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KING COUNTY, WA

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**KING COUNTY AUDITOR/RECORDER'S INDEXING FORM**

<b>DOCUMENT TITLE(S):</b> 1. AMENDED AND RESTATED BYLAWS
<b>REFERENCE NUMBER(S) OF DOCUMENTS ASSIGNED OR RELEASED:</b> 198909110728 Additional reference numbers are on page _____ of document.
<b>GRANTOR(S):</b> 1. REMINGTON HOMEOWNERS ASSOCIATION Additional names on page _____ of document.
<b>GRANTEE(S):</b> 1. REMINGTON HOMEOWNERS ASSOCIATION Additional names on page _____ of document.
<b>LEGAL DESCRIPTION:</b> (abbreviated i.e. lot, block, plat, section, township, and range) REMINGTON DIVISIONS 1 -3; SECTION 05; TOWNSHIP 21, Range 06, Full legal description is on page _____ of document.
<b>ASSESSOR'S PROPERTY TAX PARCEL/ACCOUNT NUMBER:</b> 7215400010-7215400770; 7215410010-7215410800; 7215420010-7215421070
The Auditor/Recorder will rely on information provided on the form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.

BY-LAWS  
OF  
THE REMINGTON HOMEOWNERS ASSOCIATION

These By-Laws amend and restate the Association's original By-Laws, enacted on May 10, 1989 and recorded with King County under Recording Number 8909110728.

ARTICLE I

NAME AND LOCATION

The name of the corporation is Remington Homeowners Association, hereinafter referred to as "Association". The principal office of the Association shall be located at the office of its Property Manager, currently Around the Clock, Inc. 716 W. Meeker St. Suite 101, Kent WA 98032, but meetings of the Directors and members may be held at such places within King County, State of Washington, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Unless otherwise specified, all terms shall have the same meaning in these By-Laws as such terms have in the Declaration of Protective Covenants, Conditions & Restrictions, for Remington. The terms "owners" and "members" as used herein shall be synonymous.

ARTICLE III

MEMBERS AND VOTING RIGHTS

3.1 MEMBERSHIP. Every owner of a lot which is subject to assessment by the Association shall be a member of the Association.

3.2 VOTING RIGHTS. With regard to voting rights, reference is made to Article Five of the Declaration: "Members shall be entitled to one vote for each Lot owned. ...in no event shall more than one vote be cast with respect to any Lot."

ARTICLE IV

CERTIFICATE OF MEMBERSHIP

Certification of membership in this Association may be issued to each member. If issued, the certificates shall be numbered and the respective members' names shall be entered in the

membership register of this Association as the certificates are issued. The certificate shall exhibit members' names and shall be signed by the president and/or the secretary of the Association.

## ARTICLE V

### OWNERSHIP

No member shall have any right, title, or interest in or to the whole or any part of the property or assets of the Association, and no member shall be entitled to either the whole or any part thereof in the event of termination of his or her membership in the Association.

## ARTICLE VI

### MEETING OF MEMBERS

6.1 YEARLY MEETINGS. There shall be two (2) yearly meetings of the members, for the purpose of electing Directors and transacting such other business as may come before the meeting. Both meetings shall be held at a time and place established by the Board of Directors. The first (General Homeowners Meeting) shall be held in the month of May. The second (Budget Ratification Meeting) shall be held in the month of November, and shall include the presentation of the following year's Budget to the Association.

6.2 SPECIAL MEETINGS. The president of the Board of Directors may call a special meeting of the members for any purpose. A special meeting of the members may also be called by the members having at least one-thirtieth (1/30) of the total ownership interest in the lots, and in the event such is the case, it shall be the duty of the secretary, upon request in writing by such members, to call such a meeting of the membership, to be held at such time and place as the secretary may fix, not less than fourteen (14) days nor more than sixty (60) days after receipt of such request, and if the secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying therein the time and place of the meeting.

6.3 PLACE OF MEETINGS. All meetings shall be held at the principal office of the Association or such other place within King County, State of Washington, as may be designated by the Board of Directors.

6.4 NOTICE OF MEETINGS. Printed notice stating the date, place, and time of meetings, and in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than fourteen (14) nor more than sixty (60) days before the date of that meeting, either personally or by mail, by or at the direction of the president or secretary or the members calling the meeting, to each member of the Association. If mailed, such notice shall deem to be delivered when deposited in the United States Mail addressed to the member at his address as it appears in the records of this Association with postage thereon prepaid.

6.5 QUORUM. Members holding twenty percent (20%) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum at the members' meeting. The vote of a majority of the votes entitled to be cast by the members present and

represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirements and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

6.6 PROXIES. At all members' meetings, a member may vote by proxy, executed in writing by the member or by his attorney in fact. Such proxies shall be filed with the secretary of the Association before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy shall be invalid after eleven (11) months from the date of its execution.

6.7 SUSPENSION. The Association through its Board of Directors, has the right to suspend voting rights and rights to the use of the community areas and recreational facilities, if any, by any owner of a lot for a period during which an assessment against his lot remains unpaid and for a period not to exceed thirty (30) days for any infraction of the Associations' published rules and regulations.

