

ARTICLES OF INCORPORATION
OF
HIDDEN WOOD WEST ASSOCIATION

VINCENT M. ANDERSON, being a natural person over the age of eighteen, for the purpose of forming a non-profit corporation under Chapter 24.03 of the Revised Code of Washington, adopts the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be HIDDEN WOOD WEST ASSOCIATION, hereinafter called the “Association”.

ARTICLE II.

The period of duration of the Association shall be perpetual.

ARTICLE III.

Said corporation is organized exclusively as a homeowners association (more particularly a “condominium management association”) within the meaning of Section 528 of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law). More particularly, the corporation is organized as a condominium management association with respect to the Hidden Wood West Condominiums, a condominium formed by Declaration under the provisions of the Horizontal Property Regimes Act of the State of Washington covering that certain property in Pierce County, Washington, as follows:

PARCEL “A”:

The North 2/3rds of the Southeast quarter of the Southwest quarter of the Northeast quarter of Section 15, Township 20 North, Range 2 East of the Willamette Meridian.

PARCEL “B”

The West 73 feet of the East half of the South 1/3rd of the Southeast quarter Of the Southwest quarter of the Northeast quarter of Section 15, Township 20 North, Range 2 East of the Willamette Meridian. EXCEPT 40th Street, W.

In furtherance and not in limitation of the powers conferred by the laws of the State of Washington upon corporations organized for the foregoing purposes, the Association shall have the right to exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Condominium Declaration hereinabove referred to.

ARTICLE IV.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively as homeowners associations under Section 528 of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE V.

The address of the initial registered office of the Association is:
4416 Sunset Drive West, Tacoma, Washington, and the name of its initial registered Agent at such address is VINCENT M. ANDERSON.

ARTICLE VI.

The number of Directors constituting the initial Board of Directors of the Association is three (3), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
VINCENT M. ANDERSON	4416 Sunset Drive West Tacoma, Washington 98466
ANITA K. ANDERSON	4416 Sunset Drive West Tacoma, Washington 98466
RICHARD ANDERSON	4416 Sunset Drive West Tacoma, Washington 98466

ARTICLE VII.

The name and address of the sole incorporator is: VINCENT M. ANDERSON, 4416 Sunset Drive, West, Tacoma, Washington 98466.

ARTICLE VII.

No part of the net earnings of the corporation shall inure (other than by acquiring, constructing or providing management, maintenance and care of Association property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any private shareholder or individual.

ARTICLE IX.

Each member of an apartment in the condominium shall automatically be a member of this Association and shall remain a member until such time as his ownership ceases for any reason, at which time his membership in the Association shall automatically cease. Membership shall be appurtenant to and may not be separated from ownership of the apartment.

ARTICLE X.

Each member shall be entitled to cast one (1) vote at all meetings of the members for each full 1% of interest in the common areas applicable to his apartment.

ARTICLE XI.

Amendment of these Articles shall require the consent of all of the members of the Association.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Washington, I, the undersigned, constituting the sole incorporator of this club, have executed these Articles of Incorporation this 8th day of February, 1978.

Signature on file
VINCENT M. ANDERSON

STATE OF WASHINGTON }
 } ss.
COUNTY OF PIERCE }

On this day personally appeared before me VINCENT M. ANDERSON, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official this 8th day of February, 1978.

Signature on file
Notary Public in and for the State of
Washington, resident at Tacoma .

EXHIBIT "C"

BY-LAWS

OF

HIDDEN WOOD WEST ASSOCIATION

ARTICLE I

Applicability; Definitions; Location

SECTION 1. Applicability. These By-Laws are adopted for the Administration of the Association and Property described in that certain Condominium Declaration (the "Declaration") recorded February 9, 1978, under Pierce County Auditor's Fee No. 2798543.

SECTION 2. Definitions. The terms used in these By-Laws shall have the same meaning as in the Declaration, unless otherwise indicated.

SECTION 3. Location. The office of the Association shall be located at 4416 Sunset Drive West, Tacoma, Washington.

