

Bylaws

Madera Estates Homeowners' Association

Effective January 1, 2026.

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Article I: Name and Governing Law

- (1) The name of the corporation is Madera Estates Homeowners' Association.
- (2) The corporation is organized under chapter 24.03A RCW and:
 - (a) Prior to January 1, 2028, chapter 64.38 RCW;
 - (b) After January 1, 2028, chapter 64.90 RCW.

Article II: Definitions

The definitions in this Article apply throughout these Bylaws unless the context clearly requires otherwise.

- (1) "Association" means the Madera Estates Homeowners' Association, a nonprofit corporation organized under chapter 24.03A RCW.
- (2) "Board" means the Board of Directors of the Association.
- (3) "Declaration" means the Declaration of Protective Covenants, Conditions, Easements & Restrictions for Madera, as amended.
- (4) "Director" means a member of the Board.
- (5) "Governing Documents" means the Articles of Incorporation of the Association, the Declaration, and these Bylaws, as amended.
- (6) "Lot" means a residential lot, as shown on the Plat of Madera and numbered 1 through 155.
- (7) "Member" means a member of the Association, as provided in Article III, section 1 of these Bylaws.
- (8) "Membership" means the members of the Association, as provided in Article III, section 1 of these Bylaws.
- (9) "Officer" means an officer of the Association.
- (10) "Owner" means each person who is a record owner of a Lot, but does not include a person who has an interest in a Lot solely as security for an obligation. Owner also means the vendee, not the vendor, of a Lot under a real estate contract. Owner includes any board member, officer, member, partner, or trustee of any person, who is, either alone or in conjunction with another person or persons, an owner. For purposes of this subsection, "person" includes, in addition to individuals, a corporation, business trust, estate, trust, partnership, association, joint venture, government agency or instrumentality, or other legal or commercial entity.

Article III: Membership

Section 1: Defined

- (1) The Membership consists exclusively of the Owners. Membership is appurtenant to and may not be separated from ownership of a Lot.
- (2) There is a single class of membership.

Section 2: Annual Meeting

The regular annual meeting of the Membership shall be held at such time as the Board shall determine.

Section 3: Special Meetings

Special meetings of the Membership may be called at any time: (a) By the President; (b) by the Board; or (c) upon the written request of Members entitled to cast 31 votes.

Section 4: Quorum

At any meeting of the Membership, the presence of Members entitled to cast 16 votes constitutes a quorum for any action, except as provided in Article VIII, section 2(1) of these Bylaws. If a quorum is not established at any meeting, the Members present may:

- (1) Adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is established; or
- (2) Submit one or more questions to the Membership pursuant to RCW 64.38.120(6) (until January 1, 2028) or 64.90.455(4) (beginning January 1, 2028).

Section 5: Voting Rights

- (1) The Membership collectively has 155 votes.
- (2) Each Member is entitled to cast one vote for each Lot that the Member owns. If a Lot has more than one Member entitled to cast votes with respect to that Lot, the vote allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of the Owners of that Lot. There is a majority agreement if any one of the Lot's Owners casts the vote allocated to the Lot without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Lot. Each Owner of the Lot may vote or register protest to the casting of votes by the other Owners of the Lot through a duly executed proxy. In no event may more than one vote be cast with respect to any Lot.

Section 6: Order of Business

The order of business at all meetings of the Membership is as follows, unless dispensed with on motion:

- (1) Roll call;
- (2) Proof of notice of the meeting or waiver of notice;
- (3) Reading of minutes of the preceding meeting;
- (4) Reports of Officers;
- (5) Reports of committees;
- (6) Election of Directors;
- (7) Election of Officers;
- (8) Unfinished business;

- (9) New business;
- (10) Adjournment.

Article IV: Board of Directors

Section 1: Management

The business and property of the Association shall be managed by the Board of Directors.

Section 2: Meetings

- (1) Regular meetings of the Board shall be held at the times and places determined by the Board.
- (2) Special meetings of the Board shall be held when called by the President or by a majority of the currently serving Directors.
- (3) Each Director must be provided notice at least seven days in advance of any meeting.
- (4) The Board has the right to take any action in the absence of a meeting which the Board could take at a meeting by obtaining the written approval of all the Directors. Any action so approved has effect as though taken at a meeting of the Board.

