



**GLEN COVE**

**MAINTENANCE**

**ASSOCIATION**

**BYLAWS**

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**GLEN COVE MAINTENANCE ASSOCIATION BYLAWS 8310200611**

The following shall be the bylaws of the Glen Cove Maintenance Association, 10204 Kooley Drive KPN, Gig Harbor, WA 98329, as adopted on June 28, 1977 and as amended on June 18, 1984 and further amended on May 1, 1992 and further amended on July 17, 1993, and further amended on October 18, 2008 by the unanimous written consent of the Board of Trustees, and the general members.

**ARTICLE I: PURPOSES AND POWERS**

Section 1: This Corporation shall be conducted as a non-profit corporation for the purposes set forth in the Articles of incorporation and for the mutual benefit of the members of the Association.

Section 2: The Corporation shall have power to levy and collect assessments against its members and to enforce the same as herein set forth and to exercise such other power as may be lawfully established under the Washington non-profit corporation Act. RCW 24.03.

**ARTICLE II: MEMBERSHIP**

Section 1: The membership of the corporations shall consist of the incorporators and the fee owners or contract purchasers of any lot located in the plat commonly known as Glen Cove Properties, of approximately Three Hundred Twenty-Five (325) acres, developed by the joint venture of Dale C. Kooley, Jerome D Haugen, and Dr. Richard E. Gilbert, Pierce County Washington, all as shown in the plat to said subdivision recorded under Pierce County Auditor's Fee Number 1242503. Each of said members shall have- one (1) membership for property owned or being purchased. A purchaser under a contract, of purchase shall be deemed to be an owner for membership purposes, and a contract seller shall not be deemed an owner. If any lot or lots are held by two or more persons, the several owners of such interest shall be entitled collectively to cast one vote.

Section 2: Except as otherwise provided therein, no membership shall be voted unless represented by a fee ownership or contract purchaser's interest in a lot to which it is inseparable appurtenant.

Section 3: Membership shall be inseparable appurtenant to the lots owned by the members, and upon transfer of ownership or contract of sale, of any such lot, membership shall be deemed to be transferred to the new fee owner or contract purchaser. No membership may be transferred, assigned, or in any manner conveyed, other than in the manner hereinabove set forth. In the event of the death of a member, the membership of such member shall be and become the property of the personal representative of deceased member upon the appointment and qualification as such in a judicial proceeding and such personal representative shall have all of the rights, privileges and liabilities of the deceased member until title shall be transferred or contracted to be transferred.

Section 4: No member may withdraw except upon transfer of title to the lot to which his/her membership is appurtenant, as elsewhere herein provided. No compensation shall be paid by the Association upon any transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the Association.

Section 5: Although membership in the corporation shall be appurtenant to all pass with ownership of lots as aforementioned, the corporation shall not be liable to ascertain ownership of any lot or ownership of the membership appurtenant there until it's secretary has received actual written notice of a change in ownership. There shall be a service charge of \$25.00 paid by the buyer for transfer of membership.

### **ARTICLE III DISSOLUTION**

Section 1: In the event of the dissolution of the Association by voluntary action or otherwise, the net assets of the Association in the same proportion as their then existing ownership of memberships shares of the Association.

### **ARTICLE IV MEETING OF MEMBERS**

Section 1: At least one meeting of the members shall be held in each year by the Association.

Section 2: Special meetings of the members may be called at any time by the President, Board of Trustees, or any member or members holding in the aggregate one twentieth ( $1/20^{\text{th}}$ ) of the voting power of all members.

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 any trustee or person calling the meeting. If mailed, such notice shall be deemed to be delivered at his/her address as it appears on the membership transfer books of the Association, with postage thereon prepaid.

Section 4: Ten percent (10%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at the meetings of the members. Each member in good standing shall be entitled to one (1) vote per lot owned within the Association. A majority of the voting members represented shall decide any question brought before the meeting.

Section 5: Any regular or special meeting of the members at which there is a quorum present may adjourn from day to day, of from time to time, without further notice, until its business is completed. Chairman elected by the members present, shall call the meeting of the members to order and shall act as the presiding officer thereof.

Section 6: The President, or in his/her absence, the Chairman elected by the members present, shall call the meeting of the members to order and shall act as the presiding officer thereof.

Section 7: The Secretary shall act as a secretary at all meetings of the members and in his/her absence; the presiding officers may appoint any person to act as Secretary.

