

**AMENDMENT TO THE BYLAWS OF
RIVIERA COMMUNITY CLUB INC.**

WHEREAS, a certain Declaration entitled DECLARATION OF PROTECTIVE COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR LAKE JOSEPHINE RIVIERA, (the "Initial Declaration"), was recorded on May 17, 1966, under Auditor's File No. 2146774, records of Pierce County, Washington, and subsequently amended and, ultimately, superseded by the document entitled DECLARATION OF PROTECTIVE COVENANTS, EASEMENTS, CONDITIONS AND RESTRICTIONS FOR LAKE JOSEPHINE RIVIERA (the "Amended Declaration"), recorded on July 21, 1999 under Auditor's File No. 9907210373, records of Pierce County, Washington which was subsequently amended; and

WHEREAS, RCW 64.38.020(1) authorizes the Riviera to adopt and amend Bylaws for the administration of the Association; and

WHEREAS, Bylaws were adopted and approved by the Riviera pursuant to this authority and for this purpose and said Bylaws were subsequently amended; and

WHEREAS, Article XII of the Bylaws provides the Bylaws may be amended at an Annual meeting or at a special meeting of the members called for such purpose by a vote of sixty percent (60%) of a quorum of members present in person or by proxy; and

WHEREAS, after proper notice to all members the below proposed amendment was approved by no less than sixty percent (60%) of a quorum of the Riviera's members present, in person or by proxy;

NOW, THEREFORE, the undersigned do hereby certify that the Bylaws are amended as follows:

A. Article II, Section 1 is hereby deleted and a new Article II, Section 1 inserted in its place as follows:

Section 5. "Riviera" shall mean and refer to the RIVIERA COMMUNITY CLUB INC., a Washington nonprofit corporation, its successors and assigns.

Commented [JB1]: Currently, the Bylaws say "Riviera Community Club" which is not the formal legal name of the Association as filed with the Secretary of State.

B. Article III, Section 5, entitled Lots with Multiple Owners, is hereby deleted and a new Article III, Section 5 inserted in its place as follows:

Commented [JB2]: Revising this Section to conform to the recently enacted changes in RCW 64.38.120 setting forth procedures to allow voting in a meeting and without a meeting.

Section 5. Voting. The total number of votes in Riviera shall be equal to the number of Lots within the Lake Josephine Riviera Subdivision. The Owner of a Lot shall have one (1) vote for each Lot owned.

Section 5.1. Voting By Multiple Owners. If only one of the multiple Owners of a Lot is present at a meeting of the Association, the Owner is entitled to cast all of the votes

allocated to that Lot. If more than one of the multiple Owners are present, the votes allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of the multiple Owners. There is a majority agreement if any one of the multiple Owners casts the votes allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other Owners of that Lot.

Section 5.2. Voting By Corporation or Partnership. In the event that a corporation or partnership owns a Lot or Lots, then the entity shall have the right to designate in writing to the Riviera for each such Lot it owns, no more than three (3) persons each of whom shall be entitled to all of the rights and privileges of member, provided, however, only one (1) vote is permitted for each Lot.

Section 5.3 Voting at a Meeting. Members may vote at a meeting in person, by absentee ballot or by a proxy as set forth in these Bylaws. At any meeting of the Members, Members or their proxies who are present in person may vote by voice vote, show of hands, standing, written ballot or any other method for determining the votes of Members, as designated by the person presiding at the meeting. Whenever proposals or Board members are to be voted upon at a meeting, a Member may vote by duly executed absentee ballot if: (i) the name of each candidate and the text of each proposal to be voted upon is set forth in a writing accompanying or contained in the notice of the meeting; and (ii) a ballot is provided by the Association for such purpose. As to all absentee ballots cast, the Association must be able to verify the ballot is cast by the Lot Owner having the right to do so.

Section 5.4. Voting Without a Meeting. If the Board determines the vote on any matter shall be conducted without a meeting the Association shall notify the Members the vote will be taken by ballot and shall deliver a ballot to every Member with the notice which sets forth each proposed action and provides an opportunity to vote for or against the action. Said notice shall state: (i) the time and date by which the ballot must be delivered to the Association to be counted, which may not be fewer than fourteen (14) days after the date of the notice, and which deadline may be extended as set forth herein; (ii) the percent of votes necessary to meet the quorum requirements; (iii) the percent of votes necessary to approve each matter other than election of Board members; and (iv) the time, date and manner by which Members wishing to deliver information to all Members regarding the subject of the vote may do so. A ballot cast may be revoked only by actual notice to the Association of revocation. The death or disability of a Member does not revoke a ballot unless the Association has actual notice of the death or disability prior to the date for return of ballots set forth in the notice to Members. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action. In the event the Association does not receive a sufficient number of votes to constitute a quorum or to approve the proposal by the date and time established for return of ballots, the Board may extend the deadline for a reasonable period (not to exceed 11 months) upon further notice to all members which complies with items (i) to (iv) identified in this Section. In such an event, all votes previously cast on the proposal must be counted unless subsequently revoked as provided herein. A ballot or revocation is not effective until received by the Association. The Association shall give notice to Members of any action taken pursuant to this Section within a reasonable time after the action is taken and a record of

the action, including the ballots or a report of the persons appointed to tabulate such ballots, must be set forth in the meeting minutes of the Association.

