

BY-LAWS OF JEFFERSON BEACH ESTATES COMMUNITY, INC.

Revised on the 23rd day of November 2024

ARTICLE I - NAME AND LOCATION

The name of the corporation is Jefferson Beach Estates Community, Inc., hereinafter referred to as the "Association."

The principal office of the corporation shall be located at Jefferson Beach Estates, 12555 NE Marine View Dr., Kingston, Washington, but meeting of the members and directors may be held at such places within the State of Washington as may be designated by the Board of Directors, or by audio and/or audio-video conferencing.

ARTICLE II - DEFINITIONS

Section 1. "**Association**" shall mean and refer to Jefferson Beach Estates Community, Inc., its successors and assigns.

Section 2. "**Properties**" shall mean and refer to that certain real property described in the Articles of Incorporation of Jefferson Beach Estates Community, Inc., and such additions thereto as may hereafter be brought within the Jurisdiction of the Association.

Section 3. "**Common Area**" shall mean all real and personal property owned by the Association for common use of its members, and includes Lot 14, Block 2, Jefferson Beach Estates Number 2, (previously the corral), bridle trails, old well sites, park (next to the storage building), the beach area (including the dock/pier), Lot 1, Block 1, Jefferson Beach Estates Number 2 and the storage building at the park.

Section 4. "**Lot**" shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties with the exception of the Common Area.

Section 5. "**Member**" shall mean and refer to every person or entity who holds a membership in the Association.

Section 6. "**Owner**" shall mean and refer to the purchaser or owner who has legal right to occupancy, whether one or more persons or entities, of the fee simple title to any lot which is part of the properties, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. **"Delegee"** shall mean a household member, tenant, or a contract purchaser living on the property to whom a Member has delegated their rights and privileges (other than the right to vote, which can only be delegated by proxy as provided by these By-Laws).

ARTICLE III - MEMBERSHIP

Section 1. **"Membership"** Every person or entity who is a purchaser or owner of a fee or undivided fee interest in any lot shall be entitled to be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for Membership. Each Lot shall be entitled to one (1) vote as set forth in the Articles of Incorporation of the Association.

Section 2. **"Suspension of Membership"** During any period in which a Member shall be in default in the payment of any annual or special assessment levied by the Association, the right to vote and the right to use of the Common Area and recreational facilities of such Member shall be suspended until such assessment has been paid. Such rights and privileges may also be suspended if a Member or their Delegee(s) violate the park rules established by the Board of Directors governing the use of the Common Area and facilities. The Board of Directors shall notify and request a hearing with such Member to determine whether to suspend the Member's rights for a period not to exceed ninety (90) days.

ARTICLE IV – PROPERTY RIGHTS OF ENJOYMENT

Section 1. Each Member shall be entitled to the use and enjoyment of the Common Area and facilities. Any Member may delegate their rights of enjoyment to a Delegee(s). Such Member shall provide the board of directors with the name(s) of any such Delegee(s). A Member who is renting their property shall provide the Board of Directors with the name(s) of their tenants. The rights and privileges of any Delegee are subject to the same extent as those of the Member. Guests of any Member or Delegee may use the Common Area and facilities while accompanied by the Member or Delegee.

ARTICLE V - BOARD OF DIRECTORS/SELECTION/TERM OF OFFICE

Section 1. **"Number"** The affairs of this Association shall be managed by a Board of five (5) Directors.

Section 2. **"Election"** Board members' terms shall be for a period of five (5) years, effective January 1 following election. No Director shall be re-elected to succeed his or herself.

Section 3. **"Removal"** Any Director may be removed from the Board, with or without cause, by the vote of the majority of the eligible voting members of the Association, or for failure to maintain current membership in the Community in the form of paid-up assessments. In the event of death, resignation, or removal of a Director, the Board shall appoint an interim member who shall serve until the next annual meeting, at which time a successor shall be elected to fulfill the unexpired term.

Section 4. **"Compensation"** With the prior approval of the Board of Directors, a Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties. Submission of proof of such expenses shall be submitted to the Treasurer for reimbursement.

