



The Glen Community Association BYLAWS

**Effective
March 11, 2006**

These Bylaws have been updated and replace all other versions and notifications of amendment. Effective immediately, you will be notified of all subsequent amendments, and should immediately annotate your personal manuals in accordance with such notices. Updated pages will no longer be available in the Administrative Office. Instead, following approval and notification of one or more amendments, we will completely update manuals once yearly and notify you of availability. Please address any questions regarding this procedure to the Administrative Committee Chair.

Last Revision: April 25, 2015 Resolution B042515

**The Glen Community Association
Bylaws**

TABLE OF CONTENTS	2
PREFACE	4
AMENDMENTS	5
ARTICLE 1 - GENERAL	
1.1 Name -	7
1.2 Principal Office -	7
1.3 Definitions -	7
ARTICLE 2 - PURPOSE AND POWERS	
2.1 Purpose -	8
2.2 Powers -	8
ARTICLE 3 – MEMBERSHIP	
3.1 Members -	10
3.2 Privileges -	10
ARTICLE 4 - MEETINGS OF MEMBERS	
4.1 Place of Meetings -	11
4.2 Annual General Meeting -	11
4.3 Special Meetings -	13
4.4 Adjourned Meetings -	13
4.5 Action Without Meeting -	13
4.6 Date of Record -	13
4.7 Meeting Procedure -	14
ARTICLE 5 – DIRECTORS	
5.1 Powers -	15
5.2 General Duties and Responsibilities -	17
5.3 Number and Qualifications -	19
5.4 Election and Term of Office -	19
5.5 Vacancies -	20
5.6 Regular Meetings -	20
5.7 Special Meetings -	20
5.8 Emergency Meetings -	21
5.9 Waiver of Notice -	21
5.10 Quorum -	21
5.11 Adjournment and Notice -	22
5.12 Hold Harmless -	22
5.13 Recall of Director -	22
5.14 Meeting Procedure -	23

The Glen Community Association Bylaws

TABLE OF CONTENTS (continued)

ARTICLE 6 – OFFICERS

6.1	General -	24
6.2	Removal and Resignation -	24
6.3	Vacancies -	24
6.4	President -	24
6.5	Vice President -	25
6.6	Secretary -	25
6.7	Treasurer -	26
6.8	Hold Harmless -	26
6.9	Amendment of Governing Documents -	26

ARTICLE 7 - ANNUAL ASSESSMENT

7.1	General -	27
7.2	Expenses and Improvements -	27
7.3	Notice -	28
7.4	Lien -	28
7.5	Late Charge -	29

ARTICLE 8 - DISCLOSURE AND ARBITRATION

8.1	Inspection of Records -	30
8.2	Endorsement: Checks and Drafts -	30
8.3	Annual Financial Report -	30
8.4	Arbitration -	31
8.5	Amendments to Bylaws -	32

APPENDIX A – COMMITTEE TERMS OF REFERENCE

TERMS OF REFERENCE - ADMINISTRATIVE COMMITTEE	34
TERMS OF REFERENCE - FINANCE COMMITTEE	37
TERMS OF REFERENCE - MAINTENANCE COMMITTEE	40
TERMS OF REFERENCE- ARCHITECTURAL CONTROL BOARD (ACB) COMMITTEE	43
TERMS OF REFERENCE – HEARING BOARD COMMITTEE	46
TERMS OF REFERENCE – INFRASTRUCTURE COMMITTEE	49
TERMS OF REFERENCE - COMMUNICATIONS/TECHNOLOGY COMMITTEE	52

APPENDIX B – DIRECTORS CODE OF CONDUCT

APPENDIX C – ELECTION AND VOTING PROCEDURE

PREFACE

GENERAL

This Bylaw Manual comprises the bylaws governing the regulation and operation of The Glen Community Association.

It shall be the responsibility of each manual holder to keep his/her manual current at all times, recording all amendments immediately upon notification via the Pipeline newsletter or other means of communication. All amendments will be incorporated once yearly, and updated manuals will be available in The Glen Community Association Office and on the Glen Association Website.

LIST OF AMENDMENT APPROVALS

All amendments to these Bylaw Articles are made by Resolution prepared by the Board of Directors, and are approved by The Glen Community Association Membership following presentation at a Member General Meeting in accordance with Bylaw Article 8.5.

Amendments are made by Article number, and are listed in the AMMENDMENTS section of this document. For convenience, each page on which an amendment is made will carry the Resolution number authorizing the change at the bottom. Each Resolution is identified by an alpha-numeric designator starting with the letter "B" (for Bylaw) and six numbers representing the month, day and year the Resolution was presented for approval.

(Historical Note: Prior to July 25, 2009, all Amendments to these Bylaws were approved by majority vote of the Board of Directors. A direction to change the authority for approval to the Membership was given by majority vote of the members at the AGM of April 18, 2009. This change was implemented as required by the Board of Directors by Resolution B071109, the last authorized change to be made by a Board.)

The Glen Community Association Bylaws

AMENDMENTS

For a complete explanation of each amendment and the reason for its approval, you may read the applicable Resolution which is located in the Association Office.

AMENDMENTS

Adopted 07/10/99
Amended by Resolution B072509

ARTICLE 1 – GENERAL

Adopted 03/14/02
Amended 04/11/92
Rewritten and Amended by Resolution B071099
Revised by Amendment B011406. Section 1.3 “Meeting Location” deleted in entirety.
Last Amended by Resolution B031106

ARTICLE 2 - PURPOSE AND POWERS

Adopted 03/14/92
Amended 08/19/96 & 10/19/96
Rewritten and Amended by Resolution B071099
Last Amended by Resolution B031106

ARTICLE 3 – MEMBERSHIP

Adopted 03/14/92
Rewritten and Amended by Resolution B071099
Last Amended by Resolution B031106

ARTICLE 4 - MEETINGS OF MEMBERS

Adopted 03/14/92
Amended 01/31/98
Rewritten and Amended by Resolution B071099
Amended by Resolution B021801, B031106, B03107, B031211

ARTICLE 5 - DIRECTORS

Adopted 03/14/92
Amended 09/25/92, 06/11/94, 12/10/94, 08/12/95, 01/31/98, 06/11/98
Rewritten and Amended by Resolution B071099
Amended by Resolution B101400, B041401, B041302, B041302a, B041302b, B031106, B081107-revised, B011709-revised, B072509, B042515B

ARTICLE 6 - OFFICERS

Adopted 03/14/92
Amended 08/12/95
Rewritten and Amended by Resolution B071099
Last Amended by Resolution B031106, **B071109**

ARTICLE 7 - ANNUAL ASSESSMENT

Adopted 03/14/92
Amended 07/09/94, 10/19/96, 01/31/98
Rewritten and Amended by Resolution B071099
Amended by Resolution B031106, B051306

Last Amended by Resolution B031211

The Glen Community Association Bylaws

ARTICLE 8 – DISCLOSURE AND ARBITRATION

Adopted 3/14/92

Amended 01/13/98

Rewritten and Amended by Resolution B071099

Amended by Resolution B031106, B071408, **B071109**

APPENDIX A – COMMITTEE TERMS OF REFERENCE

Adopted 03/14/92

Last Amended by Resolution B090906, B042515C

TERMS OF REFERENCE – HEARING BOARD COMMITTEE

Amended by Resolution B080908

APPENDIX B – DIRECTORS CODE OF CONDUCT

Adopted 3/14/09 by Resolution B011709 – (Revised)

APPENDIX C – ELECTION AND VOTING PROCEDURE

Adopted 4/16/11 by Resolution B041611

Adopted 03/14/92

Last Amended by Resolution B072509

The Glen Community Association Bylaws

ARTICLE 1 - GENERAL

1.1 NAME

- 1.1.1 The name of this corporation is THE GLEN COMMUNITY ASSOCIATION which, for convenience, may be referred to herein as "The Association."

1.2 PRINCIPAL OFFICE

- 1.2.1 The principal place of The Association shall be in the County of Whatcom, State of Washington.

1.3 DEFINITIONS

- 1.3.1 Lot: As used herein, a lot shall be any lot or tract described of the recorded plat that is not otherwise identified as a common area or some other specific land classification designation.
- 1.3.2 Common Area: As used herein, a common area shall be any area described on the recorded plat as a common area pursuant to The Glen Community Association Covenants.

ARTICLE 2 - PURPOSE AND POWERS

2.1 PURPOSE

- 2.1.1 The purpose of The Association shall be to further and promote the common interests and welfare of its members within the subdivided land in Whatcom County, Washington, known as THE GLEN AT MAPLE FALLS which, for convenience, may be referred to herein as "The Glen".

2.2 POWERS

- 2.2.1 With the exception of carrying on a business for trade or profit, The Association shall do whatever is required or advisable to accomplish its purpose and, in connection therewith, shall have and shall not be limited to the following powers:
- 2.2.1.1 To acquire real or personal property by gift, purchase or other means.
 - 2.2.1.2 To own, enjoy, lease, operate, maintain, convey, sell, assign, transfer, mortgage or otherwise encumber, or dedicate for public use any property owned by it, unless prohibited by law.
 - 2.2.1.3 To exercise the powers and perform the functions granted by the recorded Declarations of Covenants, Conditions and Restrictions.
 - 2.2.1.4 To construct, maintain and enjoy green belts, parks and other recreational facilities within The Glen for the beneficial use of the Association members.
 - 2.2.1.5 To care for vacant and neglected lots at the expense of their respective owners.
 - 2.2.1.6 To repair, rebuild, beautify and maintain all roads within The Glen.
 - 2.2.1.7 To pay property taxes and assessments levied by any government authority on property owned by it, and to notify Association members of amounts paid.
 - 2.2.1.8 To enforce easements, charges, restrictions, covenants, conditions and agreements existing upon or created for the benefit of The Glen.
 - 2.2.1.9 To appoint committees as deemed by it required or advisable to implement any of its powers.

ARTICLE 2 – PURPOSE AND POWERS (continued)

2.2 POWERS (continued)

- 2.2.1.10 To levy an annual charge upon its members and to declare the charge a lien against the affected property.
- 2.2.1.11 To prescribe and enforce rules and regulations within The Glen regarding, but without limit to, motor vehicle operations, architectural control, noise control and privacy.
- 2.2.1.12 To sue to collect any charges not paid and, in connection therewith, to foreclose any lien granted to it.
- 2.2.1.13 To borrow money, to contract debts, to issue bonds, notes and debentures, and to secure the payment for performance of its obligations.
- 2.2.1.14 To disburse its funds for payment of all proper costs, expenses and obligations incurred in carrying out its responsibilities.
- 2.2.1.15 To purchase fire, casualty, liability and other insurance as required or advisable, including indemnity and other bonds, and to pay premiums on same.
- 2.2.1.16 To contract and pay for maintenance, gardening, utilities, materials supplies and services relating to property and facilities owned or operated by The Association, and to employ personnel reasonably necessary for the administration of its affairs, including legal counsel and accountants.
- 2.2.1.17 To sponsor and promote social and other events as deemed appropriate by it for the general membership, and to permit other organizations and corporations to do so within The Glen common areas.
- 2.2.1.18 To monitor each member's electric power usage and to levy a quarterly power charge, which may be declared a lien against the property subject thereto.
- 2.2.1.19 To do all other acts necessary or advisable for the administration of its affairs and attainment of its purpose.