Section 8: At the annual meeting of the members, only the members in good standing are entitled to vote and shall elect a Board of Trustees as determined and constituted by these Bylaws and Articles of Incorporation, provided that the initial Board of Trustees shall hold office only until the first annual meeting of the membership.

Section 9: All proxies must be in writing, executed by the members themselves or by their duly authorized attorneys, and must be filed with the Secretary at or before the meeting of the members.

### **ARTICLE V: TRUSTEES**

Section 1: the corporate powers, business and property of the Association shall be exercised, conducted and controlled by a Board of at least five (5) Trustees. This number may be increased to encourage member participation. At every annual meeting regularly called and at which a required quorum shall be present, present, the members shall by resolution determine and fix the number of Trustees to be elected.

When the number of Trustees to serve for the coming year has been determined, said number shall be elected in the regular manner as provided for herein and in law.

Section 2: Any member eighteen (18) years of age or older may be elected a Trustee of this Association, except that the President shall be the Chairman of the Board of Trustees.

Section 3: Each Trustee shall hold office for one (1) year or for such period as he/she may have been appointed and until his/her successor shall have been elected.

Section 4: Any vacancy occurring in the Board of Trustees shall be filled by the affirmative vote of a majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in number of Trustees may be filled by the Board of Trustee for the term of office continuing only until the next election.

Section 5: Immediately after the election of Trustees at the annual meeting of the Association, the Trustees shall meet for the purpose of the election of officers, and the transaction of other business.

Section 6: Meeting of the Board of Trustees, regular or special, may be held at such time and at such place as the Board from time to time nay appoint.

Section 7: Stated meetings of the Board of Trustees may be held without notifying general membership at such time and at such place, as the Board may vote from time to time to designate. However, regular (usually monthly) business meetings are open to the general membership. Contact the Secretary through the aforementioned address for the time, date and location of the next scheduled meeting.

Section 8: Special meetings of the Board of Trustees may be called at any time and on the order of the President, or on the order of two (2) Trustees. If said meeting is called by any two (2) members of the Board, a written request shall be delivered to the Secretary of the Association who shall forthwith give notice to the Board of Trustees of the date, time and place of the meetings. Notice shall fix the date thereof at no less than two (2) days nor more than twenty (20) days after the time said request is filed.

Section 9: A majority of the number of Trustees shall constitute a quorum for the transaction of business. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. A majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn from day to day, or from time to time, without further notice, until a quorum shall attend. When a quorum shall attend, any business may be transacted which might have been transacted at the meeting had the same been held on the day which the same was originally appointed or called.

#### ***ARTICLE VI: POWERS AND DUTIES OF BOARD OF TRUSTEES***

Section 1: Subject to limitations in the Articles of Incorporation and these bylaws and the laws of the State of Washington, all powers of the Association shall be exercised by and under the authority of, and the business affairs of the Association shall be controlled by, the Board of Trustees. Without prejudice to such general powers, and subject to the same Limitations, it is hereby expressly declared that the trustees shall have the following power:

(a) To appoint and remove at pleasure all officers, agents and employees of the Association, describe their duties or their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these bylaws are be construed to prohibit the employment of any member, officer or Trustees of the Association in any capacity whatsoever.

(b) To fix, establish, levy and collect, such fees, dues, charges and/or assessments as may be necessary in the judgment of the Board of Trustees, to carry our any and all of the purposes for which the corporation is formed.

(c) To adopt and publish rules and regulations governing use of the Association property and facilities and the personal conduct of the members and their guests thereon.

(d) To conduct, manage and control the affairs and business of the Association.

Section 2: It shall further be the duty of the Board of Trustees:

- (a) To 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 is requested in writing by twenty percent (20%) of the voting membership.
- (b) To supervise all officers, agents and employees of this corporation and to see that their duties are properly performed.
- © To fix the amount of the assessment against each lot for each assessment.
- (d) To send written notice of each assessment to every owner subject thereto.

Section 3: The Board of Trustees shall further have full power to borrow money on behalf of the Association. Including the power and authority to borrow money from any of the members, trustees or officers of the Association, and to authorize the execution of promissory notes or other evidence of indebtedness of the Association, and to agree to pay interest thereon. And otherwise to incur indebtedness of the association, and to sell, convey, alienate, transfer, assign, exchange, lease or otherwise dispose of, mortgage, pledge, hypothecate and otherwise encumber the property, real and personal; to purchase, lease and otherwise acquire property, real and personal, on behalf of Association; and generally to do and perform or cause to be done and performed, any and every act which the Association may lawfully do and perform; provide that the Board shall not acquire real or personal property in excess of \$5,000 by lease or purchase except upon a majority vote of the members attending a meeting called for the purpose of approving or rejecting: any such lease or purchase.