ARTICLE II

Board of Directors

SECTION 1. Number and Term. The affairs of the Association shall be managed by a Board of Directors. The number of Directors which shall constitute the whole Board shall be three (3). Until succeeded by the Directors elected by the apartment owners, Directors need not be apartment owners. At least one-third of the terms of the members of the Board of Directors shall expire annually. In any event, however, each Director shall hold office until such time as his successor has been selected.

SECTION 2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association. Such powers and duties of the Board of Directors shall include, but shall not be limited to, the following:

- (a) Operation, care, upkeep and maintenance of the Common Areas.

- (b) Determination of the common expenses required for the affairs of the Association, including, without limitation, the operation and maintenance of the Property.
- (c) Collection of assessments from the apartment owners.
- (d) Employment and dismissal of the personnel necessary or advisable for the maintenance and operation of the Common Areas.
- (e) Adoption and amendment of rules and regulations covering the details of the operation and use of the Property, subject to a right of the apartment owners to overrule the Board. Initial rules and regulations, which shall be effective until amended, are annexed hereto as Schedule A.
- (f) Opening of bank accounts on behalf of the Association and Designating the signatories required therefore.
- (g) Obtaining of insurance for the Property.
- (h) Making of repairs, additions and improvements to, or alterations of, the property.
- (i) Grant or relocate easements.

SECTION 3. First Board of Directors. The first Board of Directors shall Be designated by the Sponsor and shall consist of one director designated for a three-year term, one for a two-year term, and one for a one-year term. However, at the first annual meeting of apartment owners held pursuant to ARTICLE III, SECTION 1 of the By-Laws, the director holding a one-year term shall resign and be replaced by one director elected by the apartment owners including the Sponsor as owner of unsold apartments. At the second annual meeting, the director originally designated to serve a two-year term shall resign and be replaced by one director elected by the apartment owners including the Sponsor as owner of unsold apartments. At the third annual meeting, the director originally designated to serve a three-year term shall resign and be replaced by one director elected by the apartment owners including the Sponsor as owner of unsold apartments. Any and all of said directors shall be subject to replacement, in the event of resignation or death, in the manner set forth in SECTION 5 of this ARTICLE II.

SECTION 4. Removal. Directors may be removed for cause by an affirmative vote of a majority of the apartment owners. No director shall continue to serve on the Board if, during his term of office, he shall cease to be an apartment owner.

SECTION 5. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a member thereof by a vote of the apartments owners shall be filled by vote of a majority of the remaining members at a special meeting of the Board of Directors held for that purpose promptly after the occurrence of any such vacancy, even though the members present at such meeting may constitute less than a quorum, and each person so elected shall be a member of the Board of Directors for the remainder of the term of the member and until a successor shall be elected at the next annual meeting of the apartment owners.

SECTION 6. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the members of the Board of Directors, but at least one such meeting shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each member of the Board of Directors at least three (3) days previously thereto by written notice delivered or mailed to each director at his home address, or by telephone. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

SECTION 7. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) day's notice to each member of the Board of Directors, given in the manner provided for regular meetings, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) members of the Board of Directors.

SECTION 8. Waiver of Notice. Any member of the Board of Directors may at any time waive notice of any meeting of the Board of Directors in writing and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member of the Board of Directors at any meeting of the Board shall constitute a waiver of notice by him of the time and place thereof. If all the members of the Board of Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

SECTION 9. 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 approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

SECTION 10. Quorum of the Board of Directors. At all meetings of the Board of Directors, a majority of the members thereof shall constitute a quorum for the transaction of business, and the votes of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall constitute a decision of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called, may be transacted without further notice.

SECTION 11. Fidelity Bonds. The Board of Directors shall attempt to obtain adequate fidelity bonds for all officers and employees of the Association handling or responsible for Association funds. The premium on such bonds shall constitute a common expense.

SECTION 12. Compensation. No member of the Board of Directors shall receive any compensation from the Association for acting as such.

