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 24, 2021 Resolution B042421

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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 housekeeping amendments to these Bylaw Articles are made by Resolution prepared by the Board of directors, and are approved by a majority vote of the Board of Directors in accordance with Bylaw Article 8.5.

All standard 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 AMENDMENTS 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.

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 04/11/92
Rewritten and Amended by Resolution B071099
Amended 03/14/02
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, B042316B, B042316C, B042316E, B042719E, B042719F

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, B042515A, B042515B, B042217E, B042818D, B042520C

ARTICLE 6 – OFFICERS

Adopted 03/14/92
Amended 08/12/95
Rewritten and Amended by Resolution B071099
Last Amended by Resolution B031106, B071109, B042217C, B042520E

ARTICLE 7 – ANNUAL ASSESSMENT

Adopted 03/14/92
Amended 07/09/94, 10/19/96, 01/31/98
Rewritten and Amended by Resolution B071O99
Amended by Resolution B031106, B051306
Amended by Resolution B042217A, B042818A, B042719G, B042520G

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, B042520A, B042520D, B042520E

APPENDIX A – COMMITTEE TERMS OF REFERENCE

Adopted 03/14/92
Last Amended by Resolution B090906, B042515C, B042818C, B042818F, B042818H. B042818I, B042818J, B042520E, B071120

TERMS OF REFERENCE – HEARING BOARD COMMITTEE

Amended by Resolution B080908
Amended by Resolution B042719B

TERMS OF REFERENCE – COMMUNITY CONNECTIONS COMMITTEE

Adopted by Resolution 042719C

APPENDIX B – DIRECTORS CODE OF CONDUCT

Adopted 3/14/09 by Resolution B011709-revised
Amended by Resolution B042217C, B042818K, B042719A, B042719D

APPENDIX C – ELECTION AND VOTING PROCEDURE

Adopted 4/16/11 by Resolution B041611
Amended by Resolution B042217B, B042217D, B042818B, B042818G

APPENDIX D – COMMITTEE MEMBERS CODE OF CONDUCT

Adopted 4/2421 by Resolution B02421B

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.

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 association member 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 state the general nature of' any business to be considered or acted upon at the meeting.

4.2.2.4 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.

4.2.2.5 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 December 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, voting on-line, or by absentee ballot. In order to be counted, all absentee ballots must be deposited in the Glen Community Association Absentee Ballot Box situated outside of the Glen Office or received by the Glen Community Association Accountant's 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 The Board shall adopt a budget, including assessments, and present it to the members for ratification at the Annual General Meeting in compliance with the process set forth in RCW 64.90.525.
This statute provides that the Board adopts a budget, presents that budget to the Owners for a vote, and unless a majority of all Owners in the Glen (not just those present and voting) vote against the budget, then the budget is deemed ratified.

ARTICLE 4 - MEETINGS OF MEMBERS (continued)

4.3 SPECIAL GENERAL MEETINGS

4.3.1 Special General 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 Association members holding not less than 30 percent (30%), of the voting power of The Association. Special General Meetings may be called for any purpose and, except in some 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 requires that a quorum be established in order to transact business. If a quorum is not established, the meeting may *continue for informational purposes only*. In such circumstances no official business can be conducted.

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 remove (with cause) directors of The Association and prescribe powers and duties for them which are consistent with law, the Articles of Incorporation, and these Bylaws. “Cause” must be established consistent with requirements of Appendix B: Director’s Code of Conduct – Determinants of Cause.

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.

ARTICLE 5 – DIRECTORS (continued)

5.1.1.5.1 The Administrative Committee shall be composed of at least two (2) 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 must seek Board approval for all non-elected association members chosen to sit on this committee.

5.1.1.5.2 The Finance Committee 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 must seek Board approval for all non-elected association members chosen to sit on this committee.

5.1.1.5.3 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 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.

5.1.1.5.4 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.

5.1.1.5.5 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

ARTICLE 5 – DIRECTORS (continued)

(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.

5.1.1.5.6 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.

5.1.1.5.7 The Communication/Technology Committee shall 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. The Committee Chair must seek Board approval for all non-elected association members chosen to sit on this committee.

5.1.1.5.8 The Community Connections Committee shall be composed of at least three (3) people deemed appropriate. At least one member shall be an elected Board director. The second and additional committee members may be either elected Board director or association members in good standing. A sub-committee of CCC volunteers may be formed to assist in creating and hosting events. The Committee Chair must seek Board approval for all non-elected association members chosen to be committee members or sub-committee CCC volunteers.

5.1.1.5.9 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.

