

WHEN RECORDED RETURN TO:
Marie Durbin, SLOA secretary
201 Lakeshore Dr.
Stevenson, WA 98648

DOCUMENT TITLE(S)
Amended and Restated By Laws of ~~Skamania~~ Skamania
Landing Owners Association, Inc.

REFERENCE NUMBER(S) of Documents assigned or released:
J/163 · 201178954

☐ Additional numbers on page _____ of document.

GRANTOR(S):
Skamania Landing Owners Association

☐ Additional names on page _____ of document.

GRANTEE(S):
Skamania Landing Owners Association

☐ Additional names on page _____ of document.

LEGAL DESCRIPTION (Abbreviated: i.e. Lot, Block, Plat or Section, Township, Range, Quarter):
Section 34 and 35, T2NR6EWM

☐ Complete legal on page _____ of document.

TAX PARCEL NUMBER(S):

☐ Additional parcel numbers on page _____ of document.

The Auditor/Recorder will rely on the information provided on this form. The staff will not read the document to verify the accuracy or completeness of the indexing information.

AMENDED AND RESTATED BYLAWS
OF
SKAMANIA LANDING OWNERS ASSOCIATION, INC.

Effective August 19, 2012, the bylaws of Skamania Landing Owners Association Inc. are hereby amended and restated as follows, and these Bylaws shall supersede those bylaws dated July 5, 1968, as amended

ARTICLE I
Purposes

SECTION 1. Purposes. This corporation shall be conducted as a non-profit, non-stock corporation for the purposes set forth in the Articles of Incorporation for the area situated in Skamania County, Washington, known as Township 2 North, Range 6 East W.M. , also known as Woodard Marina Estates, platted and recorded with the Skamania County Auditor in Book A, Pages 114-115.

SECTION 2. Corporate Powers. The corporation shall have power to levy and collect assessments, fees, penalties and other charges against its memberships and against the lots owned or purchased by them for the purposes in its Articles of Incorporation and Bylaws set forth, and to sell or forfeit their interest in the corporation for default with respect to any lawful provisions of said Articles of Incorporation and Bylaws and upon forfeiture of any such property as by law and in the Bylaws provided may transfer the membership of such defaulting membership.

SECTION 3. Amendment. The purposes for which this corporation was created, may not be altered, modified, enlarged or diminished during its first year of operation, without prior written approval of the Federal Housing Administration, but after said year has elapsed, may be so altered by the vote of sixty seven percent (67%) of the memberships in attendance or by proxy at a duly called membership meeting

ARTICLE II
Membership

SECTION 1. Ownership. The membership of the corporation shall consist of and be limited to the owners of lots located in Woodard Marina Estates according to the original plat thereof and to all lots added to the original plat or subdivision, provided said addition receives the approval of sixty seven percent (67%) of the Board of Trustees of the corporation at a duly called Board meeting. Ownership of said lots shall be determined by reference to the official tax parcel records of the Skamania County, Washington Assessors Office. For purposes of these Bylaws, the Declaration of Rules and Regulations (collectively hereinafter referred to as "CC&Rs") and all other rules and regulations of the corporation, the terms corporation, association, community and Skamania Landing Owners' Association (hereinafter SLOA) are synonymous; and the terms land, tract, lot, parcel and tax parcel are synonymous.

Each owner or owners shall have one membership regardless of the number of lots so owned or purchased, and the interest of each membership shall be equal to that of any other

membership. No membership can acquire any interest which would entitle it to any greater voice, vote or authority in the corporation than any other membership. If any lot or lots are held jointly or as tenants in common by two or more persons or legal entities, the several owners of such interest shall be entitled collectively to one membership.

A lot held in joint, common or other collective ownership has a membership only if the person or legal entities owning fifty percent (50%) or more of the legal or beneficial interest therein are not otherwise already a part of another membership.

Owners of rental, investment and undeveloped lots are members of the corporation, subject to the provisions of this Section 1, but tenants and guests are not.

Lots held in the name of a trust, partnership, corporation or any other legal entity shall be treated for these purposes as if held in the name of the legal or beneficial owners thereof.

SECTION 2. Voting. Except as otherwise provided in these Bylaws, no vote by a membership shall be allowed unless the membership is represented in person or by proxy.

SECTION 3. Transfer of Membership. All Memberships shall be inseparably appurtenant to lots owned, and upon transfer of ownership, or sale of any such lots, membership shall ipso facto be deemed to be transferred to the transferee or purchaser. No membership may be transferred, assigned, or in any manner conveyed other than in the manner hereinbefore set forth. 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. In the event of the death of all persons, or the dissolution of the legal entity owning a membership, that membership shall become the property of the personal or legal representative of such deceased or dissolved owners upon his or her appointment and qualification as such in a judicial proceeding, and such personal or legal representative shall have all the rights, privileges and liabilities of the deceased or dissolved owners' membership until title shall be transferred.