ARTICLE III

Apartment Owners

SECTION I. Annual Meetings. Within one (1) year following the date of conveyance of the first apartment, the Sponsor shall call the first annual meeting of apartment owners. Thereafter, annual meetings shall be held on the anniversary of such date each succeeding year. At such meetings there shall be elected by ballot of the apartment owners, a Board of Directors in accordance with the requirements of Article II of these By-Laws. The apartment owners may also transact such other business of the Association as may properly come before them.

SECTION 2. Place of Meetings. Meetings of the apartment owners shall be held at the principal office of the Association, or at such other suitable place convenient to the apartment owners as may be designated by the Board of Directors.

SECTION 3. Special Meetings. It shall be the duty of the President to call a special meeting of the apartment owners as directed by the Board of Directors or upon petition signed by at least one-third in number of the apartment owners having been presented to the Secretary.

SECTION 4. Notice of Meetings. It shall be the duty of the Secretary to give notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each apartment owner of record, at least five (5) but not more than ten (10) days prior to such meeting.

SECTION 5. Adjournment of Meetings. If any meeting of apartment owners cannot be held because a quorum has not attended, a majority in common interest of the apartment owners who are present at such meeting, either in person or by proxy, shall adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

SECTION 6. Voting. The owner or owners of each apartment, or some person designated by such owner or owners to act as proxy on his or their behalf and who need not be an apartment owner, shall be entitled to cast the votes appurtenant to such apartment at all meetings of apartment owners. The designation of any such proxy shall be made in writing to the Secretary, and shall be revocable at any time by written notice to the Secretary by the owner or owners so designating. Each apartment owner (including the Sponsor, if the Sponsor shall then own one or more apartments) shall be entitled to cast one vote at all meetings of the apartment owners for each full 1% of interest in the Common Areas applicable to his or its apartment.

SECTION 7. Majority of Apartment Owners. As used in these By-Laws the term "majority of apartment owners" shall mean those apartment owners having more than 50% of the total authorized votes of all apartment owners present in person or by proxy and voting at any meeting of the apartment owners.

SECTION 8. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a majority of apartment owners shall constitute a quorum at all meetings of the apartment owners.

SECTION 9. Majority Vote. The vote of a majority of apartment owners present at a meeting at which a quorum shall be present shall be binding upon all apartment owners for all purposes except where in the Declaration of these By-Laws a higher percentage vote is provided for.

ARTICLE IV

Officers

SECTION 1. Designation. The principal offices of the Association shall be the President, the Vice-President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an assistant treasurer, an assistant secretary, and such other officers as in its judgment may be necessary. The President and Vice-President, but no other officers, need be members of the Board of Directors.

SECTION 2. Election of Officers. The Officers of the Association shall be elected annually by the Board of Directors and shall hold office at the pleasure of the Board of Directors and until their successors are elected.

SECTION 3. Removal of Officers. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

SECTION 4. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the apartment owners and of the Board of Directors. He shall have all of the general powers and duties which are incident to the office of President of a corporation organized under the Non-Profit Corporation Law of the State of Washington, including but not limited to the power to appoint committees from among the apartment owners from time to time as he may in his discretion decide are appropriate to assist in the conduct of the affairs of the Association.

SECTION 5. Vice-President. The Vice-President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other members of the Board of Directors to act in the place of the President, on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors or by the President.

SECTION 6. Secretary. The Secretary shall keep the minutes of all meetings of the apartment owners and of the Board of Directors; shall have charge of such books and papers as the Board of Directors may direct; and shall in general, perform, all the duties incident to the office of Secretary of a corporation organized under the Non-Profit Corporation Law of the State of Washington.

SECTION 7. Treasurer. The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements and for the preparation of all required financial data. He shall be responsible for the deposit of all moneys and other valuable effects in the name of the Board of Directors in such depositories as may from time to time be designated by the Board of Directors, and he shall, in general, perform all the duties incident to the office of the Treasurer of a corporation organized under the Non-Profit Corporation Law of the State of Washington. No payment vouchers shall be paid unless and until approved by the Treasurer.

SECTION 8. Agreements, Contracts, Deeds, Checks, etc. All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by such other person or persons as may be designated by the Board of Directors.