Section 5. **"Action Taken Without a Meeting"** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written or electronic approval of the majority of the Directors. Any action shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. **"Regular Meetings"** Regular meetings of the Board of Directors shall be open to the members of the Community and shall under normal circumstances be held monthly at a place and time previously posted, one week prior or earlier, on the community bulletin board and/or website (jeffersonbeach.org). When deemed by the board as necessary, meetings will be open to the public but may be held by audio or audio-video conferencing.

Section 2. **"Special Meetings"** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by two (2) Directors, after not less than three (3) days notice to each Director.

Section 3. **"Quorum"** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII - NOMINATION AND ELECTION OF DIRECTORS

Section 1. **"Nomination"** Nomination for election to the Board of Directors shall be made by the Nominating Committee. Nomination may also be made from the floor at the time of the November annual meeting. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more eligible Members of the Association. The Nominating Committee shall be appointed by the Board of Directors at each November annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee, at their discretion, shall make as many nominations necessary for the election to the Board of Directors. Such nominations must be made from among eligible Members of the Association.

Section 2. **"Election"** Election to the Board of Directors shall be by secret, written ballot. At such election there shall be a quorum of eligible Members or their mailed in votes or their proxies who may cast, in respect to each vacancy, one (1) vote for each lot. The persons receiving the largest number of votes shall be elected. In the event of a tie the tied candidates will first be asked if they can agree among themselves who will serve which term. If they cannot agree, the decision will be made by the flip of a coin by the current President. Each nominee, if present, shall be introduced to the membership at the general meeting PRIOR to voting by the ballots. Cumulative voting is not permitted.

ARTICLE VIII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. **"Powers"** The Board of Directors shall have power to:

[A] Act as provided in Article VIII (8) of the Articles of Incorporation.

[B] Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.

[C] Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these By-Laws, or the Articles of Incorporation.

[D] Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors.

[E] Employ a treasurer, caretaker, and independent contractor(s), or such other employees as they deem necessary, and to prescribe their duties.

Section 2. **"Duties"** It shall be the duty of the Board of Directors to:

[A] Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual November meeting of the Members or at any special meeting, when such meeting is requested in writing by one-fourth (14) of the Members who are eligible to vote, the criteria for such eligibility being the paid-up status of the Member.

[B] Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

[C] Send or cause to be sent a written notice or email notice of each annual assessment to every owner subject thereto at least thirty (30) days in advance of the due date.

[D] Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

[E] Procure and maintain adequate liability and hazard insurance on the Common Area and any other property owned by the Association.

[F] Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

[G] Cause the Common Area to be maintained.

[H] Cause an independent annual review of the Association's books at the completion of each fiscal year.

ARTICLE IX - COMMITTEES

Section 1. The Board of Directors shall appoint a Nominating Committee as provided in these By-Laws. In addition, the Board shall appoint:

[A] A Parks and Recreation Committee, which shall advise the Board of Directors on all matters pertaining to the maintenance and improvement of the common areas, as well as recreational programs and activities of the Association and shall perform such other functions as the Board, in its discretion, may direct.

[B] An Audit Committee, which shall supervise the annual review of the Associations' books and develop/approve the annual budget and statement of income and expenditures to be presented to the Membership at its regular annual meeting, as provided in Article XI, Section 8 [D]. The Treasurer shall be an ex-officio member of the Committee.

[C] A Nominating Committee. The duties of the Nominating Committee shall be to prepare a list of potential candidates to run for the vacancy(ies) on the Board of Directors. Prospective candidates may submit to the committee, in writing, and no less than sixty (60) days prior to the annual November meeting, their qualifications, reasons for wishing to serve and any other pertinent facts they may wish to include, such information to be included in the letter of notification of such annual meeting which is sent to the membership.

Section 2. It shall be the duty of each committee to receive written and signed complaints from Members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate, or refer them to such other committee, director, or officer of the Association as if further concerned with the matter presented.

ARTICLE X - MEETINGS OF MEMBERS

Section 1. "**Annual Meetings**" The annual meeting of the Members shall be held each November for the purpose of approving the annual budget, election of board members, and discussion of other pertinent matters of business. Hours and places to be included in letters of notification of such meetings.

Section 2. "**Special Meetings**" Special meetings of the Members may be called at any time by the President, by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (14) of all the votes of the entire membership.

