

# Bylaws of The 700 Seventh Condominium Association

## RECITALS

The 700 Seventh Condominium Association (the “Association”) was established pursuant to the Declaration and Covenants, Conditions, and Restrictions for the 700 Seventh, a Condominium (the “Declaration”), recorded under **File No. 9403150508**, in Spokane County, Washington; and Amended on **December 4, 2025**, and recorded under File No. **7457246**.

The terms of such instrument (herein referred to as the Declaration) and the laws of the State of Washington, provide for the establishment of The 700 Seventh Condominium Association, and the adoption of Bylaws for such Association;

All words defined in the Declaration shall have the same meaning in these bylaws unless stated otherwise, and all referenced statutes will apply to any amended versions of that statute;

Following a proposal from the Board, submission in writing to all Owners, and a meeting of the Association, the affirmative vote of a majority of the voting power of the Association has rescinded the Original Bylaws, and does hereby adopt the following Bylaws, which need not be recorded:

## TABLE OF CONTENTS

<b>RECITALS</b> .....	<b>1</b>
<b>ARTICLE 1: MEMBER MEETINGS</b> .....	<b>2</b>
<b>ARTICLE 2: BOARD MEETINGS &amp; PARLIAMENTARY AUTHORITY</b> .....	<b>4</b>
<b>ARTICLE 3: MEETING NOTICES &amp; WAIVER</b> .....	<b>7</b>
<b>ARTICLE 4: MEMBERSHIP, PROXIES &amp; VOTING</b> .....	<b>7</b>
<b>ARTICLE 5: QUORUM</b> .....	<b>8</b>
<b>ARTICLE 6: THE BOARD &amp; BOARD MEMBERS</b> .....	<b>9</b>
<b>ARTICLE 7: BOARD MEMBER VACANCIES</b> .....	<b>11</b>
<b>ARTICLE 8: BOARD OFFICERS</b> .....	<b>12</b>
<b>ARTICLE 9: COMMITTEES</b> .....	<b>14</b>
Committee Types:       14	
Committee Structures:  15	
<b>ARTICLE 10: COMPENSATION &amp; REIMBURSEMENT</b> .....	<b>17</b>
<b>ARTICLE 11: CODE OF ETHICS</b> .....	<b>17</b>
Board Directors and Committee Members SHALL:       17	
Board Directors and Committee Members SHALL NOT:  18	
<b>ARTICLE 12: COMMUNICATION POLICY</b> .....	<b>19</b>

<b>ARTICLE 13: MISCELLANEOUS .....</b>	<b>19</b>
<b>EXHIBIT “A” – RESPONSIBILITY MATRIX.....</b>	<b>20</b>
<b>RECITALS &amp; AMENDMENTS .....</b>	<b>25</b>
<b>BOARD CODE OF ETHICS PLEDGE.....</b>	<b>26</b>

## ARTICLE 1: MEMBER MEETINGS

**MEMBER MEETINGS.** The Association shall conduct meetings in accordance with the Act and as enumerated herein. The following requirements apply to meetings of the Association which shall also be known as Meetings of Members ("Owners"):

**Annual Meetings.** Pursuant to [RCW 64.90.445](#), a meeting of the Association must be held at least once each year and shall include, but not be limited to, the election of Directors pursuant to these Bylaws and the Act.

**Annual Meeting Date.** The Association shall hold its annual meeting within the first fifteen (15) calendar days of October each year.

**Annual Meeting Packet.** Regardless of the method of dissemination, the Annual Meeting packet will include a pre-printed ballot and proxy form, proposed annual budget and supporting information for any ballot item to be voted on by owners. Volunteer recruitment for committees, if any, will be included with the Annual Meeting packet. (Also see Annual Meeting Director Candidacy.)

**Special Meetings.** Special meetings are governed by [RCW 64.90.445](#). The Association must hold a special meeting of Members to address any matter affecting the common interest community or the Association if a majority of the Board, or Members having at least twenty percent (20%) of the votes in the Association, request that the Secretary call the meeting. Requests of the Secretary may be directed to the Managing Agent. All valid requests to call a Special Meeting shall be fulfilled by the Association, whether or not a Secretary is currently seated and/or a current Managing Agent is retained.

One or more Members may provide notice of a special meeting pursuant to [RCW 64.90.445\(1\)\(b\)\(ii\)](#) and the Association shall reimburse the reasonable costs incurred to provide such Notice so long as receipts are provided.

**Place of Meetings.** Meetings of Members shall be held at such place and time reasonably convenient to the Members and conducted pursuant to [RCW 64.90.445](#):

- (a) in person at a meeting place within a one (1) mile of the outermost boundary of the Association's physical premises;
- (b) attempt to provide by means of electronic or telephonic communication that enables owners in different locations to communicate in real time to the same extent as if they were physically present in the same location; or
- (c) simultaneously conforming to (a) and (b)

The Association shall always attempt, but not be required, to offer an electronic and telephonic meeting option for Meetings of Members. Such meeting options shall not be construed to affect the ability of Members to vote electronically as allowed by these Bylaws or the Act. The notice and/or schedule for meetings conducted by any electronic, telephonic, video or other conferencing process must comply with the requirements of [RCW 64.90.445\(2\)\(i\)\(i\)](#) through (ii).

Pursuant to notice required by [RCW 64.90.445\(c\)](#), meetings of members called by the Board of Directors shall convene at such time and place as determined by the Board, and meetings of members called by the Members shall convene at such time and place as determined by the Members.

**Adjourned Meetings of Members.** Pursuant to [RCW 24.03A.440](#), if any meeting of the members of the Association cannot be held because a quorum is not in attendance, the Members or their designated representatives present may adjourn the meeting to a later date and direct the Association to send a new notice as provided herein.

In the event business cannot be conducted at any meeting of Members because a quorum is not present, that meeting may be adjourned to a later date by the affirmative vote of a majority of those Members or their designated representatives present in person or by proxy. Adjourned meetings must be reconvened by a subsequent meeting within 60 days and the quorum requirement of such meetings shall be one-half of the quorum requirement applicable to the meeting of Members adjourned for lack of a quorum.

**Emergency Meetings of Members.** Pursuant to [RCW 64.90.502](#), the Board may, only after providing notice, call an emergency meeting of the Unit Owners to address circumstances directly related to an emergency as defined therein.

**Opportunity to Comment at all Meetings.** Pursuant to [RCW 64.90.445](#), Members or their designated representatives must be given a reasonable opportunity to comment regarding any matter affecting the Association at any meeting of Members. Members must also be given a reasonable opportunity to comment regarding any matter affecting the Association at any meeting of the Board and any meeting of a Committee, but such opportunity does not provide a right to participate in Board or Committee discussions or decision-making.

