

**CAPITOL CITY GOLF CLUB ESTATES ASSOCIATION
AMENDED & RESTATED BYLAWS**

Capitol City Golf Estates, a Planned Unit Development, was formed by the recording of a plat map, entitled “Plat of Capitol City Golf Club Estates” at Thurston County Auditor’s Recording No. 669686, and the Capitol City Golf Club Estates Association (the “Association”) was created pursuant to the “Covenants Applicable to Capitol City Golf Club Estates”, recorded at Thurston County Auditor’s Recording No. 670745 (the “Original Declaration”). The Association is the nonprofit corporation established to manage and govern the affairs of Capitol City Golf Club Estates. The Association is subject to the Homeowners Association Act, RCW Chapter 64.38 (the “HOA Act”), as well as certain provisions of the Washington Common Interest Ownership Act, RCW Chapter 64.90 (“WCIOA”).

The Original Declaration and all amendments thereto, were completely amended and restated by the “Amended & Restated Declaration for Capitol City Golf Club Estates,” recorded on the _____ day of _____, 20__ at Thurston County Auditor’s Recording No. _____ (“Amended & Restated Declaration”). As referenced herein, the Amended & Restated Declaration shall include any and all subsequent amendments thereto.

These Amended & Restated Bylaws were approved by the Board in accordance with Section 10.2 of the Amended & Restated Declaration. The undersigned officers are specifically authorized and empowered to execute these Amended & Restated Bylaws and adopt them as the Bylaws of the Association.

These Amended and Restated Bylaws amend, supersede and replace any and all previous Bylaws and all amendments thereto. Capitalized terms not defined herein shall have the meanings as defined in the Amended and Restated Declaration.

These Amended & Restated Bylaws were adopted and approved as provided herein and will be published to the Owners prior to the Effective Date.

CAPITOL CITY GOLF CLUB ESTATES

By:

Its President

Date: _____

Its Secretary

Date: _____

Article 1. MEMBERSHIP

1.1 Members. The Association shall have one class of Members. The Owners of Lots in Capitol City Golf Club Estates shall constitute the Members of the Association. Individual persons, corporations, partnerships, limited liability companies, trusts, and other legal entities, may be Members of the Association. Ownership of a Lot in Capitol City Golf Club Estates is the sole qualification for membership. If multiple persons or entities own a single Lot, each shall be a Member. Persons or entities that hold an interest merely as security for the performance of an obligation are not Members, however. Membership in the Association is appurtenant to the Lot owned and shall not be assigned, transferred, conveyed, encumbered, pledged or alienated in any way, except on the transfer of title to such Lot by the Owner, and then only to such transferee or contract purchaser; any attempt to make a prohibited transfer is void.

1.2 Register. The Association shall keep a register of the names and addresses of all Association Members. When a Lot is sold, either the seller or buyer shall promptly inform the Association as to the change in membership associated with that Lot

Article 2. ASSOCIATION MEETINGS

2.1 Annual Meeting. The annual meeting of the Members of the Association shall be held in the last quarter of the calendar year at such date, time and place as the Board shall determine. The purposes of the annual meeting shall be to elect Trustees and to transact any other business as may properly come before the meeting.

2.2 Special Meetings. A special meeting of the Members of the Association may be called by the President of the Association, by resolution of the Board, or upon the written request of Members holding not less than ten percent (10%) of the Total Voting Power in the Association. If a special meeting is so requested by Members, the Board shall include on the agenda items requested by the Members, provided that a vote of the Members shall only be placed on the agenda if vote or consent of the Members is required or authorized by the HOA Act, the Amended & Restated Declaration, or these Bylaws.

2.3 Notice. It shall be the duty of the Secretary to give notice of each annual and special Association meeting. The notice of any Association meeting shall state the time and place of the meeting, the purpose of the meeting if it is a special meeting, and the items on the agenda to be voted on by the Members, including the text of any proposed amendment, changes in the previously approved budget that result in a proposed increase in assessment obligations (excluding Individually Allocated Assessments to particular Lots), and any proposal to remove a Trustee. Notice shall be provided and deemed delivered as provided in the Amended & Restated Declaration.