SECTION 4. Forfeiture. No membership shall be forfeited nor membership be expelled except upon foreclosure for non-payment of assessments, fees, penalties and other charges and no membership may withdraw except upon transfer of title to the real property to which the membership is appurtenant, as elsewhere herein provided. No compensation shall be paid by the corporation upon any transfer of membership and no membership that is transferred shall be entitled to share or participate in any of the property or assets of the corporation.

SECTION 5. Prohibition of Use of Facilities. In the event that any owners of a membership of this corporation, his or her family, guest, lessee, renter or tenant shall violate the Articles of Incorporation or Bylaws of this corporation, the CC&Rs, or any other rules and regulations established by the Board of Trustees, such persons or membership may be prohibited from using the facilities and enjoying the benefits of this corporation for such a period as the Board of Trustees shall direct.

SECTION 6. Associate Memberships. The Board of Trustees may approve and grant Associate Membership in the corporation to any person or household located on Skamania Landing Road, but outside of Woodard Marina Estates. Associate membership shall entitle

the person or household to use the services and facilities of the corporation upon payment of applicable assessments, fees, penalties and other charges as set by the Board of Trustees, to participate in the community water system, to participate in meetings without voting rights, and to serve as officers and employees of the corporation. Associate Memberships shall be bound by these Bylaws and all rules and regulations pertaining to the use of the services and facilities of the corporation and to the payment of assessments, fees, penalties and other charges under these Bylaws. All other CC&R and Architectural Review Committee rules shall not apply to Associate Memberships, unless voluntarily assumed by an Associate Membership.

ARTICLE III Dissolution

In the event of the dissolution of the corporation its affairs shall be wound up in accordance with the Washington State Non-Profit Corporation Act, after which each membership shall receive its pro rata proportion of the property and assets of the corporation after all of its debts have been paid.

ARTICLE IV Trustees and Officers

SECTION 1. Board of Trustees. Corporate powers of the corporation shall be vested in a Board of Trustees. The number of trustees who shall manage the affairs of the corporation shall be five. At any meeting or special meeting called therefor the membership may increase or decrease the number of trustees to any number not more than nine or less than three.

SECTION 2. Trustee Term. Trustees shall be elected to serve for two years, or until their successors are elected and duly qualified pursuant to these Bylaws.

SECTION 3. Ownership. Each trustee shall be an owner of a membership who shall not have lost his or her right to vote by reason of having disposed of all land or lots to which his or her membership is appurtenant.

SECTION 4. Change of Ownership. In the event a trustee ceases to be the owner of any land or lot to which his or her membership is appurtenant, he or she shall thereby cease to be a trustee and his or her office shall become vacant upon written notification without action other than to spread such fact upon the minutes of the Board of Trustees. A Trustee affected by this Section 4. shall inform the Board of Trustee as soon as he or she is aware that his or her ownership of a membership has been transferred to another person or entity.

SECTION 5. Election of Officers. At the first meeting of the Board of Trustees after each annual meeting of the membership, the Board of Trustees shall elect a President, Vice-President, Secretary and Treasurer. The Board may also at any time appoint an executive secretary and/or assistant secretary and/or assistant treasurer. Officers of the corporation so elected shall hold their offices for the term of one year and until their successors are qualified pursuant to these Bylaws. Any officer may be suspended or removed by a majority vote of all the trustees.

SECTION 6. Compensation. No trustee or officer, except the executive secretary and/or assistant secretary and/or assistant treasurer shall receive any salary or compensation from the corporation.

SECTION 7. Vacancies. Any vacancy occurring in the Board of Trustees shall be filled by appointment by a majority of the remaining trustees. The person so appointed shall hold office until the next duly called meeting of the membership of the corporation, at which time the vacancy shall be filled by election by the membership in the regular manner for the remainder of the original terms.

SECTION 8. Removals. Any Trustee may be removed at any time with or without cause by majority vote of membership voting at a duly called membership meeting.

ARTICLE V Meetings

SECTION 1. Annual Membership Meetings. Annual meetings of the membership of the corporation shall be held at the principal place of business of the corporation or at such other place as the Board of Trustees may elect. The annual meetings shall be held on the last Sunday each June, unless rescheduled to a different date by a majority vote of the Board of Trustees. Such rescheduling will only be valid if made more than twenty one (21) days before the regular June date of the annual membership meeting or the new rescheduled meeting, whichever is earlier. If the regular date of the annual membership meeting is so rescheduled, a special notice of such postponement and rescheduling shall be delivered by hand or sent prepaid by first-class United States mail or electronic communication to the mailing address or other such address as designated by each membership within fourteen (14) days before the originally scheduled regular annual membership meeting or the new rescheduled meeting, whichever is earlier. Notices sent by email shall be valid if it complies with the requirements of Section 4 of this Article V and RCW 24.03, as amended from time to time.

