

BY-LAWS
OF
MARITA'S VINEYARD ESTATES HOMEOWNERS ASSOCIATION

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BY-LAWS
OF
MARITA'S VINEYARD ESTATES HOMEOWNERS ASSOCIATION

ARTICLE I

MARITA'S VINEYARD ESTATES PLAT AND COVENANTS

(a) Marita's Vineyard Estates is a Plat Community subject to the Washington Uniform Common Interest Ownership Act RCW 64.90. Marita Properties, LLC, a Washington Limited Liability Company, is the Developer. The Plat has been recorded with the Chelan County Auditor's Office on the 31st day of March, 2022 at Chelan County Auditor's File Number 2564866 (hereafter "Plat").

(b) Protective Covenants which bind and burden the plat have been recorded with the Chelan County Auditor's Office on the 31st day of March, 2022 at Chelan County Auditor's File Number 2564867 (hereafter "Protective Covenants"), and as hereafter amended.

(c) Marita's Vineyard Estates Homeowners Association (hereafter "Association") was formed for the purpose of accomplishing all responsibilities and obligations of the Marita's Vineyard Estates Homeowners Association set forth in the Plat and Protective Covenants as provided by law.

(d) To the extent that these Bylaws conflict with the terms of the Protective Covenants (and as hereafter amended), the terms set forth in the Protective Covenants shall control.

ARTICLE II

OFFICE

(a) Registered Office and Registered Agent. The registered office of the Marita's Vineyard Estates Homeowners Association (hereafter "Association") shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. At the time of the execution hereof, the initial registered office of the Marita's Vineyard Estates Homeowners Association is 190 Grandview Ln., Chelan WA 98816 and the initial registered agent at such address is Mark D. Babcock.

(b) The initial mailing address for the Association shall be: PO Box 126, Chelan, WA 98816.

ARTICLE III

DEFINITIONS

(a) The definition of the words/terms "Residential Lot", "Open Space/Common Area Tracts," "Owner," Homeowners Association," "Board," "Plat," "Road or Street" and "Tract A," are set forth in Article II of the Protective Covenants, and as hereafter amended. Those definitions are hereby incorporated fully by this reference.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is an "owner" of record of any Residential Lot shall be a member of the Association. When more than one person holds an ownership interest in any lot, all such persons shall be members, but there shall be only one vote for each lot. The vote for such lot shall be exercised as the members among themselves determine, but in no event shall more than one vote be cast with respect to any one lot. Votes may be cast by proxy.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Powers. The management of all the affairs, property and interests of the corporation shall be vested in a Board of Directors consisting of not more than seven persons but not fewer than three persons, with the exact number of directors to be established by resolution of the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things.

Section 2. Election and Term of Office. Directors shall serve annual terms of office. Directors shall be elected at the annual meeting of the Members. At each meeting of Members for the election of directors at which a quorum is present, a member may cast its vote (1 vote per lot) for each open director position. The persons receiving the greatest number of votes, up to the number of Directors to be elected, shall be the Directors. Each Director shall hold office until the next succeeding annual meeting, or until his successor is elected and qualified, or until his earlier resignation, or until his removal from office.

Section 3. Change of Number. The number of directors may at any time be increased or decreased by vote of the Members, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 4. Vacancies. Mid-term vacancies in the Board of Directors, whether caused by resignation or death or otherwise, may be filled by the affirmative vote of a majority of the remaining Board of Directors, even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

Section 5. Annual Meeting. The annual meeting of the Members of the corporation, for the purposes of electing directors and appointing officers and for the transaction of such other business as may properly come before the meeting, shall be held each year at a place, day, and time to be set by the Board of Directors.

Section 6. Regular Meetings. Regular meetings of the Board of Directors or of any committee designated by the Board of Directors may be held at such place or places, either within or without the state of Washington, as the Board of Directors may from time to time designate by resolution of the Board of Directors, without notice other than the delivery of a copy of such resolution to each director prior to the first regular meeting held pursuant to such resolution.

Section 7. Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board of Directors may be called at any time by the President, Secretary, Executive Director (if any), upon written request by any two directors or, in the case of a committee meeting, by the chairman of the committee. Such meetings shall be held at the registered office of the corporation or at such other place or places as the person or persons authorized to call the meeting may from time to time designate.

Section 8. Notice. Notice of special meetings of the Board of Directors or of any committee designated by the Board of Directors shall be given to each director at least three (3) days prior to the meeting either orally or in the form of a record. Oral notice may be communicated in person, by telephone, or wire or wireless equipment which does not transmit a facsimile of the notice and is effective when communicated in a comprehensible manner. Notice in the form of a record shall be provided in accordance with Article X below. The notice need not specify the business to be transacted at, nor the purpose of, the meeting.

Section 9. Quorum. A majority of the whole Board of Directors or a majority of any committee designated by the Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 10. Waiver of Notice. Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director

attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice executed by the director or directors, whether before or after the time stated for the meeting in the form of a record, shall be equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the waiver of notice of such meeting.