2.4 Attendance. Members may attend Association meetings in person or, if arranged by the Board, by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time, which shall constitute “attendance in person” at a meeting. Members may also participate by general or directed proxy. Members attending in person or by proxy shall be counted towards the quorum requirement. Attendance at the meeting constitutes a waiver of notice of the meeting unless, prior to or upon commencement of such meeting, the Member in attendance expressly disputes proper notice.

2.5 Proxies. A proxy must be executed in writing by a Member or such Member’s duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy form. Revocation of a proxy shall not be effective until written notice thereof has actually been received by the person presiding over the meeting, or, in the absence of a meeting, the Secretary. No proxy shall be effective if it is not dated or purports to be revocable without notice. Proxies may be directed, identifying how the proxy shall cast the principal’s vote, or general, giving the proxy holder discretion on how and whether to cast the principal’s vote. The Board may, but need not, provide a specific proxy form for attendance at any Association meeting.

2.6 Quorum. At any meeting of the Members of the Association, the attendance (in person, or by proxy) of Members holding at least ten percent (10%) of the Total Voting Power shall constitute a quorum for the transaction of business. The Members may continue to do business until adjournment of that meeting, notwithstanding the withdrawal of Members leaving less than a quorum. If business cannot be conducted due to failure to obtain a quorum, the meeting may be adjourned by vote of a majority of the Members in attendance, to be reconvened at a later time and place announced at that meeting, which reconvened meeting may be held without further notice.

Article 3. VOTING

3.1 Majority Vote. Unless otherwise specified in the HOA Act or the Amended & Restated Declaration, passage of any matter properly submitted to a vote of the Members at a meeting where a quorum is established shall require the affirmative vote of a majority of the voting power of Members in attendance (in person or by proxy) at that meeting.

3.2 Voting Rights. Members have such voting rights and powers as are set forth in the Amended & Restated Declaration. The votes allocated to each Lot or Dwelling Unit may not be cast as fractional votes. Any Member may cast the vote of the Lot or Dwelling Unit he or she owns. However, if more than one vote is received for any particular Lot or Dwelling Unit and the votes are not consistent, the most recent vote shall be counted if the time of the submission of the vote can reasonably be determined. If the

timing of the multiple votes cannot be determined, those votes shall not be counted except for quorum purposes. If a Lot or Dwelling Unit is owned by an entity or trust, the vote may be cast by any officer or Trustee of the entity or trustee of the trust. Cumulative voting is prohibited.

3.3 Voting at a Meeting. Voting at a meeting may be by any method proposed by the Board, including written ballot. Written ballots may be submitted at the meeting or by electronic transmission if the Association has provided Members with a method to submit written ballots electronically. All ballots submitted shall be counted at the meeting or up to 48 hours after the meeting. The Board shall promptly notify the Members of the results of any vote.

3.4 Voting by Mail or Electronic Transmission. The Board may decide that voting of the Members shall be by mail and/or electronic transmission rather than at a meeting with respect to any election of Trustees or any other matter that requires the vote or consent of the Members, in accordance with the following procedures:

a) In the case of the election of Trustees, the Board shall determine the number and terms of Trustee positions to be filled and provide all Members with a request for nominations, along with a method and deadline for submission of names of nominees, which shall not be less than fifteen (15) days from the date of the request. Members may nominate as many Members as there are Trustee positions available and may nominate themselves. Within a reasonable time after the deadline for submission of nominations, the Board shall confirm the eligibility and willingness of the nominees to serve. Members who nominate themselves are automatically considered willing to serve. Once the nominees are determined, the Board shall provide all Members with a ballot and notice of the vote by mail and/or electronic submission. The ballot shall identify the number of Trustee positions available, shall state the names of the qualified nominees, and shall have space for a write-in vote. The notice shall state the method(s) by which ballots are to be returned and the date by which ballots are to be returned, which shall not be less than twenty (20) days after the date of the notice of vote by mail and/or electronic transmission. Ballots must be returned in sufficient quantity to constitute a quorum for an Association meeting. If the quorum requirement has not been met by the initial deadline for return of ballots, the voting deadline shall be extended for one or more thirty (30) day periods until a quorum has been achieved. The Board shall promptly provide all Members with notice of the deadline extension. Ballots received after the final deadline shall not be effective. Once a quorum is achieved, the nominees with the most votes at the time of the expiration of the deadline shall fill the Trustee positions and the Board shall promptly provide all Members with the results of the election. The newly elected Trustees' terms shall begin on the last deadline specified in the notice for the return of ballots.