SECTION 2. Special Membership Meetings. Special meetings of the membership may be called at any time by the President or a majority of the Board of Trustees or by memberships having ten percent (10%) of the votes in the corporation.

SECTION 3. Notice of Membership Meetings. Notice of any annual or special membership meeting shall be given to all memberships by the Secretary not less than fourteen (14) nor more than sixty (60) days in advance of the meeting. Notice shall be delivered by hand, or sent prepaid by first-class United States mail or electronic communication to the mailing address or other such address as designated by the membership. The notice of any such meeting shall state the time and place of the meeting and the business to be placed on the agenda by the Board of Trustees for a vote by the membership, including, but not limited to, the general nature of any proposed amendment to the articles of incorporation, bylaws, CC&Rs, approval of any budget or changes in the previously approved budget that result in a change in assessment obligation, and any proposal to remove a trustee. Notices sent by email

shall be valid if it complies with the requirements of Section 4 of this Article V and RCW 24.03, as amended from time to time.

SECTION 4. Electronic Communications. Notices to memberships and trustees in an electronic transmission that otherwise complies with the requirements of this Article V are effective only with respect to memberships and trustees who have consented, in the form of a record, to receive electronically transmitted notices. A membership or trustee who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted. A membership or trustee who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Meetings of the membership and the Board of Trustees may be conducted in whole or in part by electronic means, provided that all persons attending such meeting are able to communicate with all other attending persons. Persons unable to attend a meeting in person may participate by electronic means provided that, in the opinion of the President of the Board, such means are available and electronic participation will not disrupt the conduct of the meeting.

SECTION 5. Membership Quorum and Voting. At all annual and special meetings of the membership, thirty-four percent (34%) of all of the memberships of the corporation appearing in person or by proxy shall constitute a quorum for the transaction of business. Each membership shall be entitled to one vote. A membership may exercise its right to vote by proxy.

SECTION 6. Trustee Meetings. Meetings of the Board of Trustees shall be called at any time by the Secretary on order of the President or of a majority of the Board of Trustees. The Secretary shall give each trustee notice, personally, verbally, by prepaid United States mail, electronic communication, or by telephone, of all regular and special meetings at least five (5) days previous thereto. The notice of any such meeting shall state the time and place of the meeting and the business to be placed on the agenda. Any defect in said notice shall be waived by any Trustee who attends the meeting so called, unless he or she so states his or her objection to the meeting at its commencement of the meeting. Notices sent by email shall be valid if it complies with the requirements of Section 4 of this Article V and RCW 24.03, as amended from time to time. The Board shall keep minutes of all actions taken by the board, which shall be available to all memberships.

SECTION 7. Trustee Voting. At all meetings of the Board of Trustees, a majority of all of the Trustees who appear in person shall constitute a quorum for the transaction of business. Each Trustee shall be entitled to one vote.

SECTION 8. Open Trustee Meetings. All meetings of the Board of Trustees shall be open for observation by the membership or their agents, except that by an affirmative vote in open meeting, the Board may vote to go into closed executive session to consider personnel matters, consult with legal counsel or consider communications with legal counsel; and discuss likely or pending litigation, matters involving possible violations of the governing documents of the association, and matters involving the possible liability of a membership to

the association. The motion to go into closed session shall state specifically the purpose for the closed session. Reference to the motion and the stated purpose for the closed session shall be included in the minutes. The Board shall restrict the consideration of matters during the closed portions of meetings only to those purposes specifically exempted and stated in the motion. No motion, or other action adopted, passed, or agreed to in closed session may become effective unless the Board of Trustees, following the closed session, reconvenes in open meeting and votes in the open meeting on such motion, or other action which is reasonably identified. The requirements of this Section 8 shall not require the disclosure of information in violation of law or which is otherwise exempt from disclosure

ARTICLE VI Powers and Duties of Trustees

Subject to limitations in the Articles of Incorporation and the Bylaws and the laws of the State of Washington, all powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation 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 powers:

- (a) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations not inconsistent with law, the Articles of Incorporation, the Bylaws or the CC&Rs, as they may deem best.
- (c) To charge and/or assess the lots or land owned by memberships as herein more particularly set forth.
- (d) To cause to be kept a complete record of all minutes and acts and to present a full statement to the regular annual meeting of the membership showing in detail the condition of the affairs of the corporation.
- (e) Actions taken by the Board of Trustees that do not require approval of the membership may be amended or repealed by majority vote of memberships at a duly called membership meeting.