The Glen Community Association Bylaws

ARTICLE 3 – MEMBERSHIP

3.1 MEMBERS

- 3.1.1 Membership in The Glen Community Association shall be appurtenant to lot ownership. All persons who have been conveyed as owners of a lot or multiple lots within The Glen, and hold title to same, automatically become members of the Association.
- 3.1.2 Any number of owners of a single lot or multiple lots shall each be members of The Association and shall each be entitled to all the rights and privileges of membership. However, each lot held in any form of single or joint ownership shall qualify the owner or owners for one (1) membership for the purpose of notice and voting privileges. Thus, members of The Association who own multiple lots shall be entitled to one voting membership for each lot held, and joint owners of a single lot shall be entitled to a single voting membership.
- 3.1.3 Each Association member shall be jointly and severally liable for all assessments levied on lots owned by him or her in accordance with Article 7 of these Bylaws.
- 3.1.4 In the event a lot is owned by a corporation or partnership such organization shall be obligated to file notice with The Association of the names of all individual partners, officers and members who will use the lot or common areas of The Glen. Each person listed shall be jointly and severally liable for all assessments levied on the lot in which he or she holds an interest in accordance with Article 7 of these Bylaws.
- 3.1.5 Membership in The Glen Community Association may be transferred only upon transfer of title to the lot within The Glen. Any other claim to membership in The Association shall be considered invalid.

3.2 PRIVILEGES

- 3.2.1 Subject to the provisions and restrictions imposed by the Bylaws and policies governing The Glen Community Association, all Association members and their guests shall have the use of roads, greenbelts and recreation facilities within The Glen. Conditions for use and availability of certain facilities shall be determined from time to time by the Board of Directors or by Management.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 PLACE OF MEETINGS

- 4.1.1 All meetings of The Glen Association members shall be held in Whatcom County, Washington, at the location stated in the notices of such meetings.

4.2 ANNUAL GENERAL MEETING

- 4.2.1 An Annual General Meeting of members of The Association shall be held each year during the month of April on a day determined by the Board of Directors. This meeting shall be held for the election of directors to replace those whose terms have expired, for approval or rejection of the following fiscal year's proposed budget, and for the transaction of other business which may appropriately be brought before the membership.
- 4.2.2 A written notice of the Annual General Meeting shall be given to each member entitled to vote at such meeting. This notice may be given in person, by mail or other means of written communication, charged prepaid, sent to the member's official address appearing on the record books of The Association.
- 4.2.2.1 The notice shall be sent to each member entitled to vote not less than thirty (30) or more than sixty (60) days before the scheduled meeting.
- 4.2.2.2 The notice shall specify the place, the date, the hour and the agenda of the meeting.
- 4.2.2.3 The notice shall include a request form for an absentee ballot for the election of directors and for voting on motions to be decided at the meeting.
- 4.2.2.4 The notice shall state the general nature of any business to be considered or acted upon at the meeting.
- 4.2.2.5 The notice shall include instructions on when and how a member shall be entitled to cast votes by absentee ballot on any matters to be decided at the meeting, including the election of officers.
- 4.2.2.6 The notice shall specify the date of record which is the last day and time Association members may establish themselves as members in good standing.

ARTICLE 4 - MEETINGS OF MEMBERS (continued)

4.2 ANNUAL GENERAL MEETING (continued)

- 4.2.3 Members desiring to have business considered at the Annual General Meeting shall submit a written detailed proposal of such business, which shall be signed and dated, and must be received at The Association Office on or before 4:00 P.M. on January 31st.
- 4.2.4 Ten percent (10%) of the Association members entitled to vote, either by their presence or by receipt of their absentee ballots, shall establish a quorum for the transaction of business. Once a quorum is established, members present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum.
- 4.2.5 Any member who, by the date of record, is not current in dues, assessments, fines or other charges levied by The Association on any lot owned shall be denied the voting right pursuant to the affected lot.
- 4.2.6 Only Association members who have been established as members in good standing on or before the date of record, as specified in the official notice of the Annual General Meeting, shall be allowed to cast votes.
- 4.2.7 Every member entitled to vote shall have the right to do so either in person or by absentee ballot. In order to be counted, all absentee ballots must be received by the Association Office prior to a date and time established by the Board of Directors and specified in the meeting notice, which shall be prior to the time votes are cast by members present at the Annual General Meeting.
- 4.2.8 In the election of candidates for the Board of Directors, a voting member may cast the number of votes (or less) as there are director positions to be filled, but no two or more votes may be cast for the same candidate. Candidates who receive the most votes shall be elected to the available positions until all positions are filled.
- 4.2.9 Approval of the following year's proposed annual budget is established by affirmative votes of a simple majority of members voting in the Annual General Meeting.

ARTICLE 4 - MEETINGS OF MEMBERS (continued)

4.3 SPECIAL MEETINGS

4.3.1 Special meetings of The Association members may be called at any time by the Association President, by a majority of the Board of Directors, or by one or more Association members holding not less than thirty percent, (30%) of the voting power of The Association. Special meetings may be called for any purpose and, except in special cases where provision is made by law, notices of such meetings shall be given in the same manner described for Annual General Meetings.

4.4 ADJOURNED MEETINGS

4.4.1 Any Annual General Meeting or special meeting, whether a quorum is established or not, may be adjourned from time to time by a majority vote of the membership present. However, if a quorum has not been established, no other business may be transacted at the meeting.

4.4.2 When any Annual General Meeting or special meeting is adjourned for thirty (30) days or more, notice of the resumed meeting shall be given in the same manner as the original meeting. In the case of meetings to be resumed in less than thirty (30) days, no such notice is required, except for verbal announcement made at the time of adjournment.

4.5 ACTION WITHOUT MEETING

4.5.1 Except as prohibited by law, any action which may be appropriately taken at a meeting of The Association members may be taken without meeting, if authorized in writing by all of the members who are entitled to vote upon such action at a meeting and such authorization is filed with the Association Secretary.

4.6 DATE OF RECORD

4.6.1 For the Annual General Meeting, the date of record shall be March 31st of each year. Only members in good standing as of 4:00 P.M. on that date shall be entitled to vote at the meeting, notwithstanding any transfer of or issuance of membership on the books of The Association following the date of record.

ARTICLE 4 - MEETINGS OF MEMBERS (continued)

4.6 DATE OF RECORD (continued)

4.6.2 For special meetings, the date of record shall be the last day of the quarter preceding the date of the meeting; for example: March 31st, June 30th, September 30th, or December 31st. Only members in good standing as of 4:00 P.M. on that date shall be entitled to notice of the meeting and the right to vote at same, notwithstanding any transfer of or issuance of membership on the books of The Association following the date of record.

4.7 MEETING PROCEDURE

4.7.1 All Board, Annual General and Special General meetings of the Association shall be governed by the most recent published edition of *Robert's Rules of Order* existing at the time the meeting is held. If conflict exists between the Bylaws of the Association and such edition of *Robert's Rules of Order*, the Association's Bylaws will control.

ARTICLE 5 – DIRECTORS

5.1 POWERS

5.1.1 Except for any limitations imposed by The Association Articles of Incorporation, the current General Non Profit Corporation Law of the State of Washington, and these Bylaws, the business and affairs of The Association shall be controlled by the Board of Directors. Without prejudice to such general powers, except for such limitations as stated above, it is hereby expressly declared that the Board of Directors shall have the following powers:

5.1.1.1 To select and remove (with cause) all officers, directors, agents and employees of The Association and prescribe powers and duties for them which are consistent with law, the Articles of Incorporation, and these Bylaws.

5.1.1.2 To conduct, manage and control the business and affairs of The Association and to prescribe, as it deems necessary or appropriate, rules and regulations for same which are consistent with law, The Articles of Incorporation, and these Bylaws.

5.1.1.2.1 In the case of Capital Account Uses, to execute such business either in person at regular or special Board meetings, or by an absentee vote at such regular or special Board meetings, by signature on an original Resolution or a copy thereof.

5.1.1.3 To change the principal office for the transaction of The Association business from one location to another within Whatcom County as provided by these Bylaws, and to designate the place of any Association Members meeting.

5.1.1.4 To take any steps deemed by it required or appropriate to implement any of the powers of The Association provided in these Bylaws.

5.1.1.5 To appoint Administrative, Financial, Maintenance, Architectural Control Board (ACB), Hearing Board, Infrastructure, and Communications/Technology, Standing Committees, and any other committees required or appropriate.

5.1.1.5.1 The Administrative and Financial Committees shall be composed of at least three (3) persons who are elected Board members. If deemed appropriate, additional committee members may be either directors or association members in good standing. The Committee Chair of each committee must seek Board approval for all non elected association members chosen to sit on this committee.

5.1.1.5.2 The Maintenance Committee shall be composed of at least three (3) persons, one of whom shall be an elected Board director. The second and any additional committee

ARTICLE 5 – DIRECTORS (continued)

5.1 POWERS – (continued)

members may be either directors or association members in good standing. The Committee Chair must seek Board approval for all non elected association members chosen to sit on this committee.

5.1.1.5.3 The Architectural Control Board (ACB) Committee shall be structured in accordance with The Glen Community Association Covenants whenever possible and shall be composed of at least three (3) persons, one of whom shall be an elected Board director. The second and any additional committee members may be either directors or association members in good standing. It is preferred that all members of this committee should be qualified members of the building industry or familiar with building practices. The Committee Chair must seek Board approval for all non elected association members chosen to sit on this committee.

5.1.1.5.4 The Hearing Board Committee shall be composed of the Committee Chair who shall be an elected Board member, and three (3) (minimum) to seven (7) other association members. These shall be members in good standing who will perform the work of adjudicators. Any three (3) persons of this Committee may form a Hearing Board panel. Members of this committee will be selected based on their demonstrated adherence to, desire to comply with, and intent to enforce The Glen's rules and regulations as written. In addition their knowledge of The Glen and its governing documents (Covenants, Bylaws, and Administrative Policies), and their reputation as being fair and impartial representatives of The Glen will be considered. The Committee Chair must seek Board approval for all non-elected association members chosen to sit on this committee.