b) In the case of a vote by mail or electronic transmission for any matter other than elections of Trustees and Amendments, the Board shall provide a written ballot designated by the Board along with written notice of the vote by mail or electronic transmission to all Members. The notice shall include a description of the proposed action to be voted upon by the Members and shall state that Members are entitled to vote by mail and/or electronic transmission for or against the proposed action by returning the ballot to the Association in the specified manner by mail and/or by electronic transmission on or before a specified date not less than twenty (20) days after the date of the notice of vote by mail. Ballots must be returned in sufficient quantity to constitute a quorum for an Association meeting. If the quorum requirement has not been met by the deadline first set for return of ballots, the Board may, in its discretion, extend the voting deadline for additional thirty (30) day periods until a quorum has been met, and shall promptly provide all Members with notice of the deadline extension. Ballots received after the last deadline shall not be effective. The proposed action to be voted on shall pass if approved by the affirmative vote of Owners holding a majority of the votes returned in the manner required, unless a greater or lesser voting requirement is established by the Amended & Restated Declaration or Bylaws for the matter in question.

c) **Written Consent for Amendments.** Amendments to the Amended & Restated Declaration, Survey Map, or Bylaws may be approved by written consent in accordance with the following procedures: The Board shall provide a written consent form designated by the Board along with written notice of the vote by written consent to all Members. The notice shall include the text of the proposed amendment and shall state that Members are entitled to vote by written consent for or against the amendment by returning the written consent form to the Association in the specified manner on or before a specified date not less than twenty (20) days after the date of the notice of vote by written consent. If written consents have not been returned in sufficient number to pass an amendment, the Board may, by resolution, extend the voting deadline for additional periods of up to sixty (60) days, and shall promptly provide all Members with notice of the deadline extension. Written consent forms received after the last deadline shall not be effective. The amendment shall pass if approved by the requisite percentage of the Total Voting Power of the Association as specified by the HOA Act or the Amended & Restated Declaration.

Article 4. BOARD OF TRUSTEES

4.1 Number & Qualifications. The affairs and property of the Association shall be managed by the Board of Trustees. The Board shall consist of the number of Trustees as stated in the Amended & Restated Declaration. Only Members of the Association in good standing (meaning, current on all assessment obligations or repayment

terms) are qualified to be elected and to serve as Trustees. If any Member is a corporation, partnership, limited liability company, trust, or other legal entity, that Member's Trustees, officers, partners, or equivalent managers are qualified to be elected as Trustees, provided that such persons shall be disqualified from serving as Trustees of the Association if and when they become dissociated from the entity Member. If a Trustee becomes delinquent on any assessment obligation during their term, upon notice of such delinquency from the Board or the President, and failure to cure or reach satisfactory repayment terms within sixty (60) days, then such Trustee may be immediately removed from the Board by a majority vote of the remaining Trustees. Such vacancy may be filled by appointment of the remaining Trustees.

4.2 Election & Terms. Regular election of Trustees shall occur at the annual meeting or by mail or electronic transmission as provided for herein. Cumulative voting for Trustees is prohibited. Trustees shall take office immediately following the close of the annual meeting at which they are elected and shall serve for a term of approximately three (3) years, from that Trustee's election to election of a successor three (3) calendar years later. The terms of the Trustees shall be staggered so that a minority of the Trustees are elected each year. At an election, the Board shall have the power to vary the terms of Trustee positions that are up for vote to ensure the terms are staggered, provided that such power shall not be exercised in a manner that would shorten the term for any Trustee elected by the Members.

