

**BYLAWS OF CAPITOL CITY GOLF CLUB ESTATES ASSOCIATION
A NON-PROFIT CORPORATION, INCORPORATED UNDER LAWS OF THE
STATE OF WASHINGTON**

ARTICLE I

PURPOSE

The Capitol City Golf Club Estates Association ("the Association") has been created to provide community services, including, but not limited to those services described in the protective Covenants filed with the Thurston County Auditor in connection with the plat of the Capital City Golf Course Estates and to oversee the enforcement of the protective Covenants for the benefit of the property owners at Capital City Golf Club Estates.

ARTICLE II

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership: Every person or entity who is a fee owner or contract purchaser of any residential lot located within the platted boundaries of the Association (hereafter referred to as "Estate Lot") shall be a member of the Association. Such membership shall be inseparably appurtenant to and may not be separated from such fee ownership or contract interest. When more than one person is a fee owner or contract purchaser of any Estate Lot, all such persons shall be members of the Association.



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Section 2. Voting Rights: A member of the Association whose voting rights have not been suspended as provided in Section 3 of this Article II shall be entitled to one vote for any person, or on any issue or question put before the members for each Estate Lot such person may own or be under contract to purchase. If more than one person is the fee owner of any Estate Lot, or if more than one person is under contract to purchase an Estate Lot, the vote shall be exercised as such owners may determine among themselves, but, in no event, may more than one vote be cast per lot.

Section 3. Suspension of Voting Rights: The Board of Trustees, after delivering written notice to a member of the Association, may suspend such member's voting rights granted by Section 2 of this Article II if (a) the member is delinquent in the payment of Association dues or assessments as defined in Article III of these Bylaws, and/or (b) the member has failed, after receipt of written notice from the Board of Trustees, to cease and/or correct any violation of the recorded covenants, conditions and restrictions of the Association. The notice of suspension of voting rights shall set forth (a) the reason or reasons for the suspension of voting rights, (b) the date on which the suspension will take effect, and (c) the time, date, and place the member may appear before the Board of Trustees to appeal such suspension of voting rights. If the member makes no appeal, or if the Board of Trustees, after considering the appeal decides not to withdraw its notice of suspension of voting rights, the voting rights of the member shall be suspended on the date set forth in the notice of suspension. If a member's voting rights have been suspended the member shall be deemed to be "not in good standing".



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Section 4. Restoration of Voting Rights: If a member's voting rights have been suspended pursuant to Section 3 of Article II of these Bylaws, such voting rights shall be restored if the member whose voting rights had been suspended has (a) paid to the Association all delinquent dues and assessments, and/or (b) has ceased or corrected any and all violations of the Association's recorded covenants, conditions and restrictions which were the cause of such suspension of voting rights.

ARTICLE III

DUES AND ASSESSMENTS

Section 1. Dues: Dues in an amount established by the Board shall be payable to the Association by members at the time of ownership of an Estate Lot is acquired, or at the time an interest in an Estate Lot is acquired through contract of purchase, and shall constitute a lien against the lot until paid in full.

Section 2. Assessments: Each Estate Lot, and each residential unit of multi-family structures is subject to assessment by the Association for the purposes of paying taxes and insurances; maintaining the private roadways within the Association's platted boundaries; repairing, replacing and maintaining the surface draining systems; paying the cost of street lighting; paying the Association's management, legal and other administrative cost, and paying for other improvements, goods, services and expenses necessary to carry out its functions. Assessments shall become payable at the time a



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member receives written notice thereof, and shall constitute a lien against the member's lot or lots until paid in full.

Section 3. Delinquencies: Any dues or assessments that are not paid in full on or before the due date listed on the early billing statement shall constitute a lien and shall be considered to be delinquent, and a late charge and interest fixed by the Board will be assessed. The Association may take such legal action it deems appropriate, including but not limited to foreclosure proceedings, to collect any delinquent dues or assessments. If such legal action is taken, the Association shall be entitled to recover its costs including attorney fees.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Board of Trustees: The affairs of the Capitol City Golf Course Estates' Association shall be managed by a Board of Trustees of not less than five nor more than nine Trustees, all of whom must be members in good standing of the Association.

Section 2. Nomination: A Nominating Committee shall make nominations for election to the Board of Trustees. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Trustees, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Trustees prior to each annual meeting of the members, to serve from the close of such annual



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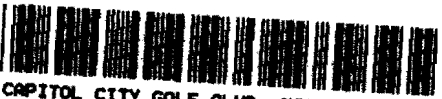
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meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Nominations for election to the Board of Trustees may also be made from the floor at the annual meeting of members. All nominees must be members of the Association and in good standing.