5.1.1.5.5 The Infrastructure Committee shall be composed of at least three (3) persons, at least one of whom shall be an elected Board director. The second and additional members shall be either directors or association members in good standing, selected based on their knowledge of water, roads and/or electrical systems. The Committee Chair must seek Board approval for all non elected association members chosen to sit on this committee.

5.1.1.5.6 The Communication/Technology Committee shall be composed of at least three people deemed appropriate. At least one member shall be an elected Board director. The second and additional members may be either elected Board Directors or Association Members in good standing.

**The Glen Community Association
Bylaws**

ARTICLE 5 – DIRECTORS (continued)

5.1 POWERS – (continued)

- 5.1.1.5.7 Any other appointed committees shall be composed of at least three (3) persons deemed appropriate by the Board of Directors.
- 5.1.1.6 To require that each standing committee shall agree to and conduct itself in accordance with the Terms of Reference as specified in APPENDIX A – COMMITTEE TERMS OF REFERENCE.
- 5.1.1.7 To delegate to appointed committees any of the powers of the Board of Directors so authorized by the President.
- 5.1.1.8 To delegate to the managing agents of The Association, or to any other person designated by the Board of Directors, the power to manage the day to day business of The Association and any other power not inconsistent with these Bylaws.
- 5.1.1.9 To adopt, make, and use a corporate seal.
- 5.1.1.10 To prescribe the forms of membership identification as deemed required.

5.2 GENERAL DUTIES AND RESPONSIBILITIES

- 5.2.1 In carrying out its duties and responsibilities, the Board of Directors is required act in accordance with current legal principles and precedents established for corporate directors. Each year following the AGM, each director will sign and present to the Board President a copy of the *Director's Code of Conduct* before being able to sit at the Board table as a recognized director. Each director shall comply with the *Code of Conduct* throughout the year. (See Appendix B).
- 5.2.2 Directors are required to act and establish policy in accordance with the Association governing documents.
- 5.2.3 Directors are required to perform their duties in good faith, with diligence, care and skill.
- 5.2.4 Directors have fiduciary duty to the Association and to its members, which:
 - 5.2.4.1 Requires care in all activities as directors.
 - 5.2.4.2 Requires individual loyalty to The Association and its members.

ARTICLE 5 – DIRECTORS (continued)

5.2 GENERAL DUTIES AND RESPONSIBILITIES (continued).

- 5.2.4.3 Requires decisions to be made solely in the best interest of The Association and its members.
- 5.2.5 Directors are required to meet the tests of the "Business Judgment Rule." Directors are required:
 - 5.2.5.1 To make all decisions on a reasonable basis, including adequate research, examination of alternatives, costs, risks, etc.
 - 5.2.5.2 To exercise the same degree of care and skill in making decisions or taking actions that would be expected of an ordinary, prudent, or "reasonable person" in similar business.
 - 5.2.5.3 In order to protect against mismanagement or failure to meet guidelines and to exercise care and attention in the supervision of those charged with carrying out the Board of Directors' duties and responsibilities.
 - 5.2.5.4 Individual directors shall protect themselves under the "Business Judgment Rule" by:
 - 5.2.5.4.1 Being informed about the legal documents and the business of The Association.
 - 5.2.5.4.2 Assuring that absences are recorded in the minutes.
 - 5.2.5.4.3 When in disagreement with the Board actions, assuring that dissents are registered in the minutes.
- 5.2.6 The duty to act in good faith and with care also applies to the regulatory functions of the Board of Directors, including rules enforcement, assessment collection, and architectural review functions.
 - 5.2.6.1 Rules and regulations shall be enforced based on specific, well publicized standards and criteria, particularly with architectural review functions.
 - 5.2.6.2 Rules and regulations shall be enforced uniformly and consistently for all violators.

**The Glen Community Association
Bylaws**

ARTICLE 5 – DIRECTORS (continued)

5.2 GENERAL DUTIES AND RESPONSIBILITIES (continued)

- 5.2.6.3 Accused rules violators shall have the opportunity for due process, such as the right to be heard and to appeal to the Board of Directors.
- 5.2.6.4 In the establishment and enforcement of rules and regulations governing the use of common areas, personal conduct of members and their guests, architectural control, etc., no regulation shall be established or action be taken without assuring that such rule or action does not violate The Association Covenants or any individual's property rights, civil rights, or individual rights.

5.3 NUMBER AND QUALIFICATIONS

- 5.3.1 The authorized number of directors of The Association shall be nine (9) until changed by an amendment to the Articles of Incorporation or by an amendment to these Bylaws which is approved by the Association members.
- 5.3.2 Any director becoming delinquent in dues or other charges imposed by The Association shall be ineligible to participate as a voting member in any Board capacity until delinquency has been resolved by full payment of all charges owed to The Association.

5.4 ELECTION AND TERM OF OFFICE

- 5.4.1 Elections for directors shall be held at each Annual General Meeting of the Association members. Three (3) director positions shall be subject to election each year, with elected directors serving for a three year term. If for any reason directors are not elected at the Annual General Meeting or the meeting is not held, directors may be elected at any special meeting of the Association members held for that purpose. All directors shall hold office until their respective successors are inducted.
- 5.4.2 All candidates for the Board of Directors shall be members in good standing (members who are entitled to vote at the time of election).
- 5.4.3 If any lot is owned by multiple members of The Association, only one (1) such member shall be eligible to run for, or to serve on the Board of Directors at any given time.
- 5.4.4 If multiple individuals of an immediate family are members of The Association, only one (1) such immediate family member shall be eligible to serve on the Board of Directors at any given time. For purposes of this section only, "immediate family" shall be defined as any spouses, siblings, parents and their children or grandparents and their grandchildren, whether any of the above are related through genetics or the law. In the event two or more individuals of an immediate family receive enough votes to gain election to the Board of Directors in the same election, only the immediate family member receiving the highest number of votes shall be elected to the Board of Directors.
- 5.4.5 All candidate nominations for the Board of Directors must be received by the Association Office on or before 4:00 P.M. on January 31st.

ARTICLE 5 - DIRECTORS (continued)

5.5 VACANCIES

- 5.5.1 In the event of a vacancy on The Board of Directors, the President may appoint from the Association members a temporary replacement who shall be approved by a two thirds (2/3) majority vote of the remaining directors, and who shall serve until his or her successor is inducted following an annual or special meeting of the members.
- 5.5.2 A vacancy on the Board of Directors shall exist in the case of death or resignation of a director or a director's absence from three (3) consecutive regular meetings or any (4) four regular meetings in any year of service. A vacancy shall also exist if the authorized number of directors is increased, or if the Association members fail at any Annual General Meeting or special meeting held for the purpose of electing directors, to elect the full authorized number, or if a vacancy is declared by the Board of Directors for any reason permitted by law.
- 5.5.3 The Board of Directors may elect directors at any time to fill executive positions currently not filled by the directors. Furthermore, if the Board of Directors accepts the resignation of a director to take effect at a future time the Board of Directors shall have the power to elect a successor to take office when the resignation becomes effective.
- 5.5.4 No reduction of the authorized number of directors shall have the effect of removing any director from office prior to the expiration of the director's term.

5.6 REGULAR MEETINGS

- 5.6.1 The Board of Directors shall hold regularly scheduled monthly meetings. Call and notice of these meetings are hereby dispensed with.
- 5.6.2 The first regular Board of Directors meeting following the annual election of directors shall include the induction of new directors, which shall take place directly following Old Business and before New Business on the Meeting Agenda. The election of officers shall follow induction, with the senior retiring officer presiding over the election. If no officer is retiring, another director, who is chosen by the remaining directors, shall preside over the election.

5.7 SPECIAL MEETINGS

- 5.7.1 Special meetings of the Board of Directors may be held for any purpose and at any time upon call by the President or, in the President's absence, inability or refusal to act, by the Vice President or by any two (2) directors.

ARTICLE 5 - DIRECTORS (continued)

5.7 SPECIAL MEETINGS – (continued)

5.7.2 Written notice of the time and place of special meetings shall be delivered, any charges prepaid, personally or by any other available means of communication to each director at the address shown on the records of The Association. The notice shall be given ten (10) days prior to the scheduled date (if possible), and shall include a request for confirmation that the director plans to attend the special meeting called. Additionally, the meeting notice shall be immediately posted in the Association Office. The above shall constitute due legal and personal notice to each director.

5.8 EMERGENCY MEETINGS

5.8.1 Emergency meetings of the Board of Directors may be held for any purpose and at any time upon call by the President or, in the President's absence, inability or refusal to act, by the Vice President or by any two (2) directors.

5.8.2 Notice of the time and place of emergency meeting shall be delivered, any charges prepaid, personally or by any other available means of communication to the director at the address shown on the records of The Association. The notice shall be given forty-eight (48) hours prior to the scheduled meeting date (if possible), and shall include a request for confirmation that the director plans to attend the emergency meeting called. Additionally, the meeting notice shall be immediately posted in the Association Office. The above shall constitute due, legal and personal notice to each director.

5.9 WAIVER OF NOTICE

5.9.1 At any meeting of the Board of Directors, however held, and whether or not notice has been given, the transactions made shall be as valid as though the meeting had been held following regular call and notice, provided that (a) directors present constitute a quorum; (b) either before or after the meeting, each of the directors not present signs a written notice of consent to hold the meeting or an approval of the meeting minutes; and (c) that all such consents or approvals shall be filed in the records of The Association or included as a part of the meeting minutes.

5.10 QUORUM

5.10.1 A majority of the authorized number of directors shall be necessary for the Board of Directors to establish a quorum for the transaction of business. Unless a greater number of directors is required by law, the Articles of Incorporation, or these Bylaws, every act or decision of a majority of the directors at a duly held meeting shall be regarded as an act or decision by the Board of Directors.

ARTICLE 5 - DIRECTORS (continued)

5.11 ADJOURNMENT AND NOTICE

5.11.1 Any meeting of the Board of Directors at which a quorum is established may adjourn to meet again at a stated day and time. Any meeting, whether regular or special, at which a quorum is not present may adjourn from time to time until the time scheduled for the next regular Board of Directors Meeting. If notice of the time and place for resuming an adjourned meeting is given at the meeting, it need not be given to absent directors.

5.12 HOLD HARMLESS

5.12.1 Neither a director nor any representative of the Board of Directors shall be liable to any party for any action or any failure to act provided that the director or individual has proceeded in good faith and without malice. The Association shall, from its general funds, defend and hold harmless any director or representative of the Board of Directors against claims, suits, causes of action or other legal proceedings of any kind brought by Association members or third parties arising out of the director's or Board representative's performance of duties for and on behalf of The Association.