Section 3. "**Notice of Meetings**" Written notice of each meeting of the Members shall be given by, or at the direction of the Secretary, or person authorized to call the meeting, by mailing or emailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote there at, addressed to the Member's address or email address last appearing in the records of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting and, in case of a special meeting, the purpose of the meeting.

Section 4. "**Quorum**" The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. "**Proxies**" At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Each proxy shall be revocable and shall automatically cease upon conveyance by the Member of his/her lot.

ARTICLE XI - OFFICERS AND THEIR DUTIES

Section 1. "**Enumeration of Officers**" The Board of Directors shall consist of:

[A] President

[B] Vice President

[C] Secretary

[D] Two remaining Board members who shall assist the President, Vice President, and Secretary in the performance of their duties.

Section 2. **"Election of Officers"** The election of officers for the coming year shall take place at the first meeting of the Board of Directors following each annual meeting. Only the Directors that will be in office for the coming year will participate in the vote.

Section 3. **"Term"** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, otherwise disqualified to serve.

Section 4. **"Special Appointment"** No member of the Board shall concurrently hold a position within the Association for which a wage or salary is paid. The Board shall hire a Treasurer to perform the following duties:

[A] The Treasurer will receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors.

[B] The Treasurer will be an authorized signer on the Associations bank accounts.

[C] The Treasurer shall keep proper books of accounts.

[D] The Treasurer in conjunction with the Audit Committee shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at the regular annual meeting, and deliver a copy of the budget to each Member.

Section 5. **"Resignation and Removal"** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of a receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. **"Vacancies"** A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such a vacancy shall serve for the remainder of the term of the officer they replaced.

Section 7. **"Multiple Offices"** No person shall hold more than one office concurrently during their term.

Section 8. **"Duties"** The duties of the officers are as follows:

[A] **"President"** The President shall preside at all meetings; shall see that the orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments; shall sign all promissory notes of the Association and shall be a signer on the Associations bank accounts.

[B] **"Vice President"** The Vice President shall act in the place instead of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of them by the Board.

[C] **"Secretary"** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice or cause to be served notice of meetings of the Board and of the Members; keep or cause to be kept appropriate current records showing the members of the Association together with their addresses, and contact information, and shall perform such other duties as required by the Board.

NOTE: The Treasurer is not an officer of the Board.

ARTICLE XII - ASSESSMENTS

Section 1. **"Creation of the Lien and Personal Obligation of Assessments"** By execution of the original Contract to Purchase each Lot, each Member is deemed to covenant and agrees to pay to the Association [1] annual assessments and charges, and [2] special assessment for capital improvements. The annual and special assessments, together with such interest thereon and costs of collection thereof, as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the property against which such assessment is made. Each such assessment, together with such interest, cost and reasonable attorney's fees shall also be the personal obligation of the person who was the owner of such property at the time when the assessment fell due. Administrative fees charged by the Kitsap County Auditor's Office shall be added at the time the lien is filed and the time it is released.

Section 2. **"Purpose of Assessments"** The annual assessment shall be used for the purpose of managing, maintaining, and improving the Common Area. Such assessments shall not exceed one hundred fifty (150) dollars annually for each lot. The By-Law Committee shall include proposed changes in the maximum amount of the assessment if deemed necessary, to be voted on by the general membership. A written statement of such change shall be included with the notice of the annual meeting sent to each Member.

Section 3. **"Special Assessments for Capital Improvements"** In addition to the annual assessments authorized above, the Association may levy in any assessment year, a special assessment applicable to that year only, for the purpose of defraying in whole or in part, the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement upon the Common Area, including the necessary fixtures and personal property related thereto, provided that any such assessment shall have the assent by a majority of the votes of the eligible-to-vote Members who are voting in person, with mail in ballots or by proxy at a meeting duly called for this purpose, written notice of which shall be sent to all Members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting, setting forth the purpose of the meeting. Such assessments may be paid in full, or in increments within ninety (90) days after the due date established by the Board of Directors.

Section 4. **"Uniform Rate"** Both annual and special assessments must be fixed at a uniform rate for all Lots and may be collected on an annual basis.