ARTICLE VII Duties of Officers

SECTION 1. President. The President shall preside at all meetings of the trustees and the memberships; he or she shall sign as President all contracts or other instruments in writing authorized by the Board of Trustees; he or she shall call special meetings of the trustees or of the memberships whenever he or she deems it necessary; he or she shall have and exercise under the direction of the Board of Trustees the general supervision of the affairs of the

corporation; he or she shall be responsible for the enforcing of the Articles of Incorporation, the Bylaws, CC&Rs and any other rules and regulations established by the Board of Trustees and levying such penalties as provided for in these Bylaws and approved by the Board.

SECTION 2. Vice-President. The Vice-President shall preside at all meetings in the absence of the President, and in case of the absence or disability of the President shall perform all other duties of the President which are incidental to his or her office.

SECTION 3. Secretary. The Secretary shall issue all notices and shall attend and keep the minutes of all meetings; he or she shall have charge of all corporate books, records and papers; he or she shall be custodian of the corporate seal, shall attest his or her signature and impress with the corporate seal all written contracts of the corporation, and shall perform all such other duties as are incidental to his or her office.

SECTION 4. Treasurer. The Treasurer shall keep safely all moneys and securities of the corporation and disburse the same under the direction of the Board of Trustees. He or she shall cause to be deposited all funds of the corporation in a bank selected by the trustees. Separate accounting shall be kept for each different assessment, charge or fee imposed on memberships unless the Board of Trustees direct otherwise. At each annual meeting of the memberships, and at any time directed by the memberships or the trustees, he or she shall issue and present a full statement showing in detail the condition of the financial affairs of the corporation.

SECTION 5. Other Officers. The executive secretary and/or assistant secretary and/or assistant treasurer, if appointed by the Board of Trustees, shall perform such duties as may be designated by it.

SECTION 6. Concurrent Officers. Any officer, other than the President, may occupy two offices concurrently if the Board of Trustees so directs.

ARTICLE VIII Fees, Assessments and Charges

SECTION 1. The memberships of the corporation shall be liable for the payment of such fees, charges, assessments and penalties as may from time to time be fixed and levied by the Board of Trustees pursuant to the Articles of Incorporation, these Bylaws and CC&Rs. The listing, amount and terms of all such fees, charges, assessments and penalties are listed in APPENDIX I to these Bylaws, which are incorporated herein by reference, and are subject to revision and amendment as provided herein. Payments received from membership shall first be applied by the corporation to any penalties owed, then to other assessments, fees or charges and lastly to any water usage fees owed.

SECTION 2. Annual Membership Lot Fee. An annual fee shall be paid by memberships for each separate lot owned by each membership. Ownership of said lots shall be determined by reference to the official tax parcel records of the Skamania County, Washington, Assessors Office. This Membership Lot fee is separate and apart from other fees, assessments and charges. This fee shall be uniform for all lots owned by memberships. without any distinction or preference of any kind, except that memberships owning an undeveloped lot shall be

entitled to a twenty five percent (25%) discount from the general annual membership fee for developed lots. A lot shall be considered "developed" if it has a partially or fully built house or other building on it such as a garage or shop, and a lot shall be considered "undeveloped" if it has no partially or fully built house or other building on it, such as a garage or shop.

SECTION 3. Special Assessments and Fees. A special assessment may be levied on each separate lot owned by memberships for any lawful corporation purpose. Other fees and charges may be levied on each lot, memberships, users of services and guests. These may include water, utilities, maintenance and repairs of corporation property, and any other lawful corporation activity. Special assessments, fees, and other charges shall be uniform among classes of persons so assessed or charged without any distinction or preference of any kind, except that water and other user fees may be based on usage. All assessments, fees and charges relating to the water system and water delivery shall be kept separate and apart on the books of the corporation from other revenues of the corporation, as shall any other fee, assessment or charges so designated by the Board of Trustees.

SECTION 4. Lot Sale Fee. Upon the purchase of a lot in Woodard Marina Estates that is therefore subject to the CC&Rs, other rules and regulations of the Association and these Bylaws, the membership appurtenant to said purchased lot shall pay to the Association a Lot Sale Fee. The Lot Sale Fee shall be paid out of escrow at the closing of the sale of said lot.

SECTION 5. Water Hookup Fee - All memberships who apply to the SLOA Architectural Review Committee for approval of a new water hookup to the community water system, pursuant to Article X of these Bylaws, shall pay a Water Hookup Fee at the time of such application for such approval. Any such application shall be not be unreasonably denied by the SLOA Architectural Review Committee.

SECTION 6. Monthly Penalty Fee. If a membership, tenant or guest of a membership violates the terms of these Bylaws or the CC&Rs or any other lawfully promulgated rule of the Board of Trustees or SLOA Architectural Review Committee, the so affected membership shall be notified in writing by the President or other officer of the corporation, with a specific description of the violation, the steps required of the membership to remedy the violation, a request that the violation be remedied within thirty (30) days and notification that monthly penalty fees pursuant to this Section 6 may be imposed after the thirty (30) day period if the violation is not remedied. If the President or Board of Trustees decides that such violation has not been remedied within thirty (30) days of the prior notice, he, she or it shall have the authority to assess a monthly financial penalty, set out in Appendix I, for every month the violation has not been remedied. Any such financial penalty shall be enforceable in any manner set out in this Article VIII, Sections 8. The notice required under this Section 6 shall be delivered by hand, or sent prepaid by first-class United States mail or electronic communication to the mailing address or other such address, as designated by the membership. Notice sent by email shall only be valid if it complies with the requirements of Article V, Section 4 of these Bylaws.