Section 3: Quorum

A majority of the Directors currently serving constitutes a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present is an act of the Board.

Section 4: Powers

The Board has power to:

- (1) Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the Membership;
- (2) Declare the office of a Director to be vacant in the event the Director is absent from three consecutive regular meetings of the Board;
- (3) Employ managers, contractors, and such other employees as the Board deems necessary, and to prescribe their duties; and
- (4) File legal action on behalf of the Association to enforce any covenants affecting the properties.

Section 5: Duties

It is the duty of the Board:

- (1) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Membership at any meeting of the Membership;
- (2) To supervise all Officers, agents, and employees of the Association, and to see that their duties are properly performed;
- (3) As more fully provided in the Declaration, to:
 - (a) Fix the amount of any assessments against a Lot and to send a written notice of such assessment to every Owner at least 30 days in advance of such assessment; and
 - (b) Foreclose any liens against property for which assessments are not paid or bring an action at law against the party obligated to pay the same;

- (4) To procure and maintain at the discretion of the Board adequate hazard insurance on property owned by the Association;
- (5) To cause all Officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate; and
- (6) To cause the property held by the Association to be maintained in accordance with the provisions of the Declaration.

Section 6: Emergencies

Nothing in these Bylaws displaces the provisions of RCW 24.03A.145.

Article V: Directors

Section 1: Number

The Board consists of five directors, elected to positions numbered 1 through 5.

Section 2: Term of Office

- (1) The term of office for each Director position is two years. However, each Director continues to hold office until a successor for the position takes office.
- (2) Directors take office upon adjournment of the meeting at which they were elected or appointed or, if not elected or appointed at a meeting, at the time of such election or appointment.
- (3) The terms of office for Director positions must be staggered such that the terms of Director positions 1 through 3 expire in odd-numbered years and the terms of Director positions 4 and 5 expire in even-numbered years.

Section 3: Removal

Any Director may be removed from the Board, with or without cause, by a majority vote of the Membership.

Section 4: Vacancies

In the event of a vacancy in any Director position, the remaining members of the Board shall appoint a successor to serve in that position until the next election of Directors by the Membership.

Section 5: Election

For the election of Directors, each Member may cast as many votes as the Member is entitled to cast, multiplied by the number of Directors to be elected. The persons receiving the largest number of votes shall be elected as Directors. Cumulative voting is not permitted.

Section 6: Qualifications

Directors must be Members of the Association. A Director who ceases to be a Member simultaneously ceases to be a Director.

Article VI: Architectural Control Committee

- (1) There is created an Architectural Control Committee (ACC) as a permanent standing committee of the Board. The ACC shall have the powers and duties provided for the ACC in the Declaration.
- (2) The Board shall appoint the membership of the ACC, which must consist of at least one Director. Members of the ACC serve until resignation or removal by the Board.

Article VII: Officers

Section 1: Election

- (1) The Officers of the Association consist of a President, a Vice-President, a Secretary, and a Treasurer.
- (2) At each annual or special meeting of the Membership, the Membership may elect or remove Officers, with or without cause.
- (3) If a vacancy arises in any Officer position, the Board may elect a successor to serve until the Membership elects a replacement. An Officer elected by the Board may be removed, with or without cause, by a majority of the Directors.
- (4) The same person may simultaneously hold more than one Officer position, except that one person may not simultaneously serve as both President and Secretary.

Section 2: Delegation

The Board may provide for the delegation of duties of Officers provided in this Article to the extent permitted by Article III, section 4 and Article IX of the Declaration.

Section 3: President

- (1) The President shall supervise all activities of the Association; execute all instruments in its behalf; preside at all meetings of the Board and of the Membership of the Association; and perform such other duties usually inherent in such office.
- (2) If the office of President is vacant, the earliest listed qualifying person in the following list shall act as President until the vacancy is filled: (a) The Vice-President; (b) the Treasurer; and (c) any Director not acting as an Officer, in descending order of tenure as a Member of the Association.