Unless otherwise extended by vote of Members or vote of Board or consensus of a Committee at their respective meetings and provided as an equal opportunity to all Members (and their designated representatives at Meetings of Members), reasonable opportunity to comment shall be limited to two (2) minutes of uninterrupted communication per Member or a time limit determined by the Board. Notwithstanding the foregoing, should any meeting have more than 10 Members who wish to comment, reasonable opportunity to comment shall be limited to one (1) minute of uninterrupted communication per Member or a time limit determined by the Board.

**Order of Business for Meetings of Members.** The order of business at meetings of the members of the Association shall be as follows, except that business items d - k may be handled out of order on the posted agenda or by an approved motion during a meeting.

- (a) Roll call, or other means to establish quorum;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Approval of Minutes of preceding meeting;
- (d) Reports of officers;
- (e) Reports of committees;
- (f) Reports of CAM, Managing Agent, Staff and Special Guests, if applicable;
- (g) Ratification of Budget (only applicable to Budget Ratification Meetings);
- (h) Election of directors (only applicable to Annual Meetings and certain Special Meetings);
- (i) Unfinished business;
- (j) Opportunity for Comment;
- (k) New business; and
- (l) Adjournment.

**Meeting Minutes at All Meetings.** Minutes of all meetings of Members and meetings of the Board and meetings of Committees, excluding executive sessions, must be maintained in a record and the decision on each matter decided and/or voted upon at any meeting must be recorded in the minutes of such meeting. Meeting minutes must include, but are not limited to the following:

- (a) Name of the Association;
- (b) Type of meeting;
- (c) Date, time, and place of the meeting;
- (d) Time of call to order;
- (e) Sections of the Order of Business and their related entries;
- (f) Record of attendees:
  - (i) Member Meetings: Units (by ID or number);
  - (ii) Board Meetings: Directors (by first and last name);
  - (iii) Committee Meetings: Committee members (by first and last name);
- N.B. It is recommended that Board and Committee meeting minutes capture the names of guests who are present, and either the names or the unit number of members who are present
- (g) The exact text of all motions (regardless of whether passed) and amendments thereto;
- (h) Name of the maker of each motion and whether a motion was seconded and passed, defeated, or withdrawn;
- (i) All points of order;
- (j) Outcomes of each decision, including names of appointees and electees, vendors, dollar amounts, origin and/or disposition of funds (operating, reserve, insurance, etc.); reference Executive Session for required outcome documentation;
- (k) Names of those who abstain and dissent; and
- (l) Time of adjournment

## ARTICLE 2: BOARD MEETINGS & PARLIAMENTARY AUTHORITY

**BOARD MEETINGS.** The following requirements apply to meetings of the Board and all Committees authorized by the Board:

**Time and Place of Meetings.** Meetings of Members shall be held at such place and time reasonably convenient to the Members and conducted pursuant to [RCW 64.90.445](#):

(a) in person at a meeting place within a one (1) mile of the outermost boundary of the Association's physical premises;

(b) attempt to provide by means of electronic or telephonic communication that enables owners in different locations to communicate in real time to the same extent as if they were physically present in the same location; or

(c) simultaneously conforming to (a) and (b)

The Association shall always attempt, but not be required, to offer an electronic and telephonic meeting option for Meetings of Members. Such meeting options shall not be construed to affect the ability of Members to vote electronically as allowed by these Bylaws or the Act. The notice and/or schedule for meetings conducted by any electronic, telephonic, video or other conferencing process must comply with the requirements of [RCW 64.90.445\(2\)\(i\)\(i\)](#) through (ii)

**Special Board Meetings.** Special meetings of the Board of Directors may be called at the written request of two (2) Directors.

**Frequency of Board Meetings.** The Board of Directors must hold no less than four (4) Regular Meetings during each calendar year, with at least one meeting per calendar quarter.

**Open Board and Committee Meetings.** All meetings must be open to the Members except during executive sessions, but the Board or Committee may expel or prohibit attendance by any person who, after warning by the chair of the meeting, disrupts the meeting.

**Emergency Board Meetings and Action.** Pursuant to [RCW 64.90.502](#), the Board may, only after providing notice, conduct an emergency meeting and/or vote in the form of a record without a meeting to address circumstances directly related to an emergency as defined therein.

**Executive Sessions.** The Board and Committees may hold an executive session only during a regular or special meeting of the Board or a committee and only to address items enumerated by [RCW 64.90.445\(2\)\(b\)](#). A final vote or action may not be taken during an executive session and must be made during an open meeting.

Before convening in executive session, the presiding officer or their designee shall publicly announce the purpose for excluding the Members from the meeting place and the approximate time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer or their designee. The announced purpose of excluding the Members must be entered into the minutes of the meeting.

The Board must vote to adjourn a regular or special meeting and to bring the executive session to order. The Board subsequently votes to adjourn the executive session and bring the regular or special meeting back to order. Thereafter, meeting minutes are required to provide a non-confidential record sufficiently detailed to allow a Director who did not attend such executive session to discern the relevant outcomes. (For example, an executive session focusing on employee compensation might require a confidential ledger detailing employee names and

compensation. Meeting minutes might state that employee compensation adjustments were made pursuant to the compensation ledger.)

For the purposes of Executive session topics:

(i) "Administrative proceedings" include, but are not limited to enforcement of the governing documents against specific parties;

(ii) "Labor or personnel matters" do not include matters related to volunteers serving in any capacity

(iii) "Violations of privacy" do not include the following:

a. Board Officer and Committee chair elections including discussion related to candidates

b. Director appointments including discussion related to candidates

c. Disputes relevant to the discharge of volunteer service in the roles to which such persons were appointed or elected

**Alternate Means of Attendance for Board Meetings.** Board Members may participate in a regular or special meeting by or conduct a meeting through the use of any means of communication by which all Board Members participating can hear each other during the meeting. A Board Member participating in a meeting by these means is deemed to be present in person at the meeting. Meetings of the Board of Directors shall always attempt, but not be required to offer an electronic and telephonic meeting option so that Members can participate pursuant to these Bylaws and the Act.

**Actions Taken Outside of Board Meetings.** Pursuant to [RCW 64.90.445\(2\)\(k\)](#), the Board may act without a meeting by unanimous consent as documented in a record by all its members to undertake ministerial actions, actions subject to ratification by the Members, or to implement actions previously taken at a meeting of the Board. Actions taken by unanimous consent must be kept as a record of the Association with the meeting minutes.

**Gatherings are Not Meetings.** Pursuant to [RCW 64.90.445\(2\)\(c\)](#), a gathering of Board or Committee members at which those members do not conduct Association business is not a meeting of the Board or Committee, but Board and Committee members may not use incidental or social gatherings to evade these open meeting requirements. The use of email to exchange ideas is encouraged, and the exchange of email communications does not constitute a meeting of any body.