Section 3. Election: At the first annual meeting, which shall be held not later than six months from the date of formation of the Association, the members shall elect three trustees for a term of one year, three trustees for a term of two years, and three trustees for a term of three years, and at each annual meeting thereafter the members shall elect three trustees for a term of three years. The vacancies on the Board of Trustees shall be filled by nominees receiving the largest number of votes. At such elections the members or their proxies shall cast their vote as provided in Section 2 of Article II of the Bylaws.

Section 4. Removal: The members of the Association by a majority vote of the voting power in the Association present, in person or by proxy, and entitled to vote at any meeting of the members at which a quorum is present, may remove a trustee of the Board of Trustees with or without cause. In the event of death, resignation or removal from office, or if a trustee ceases to be a member of the Association a successor trustee shall be selected by the remaining members of the Board, and shall serve for the unexpired term of his predecessor.

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Section 5. Compensation: Trustees shall receive no compensation for any service they may render to the Association. Provided, however, Trustees may be reimbursed for their actual expenses incurred in the performance of their duties, if approved by the Board of Trustees.

Section 6. Powers of the Board of Trustees: The Board of Trustees shall have power:

- a) To remove any trustee from the Board of Trustees in the event such trustee is not in good standing or has failed, without reasonable cause, to attend three consecutive regular meetings of the Board of Trustees;
- b) Levy dues and assessments upon the members of the Association;
- c) Make appropriate disbursements of funds of the Association, and
- d) To take such action and establish such rules and procedures as they deem necessary to carry out their duties and accomplish the purpose of the Association.

Section 7. Duties of the Board of Trustees: It shall be the duty of the Board of Trustees:

- a) To cause to be kept a complete record of all its acts and to present a statement thereof to the members of the Association at the annual meeting of members or, any special meeting when such statement is requested by one-fourth (1/4) of the members who are entitled to vote;
- b) Supervise all officers, agents and employees of the Association, and to monitor the performance of their assigned tasks, and

- c) To consider and respond to any complaint, appeal, question or comment addressed to it by any member of the Association.

ARTICLE V
MEETING OF TRUSTEES

Section 1. Regular Meetings: Regular monthly meetings of the Board of Trustees shall be held on such date and at such time and place as may be fixed by resolution of the Board. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day that is not a legal holiday. The Board will notify members of the Association as to the date, time and place of its monthly meeting.

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

Section 3. Quorum: A majority of the number of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

Section 4. Action taken without a meeting: The Trustees shall have the right to take emergency action in the absence of a meeting, which they could take at a meeting by

obtaining the approval of such action by a majority of the Trustees. Such action taken shall have the same effect as though taken at a meeting of the Board of Trustees, and shall be presented to the Trustees for approval at the next following meeting of the Trustees.

ARTICLE VI COMMITTEES

Section 1. Standing Committees: The Board of Trustees shall appoint an Architectural Control Committee, an Enforcement Committee and a Streets and Signs Committee. Each of these committees shall consist of a chairman, who shall be a member of the Board of Trustees, and one or more members of the Association.

Section 2. Duties: The duties of the Standing Committees are:

- a) The Architectural Control Committee shall review and approve or disapprove all proposed construction or alteration of any residence, accessory building, driveway, parking area, fence or wall in accordance with any covenants, conditions and restrictions adopted by the Association.
- b) The Enforcement Committee shall attempt to enforce compliance with any covenants, conditions and restrictions adopted by the Association, and if unable to obtain voluntary compliance shall refer the matter to the Board for any further action the Board deems appropriate.

Section 2. Special Meetings: Special meetings of the members may be called at any time by the president of the Board of Trustees, or upon written request of one fourth (1/4) of the members entitled to vote.

Section 3. Quorum: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the entire membership shall constitute a quorum for any action except as otherwise provided in these By-laws. If, however, such quorum is not present or represented at any meeting, a majority of those members present and entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 4. Proxies: At any meeting of members, a member eligible to vote may vote in person or by proxy. All proxies must be in writing, signed by the member granting the proxy and filed with the Secretary of the Association prior to the casting of the proxy vote. Any proxy may be revoked by the member who granted the proxy. Such revocation must be in writing, signed by the member who granted the proxy, and filed with the Secretary of the Association prior to the casting of the vote by the person holding the proxy. A proxy shall automatically terminate (a) upon the final counting of the vote cast by the person holding the proxy, (b) upon the conveyance of the estate lot of the member granting the proxy, (c) the death of the member granting the proxy or the


c) So long as the Association accepts responsibility for the maintenance of the streets within the Capitol City Golf Club Estates, the Streets and Sign Committee shall, with the prior approval of a majority of the Board, (i) cause such streets to be maintained in a manner that will render them suitable for travel by licensed vehicles, (ii) maintain all street dry wells so they function as intended, and (iii) cause all of the Association's traffic and street identification signs to be maintained, repaired, replaced or removed as necessary.

