

**AMENDED AND RESTATED BYLAWS
OF
WEST HILL COMMUNITY ASSOCIATION**

**ARTICLE I
PRINCIPAL PLACE OF BUSINESS**

West Hill Community Association, a Washington nonprofit corporation, (the "Corporation") shall have its principal place of business and/or Secretary's office at such place as the Board of Directors may designate from time to time. The Corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE II
DEFINITION OF WEST HILL COMMUNITY**

As used in these Bylaws, the "West Hill Community" shall mean the unincorporated areas in King County, Washington within the geographic region bordered by the cities of Seattle, Renton and Tukwila.

**ARTICLE III
BOARD OF DIRECTORS**

3.1 Role & Composition. The management of the affairs of the Corporation shall be vested in a Board of Directors. The Board shall determine the number of Directors by resolution, which shall not be less than eleven (11).

3.2 Qualifications. There shall be eleven (11) elected Directors selected by the members from among the members. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.3 Election. After the Initial Directors named in the Articles of Incorporation have served their initial term, Directors shall be elected each year at the annual meeting of members.

3.4 Term of Office. Unless a Director dies, resigns or is removed, they shall hold office for two years. Their term shall begin immediately preceding the annual meeting of the Board after which they were elected and end immediately preceding the second annual meeting of the Board after which they were elected or until their successor's election becomes effective, whichever is later. Half of the Directors will be elected in even calendar years and half of the Directors will be elected in odd calendar years; provided, however, that when the total Directors are to be an odd number, then one more shall be elected in even years.

3.5 Annual Meeting. The first monthly meeting of the Board of Directors each calendar year following the members' annual meeting (set for April by these Bylaws), shall be the annual meeting of the Board and shall be held without notice, for the purpose of electing officers and transacting such business as may properly come before the meeting.

3.6 Removal. A Director may be removed by a two-thirds vote of the entire Board of Directors with or without cause. If a Director fails to attend three (3) meetings of the Board in any twelve-month period, then the Director may be removed by the affirmative vote of a majority of the remaining Board of Directors.

3.7 Vacancies. Any vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a Director and any directorship to be filled by reason of an increase in the number of Directors may, but need not, be filled by the affirmative vote of a majority of the remaining Board of Directors. Such successor shall serve during the unexpired term of the Director whose position has become vacant or is being added.

3.8 Regular Meetings.

3.8.1 Timing – The Board of Directors shall hold a minimum of four (4) community meetings per year and shall meet monthly as a Board. The date, time and place of such regular meetings of the Board of Directors shall be as designated from time to time by the Board. Until otherwise designated by the Board, the Board of Directors shall hold its regular community meetings on the 3rd Tuesday of January, April, July and October and its regular monthly meetings shall be set by the President, in advance, in consultation with the Board of Directors.

3.8.2 Notice – Notice of a regular meeting shall not be required if each Director has been furnished with a written schedule of the dates, times and locations of two or more regular meetings, more than three (3) days in advance of the date of the earliest meeting listed on such schedule. Otherwise, such regular meetings shall require at least three (3) days' advance notice to each Director, which may be delivered in person or by telephone or sent by mail, email, telegram or facsimile. Any Director of the Board may waive notice of any regular meeting. If notice of meetings is provided by electronic transmission, it must satisfy the requirements of all applicable law. (See, e.g., Revised Code of Washington 24.03.009.) Attendance at a meeting shall constitute waiver of notice of such meeting except when a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

3.8.3 Purposes - The purpose of community meetings shall be to provide information that any Director deems important, announce events and activities, share community reports, and obtain feedback from residents about issues of concern. The Board of Directors shall allow time at any community meeting for open and sincere public input or comment on topics pertinent to the West Hill Community. Written public comments shall also be welcomed and shall be promptly considered by the Board of Directors. The purpose of the monthly meetings shall be for the Board to oversee the affairs of the Corporation, including to develop and monitor short term and long term goals towards fulfilling its mission, decide priorities for spending corporate funds, establish and monitor the Corporation's budget and other finances, evaluate corporate opportunities, and represent and promote the Corporation's and the West Hill Community's interests.

3.8.4 Informing the Community - The Board shall post notices at visible locations throughout the West Hill Community and/or online at least one week in advance of any community meeting of the Board of Directors.

