

BYLAWS OF  
BRIDGEHAVEN COMMUNITY CLUB ASSOCIATION

ARTICLE 1. OFFICE

- Section 1. The registered office of the Bridgehaven Community Club Association (hereinafter referred to as Club) shall be: 351 N. Beach Drive, Port Ludlow, WA 98365.
- Section 2. The registered agent shall be the President of the Board of Directors.

ARTICLE 2. MEMBERSHIP VOTING RIGHTS, PRIVILEGES

- Section 1. The Club shall have one class of members.
- Section 2. Membership in the Club is contingent upon and limited to the owners of residential property or lots in Bridgehaven. Owner(s) are defined as the persons named in the deed(s) and contract(s) of sale, or the surviving spouse thereof.
- Section 3. A membership shall be held by, and a member must be, a person of legal age, provided a corporation or a partnership may be a member (included in the term "person" unless otherwise stated) in order to be eligible for membership, a person must have entered into a contract to purchase title by deed to a residential lot in Bridgehaven. A separate membership shall be acquired for each lot in Bridgehaven and such membership shall be inseparably appurtenant to the lot to which it pertains. Residential lots held as community property shall qualify the owners thereof for only one membership in the Club, which membership shall be in the name of the community. Only one of any number of co-owners of any residential lot or lots may vote in elections of the Club.
- Section 4. Members in good standing shall be entitled to use all the facilities of the Club and to entertain guests, in a reasonable number, who may also use and enjoy the facilities of the Club. Guests are defined as members of the family and bona fide houseguests of the member for whom the member assumes pecuniary liability while at Bridgehaven.
- Section 5. Members in good standing shall be entitled to vote on each matter submitted to a vote of the membership. In the election of directors by the members, each member may cast one vote for each elective position, except that only one half (1/2) vote will be entitled to any lot owner(s), for any business properly brought before the association, who have petitioned and have been accepted by the Board of Directors for reduced general membership assessment under the provisions of Article 7, Section 1. Ballots for directors may be cast in person or by mail.
- Section 6. The fact of non-membership in the Club shall not serve in any way to release or to relieve the owner of any lot or lots in Bridgehaven from the dues, charges or assessments imposed upon such lots in accordance with these Bylaws. Payment by such lot owner or purchaser of the charges and assessments levied against his lot or lots shall not entitle him to use the property and facilities of the Club or exercise any of the other rights and privileges of the Club, unless such owner or purchaser is a member of the Club.
- Section 7. Membership in the Club is not transferable or assignable by any member by operation of law or otherwise except in accordance with the provisions of these Bylaws. No member may withdraw except upon transfer of title to the real property to which his membership is appurtenant, as elsewhere provided herein.
- Section 8. For reasons provided herein, any member may be expelled and his membership cancelled including all rights and privileges thereof. The membership of any person who no longer qualifies for such membership by reason of transfer or sale of property shall immediately cease and terminate when such action is completed. No person may be expelled or suspended from the Club, except upon one of the following conditions:
  - (a) When a member fails to pay any dues, charges, or assessments when and as the same falls due;
  - (b) When the member violates or fails to comply with the Bylaws of the Club;
  - (c) When the member violates or fails to comply with any rules or regulations promulgated by the Board of Directors pursuant to authority of the provisions of these Bylaws. Such expulsion or suspension shall be authorized only upon affirmative vote of a majority of the directors at any regular or special meeting of the Board of Directors, and only after the member has been afforded an opportunity for a hearing before the Board of Directors. In the event of cessation or termination of membership, or expulsion of a member, except upon dissolution of the Club, all such member's rights and privileges of membership and all his interest in the Club's property shall be forfeited. Any member who is expelled under the provisions of (a) above, shall be automatically re-instated upon the payment of the delinquent dues, charges or assessments upon which the expulsion was based.

ARTICLE 3. MEETING OF MEMBERS

- Section 1. The annual meeting of the members shall be held at the principal place of business of the corporation, or at such time and place as the Board of Directors may designate within the month of June each year.
- Section 2. Special meetings of the members may be called at any time by the President, by majority of the Board of Directors, or by members having one twentieth (1/20th) of the votes entitled to be cast at such meeting.
- Section 3. Written notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.
- Section 4. Members holding ten percent (10%) of the votes entitled to be cast, present in person or represented by proxy, shall constitute a quorum at a meeting of members. A majority of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, except as otherwise provided in these Bylaws.

- Section 5: Voting proxies shall be printed with known agenda items so members can vote on each item separately if they so choose.