Section 5. **"Quorum for any Action Authorized Under Article XII"** At the first meeting called, as provided in Section 3 hereof, the presence at the meeting of Members of the proxies entitled to cast sixty percent (60%) of all votes of the eligible-to-vote membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth in Section 3 hereof, and, the required quorum at any such subsequent meeting shall be one-half (12) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 6. **"Annual Assessments - Due Dates"** Annual Assessments - The annual assessments shall be due on the fifteenth day of February. Any adjustments between seller and purchaser shall be no concern to the Association. Each Member shall be provided, upon payment to the Association or the Treasurer, a written receipt of such payment, upon request, ascertaining valid membership in the Association for the year for which payment is made. Such receipts shall constitute irrefutable proof of payment. A statement of assessments due shall be sent to each Member at least thirty (30) days prior to the due date.

Section 7. **"Effects of Non-Payment of Assessments; Remedies of the Association"** Annual assessments which are not paid within thirty (30) days after the due date shall be deemed delinquent and begin to bear interest from the date of delinquency at the rate of one and one (1) percent per month or twelve (12%) percent annual rate, and the Association may bring an action against the owner personally obligated to pay the same. Administrative fees charged by the Kitsap County Auditor's Office shall be added at the time the lien is filed and the time it is released, and reasonable attorney fees of any such actions shall be added to the amount of such assessment. Said lien will be recorded in June once the current year and one previous year's assessment remains unpaid. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or the abandonment of their lot. All rights and privileges, such as the use of the Common Area, shall be denied to the delinquent owner, their tenant, or family and friends. If a Special Assessment is not paid within ninety (90) days after the due date, the outstanding balance shall bear the same interest as that prescribed for in the annual assessments.

ARTICLE XIII - BOOKS AND RECORDS

The books, records, and papers of the Association, including the Articles of Incorporation and the By-Laws, shall be subject to inspection by any Member during reasonable business hours by appointment.

ARTICLE XIV - AMENDMENTS

Section 1. The By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of Members present in-person, by mail or proxy. These By-Laws are to be carefully reviewed by all board members and should be subject to amendment at any time the board deems it necessary or as petitioned by the majority of the general membership under the rules prescribed under these By-Laws.

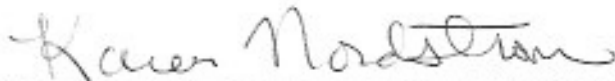
Section 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

ARTICLE XV - MISCELLANEOUS

The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of every year, except for the first fiscal year, that shall begin on the date of incorporation.

CERTIFICATION

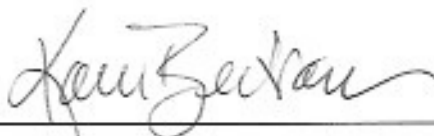
I, the undersigned, do here certify that I am the duly elected and acting Secretary of the JEFFERSON BEACH ESTATES COMMUNITY, INC., A Washington corporation, and that the foregoing By-Laws constitute the original By-Laws of said Association as revised by vote of the Members on the 9th day of October, 1982; the 9th day of November 1985; the 11th day of June, 1988; the 10th day of June 1989; the 10th day of November, 1990; the 22nd day of November, 1997, the 11th day of November 2000, the 15th day of November, 2003, the 15th day of November, 2005, the 22nd day of November 2008, the 14th day of April, 2009, the 19th day of November 2011, the 20th Day of November 2021, and the 23rd day of November 2024.



Karen Nordstrom, Secretary

The undersigned Directors of the Board, at their meeting on the 11th day December, 2024, reviewed the foregoing By-Laws which were executed by the Board of Directors on the 7th of May 1969, and subsequently revised by vote of the Members on the 9th day of October 1982; 9th day of November, 1985; 11th day of June, 1988; 10th day of June, 1989; 10th day of November, 1990, the 22nd day of November, 1997, the 11th day of November 2000, the 15th day of November, 2003, the 12th day of November, 2005, the 22nd day of November, 2008, the 14th day of April, 2009, the 19th day of November, 2011, the 20th day of November 2021, and the 23rd day of November 2024, and unanimously re-approved, ratified and adopted them as official By-Laws of JEFFERSON BEACH ESTATES COMMUNITY, INC.

Karen Bertram, President



Teresa Scott, Director



Boyd Malloy, Vice President



Mark West, Director