Section 4: No transaction entered into by the Association shall be affected by the fact that any members, Trustees, or officers of the Association are personally interested in it; and every member, Trustee or officer of the Association is personally interested in it; and every member. Trustee or officer of the Association is hereby relieved from any disability that might otherwise prevent his/her contracting with the Association for the benefit of himself/herself or any other firm association, or corporation in which he/she may be in any way interested, (provided such member, officer or Trustee has fully declared any such interest) and the Association are in whole or in part the same as those of any other corporation shall not in any way affect the validity or enforceability of any agreement or transaction between the two corporations.

#### **ARTICLE VII: OFFICERS**

Section 1: The officers of the Association shall consist of a President, one or more Vice-Presidents as shall be determined annually by the Board of Trustees, a secretary and a Treasurer. With the exception of the office of the President, any two or more offices may be held by the same person.

Section 2: None of said officers, except the President need be a Trustee. The officers shall be elected at the annual meeting by the Trustees, and they shall hold office for one year and until their successors are elected.

Section 3: The Board of Trustees may also appoint such other officers, agents and employees of the Association as they may deem proper. The compensation of the executive officers and the other officers, agents and employees of the Association shall be fixed by the Board of Trustees.

Section 4: Any officer or agent may be removed by the Board of Trustees whenever in its judgment the best interest of the Association will be served thereby.

Section 5: Officers and Trustees shall be deemed to stand in a fiduciary relation to the Association and shall discharge the duties of their respective positions in good faith and with that diligence, care and skill which ordinarily; prudent men and women would exercise under similar circumstances in like positions.

## **ARTICLE VIII: PRESIDENT**

Section 1: The President shall be the chief executive officer of the Association He/she shall preside at all meetings of the members and the Board of Trustees. He/she shall have general charge of the business of the corporation, shall execute, with the Secretary, in the name of the corporation, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Trustees to be executed.

Section 2: The President shall also have such other powers and shall perform such other duties as may be assigned by the Board of Trustees.

## **ARTICLE IX: VICE PRESIDENT**

Section 1: The Vice President shall perform all of the duties of the president in case of absence or disability of the President.

Section 2: The Vice President shall also have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Trustees.

## **ARTICLE X: SECRETARY**

Section 1: The Secretary shall keep the minutes of all proceedings of the membership and the Board of Trustees in books provided for that purpose. He/she shall attend to the giving and serving of notices of all meetings of the members and of the Board of Trustees. He/she shall execute, with the President, in the name of the Association, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Trustees to be executed. He/she shall be the custodian of the corporate seal of the Association should the Board of Trustees adopt one, and when so ordered by the Board of Trustees shall affix the seal to deeds, bonds, contracts and other obligations and instruments. He/she shall keep and have charge of the minutes of the meetings of the Board of Trustees of the members, the book of bylaws and such other books and papers as the Board of Trustees may direct. He/she shall in general perform all the duties incident to the office of the Secretary, subject to the control of the Board of Trustees.

Section 2. In the case of the absence or disability of the Secretary, or his/her refusal or neglect to act, notice may be given and served as directed by the President or by a person thereunto authorized by the President or by the Vice President or by the Board of Trustees.

## **ARTICLE XI: TREASURER**

The Treasurer shall keep or cause to be kept, full and accurate accounts of receipts and disbursements in books to be kept for that purpose. He/she shall receive and deposit or cause to be received and deposited, all monies and other valuables of the Association, in the name and to the credit of the Association, in such depositories as may be designated by the Board of Trustees. He/she shall disburse, or cause to disburse, the funds of the Association as may be directed by the Board of Trustees, taking proper vouchers for such disbursements. He/she shall render to the President and to the Board of Trustees, at board meetings and general meetings or whenever they may require accounts of all such transactions as Treasurer and of the financial condition of the Association. He/she shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Trustees.

