICLE I

MEMBERSHIP AND VOTING

Section 1: The membership of the Association shall consist of the following: The owner in fee or contract purchaser of any lot in the plats of Lake Entiat Estates and Entiat Estates First Addition, Douglas County, Washington, shall be a member of the Association, provided that a married couple shall be considered as a single entity for the purpose of membership and co-owners of a single lot shall be considered as a single entity for the purpose of membership.

Section 2: Only members in good standing, with dues and fees paid current to the date of the meeting, shall be entitled to vote at any meeting of the membership.

Section 3: The annual meeting will be held on a Saturday in April at a location designated by the Board of Directors.

Section 4: Special meetings of the membership of the Association may be called from time to time at the discretion of the Board of Directors or by members of the Association holding a cumulative total of at least five percent of the voting interest in the Association.

Section 5: The Secretary shall provide notice to the members of all meetings. Such notice shall (i) state the place, day and hour of the meeting, (ii) state the purpose or purposes for which the meeting is called, (iii) if applicable, provide instructions for members to participate electronically in such meeting, and (iv) be delivered not less than ten or more than fifty days before the date of the meeting to each member entitled to vote at such meeting, in writing or electronically, as follows:

5.1 *Mailed Notice.* Unless members consent to electronic notice under subsection 5.2, notice of meetings must be in writing. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid.

5.2 *Electronic Notice.* Notice of meetings may be electronically transmitted to members who have delivered to the Secretary a written consent to receive electronic notice in the form attached hereto as Exhibit A. Such notice shall be provided at the email address set forth on the member’s consent. Members who have submitted consent to

receive electronic notice of meetings may revoke such consent at any time by delivering a written revocation to the Secretary.

Notwithstanding the provisions above, members, by attending or participating in a meeting, either in person or electronically, shall be deemed to have waived the notice requirements of this Section 5.

Section 6: Members may attend, participate in, and vote at meetings as follows:

6.1 *Attendance and Participation in Meetings.* Members may attend, participate in, and vote at meetings either in person or, to if provided in the notice for any such meeting, electronically. Any member attending any meeting electronically shall be deemed in attendance for the purposes of constituting a quorum and percentage of voting interests present. If any member is permitted to attend a meeting electronically, the Board of Directors shall ensure that the events of that meeting are electronically transmitted in real time, in a manner that complies with the requirements of RCW 24.03.075, and shall provide members with instructions on how they may electronically vote at such meetings, if applicable.

6.1 *Amendments to Declaration.* Pursuant to Section 5 of the Amended and Restated Declaration of Restrictive Covenants for Lake Entiat Estates ("Declaration"), members may vote on any proposed amendment to the Declaration at a meeting of the members or by written consent. Notice of any such proposed amendment shall: (i) be mailed to all members and otherwise comply with applicable notice requirements in Section 5 above, (ii) provide direction on how to return the member's written consent to the Association and (iii) specify the date by which the written consent must be returned to the Association to be eligible to be counted.

6.3 *Ballots.* The Board of Directors shall determine the form of all ballots and the wording of any question thereon. The Board of Directors may include on ballots any question on which it seeks an advisory vote.

Section 7: The attendance of ten percent (10%) of the members entitled to vote, either in person or electronically, shall constitute a quorum at any given meeting. No action taken at a meeting of the members where less than a quorum is present shall be valid or binding upon the Association. Whenever the phrases "majority vote" or "vote of the membership" are used in these By-Laws, they shall mean a vote of those members present at the meeting and entitled to vote.

Section 8: Any member of the Association may be removed by a majority vote of the membership of the Association present at a regular or special meeting of the membership. Notice of such proposed removal must be given to the member sought to be removed prior to the meeting at which the question is to be voted upon. Removal shall be for cause, and any vote of removal may also specify conditions of reinstatement.

Section 9: Any member of the Association can raise any subject for discussion at the annual meeting. The President can limit or expand these discussions at his or her discretion.

The only items which will be voted on by the membership at the annual meeting are the following:

- 9.1 Election or removal of Directors and Officers as defined by these By-Laws.
- 9.2 Raising dues or special assessments.
- 9.3 Capital improvements to Association property.
- 9.4 Changes to By-Laws or covenants.

All other matters will be directed to the Board in writing. The Board will be obligated to respond to any written or verbal input within thirty (30) days after the next scheduled Board Meeting.

ARTICLE II

BOARD OF DIRECTORS

Section 1: The business and property of the Association shall be managed by a Board of Directors elected by the membership.

Section 2: The Directors of the Association shall be elected by a majority vote of the membership of the Association present at the annual meeting of the membership.

Section 3: The term of all Directors and Officers of the Association shall commence immediately following their election at the annual meeting. Terms shall expire at the end of the applicable annual meeting.