Section 4: Vice-President

The Vice-President shall perform the duties of the President at any meeting where the President is absent and perform such other duties as the Board may direct.

Section 5: Secretary

- (1) The Secretary shall keep all records of the Board and of the Association, and perform such other duties as the Board may direct.
- (2) If the office of Secretary is vacant, the earliest listed qualifying person in the following list shall act as Secretary until the vacancy is filled: (a) The Treasurer; and (b) any Director not acting as an Officer, in descending order of tenure as a Member of the Association.

Section 6: Treasurer

- (1) The Treasurer shall receive and be accountable for all funds belonging to the Association; pay all obligations incurred by the Association; maintain bank accounts in depositories designated by the Board; and render periodic financial reports.
- (2) If the office of Treasurer is vacant, the earliest listed qualifying person in the following list shall act as Treasurer until the vacancy is filled: (a) The Secretary; (b) the Vice-President; and (c) any Director not acting as an Officer, in descending order of tenure as a Member of the Association.

Article VIII: Assessments

Section 1: Agreement to Pay

- (1) Each Member covenants and agrees to pay the Association:

- (a) An annual assessment, due the 15th day of January of each calendar year; and
 - (b) Special assessments for capital improvements.
- (2)(a) All assessments, together with interest and costs of collection, as provided in the Declaration and these Bylaws, are a charge on the land and a continuing lien upon the property against which the assessment is made.
- (b) In addition, all assessments, interest, and costs of collection are the personal obligation of the Owner or contract purchaser of the property at the time when the assessment fell due. This personal obligation does not pass to the Owner or contract purchaser's successors in title unless expressly assumed by the successors. However, if a Lot is charged with the payment of an assessment or assessments payable in installments, the Owner or contract purchaser immediately prior to any sale, contract, or assignment is personally liable only for the amount of the installments due prior to the sale, contract, or assignment, and the new Owner or contract purchaser is personally liable for installments due thereafter.
- (3) Assessments shall be used exclusively for the purposes set forth in the Declaration.

Section 2: Annual Assessment Amount

- (1) The Board shall establish the amount of the annual assessment, subject to ratification by the Membership as provided in RCW 64.90.525. However, the annual assessment may not be increased more than five percent over the previous year's annual assessment unless:
 - (a) The increase is approved in writing by Members entitled to cast at least 80 votes; or
 - (b) The increase is approved by two-thirds of the Members voting at an annual or special meeting, provided that Members entitled to cast at least 93 votes are present at the meeting.
- (2) If the amount of the annual assessment is not established as provided in subsection (1) of this section by the last day of December, the annual assessment amount due the succeeding calendar year is the annual assessment amount previously established.

Section 3: Special Assessments for Capital Improvements

In addition to the annual assessments, the Association may levy special assessments for capital improvements. Any such levy by the Association must be for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, or replacement of a described capital improvement upon the common areas as defined in the Declaration. Any special assessment must have the assent of Members entitled to cast 103 votes, written notice of which must be sent to all Members at least 30 days and not more than 60 days in advance of the meeting, setting forth the purpose of the meeting. The due date of any special assessment under this section shall be fixed by the resolution authorizing the assessment.

Section 4: Uniform Rate

All annual and special assessments must be uniform for all Lots.

Section 5: Effect of Nonpayment of Assessments—Remedies

- (1) If any assessment is not paid within 30 days after it was first due and payable, the assessment is increased by:
 - (a) Bearing interest from the date on which it was due at the rate provided in the Declaration; and
 - (b) Adding costs of collection and reasonable attorney's fees.
- (2) If any assessment is not paid within 180 days after it was first due and payable, the Association may bring an action at law to collect the assessment, or foreclose any lien against the property securing the assessment.

- (3) No Owner or contract purchaser is relieved of liability for assessments by non-use of the common elements or abandonment of his or her Lot.