Section 11. Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the directors dissent or abstention is entered in the minutes of the meeting or unless the director shall deliver a dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver such dissent or abstention to the Secretary of the corporation immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 12. Committees. The Board of Directors may appoint, by resolution of a majority of directors then in office, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution except that no such committee shall have the authority to (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any such committee or any director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or adopt a plan of consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoking proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 13. Remuneration. No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 14. Loans. No loans shall be made by the corporation to any director, nor shall any director make any loans to the corporation.

Section 15. Resignation. A director may resign at any time by delivering written notice to the President, the Secretary or the Board of Directors at the registered office of the corporation, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or, if time is not specified, upon delivery thereof.

Section 16. Removal. Any director may be removed from the Board of Directors or from any committee at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors then in office.

Section 17. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting if a consent in the form of a record setting forth the action so to be taken, is executed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous consent in the form of a record. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document.

Section 18. Attendance by Communications Equipment. Members of the Board of Directors or any committee may participate in a meeting of the Board of Directors or a committee by means of any communications equipment that enables all persons participating in the meeting to hear each other simultaneously during the meeting. A director or committee member who participates in a meeting by such means is deemed to be present at the meeting.

Section 19. Declarant Control Period. Notwithstanding any other provisions herein, during the Declarant Control Period, the Developer shall maintain control of the Association pursuant to the terms and conditions set forth in Article 5 of the Protective Covenants.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the common areas, gates and controls, irrigation system and controls, mailboxes, signs, sidewalks, common landscaping, building aesthetics (as provided in the Protective Covenants) and the personal conduct of the members and their guests while in public areas, and to establish penalties for the infraction thereof;

(b) 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 Protective Covenants;

(c) employ such employees, agents, and independent contractors as they deem necessary, and to 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;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

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

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

(2) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(d) issue, or to cause an appropriate officer to issue, upon demand by any member, a certificate signed by an officer of the Association, setting forth whether or not any assessment on a specific lot has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of such payment;

(e) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(f) cause the Common Area to be maintained; and

(g) carry out and enforce the provisions of the Declaration.

ARTICLE VII

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the Members shall be held on 3rd Saturday in DEC. of each year, or on such other date as a majority of the members may determine.

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 one-half (1/2) of all of the votes of the entire membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, at least ten (10) 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. The notice shall be either in writing, by mailing a copy to each member, or in the form of a record as provided in Article X.

Section 4. Quorum. The presence at the meeting of voting members entitled to cast, or of proxies entitled to cast, twenty five percent (25%) of the voting membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the 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 5. Proxies. At all meetings of members, each voting member's vote may be cast 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 or her lot.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, vice-president, secretary and treasurer, who shall at all times be members of the Association, and such other officers as the Board may from time to time by resolution create. Any person other than the President may hold more than one office.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors 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 he or she shall sooner resign, or shall be removed, or 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, and unless otherwise 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. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 6. Duties. The duties of the officers are as follows:

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

(b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required 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.

(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 resolution of the Board of Directors; shall cosign all promissory notes of the Association; shall keep proper books of account; 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.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep at its registered office, its principal office if in Washington, or at its Secretary's office if in Washington, copies of the following documents in the form of a record: (1) current articles and bylaws; (2) current Protective Covenants, as amended, (3) correct and adequate statements of account and finances; (4) list of officers' and directors' names and addresses; and (5) minutes of the proceedings of the members, if any, the board, and any minutes maintained by committees of the board.

ARTICLE X

NOTICES

Except as may otherwise be required by law, any notice to any director or member may be provided in the form of a record, either in a tangible medium or by electronic transmission.

Notice provided in a tangible medium may be transmitted by mail, private carrier, personal delivery, telephone, or wireless equipment that transmits a copy of the notice. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. Other forms of notice in a tangible medium described in this paragraph are effective upon receipt.

If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03A.015. If notice is sent by electronic transmission, the corporation must first obtain consent from the director or member in the form of a record, to receipt of electronically transmitted notices. Such consent may be revoked pursuant to RCW 24.03A.015. If notice is sent by electronic transmission, the notice is effective when (1) it is electronically transmitted to an address, location or system designated by the director or member pursuant to the consent provided by such person, or (2) it has been posted on an electronic network and a separate record of the posting has been delivered to the director or member together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE XI

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law or as otherwise provided in the Articles of Incorporation. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XII

CORPORATE SEAL

The Association shall not have a seal.

ARTICLE XIII

AMENDMENTS

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

Section 2. In the 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 Protective Covenants and these By-Laws, the Protective Covenants shall control. In the case of any conflict between these By-Laws and RCW 64.90 or RCW 24.03A; then the statute controls.

ARTICLE XIV

ACCOUNTING YEAR

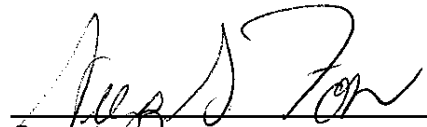
The accounting year of the corporation shall be the twelve months ending December 31.

ARTICLE XV

DEPOSITORIES

The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

Adopted by resolution of the Corporation's members on Dec. 31,
2021.



Secretary