3.9 Special Meetings. Special meetings of the Board may be called by the President or by the Board of Directors upon approval of 2/3rds of Directors then in office. Notice of any special meeting of the Board shall be given at least three (3) days advance notice delivered in person or by telephone or sent by mail, email, telegram or facsimile to each Director of the Board except that a special meeting of the Board for the express purpose of amending either the Articles of Incorporation or amending the Bylaws of the Corporation shall require notice

to be given at least ten (10) days prior to said meeting. If notice of meetings is provided by electronic transmission, it must satisfy the requirements of all applicable law. (See, e.g., Revised Code of Washington 24.03.009.) The business to be transacted at, and the purpose of, any such special meeting of the Board of Directors shall be specified in the notice of the meeting. Any Director of the Board may waive notice of any special meeting. Attendance at a meeting shall constitute waiver of notice of such meeting except when a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

3.10 Telephonic Meetings. Directors (or any committee designated by the Board) may participate in a meeting of the Board (or Committee) by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

3.11 Quorum. More than half of the number of Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting.

3.12 Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. To the extent consistent with these Bylaws and applicable law, the President shall make all reasonable efforts to conduct all meetings and procedures of the Corporation in accordance with Robert's Rules of Order, as such rules are revised from time to time, subject to the following:

3.12.1 The chair of the meeting shall have absolute authority over matters of procedure, and there shall be no appeal from their ruling. If the chair deems it advisable to dispense with the rules of parliamentary procedure for any meeting or any part thereof, the chair shall so state and shall clearly state the rules under which the meeting or appropriate part thereof shall be conducted.

3.12.2 If disorder should arise which prevents continuation of the legitimate business of the meeting, the chair may quit the chair and announce the adjournment of the meeting; in such event, the meeting shall be deemed immediately adjourned.

3.12.3 The chair may ask or require that anyone not a bona fide Director to leave such meeting.

3.12.4 A resolution or motion at a meeting of the Board of Directors shall be considered for vote only if proposed by Director and seconded by another Director.

3.13 Unanimous Consent. Any action required to be taken at a meeting of the Directors of the Corporation, or which may be taken at such a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote.

3.14 Committees.

3.14.1 Executive Committee – There shall be an Executive Committee which shall have and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board, but who shall also be expected to report such activities promptly to the Board of Directors. The Executive Committee

shall consist of the President, Vice-President, Secretary and Treasurer of the Corporation. Meetings of the Executive Committee shall be called by the President as necessary for the effective management of the Corporation. The responsibilities of the Executive Committee shall include:

- (a) Approving the formation, scope of work and membership of any ad hoc committees;
- (b) Establishing and evaluating performance goals of the Corporation. The results of any reviews conducted by the Executive Committee shall be reviewed with the Board of Directors.

3.14.2 Election Committee - There shall be a three (3) member Election Committee appointed by the Board of Directors to oversee the election of Directors each year. The Election Committee shall not be a committee with authority to act in the stead of the Board and, hence, may include both members and Directors of the Corporation, but in no event shall the Committee include individuals (or their immediate family members) being considered for election to the Board. Any known familial relationship to a potential candidate for election to the Board shall be disclosed by anyone invited to join the Election Committee.

- (a) The Election Committee shall follow the procedures for member voting required by all applicable law and these Bylaws.
- (b) The Election Committee may propose potential candidates for any openings in the Board.
- (c) At the member's annual meeting, the Election Committee shall give one printed ballot to each member which may contain the names of nominees preprinted in addition to write-in lines. Write-in nominations from the floor of any member of the Corporation shall be invited and accepted, including self-nominations. All nominees or their proxies are to be allowed up to one minute to address members before the vote.
- (d) The Election Committee shall collect and count the ballots from members and no one else shall touch the ballots until the results are certified.
- (e) Election observers shall also be appointed by the President, to witness the counting process by the Election Committee. Such observers shall not be serving on the Board of Directors or under consideration for election to the Board (or be an immediate family member of either).
- (f) In the event of a tie between Board candidates, the vote shall be decided by a toss of the coin.
- (g) The Secretary shall retain sign-in sheets, ballots, official tally sheets, and any other materials related to the elections for two years and then may destroy them.

3.14.3 Other Board Committees - The Board of Directors may designate and appoint by Board resolution one or more committees, each of which shall consist of two (2) or more Directors, which committees to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing

the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or them by law. Committees may appoint members to serve on the committee provided that no member may have or exercise the authority of the Board of Directors in the management of the Corporation.