Section 4: The Board of Directors shall consist of seven (7) members elected by the membership to serve two (2) year terms. In the odd year, four (4) Directors will leave the Board. In the even years, three (3) Directors will leave the Board. The Board of Directors will elect the President and Vice President from individuals on the Board. All other Board members will be considered Members-at-Large. The Secretary and Treasurer will be elected by the members and shall serve two year terms. All Board members and the Secretary and Treasurer may succeed themselves if re-elected by the Association members at the end of their two-year period of office.

Section 5: The Secretary and Treasurer may sit with the Board of Directors, and join in its deliberations, but they shall not be members of the Board and shall have no vote on the Board.

Section 6: The Board of Directors shall hold a minimum of four (4) meetings each year. These meetings will be conducted during the following months: March, June, September and December.

Section 7: Four (4) members of the Board of Directors shall constitute a quorum. Each member of the Board of Directors shall have one vote, which vote cannot be exercised by proxy. The Board shall act by majority vote.

Section 8: Any Director may be removed from office by a two-thirds vote of the membership present at any regular or special meeting of the membership of the Association. Notice of the proposed removal of the Director must be given to such Director prior to the date of the meeting at which such removal is to be voted upon. Such notice must state the cause for the proposed removal.

Section 9: Unexcused absence from three (3) consecutive meetings of the Board of Directors shall be due cause for removal of a Director.

Section 10: Any vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a Director shall be filled by majority vote of the Directors. Such appointee shall serve during the unexpired term of the Director whose position has become vacant.

Section 11: Meeting minutes for each Board meeting shall be made available for review by members no later than thirty (30) days after such minutes are approved by the Board of Directors. The minutes will contain a synopsis of the items discussed and voted upon by the Board of Directors.

Section 12: Any Association member who wishes to run for a Director position should provide their name and a synopsis of their experience and qualifications for the office to the Secretary prior to the annual meeting. This will allow the Secretary to prepare the ballot and attach the qualifications for the annual meeting. This information is to be delivered to the Secretary by February 1st.

If an individual wishes to run as a write-in resulting from a floor nomination at the annual meeting, he or she must be prepared to provide a verbal synopsis to the membership at that time-outlining their experience and qualifications.

Section 13: The President will appoint a nominating committee from the membership prior to the annual meeting to find individuals willing and qualified to run for office.

ARTICLE III

OFFICERS

Section 1: The Officers of the Association shall consist of the President, Vice President, Secretary, and Treasurer.

Section 2: **PRESIDENT:** The President shall supervise all activities of the Association; execute all instruments in its behalf; preside at all meetings of the Board of Directors and of the membership of the Association; call such meetings of the membership as shall be deemed necessary, other than the regular meetings of the membership; and perform such other duties usually inherent in such office.

Section 3: VICE-PRESIDENT: The Vice-President shall act for the President in his absence and perform such other acts as the President may direct.

Section 4: SECRETARY: It shall be the duty of the Secretary of the Board of Directors to keep all records of the Board of Directors and of the Association, and to perform such other acts as the President may direct.

Section 5: TREASURER: The Treasurer shall be in charge of collection, managing, and investing the funds of the Association, and shall maintain records showing all members of the Association in good standing and all members delinquent in the payment of dues. The Treasurer shall be responsible to use the Association's funds to pay the debts of the Association and will file liens for unpaid dues. At the direction of the Board of Directors, the Association may retain professional accountants, bookkeepers, or other persons to undertake some or all of the above tasks. In that instance, the Treasurer shall be responsible for directing and supervising such professionals, and for reporting financial information to the Board of Directors.

Section 6: MEMBERS-AT-LARGE. The elected Members-at-Large shall represent the Association membership, and perform such other acts as the President directs, except those mentioned as duties of other Officers.

Section 7: Any Officer may be removed by a two-thirds vote of the membership present at any regular or special meeting of the membership of the Association. Notice of the proposed removal must be given to the Officer prior to the date of the meeting at which removal is to be voted upon. Such notice must state the cause for the proposed removal.

Section 8: Any vacancy occurring among the Officers of the Association by reason of the death, resignation, or removal of an Officer shall be filled by a majority vote of the Board of Directors by an individual willing to accept the position. Such appointee shall serve during the unexpired term of the Officer whose position has become vacant.

ARTICLE IV

DUES AND FEES

Section 1: Every member of the Association, provided that they are a member in good standing and have paid their dues and fees, shall be allowed to hook up to the Association water system. All associated contractor fees for the water hookup will be billed to the lot owner and must be paid within 15 days. In the event that dues or fees become delinquent, the Association shall pursue collection in accordance with a uniform and systematic procedure adopted by the Board of Directors, as may be amended from time to time (the "Collections Policy"), including imposition of any necessary charges, fees, or costs.