C. *Article IV, Section 3, entitled Notice of Meetings of the Members, is hereby deleted and a new Article IV, Section 3 inserted in its place as follows:*

Commented [JB3]: Revised to conform to RCW 64.38.110 which was enacted in July 2021. Allows for electronic notice to be effective if an owner consents to such notice.

Section 3. Notice of Meetings of Members. Not less than fourteen (14) nor more than fifty (50) days in advance of any meeting of the Association, the Secretary or other officer authorized to call a meeting shall cause notice of the meeting to be provided to each Member stating the date, time and place of the meeting and the items on the agenda to be voted on by the members, including the general nature of any proposed amendment to the Declaration or Bylaws, changes in the previously approved budget that result in a change in assessment obligations, and any proposal to remove a director. Said notice shall be in writing and shall be provided to the recipient by personal delivery, public or private mail or delivery service addressed to the Lot address unless the Member has requested, in writing delivered to the Association, that notice be sent to an alternate address, or by electronic transmission as follows:

(a) Notice to the Association, the Board or Members by electronic transmission is effective only upon those who have consented, in writing, to receive electronically transmitted notices and have designated the address, location, or system to which such notices may be electronically transmitted, provided such notice otherwise complies with any other requirements of applicable law;

(b) Members who have consented to receipt of electronically transmitted notices may revoke this consent by delivering a revocation to the Association in writing;

(c) The consent of any Member is revoked if the Association is unable to electronically transmit two (2) consecutive notices and this inability becomes known to the Secretary or any other person responsible for giving the notice. The inadvertent failure of the Association to treat this inability as a revocation does not invalidate any meeting or other action;

(d) Notice to Members who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the Member separate notice of the posting, together with comprehensible instructions regarding how to obtain access to the posing on the electronic network.

Before any meeting of the Association, any member may, in writing, waive notice of such meeting. Attendance by a member at a meeting of the Association shall be a waiver by him of timely and adequate notice unless he expressly challenges the notice when the meeting begins

D. *Article IV, Section 4, entitled Quorum, is hereby deleted and a new Article IV, Section 4 inserted in its place as follows:*

Section 4. Quorum. Ten percent (10%) of all Lots represented either in person or by proxy at any annual or special membership meeting shall constitute a quorum.

E. *Article IV, Section 5, entitled Proxies, is hereby deleted and a new Article IV, Section 5 inserted in its place as follows:*

Commented [JB4]: Revised to ensure conformance to RCW 64.38.120(5) which was enacted in July 2021.

Section 5. Proxies. At all meetings of the members, each member in good standing may vote in person or by proxy. All proxies shall be in writing, dated, and filed with the Secretary. Every proxy shall be revocable upon notice to the Secretary and shall automatically cease upon conveyance by the Member of his Lot. Unless otherwise stated in the proxy, a proxy terminates eleven (11) months after its date of issuance.

F. *Article IV, Section 7, entitled Method of Meeting, is hereby added to the Bylaws as follows:*

Commented [JB5]: Added to conform to RCW 64.38.035(5) allowing additional methods of meeting including virtual meetings.

Section 7. Method of Meeting. Meetings of the Association may be conducted by telephonic, video, or other conferencing process, if: (a) The meeting notice states the conferencing process to be used and provides information explaining how Members may participate in the conference directly or by meeting at a central location or conference connection; and (b) the process provides all Members the opportunity to hear or perceive the discussion and to comment.

G. *Article V, Section 1, entitled Number, is hereby deleted and a new Article V, Section 1 inserted in its place as follows:*

Commented [JB6]: Revised to confirm a minimum of three directors (currently says "no more than five") and to clean up language to ensure conformance with the Covenants.

Section 1. Number. The affairs of the Riviera shall be managed by a Board of Trustees consisting of not less than three (3) and not more than five (5) Members. A majority of the Trustees shall constitute a quorum on all Board matters. Appointed Board members shall serve until the next general Board election. In the event the number of Board members shall fall to less than three (3) a special election shall be held to add additional Board members using the procedures set forth for the election of Trustees at an annual meeting.

H. *Article V, Section 2, entitled Term of Office, is hereby deleted and a new Article V, Section 2 inserted in its place as follows:*

Commented [JB7]: Amended to ensure conformance with the language in the Covenants.