SECTION 9. Compensation of Officers. No officer shall receive any compensation from the Association for acting as such.

ARTICLE V

Amendment to By-Laws

These By-Laws may be amended by an affirmative vote of a majority percentage of the total voting power of the Association at any meeting of the voting owners, provided that the proposed amendment shall first have been submitted to and approved by the Board of Directors and submitted in writing with a notice of the meeting and provided that an amendment may be made without the approval of the Board of Directors on the affirmative vote of 75% of the total voting power of the Association at a meeting called for that purpose.

SCHEDULE B

To Bylaws

Hiddenwood West Homeowners Association

Bylaw #7 – Preliminary Informal Declarations and Bylaws Enforcement Procedures

Any Homeowner with a complaint, before filing a formal complaint with the Board of Directors, must have made an earnest effort to talk with or sent a written note about his or her concern to the person he or she suspects is in violation of a Declaration, Bylaw, rule or regulation. If there has been no response or effort of any kind to answer the informal complaint within 10 days after these discussion(s) and note(s), the complainant may file a formal written complaint with the Board of Directors. Only after all means of trying to resolve the problem by way of talks or notes between the complainant and the alleged violator have failed, will the Board institute Bylaw #8, Formal Declaration and Bylaw Enforcement Procedures.

Bylaw #8 – Formal Declarations and Bylaws Enforcement Procedures

- A. In order to begin the rules enforcement process, a Homeowner filing a complaint must have complied in every way possible to meet the intent of the Introductory Declarations and Bylaw Enforcement Procedures (Bylaw #7).
1. Alleged violations of Bylaws, Declarations or other adopted rules of the Association, must be submitted to the Board of Directors in writing. The written statement must include, at a minimum, the specific Bylaw/Declaration/rule in question, the date(s) and time(s) the alleged violations occurred, the signature of the Homeowner filing the complaint and the date of her/his letter. The Board will, upon receipt of this letter, study the concerns in detail. If the concern is valid, the Board will send a letter to the Homeowner appearing to be violating the Bylaw/Declaration/rule cited in the written statement. The letter will include all of the information in the complainants letter and any other information the Board deems appropriate.
 2. The person making the complaint may be called to testify all all hearings.
 3. Committees, as well as groups of owners or residents, also may bring complaints.
 4. Upon receipt of the complaint, the Board shall determine if the complaint has validity.
- B. Notice of Violation.
1. If the Board concludes the complaint does have validity, it will send a letter to The alleged violator stating:
 - a. A description of the alleged violation including the date and Approximate time it occurred, if appropriate, and, except in those cases justifying immediate action by the Board;

- b. A reasonable time period during which the alleged violation may be abated with further sanction;
 - c. A date and place at which a hearing will be held if the violation is not abated.
 - d. An invitation to the owner to provide a statement, evidence or witnesses on his or her behalf; and
 - e. The maximum sanction that the Board may impose if it concludes the governing documents are violated.
 - 2. A copy of this letter may be sent to the original complaining party or any Person the Board deems appropriate. In the case of nonowner-occupied properties, all residents and owners will be provided copies of all correspondence.
 - 3. All notices required or permitted to be sent under these provisions shall be Given to an owner or tenant, if the unit is leased, by personal delivery, or by U.S. Mail to the last registered address of the owner or tenant, if the unit is leased.
- C. If the alleged violation continues or if requested in writing by the alleged violator, a hearing will be held.
- 1. If a hearing is to take place, an invitation shall be sent to the person or Persons filing the complaint, inviting them to attend the hearing in order to produce evidence to substantiate their complaint.
 - 2. Upon written request to the Association, not later than ten days prior to the Date of the hearing, the owners shall be entitled to:
 - a. obtain the names and addresses of witnesses, to the extent known to the Association; and
 - b. inspect and make copies of any statements, writings and investigative reports relative to the case contained in the Association's records. Nothing in this section shall, however, authorize the inspection or copying of any writing or other thing which is privileged from disclosure by law or otherwise made confidential or protected, such as attorney work product.
 - 3. In order to conduct a hearing, a quorum of the Board must be present.
 - 4. The general procedure for the hearing shall consist of opening statements by each party, presentation of testimony and evidence, including the cross examination of witnesses by each party, where appropriate, and closing statements by each party. Notwithstanding the foregoing, the board may exercise its discretion as to the specific manner which a hearing shall be conducted and may question witnesses, review evidence and take such reasonable action during the course of a hearing as it deems appropriate to reach a just decision in the case.
 - 5. It shall be incumbent upon each board member to make a determination as to whether he or she is able to function in a disinterested and objective manner in considering the matter to be heard. Any board member incapable of objective and disinterested consideration of the matter to be heard shall so inform the

