

BYLAWS

of

ALPENTAL COMMUNITY CLUB, INC.

A Nonprofit, Nonstock Corporation

The following shall be the Bylaws of the Alpentel Community Club, Inc.

ARTICLE I - MEMBERSHIP

Section 1. There shall be one membership in this corporation for each lot in the subdivision of Alpentel and any other residential subdivision of real property made by Alpentel Land Co., a partnership, in proximity to Alpentel in King County, Washington. One membership shall be appurtenant to and not severable from the title to one such lot. No membership may be assigned or transferred voluntarily or by operation of law except in conjunction with the transfer of title to a lot to which it is appurtenant. Each membership shall stand in the name of the owner or owners of the lot appearing of record in King County, Washington, except in the case of the sale of a lot by contract. A contract vendee shall be entitled to membership until the vendee's interest is terminated or forfeited of record, and in case of an unrecorded contract or forfeiture, the vendor's notice to the corporation of the sale contract or forfeiture thereof shall be deemed record notice and the corporation shall be bound thereby from an owner of record.

Section 2. Each membership shall entitle the persons owning or residing on the lot to which the membership is appurtenant and their families to all of the privileges and rights of membership unless suspended as hereafter provided. In the event that a corporation or partnership shall be the owner of a lot, then it shall have right to name the persons, not in excess of 3 for each lot it owns, who shall be entitled to the rights and privileges of membership.

Section 3. By unanimous vote of the trustees of the corporation present at any meeting called for the purpose of suspending rights and privileges of membership, any person entitled to the rights and privileges of membership may be suspended therefrom (a) for non-payment of assessments, dues and charges until such time as the same are fully paid, or (b) for failure to comply with the rules and regulations of the corporation until such time as the trustees deem advisable not to exceed one year. If suspension is for failure to comply with the rules and regulations, the suspended person may appeal to the next meeting of membership which may overrule or modify the decision of the trustees by a vote of 80 per cent of the membership present. No suspension shall relieve or discharge the membership from its obligations to pay assessments, dues and charges. The trustees shall suspend no person or persons from the rights and privileges of membership unless such person or persons shall have been notified of such proposed action, except in the case of non-payment of assessments, dues or charges.

Section 4. Each membership appurtenant to a lot shall have one vote on all matters before a meeting of the membership. Such vote shall be exercised by the owners or a person designated at the commencement of the meeting by the owners in writing. Corporate owners shall exercise their vote by their officers present or persons designated by the corporate president and partnership owners shall exercise their vote by a partner. If any persons or corporations shall be entitled to more than one membership because of ownership of more than one lot, they shall have one vote for each membership. Votes may be cast in person or by written proxy filed with the corporate secretary.

Section 5. There shall be an annual meeting of the membership within the first (10) days of December each year, at 7:00 P.M. at or near Alpental, unless the board of trustees designates some other place. Special meetings of the membership may be called at such other times as may be necessary by

(a) the corporate president, (b) two trustees or (c) 20 per cent of the membership. Not more than 30 days and not less than 15 days prior to the date fixed for membership meetings, written notice thereof shall be mailed to all the membership at the addresses as shown by the corporate records.

Section 6. There shall be no initiation fee for memberships. The trustees may levy upon each membership annual assessments and dues in amounts determined by the trustees from time to time to be necessary to meet the current operational expenses of the corporation and for the maintenance, improvement, reconstruction and repair of the roads, water drainage system, snow removal services and other services made available to the membership.

Section 7. The trustees shall prepare and submit to the membership at each annual meeting of the membership a proposed budget of the corporation for the fiscal year from January 1 to December 31, commencing with the year of January 1, 1968. Such proposed budget may be changed by vote of two-thirds of the membership present at the meeting. The trustees may not expend more than the total amount of such budget but shall not be obligated to the allocation of funds provided therein; provided, however, if the trustees unanimously determine a bona fide emergency exists they may make such additional expenditures as they deem necessary to meet such emergencies. The budget may be revised from time to time with the approval of the majority of membership voting at any meeting called for that purpose. The amount of the assessments and use determined by the trustees may be changed by affirmative vote of seventy-five per cent of the membership present or by proxy at any meeting of membership called for that purpose.