ARTICLE 5 – DIRECTORS (continued)

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.

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.

ARTICLE 5 – DIRECTORS (continued)

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.

5 2.6.3 Accused rules violators (members and Directors) shall have the opportunity for due process including the right to be heard.

5.2.6.3.1 Members accused of infractions or receiving citations have a final right to appeal Hearing Board decisions to the Board of Directors. (A120.6)

5.2.6.3.2 Prior or subsequent to Directors being removed pursuant to Bylaw 5.1.1.1, they shall have a right to due process including the right to Arbitration if the Hearing Panel determines the allegations warrant such procedure.

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.

ARTICLE 5 – DIRECTORS (continued)

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.

5.4.6 When the list of nominees consists of no more than the number of vacant positions, the presiding officer shall declare the nominees for that office elected by acclamation.

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.

5.5.1.1 If a Glen Community Association Director position becomes vacant within 60 days of an AGM, the candidate next in line, who had the highest number of votes, shall be invited to join the Board.

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.

ARTICLE 5 - DIRECTORS (continued)

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.

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.

ARTICLE 5 - DIRECTORS (continued)

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.

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.

ARTICLE 5 - DIRECTORS (continued)

5.13 RECALL OF DIRECTOR (continued)

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.

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.

ARTICLE 5 - DIRECTORS (continued)

5.13 RECALL OF DIRECTOR (continued)

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.

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 or Director 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 (non-housekeeping items), or Board of Directors (housekeeping items) 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 assessments shall be established pursuant to the budget adoption process set forth in Bylaws Section 7.1.1 and RCW 64.90.525. 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 or severally against the owners and/or foreclosed against the lot.

The above statute is stating that the Board may propose a special assessment at any time. RCW 64.90.525(3) The Board must follow the same notice, meeting and vote procedures for a budget (Bylaw 4.2) after adoption of a recommended special assessment. As long as a majority of the votes in the association or any larger percentage specified in the declaration do not vote to reject the special assessment, it is deemed ratified.

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 Sound Energy for the electric power used within the Glen by all Association members and its facilities. Association members shall be billed for the power consumed on their respective lots as measured by the meter located adjacent to each member-owned lot. In addition, membership dues will include each member's proportionate share of The Glen common power. Billings shall be made on a quarterly basis concurrent with membership dues related to 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 deliver to each designated member an invoice or other written notice of payment. The notice shall be mailed or electronically delivered 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.

ARTICLE 8 - DISCLOSURE AND ARBITRATION

8.1 INSPECTION OF RECORDS

8.1.1 The following documents shall be open to inspection upon the written request 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) Current articles and bylaws;
(b) The membership register including names and addresses;
(c) Correct and adequate statements of accounts and finances;
(d) A list of officers' and directors' names and addresses;
(e) Minutes of the proceedings of the members, if any, the board, and any minutes which are maintained by committees of the board.

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

8.5.1.1 All “housekeeping” amendments to these Bylaw Articles are made by Resolution and are approved by a majority vote of the Board of Directors post the Notice of Motion process.

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 ensure 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 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 by December 31st to allow time for presentation and preparation to be included in the Annual General Meeting packet and also to allow 60 days for presentation and preparation in any Special General Meeting (SGM) packet because SGM’s are not on a fixed month like the AGM.

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

Approved resolutions will become effective immediately following the General Meeting.

APPENDIX A
COMMITTEE TERMS OF REFERENCE

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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.

Works with Management to ensure that all Fee and Fine Structures are reviewed and updated annually 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 one (1) 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.

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 one (1) 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 PRIVELEGES

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.

TERMS OF REFERENCE -- ADMINISTRATIVE COMMITTEE (continued)

COMMITTEE MEMBER PARTICIPATION REQUIREMENT

At the start of each Board year when the committee first convenes, the Committee Chair must ensure that the first order of business is to ensure that each committee member is provided with the Terms of Reference with instructions to read and understand their Roles and Responsibilities within that committee.
The Chair is also responsible for collecting a signed “Code of Conduct” agreement from each member at the members’ first committee meeting and submitting the signed document to Glen Management within thirty (30) days.