**Order of Business for Board Meetings.** The order of business at Board meetings shall be as follows, except that business items d - j may be handled out of order by an approved motion in any Board meeting.

a) Roll call, or other means to establish quorum;

b) Proof of notice of meeting or waiver of notice;

c) Approval of Minutes of preceding meeting;

d) Reports of officers;

e) Reports of committees;

f) Reports of CAM, Managing Agent, Staff and Special Guests, if applicable;

g) Unfinished business;

h) New business;

i) Opportunity for Owner Comment;

j) Executive Session, if applicable

k) Adjournment.

**PARLIAMENTARY AUTHORITY.** Except where specific procedures are enumerated in the declaration or bylaws, in the event of dispute about meeting procedures, the parliamentary authority for all meetings shall be the most recent edition of Robert's Rules of Order (RONR) Newly Revised.

## ARTICLE 3: MEETING NOTICES & WAIVER

**Notice of Meetings of the Members.** The Association shall cause Notice of Member meetings to be disseminated by any means provided in the Declaration pursuant to [RCW 64.90.515](#) and shall strictly abide by the requirements of [RCW 64.90.445\(1\)\(c\)](#) and as otherwise prescribed by the Act and as amended.

**Notice of Meetings of the Board.** Pursuant to [RCW 64.90.445](#), unless a Board meeting is included in a schedule provided by notice to the Members or such meeting is called to address an emergency pursuant to the requirements herein, the Association must provide Notice of each Board meeting to each Board Member and to the Members.

If not included in a schedule provided by notice to the Members, the Association shall cause notice of Meetings of the Board of Directors to be disseminated by any means provided in the Declaration pursuant to [RCW 64.90.515](#) and in full compliance with [RCW 64.90.445](#).

**Notice of Emergency Meetings.** Pursuant to [RCW 64.90.502](#), notice of all meetings called to address an emergency shall be in a manner that is practicable and appropriate under the circumstances.

**Board Meeting Materials Available to Members.** Pursuant to [RCW 64.90.445](#), if any materials are distributed to the Board or any Committee before their respective meeting, copies of those materials must be made available by request to all Members to review at no cost and by electronic delivery no less than two (2) full business days before the meeting, except that copies of unapproved meeting minutes or materials that are to be considered in executive session need not be disclosed. Board Meeting materials must include a sufficiently detailed agenda that includes all the topics to be actioned and/or discussed. Materials that are not available two (2) full business days before a meeting shall be made available to the Members at the same time as they are made available to the Board or the Committee.

**Waiver of Notice.** Members and Directors may waive notice as provided by [RCW 24.03A.415](#) and [RCW 24.03A.560](#).

## ARTICLE 4: MEMBERSHIP, PROXIES & VOTING

**Membership.** To qualify as a Member, a person shall be a Unit Owner, and all Unit Owners shall be Members. When more than one person holds an interest in any Unit, all such persons



shall be Members. Membership shall be appurtenant to and may not be separated from Unit ownership.

**Voting Rights.** All Members shall be entitled to one (1) vote per unit according to their allocated interest in that unit, pursuant to the Declaration. (See CC&R's, Exhibit C)

**Voting at Meetings of Members.** Members may vote at a meeting pursuant to [RCW 64.90.455](#).

**Voting by a Unit with multiple Owners.** Pursuant to [RCW 64.90.455](#), votes cast by multiple owners for the same Unit shall not be counted.

**Vote Required.** Pursuant to [RCW 64.90.455](#), unless otherwise provided by the Act, the Declaration of these Bylaws, a majority of the votes cast determines the outcome of any action of the Association. In any election of Board Members, if the number of candidates is equal to, or less than, the number of vacant positions, candidates shall be elected by acclamation.

**Proxy Voting.** Proxy voting for meetings of Members shall be conducted pursuant to [RCW 64.90.455](#). Proxy forms shall allow members to indicate their preference to count toward the quorum only. Undirected proxies are prohibited.

**Voting Without a Meeting.** The Association may conduct a vote without a meeting pursuant to [RCW 64.90.455](#).

**Association Owned Units.** Reference the Declaration.

**No Board Proxies.** Pursuant to [RCW 64.90.445](#), a Board Member may not vote by proxy or absentee ballot at a Board meeting.

**Board Member's Right to Dissent.** Directors may dissent as provided by [RCW 24.03A.565\(6\) through \(7\)](#).

**Challenges to Board Action.** Challenges must be brought pursuant to [RCW 64.90.445](#).

## ARTICLE 5: QUORUM

**Quorum of the Association.** A quorum is present throughout any meeting of Members if persons entitled to cast twenty-five percent (25%) of the votes in the Association are present at the beginning of the meeting pursuant to [RCW 64.90.450](#).

**Quorum of the Board.** Pursuant to [RCW 64.90.450](#), a quorum of the Board is present for purposes of determining the validity of any action taken at a meeting of the Board only if a majority of the Board Members are present at the time a vote regarding that action is taken. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board Members present is the act of the Board unless a greater vote is required by the Declaration Robert's



Rules of Order. Meetings of the Board may not come to order if there is less than a quorum present. A quorum of the Board is not required for meetings called to address an emergency.

**Quorum of Committees.** A quorum of any Committee, regardless of its type, is present for purposes of determining the validity of any action taken at a meeting of such Committee only if a majority of the Committee Members are present at the time that decisions are reached by consensus or any other means. Meetings of any Committee may not come to order if there is less than a quorum present.

## ARTICLE 6: THE BOARD & BOARD MEMBERS

**Number of Board Members; terms.** The affairs of the Association shall be governed by a Board of Directors consisting of five (5) Unit Owners. The terms "Board members" and "Director" are synonyms. The term of office of the Directors elected pursuant to this section shall be 3 years. Two Director positions will be available for election in 2024, two Director positions will be available for election in 2025 and one Director position will be available for election in 2026. This 2-2-1 pattern will continue in all subsequent years. If an election is filling both partial and full terms, the nominees with the most votes shall fill the full terms.

The number of directors may be increased or decreased by amendment of the Declaration and terms of office may be increased by amending these Bylaws, but no change to the number of directors or terms of office shall have the effect of shortening the term of any incumbent director.

**Start and End of Terms.** Pursuant to [RCW 64.90.410](#) and as amended, Board Members and officers shall take office upon adjournment of the meeting at which they were elected or appointed. If not elected or appointed at a meeting, then at the time of such election or appointment. Except for voluntary and/or involuntary resignations, Board Members and Officers must serve until their successor is elected or appointed.

**Qualifications.** Board members must be Members. Pursuant to [RCW 64.90.410](#) and as amended, in determining the qualifications of any officer or Board Member of the Association, "Unit Owner" / "Homeowner / Members" includes any Board Member, officer, Member, partner, or trustee of any person, who is, either alone or in conjunction with another person or persons, a Unit Owner.

(i) Any officer or Board Member of the Association who would not be eligible to serve as such if they were not a Board Member, officer, partner in, or trustee of such a person is disqualified from continuing in office if they cease to have any such affiliation with that person or that person would have been disqualified from continuing in such office as a natural person.

