

**RESTATED BY-LAWS
OF
BON AIR COMMUNITY CLUB, INC.**

DATED ___ 15 May 2016 ___

ARTICLE I

Purpose

SECTION 1: This Corporation shall be conducted as a non-profit maintenance Corporation for the purposes set forth in the Articles of Incorporation and for the area hereinafter described, situated in Island County, Washington.

SECTION 2: The purpose for which this Corporation was created may be altered, modified, enlarged, or diminished by the vote of a majority of the members at a meeting duly called for such purpose, notice of which meeting shall be given in the manner provided by the By-Laws of giving of notice for the election of trustees.

ARTICLE II

Membership

SECTION 1: The membership of the Corporation shall consist of, and be limited to, the owners or purchasers of homes or purchasers of lots in the area described in Article II of the Articles of Incorporation, specifically within the plats of Bon Air View Estates, Division Numbers 1, 2, 3, 4, and 5.

Each owner or purchaser shall have one membership regardless of the number of lots owned or purchased, and the interest of each member shall be equal to that of any other member. No member can acquire any interest which shall entitle him to any greater voice, vote or authority in the Corporation than any other member.

A purchaser under a contract of purchase shall be deemed to be an owner for membership purposes. If any lots are held by two or more persons, the several owners of such interest shall be entitled collectively to cast one vote. The term "lot" as used in the by-laws shall include tracts and parcels not divided into or designated as lots on the applicable plat.

SECTION 2: Except as otherwise provided and as declaratory of the foregoing, no membership shall be voted unless represented by the owner or purchaser as aforementioned of an individual lot to which it is and shall be inseparable appurtenance.

SECTION 3. Membership shall be inseparable appurtenant to lots owned by the members, and upon transfer of ownership, or contact of sale, of any such lots,

membership shall ipso facto be deemed to be transferred to the contract purchaser. No membership be transferred, assigned or in any manner conveyed, other than in the manner hereinbefore set forth.

In the event of the death of a member, the membership of such member shall be and becomes the property of the personal representative of such deceased member upon the appointment and qualification as such in a judicial proceeding and such personal representative shall have all the rights, privileges and liabilities of the deceased member until title shall be transferred or contracted to be transferred.

SECTION 4: No membership shall be forfeited nor member expelled except for non-payment of maintenance dues, water connection fees or water user fees, and no member may withdraw except upon transfer of title to the real property to which his/her membership is appurtenant, as elsewhere herein provided. No compensation shall be paid by the corporation upon any transfer of membership, and no member whose membership is transferred shall be entitled to share or participate in any of the property assets of the Corporation.

The annual maintenance dues, water connection fees, and water user's fees shall be in an amount set forth by the Board of Trustees in accordance with the declaration of covenants and restrictions for the Bon Air Community Club, Inc., as now set forth or hereinafter amended.

ARTICLE III

Dissolution

In the event of dissolution of the Corporation of each person who is then a member shall receive his/her pro rata proportion of the property and assets after all of its debts have been paid.

ARTICLE IV

Trustees and Officers

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

SECTION 2: The trustees elected by the members to succeed the first trustees named in the Articles of Incorporation shall be elected for the terms at each annual meeting to serve for the term of five years and until his/her successor is duly elected and qualified.

SECTION 3: Each trustee shall be a current member. In the event a trustee ceases to be the owner of the land to which membership is appurtenant, or of a contract or the purchase thereof, he/she shall thereby cease to be a trustee and his/her office shall become vacant upon written notification without action other than to spread such fact upon the minutes of the Board of Trustees.

SECTION 4: The owners by a majority vote of the voting power in the Association present, in person or by proxy, and entitled to vote at any meeting of the owners at which a quorum is present, may remove any member of the board of directors with or without cause.

SECTION 5: At the first meeting of the Board of Trustees after each annual meeting of the members, 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 office for the term of one year and until their successors are qualified. Any officer may be suspended or removed by a majority vote of all the trustees.

SECTION 6: 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 regular meeting of the members of the Corporation, at which annual or adjourned annual meeting the vacancies for the remainder of the original terms, if any, shall be filled by election by the members in the regular manner.

SECTION 7: The Board of Trustees shall act in all instances on behalf of the Association. In the performance of their duties, the Association's officers and trustees directors shall act in good faith, in a manner such trustee or officer believes to be in the best interests of the Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE V

Meetings

SECTION 1: Annual meetings of the members 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 third Sunday of May, at one o'clock P.M., at the Club House on Whidbey Island. Minutes of the previous association meeting shall be approved at the next Association meeting.

SECTION 2: Special meetings of the members may be called at any time by the President or a majority of the Board of Trustees or by members representing ten percent of the lots within the jurisdiction of the Corporation. Notices of a special meeting, stating the object thereof, shall be given by the Secretary by mailing such notice to each member not less than twenty days prior to the date on which such meeting is to be held.