5.13 RECALL OF DIRECTOR

5.13.1 An individual member of the Board of Directors may be recalled, provided that the director is alleged to be in violation of the general duties and responsibilities as set forth in Article 5.2 of these Bylaws, and the recall is approved by a majority vote of the Association members entitled to vote and in attendance at a special meeting where a quorum has been established. Neither proxies nor absentee ballots will be permitted at a special meeting called pursuant to Article 5.13 of these Bylaws.

5.13.1.1 The initiation of a recall process may be accomplished by an official and properly formatted petition containing validated signatures of at least thirty percent (30%) of the Association voting members in good standing. For proper validation, the petition must be signed in person at the Association Office by a lot owner who is current in assessments and charges levied by The Association, and possesses a valid form of identification.

5.13.1.2 All petitions must be presented to an Association Manager who will assure that proper procedure has been followed before notifying the Association President.

5.13.1.3 All petitions shall be registered in the Association Office and shall be available for review by any Association member in good standing.

ARTICLE 5 - DIRECTORS (continued)

5.13 RECALL OF DIRECTOR (continued)

5.13.1.4 To facilitate the recall process, the Association President shall appoint a five (5) person ad-hoc committee from Association members at large to review the petition and certify that:

- (1) Alleged charges specified are pursuant to Bylaw Article 5.2.
- (2) The petition meets guidelines as described in this Bylaw.
- (3) The Association membership is notified of the opportunity to vote on the recall consideration at a special general meeting. In the event that the Association President is the subject of the recall petition, the Vice President shall appoint the ad hoc committee.

5.13.1.5 Upon certification by the appointed committee, the membership shall be notified in writing of the date and time of the meeting called to consider the recall in accordance with Bylaw Article 4.3. Pursuant to this Bylaw, all recall petitions must be completed and certified no later than thirty (30) days prior to the notification date for the meeting called to consider the recall. In the event that the appointed committee fails to certify the petition, it will be dismissed, and Association members shall be notified of the reasons for non certification.

5.13.1.6 Failure to establish a quorum at the special general meeting shall constitute a rejection of the petition.

5.13.1.7 The vote to recall shall be held by secret ballot at the special meeting. Results of the vote shall be compiled and verified in the same manner as all voting issues at an Annual General Meeting.

5.13.1.8 At the affected director's sole discretion, a discussion may be held prior to the vote, at which time the affected director shall have an opportunity to address the membership and/or answer questions from the membership concerning the allegations of the recall petition. The length and format of the discussion period shall be subject to reasonable limitations imposed by the Board of Directors.

5.14 MEETING PROCEDURE

5.14.1 All meetings of the Board of Directors, whether regular or special, and all meetings of the Association members shall be governed by Robert's Rules of Order Revised.

**The Glen Community Association
Bylaws**

ARTICLE 6 - OFFICERS

6.1 GENERAL

- 6.1.1 The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by and from the Board of Directors. The Association may also have other officers appointed by the Board of Directors.
- 6.1.2 Each officer shall hold office until he or she resigns, is disqualified to serve, or a successor is elected. Officers may be appointed at any time by the Board of Directors for the purpose of initially filling an office or a newly created or vacant office.

6.2 REMOVAL AND RESIGNATION

- 6.2.1 Any officer may be removed, with cause, by a two thirds (2/3) majority vote of the remaining directors in office at any regular or special meeting of the Board of Directors.
- 6.2.2 Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of The Association. Any such resignation shall take effect upon receipt of the resignation or at any later time specified therein, a formal acceptance of such resignation shall not be necessary to make it effective.

6.3 VACANCIES

- 6.3.1 A vacancy in any office because of death, resignation, disqualification, removal, or any other cause shall be filled in the manner prescribed in Article 5 of these Bylaws for regular appointments to each office.

6.4 PRESIDENT

- 6.4.1 The President shall be the chief officer of the Board of Directors and shall provide general supervision, direction and control of the business conducted during meetings of the Board of Directors and the Association members.
- 6.4.2 Subject to the approval of the Board of Directors as a whole, the President shall make committee appointments, establish goals and objectives, administer the activities of the officers of the Board, and determine the time and place of the regularly scheduled Board of Directors meeting.

ARTICLE 6 - OFFICERS (continued)

6.4 PRESIDENT (continued)

6.4.3 The President shall act as the chief spokesperson and representative for the Board of Directors and undertake other duties as may be prescribed.

6.4.4 The President shall be an ex officio member of all committees.

6.5 VICE PRESIDENT

6.5.1 In the absence of the President, the Vice President shall perform all the duties of the President and, in doing so, shall have all the powers of and be subject to all the restrictions upon the President.

6.5.2 The Vice President shall have other powers and perform other duties as prescribed by the Board of Directors, the President, or these Bylaws.

6.5.3 The Vice President shall be the chairperson of the Administrative Committee.

6.6 SECRETARY

6.6.1 The Secretary shall cause to be kept, at the principal office, a book of minutes of all meetings of the Board of Directors and Association members. Minutes shall include the time and place of holding the meetings, whether regular or special. In the case of special meetings, minutes shall state how authorized and the notice given. Minutes shall include the names of those present at Board of Directors Meetings and the proceedings thereof.

6.6.2 The Secretary shall cause to be kept, at the principal office and in any form permitted by law, a membership register, listing the names of the Association members and their addresses, the description and number of lots owned, and the number and date of cancellation of membership.

6.6.3 The Secretary shall cause to be given notice of all meetings of the Association members and of the Board of Directors, as required by law or these Bylaws.

6.6.4 The Secretary shall keep the seal of The Association in safe custody.

6.6.5 The Secretary shall perform other duties prescribed by the Board of Directors, the President, or these Bylaws.

ARTICLE 6 - OFFICERS (continued)

6.7 TREASURER

- 6.7.1 The Treasurer shall cause to be kept and maintained adequate and correct accounts of the properties and business transactions of The Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and bank accounts. The books of account shall be open to any director at any reasonable time.
- 6.7.2 The Treasurer shall render to the President and Board of Directors a monthly account of The Association and an annual Financial Report to the membership as defined in Article 8 of these Bylaws.
- 6.7.3 The Treasurer shall perform other duties prescribed by the Board of Directors, the President, or these Bylaws.
- 6.7.4 The Treasurer shall be chairperson of the Finance Committee.

6.8 HOLD HARMLESS

- 6.8.1 Neither the Association officers nor any representative thereof shall be liable to any party for any action or for any failure to act under or pursuant to the provisions of these Bylaws, provided that the officer or representative thereof has proceeded in good faith and without malice. The Association shall, from its general funds, defend and hold harmless any officer or representative thereof against claims, suits, causes of action, or any other legal proceedings of any kind brought by Association members or third parties arising out of the officer's performance of duties on behalf of The Association.

6.9 AMENDMENT OF GOVERNING DOCUMENTS

- 6.9.1 The President, Vice President, Secretary and Treasurer shall each have the power to prepare, execute, certify and record any amendments properly approved by the Membership concerning these Bylaws, the Articles of Incorporation, or the Amended Declaration of Covenants, Conditions and Restrictions.

ARTICLE 7 - ANNUAL ASSESSMENT

7.1 GENERAL

7.1.1 Each year the Board of Directors shall consider the current and future financial requirements of the Association and, based on these requirements, shall fix by resolution the amount of the annual assessment to be levied against each lot to which a membership applies. In the case where multiple memberships apply to a single lot, only one assessment shall be levied. If multiple lots are owned by one or more Association members, assessments shall be levied against each lot owned. The total amount levied against each lot shall be a debt of all owners thereof which may be enforced jointly and severally against the owners and/or foreclosed against the lot.

7.2 EXPENSES AND IMPROVEMENTS

7.2.1 The Board of Directors shall, without limitation, have the authority to increase the annual assessment to cover expenses of The Association, which may include payment of real estate taxes, utility charges, and all other expenses related to the operation and reasonable maintenance of and improvements upon the common areas.

7.2.2 The Board of Directors is authorized to expend funds and impose assessments for new facilities and equipment in addition to those existing. However, any new facility having a cost of more than twenty-five thousand dollars (\$25,000) shall not be undertaken without prior approval by a majority of members voting at an Annual General Meeting or special meeting of the membership.

7.2.3 The Association shall maintain a Capital Replacement Fund. Each year, concurrently with the fixing of the annual assessment as defined in Article 7.1.1 of these Bylaws, the Board of Directors shall assess a flat fee over and above the annual assessment. All revenues collected for this fee shall be deposited in a separate account which shall be designated "Capital Replacement Fund." All moneys in the Capital Replacement Fund and moneys earned and accumulated by the fund shall be used solely for capital replacement projects within The Glen.

7.2.3.1 Any motion authorizing the expenditure of monies from the Capital Replacement Fund must be approved by eight (8) of the nine (9) members of the Board of Directors or by a two thirds (2/3) majority vote of the Association members at the Annual General Meeting or a special meeting.

ARTICLE 7 - ANNUAL ASSESSMENT (continued)

7.2 EXPENSES AND IMPROVEMENTS (continued)

7.2.3.1.1 In the event of a temporary reduction in the number of directors or in the event that one or more members is disqualified due to conflict of interest or other reason, approval may be accomplished by one (1) director less than the number currently serving who are qualified to vote.

7.2.4 The Glen Community Association incurs charges from Puget Power for the electric power used within the Glen by all Association members and its facilities. The power used by each lot shall be metered by a member of the Glen Management staff (or designated agent), and Association members shall be billed for the power charges applicable to their respective lots. Power billings shall be made on a quarterly basis concurrent with assessment billings.

7.3 NOTICE

7.3.1 The annual assessment shall be billed to the members on a quarterly basis. The Secretary, or other individual authorized by the Board of Directors, shall mail to each designated member an invoice or other written notice of payment. The notice shall be mailed to the member's address on record in the Association Office at least four (4) weeks prior to the time it becomes due and payable. The time and manner of payment shall be specified in the notice.

7.4 LIEN

7.4.1 When the amount of the annual assessment and other accrued charges levied against a lot are not paid following a reasonable time as determined by the Board of Directors, a lien may be placed on the affected lot. The Board of Directors shall cause to be recorded with the Whatcom County Auditor a notice of assessment, which shall state: (a) the amount of assessment and other accrued charges; (b) a description of the lot which has been assessed; and (c) the name of the record owner of the lot. The notice shall be signed by the Association Secretary or the Manager on behalf of The Association. Upon payment of the recorded notice, the Board of Directors shall cause to be recorded a notice stating the satisfaction and release of the lien.