(ii) No more than one Board Member representing a single Unit may serve on the Board at the same time. An Owner of multiple Units is limited to a single person serving on the Board at one time.

(iii) Board Members may not be elected or appointed if they are delinquent in any Assessment more than sixty (60) days.

**Automatic Removal.** A Board Member shall be deemed to have resigned as a director if any of the following are true:

- (i) The Board Member is delinquent in the payment of assessments more than sixty (60) days and (b) the board Member has not cured the delinquency within thirty (30) days after receiving Notice of the delinquency.
- (ii) The Board Member is absent from three (3) consecutive Board meetings or any four (4) such regular and/or special Board meetings within a rolling twelve (12) month period
- (iii) The Board Member has not signed the Code of Conduct prior to the first regular meeting of the Board after being elected or appointed

**Removal by the Membership.** Members may remove any Board Member pursuant to [RCW 64.90.520](#). The Board may remove a Board member pursuant to [RCW 64.90.520\(4\)](#).

Board Acts for the Association. Except as provided otherwise in the governing documents, or other provisions of law, only the Board may act on behalf of the Association.

Limits on Board Authority is governed by the Declaration Section *Limitations on Board of Directors' Authority*.

**Only the Board Makes Decisions.** Board Members (Directors) and Officers are intended to work as a team. The entire Board acts as a unit to fulfill governance functions. Individual Board members can fulfill support functions, but cannot make decisions for the Board. Assurances from individual Board Members, whether written, verbal or otherwise, are not representations of the Board except to the extent they convey actual decisions of the Board in accordance with these Bylaws.

- (i) Actions of the Board must be reflected in the approved Board Meeting Minutes, or in other direct written communication from the Board.
- (ii) No individual shall control the contents and/or prioritization of meeting agendas or agenda items.

**Delegation of Board Authority.** The Board may delegate any of its authority to committees subject to the provisions of these Bylaws. The Board may delegate its authority to manage the financial affairs of the Association to a Managing Agent, and may delegate authority to enforce the Governing Documents to a committee or the Managing Agent, subject to an Owner's right to appeal any committee or Managing Agent's decision or action to the Board of Directors. The Board may not delegate its authority to govern to any individual volunteer, but may appoint one or more volunteers to act as Board Liaisons to fulfill support functions. The Board may delegate authority to one or more volunteers without designating a formal Committee, but shall not endorse action to circumvent the intent of committee governance requirements.

**Board Liaisons.** The Board of Directors may, from time to time, appoint one or more volunteers to act as liaisons to the Managing Agent, committees, special projects, vendors and other endeavors of the Association. Board Liaisons fulfill support functions (not governance functions). Any Director who acts as a liaison for the Board shall be appointed to do so by action of the Board recorded in the form of a record and shall perform their duties in an impartial

manner to convey the decisions and opinions of the Board. Board Liaisons shall not act unilaterally to exercise powers reserved to the Board except where the exercise of those powers conveys the decisions of the Board and not their personal opinions or priorities.

**Execution of Board Decisions.** Notwithstanding any specific designee (Board Liaison, Committee, Managing Agent, staff, vendor, etc.), ANY member(s) of the Board of Directors may act to properly execute / fulfill Board decisions that have failed to receive necessary action within (15) business days of the decision date or ten (10) business days before an expected outcome / due date, whichever comes first. This provision provides express authority for every Director to take any and all actions necessary to ensure that Board decisions are successfully realized (which may include, but is not limited to the execution of contracts, investment / management of funds, liaising with companies and persons, etc.). Directors are not required to provide any advance notice of their intent to act in accordance with this provision, but are expected to communicate appropriately with relevant parties such as the Board, Committees, Managing Agent, etc. to effectuate a coordinated effort.

**Duty of Care.** Subject to all statutory limitations, in the performance of their duties, members of the Board of Directors must exercise the degree of care and loyalty to the association required of an officer or director of a corporation organized, are subject to the conflict of interest rules governing directors and officers, and are entitled to the immunities from liability available to officers and directors under the Act. No Director, whether acting alone or in concert with others, shall act to discharge the powers and authority of the Board in any manner inconsistent with the Association's governing documents and/or any applicable governmental mandates.

## ARTICLE 7: BOARD MEMBER VACANCIES

**Vacancies on the Board of Directors.** Pursuant to [RCW 64.90.410\(7\)](#), vacancies caused by reason other than the removal of a Director by vote of the Members shall be filled by an appointment vote of the majority of the remaining Directors at any Regular Meeting or Special Meeting called for such purpose, following the process outlined below. Each Director so appointed shall serve until the next election held by the Association. Appointed Directors may not comprise more than 40% or two of the members of the Board.

**Solicitation of Interested Owners to Fill Board Vacancies.** Reasonable notice of the Board Vacancies shall be provided to the Owners. Vacancies shall:

- (i) be announced to Members at any regular monthly Board meeting or at any special meeting for that purpose;
- (ii) be communicated to all Members via email and via printed signs conspicuously posted in elevators and public spaces no more than three (3) business days after the email announcement, which shall remain posted for not less than ten (10) business days (mailed Notice shall not be required);
- (iii) include solicitation for and instructions to Members on how they can express their interest to fill the vacant seat.

- (a) Owners who volunteer to fill a Director vacancy must:

(1) express written interest outlining their experience, skills and potential contributions to the Association and their availability and intent to fill the remaining portion of the term of the vacant Director's seat

(2) submit written interest via email to all remaining Directors and/or the Managing Agent

(b) Directors may not confirm or appoint candidates who are not qualified to serve as provided in the section titled Qualifications.

(c) If no candidates volunteer, or if the Board is unable to determine appointment of a new Director within forty-five (45) calendar days of announcement or by the next regular monthly meeting of Directors, whichever occurs first, the recruitment process to fill such vacancies will continue until such time as the Board appoints a new candidate.

**Board Vacancies filled by special election by the Members.** Any Board vacancies that exist at the time of the Notice of the Annual Meeting shall not be filled by the Board and shall be brought to a vote of Members to fill based on the process for election pursuant to these Bylaws.

Should the Board of Directors, at any time, consist of less than three (3) members, a Special Meeting of the Association must be called by the Board within thirty (30) days to fill all vacancies by vote of the Members. If no candidates are elected at such a Special Meeting, the Board must continue to call Special Meetings for this purpose every sixty (60) days until such time as the Board consists of at least three (3) members. Should the Board fail to call a Special Meeting for this purpose, one or more Members may call for such a meeting by providing the required Notice for which their reasonable costs will be reimbursed by the Association.