## **ARTICLE XII: ROAD MAINTENANCE SUPERVISOR**

The Road Maintenance Supervisor shall be appointed by the Board of Trustees to monitor road and ditch conditions. He/she shall arrange for work to be done to improve or upgrade existing roads and repair damage areas. The Road Maintenance Supervisor has a budget of five hundred dollars (\$500.) approved by the Board of Trustees to be used for emergency repairs.

## **ARTICLE XIII: VACANCIES**

If any corporate office becomes vacant by reason of death, resignation, removal or otherwise, the Board of Trustees shall elect a successor, who shall hold office for the unexpired term, and until his/her successor is elected.

## **ARTICLE XIV: MEMBERSHIPS AND TRANSFERS**

All memberships shall be inseparably appurtenant owned by the holders thereof and upon sale or contract to sell such lots such membership shall become property of the grantee or purchaser as herein before provided. No transfer of membership shall entitle the transferee to vote the same until it has been established to the satisfaction of the Secretary that such transfer is bona fide and has been made in the manner provided.

## **ARTICLE XV: ASSESSMENTS**

Section 1: The members of the Association shall be liable for the payment of such charges or assessments as may be fixed and levied by the Board of Trustees pursuant to the Articles of Incorporation and these bylaws. Each owner is assessed one hundred fifty dollars (\$150.00). This amount is subject to annual review and adjustment by the Board of Trustees as deemed necessary to meet the needs of the Association. Said assessments are for January 1<sup>st</sup> through December 31<sup>st</sup> and payment is due April 15<sup>th</sup> of said billing year. Charges and assessments against all members shall be levied by the Board of Trustees at a uniform rate without distinction or preference of any kind. All charges or assessments, when collected by the Association, shall become the property of the Association to be expended only upon the approval of the Board of Trustees and the signature of not less than two officers of the association shall be required on all checks or other orders for the payment of money.

Section 2: From time to time, as and when any such assessments are levied, each member with respect to his/her appurtenant membership shall pay the amount of such assessments against the same to the Association at its office. Sixty days after the mailing of the notice of such assessments to the members the amount is due in full. Any and all assessments paid after that date will be deemed late and will be charged a late fee of twenty five dollars (\$25.00). A lien will be filed after being late for 30 days and a lien fee of fifty dollars (\$50.00) will be added as well as an interest fee of fifteen percent (15%) (Simple interest) will be charged upon all unpaid amounts.

Section 3: Members will be billed one (1) assessment per year on property owned including lots, parcels and subdivided that said property is sold, in whole or in part, creating new owners. Each new owner so created shall have immediate membership in these Associations, and shall have all of the rights appurtenant thereto and be bound by all obligations there under; including, but not limited to, assessments which may be levied by the Association.

Section 4: In the event that any member fails or refuses to make timely payment of money due the association, such unpaid amount or amount shall automatically become a lien upon the property owned to which a membership is appurtenant, and the offending member shall pay all reasonable costs of collection of amounts due, including a reasonable attorney's fee.

Section 5: In event that any member should, by his/her use of any roadway affected by these bylaws and any Declaration of Covenants and restrictions for Glen Cove Properties duly filed and recorded with the Pierce County Auditor, cause such roadway to be subjected to other than reasonable wear, and should such roadway be damaged, the member subjecting the roadway to such extraordinary use shall have the obligations to repair such roadway to the condition existent prior to such use and all expenses for such repair shall be borne by the member. If road repairs are not completed in a timely manner by said member, repairs will be done by a Board of Trustees approved contractor and said member will be billed for expenses. If after notification of expenses for repairs of roadway, timely payment is not made by member, such unpaid amounts or amount shall automatically become a lien upon the property to which a membership is appurtenant, and the offending member shall pay all reasonable costs of collection of amount due, including a reasonable attorney's fee.

Section 6: Special Assessments: In addition to the annual membership fee, may be levied by the Board of Trustees to meet emergency needs.

#### **ARTICLE XVI: RESTRICTIONS**

Section 1. "Temporary Housing Unit Construction" may be placed on the property for occupancy during a period of time necessary to construct a permanent use or structure on the same tract providing that:

- a. A building permit for the permanent structure must be issued by the county prior to moving temporary housing onto the property. The building permit must be kept current.
- b. A current mobile home license issued by the State of Washington is maintained on the unit.
- c. The mobile home is removed from the site within thirty (30) days after final inspection of the project or within one (1) year from the date the unit was first moved to the site, whichever may first occur. In the event an annual extension is needed, and the permit is kept current, an extension may be granted for by the Board of Trustees upon a written request.
- d. The mobility gear is not removed from the unit the unit is not permanently affixed to the site on which it is located.
- e. The mobile home is not located on any required front or side yard.
- f. A temporary permit is issued by the Building Department prior to occupancy of the unit on the construction site.
- g. These rules also apply to motor homes, trailers, R.V.s, and etc. that is used as temporary housing. R.V.s cannot be used as residences thirty days after the final inspection.