Section 2: Each member shall pay in advance such dues and fees as are fixed and assessed by the Board of Directors provided that such annual dues and fees shall not exceed \$300 for calendar year 1993, \$335 for calendar year 1994, \$370 for calendar year 1995. Thereafter, the maximum annual increase amount cannot exceed \$35 plus an annual adjustment based on the percentage increase of the Consumer Price Index for the prior 12-month period per lot unless specifically approved by a majority of those voting at a regular or special meeting of the

membership. The dues and fees shall be used for the expense and operation of the Association and its facilities, including salaries, taxes, maintenance, repair, capital improvements, insurance, utilities, etc. No salary is to be paid to any of the Directors.

In addition, each lot will be assessed annually \$100 as a capital improvement fund. 1993 will be the first year of this assessment. This fund will be used for improvements of Association's property as determined by the Board of Directors.

Section 3:

3.1 Dues and fees for each year will be payable in four equal quarterly payments payable on January 1, April 1, July 1 and October 1.

If the dues are not paid within 15 days of each quarter due date, interest and penalties shall accrue as set forth in the Collections Policy. Furthermore, if dues are not timely paid, the Association shall pursue collection in accordance with the Collections Policy.

3.2 Fees/Special Assessments will be paid as decided by vote of the membership at any regular or special meeting. The Board will have the authority to establish a fee for short-term rentals (rental of less than 30 days). The Board can adjust the short-term rental fee on an annual basis.

3.3 Any person who purchases a lot from the Johns Company, or other successor to the original developers, shall pay pro-rata dues and fees for the balance of the year as of the closing date, which shall be deemed the due date. In the event the new member fails to do so, such dues and fees shall be delinquent, and the Association shall pursue collection in accordance with the Collections Policy.

3.4 Any person who purchases a lot from any lot owner in Lake Entiat Estates may request from the Treasurer a statement showing all delinquent dues and fees, interest, or other charges assessed against the seller, if any. Failure to pay all such sums to the Association shall result in the buyer becoming liable for the unpaid obligations of the seller to the Association, and the Association shall have the right to pursue collection in accordance with the Collections Policy.

3.5 By assessing interest on delinquent accounts and pursuing collection in accordance with the Collections Policy, it is the declared policy of the Association that the dues and fees are assessed for the benefit of all members, that the lodge recognize the time-value of money, and that the dues and fees paying members shall not be burdened with carrying the non-paying member's share without receiving at least interest compensation.

3.6 Nothing contained in these By-Laws or the Collections Policy shall restrict the right of the Association to undertake the collection of dues and fees by any appropriate legal action.

3.7 Any member suspended or terminated for nonpayment of dues and fees to the Association may, upon written application to the Board of Directors, be reinstated as a member at the sole discretion of the Board of Directors upon showing that he or she has paid all dues and fees and accrued interest, and upon the further payment of a reinstatement charge of twenty-five dollars (\$25.00), or such fee as set in the Collections Policy.

3.8 If legal action is instituted to collect delinquent dues and fees, the Association shall be entitled to recover court costs and a reasonable attorney's fee, to be fixed by the court, and any judgment entered in favor of the Association by the court shall bear interest at the highest rate permitted by law from the date of entry until paid.

Section 4: Each lot owner in the plats of Lake Entiat Estates and Lake Entiat Estates, First Addition, contractually agreed at the time of purchase to be bound by the By-Laws of the Association. The members of the Association hereby expressly authorize the Board of Directors, or such other agent or attorney as the Board of Directors may designate, to pursue collection of delinquent dues and fees in accordance with the Collections Policy, including, the recording of liens for delinquent dues or fees, the foreclosure of such liens in the manner provided by law, the appointment of a receiver for the lot, the suspension or termination of membership in the Association, and denial of any and all privileges of the Association.

Section 5: When a member owns more than one lot within the plat of Lake Entiat Estates and Lake Entiat Estates, First Addition, he or she shall not be deemed a member in good standing unless dues and fees for each and every such lot are current. Members who are not in good standing will be denied the privileges and benefits of membership in the Association.

ARTICLE V

These By-Laws may be amended by two-thirds vote of those members present and voting at any regular or special meeting.

CERTIFICATION

I hereby certify:

That I am the duly elected and acting Secretary of Lake Entiat Lodge, Associated, a Washington nonprofit corporation;

That the foregoing Bylaws constitute the Amended and Restated Bylaws of said corporation, as duly adopted by a majority of the members at a meeting held May 15, 2021.

DATED this _____ day of _____, 20__.

Secretary