ARTICLE 7 - ANNUAL ASSESSMENT (continued)

7.4 LIEN (continued)

- 7.4.1.1 The term "other accrued charges" shall include, but shall not be limited to:
 - (a) late charges on any past due assessment
 - (b) all fees or costs for collection of any past due amount or
 - (c) actual attorneys' fees and costs incurred by The Association in collecting any past due assessment or other charge
 - (d) power charges,
 - (e) all fines duly levied against the member by The Association, and
 - (f) all Payments made on the member's behalf to the Whatcom County Treasurer to cure the member's tax arrearage.
- 7.4.2 The authority to levy such assessment upon lots within The Glen is granted by the recorded Declaration of Covenants, Conditions and Restrictions.
- 7.4.3 Such lien shall be prior to all other liens recorded subsequent to said notice of assessment except: liens of first mortgages and/or first deeds of trust incurred for the purpose of constructing a residence or improvement thereon, and which are recorded in accordance with applicable law, shall be superior to any and all liens provided for in these Bylaws.
- 7.4.4 Following failure of the responsible member to pay the annual assessment and accrued charges in accordance with its terms, the lien provided for in these Bylaws may be enforced by sale of the affected property by The Association, its attorney or other authorized person. Such sale shall be conducted in accordance with applicable Washington State law.

7.5 LATE CHARGE

- 7.5.1 Any assessments and other charges not paid in full within thirty (30) calendar days of billing shall, following a 7 calendar day grace period, upon the 38th day, receive a late charge in the amount of \$15.00.

ARTICLE 8 - DISCLOSURE AND ARBITRATION

8.1 INSPECTION OF RECORDS

- 8.1.1 The following documents shall be open to inspection upon the written demand of any Association member at any reasonable time and for a purpose reasonably related to his/her interests as a member of The Association:
- (a) the membership register or duplicate thereof;
 - (b) the financial reports and accounts;
 - (c) minutes of the Board of Directors meetings;
 - (d) minutes of the Annual General meeting;
 - (e) minutes of any other meeting of the Association members.

8.2 ENDORSEMENT: CHECKS AND DRAFTS

- 8.2.1 Endorsement of Association financial documents shall require two (2) signatures under all circumstances.
- 8.2.2 The President, Vice President, and Treasurer of The Glen Community Association shall be authorized signatories for all checks, drafts, and other orders for payment of money, notes, or other evidence of debt issued in the name of or payable to The Association.
- 8.2.3 Endorsement by persons of The Association or its staff except as in 8.2.2 above shall be as authorized from time to time by motion of the Board of Directors, and shall include the Manager, and such other staff as deemed necessary for proper segregation of duties and prompt conduct of business.
- 8.2.4 The Association Secretary shall cause all Bank and Financial Institution signatory records to be updated immediately upon change of any signatory position.

8.3 ANNUAL FINANCIAL, REPORT

- 8.3.1 A copy of the Annual Financial Report, including a statement of income and disbursements, shall be made available at the Association Office not later than ninety (90) days after the close of The Association's calendar year or fiscal year, and members shall be notified of its availability. The choice of calendar year or fiscal year shall be at the option of the Board of Directors. This report shall be provided to each member requesting it at The Association's expense. The membership will then have, sixty (60) calendar days following a specified date to review and file any written objection to the financial report with the Board of Directors. Failing to file, such written objection will constitute acceptance, of the report and forever waive any objection thereto by the members.

ARTICLE 8 - DISCLOSURE AND ARBITRATION (continued)

8.3 ANNUAL FINANCIAL, REPORT (continued)

8.3.2 In the event twenty-five percent (25%) of the membership files written objections to the statement, an independent auditor shall be hired at The Association's expense to prepare a second report for The Association. Failure of objecting members to file an objection to the second report within thirty (30) calendar days of the date of mailing the audited report shall constitute acceptance, and forever waive any objection thereto by the objecting members. Should any dispute continue between the objecting members and The Association, such dispute shall be submitted to binding arbitration to be borne by the objecting members.

8.4 ARBITRATION

8.4.1 Any dispute arising between members shall be conclusively determined by arbitration. Any member involved in such a dispute may invoke arbitration by notifying the members in writing.

8.4.2 Each of the two sides of the dispute shall, by a decision of the majority, appoint, within ten (10) days of such notification, one member of a three (3) member arbitration committee by notifying the other side of the dispute of the appointment.

8.4.3 If, within three (3) days following the last such appointment, the two (2) appointees cannot agree upon a third member, the presiding judge of the Superior Court of Whatcom County, Washington shall appoint a third member.

8.4.4 The arbitration committee shall, by agreement of any two (2) members thereof, resolve the dispute.

8.4.5 If either side does not appoint a member of the committee in the manner set forth or if the committee cannot resolve the dispute within thirty (30) days of the time the committee is appointed, the presiding judge of the Superior Court of Whatcom County, Washington shall appoint a committee of one (1) who shall resolve the dispute.

8.4.6 The expenses of arbitration shall be shared equally by each side, except as provided in Article 8.4.

ARTICLE 8 - DISCLOSURE AND ARBITRATION (continued)

8.5 AMENDMENTS TO BYLAWS

8.5.1 Amendments to these Bylaws are approved by a majority vote of the membership of The Glen Community Association at any Annual General or Special General member meeting.

8.5.2 Members shall be entitled to present desired amendments, additions or deletions for consideration either in writing or by email to the Board of Directors.

8.5.2.1 Bylaw amendments submitted with signatures from registered property owners representing twenty (20) separate properties or more will insure the topic is presented to the membership by ballot as in 8.5.3 below and included on the ballot at the next Annual General Meeting or Special General Meeting if appropriate. (Special General Meetings are often restricted in their purpose.)

8.5.2.2 The Board of Directors shall review suggested Bylaw amendments, additions or deletions not accompanied by signatures representing twenty (20) properties to determine if they will be included on the ballot for consideration for the benefit of the membership and the proper conduct of the business of The Glen Community Association.

8.5.2.3 All members desiring to give a verbal presentation regarding their written amendment, addition or deletion request at the next Board meeting must advise the Glen Office or Administration Committee Chair of their intent to present at least one week in advance of the board meeting, to be included on the agenda.

Note: Amendment, addition or deletion requests from any property owner should be submitted 60 days in advance of the General Meeting to allow time for presentation and preparation to be included in the General Meeting packet.

8.5.3 The Board will prepare all resolutions consistent with the intent of the original proposal determined in consultation with the original proposer to be presented for member vote. Advice of upcoming proposed amendments will be given by Notice of Motion, consistent with Bylaws 4.2 and 4.3, in the AGM (or SGM) packet. Absentee ballots will be included in the packets for member vote. Approved resolutions will become effective immediately following the General Meeting.

**APPENDIX A
COMMITTEE TERMS OF REFERENCE**

TABLE OF CONTENTS

TERMS OF REFERENCE - ADMINISTRATIVE COMMITTEE	34
TERMS OF REFERENCE - FINANCE COMMITTEE	37
TERMS OF REFERENCE - MAINTENANCE COMMITTEE	40
TERMS OF REFERENCE - ARCHITECTURAL CONTROL BOARD (ACB) COMMITTEE	43
TERMS OF REFERENCE – HEARING BOARD COMMITTEE	46
TERMS OF REFERENCE – INFRASTRUCTURE COMMITTEE	49
TERMS OF REFERENCE - COMMUNICATIONS/TECHNOLOGY COMMITTEE	52

APPENDIX A

The Glen Community Association
7159 Mt. Baker Highway, Maple Falls W A 98266

TERMS OF REFERENCE - ADMINISTRATIVE COMMITTEE

PURPOSE AND RESPONSIBILITIES

In conjunction with Management, makes recommendations to the Board of Directors, as required, on governing documentation additions and amendments.

Documentation includes:

The Glen Community Association Bylaws
The Glen Community Association Administration Policies
The Glen Community Association Personnel Policy

Recommends Resolutions to the Board of Directors concerning the above documents, assures that applicable parties are notified of the approved Resolutions and that approved Resolutions are incorporated in a timely manner.

In conjunction with the Finance Committee prepares the Fiscal Year Wage Schedule and Organization Chart, subject to approval by the Board of Directors.

Works with Management to assure that all Fee and Fine Structures are reviewed and updated on a yearly basis and recommends the resulting structures to the Board of Directors for approval.

Accepts assignments from the Association President and Board of Directors as required

MEMBERSHIP REQUIREMENTS

Pursuant to Bylaw Article 5, the Administrative Committee is a standing committee which is composed of the following members:

The elected Vice President of The Glen Community Association, who shall be Chair of the committee, responsible for reporting to the Board of Directors.

At least two (2) other elected Directors of the Board.

As deemed appropriate, any additional members may be elected Board Directors or Association members in good standing. If so determined by the Chair, members who are not directors may not be included in all meetings.

The Association President shall be an ex-officio member of the committee.

The Glen Community Association Bylaws

TERMS OF REFERENCE -- ADMINISTRATIVE COMMITTEE (continued)

Management will normally be in attendance at committee meetings to provide resource information, but will not participate in the voting process.

At the request of the Chair, a recording secretary will be provided by Management to keep minutes and provide clerical support.

MEETINGS

Meetings shall be called by the Chair or any two members of the Committee whenever required to fulfill the tasks assigned to the committee as specified in its "Purpose and Responsibilities."

Notification: If possible, notice shall be sent to all Committee members and Management at least two (2) weeks prior to the scheduled meeting date. Notice shall include the date, time, and location of the meeting as well as the proposed agenda.

Emergency meetings may be held with shorter notice, provided all available members can be notified and a quorum can be in attendance.

QUORUM

A simple majority of the Committee members shall constitute a quorum.

VOTING PRIVILEGES

Each member of the Committee, including the Chair, shall have voting privileges. As an ex-officio member of the Committee, the Association President does not vote, except that in the event of a tied vote, the President may cast the deciding vote. .

RECORD KEEPING

Minutes shall be kept of all meetings for the purpose of recording member votes, and copies shall be sent to all Committee members, the Board of Directors and Management within two (2) weeks following the meeting.

Either written or oral reports of all Administrative Committee actions shall be reported to the Board of Directors on a monthly basis.

**The Glen Community Association
Bylaws**

TERMS OF REFERENCE -- ADMINISTRATIVE COMMITTEE (continued)

APPROVALS

Approved by the Association President and Administrative Committee members

On _____
(date)

Committee Members:

_____, President

_____, Chair

APPENDIX A

The Glen Community Association
7159 Mt. Baker Highway, Maple Falls W A 98266

TERMS OF REFERENCE -- FINANCE COMMITTEE

PURPOSE AND RESPONSIBILITIES

In conjunction with Management, makes recommendations to the Board of Directors, as required, on disbursement of funds.

Monitors Operations and Capital spending on a monthly basis to assure that approved budget limitations are met.

Assures that an accurate annual audit is preformed on the accounts of The Glen Community Association

In conjunction with Management, recommends a yearly proposed budget, subject to approval by the Board of Directors, to be voted on at the Annual General Meeting.

Annually reviews the resolutions for signing authority for The Glen Community Association's bank accounts.

Performs random audits of the accounts, such as disbursements or receipts, of The Glen Community Association.