#### ARTICLE 4. DIRECTORS

- Section 1. The business and general affairs of the corporation shall be conducted and managed by its Board of Directors, subject to the control of the membership.
- Section 2. The Board of Directors shall consist of five members of the corporation in good standing. Two (2) members of the Board shall be elected from Divisions 1, 2, 4 and 7 of Bridgehaven. Two (2) members of the Board shall be elected from Division 3, 5, 6 and 8; one member shall be elected at large.
- Section 3. The directors shall be elected at the annual meeting of the members. Each director shall be elected to serve for a term of three (3) years, or until their respective successors have been appointed or elected. The initial election for the directors shall be as follows:
  - (a) At large director-one year term
  - (b) One director Divisions 1,2,4,7 and one director Divisions 3,5,6,8-two year term
  - (c) One director Divisions 1,2,4,7 and one director Divisions 3,5,6,8-three year term
- Section 4. The Board of Directors shall fill any vacancy created by the resignation, death or termination of membership of a director in its Board of Directors by the affirmative vote of a majority of directors then in office. Said vacancy shall be filled within sixty (60) days after the position becomes vacant. If a majority is unable to agree upon a person to fill a vacancy, the members shall fill that vacancy at the next annual membership meeting. Any director selected to fill a vacancy shall complete the unexpired term of his predecessor in office. Any board member whose term has just expired shall serve one additional year on the Board of Directors as an ex officio board member without voting rights.
- Section 5. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, may establish reasonable reimbursement of directors for expenses incurred while performing services on behalf of the corporation as directors, officers or otherwise.

#### ARTICLE 5. MEETING OF BOARD OF DIRECTORS

- Section 1. The regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the members or any adjourned session thereof. The Board of Directors may by resolution provide the time and place for the holding of additional regular meetings, without other notice than such resolution. Notice of all regularly scheduled Directors meetings shall be mailed to the members, or published with minutes of the annual meeting.
- Section 2. Special meetings of the board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may designate any place as the place of holding such meeting; but if no place is designated, the meeting shall be held at the principal office of the corporation
- Section 3. Notice of any special meeting shall be given by oral or written notice delivered personally or mailed to each director at his business address at least seventy-two (72) hours prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, postage prepaid. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened.
- Section 4. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and a majority of such quorum shall determine any questions except as otherwise provided by law, the Articles of Incorporation or these Bylaws.
- Section 5. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.
- Section 6. A director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or unless he forwards such dissent by registered mail thereof to the Secretary of the corporation immediately after the adjournment of the meeting. A director who voted in favor of such action may not dissent.
- Section 7. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

#### ARTICLE 6. OFFICERS

- Section 1. The officers of the corporation shall be a president, vice president, secretary and treasurer, each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person except the offices of president and secretary. All officers shall be members of the Board of Directors
- Section 2. The Board of Directors shall elect the officers annually at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of the officers is not held at such meeting, such election shall be held as soon after as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereafter provided.
- Section 3. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.
- Section 4. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.
- Section 5.
  - (a) The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present,

preside at all meetings of the members and of the Board of

- o Directors, and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.
- o (b) In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President.
- o (c) The Secretary shall
  - (1) keep the minutes of the members and of the Board of Directors' meetings in one or more books provided for that purpose;
  - (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
  - (3) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;
  - (4) keep a register of the post office address of each member; and (5) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President, or by the Board of Directors.
- o (d) The Treasurer shall give a bond for the faithful discharge of his duties, in such sum and with such surety or sureties as the Board of Directors shall determine. The Association shall pay the bond premium. He shall
  - (1) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust, companies, or other depositories as shall be selected by the Board of Directors, and
  - (2) in general perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the President, or by the Board of Directors.
- Section 6. The salaries of the officers shall be fixed from time to time by the Board of Directors subject to approval by the membership, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