**Director Candidacy.** Notice must be provided to all Members not less than eight (8) weeks prior to any election of Directors that includes the following:

- (a) the number of Director positions available for owners to elect;
- (b) the duration of Director positions up for election;
- (c) the qualifications to be a Director candidate;
- (d) the process, manner and deadline for submitting nominations for Director candidates to appear on the pre-printed ballot; and
- (e) any other requirements pursuant to the Act

**Eligibility to Appear on the Pre-Printed Ballot.** In order to appear on the pre-printed ballot for the Annual Meeting, candidates must provide their intent to serve not later than 11:59pm thirty (30) days prior to the Annual Meeting.

## ARTICLE 8: BOARD OFFICERS

**Officers Enumerated.** Officers hold office for one year, or until they are replaced by the Board, subject to provisions herein relating to vacancy and removal. Two or more offices may not be held by the same person. Officers may be appointed to the same or different positions an unlimited number of times.

The officers of the corporation shall be a President, Vice President, a Secretary and a Treasurer, and such other officers as the Board may designate, all of whom shall be elected by the Board at the first Board Meeting following the Association annual meeting. Officer positions shall be determined annually by the Board of Directors at a special Board Meeting to be held immediately following the adjournment of the Annual Owners Meeting.

The officers shall have the powers described in this Article but shall at all times be subject to the authority and direction of the Board. Board Members (Directors) and Officers are intended to work as a team: the entire Board acts as a unit to fulfill governance functions. Individual Board members can fulfill support functions, but cannot make decisions for the Board. Assurances from individual Board Members, whether written, verbal or otherwise, are not representations of the Board except to the extent they convey actual decisions of the Board in accordance with these Bylaws.

**Qualifications.** Each officer must be a natural person and a resident of the State of Washington. The Officers must be Directors.

**The President.** The President, subject to supervision by the Board of Directors, shall oversee rule and policy development and enforcement, conduct meetings, prepare agendas, and work with committees. The president is the official spokesperson for the board—to association Unit Owners, the Managing Agent (or management company), vendors, the press, and the greater community. The President shall preside at all meetings of the Board of Directors and the Members, shall be responsible for carrying out the plans and directives of the Board and shall report to and consult with the Board. The President shall have such other powers and duties as the Board may prescribe.

**The Vice-President.** The Vice-President shall have all powers and duties of the President when the President is not available, and shall have such other powers and duties as the Board may prescribe.

**The Secretary.** The Secretary, personally or with the assistance of others, shall keep minutes of the meetings of the Board of Directors and the Members and shall arrange for Notice of such meetings; maintain other corporate records; attest all contracts and other obligations or instruments in the name of the corporation, when necessary or appropriate; and perform such other duties as the Board of Directors may from time to time designate.

**The Treasurer.** The Treasurer shall provide overall superintendence of Association funds and shall advise the Board of Directors. The Treasurer shall oversee the care and custody, and be responsible for, all funds and securities of the corporation, and shall cause to be kept regular books of account and shall provide periodic financial reports to the Board of Directors. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all of the duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned by the Board of Directors.

**Board Officer Removal.** Pursuant to [RCW 64.90.520](#), by majority vote during any open meeting, the Board may remove any Board Officer previously appointed by the Board, with or

without cause, so long as the action for such removal is disseminated in a meeting agenda to the Members pursuant to these Bylaws. Any such removal of an Officer does not remove the director from the Board.

**Board Officer Vacancies.** The Board shall elect Officers at the next scheduled Regular Meeting following a meeting to appoint and/or elect Directors to fill one or more vacancies. The Board shall fill vacancies in any Office arising from any cause by electing Officers by majority vote during the next scheduled Regular Meeting following the determination of such vacancy.

## ARTICLE 9: COMMITTEES

**COMMITTEES.** All committees of the Association must be appointed by the Board.

(i) Committees authorized to exercise any power reserved to the board must include at least two Board Members who have exclusive voting power for that committee. Committees that are not so composed may not exercise the authority of the Board and are advisory only.

(ii) Committee members are appointed by and serve at the pleasure of the Board.

(iii) No more than one committee member representing a single Unit may serve on the same committee at the same time. An Owner of multiple Units is limited to a single person serving on any given committee at one time.

(iv) The powers and duties of any committee shall be established by the Board, and shall be described in a written committee charter, or in a resolution recorded in the Board Meeting Minutes.

(v) The Board may, at any time, dissolve any committee and assume all powers and duties of the committee, regardless of what a committee charter may state.

(vi) All committee meetings shall be open to members who shall be afforded the same opportunity to observe and provide comment at such meetings as during Board meetings. Notice of committee meetings shall be provided in the same manner and with all the same requirements as notice for Board meetings.

### **Committee Types:**

a) Committees of Directors (Exercising Board Authority) – Committees of Directors and Committees with Board Authority may be designated by The Board of Directors and authorized to exercise specific powers reserved to the Board pursuant to a Committee Charter, or a resolution, approved by the Board.

b) General Committees (Advisory) – General committees, not having or exercising the authority of the Board of Directors in the management of the Association, may be designated by the Board of Directors.

i. Standing General Committees are permanent and intended to meet regularly to address on-going Association needs

- ii. Ad Hoc General Committees are intended to address time-limited and/or one-time considerations/projects

**Committee Structures:**

- a) **Committees of Directors** will consist solely of no less than two (2) and no more than three (3) Directors;
- b) **Committees with Board Authority** will consist of at least two (2), but not more than eight (8) Unit Owners and must include at least two (2) Directors who have exclusive voting power of the committee
- c) **Standing General Committees** will consist of at least two (2), but not more than eight (8) Unit Owners and must include at least one (1) Director who will liaise with the Board
- d) **Ad Hoc General Committees** will consist of at least (2) Unit Owners and must include at least one (1) Director who will liaise with the Board

**Committee Participation and Volunteer Recruitment.** Except for Committees of Directors, recruitment of volunteers to serve each committee will:

- a) occur at the inception of each committee and at least annually thereafter
- b) be disseminated via email to all Unit Owners and posted conspicuously in building elevators for a period of no less than ten (10) business days

Except for Committees of Directors, all Unit Owners are welcome to participate on any and all committees as follows:

- a) Unit Owners must express their interest to serve to the committee chairperson or, in the absence of a chairperson, to the Board of Directors
- b) Unit Owners are welcome to join committees within sixty (60) days of their inception and as recruited by the Board of Directors
- c) The Board of Directors will confirm interest in any Standing General Committee should such interest exceed the participation limit.
- d) In appointing committee members, the Board may consider “first to express interest, first to serve,” or special skills, experience, or qualifications any Owner may have.

**General Committee Requirements.** Committees shall:

- a) Have a written charter outlining specific requirements and responsibilities. The Board of Directors will approve all committee charters.
  - i. Charters for Committees of Directors and Committees with Board Authority will include specific powers reserved to the Board to be exercised by such committees
  - ii. In lieu of a charter, a committee may be formed and its responsibilities set by a Board Resolution recorded in the Board Meeting Minutes.



