

**BY-LAWS**  
**OF**  
**THE RIDGE HOMEOWNERS' ASSOCIATION**

**ADOPTED MAY 6<sup>th</sup>, 2015**  
**(last amended 9/13/23 Section 6.1)**

**ARTICLE I - NAME AND LOCATION**

The name of the Washington non-profit corporation is The Ridge Homeowners Association, hereinafter referred to as "Association." The principle office of the Association is located in the City of Federal Way, WA, but meetings of the Directors and members may be held at such places within the State of Washington, County of King, as may be designated by the Board of Directors, as provided by Article 6.3 of these By-Laws.

**ARTICLE II - DEFINITIONS**

Unless otherwise specified, all terms shall have the same meaning in these By-Laws as such terms have in the Declaration of Protective Covenants, Conditions & Restrictions (CC&Rs) of The Ridge. The terms "Owners" and "Members" are used herein shall be synonymous.

**ARTICLE III - MEMBERS AND VOTING RIGHTS**

3.1 MEMBERSHIP. Every person or entity who is an Owner of any lot shall be a member of the Association.

3.2 VOTING RIGHTS. With regard to voting right, reference is made to Article Five of the Declaration.

**ARTICLE IV**

(Reserved)

**ARTICLE V - OWNERSHIP**

No member shall have any right, title, or interest in or to the whole or any part of the property or assets of the Association and no member shall be entitled to either the whole or any part thereof in the event of termination of his membership in the Association.

## **ARTICLE VI - MEETING OF MEMBERS**

**6.1 ANNUAL MEETING** (Amended 9/13/2023). An annual meeting of the members shall be held during the summer of each year on a date and at a time selected by the Board of Directors. In the event of extraordinary circumstances, the Board of Directors may change the meeting date to a day outside of summer in reaction to that extraordinary circumstance. The meeting shall be held for the purpose of electing Directors and transacting such other business as may come before the meeting. If the election of Directors is not held on the date designated for the annual meeting because of a lack of a quorum, the election shall be held at a special meeting of the members as soon thereafter as is practicable.

**6.2 SPECIAL MEETINGS.** The president of the Board of Directors may call a special meeting of the members for any purpose. A special meeting of the members may also be called by the members having at least one-thirtieth (1/30) of the total ownership interest in the lots, and in the event such is the case, it shall be the duty of the secretary, upon the request in writing by such members, to call such a meeting of the membership, to be held at such time and place as the secretary may fix, not less than ten (10) days nor more than fifty (50) days after receipt of such request, and if the secretary shall neglect or refuse to issue such call within five (5) days of such request, the members making the request may issue the call, specifying therein the time and place of the meeting and include the purpose of business to be placed on the agenda by the Board of Directors for a vote by the Owners.

**6.3 PLACE OF MEETINGS.** All meetings shall be held at the principle office of the Association or such other place within King County, State of Washington, designated by the Board of Directors.

**6.4 NOTICE OF MEETINGS.** Written or printed notice stating the date, place, and hour of the meetings, and in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of that meeting, either personally or by mail, by or at the direction of the president or secretary or the members calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall deem to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears in the records of this Association with the postage thereon prepaid.

**6.5 QUORUM.** Members holding twenty percent (20%) of the votes entitled to be cast at any meeting represented in person or by proxy, shall constitute a quorum at a members meeting. The vote of a majority of the votes entitled to be cast by the members present and represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members except as otherwise stated in the CC&Rs. The members present at a duly-organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If the required quorum is not present, another meeting shall be called subject to the same notice requirements, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the proceeding

meeting. No subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

6.6 PROXIES. At all members' meetings, a member may vote by proxy, executed in writing by the member or by his attorney in fact. Such proxies shall be filed with the secretary of the Association before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy shall be invalid after eleven (11) months from the date of its execution.

6.7 SUSPENSION. The Association, through its Board of Directors, has the right to suspend voting rights and rights to use the community areas and recreational facilities, if any, by any owner of a lot for a period during which an assessment against his lot remains unpaid and for a period not to exceed thirty (30) days for any infraction of the Association's published rules and regulations.

## **ARTICLE VII - BOARD OF DIRECTORS**

7.1 POWERS AND QUALIFICATIONS. The affairs of the Association shall be managed by a Board of Directors who must be members of the Association.

7.2 NUMBER. The members shall elect a Board of Director, who shall manage and administer The Ridge Homeowners' Association in accordance with the CC&Rs and Bylaws. The Board shall consist of seven (7) members, elected from among the owners. Each Director shall hold office for term for which he or she is elected and until his or her successor shall have been elected and qualified.

7.3 ELECTION AND TERM. The members shall elect two (2) Directors to serve terms of three (3) years every year, except on the third year (of the cycle) when they will elect three (3) Directors to serve terms of three (3) years. A Director's term will conclude upon the election and qualification of their successor. Any Director who has served a complete three-year term, as defined above, is not eligible for re-election in the election which results in the completion of their three-year term.

7.4 VACANCY. The Board of Directors shall have the power to fill by appointment any vacancy occurring in the Board and any directorship to be filled by any reason of any increase in the number of Directors as a result of amendment of these By-Laws. A Director appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office. Any Director appointed by the Board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting.

7.5 REMOVAL. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association.

7.6 COMPENSATION. No Director shall receive compensation for any service he or she may render to the Association as Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of their duties as Director.

## **ARTICLE VIII - MEETINGS OF THE BOARD OF DIRECTORS**

8.1 ANNUAL MEETINGS. An annual meeting of the Board of Directors, for the purpose of electing officers, shall be held immediately after the annual membership meeting. Said meeting shall be held

at the same place as the membership meeting unless some other place shall be specified by resolution of the membership at such meeting.

8.2 SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any place, at any time, within King County whenever called by the president or secretary or by any three members of the Board.

8.3 QUARTERLY MEETINGS. Regularly meetings of the Board of Directors shall be held at least quarterly without notice, at such place, date, and hour as may be fixed from time to time by resolution of the Board of Directors.

8.4 NOTICE OF MEETINGS. Notice of regular business meetings of the Board of Directors shall be provided either via regular mail, e-mail or by posting such notice within newsletters or on a community calendar at least three (3) days in advance. Notice of the time and place of special meetings shall be given by the secretary or by the person or persons calling the meeting by mail or by personal communication at least three (3) days prior to the date on which the meeting is to be held. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends the meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of any special meeting.

8.5 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted and the Board may exercise all of its powers.

#### **ARTICLE IX - ACTION BY WRITTEN CONSENT**

Any action required or permitted by the Article of Incorporation, the CC&Rs, the By-Laws, or under the laws of the State of Washington, to be taken at a meeting of the Board of Directors of the Association may be taken without a meeting if consent in writing, including via e-mail, setting forth the action so taken, shall be signed by all of the Board of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such. All actions taken by the Board of Directors under this Article shall be ratified at the next Board Meeting.

#### **ARTICLE X - WAIVER OF NOTICE**

Whenever any notice is required to be given to any Director of the Association by the Articles of Incorporation, the CC&Rs, the By-Laws or by the laws of the State of Washington, a waiver thereof, in writing signed by the person or persons entitled to such notice, either before or after the time stated therein, shall be equivalent to giving of such notice.

#### **ARTICLE XI - NOMINATION AND ELECTION OF DIRECTORS**

Nomination for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association, one of which will be another member of the Board of Directors. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

#### **ARTICLE XII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

12.1 The Board of Directors shall have the powers and duties necessary for the administration of the affairs thereof consistent with the purposes and objects set forth in the Articles of Incorporation, the CC&Rs, and these By-Laws, and pursuant to the laws of the State of Washington. Without prejudice to the generality of the foregoing, the Board of Directors shall have the power and duty:

12.1.1 To adopt and publish rules and regulations consistent with the Articles of Incorporation, the CC&Rs, and these By-Laws, governing the use of the common areas and properties, if any, and the personal conduct of members and their guests thereon, and to establish penalties for the infraction thereof.

12.1.2 To exercise for the Association all powers, duties, and authority vested in or delegated to this Association not reserved to the membership by the provision of the Articles of Incorporation, the CC&Rs and these By-Laws.

12.1.3 To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors, unless the Board recognizes and allows for extenuating circumstances that caused a Director to be unable to meet this attendance requirement.

12.1.4 To employ and remove at pleasure all officers, agents, employees, independent contractors, or such other persons as they deem necessary, prescribe their duties and fix their compensation.

12.1.5 To cause to be kept a complete record of all its act and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting thereof.

12.1.6 To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

12.1.7 As more fully provided in the Declaration, to set the annual budget and allocate the assessment rate, provided, however, the assessment rate is subject to all terms and conditions of the Declaration.

12.1.8 To procure and maintain adequate liability insurance and to procure adequate hazard insurance on the property owned by the Association.

12.1.9 To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

12.1.10 To cause the common areas, if any, and any furniture, fixture, and mechanical equipment thereof to be administered, maintained, repaired, rebuilt, or replaced in accordance and consistent with all applicable law, ordinances, rules, and regulations now or hereafter made by any governmental authority, and with the provisions of the Articles of Incorporation, the CC&Rs, and these By-Laws.

12.1.11 (Amended 11/20/2019) To make such expenditures as the Board deems appropriate, provided that the members of the Association, by resolution adopted by a two-thirds (2/3) vote at any meeting of the members, may restrict the amount of expenditures which can be made by the Board without prior approval of the members. The Board of Directors shall not have the power to borrow money on behalf of the Association in excess of twenty percent (20%) of the asset value of the Association unless authorized by a two-thirds (2/3) vote of the members of the Association at a meeting of the members.

12.1.12 To acquire by conveyance, contract, lease, or otherwise, property and rights of occupancy of property for the common benefit of the property of the members of the Association; to improve said property by the erection of structures and facilities to rent the same to member of the Association, all upon such terms and subject to such rules and regulations as the Board of Directors may determine.

12.1.13 In the name of the Association to enforce and foreclose the lien of assessment of the Association as may be necessary for collection thereof.

12.1.14 To designate representatives to serve on all Committees, if any, and to enforce the provisions of the CC&RS and these By-Laws pertaining to the lands and propertiesserved by the Association, by the institution of litigation, or otherwise.

12.1.15 The Board of Directors may appoint a business manager who may exercise the authority of the Board between formal meeting of the Board, provided that all such authority so exercised shall be reported to the next meeting of the Board and submitted for approval by the Board; failing such approval, such action of the business manager shall not be effective after the meeting of the Board of Directors at which considered except to the extent that formal continuing undertakings may have been made on behalf of the Association.

12.1.16 The Board of Directors shall not make political or charitable donations of the Associations funds or property.

12.1.17 The Board of Directors is not authorized to adopt or enforce discriminatory rules or regulations or restrictions, nor take any action based on race, religion, national origin, gender or sexual orientation.

12.1.18 (Adopted as an Amendment on 3/30/2016) The Board of Directors is authorized to convey ownership of any private roads located in Divisions 1, 2, 3 and 5 of the Ridge to the City of Federal Way for the common benefit of the members of the Association.

### **ARTICLE XIII - COMMITTEES**

The Board of Directors may create committees, by resolution or resolutions passed by the majority of the Board, which to the extent provided in said resolution or resolutions or in other provisions of these By-Laws, shall have and may exercise the powers of the Board of Directors so long as two Board Members are present on the committee, or may perform advisory services as designated, regarding the management of the business and affairs of the Association.

### **ARTICLE XIV - OFFICERS AND THEIR DUTIES**

14.1 PRESIDENT. The president shall be the principle executive officer of the Association and, subject to the Board's control, shall supervise and control all of the business and affairs of the Association. When present, they shall preside over all members' meeting and overall Board meetings. The president shall have all of the general powers and duties which are usually vested in the office of president of a non-profit corporation.

14.2 VICE-PRESIDENT. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

14.3 SECRETARY. The secretary shall: (a) keep the minutes of the members' and Board meetings; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Association records and of the seal, if any, of the Association; (d) keep a register of the post office address of each member as furnished to the secretary by each member; (e) and in general perform all duties incident to the office of secretary.

14.4 TREASURER. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; prepare an annual budget and statement of income and expenditures to be presented to the members at its regular annual meeting; maintain responsibility for the investment of the Association's financial assets; and in general perform all the duties incident to the office of treasurer.

### **ARTICLE XV - LOANS PROHIBITED**

No loans shall be made by the Association to any officer or to the Board of Directors.

### **ARTICLE XVI - CONTRACTS, CHECKS, AND DEPOSITS**

16.1 CONTRACTS. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

16.2 CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in such manner as is from time to time determined by the Board.

16.3 DEPOSITS. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

#### **ARTICLE XVII - FISCAL YEAR**

The fiscal year of the Association shall end on December 31.

