

Taylor Bay Beach Club
8215 - 175th Ave. KPS
Longbranch, WA 98351

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PIERCE COUNTY, WASHINGTON

**BY- LAWS
OF
TAYLOR BAY BEACH CLUB**

As Amended Through December, 2009

Amended December 8, 2007
Reference Number 200712100545

Amended December 20, 2000
Reference Number 200101090285

Previously Recorded December 19, 1994
Reference Number 9412190116

ARTICLE I

SECTION 1. This corporation shall be conducted as a nonprofit maintenance corporation for the purposes set forth in Articles of Incorporation for the area totaling 184 building sites situated in Pierce County, Washington, known as Poe's Taylor Bay Estates and Poe's Taylor Bay Estates 2nd Addition, according to the recorded plats, and roads and rights of way between said plats and the county roads.

SECTION 2. The corporation shall have power to levy and collect assessments from its members and against the tracts owned or purchased by them for the purposes in its Articles of Incorporation and By-Laws 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 By-Laws and upon foreclosure of any such property as law and the terms of Section 2 of Article VIII herein provide, may sell the property of the member and transfer the membership of the defaulting member.

SECTION 3. The purposes for which this corporation was created may be altered, modified, enlarged or diminished by the vote of two-thirds of the members at a meeting duly called for such purposes, 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 incorporators and the owners or purchasers of tracts in the area described in Section 1. of Article I and in Article II of the Articles of Incorporation, who shall have one membership. In the case of husband and wife, or of more than one owner of a tract of land, membership shall be taken in the name of one of them, and voting rights shall be limited to that person. A purchaser under a contract of purchase shall be deemed to be an owner for purposes of membership in this corporation.

SECTION 2. Except as herein otherwise provided and as declaratory of the foregoing, no membership shall be voted unless represented by the owner or purchaser as aforescribed of any individual tract or tracts to which it is and shall be inseparably appurtenant. The membership shall pass with the sale of the land to which it is appurtenant without it being expressly included in the sale of the land.

SECTION 3. No membership shall be forfeited nor member be expelled except upon foreclosure for non-payment of assessments, and no member may withdraw except upon transfer of title to the real property to which his membership is appurtenant, as elsewhere herein provided. No compensation shall be paid by the corporation upon transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the corporation.

SECTION 4. The cost of the membership in this corporation shall be the sum of \$200.00 which shall be paid to the corporation at the time the lot or tract of land is purchased.

ARTICLE III

Dissolution

In the event of the dissolution of the corporation each person who is then a member shall receive his 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 number of trustees who shall manage the affairs of the corporation shall be seven. At any meeting or special meeting called therefor the members may increase or decrease the number of trustees.

SECTION 2. The trustees elected by the incorporators shall serve for a term of three years, and thereafter one trustee shall be elected for a one-year term, two trustees for a two-year term, and two trustees for a three-year term, and each shall hold office until his successor is elected and qualified.

SECTION 3. Each trustee shall be an incorporator or a member who shall not have lost his right to vote by reason of having disposed of land to which his membership is appurtenant nor shall he have lost his right to vote, at the time of the election, by reason of being delinquent of paying dues, assessments or time payments of same. Delinquent means non-payment for more than thirty (30) days past the due date for payment.

SECTION 4. In the event a trustee, other than an incorporator, ceases to be the owner of the land to which his membership is appurtenant, or of a contract for the purchase thereof, he shall thereby cease to be a trustee and his office shall become vacant upon written notification without action other than to spread such fact upon the minutes of the Board of Trustees.

SECTION 5. At the first meeting of the Board of Trustees after the May semi-annual meeting of the members, the Board of Trustees shall elect a president, vice-president, secretary and treasurer, officers of the corporation so elected shall hold office for the term of one year until their successors are qualified. Any officer may be suspended or removed by a majority vote of all of the trustees.

SECTION 6. No trustee or officer, except the treasurer shall receive any salary or compensation from the corporation.

SECTION 7. 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 regular manner.

ARTICLE V

Meetings

SECTION 1. Semi-annual meetings of the members of the corporation shall be held at the Community Beach of Taylor Bay Beach Club or at a meeting place and time designated by the Board of Trustees in written notice to the membership, on the first or second Saturday of May and the first or second Saturday of October.

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 tracts within the jurisdiction of the corporation. Except as provided in Article VIII, notice of a special meeting, stating the object thereof, shall be given by the secretary by mailing such notice to each member not less than five days prior to the date on which such meeting is to be held.