- b) Select a chairperson who shall fulfill the following responsibilities:
  - i. coordinate meeting dates/times with committee members and others to facilitate committee business
  - ii. create meeting agendas as needed
  - iii. ensure minutes are recorded at every meeting and disseminated to committee members and the management company
  - iv. ensure that committee business is fulfilled in a timely fashion
  - v. except for Committees of Directors, break ties in split votes to formalize the final recommendation for matters that cannot be decided by consensus and require a vote of committee members
    - 1. The chairperson of Committees with Board Authority cannot break ties to exercise specific powers reserved to the Board

**General Committee Responsibilities.** Committees shall:

- a) convene in person, by phone or electronic means least every 180 days or more often as directed by an individual Committee Charter to review matters outlined therein
- b) record minutes and disseminate a draft within 10 business days after each meeting to the committee members and to the Board Secretary
- c) create documents, processes and tools pursuant to the Committee Charter that facilitate committee business and provide value to the Association
- d) make recommendations to the Directors based on thorough, thoughtful research and collaboration
- e) arrive at decisions by consensus unless a consensus cannot be reached

# ARTICLE 10: COMPENSATION & REIMBURSEMENT

**Compensation.** Board Members and Committee Members shall not be compensated for their service as volunteers in the roles to which they were appointed or elected, but may be reimbursed expenses incurred on behalf of the Association.

Directors and other Owners may be paid for other services performed for the Association, following notice to all Members and ratification of such payment in the manner used to ratify a budget. Such other services shall be provided as independent contractors, and any payments shall be reported to the Internal Revenue Service as required by law.

Directors may be reimbursed for ordinary and Reasonable expenses incurred as a result of performing their duties. Expenses in excess of \$20 per month should be pre-approved by the Board. All reimbursed expenses are subject to review and approval by the Board. Directors must submit receipts for reimbursable expenses to the Managing Agent no more than thirty (30) days after the date of any reimbursable transaction.

Committee Members may be reimbursed for ordinary and Reasonable expenses incurred as a result of performing their duties within the scope of a Committee charter for expenses pre-approved by the Board. Committee Members must submit receipts for reimbursable expenses to the Managing Agent no more than thirty (30) days after the date of any reimbursable transaction.

# ARTICLE 11: CODE OF ETHICS

## Board Directors and Committee Members SHALL:

1. Collaborate and work as a team to make decisions
2. Recognize that every volunteer has an equal voice and vote
3. Lead with consistency, empathy, honesty, integrity, reason and transparency
4. Demonstrate inclusion, equality and nondiscrimination
5. Familiarize themselves with requirements established by statute and by all of the Association's governing documents and act within the boundaries of authority granted thereby
6. Seek out education, experiences and insights from volunteer leaders, other common interest communities and trusted resources
7. Set aside personal interests to achieve outcomes that provide the utmost benefit to the entire Association
8. Disclose all potential conflicts of interest that could bias decision-making on behalf of the Association
9. Recuse themselves from decision-making specifically related to their role as an individual homeowner; e.g. alterations, violations, etc.

10. Act in good faith, using reasonable judgment to make the best possible business decisions for the Association considering all available information, circumstances and resources
11. Disclose all information material to the discharge of decision-making by Association Board Members, Committee Members, staff and vendors, except where disclosure would violate a law, obligation of confidentiality, or ethical code
12. Conduct all non-confidential business in open meetings and as required by statute
13. Encourage owners to provide constructive comments, feedback and otherwise participate in Association business
14. Support all duly-adopted decisions of the Board regardless of the unanimity of decision-making

### **Board Directors and Committee Members SHALL NOT:**

1. Circumvent open meeting requirements and/or attempt to influence the decision-making process by contacting individuals instead of the entire group, engaging in quid-pro-quo tactics, etc.
2. Act unilaterally or in concert with any other person(s) to advocate for or execute outcomes that circumvent and/or are contrary to:
3. decisions of the Board
4. the Association's governing documents
5. any law, regulation or governmental authority
6. Re-hash reasonable decisions in an attempt to change the outcome
7. Spread misinformation and/or misrepresent known facts about Association business, Owners, residents, staff and vendors
8. Disclose confidential information to unauthorized parties. Confidential information includes all legally allowed business transacted during an Executive Session and any Association records defined as confidential by law
9. Make unauthorized promises
10. Leverage decision-making authority or recognized position for personal gain or to seek an advantage over any Owner or resident
11. Spend Association funds for personal use or benefit
12. Accept any gifts – directly or indirectly – from Owners, residents, contractors or suppliers. Gifts of nominal value from personal friends that in no way influence decision-making are OK
13. Attempt to influence (directly or indirectly) the outcome of any membership election of another person
14. Engage in bullying, harassment, insults, name-calling and/or any ad-hominem attacks, hate speech, racism, misogyny, ableism, anti-Semitism, Islamophobia, homophobia and transphobia, credible threats, incitement of violence, criminal activity and schemes intended to deceive and/or defraud

(Reference Pg. 26)

## ARTICLE 12: COMMUNICATION POLICY

**Written Communication.** All requests, comments and complaints shall be directed to the Community Manager or management company in writing. If it is about the management company or managing agent, it may be submitted to the President or Secretary of the Board.

- (i) Requests to the Board must identify the person making the request, and the Unit they represent. Anonymous complaints and inquiries will not be considered by the Board.
- (ii) Phone calls, emails and communications with individual Board Members will not be considered by the Board. Individual Board Members do not have the authority to take action on their own. Individual Board Members shall pass communication received from Members and their designated representatives to the Managing Agent.

**Responses.** The routine policy of the Association to respond to communications shall be:

- (i) Requests for information, or to acknowledge maintenance requests or routine communications from owners shall be responded to by staff or the Managing Agent or a Board designee within five (5) business days. These are communications that do not require committee or Board action. If a Member or their designated representative does not receive a response to an email request within five (5) business days, that person shall provide the request by mail or delivery of a written request in a tangible medium.
- (ii) Written communications and requests that require Board or committee action, or any kind of a decision by the Association, received at least twenty-four (24) hours before the posting to owners of the Board Meeting Notice shall be placed on such meeting agenda. Requests received after the Board Meeting Notice has been posted will be placed on the next Board Meeting agenda.
- (iii) The Managing Agent or a Board designee will collect pertinent information related to the matter and provide to the Board for its consideration.

**Board Review.** Time permitting, matters submitted in writing pursuant to the above criteria will be considered at the next Board meeting. The Board, at its discretion, may consider matters at a special meeting.

- (i) Owners will be given the opportunity to comment at the Board meeting.
- (ii) Decisions by the Board will be reflected in the Board Meeting Minutes, and will be communicated to the requesting person in writing.