SECTION 7. Amount of Charges. The listing, amount and terms of assessments, fees, penalties and other charges, as set out in the Appendix I to these Bylaws, may be revised or amended only by a sixty percent (60%) vote of the memberships attending a duly called

membership meeting at which a quorum is present.

SECTION 8. Enforcement. From time to time, as and when any such assessments, fees, penalties and other charges in these Bylaws are levied, each membership with respect to the land or lot therein to which the membership is appurtenant, shall pay the amount of such assessments, fees, penalties and other charges to the corporation, at its office, within thirty (30) days after the mailing of the notice of such assessment, fees, penalties and other charges to the memberships, together with all expenses, attorney's fees and costs reasonably incurred in enforcing the same, and shall be a lien upon said land or lot and the membership appurtenant thereto, superior to any and all other liens, except as specified in Section 9 of this Article VIII, created or permitted by the owner of such land or lot and enforceable by foreclosure and other legal proceedings in the manner provided by law for foreclosures of mortgages, deeds of trust, and other legal proceedings upon land or lot.. The procedure for imposing and foreclosing on liens under this Section 8 shall be as follows:

(a) If the amount of any such assessments, fees, penalties and other charges owing to the corporation remains unpaid sixty (60) days after the mailing to the membership of the notice of such assessment, fees, penalties and other charges; and a satisfactory installment payment plan has not been agreed to and implemented, the corporation will deliver to the so affected membership a "Notice of Intent to File a Lien" specifying that a lien will be filed against the land or lot appurtenant to the membership with the Skamania County Auditors Office if the assessments, fees, penalties and other charges are not paid within 30 days from the date of the "Notice of Intent to File a Lien".

(b) If the amount of any such assessments, fees, penalties and other charges owing to the corporation remains unpaid thirty (30) days after the mailing of the "Notice of Intent to File a Lien", the corporation may file such a lien with the Skamania Country Auditor's Office.

(c) If the amount of any such assessments, fees, penalties and other charges owing to the corporation remains unpaid ninety (90) days after their original due date, the corporation may proceed to legally foreclose on the affected land or lot.

(d) If the amount of any such assessments, fees, penalties and other charges owing to the corporation is fully paid, or the terms of an agreed upon installment payment plan are being met, the lien will be removed from the subject lot or land and any commenced foreclosure legal actions will be terminated, provided that the so affected membership has paid, or begun to meet any agreed upon installment plan, to reimburse the corporation for its legal costs in filing the lien and commencing any such legal action.

(e) The corporation shall attempt to accommodate any membership's personal financial hardship in paying the amount of any such assessments, fees, penalties and other charges owing to the corporation and may provide for the creation of a reasonable agreed upon monthly or other periodic installment payment plan to assist the membership in meeting its financial obligations to the corporation. Such an installment payment plan shall not be unreasonably withheld and shall be designed to result in the full payment of all currently-

owed fees, charges, assessments and penalties of said membership before the next regularly-scheduled invoice for subsequently-owed assessments and fees is delivered to that membership. While such an installment plan is in effect and its terms are being followed, no enforcement action under this Article VIII shall be undertaken against said membership.

(f) Any membership that receives any of the notices or actions from the corporation specified in this Article VIII, Sections 8 & 10, may appeal or challenge the notice or action to the Board of Trustees by sending a written notice requesting a meeting with the Board which is delivered by hand, by US mail or electronic communication to any officer of the corporation. Once said notice is received, a quorum of the Board of Trustees shall hold a meeting with said membership to hear the appeal or challenge within thirty (30) days of having received the membership's notice. If the meeting can not be scheduled because of scheduling issues in achieving a quorum of the Board within the specified thirty (30) day period, all further enforcement action under this Section 8 shall be held in abeyance until said meeting can be held. If said meeting is scheduled but no representative of said membership can attend the scheduled meeting within forty five (45) days of their notice to the Board, the abeyance shall be removed and the enforcement procedures under this Section 8 shall continue. At a meeting held between the Board of Trustees and membership representative, the Board will hear the challenge and appeal of the membership of the notice and action taken against the membership. After the challenge and appeal is heard by the Board, the Board will make a decision within five (5) days by majority vote on the challenge and appeal and shall issue its decision as to whether to enforce, modify or cease the enforcement action against said membership under this Section 8. That decision shall be communicated within five (5) days of its decision in the manner specified in this Section 8 (g) for all notices.