SECTION 3. At all semi-annual and special meetings of the members, twenty percent of all of the members of the corporation shall constitute a quorum for the transaction of business. Each member shall be entitled to one vote. Members shall be in good standing, at the time of the election, to be entitled to vote on member issues. Good standing means a member is not delinquent on payment of dues, assessments or time payments of same (see Article IV, Section 3).

SECTION 4. A special meeting of the Board of Trustees may 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 mail or by telephone, of all regular and special meetings at least one day previous thereto.

SECTION 5. A member may exercise his right to vote by proxy.

ARTICLE VI

Powers and Duties of Trustees

SECTION 1. Subject to limitations in the Articles of Incorporation and the By-Laws 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.

SECTION 2. 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 By-Laws, fix their compensation and require from them security for faithful service.

SECTION 3. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem best.

SECTION 4. To issue certificates of membership only to the owners or purchasers of tracts herein described, subject to such conditions or terms as provided in the Articles of Incorporation and the By-Laws.

SECTION 5. To charge and or assess the several parcels of land and the owners thereof as hereinbefore more particularly set forth.

SECTION 6. 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 condition of the affairs of the corporation.

SECTION 7. An extraordinary expenditure of \$4,000 or more within a budget year shall require a vote of approval of a simple majority by the general membership. An extraordinary expenditure is any expenditure other than an expenditure related to activities referred to in ARTICLE II, Number 1, of the Articles of Incorporation. Provided, in the event of an emergency, as determined by the Board, that requires immediate action for the welfare of the Taylor Bay Beach Club members or property, the Board may authorize adequate expenditure without the vote of the membership.

ARTICLE VII

Duties of the Officers

SECTION 1. President. The President shall preside at all meetings of the trustees and members; he shall sign as President all certificates of membership and all contracts or other instruments in writing authorized by the Board of Trustees; he shall call special meetings of the trustees or of the members whenever he deems it necessary; he shall exercise under the direction of the Board of Trustees the general supervision of the affairs of the corporation shall see that there is an annual review of the financial books and records by an independent qualified source, or at the direction of the Board of Trustees, shall see that a full financial audit is conducted.

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

SECTION 3. Secretary. The secretary shall issue all notices and shall attend and keep the minutes of all meetings, he shall have charge of all corporate books, records and papers, he shall attest his signature upon all written contracts of the corporation, and shall perform all such other duties as are incidental to his office.

SECTION 4. Treasurer. The Treasurer shall keep safely all monies and securities of the corporation and disburse the same under the direction of the Board of Trustees. The Treasurer shall cause to be deposited all funds of the corporation in a bank selected by the Board of Trustees. At each annual meeting of the members, and at any time directed by the trustees, the Treasurer shall issue and present a full statement showing in detail the condition of the financial affairs of the corporation. A proposed budget shall be voted on and approved by a simple majority of a quorum of the general membership at the October semi-annual meeting. The Treasurer shall prepare the budget ballot with a copy of the previous years income and expenditure report.

SECTION 5. Any officer, other than the president and secretary, may occupy two offices concurrently if the Board of Trustees so directs.

ARTICLE VIII

Dues-Assessments-Restrictions

SECTION 1. The members of the corporation shall be liable for payment of such dues and assessments as may from time to time be fixed and levied by the Board of Trustees pursuant to Articles of Incorporation and these By-Laws and subject to the provisions of said Articles and By-Laws, except that any lots in Poe's Taylor Bay Estates and Poe's Taylor Bay Estates 2nd Addition shall not be subject to dues until the same are sold by the platfords, provided that upon the signing of the contract of sale any lot so sold shall be immediately subject to the current year's dues.

The following provisions shall apply to dues and assessments levied by the Board of Trustees.

1. Dues shall be levied on a per-lot basis in an amount sufficient to meet operating and maintenance costs. Any change in the amount or structure of dues shall be made only on approval by a majority vote of members present at a special meeting wherein notice of said vote was given in writing to each member not less than 20 days prior to the meeting.

SECTION 2. From time to time, as and when any such dues and assessments in this Article VIII are levied, each member with respect to the land or interests therein to which his membership is appurtenant, shall pay the amount of such dues and assessment against the same to the corporation, at its office, within thirty days after the mailing of the notice of such dues and assessment to the members; and the amount of such dues and assessment, together with all expenses, attorney's fees and costs reasonably incurred in enforcing the same, shall be paid by the members and shall be a lien upon said land and membership appurtenant thereto, superior to any and all other liens (except as in Section 3 of this Article otherwise provided) created or permitted by the owner of such land and enforceable by foreclosure proceedings in the manner provided by law for foreclosure of mortgages upon land, provided, that no proceedings for the foreclosure of any said liens in this Article VIII provided shall be commenced except upon the expiration of four months from and after the date of mailing said notice of assessment in this section described. Upon thirty days written notice, personally delivered or by certified mail, to a member who is 30 days or more delinquent in payment of dues or assessments, the water service to the property of the delinquent member may be disconnected pending payment in full of the delinquent dues, assessments, interest and costs.