#### ARTICLE 7. GENERAL ANNUAL ASSESSMENTS

- Section 1. All lots within the tract of land commonly known as Bridgehaven, Jefferson County, Washington, shall be subject to a general annual assessment. The Board of Directors shall fix the amount of this assessment which shall be the same for each lot. The amount of this assessment shall be determined or fixed not later than the first week of August of each year and shall be incorporated into the annual budget. A copy of this budget, along with the meeting agenda and proxy forms, shall be mailed to each member at least ten (10) days before each annual membership meeting. This budget shall be subject to approval by the membership. The amount of the assessment shall not exceed an amount, in the judgment of the Board, which may be required for the operation of the Club. Such maximum assessment shall be two hundred twenty-five (\$225) dollars per lot per year, with a discount for early payment of twenty (\$20) dollars if paid by December 31 of each year, except that such maximum assessment shall not exceed one hundred (\$100) dollars per lot per year for any lot owned without water rights. Such maximum assessment may be changed, for one (1) year only, at any annual meeting by a sixty (60) percent vote of the members voting at such annual meeting.
- Section 2. The annual assessments shall be paid and become due to the corporation as provided by the Board of Directors, and if not paid on or before March 30th of each year a late charge of thirty dollars (\$30) or twenty percent (20%)(whichever is greater) will be assessed. The corporation shall have the exclusive right to institute any and all actions or proceedings for the collection of such assessments. If it is necessary for the corporation to engage an attorney to collect such assessments, the delinquent member shall pay all such attorney fees and costs.
- Section 3. All funds collected by means of the general annual assessment shall be used solely for the purpose of defraying the costs and expenses incurred by the corporation in carrying out its purposes and functions as set forth in its Articles of incorporation.
- Section 4. Each member as purchaser or as owner of a lot or lots in Bridgehaven shall be bound (himself, his heirs, personal representatives and assigns) to pay all such assessments levied upon such lot or lots, including interest on said assessments, if any, and the obligation to pay such assessments hereby constitutes an obligation running with the land.
- Section 5. The amount of all assessments against any member's lot, including interest thereon and costs, if any, shall be and become a lien upon such lot from the after the time each assessment becomes due and payable and until all such assessments, including interest thereon and cost, if any, are paid in full. Such liens shall be superior to any and all other liens, except as provided in Section 6 hereof. Such liens shall be enforceable by foreclosure proceedings in the Court of the State of Washington.
- Section 6. First mortgage liens placed upon any of said lots for the purpose of constructing a residence or other improvements thereon and that are in fact constructed, which mortgages are recorded in accordance with the laws of the Sate of Washington, shall be, from the date of recordation of such, superior to all assessments and the liens resulting therefrom, subsequently levied by the Club.
- Section 7. Title to any lot acquired under or by virtue of proceedings for the enforcement of any lien or liability under these Bylaws, shall always be subject to all of the Dedications and Restrictions for Bridgehaven and that certain agreement of Declaration of Restrictions, as aforesaid, or as may be imposed by the club or by these Bylaws, including amendments.

#### ARTICLE 8. ELECTION PROCEDURE

- Section 1. The Board of Directors shall select and prepare a slate of nominees for new directors and shall include in the slate of nominees the names of persons who desire to stand for election. The Board shall announce to the members of the Club, on or before the annual membership meeting, the slate of nominees. Individuals may also be nominated by the membership at the annual membership meeting. The annual election will be conducted during the annual membership meeting.
- Section 2. The Board of Directors shall determine the validity or meaning of the ballot and their decision shall be final as to such meaning or validity.

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- Section 3. In the event of a tie vote the Board of Directors shall decide by lot who was the winner. This procedure applies both to deciding who was the recipient of the two highest in number of votes and to the remaining members to be declared elected to the Board.
- Section 4. Within two weeks after election, the newly elected Board shall take office and organize themselves and select from their number a President, Vice President, Secretary and Treasurer. At that time the old Board shall meet with the newly elected Board to familiarize the new Board with unfinished and current problems of the Club.
- Section 5. Members of the Board of Directors so elected are subject to recall or removal as provided in Sections 24.03.130 Chapter 24.03 of the Washington Non-profit Corporation Act of 1967.

#### ARTICLE 9. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- Section 1. The Board of Directors, with membership approval, may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.
- Section 2. All checks, drafts or orders for the payment of money notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Club.
- Section 3. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 4. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes or for any special purpose of the Club.
- Section 5: The Board of Directors shall be required to submit all proposed capital projects and other contracts for services costing in excess of five thousand dollars (\$5,000.00) to the membership for approval, unless such items are specifically approved in the budget voted on by the membership, except in the case of unforeseen emergency repairs needed to save or protect Bridgehaven assets.

#### ARTICLE 10. BOOKS AND RECORDS

- Section 1. All books and records of the Club may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time during business hours. At the discretion of the Board of Directors a professional accountant may be employed for the purpose of preparing and maintaining financial records for the corporation. An annual audit may be made by a qualified accountant, at the discretion of the Board or one-third of the members, which audit will be made available to any member.

#### ARTICLE 11. NOTICE

- Section 1. Any notice required to be given pursuant to these Bylaws shall be written notice, unless otherwise specifically provided in these Bylaws. Such written notice, if not personally delivered to the person entitled thereto, shall be delivered by depositing the same in the post office or mail box of the United States mail within the State of Washington in a prepaid envelope addressed to the recipient thereof at his last known address, and the time when the same shall be mailed shall be deemed the time of giving such notice. A written waiver of any notice, signed before or after the time slated in such waiver for holding a meeting, or attendance at a meeting, shall be deemed equivalent to notice thereof required to be given by these Bylaws. Notices published in the newsletter under direction of the Board will be official notice, provided that such newsletters are mailed to each member.

#### ARTICLE 12. AMENDING OR REPEALING BYLAWS

- Section 1. Either the directors or members may propose changes to these Bylaws. In case of conflict, action by the members of the Club shall take precedence over action by the Board.
- Section 2. If the proposed change is made by the Board, a majority of all Directors is required and such proposed change must be ratified by a majority of the members of the Club voting on the issue.
- Section 3. If the proposed change is made by the members, such proposed change must be ratified by a majority of the members of the Club voting on the issue.
- Section 4. When called for in this Article, all ratification and voting by the members must be done in person or by proxy at the annual membership meeting.

#### ARTICLE 13. SEVERABILITY

- Section 1. If a court of competent jurisdiction shall adjudge to be invalid or unconstitutional any clause, sentence, paragraphs, section or part of these Bylaws, such judgment, or decree shall not affect, impair, invalidate or nullify the remainder of the Bylaws, but the effect thereof shall be confined to the clause, sentence, paragraph, section or part of these Bylaws so adjudged to be invalid or unconstitutional.

#### ARTICLE 14. DISSOLUTION

- Section 1. In the event of the dissolution of the corporation each member shall receive his pro-rata proportion of the property and assets after all of the liabilities have been paid.

#### ARTICLE 15. WATER UTILITY MANAGEMENT

- Section 1. The Board of Directors shall appoint three persons, not directors, to serve as Water Utility Commissioners for Bridgehaven. The term of office of the commissioners shall be three years except that two (2) of the three (3) initial commissioners may be appointed for a period of less than three (3) years.
- Section 2. It shall be the duty of the Water Utility Commissioners to manage and operate the Bridgehaven water system. In this regard, the Commission shall have the authority to hire persons necessary to operate and maintain the water facilities of Bridgehaven and to set reasonable rates to charge members for water usage and connections.

- Section 3. Amounts charged members for water usage, when a connection and a meter has been installed, shall not be construed an assessment for the purpose of Article 7 herein.
- Section 4. The Water Utility Commissioners shall be required to submit all proposed capital projects and other contracts for services costing in excess of one thousand dollars (\$1,000.00) to the Bridgehaven Board of Directors for approval unless such items are specifically approved in the Water System Budget voted on by the membership.
- Section 5. All rules, regulations and rates established by the Water Utility Commission shall require final approval by the Board of Directors prior to implementation.
- Section 6. The Board of Directors shall replace any Water Utility Commissioner whose position becomes vacant due to resignation, death or termination of Club membership. A Water Utility Commissioner may only be removed from office by a sixty percent (60%) affirmative vote of the Bridgehaven membership vote at a regular or special meeting of the members.

#### ARTICLE 16. STANDING COMMITTEES

- Section 1. The Board of Directors shall appoint all standing committees required by these Bylaws, Article of Incorporation and/or Dedications and Restrictions of Bridgehaven.
- Section 2. Architectural Control Committee. The Board of Directors shall appoint three (3) persons to serve as the Architectural Control Committee. The term of office shall be three (3) years, except that two (2) of the three (3) initial committee members may be appointed for a period of less than three (3) years. The three (3) members shall elect among themselves one (1) person to act as chairman of the committee.
  - (a) It shall be the duty of the Architectural Control Committee to strictly enforce and carry out the provisions of the Restrictive Covenants and Easements for Bridgehaven Community Club Inc. as they specifically pertain to them.
  - (b) Requests submitted to the Architectural Control Committee for the erection of a fence or wall on a lot shall include a to-scale plan showing such fence or wall in relation to the present dwelling. Height, length and width shall be noted.
  - (c) No fence or wall shall be over six (6) feet in height.
  - (d) No fence or wall regardless of height shall be approved if it in any way interferes with or blocks any view of adjacent property owners.
  - (e) Any member who is not in agreement with the decision of the Architectural Control Committee may appeal such decision to the Board of Directors.
- Section 3. The Board of Directors may appoint such other committees, as it deems appropriate for purposes beneficial to this organization.

#### ARTICLE 17. MARINA MANAGEMENT

- The Board of Directors shall appoint one person to serve as Marina Manager. The term shall be for a period of three (3) years. The Board of directors shall set moorage rates, which shall not be construed an assessment for the purpose of Article 7, herein. Marina Rules and operating procedures shall be approved by the Board of Directors.

#### ARTICLE 18. DATE OF ADOPTION

- The members of this corporation duly adopted these amended Bylaws on the 14th day of September 2003.