## ARTICLE VII

### BOARD OF DIRECTORS

7.1 POWERS AND QUALIFICATIONS. The affairs of the Association shall be managed by a Board of Directors, who must be members of the Association.

7.2 NUMBER. The Association shall elect a five (5) - member Board of Directors, who with the Association shall manage and administer the Property in accordance with the Declaration and By-Laws. Each Director shall hold office for the term for which he or she is elected until his or her successor shall have been elected and qualified.

7.3 ELECTION AND TERM. The members of the Association shall elect two Directors to serve a term of three (3) years, two Directors to serve a term of two (2) years, and one Director to serve a term of one (1) year or until his or their respective successors are elected and qualified. The terms shall be staggered to provide, as nearly as possible, for the election of one-third (1/3) of the Board of Directors to occur each year. At the expiration of any terms, a Director may not be re-elected for at least one year after expiration of the term.

7.4 VACANCY. The Board of Directors shall have the power to fill by appointment any vacancy occurring in the Board and any Directorship to be filled by reason of any increase in the number of Directors as a result of amendment of these By-Laws. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. Any Director appointed by the Board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting. Should no quorum be reached at that meeting, elections may not be held, and the Director shall continue to serve as an appointed Director until an election can be held, or until he or she retires from the Board, whichever comes first. The Board shall, at that point, solicit volunteers for the vacant position.

7.5 REMOVAL. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association.

7.6 COMPENSATION. No Director shall receive compensation for any service he or she may render to the Association as Director. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties as Director.

## ARTICLE VIII

### MEETINGS OF THE BOARD OF DIRECTORS

8.1 MONTHLY MEETINGS. Regular meetings of the Board of Directors shall be held monthly, without notice, at such place, date, and time as may be determined by the Board of Directors.

8.2 SPECIAL MEETINGS. Special meetings of the Board of Directors may be held as deemed necessary, without notice, at such place, date, and time as may be determined by the Board of Directors.

8.3 NOTICE OF MEETINGS. No notice of regular meetings of the Board of Directors shall be required. Notice of the time and place of any special meeting shall be given by the secretary or by the person or persons calling the meeting by email or text, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends the meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of any special meeting.

8.4 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted and the Board may exercise all of its power.

## ARTICLE IX

### ACTION BY WRITTEN CONSENT

Any action required or permitted by the Articles of Incorporation, the By-Laws, the Declaration, or under the laws of the State of Washington, to be taken at a meeting of the Board of Directors of the Association may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Board of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

## ARTICLE X

### WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Association by the Articles of Incorporation, By-Laws or Declaration or by the laws of the State of Washington, a waiver thereof, in writing signed by the person or persons entitled to such notice, either before or after the time stated therein, shall be equivalent to giving of such notice.

## ARTICLE XI

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

11.1 The Board of Directors shall have the powers and duties necessary for the administration of the affairs thereof consistent with the purpose and objectives set forth in the Articles of Incorporation, Declaration, and By-Laws, and pursuant to the laws of the State of Washington. Without prejudice to the generality of the foregoing, the Board of Directors shall have the power and duty:

11.1.1 To adopt and publish rules and regulations consistent with the Articles of Incorporation, Declaration, and By-Laws governing the use of the common area and properties, if any, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

11.1.2 To exercise for the Association all powers, duties and authority vested in or delegated to this Association not reserved to the membership by the provisions of these By-Laws, the Articles of Incorporation, or the Declaration.

11.1.3 To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

11.1.4 To employ and remove at pleasure all officers, agents, employees, independent contractors, or such other persons as they deem necessary, prescribe their duties and fix their compensation.

11.1.5 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 meetings of the members or at any special meeting thereof.

11.1.6 To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

11.1.7 As more fully provided in the Declaration, to set the annual budget and allocate the assessment rate, provided, however, the assessment rate is subject to all terms and conditions of the Declaration.

11.1.8 To procure and maintain adequate liability insurance and to procure adequate hazard insurance on property owned by the Association

11.1.9 To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

11.1.10 To cause the common areas, if any, and any furniture, fixture, and mechanical equipment thereof to be administered, maintained, repaired, rebuilt or replaced in accordance and consistent with all applicable laws, ordinances, rules, and regulations now or hereafter made by any governmental authority, and with the provisions of the Articles of Incorporation of the Association, the Declaration, and these By-Laws

11.1.11 To make such expenditures as the Board deems expedient, provided, however, that the members of the Association, by resolution adopted by a two-thirds (2/3) vote at any meeting of the members, may restrict the amount of expenditures which can be made by the Board without prior approval of the members. The Board of Directors shall not have the power to borrow money on behalf of the Association in excess of ten percent (10%) of the asset value of the Association unless authorized by two-thirds (2/3) vote of the members of the Association at a meeting of the members.

11.1.12 To acquire by conveyance, contract, lease, or otherwise, property and rights of occupancy of property for the common benefit of the property of the members of the Association; to improve said property by the erection of structures and facilities to rent the same to members of the Association, all upon such terms and subject to such rules and regulations as the Directors may determine.