(g) All notices required of the corporation under this Section 8 shall be delivered by hand or sent prepaid by first-class United States mail or electronic communication to the mailing address, or other such address, as designated by the membership. Notices sent by email shall be valid if it complies with the requirements of Article V, Section 4 of these Bylaws.

SECTION 9. Deeds of Trust. First mortgage or deeds of trust liens placed upon any of said lots which are recorded in accordance with the laws of the State of Washington shall be, from the date of the recordation of such, superior to such assessments and the liens resulting therefrom as are levied by the corporation subsequent to the date of the recordation of the first mortgage or deeds of trust: provided however, that the corporation is notified in writing of such first mortgage or deed of trust within thirty days after recordation of such.

SECTION 10. Additional Water Fee Enforcement. In addition to the provisions of Section 8 of this Article VIII to enforce the payment of any assessments, fees, penalties and other charges authorized under these Bylaws, the Board of Trustees may approve disconnecting the water service to any lot appurtenant to a membership not fully paying any required water usage fees.. The disconnection of a lot's water service shall only occur sixty (60) days after the initial notice of such water usage fee being due, and thirty (30) days after a notice is delivered to the affected membership that their water service will be disconnected in thirty (30) days time if payment is not received by that time. The notice required under this Section 10 shall be delivered by hand, or sent prepaid by first-class United States mail or electronic

communications to the mailing address or other such address, as designated by the membership. Notices sent by email shall be valid if it complies with the requirements of Article V, Section 4 of these Bylaws.

SECTION 11. Effective Date. All Sections of this Article VIII shall become effective upon the date of adoption of these Amended and Restated Bylaws, except for those provisions of Section 2 (Annual Membership Lot Fee) and Section 3 (Special Assessments and Fees) that state a) these fees and assessments shall be owed by each separate lot owned by a membership and b) the provision for a twenty five percent (25%) reduction in the Annual Membership Lot Fee for undeveloped lots. Those specific provisions of said Sections 2 and 3 shall become effective on March 31, 2014. Before those stated specific provisions become effective, the fees and assessments in Sections 2 and 3 shall continue to be paid per each membership of the community, as it was done before the adoption of these Amended and Restated Bylaws. All other provisions of this Article VIII, including those in Section 2 and 3, shall become effective upon the adoption of these Bylaws.

ARTICLE IX Budgets and Financial Records

SECTION 1. Annual Budget. The Board of Trustees shall adopt an annual budget setting forth the budgeted and actual revenue and expenses for the prior fiscal year and the projected revenue and expenses for the current fiscal year.

SECTION 2. Timing. Within thirty (30) days of adoption of the annual budget by the Board of Trustees, the Board shall set a date for a meeting of the membership for the ratification by the membership. The notice to memberships of such a membership meeting, pursuant to Article V of these Bylaws shall include copies of the proposed budget, or a summary of the budget proposal. The budget meeting may be combined with the annual meeting or any special meeting of the membership.

SECTION 3. Ratification. The proposed budget shall be deemed ratified by the membership unless a majority of all memberships reject, in person or by proxy, the budget at a duly called membership meeting. A quorum is not necessary in order to ratify the budget, but is required for any other business taking place at the meeting. In the event the proposed budget is rejected, or the required notice is not given, the last annual budget properly ratified shall be continued until such time as the memberships ratify a subsequent budget proposed by the Board of Trustees.

SECTION 4. SLOA Financial Records. The financial records of the Association shall be open to examination by the memberships, mortgagors and their authorized agents upon reasonable notice during normal business hours.

SECTION 5. Audit. In any year in which the total amount of assessments, fees and charges equal or exceed fifty thousand dollars (\$50,000), the financial records of the Association shall be audited by an independent certified public accountant, unless such audit is waived by a sixty seven percent (67%) vote of the memberships voting at a duly called membership meeting.

ARTICLE X

SLOA Architectural Review Committee

SECTION 1. Function and Composition. The SLOA Architectural Review Committee (hereinafter ARC) shall be comprised of five (5) members selected in the following manner: Three committee members shall be elected by the membership at the annual or any special membership meeting. The President and Vice-President shall automatically be members of the Committee. All members elected to the Committee shall serve for two (2) years. The President and Vice-President shall serve during the terms of their respective offices. This Committee shall have as its function, to approve the location, design, and construction of all structures, fences, buildings and facilities that are proposed to be built or installed upon any of the lots of memberships and to enforce, with the approval of, and under the supervision of, the Board of Trustees, all the rules and regulations of the community and provisions of the CC&Rs, as amended.