Article IX: Nonprofit Organization

Section 1: Generally

The Association is not organized for profit. No Member, Director, Officer, or person from whom the Association may receive any property or funds shall receive or be lawfully entitled to receive any pecuniary profit from the operations of the Association, and in no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of any Director. However, this section does not prevent or restrict: (1) The payment of reasonable compensation to any Member or Manager while acting as an agent or employee of the Association for services rendered in effecting one or more of the purposes of the Association; and (2) any Member or Board member may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

Section 2: Compensation

The Officers and Directors shall not receive compensation for their services. However, the Association may reimburse Officers or Directors for any expenses incurred for and on behalf of the Association.

Article X: Contracts, Loans, Checks, and Deposits

Section 1: Contracts

The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2: Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loans shall be made by the Association to Officers or Directors.

Section 3: Checks, Notes, Drafts, etc.

All checks, notes, drafts or other orders for the payment of money of the Association shall be signed, endorsed, or accepted in the name of the Association by such Officer, Officers, person, or persons as from time to time may be designated by the Board or by any Officer or Officers authorized by the Board to make such designation.

Section 4: Deposits

- (1) All funds of the Association not otherwise employed must be periodically deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may designate.
- (2) The funds of the Association shall be kept in accounts in the name of the Association and shall not be commingled with the funds of any other association, nor with the funds of any manager of the Association or any other person responsible for the custody of such funds.
- (3) The Association shall maintain and fund a reserve account with a financial institution to fund major maintenance, repair, and replacement of common elements, including limited common elements that will require major maintenance, repair, or replacement within 30 years. The account must be in the name of the Association and administered by the Board.

Article XI: Notice

Section 1: Notice Generally

- (1) This Article applies to any notice required by law or the Governing Documents to be provided to an Owner, a Director, the Board, the ACC, and the Association.
- (2) Notices may be made using the procedures provided in RCW 64.38.110 (until January 1, 2028) and 64.90.515 (beginning January 1, 2028), and are effective as provided in those sections of law.
- (3) Notice may be provided to the Board, the ACC, and the Association using electronic transmission, but only if the Board adopts a resolution consenting to receive electronically transmitted notices and designating an address, location, or system to which notices may be electronically transmitted. The Board may revoke this consent by resolution, notice of which must be provided to all Owners prior to the effectiveness of the revocation.

Section 2: Waiver of Notice

- (1) Attendance of a Member or Director at a meeting constitutes a waiver of notice for such meeting, unless the Member or Director attends for the express purpose of objecting to this transaction of any business because the meeting is not lawfully called or convened.
- (2) Whenever any notice is required to be given to any Member, Officer, or Director, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, is equivalent to the giving of such notice.

Article XII: Meeting Procedures

Section 1: Applicability

This Article applies to all meetings within the Association, including meetings of the Membership, the Board, and the ACC, and any meetings of committees or panels thereof.

Section 2: Location of Meetings

Meetings may be held at such places within Thurston County, as may be designated by the Board, or may be held virtually consistent with applicable law.

Section 3: Parliamentary Authority

The parliamentary authority for meetings of the Association is the most recently published edition of Robert's Rules of Order Newly Revised.

Article XIII: Indemnification

To the full extent permitted by the Washington Nonprofit Corporation Act, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding (whether brought by or in the right of the Association or otherwise) by reason of the fact that said person is or was an Officer or Director of the Association, or is or was serving at the request of the Association as a director or officer of another Association, against expenses (including attorneys' fees, judgment, fines and amounts paid in settlement) actually and reasonably incurred by said person in connection with such action, suit, or proceeding; and the Board of Directors may, at any time, approve indemnification of any other person which the Association has the power to indemnify under the Washington Nonprofit Corporation Act.

Article XIV: Amendments

These Bylaws may be amended:

- (1) By a two-thirds vote of the Membership;
- (2) By proposal by a majority of the Board and ratification by a majority of the Membership voting on the proposal; or
- (3) Until January 1, 2028, by a majority of the Board as provided in the Articles of Incorporation.

Editorial Note: Adopted by the Board of Directors at their October 1, 2025 meeting, effective January 1, 2026.