4.3 Powers and Duties. The Board shall have the powers and duties provided for in the HOA Act, the Nonprofit Corporations Act, the Articles of Incorporation, and the Amended & Restated Declaration, as may be qualified therein, and all other powers necessary for the administration of the property and affairs of the Association. The Board may delegate administrative and other tasks to a Managing Agent in the reasonable discretion of the Board.

4.4 Standard of Care. A Trustee shall perform his or her duties in good faith, in a manner such Trustee believes to be in the best interests of the Association, and with ordinary and reasonable care.

4.5 Compensation. Trustees shall receive no compensation for their services as Trustees, except that Trustees may be reimbursed for actual expenses incurred because of their position.

4.6 Vacancies. Vacancies on the Board for any reason other than removal of a Trustee by the Members may be filled by the affirmative vote of a majority of the remaining Trustees, even though they may constitute less than a quorum. Alternatively, by the affirmative vote of the majority of the remaining Trustees, such vacancies may be filled by election of the Members at the annual meeting or at a special meeting of the Association

called for that purpose. Trustees appointed or elected to fill vacancies under this Section shall serve the balance of predecessor's term.

4.7 Removal. Trustees may be removed from the Board, with or without cause, in accordance with the procedures of this Section. Notice of any regular or special meeting shall contain the proposal to remove the Trustee(s) by name. Any Trustee whose removal has been proposed shall be given an opportunity to be heard at that meeting. A Trustee shall be removed if the Members, by a majority vote of the voting power present, in person or by proxy, and entitled to vote at any meeting of the Members at which a quorum is present, vote in favor of removal. Any Trustee vacancy due to removal shall be filled by election by the Members, either during the same meeting immediately after removal, provided notice of the potential for an election is contained in the removal meeting notice, or within sixty (60) days following the meeting at which the Trustee was removed. If all Trustees are removed, any removed Trustee shall have the authority to conduct an immediate election to fill vacancies. Trustees elected to fill vacancies under this Section shall serve the balance of their successor's term.

4.8 Board Meetings. The first organizational meeting of a newly constituted Board shall be held immediately after or within ten (10) days of the meeting at which Trustees are elected, or last deadline for election of Trustees by mail or electronic transmission. Regular meetings of the Board shall be held at such place, day, and time as the Board from time to time may specify, provided that at least two (2) regular meetings shall be held during the fiscal year. Special meetings of the Board may be called by the President of the Association or a majority of the Trustees, and may be held at such place, day, and time as the notice may specify. Trustees may attend meetings in the same fashion as Members attend Association meetings, except that proxies are not effective for Board Meetings. The acts of the majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board.

4.9 Notice. No additional notice of regular Board meetings need be given if the place, day and time thereof shall have been fixed by resolution of the Board of Trustees and a copy of such resolution mailed to every Trustee at least three (3) days before the first meeting held pursuant thereto. Notice of the place, day and time of all other meetings of the Board shall be given to each Trustee by mail, personal delivery, telecopy, email (if and only if a Trustee has consented, in the form of a record, to receive such notices by email), or by personal communication over the telephone or otherwise, at least 72 hours prior to the time the meeting is to be held. Notice of any Board meeting may be waived in writing by any Trustee at any time, including after the meeting. Attendance of a Trustee at any Board meeting shall constitute waiver of notice unless a Trustee expressly challenges the notice when the meeting begins. If all Trustees are present at any meeting of the Board, no notice shall be required and any business may be transacted at the meeting.

4.10 Action Without a Meeting. The Board of Trustees may take any action which it could properly take at a meeting, without a meeting, if a consent in writing setting forth the action so taken shall be signed by all the Trustees. Such consent shall have the same effect as a unanimous vote. Any such actions shall be added to the minutes of the next Board meeting.