SECTION 2. Authority. All memberships of the corporation must obtain approval of the ARC before commencing construction or the external remodel of any structures or facilities upon a lot to which their membership is appurtenant, and pay the Water Hookup Fee for any requested approval of a new water hookup to the community water system for said lot pursuant to Article VIII, Section 5 of these Bylaws. A violation of any of the rules and regulations of the community, these Bylaws and the CC&Rs discovered by the ARC shall be remedied by the membership responsible for the violation, within thirty (30) days of notification to the affected membership. If any membership fails to remedy such violation, the Board of Trustees shall have the power to revoke such a membership's community, park and marina privileges, and impose any other enforcement actions provided in the CC&Rs and Article VIII of these Bylaws, until such violations have been remedied. Any decision of the ARC shall be binding upon the affected membership, subject to an appeal to the Board of Trustees pursuant to the provisions of Article VIII, Section 8(f).

SECTION 3. Written Rules. The ARC shall formulate and approve, by majority vote of its members, a set of written rules, regulations, restrictions and procedures, entitled the "Architectural Review Committee Rules and Regulations," which shall be exercised reasonably by the ARC under the circumstances existing with respect to all applications and community issue under its purview. The rules shall be written down, shared with all community memberships and may be amended from time to time in the same manner they were approved under this Section 3. Such rules may be added, repealed or revised by majority vote of the Board of Trustees. The approved rules of the ARC, as modified, shall be attached to these Bylaws for reference purposes only.

SECTION 4. Outdoor Signs. The ARC and Board of Trustees may prescribe reasonable rules relating to the time, placement and manner of display of outdoor political, for-rent, for-sale and yard- or garage-sale signs as long as those rules are consistent with the CC&Rs. However, the ARC and Board of Trustees shall not prohibit the outdoor display of political signs by a tenant or person owning a membership on that membership's lot within four (4) months before any primary or general election, nor prohibit the outdoor display of the flag of the United States on such a membership's lot.

SECTION 5. Waste. The ARC and Board of Trustees may prescribe rules for the storage and disposal of waste and debris on membership and Association-owned property. In no event shall hazardous or toxic waste be stored on membership or Association-owned property except as permitted by law.

SECTION 6. Aesthetic Rules. The ARC and Board of Trustees may prescribe rules relating to visual, aesthetic or other nuisances or blight, and noise pollution, and take appropriate action for their abatement. These may include rules relating to the number, size and placement of boats, recreation vehicles and other vehicles on memberships' property and the streets, parks, beaches and marina of the Association.

ARTICLE XI Covenants, Conditions, Restrictions and Other Rules

SECTION 1. Incorporation and Amendment. The Declaration of Restrictions, Conditions and Covenants ("CC&Rs"), approved by the corporation on September 20, 1968, as amended on May 5, 1974, are incorporated herein by this reference and attached to these Bylaws as APPENDIX II. The CC&Rs may be amended from time to time by a sixty seven percent (67%) vote of the memberships in attendance or by proxy at a duly called membership meeting.

SECTION 2. Facilities Rules. The Board of Trustees is authorized to impose rules for the usage of the Marina, dock, parks, common areas and other corporation facilities, and amend them from time to time. Such rules may be added, repealed or revised by majority vote of memberships voting at a membership meeting duly called under these Bylaws..

ARTICLE XII Tenants and Guests

SECTION 1. Membership Responsibilities. These Bylaws, the CC&Rs and all duly adopted community and Architectural Review Committee rules and regulations (collectively referred to as the "Green Book") apply to all persons on property within Woodard Marina Estates. Memberships shall be responsible for the actions of their tenants, lessees, contractors, employees and guests that violate the Green Book. Memberships shall provide a copy of the Green Book to tenants or lessees of their lot or lots and all such tenants and lessees shall acknowledge in writing to the President, Vice President or Secretary of SLOA the receipt of a copy of the Green Book and agree to be subject to its terms.

SECTION 2. Use of Facilities. Tenants and guests are entitled to use the Association's roadways, parks, beaches, marina, lake and other facilities only with the permission of a membership. The Board of Trustees or individual Board Members may require that evidence of such permission be produced upon request, and may further require that an owner of a membership accompany his or her guests if the situation warrants it.

SECTION 3. Short Term Rentals. No short-term rental of less than ninety (90) days of developed or undeveloped property is permitted except upon express approval of the Board of

Trustees, excepting month-to-month tenancies that continue after the required initial ninety (90) day period has expired.

SECTION 4. No Membership. Tenants or lessees shall not be owners of a membership in the corporation based upon their tenancy. However, tenants or lessees may serve as officers or agents of the corporation, and may vote the proxy of memberships in good standing.