SECTION 3. First mortgage liens placed upon any of said tracts 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 dues and assessments and the liens resulting therefrom as are levied by the corporation subsequent to the date of the recordation of the first mortgage; provided, however, that the corporation is notified in writing of such first mortgage within thirty days after recordation of such.

SECTION 4. The following restrictions and protective covenants shall apply to all lots in the plat of Poe's Taylor Bay Estates and Poe's Taylor Bay Estates 2nd Addition.

1. No building or structure shall be placed upon the within described property more than 20 feet in height, excluding chimneys, measure from the finished grade at the upper side of the structure.

2. The placement of or erection of structures with reference to side lot lines and set-back from front lot lines will conform to Pierce County requirements. No tract sold by Taylor Bay Development Co., Inc., will be sub-divided and resold.

3. No structure shall be placed upon the community beach or the community park areas except those placed thereon by Taylor Bay Beach Club.

4. Mobile homes may be placed upon any of the lots with prior approval of the Board of Trustees or their appointed (architectural control) committee, if any. Structures may be placed on lots with prior approval of the Board of Trustees and shall be in compliance with Pierce County Building Codes and Regulations.

5. It shall be a condition of connecting to the water and sewer services in Taylor Bay that a licensed and bonded contractor shall submit a bond or other surety acceptable to the Board of Trustees be deposited, conditioned upon the repair of the roads in Taylor Bay, damaged by Trucks or other heavy equipment or other damage associated with the construction or other improvement of the tract to be connected to the water/sewer services. The minimum amount of said bond or other acceptable surety shall be \$10,000, but the Trustees may set a higher amount for good cause. Nothing herein shall limit the Taylor Bay Beach Club from recovering its actual damages, if roads are damaged by construction activity.

SECTION 5. The following restrictions are adapted from the "Declaration of Restrictive Covenants for Platted Lots of Poe's Taylor Bay Estates" recorded November 14, 1991 at Pierce County Auditor's Fee Number 9111140533; are incorporated into these By-Laws by amendment adopted by a two-thirds majority of a quorum of members at the annual meeting October 1, 1994.

1. Building and Structures.

a. Dwelling and lot size shall conform to Pierce County Building codes. No building or structure shall be erected, altered or placed upon any lot until the applicant has obtained all necessary permits and construction plans, designs, specifications and site plans showing location of structures and grades have been approved in writing by the Board of Trustees or its appointed committee. Any building placed on any lot shall be finished as to the exterior within six (6) months from commencement of construction.

b. No dwelling shall be constructed or placed on any lot whose sole intended purpose is for rent or lease.

c. All dwellings shall be connected to the Taylor Bay Beach Club water and sewer systems; and only one dwelling shall be permitted for each water hook-up as specified in Settlement Agreement, dated June 5, 1990, recorded under Pierce County Auditor's No. 9006050204. Private wells or septic systems are prohibited.

2. Maintenance of Lots.

a. Property owners shall be responsible for maintaining their lots adjacent and related easements and rights of way in a safe and secure manner.

b. No garbage or refuse shall be deposited or maintained on a lot except in suitable containers properly screened and protected from dogs and other animals.

c. All structures and landscaping shall be maintained in good condition and repair at all times so as not to become unreasonably objectionable to neighbors or detrimental to the development. Vehicles, boats, trailers appliances or other materials on the lot shall not be allowed to deteriorate but, shall be maintained, stored, screened or removed at the owner's expense.

d. The roads and rights of way serving the Taylor Bay Beach Club members should not be obstructed or encroached upon. Automobiles, trucks, motorhomes, trailers or boats shall not be parked on rights-of-way within the Plat of Poe's Taylor Bay for more than forty-eight (48) consecutive hours. Failure to comply

herewith may result in imposition of fines or offending vehicles being towed at the owner's expense. The Board may determine to fine a non-compliant.

e. No animals, livestock or fowl shall be raised, bred, kept or permitted on any lot; provided, however, domestic dogs or cats may be allowed to a maximum of three animals per residence. The owners of such animals shall be liable for any damage caused by their pets. Pierce County leash laws and Humane Society regulations will be strictly enforced.

f. Any sign or advertising device for private, personal or commercial purpose, shall be approved by the Board of Trustees prior to placement on a property. Upon cessation of the designated purpose, such sign or device shall be promptly removed.