Section 8. Although membership in the corporation shall be appurtenant to and pass with the ownership of lots as aforementioned, the corporation shall not be liable to ascertain ownership of any lot or the ownership of the membership appurtenant thereto until its secretary has received actual

written notice of a change in ownership. There shall be a service charge of \$25.00 paid for transfer of membership.

ARTICLE II - TRUSTEES

Section 1. The management of the property, interests, business and affairs of the corporation shall be vested in the hands of a board of trustees of three persons elected from persons entitled to the rights and privileges of membership.

Section 2. The trustees elected at the first meeting of membership shall each be elected for a term ending on the second Saturday in December, 1971 and until the election and qualification of his successor. At the annual meeting of membership in 1971, three trustees shall be elected for a term of one, two and three years respectively and until the election and qualification of his successor. Thereafter one trustee shall be elected at each annual meeting of trustees for a term of three years and until the election and qualification of his successor. Any vacancy occurring in the trustees may be filled by action of the remaining trustees for the remainder of the term in which the vacancy occurs.

Section 3. There shall be an annual meeting of the board of trustees immediately following the annual meeting of membership and such other special meetings of the board of trustees as they deem advisable. Special meetings of the board of trustees may be called by the corporate president or any trustee by giving oral notice thereof to all the trustees.

Section 4. A majority of the trustees shall constitute a quorum for transaction of business. The trustees shall elect (a) a president, who shall be a trustee and shall preside at all corporate meetings, (b) a secretary, who shall keep and have custody of the corporate records, and (c) a treasurer, who shall have custody of, account for, and disburse the corporate funds. The trustees may designate persons from time to time who may borrow funds, draw checks and drafts, and convey properties on behalf

of the corporation in addition to or jointly with the treasurer. The trustees may employ a general manager of the corporation who may be delegated such authority as the trustees deem advisable from time to time as well as other employees as may be necessary or desirable in the opinion of the trustees. The trustees may elect such other officers as they deem necessary.

Section 5. The secretary shall keep at all times a current list of the persons or firms in whose name the memberships stand and of the persons entitled to the rights and privileges of membership and shall cause all notices of meetings to be given as herein provided. The trustees may authorize such compensation as they deem advisable to the officers and employees of the corporation for services performed.

Section 6. The trustees may adopt rules and regulations from time to time, which shall be applicable to all memberships appurtenant to lots, for the use of the corporate facilities and services. Such rules and regulations shall be subject to modification or change at any time by a vote of 75 per cent of the memberships present at any meeting called for that purpose.

Section 7. The trustees may establish such surplus funds and reserve funds as they deem necessary to the end that the corporation shall be in sound financial condition to meet its obligations and maintain its property. The trustees may authorize such contracts and other corporate obligations as they deem necessary or advisable for the proper maintenance and development of the corporate property and may authorize borrowing of such sums on behalf of the corporation and give such security therefore as they deem appropriate. Each officer shall perform such other duties as the trustees may direct from time to time.

ARTICLE III - AMENDMENTS

These By Laws may be amended by vote of two-thirds of all the membership at any annual meeting or special meeting called for that purpose.

ARTICLE IV - DISSOLUTION

The corporation may be dissolved and its affairs wound up voluntarily by the written request of two-thirds of the members, addressed to the trustees, specifying reasons why the winding up of the affairs of the corporation is deemed advisable, and naming three persons who are entitled to the rights and privileges of membership to act in liquidation. The request shall be filed with the trustees, the secretary of state and the county auditor where the principal place of business of the corporation is located. Thereupon the power of the trustees shall cease and the persons appointed shall proceed to wind up the corporation, realize upon its assets, pay its debts, and divide the residue of the money among its memberships in equal proportions. The request shall state the time for completing the winding up and dissolution during which time these matters shall be completed unless further time is granted by a writing signed by two-thirds of the members and filed as required by law.

The foregoing are the Bylaws of Alpental Community Club Inc. adopted at the first meeting of the members on day of January, 1967.

By:

Secretary

Attest: