BYLAWS

OF

WEDGEWOOD MANOR HOMEOWNERS ASSOCIATION

ARTICLE I

Definitions

Section 1. Unless otherwise stated, the following words shall have the following meanings as used in these bylaws:

 Association: WEDGEWOOD MANOR HOMEOWNERS ASSOCIATION

 Board: Board of Trustees of the Association

 Majority Vote: A majority vote of those eligible voters present at a particular meeting involved, either in-person or by proxy, so long as there is at least a quorum present.

ARTICLE II

 Name and Location

 Section 1. This nonprofit corporation is organized under the provisions of Chapter 24.03 of the Revised Code of Washington, and is and shall be known as WEDGEWOOD MANOR HOMEOWNERS ASSOCIATION.

 Section 2. The principal and registered office of this corporation shall be PO Box 5369, Lacey, Washington 98509-5369. The Board may change this office by majority vote if the Board deems this necessary or useful. If the office is changed, the Board shall cause to be filed with Secretary of State a statement in the form required by law.

ARTICLE III

Management of the Corporation

Section 1. The business and property of the corporation shall be managed by a board of nine (9) trustees.

Section 2. Each trustee shall be elected for a three (3) year term. These terms shall be staggered in such a way that three (3) trustees are elected each year at the annual meeting of the membership. The term of each trustee shall end at the third annual meeting following the trustee's election.

Section 3. The Board shall hold regular meetings if they shall be resolution provide for such meetings. At their discretion, the Board may hold special meetings.

Section 4. Notice of regular meetings of the Board may be given orally at preceding meetings of the Board, or personally by telephone, or in writing. Notice of special meetings of the Board shall be given in the manner most likely to give actual notice of the meeting to the trustees.

Section 5. Each member of the Board shall have one vote in matters coming before the Board. A majority of the members of the Board shall constitute a quorum for the conduct of the business of the Board.

Section 6. A trustee may be removed from office by a vote of two-thirds (2/3) of the members present at a regular or special meeting of the membership, so long as at least a quorum is present either in-person or by proxy. Notice of the proposed removal must be given to such trustee at the time he/she is notified of the meeting at which the vote is taken.

Section 7. A trustee absent from three consecutive meetings of the Board may be removed from the Board by a vote of two-thirds (2/3) of the trustees. Notice of the proposed removal must be given to such trustee at the time he is notified of the meeting at which the vote is taken.

Section 8. Any vacancy occurring on the Board by reason of death, resignation, or removal of a trustee shall be filled by a majority vote of the remaining trustees. Such appointee shall serve during the unexpired term of the trustee whose position became vacant.

Section 9. At the first meeting of the Board following each annual membership meeting, the Board shall elect from their number a president, vice president, secretary, and treasurer.

Section 10. Without limiting the generality of the foregoing powers conferred upon the Board the trustees shall have the following specific duties and responsibilities:

(a) To acquire, own and operate real and personal property to be used by the members for their recreation.

(b) To maintain the signs and grounds owned by the corporation, and to maintain the entrances to Wedgewood Manor.

ARTICLE IV

Meetings of the Members

Section 1. All meetings of the members of this corporation shall be held at the principal office of the corporation or at such other place at the Board shall designate, provided that such designation is included in the notice of the meeting.

Section 2. A regular meeting of the members of this corporation shall be held in May of each year. The Board shall determine the date and time of the regular meetings.

Section 3. Notice of all meetings of the members stating the time and place, and if the meeting is called, shall be given by the president, secretary or such other person as the Board may direct, personally or by mail, at least ten (10) but not more than fifty (50) days prior to the date of the meeting, to each member of record at this address as it appears on the books of this corporation. The person giving such notice may make an affidavit setting forth the facts with respect to such notice, and if such affidavit shall be placed in the minutes of the meeting, the same shall be conclusive on the question of notice.

Section 4. Any notice required by these bylaws or by the Articles of Incorporation may be waived by the person entitled to the notice so long as the waiver is made in writing, signed by the person entitled to the notice whether the notice is waived before or after the time notice itself is due.

Section 5. Members may vote at any meeting of the membership either in-person or by proxy. If the vote is by proxy, it must be in writing and filed with an officer or trustee prior to the meeting at which it is to be used. The proxy may limit the issues on which it shall be used or it may grant the person voting the proxy authority to vote on every issue presented at the meeting. The proxy shall not be valid after the adjournment of the meeting.

Section 6. The president, or in his/her absence, the vice president, or in the absence of both the president and vice president, a trustee elected by the members present at the meeting, shall call the meeting to order and shall preside over the meeting.

ARTICLE V

Officers

Section 1. The executive officers of this corporation shall be a president, vice president, a secretary, and a treasurer.

Section 2. The officers of this corporation shall be regularly filled by election at the first meeting of the Board following each annual meeting of the members, and the officers shall hold office for one (1) year or until successors are elected and qualified, unless they are removed in the manner herein specified.

Section 3. The officers may at any time be removed by a majority vote of the Board. Removal of an officer requires a vote of an absolute majority of the Board; a majority vote of a quorum shall not be sufficient.

Section 4. The president shall be the chief executive officer of the corporation, and he/she shall preside at all meetings of the membership of the Board. He shall have general charge of the properties and activities of the corporation, and shall execute with the secretary in the name of the corporation all deeds, bonds, contracts, and other obligations and instruments authorized by the Board to be executed and he shall have such other and specific powers and shall perform such other specific duties as may be assigned to him by the Board.

Section 5. The vice president shall have all of the powers and shall have the power to perform all the duties of the president in case of the absence or the disability of the president, and in addition, the vice president shall have such other and further powers and shall perform such other duties as may be assigned to him by the Board.

Section 6. The secretary shall keep the minutes of all proceedings of the members and of the Board in books provided for that purpose. He shall attend to the giving and service of notice of all meetings of the members and of the Board when required. He shall execute with the president in the name of the corporation all deeds, bonds, contracts and other obligations and instruments authorized by the Board to be executed. He shall in general perform all of the duties incident to the office of secretary to the control of the Board.

Section 7. The treasurer shall keep or cause to be kept full and accurate records or accounts of receipts and disbursements in books to be kept for that purpose. He shall receive and deposit, or cause to be received or deposited, all moneys and other valuables of the corporation, and in the name and to the credit of the corporation in such depositories as may be designated by the Board. He shall disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board. In addition to all the foregoing, the treasurer shall have such further powers and perform such further duties as the Board shall direct.

 Amended and adopted by the Board of Trustees of

 WEDGEWOOD MANOR HOMEOWNERS ASSOCIATION this  ***25th***

 day of ***NOVEMBER, 1996***

ASSOCIATION OFFICERS:

 President: Margaret Council

 Vice-president: Elaine Bennett

 Secretary: Jack Richards Sr

 Treasurer: James Stanton III