Reviews monthly Financial Statements and reports discrepancies, irregularities, or areas of concern to Management and the Board of Directors.

MEMBERSHIP REQUIREMENTS

Pursuant to Bylaw Article 5, the Finance Committee is a standing committee which is composed of the following members:

The elected Treasurer of The Glen Community Association, who shall be Chair of the committee, responsible for reporting to the Board of Directors.

At least two (2) other elected Directors of the Board.

As deemed appropriate, any additional members may be elected Board Directors or Association members in good standing. If so determined by the Chair, members who are not directors may not be included in all meetings.

The Association President shall be an ex-officio member of the committee.

The Glen Community Association Bylaws

TERMS OF REFERENCE -- FINANCE COMMITTEE (continued)

Management will normally be in attendance at committee meetings to provide resource information, but will not participate in the voting process.

At the request of the Chair, a recording secretary will be provided by Management to keep minutes and provide clerical support.

MEETINGS

Meetings shall be called by the Chair or any two members of the Committee whenever required to fulfill the tasks assigned to the committee as specified in its "Purpose and Responsibilities."

Notification: If possible, notice shall be sent to all Committee members and Management at least two (2) weeks prior to the scheduled meeting date. Notice shall include the date, time, and location of the meeting as well as the proposed agenda.

Emergency meetings may be held with shorter notice, provided all available members can be notified and a quorum can be in attendance.

QUORUM

A simple majority of the Committee members shall constitute a quorum.

VOTING PRIVILEGES

Each member of the Committee, including the Chair, shall have voting privileges. As an ex-officio member of the Committee, the Association President does not vote, except that in the event of a tied vote, the President may cast the deciding vote.

RECORD KEEPING

Minutes shall be kept of all meetings for the purpose of recording members votes, and copies shall be sent to all Committee members, the Board of Directors and Management within two (2) weeks following the meeting.

Either written or oral reports of all Finance Committee actions shall be reported to the Board of Directors on a monthly basis.

**The Glen Community Association
Bylaws**

TERMS OF REFERENCE -- FINANCE COMMITTEE (continued)

APPROVALS

Approved by the Association President and Finance Committee members on

On _____
(date)

Committee Members:

_____, President

_____, Chair

APPENDIX A

The Glen Community Association
7159 Mt. Baker Highway, Maple Falls W A 98266

TERMS-OF REFERENCE - MAINTENANCE COMMITTEE

PURPOSE AND RESPONSIBILITIES

In conjunction with Management, makes recommendations to the Board of Directors, as required on maintenance of facilities, grounds, and equipment. Performs a periodic review of such assets and reports to the Board.

In conjunction with Management, inspects additions and repairs and assures that contractual requirements are satisfied prior to releasing funds for payment. .

Assists in updating the Reserve Study, as required, in order to keep the Finance Committee informed of future capital expenditures.

Accepts assignments from the Association President as required.

MEMBERSHIP REQUIREMENTS

Pursuant to Bylaw Article 5, this is a standing committee which may be composed of at least three (3) people deemed appropriate. At least one member shall be an elected Board Director. The second and additional members may be either elected Board Directors or Association members in good standing.

Members of this committee will usually be selected based on their knowledge of building standards, pool systems, basic carpentry technique, landscaping, etc.

The Chair shall be appointed by the Association President and all members shall be approved by the Board of Directors.

The Association President shall be an ex-officio member of the committee.

The Glen Manager will normally be in attendance at committee meetings to provide resource information, but will not participate in the voting process.

At the request of the Chair, a recording secretary will be provided by Management to keep minutes and provide clerical support.

TERMS OF REFERENCE - MAINTENANCE COMMITTEE (continued)

MEETINGS

Meetings shall be called by the Chair or any two members of the Committee whenever required to fulfill the tasks assigned to the committee as specified in its "Purpose and Responsibilities."

Notification: If possible, notice shall be sent to all Committee members and Management at least two (2) weeks prior to the scheduled meeting date. Notice shall include the date, time and location of the meeting as well as the proposed agenda.

Emergency meetings may be held with shorter notice, provided all available members can be notified and a quorum can be in attendance.

QUORUM

A simple majority of the Committee members shall constitute a quorum

VOTING PRIVILEGES

Each member of the Committee, including the Chair, shall have voting privileges. As an ex-officio member of the Committee, the Association President does not vote, except that in the event of a tied vote the President may cast the deciding vote.

RECORD KEEPING

Minutes shall be kept of all meetings for the purpose of recording member votes, and copies shall be sent to all Committee members, the Board of Directors and Management within two (2) weeks following the meeting.

Either written or oral reports of all Maintenance Committee activities shall be reported to the Board of Directors on a monthly basis.

**The Glen Community Association
Bylaws**

TERMS OF REFERENCE - MAINTENANCE COMMITTEE (continued)

APPROVALS

Approved by the Association President and Administrative Committee members

On _____
(date)

Committee Members:

_____, President

_____, Chair

APPENDIX A

The Glen Community Association
7159 Mt. Baker Highway, Maple Falls WA 98266

TERMS OF REFERENCE - ARCHITECTURAL CONTROL BOARD (ACB) COMMITTEE

PURPOSE AND RESPONSIBILITIES

In conjunction with Management, and following approval of the Board of Directors, responsible for the publication and amendment of ACB Rules and Regulations.

In conjunction with Management, responsible for assurance that ACB responsibilities are assigned to a capable member of The Glen staff, who shall be known as the ACB Officer.

At the request of Management and/or the ACB Officer, responsible for determining whether or not permit requests are in accordance with the Rules and Regulations published in the current ACB Manual.

At the request of Management and/or the ACB Officer, responsible for hearing appeals and making decisions regarding denied permits.

Responsible for assuring that all appeals regarding ACB fines are referred to the HEARING BOARD in accordance with the Violations Appeals Process, as specified in Administrative Policy A120.

Responsible for periodic review of ACB Rules and Regulations to assure they do not violate current approved building requirements, county ordinance or individual rights.

MEMBERSHIP REQUIREMENTS

Pursuant to Bylaw Article 5, the Architectural Control Board Committee shall be structured in accordance with The Glen Community Association Covenants and approved by Resolution.

The ACB Committee Chair shall be appointed by the Association President, and it shall be the responsibility of the Chair to select at least two (2) additional members for approval of the Board of Directors.

Members of the ACB Committee may be elected Board Directors or Association members in good standing. In accordance with The Covenants, it is preferred that one member of the ACB Committee shall be a certified building or landscape architect. All members of the committee shall be qualified members of the building industry or familiar with building practices.

The Association President shall be an ex-officio member of the ACB Committee.

**TERMS OF REFERENCE - ARCHITECTURAL CONTROL BOARD (ACB) COMMITTEE
(continued)**

The Glen Manager and ACB Officer will normally be in attendance at committee meetings to provide information, but will not participate in the voting process.

At the request of the Chair, a recording secretary will be provided by Management to keep minutes and provide clerical support. .

MEETINGS

Meetings shall be called by the Chair or any two members of the ACB Committee whenever required to fulfill the tasks assigned to the committee as specified in its "Purpose and Responsibilities."

Notification: If possible, notice shall be sent to all ACB Committee members, the ACB Officer and The Glen Management at least (2) weeks prior to the scheduled meeting date. Notice shall include the date, time and location of the meeting as well as the proposed agenda.

Emergency meetings may be held with shorter notice, provided all available members can be notified and a quorum can be in attendance.

QUORUM

A simple majority of the ACB Committee members shall constitute a quorum.

VOTING PRIVILEGES

Each member of the ACB Committee, including the Chair, shall have voting privileges. As an ex-officio member of the committee, the Association President does not vote, except that in the event of a tied vote, the President may cast the deciding vote.

RECORD KEEPING

Minutes shall be kept of all meetings for the purpose of recording members votes, and copies shall be sent to all ACB Committee members, the Board of Directors, the ACB Officer and The Glen Management within two (2) weeks following the meeting.

Either written or oral reports of all ACB Committee actions shall be reported to the Board of Directors on a monthly basis.

**The Glen Community Association
Bylaws**

**TERMS OF REFERENCE - ARCHITECTURAL CONTROL BOARD (ACB) COMMITTEE
(continued)**

APPROVALS

Approved by the Association President and Administrative Committee members

On _____
(date)

Committee Members:

_____, President

_____, Chair

APPENDIX A

The Glen Community Association
7159 Mt. Baker Highway, Maple Falls W A 98266

TERMS OF REFERENCE - HEARING BOARD

PURPOSE AND RESPONSIBILITIES

The purpose of the Glen Hearing Board is to provide a comfortable and impartial environment where members may appeal citations issued by Glen staff, by gathering a group of respected, fair minded Association members to act as an impartial quasi-judicial body in adjudicating the issues and facts surrounding the issue of the citation.

The responsibility of the Hearing Board is to hear testimony, review evidence, evaluate all information presented, and render a decision consistent with the rules and regulations set forth in The Glen Community Association's governing documents.

The Hearing Board Chair is responsible for the training of the Hearing Board members and the development of the hearing process to insure the purpose and responsibilities above are met.

Management is responsible to refer all appeals to the Chair of the Hearing Board in accordance with the Violations Appeals Process as specified in Administration Policy A120 and for providing necessary supporting documentation and testimony required in support of the citation, and for completing the results of the Hearing Panel's decision.

MEMBERSHIP REQUIREMENTS

Pursuant to Articles 2 and 5 of the Glen Bylaws, this is a standing committee, which shall be composed of a committee Chair, and three (3) (minimum) to seven (7) members.

The Association President shall appoint the committee Chair, who will be a sitting Board Director. The President will also be an ex-officio member of this committee,,

The committee Chair will select the other Committee members and present their names and background to the Board of Directors for approval.

Members selected for this committee will be members in good standing, selected based on their demonstrated adherence to The Glen's rules and regulations, their reputation as fair, impartial representatives of The Glen, and their knowledge of The Glen's governing documents (Covenants, Bylaws, Administrative Policies, and ACB Regulations).

MEETINGS

Meetings may be called by the Chair or any two members of the Committee whenever required to fulfill the tasks assigned to the committee as specified in its "Purpose and Responsibilities".

TERMS OF REFERENCE – HEARING BOARD (Continued)

MEETINGS

Meetings may be called by the Chair or any two members of the Committee whenever required to fulfill the tasks assigned to the committee as specified in its “Purpose and Responsibilities”.

QUORUM

A simple majority shall constitute a quorum

HEARINGS

Three (3) members of this committee (called Hearing Panel members) will be gathered to adjudicate an appeal.

The Chair of the Hearing Board will select the Panel members for each hearing, and assign one of them to act as the Hearing Panel Chair.