President prior to the hearing if possible or at the hearing, and the board member shall be disqualified from all proceeding with regard to the hearing. Specifically, a member of the Board shall not participate in the deliberative proceedings or vote on the disposition of a complaint where he or she is also the complainant bringing the violation to the Board for resolution. In addition, when a Board member files a written complaint against another homeowner, another homeowner who is not a Board member must certify the complaint to enable the complaint to be brought before the Board for disposition.

6. After all testimony and other evidence has been presented to the Board at a hearing, the Board shall render its decision within ten days after the hearing. A decision shall be reached by a majority of the Board members present. The Board shall issue a written decision explaining the reasons for its decision and, if applicable, shall impose a sanction or fine as provided in Paragraph 21 of the Declarations, Article II, of the Bylaws of the Hiddenwood West Condominium Association and the Washington Condominium Act of 1990 (RCW 64.34.308).
7. The owner and tenant, if one exists, shall be notified in writing of the decision of the Board.
8. To appeal to the Board's decision, the owner or tenant must provide all additional evidence and reasons for the appeal in writing to the Board within 10 days after he or she received the written decision of the Board.

Bylaw #9 – Fines and Sanctions

If there is merit to a case of suspected Declaration/Bylaw/rule violations, fines and sanctions may be charged against a Homeowner. Fines will range from \$100 to \$500 for each violation. Should the Homeowner continue to violate the same Bylaw, additional fines will be assessed. The amounts to be charged and the number of times the fine(s) will be assessed shall be determined by the Board. The Board will, after all measures have been utilized to stop or remedy the violation, refer the case to an Attorney. Sanctions shown in Paragraph 12 (e) I and ii and (f) of the Declarations may, at the option of the Board, be brought against the Homeowner in addition to or as part of the cost of the violation.

Bylaw #10 – Collection Policies

Assessments, including fines, that were not paid on time and are considered delinquent by the Board, will be subject to Paragraph 12 (e) of the Declarations or, if approved by the Board, the Collection Policy for Delinquent Accounts expressed in the Washington Condominium and Non Profit Statues namely RCW 64.34.308

Bylaw #11 – RV Lot

Use of the RV lot will be administered by the RV lot Rules and Regulations. The Board may impose fines and sanctions as established in Bylaw #9 should the Board find a Homeowner in violation of part or all of this Bylaw.

Bylaw #12 – Speed Limit

Fifteen (15) MPH is the speed limit that must be observed by Homeowners, renters, visitors and all others having a reason for being on the premises. The Board may impose fines and sanctions as established in Bylaw #9 should the Board find a Homeowner, renter or visitor in violation of this Bylaw.

Bylaw #13 – Parking

All visitors vehicles (cars, trucks, pick-ups, vans, motorcycles, motor scooters, motor homes, fifth wheelers, boats and trailers) must be parked in the graveled parking areas adjacent to or near the unit being visited. If these vehicles will not be used for two or more weeks, they must be parked in the RV lot or parking area east of the Clubhouse ramp. Unit owners and renters vehicles not parked in their garages or driveways and not used on a regular basis, must be stored in the RV lot or parking area east of the Clubhouse ramp. The Board may impose fines and sanctions as established in Bylaw #9 should a Homeowner be found in violation of this Bylaw.