#### **ARTICLE XVIII – SEAL OF THE BOARD OF DIRECTORS**

The seal of this Association, if the Board of Directors determines a seal is necessary, shall consist of the name of the Association, the state of its incorporation, and the year of its incorporation.

#### **ARTICLE XIX - INDEMNIFICATION**

To the full extent permitted by law, the Association shall indemnify any person who was or is a party or is threatened to be made party to any civil, criminal, administrative, or investigative action, suit, or proceeding (whether brought by or in the right of the Association or otherwise) by reason of the fact that he or she is or was a Director or officer of another association, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding and the Board may, at any time, approve indemnification of any other person which the Association has the power to indemnify under the law. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

#### **ARTICLE XX - AMENDMENTS**

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by the Board at any regular or special meeting of the Board provided there has been at least ten (10) days notice of the meeting, which notice shall include the proposed amendments to the By-Laws.

#### **ARTICLE XXI - BOOKS AND RECORDS**

The Association shall keep current and complete books and records of account and shall have at least an annual audit, and shall keep minutes of the proceedings of its Board and the committees having any authority of the Board. All books and records of the Association shall be open and available, upon request, to all members of the Association.

## ARTICLE XXII - RULES AND REGULATIONS

22.1 ADOPTION. The Board of Directors may, from time to time, and subject to the provisions of the Articles of Incorporation, the CC&Rs, and these By-Laws, adopt, amend and repeal rules and regulations in order to preserve the benefit of The Ridge for all owners, their families, invitees, licensees and lessees, and for guests.

22.2 PROMULGATION. The secretary shall mail or e-mail (at an owner's discretion) a true and correct copy of all rules and regulations or amendments thereto, to each member of the Association as appears on the membership roll of the Association at his or her last known address. A true and correct copy shall also be posted at The Ridge web site.

22.3 EFFECTIVE DATE. Any such rule or regulation or amendment thereto, adopted by the Board of Directors shall be effective commencing at 12:01AM on the first (1<sup>st</sup>) day following the date of such posting, unless the Board of Directors in adopting the same, shall specify some other effective date.

## ARTICLE XXIII - RULES OF PROCEDURE

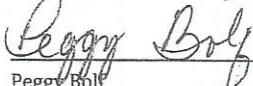
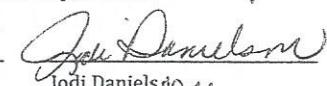
The rules of procedure at the meeting of the Board of Directors of the Association shall be rules contained in Roberts' Rules of Order of Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these By-Laws, the Articles of Incorporation, or with any resolution of the Board of Directors.

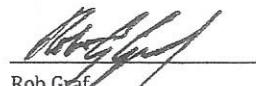
## ARTICLE XXIV - CONFLICTS

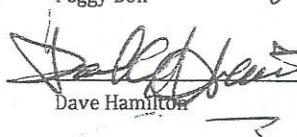
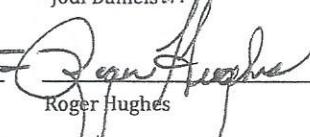
In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In the case of any conflict between the CC&Rs and these By-Laws and the Articles, the CC&Rs shall control.

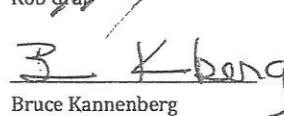
## CERTIFICATE OF ADOPTION

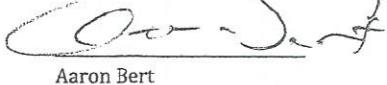
The undersigned, being the Board of Directors of The Ridge Homeowners' Association, hereby certify that the foregoing are the By-Laws adopted at a meeting of the Board of said Association held on the 6<sup>th</sup> day of May, 2015.

   
Peggy Bolt Jodi Daniels

  
Rob Graf

   
Dave Hamilton Roger Hughes

  
Bruce Kannenberg

  
Aaron Bert

# The Ridge Homeowners' Association

## Amendment to the Ridge By-Laws Article 6, Section 6.1 Annual Meetings

Current Language of Article 6, Section 6.1:

### ARTICLE VI - MEETING OF MEMBERS

6.1 ANNUAL MEETING. An annual meeting of the members shall be held between January 15<sup>th</sup> and April 15<sup>th</sup> of each year on a date and at a time selected by the Board of Directors. The meeting shall be held for the purpose of electing Directors and transacting such other business as may come before the meeting. If the election of Directors is not held on the date designated for the annual meeting because of a lack of a quorum, the election shall be held at a special meeting of the members as soon thereafter as is practicable.