3. Miscellaneous Matters. All parties or gatherings at the Community Beach shall be sponsored by a member of the Taylor Bay Beach Club. The sponsor shall be liable for any damage to the property, clean-up and removal of litter, and the behavior of guests.

4. Enforcement. The Board of Trustees of the Taylor Bay Beach Club shall be empowered with the enforcement of these By-Laws and may effect remedies for violations within parameters established by Standing Rules of the Taylor Bay Beach Club, including the recording of a lien against the property of an offending member of the Taylor Bay Beach Club for the cost of effecting compliance, whether or not such expense is actually incurred. Liens authorized by these By-laws may be foreclosed and enforced as is a mortgage under Washington Law. In the event of an action to interpret or enforce these By-laws or any provision thereof, the prevailing party in such action shall be entitled to recover also their attorney fees and costs related to the action.

ARTICLE IX

Amendments

These By-Laws may be amended at any time by a vote of a two-thirds majority of the members of the corporation.

ARTICLE X

Corporate Seal

The corporation shall have no seal.

ARTICLE XI

Date of Adoption

These By-Laws, most recently amended _____ 2009, were originally adopted by the corporation on the 21st day of September, 1966, amended on the 20th day of December, 2000, amended on 8th day of December, 2007.

ARTICLE XII

Sewage Treatment

SECTION 1. No By-Laws affecting sewage treatment may be amended or altered without prior approval of the Director of the Washington Water Pollution Control Commission. (Added September 10, 1968).

SECTION 2. The lots within Poe's Taylor Bay Estates and Poe's Taylor Bay Estates 2nd Addition are served by a sanitary sewer system and treatment plant on the property. There is a connection charge (currently \$500.00) to the sewer. The connection charge does not include the costs to run the sewer line from the street to the desired location on the property owner's lot.

(Amended December 17, 1994, Recorded under Pierce County Auditor's No. 9412190116).

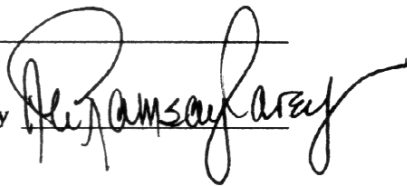
Unless some other meaning and intent is apparent from the context, the plural shall include the singular and vice versa, and masculine, feminine and neuter words shall be used interchangeably.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Secretary of Taylor Bay Beach Club, does hereby certify that the Above and foregoing By-Laws of said corporation were duly adopted by a two-thirds (2/3) Majority of the members as the By-Laws of Taylor Bay Beach Club on November 7th, 2009, and that the same do now constitute the Bylaws of this corporation.

Attest:

Secretary



STATE OF WASHINGTON)

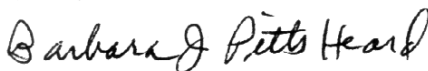
: ss.

County of Pierce)

IN WITNESS whereof, said corporation has caused this instrument to be executed by its proper officers this 7th day of November, 2009.

On the day and year first above written, before me personally appeared Alice Ramsay-Carey to me known to be the Secretary of the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

WITNESS my hand official seal hereto affixed the day and year first above written.



NOTARY PUBLIC in and for the
State of Washington, residing
at Liberty
Commission exp.: 2-9-12



RESOLUTION ADOPTING AMENDED BY-LAWS

OF THE TAYLOR BAY BEACH CLUB

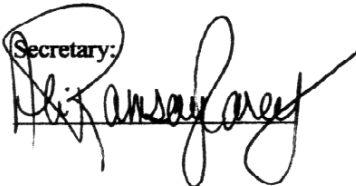
Upon the affirmative vote of two-thirds of a quorum of the members of the Taylor Bay Beach Club at a duly noticed meeting of the membership and certified by the Board of Directors on November 7, 2009, it was

RESOLVED, that the By-Laws of the Taylor Bay Beach Club shall be amended to the form attached hereto.

The Secretary of the Taylor Bay Beach Club is directed to include this resolution and the current form of the Club's By-Laws in the minute book and records of the Club.

Dated this 7th day of November, 2009.

Secretary:



President:



STATE OF WASHINGTON)

: ss.

County of Pierce)

IN WITNESS whereof, said corporation has caused this instrument to be executed by its proper officers this 10 day of December, 2009.

On the day and year first above written, before me personally appeared Alice Ramsey-Lacey to me known to be the Secretary of the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument.

On the day and year first above written, before me personally appeared Leroy Seelie to me known to be the President of the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they were authorized to execute said instrument.

WITNESS my hand official seal hereto affixed the day and year first above written.



Barbara J Pitts Heard
NOTARY PUBLIC in and for the
State of Washington, residing at
Lakebay
Commission exp: 2-9-12