3.14.4 Recordkeeping on Committees. To the extent any Committee acts in the stead of the Board, the Committee shall also maintain minutes or seek ratification or approval of its actions by the Board, so that a record of the Committee's actions is maintained in the Corporation's records.

3.15. Advisors. The Board of Directors may grant the status of advisory member to individuals and entities that support the objective and purposes of the Corporation. Advisory members shall be appointed by the President and approved by the affirmative vote of a majority of the entire Board of Directors. Advisors will be non-voting and owe no specific duties to the Corporation, but may, at the will of the Board of Directors, participate in the activities of the Board and when requested by the President shall either abide by instructions of the President regarding confidential or sensitive matters of the Corporation or excuse themselves from any such confidential or sensitive matters. Advisory Board members may be removed by the affirmative vote of a majority vote of the entire Board of Directors.

ARTICLE IV OFFICERS

4.1 Officers. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, which shall also be referred to as the Corporation's "Executive Officers". The Board may elect or appoint such other officers as it shall deem desirable, who shall have such authority and perform such duties as may be prescribed from time to time by the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. All officers shall be required to be serving as a Director.

4.1.1 Transition. At the regular meeting of the Board immediately preceding the annual meeting of members, the Board shall appoint an Officer Pro Tem from amongst Directors currently at mid-term for each Officer whose Directorship term is expiring. Should any Officer not achieve reelection, their corresponding Officer Pro Tem shall serve from the time their term expires until the conclusion of the meeting at which their respective successor is elected and qualified.

4.2 Election. At each annual meeting of the Board of Directors, immediately following the election of Directors, the Board shall elect officers for the forthcoming year. Directors shall vote via ballot to be counted by an impartial non-Director member. Officers shall be elected upon receiving the affirmative vote of a majority of the entire Board of Directors.

4.3 Term of Office. The officers of the Corporation shall each serve for a term of one (1) year, which shall start immediately after the conclusion of the Director's annual meeting (at which they are elected or at least which most recently preceded their election)

and continue until their respective successors are elected and qualified or they lose their Directorship. Officers may be elected by the Board of Directors to succeed themselves. Any officer may be removed by the affirmative vote of a majority of the entire Board of Directors.

4.4 President. The President shall be serving on the Board of Directors, and shall preside at all meetings of the Board of Directors and the Executive Committee (when such a Committee exists), is the official spokesperson for the Corporation, convenes special meetings as provided in these Bylaws, and appoints special delegates to represent the Board of Directors, when necessary. The President shall also enforce the Bylaws, be responsible for protocol at all meetings and follow the agenda. The President may be assigned other duties from time to time by the Board of Directors.

4.5 Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall be charged with engaging broader participation and volunteerism in the Corporation's activities and events and the Vice President may be assigned other duties from time to time by the Board of Directors.

4.6 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, maintain correspondence relating to the Corporation's business, and give notice of meetings of the Corporation where required by these Bylaws or the Articles of Incorporation the Corporation, maintain a list of addresses and telephone numbers of the Directors and members, prepare and distribute the minutes of Board of Directors meetings to each such Director prior to the Board's regular monthly meetings, maintain correspondence relating to the Corporation's business and maintain the records of the Corporation as described in Article VII. The Secretary shall perform such other official duties as may be assigned by the President and the Board of Directors.

4.7 Treasurer. The Treasurer shall supervise the financial affairs of the Corporation and render periodic financial reports when requested by the Board of Directors. The Treasurer shall receive and disburse funds as instructed by the Board of Directors in accordance with the laws and regulations relating to non-profit organizations, file appropriate reports of the financial position of the Corporation and present a report of the current financial status at each monthly meeting of the Board of Directors. The annual audit and all financial records of the Corporation shall be available for public inspection. The Treasurer, with input from Directors and/or committees, shall develop and present a proposed annual budget to the Board of Directors for approval each December covering the following year, to remain in effect that entire calendar year unless amended by the Board of Directors.

**ARTICLE V
MEMBERS**

5.1 Classes of Members. The Corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

5.2 Qualifications for Membership. Unless otherwise approved by the Board of Directors, to qualify for membership, the Board of Directors must be satisfied that a member is a resident of the West Hill Community, and must be interested in the purposes of the Corporation. Any individual must be at least 18 years of age on the day of qualification.