## ARTICLE 13: MISCELLANEOUS

**Internet Information Portal.** The Board may authorize use of an electronic information system to share association documents, allow access by owners to their accounting information, allow communication between Members (and their designees and authorized users) and the Board, Managing Agent and staff. Use of such a system, including neighbor-to-neighbor communication, is subject to rules and regulations adopted by the Board. Use of the system is a privilege, not a right, and the Board may limit use of the system for any reasonable reason, and may terminate all use of the system at its discretion. Any information system maintained by the Association must not be used for any commercial purpose.

# EXHIBIT “A” – RESPONSIBILITY MATRIX

**The Association and Owners of Individual Units are responsible for maintenance, repair, and replacement as set forth below or elsewhere in the Association Governing Documents.**

**Damage to the property is repaired and costs (including insurance proceeds) are allocated for such repair as provided elsewhere in this Declaration.**

"O" = Residential Unit Owner obligation. Perform and Pay.

"A" = Association obligation. Perform and Pay as a Common Expense.

"A/O" = Obligation performed by the Association, but payable by individual Residential Unit Owners.

"N/A" = Not Applicable

<b>Units</b>	<b>Clean</b>	<b>Maintain</b>	<b>Repair</b>	<b>Repla ce</b>	<b>Paint</b>	<b>Resurfac e</b>
The interior of Residential Units including, without limitation, all appliances, appurtenances, equipment, fireplaces, fixtures, hoses, wires, pipes, plumbing lines, water heaters, and other components within or serving only one Unit (unless explicitly provided otherwise in this exhibit). See exception for HVAC maintenance.	O	O	O	O	O	O
Dryer Vents (to the entry into the main exhaust shaft)	O	O	O	O	O	N/A
Kitchen & Bathroom exhaust ducts (to the entry into the main exhaust shaft)	O	O	O	O	O	N/A
Exhaust Shafts contained within the Unit boundary	A	A	A	A	N/A	N/A
Fire alarm speakers in Units	A	A	A	A	N/A	N/A
Security entry video feed monitors	N/A	A	A	A/O	N/A	N/A
Security entry call phones	N/A	A	A	A/O	N/A	N/A
HVAC equipment located in Units.	O	O	O	O	N/A	N/A
HVAC equipment located within a Common Element or Limited Common Element, serving individual Units, including conduits, pipes, wires, padding, and framing appurtenant thereto. Does not include waterproof membrane or roofing below.	O	O	O	O	N/A	N/A
Unit Smoke Detectors (not connected to building system)	O	O	O	O	N/A	N/A
Interior wallboard surfaces within Units	O	O	O	O	O	O

Plumbing fixtures within or serving a single Unit; the water shutoff valve and all water supply pipes serving a Unit are the Unit Owner's responsibility to maintain, repair, and replace, up to the point at which the Unit water shutoff valve connects to the water supply line serving the building.	O	O	O	O	O	N/A
Drain lines under sinks, tubs, and showers in a Unit are the Unit Owner's responsibility upto their connection to the main drain pipe serving all Units in the stack.	O	O	O	O	N/A	N/A
Electrical, Cable, & Phone wiring and fixtures serving a single Unit, including any distribution/breaker panel, is the Unit Owner's responsibility to maintain, repair, and replace up to the point at which the panel connects to the main supply line.	O	O	O	O	O	N/A

<b>ENTRY DOORS, WINDOWS, &amp; GLASS</b>	Clean	Maintain	Repair	Replace	Paint	Resurface
Broken glass and failed thermal seals in exterior windows and doors of Residential Units	O	O	O	O	N/A	N/A
Interior of doors and windows on the exterior boundaries of Residential Units	O	O	O	O	O	A/O
Door locks, door knobs on Unit Entry Doors	O	O	O	O	N/A	N/A
Exterior of doors and windows on the exterior boundaries of Units, except glass and screens	O	O	O	O	A	A/O
Hinges and other mechanical components related to doors and windows on the exterior boundaries of Units	O	O	O	O	O	N/A
Windows, doors, locks and other related hardware as part of the Common Elements or Limited Common Elements unless otherwise specified in Exhibit D	A	A	A	A	A	A
Windows and doors adjacent or connected to Common Elements, including Garage Doors	A	A	A	A	A	A
Cleaning surfaces inside the boundaries of a Unit	O	O	O	O	O	O

<b>UNIT BALCONY &amp; PATIO (LCE)</b>	Clean	Maintain	Repair	Replace	Paint	Resurface
Exterior lighting fixtures and lighting control boxes	O	O	O	O	O	O

Exterior outlets connected to Common Element power	A/O	A/O	A/O	A/O	A/O	N/A
Exterior outlets connected to in-Unit power	O	O	O	O	O	N/A
Patio Decks (1st Floor Only)	A/O	A/O	A	A	A	A
Balcony floors, ceilings, walls (Flrs. 2 - 8)	O	O	O	O	O	O
Finished surfaces / tiles on decks, Includes maintenance, repair, replacement, and painting of surfaces	O	O	O	O	O	O
Railings surrounding Decks and Roof Areas	A	A	A	A	A	A

<b>COMMON &amp; Limited Common Elements</b>	Clean	Maintain	Repair	Replac e	Paint	Resurfac e
Hardscaping within LCE areas allocated to a Unit.	A/O	A/O	A/O	A/O	A/O	A/O
Lighting designed to service LCE areas	A	A	A	A	A	N/A
Hose bibs designed to service LCE areas	A	A	A	A	N/A	N/A
Hose bibs at street level or in Common Elements	A	A	A	A	N/A	N/A
Irrigation systems including annual Spring startup and late Fall winterization	A	A	A	A	N/A	N/A
Irrigation pipe infrastructure	A	A	A	A	N/A	A
Awnings and awning glass	A	A	A	A	A	A
Garage Parking Spaces	A	A	A	N/A	N/A	A
Flues, pipes, chimneys, and other equipment and apparatus associated with the use of a fireplace	O	O	O	O	N/A	N/A
Interior Storage Lockers	O	O	O	O	N/A	N/A
Unit Storage Locker Doors and Hardware	O	O	O	O	N/A	N/A
Exterior entry door to Unit Storage Lockers	A	A	A	A	A	A
Roof Waterproof Membrane, drains and drainage	A	A	A	A	N/A	N/A
Pipes and fixtures serving Common Elements; more than one Unit; or one Unit and a Common Element. Includes the entire water distribution system up to the shutoff valve serving an individual Unit. Drain, waste and vent pipes are a Common Element after they stop serving a single fixture in a Unit.	A	A	A	A	N/A	N/A