The Chair of the Hearing Board will arrange a hearing date and time based on the availability of Hearing Panel members, appellant and witnesses, and advise Management of the date. Management will notify the appellant of the hearing date, time and location selected.

VOTING PRIVILEGES

Each of the three Hearing Panel members (including the Hearing Panel Chair) shall have a vote in the adjudication of the hearing. The Panel’s final decision is the majority vote, i.e. 2 of the 3 panel members participating. A unanimous decision is not required.

The adjudication of the appeal shall be conducted in private with only the Hearing Panel members in attendance. They may call upon the Committee Chair, or the Manager for additional information or assistance if required.

The Committee Chair, and the Association President (if present) do not have a vote and shall only witness the appeal proceedings as independent observers. They shall not witness the adjudication proceedings.

RECORD KEEPING

The Hearing Panel Chair shall complete a written notice titled “Hearing Board Findings,” giving the decision of the Hearing Board, which shall be signed by all three (3) members of the panel. This notice will be presented to the Hearing Board Chair, who will deliver it to the manager as soon as possible.

Within seven (7) days of receipt of the Findings from the Board Chair, Management shall prepare a formal written letter to the appellant informing him/her of the hearing board’s decision,

**The Glen Community Association
Bylaws**

TERMS OF REFERENCE – HEARING BOARD (Continued)

A copy of the “Hearing Board Findings” report and the manager’s written response shall be placed in the member’s file. The “Findings” report shall be kept confidential, and not be made available to the appellant.

The Chair of the Hearing Board will report on any hearings at the next board meeting. This report will not identify the appellant or participants, but will identify the date, type of appeal and results of the hearing.

APPROVALS

Approved by the Association President and Hearing Board Committee members

On _____.
(date)

Committee Members:

_____, President

_____. Chair

_____	_____
_____	_____
_____	_____
_____	_____

APPENDIX A

The Glen Community Association
7159 Mt. Baker Highway, Maple Falls W A 98266

TERMS OF REFERENCE – INFRASTRUCTURE COMMITTEE

PURPOSE AND RESPONSIBILITIES

The role of the Committee is to assess the condition and life expectancy of the major infrastructure assets of The Glen consisting of the roads, electrical and water supply system. The committee will develop a report for the Board of Directors that will articulate the current condition of those assets, provide a preventive maintenance schedule and a proposed budget for the repairs and or replacements of the infrastructure assets.

In conjunction with Management, makes recommendations to the Board of Directors as required, on the maintenance of electrical, water and roads systems and performs a periodic review of such assets and reports to the Board.

In conjunction with Management, inspects additions and repairs and assures that contractual requirements are satisfied prior to releasing funds for payment.

Accepts assignments from the Association President as required.

MEMBERSHIP REQUIREMENTS

Pursuant to Bylaw Article 5, this is a standing committee which may be composed of at least three (3) people deemed appropriate. At least one member shall be an elected Board Director. The second and additional members may be either elected Board Directors or Association members in good standing.

Members of this committee will be selected based on their knowledge of water, roads and/or electrical systems.

The Chair shall be appointed by the Association President.

The Association President shall be an ex-officio member of the committee.

The Glen Manager will normally be in attendance at committee meetings to provide resource information, but will not participate in the voting process.

At the request of the Chair, a recording secretary will be provided by Management to keep minutes and provide clerical support.

MEETINGS

Meetings may be called by the Chair or any two members of the Committee whenever required to fulfill the tasks assigned to the Committee as specified in its' "Purpose and Responsibilities".

TERMS OF REFERENCE – INFRASTRUCTURE COMMITTEE (Continued)

NOTIFICATION: If possible, notice shall be sent to all Committee members and Management at least two (2) weeks prior to the scheduled meeting date. Notice shall include the date, time and location of the meeting as well as the proposed agenda.

Emergency meetings may be held with shorter notice, provided all available members can be notified and a quorum can be in attendance.

QUORUM

A simple majority of the Committee members shall constitute a quorum

VOTING PRIVILEGES

Each of the Committee, including the Chair, shall have voting privileges. As an ex-officio member of the Committee, the Association President does not vote, except that in the event of a tied vote the President may cast the deciding vote.

RECORD KEEPING

Minutes shall be kept of all meetings for the purpose of recording member votes, and copies shall be sent to all Committee members, the Board of Directors and Management within two (2) weeks following the meeting.

Either written or oral reports of all Infrastructure Committee activities shall be reported to the Board of Directors on a monthly basis.

**The Glen Community Association
Bylaws**

TERMS OF REFERENCE – INFRASTRUCTURE COMMITTEE (Continued)

APPROVALS

Approved by the Association President and Hearing Board Committee members

On _____
(date)

Committee Members:

_____, President

_____. Chair

_____	_____
_____	_____
_____	_____
_____	_____

APPENDIX A

The Glen Community Association
7159 Mt. Baker Highway, Maple Falls WA 98266

**TERMS OF REFERENCE- COMMUNICATIONS/TECHNOLOGY COMMITTEE
PURPOSE AND RESPONSIBILITIES**

The role of the Communications/Technology Committee is to assess the various technologies which The Glen might use to expand and enhance communications.

This could include, but not be limited to, Website systems, maintenance and enhancements, Podcasting and streaming meetings, Internet access, Wi-Fi, Security connections to lots, TV Service (Comcast or other carrier negotiations), Cell service and future communication technologies as they become available.

In conjunction with management, the Committee will submit reports for the Board of Directors that will articulate the Committee's recommendations and, if applicable, a proposed budget for these items.

Accepts assignments from the Association President and Board of Directors as required

MEMBERSHIP REQUIREMENTS

Pursuant to Bylaw Article 5, this is a Standing Committee which may be composed of at least three people deemed appropriate. At least one member shall be an elected Board director. The second and additional members may be either elected Board Directors or Association Members in good standing.

The Chair shall be appointed by the Association President.

The Committee Chair will select the other Committee members and present their names and background to the Board of Directors for approval.

The Association President shall be an ex-officio member of the committee.

The Glen Manager will normally be in attendance at committee meetings to provide resource information, but will not participate in the voting process.

At the request of the Chair, a recording secretary will be provided by Management to keep minutes and provide clerical support.

TERMS OF REFERENCE –COMMUNICATIONS/TECHNOLOGY COMMITTEE (cont.)

MEETINGS

Meetings may be called by the Chair or any two members of the committee whenever required to fulfill the tasks assigned to the Committee as specified in its “Purpose and Responsibilities”. Notification: If possible, notice shall be sent to all Committee members and Management at least two (2) weeks prior to the scheduled meeting date. Notice shall include the date, time and location of the meeting as well as the proposed agenda.

Emergency meetings may be held with shorter notice, provided all available members can be notified and a quorum can be in attendance.

QUORUM

A simple majority of the Committee members shall constitute a quorum.

VOTING PRIVILEGES

Each of the Committee, including the Chair, shall have voting privileges. As an ex-officio member of the committee, the Association President does not vote, except that in the event of a tied vote the President may cast the deciding vote.

RECORD KEEPING

Minutes shall be kept of all meetings for the purpose of recording member votes, and copies shall be sent to all Committee members, the Board of Directors and Management within two (2) weeks following the meeting.

Either written or oral reports of all Communications/tech Committee activities shall be reported to the Board of Directors.

**The Glen Community Association
Bylaws**

TERMS OF REFERENCE –COMMUNICATIONS/TECHNOLOGY COMMITTEE (cont.)

APPROVALS

Approved by the Association President and Communications/Technology Committee members

On _____
(date)

Committee Members:

_____, President

_____, Chair

APPENDIX B

The Glen Community Association
7159 Mt. Baker Highway, Deming, WA 98244

DIRECTOR'S CODE OF CONDUCT

Adopted March 14, 2009

By Resolution B-011709 – (Revised)

Last Revision Date: None
(Attached)



THE GLEN COMMUNITY ASSOCIATION DIRECTOR'S CODE OF CONDUCT

The Board of Directors ("Board") of The Glen Community Association ("Association") and each member thereof ("Director"), has the authority and responsibility to make decisions that are in the best interest and for the benefit of the Association as a whole.

The Glen Community Association expects Directors to maintain a high standard of ethical conduct in the performance of the Association's business, so the Association members maintain confidence in and respect for the entire Board.

The following rules of conduct, standards of behavior, ethics, and enforcement procedures have been adopted and are applicable to each Director and must be signed by all Board members each year following the AGM, and submitted to the Board President, prior to being able to sit at the Board table as a recognized director.

1. Directors shall act in the best interests of the Association as a whole.

Each Director serves for the benefit of the entire Association and shall strive at all times to do what is best for the Association. Directors shall not use their position for private gain, nor to seek benefit for any specific interest or interest group of any kind.

Examples:

- No Director shall solicit or accept from any person, either directly or indirectly, any gratuity, gift, favor, or any other thing of monetary value or personal gain given for the purpose of influencing the Director's decision or vote.
- No Director shall seek preferential treatment by the Board, its committees, the Association staff, or its contractors or suppliers either for him/herself, or for another specific individual or interest.
- No Director shall receive any compensation from the Association for serving on the Board other than incidentals such as mileage, internet costs, paper, and printer ink.
- No Director shall knowingly misrepresent facts.
- No Director shall knowingly take any action which is intended to, or which is reasonably likely to bring harm to the Association, another Director, or the Association staff.
- No Director shall interfere with the duties of the management, staff, or any contractor executing a contract in progress.

The above list is not intended to be exhaustive, and is offered for illustrative purposes only.

2. Directors shall comply with governing documents and relevant law.

Each Director shall become familiar with the Glen Covenants, Bylaws, Administration Policies, Architectural Control Board ("ACB") Rules and Regulations, and Personnel Policies. The Board and each Director shall endeavor to make decisions consistent with these governing documents at all times. Directors shall likewise endeavor to make decisions in compliance with applicable laws and regulations, including but not limited to employment, discrimination, building, fire, recreational water use, and other pertinent laws and codes.

No Director shall knowingly act contrary to The Glen's administration and personnel policies, or to properly made Board decisions. No director shall act on their own in making any promise of contract, position, pay, or similar substantive benefit to any contractor, supplier, Association, or staff member, except as authorized by the Board following a duly ratified Board decision.

3. Directors shall set high standards for themselves as Association members.

Directors shall hold themselves to the highest standards as members of the Association during their term of office, and shall in all ways comply with the provisions of the Association's governing documents with respect to adherence to all rules, timeliness of payment of any dues, professionalism, and conduct toward other members, Directors, Glen staff, the Association's suppliers, and all contractors and vendors whether working for the Association or an individual member.