11.1.13 In the name of the Association to enforce and foreclose the lien of assessments of the Association as may be necessary for collection thereof.

11.1.14 To designate representatives to serve on the Architectural Control Committee, if any, and to enforce the provisions of the restrictive covenants and declarations pertaining to the lands served by this Association, by the institution of litigation, or otherwise.

11.1.15 The Board of Directors shall not make political or charitable donations of the Association funds or property.

11.1.16 The Board of Directors is not authorized to adopt or enforce discriminatory rules or regulations or restrictions, nor take any action based on race, religion, national origin, or sex.

## ARTICLE XII COMMITTEES

The Board of Directors may create committees, by resolution or resolutions passed by a majority of the Board, which to the extent provided in said resolution or resolutions or in other provisions of these By-Laws, shall have and may exercise the powers of the Board of Directors, or may perform advisory services as designated, regarding the management of the business and affairs of the Association.

## ARTICLE XIII

### OFFICERS AND THEIR DUTIES

13.1 PRESIDENT. The president shall be the principal executive officer of the Association and, subject to the Board's control, shall supervise and control all of the business and affairs of the Association. When present, he shall preside over all members meetings and over all Board meetings. He shall have all of the general powers and duties which are usually vested in the office of President of a non-profit corporation.

13.2 VICE PRESIDENT. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have the powers of and be subject to all the restrictions upon the president.

13.3 SECRETARY. The secretary shall: (a) keep the minutes of the members and Board meetings; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Association records and of the seal of the Association; (d) keep a register of the mailing address of each member as furnished to the secretary by each member; (e) and in general perform all duties incident to the office of Secretary.

13.4 TREASURER. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever; and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; prepare an annual budget and statement of income and expenditures to be presented to the members at their annual Budget Ratification Meeting; and in general perform all the duties incident to the office of Treasurer.

13.5 MEMBER AT-LARGE. The member at-large shall have no formally assigned duties.

## ARTICLE XIV

### LOANS PROHIBITED

No loans shall be made by the Association to any officer or to the Board of Directors.

## ARTICLE XV

### CONTRACTS, CHECKS AND DEPOSITS

15.1 CONTRACTS. The Board may authorize any officer(s), or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

15.2 CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be



signed by such officer(s) or agent(s) of the Association and in such manner as is from time to time determined by the Board.

15.3. DEPOSITS. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

#### ARTICLE XVI

##### FISCAL YEAR

The fiscal year of the Association shall end December 31.

#### ARTICLE XVII

##### ASSOCIATION SEAL

The seal of this Association, if the Board of Directors determines a seal is necessary, shall consist of the name of the Association, the state of its incorporation, and year of its incorporation.

#### ARTICLE XVIII

##### INDEMNIFICATION

To the full extent permitted by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Association or otherwise) by reason of the fact that he is or was a Director, officer or Transportation Coordinator of the Association, or is or was serving at the request of the Association as a Director or officer of another association, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Association has the power to indemnify under the law. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

#### ARTICLE XIX

##### AMENDMENTS

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by the Board at any regular or special meeting of the Board provided there has been at least fourteen (14) days' notice of the meeting, which notice shall include the proposed amendment to the By-Laws.

## ARTICLE XX

### BOOKS AND RECORDS

The Association shall keep current and complete books and records of account and shall have at least an annual audit, and shall keep minutes of the proceedings of its Board and committees having any authority of the Board.

## ARTICLE XXI

### RULES AND REGULATIONS

21.1 ADOPTION. The Board of Directors may, from time to time, and subject to the provisions of the Declaration, Articles of Incorporation, and these By-Laws, adopt, amend and repeal rules and regulations in order to preserve the benefit of Remington for all owners, their families, invitees, licensees and lessees, and for guests.

21.2 PROMULGATION. The secretary shall mail a true and correct copy of all rules and regulations or amendments thereto, to each member of the Association as appears on the membership roll of the Association at his last known address, and shall enter upon the records of the corporation his certificate of such mailing.

21.3 EFFECTIVE DATE. Any such rule of regulation or amendment thereto, adopted by the Board of Directors, shall be effective commencing thirty (30) days following the date of such mailing, unless the Board of Directors in adopting the same, shall specify some other effective date.

## ARTICLE XXII

### RULES OF PROCEDURE

The rules of procedure at the meetings of the Board of Directors or of the Association shall be rules contained in Roberts' Rules of Order of Parliamentary Procedure, as amended so far as applicable and when not inconsistent with these By-Laws, the Articles of Incorporation, or with any resolution of the Board of Directors.

## ARTICLE XXIII

### CONFLICTS

In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In case of any conflict between the Declaration and these By-Laws and the Articles, the Declaration shall control.

CERTIFICATION OF ADOPTION

The undersigned, being the Board of Directors of Remington Homeowners Association, hereby certify that the foregoing are the By-Laws adopted at the meeting of the Board of said Association held on the 11<sup>th</sup> day of May, 2016.

A. Nowacki

Tony Nowacki, President

Robyn Welch

Robyn Welch, Secretary

Paul Robbins

Paul Robbins, Treasurer

Shelley Gere

Shelley Gere, member At-Large