Storage Areas (common)	<b>A</b>	<b>A</b>	<b>A</b>	<b>N/A</b>	<b>A</b>	<b>N/A</b>
Areas Labeled CE on the Survey Map including, without limitation, all roofs, structural components, bearing walls, curtain walls, foundations, flashing, fire and life safety systems and other electrical, plumbing and mechanical systems within CE areas or that supply Common Elements	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>
HVAC equipment and components appurtenant thereto serving the Common Elements.	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>N/A</b>	<b>N/A</b>
Corridors and Stairways, including all wallboard and paint, finish flooring, lighting, etc.	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>
Southside Breezeway Railings (Flrs 1-8)	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>
Unit Balcony Railings	<b>O</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>
Any other obligations relating to CEs which are not designated as a responsibility of an individual Owner, or all Residential Owners collectively, in this Declaration	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>
Sidewalks adjacent to the building	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>N/A</b>	<b>A</b>
Landscaping at street level	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>N/A</b>	<b>N/A</b>
Amenities serving Residential Units that are not allocated to individual Units	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>
Areas Labeled CE on the Survey Map including, electrical, plumbing and mechanical systems within CE areas or that supply CE areas. Does not include the Building Structure.	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>
Carpet and finish flooring in CEs	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>
Plumbing; Water supply pipes serving CEs, fixtures located within or serving only CE.	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>N/A</b>	
CE wallboard and any insulation between walls	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>	<b>A</b>

#### **NOTES RELATED TO EXHIBIT D**

1. If Conflicts exist between the text of the Declaration and this Exhibit, this Exhibit shall control for purposes of allocating responsibility for performance and payment of maintenance, repair and replacement of building components.
2. Boundaries of LCEs are further described in the Survey Maps and Plans.

3. For components that are Unit Owner responsibility, the Board may still determine that it is in the best interest of the Association to perform necessary maintenance, repair or replacement, and shall assess any costs for such work to the Unit. See Section High Risk Components.
4. For any work performed within or to a Unit or LCE, the Board may adopt rules and regulations regarding its maintenance, repair and replacement, including procedures and qualifications for contractors, insurance, and performance of the work.
5. If a component is being replaced building-wide, for example, windows in conjunction with residing in the building, the Association may elect to pay the cost as a Common Expense rather than calculate the cost per individual responsible Owner.
6. "Ownership" of a building component is not the same as responsibility to perform maintenance and repair, which may be different than the obligation to pay for maintenance and repair.
8. If a portion of an originally constructed LCE is disturbed, damaged or required to be removed in order for the Association to perform maintenance and repair to a Common Element, the cost to remove and replace the LCE shall be a Common Expense, unless the damage is caused by an owner. Examples:
  - a. Removal and reinstallation of Owner installed finishes on decks or balconies (carpet, tile, wood, pavers, etc.) to allow for repairs would be an Owner responsibility.
  - b. If HVAC pads must be removed and reinstalled to restore the waterproof (roof) membrane below, that shall be an Owner Expense. If individual Owners' HVAC equipment must be removed and reinstalled to maintain the roof waterproof membrane, that shall be an Owner Expense.
  - c. Any damage to a Common Element or Limited Common Element caused by an Owner modifying their LCE shall be restored at the expense of the Owner.
11. Improvements to LCEs made by individual Owners are the responsibility of the Owner (and future owners) to the extent that cleaning, maintenance and repair costs exceed the cost of such work based on the original construction. (e.g. Individual Unit balcony alterations or installations) If such improvements are disturbed, damaged or require to be removed in order for the Association to perform maintenance and repair to a Common Element, the Owner shall either have the work performed, or pay costs in excess of that required for the original construction for the Association to perform that work in conjunction with its repair of the Common Element. (e.g. Elevator Lobbies altered by floor owners).
12. If a building component is not specifically listed, the Board shall allocate responsibility for performance and payment of its maintenance and repair consistent with the principles contained in Exhibits D. Such allocations shall be designated by Rule following Notice to all owners, and must be consistent with similar building components that are listed.

## RECITALS & AMENDMENTS

The Bylaws may be amended, in whole or in part by **majority (50% +1)** of the voting power present at a meeting of the Association with a Quorum, held for that purpose, or by the written consent of a majority of the total voting power of the Association. Furthermore, any amendment to the Bylaws of a material adverse nature to Mortgagees shall require the prior approval of a majority of all Mortgagees as provided in the Declaration.

---

By their signatures below, the President and Secretary certify that these Bylaws were adopted by the Association in accordance with the Governing Documents.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

## 700 W. 7th Ave. Board of Directors -Code of Ethics

5/8/23

### Board Directors and Committee Members SHALL:

- Collaborate and work as a team to make decisions
- Recognize that every volunteer has an equal voice and vote
- Lead with consistency, empathy, honesty, integrity, reason and transparency
- Demonstrate inclusion, equality, and nondiscrimination
- Familiarize themselves with requirements established by statute and by all of the Association's governing documents and act within the boundaries of authority granted thereby
- Seek out education, experiences and insights from volunteer leaders, other common interest communities and trusted resources
- Set aside personal interests to achieve outcomes that provide the utmost benefit to the entire Association
- Disclose all potential conflicts of interest that could bias decision-making on behalf of the Association
- Recuse themselves from decision-making specifically related to their role as an individual homeowner; e.g. alterations, violations, etc.
- Act in good faith, using reasonable judgment to make the best possible business decisions for the Association considering all available information, circumstances and resources
- Disclose all information material to the discharge of decision-making by Association Board Members, Committee Members, staff and vendors, except where disclosure would violate a law, obligation of confidentiality, or ethical code
- Conduct all non-confidential business in open meetings and as required by statute
- Encourage owners to provide constructive comments, feedback and otherwise participate in Association business
- Support all duly-adopted decisions of the Board regardless of the unanimity of decision-making

### Board Directors and Committee Members SHALL NOT:

- Circumvent open meeting requirements and/or attempt to influence the decision-making process by contacting individuals instead of the entire group, engaging in quid-pro-quo tactics, etc.
- Act unilaterally or in concert with any other person(s) to advocate for or execute outcomes that circumvent and/or are contrary to:
  - decisions of the Board
  - the Association's governing documents
  - any law, regulation or governmental authority
- Re-hash reasonable decisions in an attempt to change the outcome
- Spread misinformation and/or misrepresent known facts about Association business, Owners, residents, staff and vendors
- Disclose confidential information to unauthorized parties. Confidential information includes all legally allowed business transacted during an Executive Session and any Association records defined as confidential by law
- Make unauthorized promises
- Leverage decision-making authority or recognized position for personal gain or to seek an advantage over any Owner or resident
- Spend Association funds for personal use or benefit
- Accept any gifts – directly or indirectly – from Owners, residents, contractors or suppliers. Gifts of nominal value from personal friends that in no way influence decision-making are OK
- Attempt to influence (directly or indirectly) the outcome of any membership election of another person
- Engage in bullying, harassment, insults, name-calling and/or any ad-hominem attacks, hate speech, racism, misogyny, ableism, anti-Semitism, Islamophobia, homophobia and transphobia, credible threats, incitement of violence, criminal activity and schemes intended to deceive and/or defraud

Name \_\_\_\_\_

Date \_\_\_\_\_

Position \_\_\_\_\_

Signature \_\_\_\_\_

# BOARD CODE OF ETHICS PLEDGE