_____ _____

Committee Chair Date

APPENDIX A

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

TERMS OF REFERENCE -- FINANCE COMMITTEE

PURPOSE AND RESPONSIBILITIES

Purpose: To assist the Board in fulfilling the fiduciary oversight responsibilities of the Board and in overseeing management's administration of the GCA in the following matters:

- financial sustainability;
- business planning, including operating and capital budgets;
- unaudited financial reports;
- capital submissions/spending including facilities, and equipment;
- banking and investments;
- relevant contracts and agreements; and
- financial risk management oversight

Responsibilities:

a) makes recommendations to the Board of Directors (BOD), as required, on disbursement of funds;
b) monitors Operation and Capital Plan spending on a monthly basis to ensure that approved budget limitations are met;
c) to ensure that an accurate annual audit is performed on the accounts of the Glen Community Association;
d) in conjunction with management, creates a yearly proposed operating budget, subject to the approval of the BOD, to be voted upon at the Annual General Meeting (AGM);
e) performs random audits;
f) reviews monthly financial statements and reports discrepancies, irregularities, or areas of concern to Management and the BOD;
g) in conjunction with the Maintenance Committee participates in the review process of the Reserve Study. This includes preparation of the Long Term Capital Plan;
h) provides oversight and where appropriate make recommendations to the BOD on all banking and investments;
i) provides risk management solutions for the BOD;

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

- the Treasurer shall be the Chair of the committee and is responsible for reporting to the Board of Directors;
- in addition to the Treasurer there will be two (2) additional members of the BOD on the Committee;
- a maximum of two (2) other individuals who are Property owners (POs) approved by the Board;
- the GCA President shall be an ex-officio member of the committee;
- the Manager or other Resource persons may be requested at the call of the Chair to be in attendance at committee meetings to provide resource information;
- 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 one of which must be a Director.
- notification: If possible, notice shall be sent to all Committee Members and Management at least one (1) week 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.
- All budget meetings are to be held “In Camera” while the budget is being developed.

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 case of a tied vote, the President may cast the deciding vote.

RECORD KEEPING:

- minutes shall be kept of all meetings, and copies shall be sent to all Committee members, the BOD and Management within two (2) weeks following the meeting.
- either written or oral reports of all Finance Committee actions shall be reported to the BOD on a monthly basis.

COMMITTEE MEMBER PARTICIPATION REQUIREMENT

At the start of each Board year when the committee first convenes, the Committee Chair must ensure that the first order of business is to ensure that each committee member is provided with the Terms of Reference with instructions to read and understand their Roles and Responsibilities within that committee.
The Chair is also responsible for collecting a signed “Code of Conduct” agreement from each member at the members’ first committee meeting and submitting the signed document to Glen Management within thirty (30) days.

_____ _____

Committee Chair Date

APPENDIX A

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

TERMS-OF REFERENCE - MAINTENANCE AND INFRASTRUCTURE 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 and the Finance Committee, assesses the condition and life expectancy of the major infrastructural 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. (Reserve Study)

In conjunction with Management and the Finance Committee, 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, water, roads, and/or electrical systems.

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.

TERMS OF REFERENCE - MAINTENANCE AND INFRASTRUCTURE COMMITTEE (continued)

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 one (1) week 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 PRIVELEGES

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 and Infrastructure Committee activities shall be reported to the Board of Directors on a monthly basis.

TERMS OF REFERENCE - MAINTENANCE AND INFRASTRUCTURE COMMITTEE (continued)

COMMITTEE MEMBER PARTICIPATION REQUIREMENT

At the start of each Board year when the committee first convenes, the Committee Chair must ensure that the first order of business is to ensure that each committee member is provided with the Terms of Reference with instructions to read and understand their Roles and Responsibilities within that committee.
The Chair is also responsible for collecting a signed “Code of Conduct” agreement from each member at the members’ first committee meeting and submitting the signed document to Glen Management within thirty (30) days.

_____ _____

Committee Chair Date

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 one (1) week 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 PRIVELEGES

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.

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

COMMITTEE MEMBER PARTICIPATION REQUIREMENT

At the start of each Board year when the committee first convenes, the Committee Chair must ensure that the first order of business is to ensure that each committee member is provided with the Terms of Reference with instructions to read and understand their Roles and Responsibilities within that committee.
The Chair is also responsible for collecting a signed “Code of Conduct” agreement from each member at the members’ first committee meeting and submitting the signed document to Glen Management within thirty (30) days.

_____ _____

Committee Chair Date

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 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)

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.

Dates for four hearings (one per calendar quarter) are set in advance. The Manager will coordinate with the appellant and with the Chair of the Hearing Board to confirm dates and times for each hearing.

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,

A copy of the "Hearing Board Findings" report and the manager's written response to the appellant 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.

TERMS OF REFERENCE - HEARING BOARD (continued)

COMMITTEE MEMBER PARTICIPATION REQUIREMENT

At the start of each Board year when the committee first convenes, the Committee Chair must ensure that the first order of business is to ensure that each committee member is provided with the Terms of Reference with instructions to read and understand their Roles and Responsibilities within that committee.
The Chair is also responsible for collecting a signed “Code of Conduct” agreement from each member at the members’ first committee meeting and submitting the signed document to Glen Management within thirty (30) days.