Section 3. Ad Hoc Committee: The Board of Trustees may appoint such other Committees as it deems appropriate to assist the Board in carrying out its functions.

Section 4. Review: At the request of any member of the Association, in writing, the Board shall review any action or ruling of a committee appointed by the Board, and, after such review, shall, take such action, if any, as the Board deems appropriate.

ARTICLE VII MEETING OF MEMBERS

Section 1. Annual Meetings: The Board of Trustees shall set the annual meeting date of the members of the Association, and the membership shall be notified at least (30) days in advance of the meeting date. A majority of the members present and entitled to vote shall have the power to extend the meeting from time to time without notice other than announcement at the meeting.

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person to whom the proxy was given, or (d) upon the suspension of the voting rights of the person giving the proxy.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers: The officers of this Association shall be a President, Vice President, Treasurer, and Secretary. The President, Vice President and Treasurer shall at all times be members of the Board of Trustees.

Section 2. Election of Officers: The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of the members.

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

Section 4. Resignation and Removal: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by 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, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies: A vacancy in any office may be filled in the manner prescribed for regular election of officers. The officer elected to such vacancy shall serve for the remainder of the term of the officer being replaced.

Section 6. Duties: The duties of the Officers are a follows:

- a) **President:** The president shall preside at all meetings of the Board of Trustees, shall see that orders and resolutions of the Board are carried out, and shall co-sign checks and promissory notes, and may prepare, execute, certify and record amendments to the Bylaws and the Covenants, Conditions and Restrictions of the Association.
- b) **Vice-President:** The Vice President shall act in the place and stead of the president in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- c) **Secretary:** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board, and may prepare, execute, certify and record amendments to the Bylaws and Covenants, Conditions, and Restrictions of the Association.
- d) **Treasurer:** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, and shall disburse such funds as directed by



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resolution of the Board of Trustees; 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, and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting; and make a copy of each available for inspection by the members.

ARTICLE IX

SEVERABILITY

Invalidation of any part or parts of these Bylaws by judgment or court order shall in no way affect any of the other provisions which shall remain in full force.

ARTICLE X

AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the members of the Association by a vote of a majority of a quorum of members present in person or by proxy.

RETURN ADDRESS

Capitol City Golf Club Estates Association
P.O. Box No. 5553
Lacey, WA 98507

Document Title:

Minutes of a Special Meeting of the members of the
Capitol City Golf Club Estates Association, October 5, 2005.

Grantor:

Capitol City Golf Club Estates Association

Grantee:

General Public

Legal Description:

Capitol City Golf Club Estates



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CAPITOL CITY GOLF CLUB ESTATES ASSOCIATION

Minutes of a Special Meeting of the Members

October 5, 2005

A special meeting of the members was called to order on October 5, 2005 at 7:00 P.M. by President Al Hanson who acted as Chairman. The Chairman announced that a quorum was present at the meeting, and that the purpose of the meeting was:

1. To approve or disapprove amendments to the association's bylaws; and
2. To ratify, confirm and approve the Association's covenants adopted in 1977 and 1987, and to waive any claim of procedural errors, which may have occurred in connection therewith.

Upon motion made, seconded and duly carried it was:

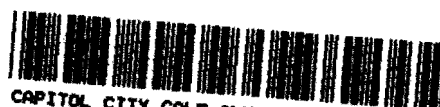
RESOLVED; that the bylaws of the Capitol City Golf Club Estates Association be and they hereby are amended as set forth in the copy of such amended bylaws which is attached hereto and made a part hereof as though fully set forth herein.

Upon motion made, seconded and duly carried it was:

RESOLVED; that the actions of the Capitol City Golf Club Estates Association in adopting and recording the Association's Covenants in 1977 and 1987, copies of which are attached hereto and made a part hereof as though fully set forth herein are hereby ratified, confirmed and approved, and any claim of procedural errors which may have occurred in connection therewith be, and is hereby waived.

MEETING ADJOURNED: 8:10 P.M.

D. Darlene Ward
Respectfully submitted,
Darlene Ward, Secretary

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