SECTION 5. Restrictions on Number of Tenancies in the Community. The number of houses in the community rented or leased to persons or legal entities that do not have memberships shall be limited to no more than twenty five percent (25%) of the houses located in the community. If the number of houses rented or leased in the community is over twenty five percent (25%) at the time of the effective date of this Section 5, all such rented or leased houses shall be allowed to continue as a rented or leased house until it becomes unrented or leased for more than six (6) consecutive months. Once it becomes not rented or leased for more than six (6) months, the provisions of this Section 5 shall apply. If the number of houses rented or leased in the community is over twenty five percent (25%) at the time a membership wishes to rent or lease a previously not rented or not leased lot to which their membership is appurtenant, they may apply to the Board to be included on a "waiting list" that will be kept by the Board in chronological order of membership applications. When the number of houses rented or leased in the community goes below twenty five percent (25%) the membership who has been on the waiting list the longest shall be provided permission to rent their lot.

SECTION 6. Enforcement. Any membership wishing to rent a house on its lot shall first apply to the Board of Trustee for permission to rent said membership's house. The Board may only refuse said application to rent a house if more than twenty five percent (25%) of the houses located in the community are already rented. If said application to rent is refused, that membership may apply to the Board to be included on a "waiting list" under this Article XII, Section 5. If said application to rent is refused, said membership may not rent the so affected house. A violation of any provision of this Article XII by a membership may result in a penalty being applied and enforced against the membership by the Board of Trustees pursuant to the provisions of Article VIII, Sections 6, and 8.

ARTICLE XIII Membership Service

All memberships of the corporation are encouraged to perform community service to the corporation and the community on a regular basis. Such service may consist of serving as an officer, on the Board of Trustees, on a standing or ad hoc committee, performing business services, or in helping to maintain the common property of the corporation in a safe, attractive and usable manner. Persons not able to provide such services on their own due to age, infirmity, absence or other reason, may arrange for others to do so in their stead at their own expense.

ARTICLE XIV Amendments

Except as otherwise provided in these Bylaws or by applicable law, these Bylaws may be

amended by a vote of sixty seven percent (67%) of all memberships of the corporation in attendance or by proxy at a duly called membership meeting.

ARTICLE XV
Titles

All titles in these Bylaws are added for reference purposes only and are not intended to limit or define any of the substantive terms therein.

ARTICLE XVI
Date of Adoption

These Amended and Restated Bylaws are duly adopted by the Corporation at a duly called membership meeting on the 19th day of August, 2012.


Marie Durbin
Secretary

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APPENDIX I


Amounts of Assessments, Fees and Charges

1. Annual Membership Lot Fee: The Annual Membership Lot Fee is \$270.00 for each developed lot owned by a membership, and \$ 202.50 for each undeveloped lot owned by a membership, which is billed in advance and may be billed bi-annually.
2. SBA Loan for Dock Restoration Assessment: An assessment to repay a Small Business Administration (SBA) loan, provided for the purposes of repairing the previously damaged dock is \$40.00 per lot per year. This assessment shall expire when the loan is fully repaid, and is billed in advance and may be billed bi-annually.
3. Water System Improvement Assessment: An assessment to help repay a State of Washington loan to expand and improve the well and water system is \$ 180.00 per lot per year. This assessment shall expire when the loan is fully repaid, and is billed in advance and may be billed bi-annually.
4. Water Users Fee: Every lot with a water hookup to the community water system shall pay the water user's fee of \$250.00 per year, which is billed in arrears and may be billed bi-annually.
5. Lot Sale Fee: Upon the purchase of a lot in the community, the membership appurtenant to said purchased lot shall pay to the Association a Lot Sale Fee in the amount of \$500.00.
6. Water Hookup Fee: All memberships who apply to the SLOA Architectural Review Committee for approval of a new water hookup to the community water system shall pay a Water Hookup Fee in the amount of \$1,500 at the time of such application for approval.
7. Key Charges: Keys for the dock gate lock and any other locks authorized by the Board of Trustees shall be provided to memberships at a charge of \$10 each, refundable when the key(s) are returned.
8. Landscaping, Maintenance and Repair Charges: The Board of Trustees may direct the landscaping, maintenance and repair of any lot that is not maintained in a clean, safe and proper manner, after reasonable notice to the membership, except in case of safety emergencies where no notice is required, and may charge the membership for the actual cost incurred.
9. Monthly Penalty Fees - The setting of a penalty fees for nonpayment of assessments, fees, penalties and other charges authorized under these Bylaws shall be set by a majority vote of the Board of Trustees, but in no event shall exceed \$100 per month.

10. Late Fees – If any membership fails to pay the amount of any assessments, fees, penalties and other charges to the corporation, due under the Bylaws, within thirty (30) days after the mailing of the notice of such assessment, fees, penalty or charges, shall be charged a late fee in the amount of five percent (5%) per month of the amounts unpaid.

11 Legal Fees: If the Board of Trustees imposes a lien or takes other legal action against a membership, as authorized by these Bylaws, the so affected membership shall pay the corporation's actual and reasonable legal expenses.

Amended and effective, as of the 19th day of August, 2012.


Marie Durbin
Secretary

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