Section 2. Nor more than one (1) shall be built on each 1.25 acre lot.

Section 3. No modular homes shall be erected on any lot. Refer to Declaration of Covenants #4 adopted June 25, 1977.

#### **ARTICLE XVII: CREATION OF OPEN SPACE**

Section 1. The proportion of 104<sup>th</sup> St., east of the completed portion of said road, and the proposed portion of 132<sup>nd</sup> Ave., south of the completed portion of said road now ending at 105<sup>th</sup> St. shall hereby remain in a natural state and shall not be improved for a road or for any other purpose. The area may not be logged and must be left as open space.

Section 2. As a general practice the Board of Trustees recommends a desirable state of vegetation for all unused road easement right of way. This excludes but is not limited to Scotch broom, Blackberry and etc. The list of suggested vegetation desired may be obtained from the Board of Trustees.



## **ARTICLE XVIII: UTILITY INSTALLATION REGULATIONS**

Section 1. The Board of Trustees shall be notified at least seven (7) days prior to any excavation being done in the road easement right of ways. "Proper Notification" is satisfied by either letter of personal contact with the President, Secretary or Road Maintenance Supervisor.

Section 2. A minimum of twenty Four (24) inches of cover is required on any utility installation or repair.

Section 3: The soil removed may be used for backfill as long as the dirt "crumbles" when manually compressed into a bail. In the event that additional fill dirt is required, "Pit Run" will be acceptable. The off easement disposal of the non-acceptable soil is the owner/contractors responsibility. The property owner for whom the work was done bears the responsibility for proper backfill and restoration should the roadway settle during the first year after the work was done.

Section 4. Backfill shall be done in six (6) inch lifts compacted with either a "Jumping Jack" compactor or a "hoe Pac". The final lift shall be 5/3 minus crushed rock compacted in the same fashion.

Section 5. Ditch lines and shoulders shall conform to pre-established conditions.

Section 6. Utility ditches encroaching on any road easements must not be left open overnight.

Section 7. If drainage is obstructed in the ditch line where the driveway crosses the ditch, the owner must install a 12" county specification culvert at his/her own expense.

Section 8. Vehicular access must be available for emergency purposes while construction is in progress.

Section 9. The property owner initiating this utility work in the road easement areas assumes responsibility for any claims that may arise associated with the same work

## **ARTICLE XIX: AMENDMENTS**

These bylaws, or any part thereof, may be altered or amended by the Board of Trustees of this Association subject to the power of the members to change or repeal such bylaws by a two-thirds (2/3) majority vote at any annual meeting or at any other meeting of the members called for that purpose.

## **ARTICLE XX: INDEMNIFICATION OF BOARD MEMBERS**

Each member of the Board of Trustees shall be indemnified by the members against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become invoiced, by reason of his/her being or having been a member of the "Board" at the time such expenses are incurred, except in such cases wherein the member of the Board is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification shall apply only when the Board approves such settlement and reimbursement as being for the best interests of the Association.

Prepared by the undersigned pursuant to instruction by unanimous written consent of the Board of Trustees of the Glen Cove Maintenance Association.

Dated this sixteenth (16) day of October 1993.

Dan Morley  
Jerry A. Walston  
SAUV E GAITHER  
Tom Bolton  
BRYAN AMRINE  
RICHARD LAMBERT  
CAROLD MORTON  
JOE WIKOFF  
MAC GAITHER

DAN MORLEY  
Jerry A. Walston  
SAUV E GAITHER  
Tom Bolton  
BRYAN AMRINE  
RICHARD LAMBERT  
CAROLD MORTON  
JOE WIKOFF  
MAC GAITHER

By Laws Articles Assessment: XV, Restrictions: XVI and Road Supervisor: X11 amendments approved at October 18, 2008 Annual Meeting.

Denner Taylor, President

[Signature] - SECRETARY

[Signature] - VP

Stan M. Busch Treasurer

Judy M. Nelson, Board Member

[Signature] Board Member