4.11 Open Meetings. Any Member may attend any meeting of the Board, but shall not be entitled to participate except with the consent of the Board. However, the Board may, during the meeting, conduct an executive session outside of the hearing of attendees, to discuss sensitive or privileged information including any discussion that would be subject to the attorney-client privilege, likely or pending litigation matters, matters involving possible violations of the Governing Documents, matters involving the possible liability of an Owner to the Association, the receipt or evaluation of complaints or charges brought against any employee of the Association, to evaluate the qualifications of an applicant for employment; provided that any action to be taken by the Board shall be stated in the open meeting after the executive session is adjourned and shall be reflected in the minutes.

4.12 Quorum. At all meetings of the Board, a majority of the Trustees shall constitute a quorum for purposes of transacting business. If there is less than a quorum present at any meeting of the Board, the majority of those present may adjourn the meeting and make a good faith effort to timely notify the absent Board members of the date, time and place of the adjourned meeting. At resumption of the adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice. Regular or special meetings of the Board may be held by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, which shall constitute attendance at a meeting.

Article 5. OFFICERS

5.1 Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. Two or more offices may be held by the same person, except that a person may not hold the offices of President and Secretary simultaneously.

5.2 Election of Officers. The officers of the Association shall be elected annually by and from the Board at the first Board meeting after the election of new Trustees.

5.3 Removal of Officers. At any regular meeting of the Board, or at any special meeting of the Board called for such purpose, any officer may be removed upon the

affirmative vote of a majority of the Trustees, and a successor elected, whenever, in the judgment of Board, the interest of the association will be served thereby.

5.4 President. The President shall preside at all meetings of the Association and of the Board. He or she shall have all powers and duties usually vested in the office of the President, and shall have and perform such other duties as may be prescribed by the Board.

5.5 Vice President. The Vice President shall perform the duties of the President when the President is absent or unable to act, and shall perform such other duties as may be prescribed by the Board.

5.6 Secretary. The Secretary shall keep the minutes of all meetings of the Board and of the Association and shall have custody of the business records of the Board and the Association, other than financial records kept by the Treasurer. The Secretary shall also perform such other duties as may be prescribed by the Board.

5.7 Treasurer. The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association.

5.8 Other Officers and Employees. Other officers of the Association and any persons employed to assist the Board and/or officers, such as a Managing Agent, shall have such authority and shall perform such duties as the Board may prescribe or delegate within the provisions of the applicable statutes, the Amended & Restated Declaration, and these Bylaws.

5.9 Rules of Procedure. The Board of Trustees may adopt rules of procedure to govern any Board or Association meeting to the extent not inconsistent with applicable statutes or the Governing Documents.

Article 6. COMMITTEES

6.1 Committees of the Board. The Board may, by resolution, create Committees of the Board to assist in carrying out the duties of the Board, and appoint persons to such committees, provided that the committee consists of at least two (2) or more Trustees. Committees of the Board shall have and exercise the authority of the Board in the management of the Association to the extent provided in the resolution establishing the committee. The appointment of Committees of the Board shall not relieve the Board of its ultimate responsibility for the administration and management of the Association. The Board may add or remove persons from Committees of the Board from time to time at its discretion.

6.2 Advisory Committees. The Board may, by resolution, create Advisory Committees to assist the Board in carrying out its duties, and appoint persons to such committees. Advisory committees may not exercise the authority of the Board in the management of the Association. The Board may add or remove persons from such committees from time to time at its discretion.

Article 7. AMENDMENTS

7.1 Procedure. Amendments to these Bylaws shall be proposed by Board Resolution and adopted by vote or consent of the Members holding a majority of the Total Voting Power of the Association.

7.2 Execution & Publication. Amendments to these Bylaws shall be executed by the President of the Association and attested by the Secretary, or by any officer designated by the Board. Once adopted by the Board and approved by the Members, the Board shall authorize publication of any Bylaw amendment. Amendments to the Bylaws are effective upon the later of the date of publication to the Members or the date expressly stated in the amended Bylaws.

7.3 Effective Date. These Bylaws shall take effect on _____.