SECTION 3: At all annual and special meetings of the membership, fifty percent of the members of the Corporation, present in person or by proxy, shall constitute a quorum for the transaction of any business, appropriate to a members' meeting. Each member shall be entitled to one vote, subject to the provisions of Article II, Section 1.

SECTION 4: Special meetings of the Board of Trustees shall be called at any time by the Secretary on order of the President or a majority of the Board of Trustees. The Secretary shall give each trustee notice personally, verbally, by mail, electronic mail or transmission, or by telephone of all regular and special meetings sufficient to enable such trustee to attend, and in any case at least one day prior thereto.

SECTION 5: A member may exercise his/her/hers right to vote by proxy.

SECTION 6: In the event that there is not a quorum at any meeting, less than a quorum may adjourn the meeting until such time as a quorum may be present in person or by proxy.

SECTION 7: Notice of an Association regular or special meeting shall be given to each member of record by the Secretary not less than fourteen nor more than sixty days in advance, by (a) hand-delivery or prepaid first-class United States mail to the mailing address of the owner or other address designated in writing by the owner; or (b) Electronic transmission to an address, location, or system designated in writing by the owner. Such notice 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 owners, including the general nature of any proposed amendment to the articles of incorporation, bylaws, any budget or changes in the previously approved budget that result in a change in assessment obligation, and any proposal to remove a trustee.

SECTION 8: All meetings of the board of trustees shall be open for observation by all owners of record and their authorized agents. The board of trustees shall keep minutes of all actions taken by the board, which shall be available to all owners. Upon the affirmative vote in open meeting to assemble in closed session, the board of trustees may convene in 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 an owner to the association. The motion 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 of trustees 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 subsection 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 limitation of the Articles of Incorporation and these By-Laws, and the laws of the State of Washington, all powers of the Corporation and the business and affairs of the Corporation shall be exercised by, or under the authority of 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:

1. To elect and remove all the other officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be consistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation, and require from them security for faithful services.

2. To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not consistent with law, with the Articles of Incorporation or these By-Laws, as they may deem best, provided that the Trustees, unless authorized by a majority vote of the necessary quorum at a special meeting called for that purpose, shall not be empowered to place any lien, mortgage or other encumbrance upon the property of the corporation.

3. 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 members showing in detail the conditions of the affairs of the Corporation.

4. The trustees shall be reimbursed by the Corporation for such reasonable expenses as they may necessarily incur in pursuance of the business of the Corporation.

5. At the end of each fiscal year and at such times as it shall be deemed advisable, the Board of Trustees shall cause the accounts to be audited by an Auditing Committee of at least three members of the club to be appointed by the Board of Directors. The Board may authorize the Auditing Committee to employ the services of a certified public account if such appears to be advisable.

ARTICLE VII

Duties of Officers

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

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 incident to his/her/office.

SECTION 3. Secretary: The Secretary shall issue all notices and shall attend, and keep the minutes of all meetings; he/she/she shall have charge of all corporate books, records and papers; he/she/she shall be custodian of the corporate seal, shall attest his/her/office 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/her/office.

SECTION 4. Treasurer: The Treasurer shall keep safely all money(ies) and securities of the Corporation and disburse the same under the direction of the Board of Trustees. He/she/she shall cause to be deposited all funds of the corporation in a bank selected by the trustees. At each annual meeting of the members, and at any time directed by the Trustees, he/she/she shall issue and present a full statement showing in detail the condition of the affairs of the Corporation.

SECTION 5. 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. Any officer, other than the President, may occupy two offices concurrently if the board of Trustees so desires.

ARTICLE VIII

Annual Dues

SECTION 1. The members of the Corporation shall be liable for the payment of such annual dues, water connection fees and water user fees as may from time to time be fixed and levied by the Board of Trustees pursuant to the declaration of the covenants and restrictions and by these By-Laws and are subject to the provisions of said Articles and By-Laws of the Corporation.

SECTION 2. Dues against members or the land owned or being purchased by them shall be levied by the Board of Trustees on an equitable basis without distinction or preference of any kind. All dues, when collected by the corporation, shall remain the property of the members until such time as they are expended pursuant to the Articles of Incorporation and By-Laws of the Corporation.

ARTICLE IX

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 or she is or was a Director or officer of the Association, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her 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 law or contract. The Association shall purchase such insurance, including Directors and Officers Liability Insurance, as required by the Declarations and as the Board, in its discretion, deems is necessary to reasonably protect the Association, its Directors and Officers, and the Owners for loss associated with the activities of the Association.

ARTICLE X

Amendments

These By-Laws may be amended at any time by a majority vote of those members of the Corporation at any regular meeting or at any special meeting called for that purpose.

CERTIFICATE OF ADOPTION

The undersigned certifies that these Restated Bylaws have been approved by a majority of the Members of Bon Air Community Club, Inc.

By 
Title President and Recorder of Record
Date 19 Aug 2016