

**BY-LAWS**  
**OF HERONWOOD ESTATES HOMEOWNERS ASSOCIATION**  
**aka QUAIL RUN ESTATES HOMEOWNERS ASSOCIATION**

**ARTICLE I**

**Applicability; Definitions; Location**

Section 1. Applicability. These By-Laws were adopted for the administration of the Association and property described in that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration"). They were recorded on July 7, 1982, under Pierce County Auditor's Fee No. 8207070369 and signed by Allen Edwards, Jr., Richard J. Fitzpatrick and Carol A. Fitzpatrick. Association members are subject to said Declaration.

Section 2. Definitions. The terms used in these By-Laws shall have the same meaning as in the Articles and Declaration, unless otherwise indicated. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

Section 3. Location. The mailing address: Heronwood Estates Homeowners Association  
P.O. Box 2225, Gig Harbor, Washington, 98335.

**ARTICLE II**

**Meeting of Members**

Section 1. Annual Meetings. Annual meetings of the members shall be held on a specified day in May at 7:00 PM.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of twenty-five percent (25%) of the total voting power.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by the secretary or person authorized to call the meeting, by mail or email with owner's consent at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members or proxies of twenty-five percent (25%) of the total voting power shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or by these By-Laws. If however, such quorum shall not be present or represented at the meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as set forth above shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

### ARTICLE III

#### Board of Directors; Selection; Term of Office

Section 1. Number. The affairs of the Association shall be managed by a Board of three (3) directors chosen as specified in these documents from the Association membership.

Section 2. Term of Office. Directors shall serve one or two terms as directed with the intent that at least one member remains constant. At each annual meeting the members shall try to elect one (1) director for a term of two (2) years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a vote of two-thirds (2/3) of the total voting power of the Association. In the event of the death, resignation, or removal of a director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 4. Compensation. No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

Section 5. Action Taken Without A Meeting. The directors shall have the right to take any action in the absence of a meeting by obtaining the written approval of all the directors unless the action is governed by specific regulations outlined in these documents. An action so approved shall have the same effect as though taken at a meeting of the directors. The members of the Association will be notified in writing of the decisions within seven (7) days.

### ARTICLE IV

#### Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee or from the floor at the annual meeting. If desired by the Board of Directors, the Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members prior to or during the annual meeting.

Section 2. Election. Election to the Board of Directors may be by secret written ballot or hand count at the annual meeting. At such election the members or their proxies may cast, in respect

to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE V

### Meeting of Directors

Section 1. Regular Meetings. The Board of Directors shall hold regular meetings as often as the Board deems necessary to fulfill its duties and obligations. Such regular meetings shall be held at such place and hour as may be fixed from time to time by resolution of the Board. All members shall receive notice of the Directors' meetings in the manner set forth in Article II above.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute 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 shall be regarded as the act of the Board.

## ARTICLE VI

### Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have the power to:

(a) Adopt and publish rules and regulations governing the use of the properties and personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(b) Suspend the voting rights and right to use of the common area facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association, and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent without excuse from three (3) consecutive regular meetings of the Board of Directors.

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by twenty-five percent (25%) of the total voting power.

(b) Supervise all officers, agents and employees of this Association, and see that their duties are preformed properly.

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each lot at least fifteen (15) days in advance of each calendar year.

(2) Send written notice of each assessment to every owner subject thereto at least ten (10) days in advance of each calendar year.

(3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association.

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

(g) Cause the common area to be maintained.

## **ARTICLE VII**

### **Officers and their Duties**

Section 1. Enumeration of Offices. The officers of the Association shall be a president, a secretary and a treasurer all of whom are members of the Association and serving on the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the annual meeting of the Association.

Section 3. Term. The officers of the Association shall be elected annually by the Association and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board, except that the Secretary shall automatically fill a vacancy in the office of the President for the remainder of the President's term. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors and the Association, shall see that all orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds, and other written instruments, and shall co-sign all checks and promissory notes.

(b) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of all members, keep the corporate seal of the Association and affix it on all papers requiring said seal, serve notice of meetings of the Board and of the members, keep appropriate current records showing the members of the Association and their addresses, and shall perform such other duties as required by the Board. The secretary shall also act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

(c) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the resolution of the Board of Directors, shall co-sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made by the Board of Directors or a public accountant at the completion of each fiscal year if deemed necessary, and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members. The treasurer shall include in the annual report a list of those owners who are delinquent in the payment of assessments.

## ARTICLE VIII

### Committees

The Association and the Board may, as set forth in the Declaration, appoint an Architectural Control Committee, and the Board may appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

## ARTICLE IX

### Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available from any Board Member for inspection where copies may be purchased for printing costs. The fiscal year of the Association shall coincide with the calendar year.

## ARTICLE X

### Assessments

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the common area or abandonment of his lot.

## ARTICLE XI

### Amendments

Section 1. These By-Laws may be amended by proxy or in person at a regular or special meeting of the members by a vote of seventy-five percent (75%) of the total voting power of the Association.