4. Directors shall behave in a professional manner at all times.

Directors shall conduct themselves in a professional and businesslike manner, both at all Board and Committee meetings, work sessions, and functions, and at all other times when relating to other Association members, guests, and Glen staff, whether directly, or in conversation with others. Personal attacks, threats, defamation, intimidation or harassment are not consistent with the best interest of the Association, and will not be tolerated. Language shall be kept professional, and the inevitable differences of opinion shall be expressed and handled in a businesslike manner.

5. Directors shall maintain confidentiality at all times.

Directors shall maintain the confidentiality of all legal, contractual, personnel, meeting, and staff issues declared to be confidential at the time. (All in camera sessions at Board meetings are confidential without need for declaration). The confidentiality of the personal lives of fellow Directors, Association members, management and other staff shall also be maintained. The above includes endeavoring to insure all spousal and family members keep these confidences.

6. A Director shall disclose and refrain from acting on matters where the Director has a conflict of interest.

A Director shall immediately disclose to the Board any conflict of interest and shall not vote on any issue for which the Director has a conflict of interest. For purposes of this paragraph, a "conflict of interest" means any personal interest or benefit (financial or otherwise) of the Director in an action to be taken by the Association.

Examples of conflict of interest include, but are not limited to:

- Action that results in personal financial gain to a Director. ("Self-dealing," e.g. favoring or insuring selection of a vendor in which the director has a vested or financial interest.)
- Prioritizing of maintenance and repair decisions in a way that insures work gets done in an order which provides personal achievement or gain to the Director, or to another specific person.
- Enforcing or seeking to enforce the Association's rules on a selective basis, either for personal advantage or for that of a specific individual or group.

7. This Code of Conduct shall not be abused.

This Code of Conduct shall not be used by any Director or Directors as a tool to target or harass an individual Director(s) with frivolous or unwarranted allegations, or to frequently or unnecessarily involve the Board in devoting its time to such frivolous or unwarranted charges. To prevent such abuse, the Board is charged to insure no Director(s) is consistently bringing such charges for action. Any Director(s) determined to be involved in such behavior shall be considered in violation of this Code of Conduct him/herself.

VIOLATIONS:

A notice of violation may be filed by any Director. The notice of violation shall be delivered to the President unless he/she is the subject of such violation, in which case the notice shall be delivered to the Vice President. The Board shall, upon receipt of a notice of violation, meet to review the notice and determine the validity of the allegation with regard to this Code of Conduct. (The alleged violator has the option of attending or not as he/she sees fit, but will not participate in the voting). If the allegation seems warranted, an Ethics Panel will be convened to conduct an investigation.

The Ethics Panel shall be comprised of five (5) Association members, randomly selected from the membership, in good standing, and willing to serve. Before serving in the investigation of any allegation of violation, having full knowledge of the identity of the alleged violator and the nature of the allegation, each member of the proposed Ethics Panel shall sign a statement acknowledging his/her lack of any conflict of interest, and his/her agreement to act in a fair and unbiased manner. The Ethics Panel may receive verbal and written testimony and documentation as it deems appropriate. Upon completing its investigation, the Ethics Panel shall determine whether the Director committed a violation. Four (4) votes shall be necessary for a finding that a violation has been committed.

The Ethics Panel shall file a written report of their finding with the Board within thirty (30) days of being convened. (The Board may authorize fourteen (14) additional days if required.) The Panel's report shall provide a factual background, a list of the evidence reviewed, and its conclusion as to whether there has been a violation. If no decision has been reached by this time, all testimony and documentation must be turned over to the Board for conclusion.

Within fourteen (14) days of receipt of the Ethics Panel's report, the Board shall, by simple majority vote, take final action and either dismiss the charge or determine to impose a sanction upon the Director who is the subject of the charge. Any sanction imposed shall also be agreed upon by simple majority vote. If the violation is determined to be severe enough to constitute "cause" (Bylaws section 5.1.1.1), the Board shall vote on whether to remove the Director from the Board. A seventy five percent (75%) or greater majority of those Board members voting shall be required for removal. (The alleged violator has the option to attend, and may offer suggestions for appropriate sanction, but will not participate in the voting).

THIS CODE OF CONDUCT ADOPTED BY THE GLEN COMMUNITY ASSOCIATION BOARD OF DIRECTORS BY RESOLUTION NUMBER B-011709 revised, ON MARCH 14, 2009.

BOARD DIRECTOR AGREEMENT:

Signature

Printed Name

Date

Adopted 3/14/09 by Resolution B-011709 - (Revised)

BYLAW APPENDIX C

Glen Community Association Election and Voting Procedure

Personnel & Roles Defined:

- **Registrars:** Register property owners before and after the General Meeting.
- **Registration Supervisor:** Is responsible for the registrars and ensures that all policies and procedures are followed.
- **Absentee Ballot Validators:** Assembles the absentee ballots in numerical order and records the ballots in the registration books.
- **Ballot Counting Supervisor:** Supervises the ballot counting and is responsible for the integrity of the ballot count.
- **Ballot Counters:** Count the ballots and record the tally.
- **Election Chairman:** Oversees all functions of the election including volunteers, registration, counting, validation, meals and refreshments for the volunteers. The Election Chairman is the Secretary of the Board of Directors. If the Secretary is a candidate, the Board will appoint an alternative Election Chairman.

ABSENTEE BALLOTS:

- Return envelope to be addressed to the accountant (or other chosen neutral third party.)
- All ballots **must** be mailed or hand delivered to the accountant.
- Ballots left at the Glen office or deposited in the ballot boxes at the meeting will not be counted.
- Return envelopes are preprinted and numbered at the printers.
- Deadline for absentee ballots to reach the accountant is 4pm on the day before the meeting. When the meeting is held on a Saturday, this deadline will be 4pm on the Friday preceding.
- The accountant will deliver the ballots in a sealed box by courier or in person on the morning of the meeting.
- Absentee ballots will be delivered to Riverside Lodge or to the place where the meeting is held and the Election Chair will take possession of the sealed box. The absentee ballot box will remain sealed until the close of the meeting.
- The sealed absentee ballot box is to be visible at all times during the meeting.
- The accountant will confirm in writing the number of absentee ballots in the sealed box.
- The number of received absentee ballots and the number of registered voters will be used to establish a quorum.
- After the meeting is adjourned the Absentee Ballot Validators will validate the absentee ballots.

After the afternoon registration is closed, the Validators will record them in the registration books.

- After the Absentee Ballots are recorded, the Validators will open the envelopes and separate the ballots into stacks of 20. The outside envelopes will be torn and destroyed, and the inside envelopes discarded.
- Invalid ballots will be marked as such and set aside. If a property owner votes Absentee and then in person, his or her Absentee Ballot will be set aside and marked as invalid.
- Absentee Validators will count ballots after the validating is completed.

VOTING IN PERSON:

- Registrars are to keep track of their blank ballots; they should not be accessible to anyone other than the Registrars, Registration Supervisor or Election Chair.
- Ballots and supplies will be assembled during the meeting and kept under the vigilance of the

Registration Supervisor.

- Ballots are stamped by the Registrars as "official ballots" and the Ballot Counters will check the ballots to ensure they are stamped. The ballot should be stamped in the upper right corner.
- The registration tally sheets should be marked with a √ (check mark) for each registration.
- Photo ID will be required for everyone.
- Property Owners will use the ballot given at registration for their floor vote during the meeting.
- If a member spoils the ballot it must be destroyed by a Registrar whereupon a new ballot will be issued. This will now count as a spoiled ballot, and the spoiled ballot will be torn and disposed of immediately.
- Registration will reopen for one hour after the meeting adjourns.

BALLOT BOXES:

- Election Chairman and Registration Supervisor, prior to opening of registration, will verify the ballot box is empty, close the lid and lock the ballot box.
- The keys for the ballot boxes are to be kept in a sealed envelope and signed across the seal by the Election Chair and the Registration Supervisor.

The Glen Community Association Bylaws

- At the close of afternoon registration, the key-containing envelope is to be opened by the Election Chairman in front of the property owners present.
- Ballot boxes will be available from the opening of registration until one hour and five minutes after the meeting adjourns.
- New locks are to be purchased for each meeting.

BALLOT TALLYING:

- Counting will begin immediately after the meeting is adjourned.
- The Counting Supervisor will appoint an assistant to facilitate ballot counting.
- Absentee ballots will always be pink; the color and design of the onsite ballots will be changed for every meeting.
- The ballots are counted by a minimum of three teams of two counters per team. (This results in six individual counts.)
- Each team will be assigned a number or letter for identification.
- The ballots are not handled by anyone except the Counting Supervisor, Absentee Ballot Validators, and Ballot Counters prior to counting the ballots.
- Determination of a suspect ballot must be made immediately by the Counting supervisor and is not to be changed or challenged.
- No Board Members or their spouses, candidates, or the candidates' spouses may be involved in registration or ballot counting.
- Board Members and property owners viewing the counting must not communicate with the Ballot Counters or Supervisors. To ensure the counting is not disrupted, a quiet setting must be maintained.
- The Registration Supervisor and Ballot Counting Supervisors may ask questions of the Election Chairman.
- Ballots may not be marked with anything other than a check mark or an "X" in the desired box. Any other marks or comments will invalidate the ballot. Marking of the ballots should be clearly defined. Any comments, erasures or other marks will spoil the entire ballot.
- A white board will be used to post the progress of the ballot counting. The board should be placed as far away from the counters as possible. If the counters are in back, the board should be in front of the meeting room.
- Final Tally Sheet should have all the issues and candidates listed in the same order as the ballot.
- Before the election is certified, a recount may be requested by a candidate if any two combined totals differ by five or fewer votes. If ballot issue results differ by less than one percent, an automatic ballot recount is required.
- All recounts will be done in the same manner as the original ballot counting on the day of the election.
- The counted ballots will be stored in a sealed container in the Board meeting room until the approval by property owners to destroy the ballots is confirmed. The Board President can ask for a motion to destroy the ballots after 30 days.
- Tie votes will be decided by the flip of a coin with property owner witnesses present. This is the procedure used by Whatcom County and the Federal Government.

FORMS AND SUPPLIES:

- A list of supplies will be given to the office on Monday prior to the election.
- Supplies will be available to the Election Chairman on Friday morning before the meeting.
- The tally sheets will have the candidates and initiatives listed in the same order as they appear on the Ballot.
- The forms are to be developed by the Counting Supervisor and stored on both a flash drive and on a CD. The flash drive will be stored with the Election Chairman and the CD will be stored with the Administrative Assistant.

MISCELLANEOUS:

- The election results will be published as a note added to the AGM or SGM minutes after the signature approvals.
- All procedures and directions must be followed exactly. The election Chairman will be responsible to ensure there are no deviations.
- All volunteers will be trained the night before the meeting.
- Chairs at the meeting will be reserved for the volunteers.
- **Glen employees are NOT PERMITTED to give opinions or suggestions for voting while on duty at The Glen. This could result in immediate termination.**