Amendment to Bylaw #6 – Changes/Modifications to Common and Limited Common Areas

- A. No trees of significant size, i.e., three (3) inches to four (four) inches or larger in diameter can be cut in the Common or Limited Common areas without Board approval,
- B. No additions, changes to or removal of any components making up the water, electric or sewer systems can be made without Board approval,
- C. The Board must approve all major changes to Association property (excluding Normal maintenance and repairs) determined to be Common areas which include, but are not limited to, the Clubhouse, driveways, roadways, sidewalks, patios, decks, fences, the tennis court and RV lot.
- D. The Board may impose fines and sanctions as established in Bylaw #9 should a Homeowner be found in violation of this Bylaw.

**Passed by the Hiddenwood West Homeowners Association Board of Directors
March 6, 1996**

Notes and comments concerning Bylaws passed by the Board
March 6, 1996

Paragraph 21 of the Declarations, Article II, Section 1 of the Bylaws of Hiddenwood West Condominium Association and the Washington Condominium Act of 1990 (RCW 64.34.308) give the Board of Directors power to enforce the Declarations and Bylaws in order to preserve property values and promote a high quality of life.

Formal and informal processes must be implemented to provide the Board of Directors the means to enforce officially adopted Declarations, Bylaws and other rules and regulations that may become governing rules in the future. These processes must, however, be fair and allow for certain actions to provide balance for the Homeowner being singled out as allegedly violating one or more of the Declarations, Bylaws or rules and regulations. For purposes of this paper, the plans will be called the Due Process procedures. Due process procedures include notice of the alleged violation and an opportunity for hearing before either the Board of Directors or another person or body which has been designated by the Board of Directors to conduct the hearing. The process also requires that the procedures for enforcement be set forth in the Association's governing documents and that the Board of Directors has previously adopted a fine schedule and communicated it to the owner. Fundamental fairness in every aspect is the hallmark of due process. Due process of law also requires that a rule or law shall not be arbitrary, capricious or unreasonable, and that the means which is selected to obtain the desired end, no matter how reasonable or laudable that end may be, must likewise bear a reasonable and substantial relationship to the object being sought.

The Board of Directors will act as the Hearing Board for the Hiddenwood West Condominium Association and enforce the Declarations, Bylaws and rules and regulations in accordance with the Informal and Formal Declarations and Bylaws Enforcement Procedures.

The Hearing Board will be the decision making entity for resolution of purported violations of the governing rules of the Association. A Director shall not be able to participate in the deliberative proceedings or vote toward resolution of a complaint where he or she is also the complainant bringing the violation to the Board for resolution. Also, when a Homeowner files a complaint against a Director, that Director may not vote or sit on the Board during deliberations to resolve the complaint. All Directors must be impartial in the matter before the Board or disqualify himself or herself. Because of the complexity of the due process procedures and the time required to implement them, it is very important that the Board adopt a mandatory preliminary informal dispute resolution procedure between the person with the complaint and the supposed violator which must take place before the complaint would be formally heard by the Board.

It should be obligatory that a Homeowner wishing to file a formal complaint, first make every effort to talk with or send a note about his or her concern to the Homeowner he or she suspects of being out of compliance with the Declarations, Bylaws or rules. Only after this is done should the Board consider initiating the Formal Declarations and Bylaws Enforcement Procedures because:

1. Misunderstandings, oversights, disregard of a neighbor's lifestyle and wrong interpretations of the Association's governing rules are only a few reasons why Homeowners may appear to be out of compliance with Hiddenwood West's governing Declarations, Bylaws and rules.
2. The powers of the Association should be limited, wherever possible, since we are considering neighbors policing one another in matters of personal behavior;
3. The appearance of fairness is essential to maintain the credibility of the Board and to provide a fair and unbiased resolution of disputes and not their exacerbation;
4. Out of respect and consideration for alleged violators, the complainant must first informally talk to the Homeowner about why he or she believes the neighbor is in violation of an Association Declaration or Bylaw. It is obviously the desire of all members of the Association that resolution of the complaint be worked out amicably between the two parties.