5.3 Prohibition against Discrimination

5.3.1 The Corporation shall not discriminate based on race, color, religion, sexual orientation, disability, national origin, income, age or political affiliation.

5.3.2 The Corporation shall not deny any member representation on the Corporation without cause.

5.3.3 The Corporation shall not deny any member an opportunity to participate in any program provided by the Corporation.

5.3.4 So long as the member meets the qualifications, the Corporation shall not deny any member the opportunity to serve as an officer of the Board of Directors, or as a member of any committee of the Corporation.

5.4 Voting Rights.

5.4.1 Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue. Except as set forth in Section 5.4.2, the Board of Directors will decide, in its sole discretion, when to submit an issue to a vote of the members.

5.4.2 The members shall have the right to participate in voting for Directors each year at the annual meeting of the members in accordance with these Bylaws. Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

5.5 Annual Meeting. The annual meeting of the members of the Corporation for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held each year in April or such other month, and at such time and place as is set by the Board of Directors.

5.6 Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the Board of Directors or by the Chairman of the Board (if one be elected) or by the President, to be held at such time and place as the Board or the President may prescribe.

5.7 Notice of Meetings. Notice of any community meetings shall be made in accordance with Section 3.8.4.

5.8 Disbursement of Income. The Corporation shall not make any disbursement of income to its members.

5.9 Manner of Acting. The act of the majority of the members present at a meeting at which there is a quorum shall be the act of the members, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. To the extent consistent with these Bylaws and applicable law, the President shall make all reasonable efforts to conduct all meetings and procedures of the Corporation in accordance with Robert's Rules of Order, provided, however, that the specific rules set forth in Section 3.12 of these Bylaws shall be applied to meetings of members as well as of Directors.

**ARTICLE VI
TRANSACTIONS WITH OFFICERS, DIRECTORS AND MEMBERS**

6.1 Conflicts. No transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated merely by the fact that any Director, officer or member of this Corporation is interested in, or is a Director, officer or member of such other corporation.

6.2 Transactions Involving Directors or Officers. With regard to any transaction with a Director or officer or with a corporation, firm, entity or association wherein such person or entity may be or become interested, the existence and nature of the interest of the officer or Director must be disclosed or known to the Board of Directors at or prior to the meeting at which such transaction is authorized or confirmed and must be approved by a majority of the disinterested members of the Board. Subject to the foregoing, the Corporation may pay compensation in a reasonable amount to its officers and Directors for services rendered.

6.3 Transactions Involving Members. The Corporation may pay compensation in a reasonable amount to its members for services rendered.

6.4 Loans to Officers, Directors and Members Prohibited. No loans shall be made by the Corporation to its Directors, officers or members. The Directors of the Corporation who vote for or assent to the making of a loan to a Director, officer or member of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

**ARTICLE VII
RECORDS**

The Corporation shall keep at its principal office, its registered office or its Secretary's office, in this state:

1. Current Articles of Incorporation and Bylaws;
2. Correct and adequate statements of accounts and finances;
3. A list of the officers' and Directors' names and addresses; and
4. Minutes of proceedings of the members (if any), of the Board, and of any committee of the Board (if any minutes are maintained for such committee meetings).

**ARTICLE VIII
MISCELLANY**

8.1 Registered Office and Registered Agent. The registered office of the Corporation 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, and the registered agent shall have a business office identical with such registered office. A registered agent shall not be appointed without having given prior consent to the appointment, in the form of a record. Any change in the registered agent or registered office shall be effective upon filing such change with the office of the Secretary of State of the State of Washington.

8.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

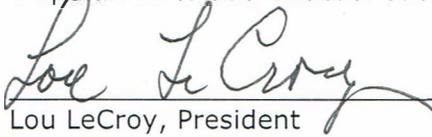
**ARTICLE IX
AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the affirmative vote of not less than a two-thirds (2/3) of the entire Board.

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CERTIFICATE OF ADOPTION

The foregoing Amended and Restated Bylaws were read, approved, and duly adopted by the Board of Directors of the West Hill Community Association on the 9th day of August 2017, and the President and Secretary of the Corporation were empowered to authenticate such Bylaws by their signatures below.



Lou LeCroy, President



Christian Canlas, Secretary