Whereas, the current By-Laws of the Ridge Homeowners' Association (HOA) requires the Board of Directors (Board) to hold an Annual Meeting of the Association prior to April, 15<sup>th</sup> of each year; and,

Whereas, no meeting could be held in 2020 due to the initial outbreak of the Covid-19 pandemic, and

Whereas, the 2021 Ridge HOA's Annual Meeting could not be held prior to April 15<sup>th</sup>, due to the inability to find an indoor location to hold such meeting, and doing so would have violated the Washington State Governor's order limiting the size of gatherings, and

Whereas, the Ridge HOA was able to conduct an Annual Meeting in July, 2021, outdoors and on Ridge property, thus allowing Ridge homeowners to more easily attend the meeting, to do so without fear of confinement during a pandemic, and without cost to the HOA;

Whereas, the Covid-19 pandemic taught us that unforeseen circumstances can arise without warning, organizations should have the flexibility to adjust accordingly in such emergency conditions,

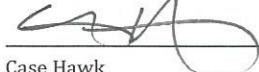
Now, therefore be it resolved, that Article 6, Section 6.1 be amended to read "An annual meeting of the members shall be held during the summer of each year on a date and at a time selected by the Board of Directors, and in the event of extraordinary circumstances the Board of Directors may change the meeting date in reaction to an extraordinary circumstance. The Revised Language of Article 6, Section 6.1

#### **ARTICLE VI - MEETING OF MEMBERS**

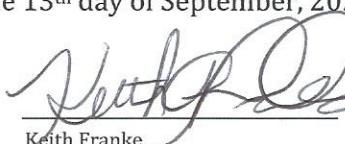
**6.1 ANNUAL MEETING.** An annual meeting of the members shall be held during the summer of each year on a date and at a time selected by the Board of Directors. In the event of extraordinary circumstances, the Board of Directors may change the meeting date to a day outside of summer in reaction to that extraordinary circumstance. The meeting shall be held for the purpose of electing Directors and transacting such other business as may come before the meeting. If the election of Directors is not held on the date designated for the annual meeting because of a lack of a quorum, the election shall be held at a special meeting of the members as soon thereafter as is practicable.

#### **CERTIFICATE OF ADOPTION**

The undersigned, being the Board of Directors of The Ridge Homeowners' Association, hereby certify that the foregoing amendment to The Ridge By-Laws is adopted at a meeting of the Board of said Association held on the 13<sup>th</sup> day of September, 2023.



Case Hawk



Keith Franke



Robin Graf



Daniel del Rosario



Mike Hoefel



Bruce Kannenberg

# THE RIDGE

Homeowners' Association, Inc.

Rob Graf.....	President
Roger Bruce Kannenberg.....	Vice-President
Jodi Danielson.....	Treasurer
David Hamilton.....	Member at large
Aline Carnahan.....	Member at large
Annemarie Flaherty.....	Member at large
Mark Tetzloff.....	Member at large

## AMENDMENT TO THE RIDGE BY-LAWS

March 30<sup>th</sup>, 2016

Whereas, the Board of The Ridge Homeowners' Association has been working with its land-use attorney and the City of Federal Way for the past two years to determine the underlying ownership of the non-thoroughfare roads with The Ridge;

Whereas there is clear evidence that the plat maps for Ridge Divisions 3 and 5 were recorded in error, showing as private roads those where the authority (at the time) denied the developer's request to make those roads private;

Whereas the City of Federal Way has agreed that roads marked as private in Divisions 3 and 5 were recorded in error and rightfully belong to the City;

Whereas with unfettered access for services and all other traffic allowed at all times, all roads within The Ridge should be public roads;

Whereas the City has further agreed to take ownership of the private roads in Divisions 1 and 2, provided these oldest and in worst condition roads are repaved; and

Whereas The Ridge Homeowners' Association does not have the technical capacity to manage the repaving of roadways and will look to the City to manage the repaving work; now, therefore be it

*Resolved*, that The Ridge By-Laws are amended to add Section 12.1.18 as follows:

**Article XII, Section 12.1.18. To convey ownership of any private roads located in Divisions 1, 2, 3 and 5 of the Ridge to the City of Federal Way for the common benefit of the members of the Association.**

Adopted by The Ridge HOA Board of Directors on March 30, 2016



3/30/2016

Rob Graf, President