It is important to note that the word "may" is used in six of the above Bylaws. Use of this word gives the Board of Directors latitude to determine the first action that can be taken.

It should also be recognized that the Board will work with Homeowners who have fallen behind in payment of their Dues and Assessments to develop viable payment schedules before declaring these past due debts delinquent. If agreement on a payment schedule or schedules cannot be made, the debt will then be considered delinquent and subject to the Collection Policy for Delinquent Accounts adopted by the Board. See Bylaw #10 for detailed information.

(Revised) July 26, 2005

PROPOSAL: Change selected sections of the By-Laws of the Hidden Wood West Association shall be managed by a Five (5) person EXECUTIVE BOARD consisting of, (A) two Directors whose terms of office shall be for one year the first year elected, and for two years thereafter (i.e. after one year these two positions will revert to two year terms), (B) two Directors whose terms of office shall be for two years, and (C) one Director whose term of office shall be for one year. (D) Following the annual election, the Board at its first meeting shall select from among its members, OFFICERS – titled President, Vice-President, Secretary, and Treasurer (the offices of Secretary and Treasurer may be conjoined at the Board’s option, to be termed Secretary-Treasurer.) (E) Each Director shall hold office until such time as his/her successor has been duly elected, and shall remain on the Board until such occurrence takes place.

***NOTE: Directors currently on the Board will serve out their terms (i.e. for the 2005 election only, the current Director with one year remaining will fill one of the one-year terms of the two-year positions [as in A. above], and the Director with two years remaining will fill one of the two-year positions [as in B. above.] Consequently, for the 2005 election only, one position will be open for the one-year remaining of the two-year term and one position for the two-year term, after which those positions will revert to the alternating two-year term for those two Director positions.

Change SECTION 3. to read:

SECTION 3. Replacement. Any and all of said Directors shall be subject to replacement, in the event of death or resignation, in the manner set forth in SECTION 5 of this ARTICLE II. January 6, 2009

Change ARTICLE III to read:

ARTICLE III

Apartment Owners

SECTION 1. Annual Meetings. Annual meetings shall be held in September of each year. At such meeting there shall be announced to the general membership the results of the election for the Executive Board of Directors, in accordance with the requirements of Article II, Section 1, of these By-Laws. The Apartment Owners may also transact such other business of the Association as may properly come before them.

Change ARTICLE IV Officers, to read as follows:

SECTION 1. Designation. The principal officers of the Association shall be the President, Vice-President, Secretary, Treasurer (or the combined position of Secretary-Treasurer.) All officers shall be members of the Board.

SECTION 2. Nominating Committee. A Nominating Committee composed of Five (5) persons shall be appointed at the June Association Meeting by the President, to include two (2) members from the Board of Directors and three (3) members from the Association Membership at large. The Nominating Committee shall select one of their members to be Chairperson. Duties of the Committee shall be to prepare a slate of candidates for the open positions on the Board of Directors, including at least one nominee for each open position, who is a qualified and consenting person, and those names shall be presented to the general membership during the annual election.

The Nominating Committee shall prepare an election ballot and such election ballot shall list the nominees that have been solicited by the committee for each open position, plus a blank space alongside that position for a write-in vote. As information, the ballot shall also list on the bottom the names of the carry-over members of the Board. Completed ballots shall be returned to the Chairman of the Nominating Committee via hand-delivery or USPS at the Chairman's address specified on the ballot, to be received by the Chairman on the due date stated on the ballot.

SECTION 3. Election of Officers. The officers of the Association shall be selected by the newly elected Board of Directors from among its members at the first Board meeting following the annual election.

Explanation of Board of Directors election for 2005

Position:

One: Board member for 1 year open

To be elected every year.

Two: Board member 1 year of 2 year position open

Reverts to two year position in 2006.

Three: Board member 1 year of 2 year position Joyce

Reverts to two year position in 2006.

Four: Board member 2 years of 2 year position open

Five: Board member 2 years of 2 year position Sallie

Three Board positions will be open and needing nominees in 2005 and three Board positions will be open every year thereafter.