Section 2. Term of Office. Each Trustee shall hold office for two (2) years. Trustees are limited to two (2) consecutive terms. If any Trustee is unable or unwilling to complete their term, said Trustee's term shall be filled by a majority vote of the remaining Trustees from resumes requested from and submitted by the membership. Appointed Board members shall serve until the next general Board election. Terms shall be staggered so that not more than three (3) trustee positions are voted on at each annual meeting of the members of Riviera. To maintain the stagger, if necessary, the candidate receiving the least number of votes shall serve a term of one (1) year. Under no circumstances shall a Member serve as trustee for more than five (5) consecutive years.

I. *Article VII, Section 1, entitled Corporate Meetings, is hereby deleted and a new Article VII, Section 1 inserted in its place as follows:*

Commented [JB8]: Amended to expand methods by which the Board may meet as allowed by RCW 64.38.035(5).

Section 1. Corporate Meetings. Corporate meetings of the Board of Trustees shall be held at such place and hour as may be fixed from time to time by a resolution of the Board. A minimum of one (1) corporate meeting a month will be scheduled, except in December, to transact business by the Board of Trustees. Meetings of the Board of Trustees may be conducted by telephonic, video, or other conferencing process, if: (a) The meeting notice states the conferencing process to be used and provides information explaining how Trustees may participate in the conference directly or by meeting at a central location or conference connection; and (b) the process provides all participants the opportunity to hear or perceive the discussion and to comment as permitted by the Board.

J. *Article VIII, Sections 2(5) and (12) are hereby deleted and a new Article VIII, Section 2(5) and (12) inserted in their place as follows:*

Commented [JB9]: Amended to ensure budget and assessment duties conform to requirements in RCW 64.90.525 and as set forth in amendment to the Covenants.

Section 2. Duties. The Board of Trustees shall have the power and duty to:

...

5. As more fully provided in the Declaration, to adopt a budget for the Association and provide a copy of the budget to all Members and set a date for a meeting of the Members to consider ratification of the budget not less than fourteen (14) nor more than fifty (50) days after providing the budget. Unless at that meeting the Members holding a majority of the votes in the Association reject the budget, the budget and the assessments against the Lots included in the budget are ratified, whether or not a quorum is present;

...

12. Within thirty (30) days after adoption of any proposed budget by the Board of Trustees, the Board shall provide a copy of the budget to all Owners and shall set a date for a meeting of Owners to consider ratification of the budget not less than fourteen (14) nor more than fifty (50) days after providing the budget. Unless at that meeting the Owners to which a majority of the votes in the Association are allocated reject the budget, the budget and the assessments against the Lots included in the budget are ratified, whether or not a quorum is present. In the event the proposed budget is rejected or the required notice is not given, the periodic budget last ratified by the Owners shall be continued until the Owners ratify a subsequent budget proposed by the Board. The budget must include (i) the projected income to the Association by category, (ii) the projected common expenses and those specially allocated expenses that are subject to being budgeted, both by category, (iii) the amount of the assessments per Lot and the date the assessments are due, (iv) the current amount of regular assessments budgeted for contribution to the reserve account, (v) a statement of whether the Association has a reserve study that meets applicable statutory requirements and, if so, the extent to which the budget meets or deviates from the recommendations of that reserve study; and (vi) the current deficiency or surplus in reserve funding expressed on a per Lot basis.

K. *Article XII, Section 1, entitled Amendments, is hereby deleted and a new Article XII, Section 1 inserted in its place as follows:*

Commented [JB10]: Amended to ensure the option of voting without having to attend a meeting as permitted by RCW 64.38.120(6).

Section 1. These Bylaws may be amended by a majority vote of the membership in attendance, in person or by proxy, at an annual meeting or special meeting called for the purpose of amending the same, or without a meeting as prescribed in these Bylaws upon the written consent of a majority of the entire membership.

L. *This Amendment to the Bylaws shall take effect immediately upon adoption. Except as amended by this instrument, the Bylaws shall remain in full force and effect.*

Dated this _____ day of _____, 2023.

By: _____
President

ATTEST: The above amendment was properly adopted.

By: _____
Secretary

STATE OF WASHINGTON)
) ss
COUNTY OF PIERCE)

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged that he/she signed this instrument, on oath stated that he/she was authorized to execute the instrument and acknowledge it as the **President of Riviera Community Club Inc.** to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: _____

(Signature)

(Print name)

My appointment expires: _____

STATE OF WASHINGTON)
) ss
COUNTY OF PIERCE)

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged that he/she signed this instrument, on oath stated that he/she was authorized to execute the instrument and acknowledge it as the **Secretary of Riviera Community Club Inc.** to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: _____

(Signature)

(Print Name)

My appointment expires: _____