_____ _____

Committee Chair Date

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 one (1) 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 PRIVELEGES

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.

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

COMMITTEE MEMBER PARTICIPATION REQUIREMENT

At the start of each Board year when the committee first convenes, the Committee Chair must ensure that the first order of business is to ensure that each committee member is provided with the Terms of Reference with instructions to read and understand their Roles and Responsibilities within that committee.
The Chair is also responsible for collecting a signed “Code of Conduct” agreement from each member at the members’ first committee meeting and submitting the signed document to Glen Management within thirty (30) days.

_____ _____
Committee Chair Date

APPENDIX A

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

TERMS-OF REFERENCE – COMMUNITY CONNECTIONS COMMITTEE

PURPOSE AND RESPONSIBILITIES

The role of the Community Connections Committee is to develop opportunities for Glen members to participate in a range of social, cultural and educational events and activities;

To secure and coordinate support and participation of commercial and cultural organizations for GCA sponsored events and activities (e.g. new member orientation and welcome initiatives).

To team with the Board of Directors, Glen social groups and staff to coordinate activities that involve outside, non GCA member participants using GCA facilities.

To act as a coordinator under which outside (non-member) commercial interests (vendors), cultural/community groups and GCA members promote and conduct commercial, cultural, entertainment and/or social activity within the Glen using GCA property and media;

All activities and events proposed by this committee shall be subject to Board approval.

DUTIES

To publicize planned activities and events using available community media (Pipeline, Forum, Website, etc.) identifying activity organizers and providing contact information.

To assist where requested in the establishment and upkeep of social committee members and participant data and contact information.

Costs related to participation in activities coordinated by the CCC may be paid through GCA member accounts or by cash in US$. When paid through GCA member accounts, these costs will appear on the member's next Quarterly Statement issued by the GCA and will be payable to the GCA under the same terms and conditions as Quarterly Dues, Capital Assessments, etc.

To report to the Board of Directors regularly on CCC activity and status of member participation via official minutes.

TERMS OF REFERENCE –COMMUNITY CONNECTIONS COMMITTEE (cont.)

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 Committee members and sub-committee volunteers and present their names and background to the Board of Directors for approval.

A sub-committee of CCC volunteers may be formed to assist in creating and hosting events.

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

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

At the request of the Chair, management will assist with 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”.

Notification: If possible, notice shall be sent to all Committee members and Management at least one (1) week 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.

TERMS OF REFERENCE –COMMUNITY CONNECTIONS COMMITTEE (cont.)

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 Community Connection Committee activities shall be reported to the Board of Directors.

A Financial Report shall be submitted to the Board of Directors on a monthly basis.

COMMITTEE MEMBER PARTICIPATION REQUIREMENT

At the start of each Board year when the committee first convenes, the Committee Chair must ensure that the first order of business is to ensure that each committee member is provided with the Terms of Reference with instructions to read and understand their Roles and Responsibilities within that committee.
The Chair is also responsible for collecting a signed “Code of Conduct” agreement from each member at the members’ first committee meeting and submitting the signed document to Glen Management within thirty (30) days.

_____ _____

Committee Chair Date

APPENDIX A

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

TERMS OF REFERENCE - HUMAN RESOURCES AND COMPENSATION COMMITTEE

PURPOSE AND RESPONSIBILITIES

In conjunction with management, the purpose of the Human Resources and Compensation Committee (the Committee) is to review, report, and provide recommendations to the Board regarding Human Resources and Compensation matters.

DUTIES

Provide guidance or best practices relating to compensation and benefits.
With the assistance of Management obtain appropriate comparative market compensation data.
Review staff compensation with direct input from Management.
Establish the annual compensation plan for the General Manager.
Ensure through the administration staff that all new employees receive appropriate training and orientation to their roles.
Provide departing employees with the opportunity for an exit interview.
Review benefit plan design, renewals, changes and employer/employee contribution rates with direct input from Management. Establish and review the job description for the General Manager and ensure current job descriptions are maintained and reviewed with all other staff.
Ensure through management that employee Human Resources records are maintained in an appropriate and compliant manner, including hiring documents, performance documents, letters of accommodation etc.
Ensure that all new employees receive a timely review before the completion of their probationary period and thereafter on an annual basis.
Ensure that Human Resources and Occupational Health and Safety policies are reviewed, updated and applied in a consistent and compliant manner.
Review and monitor the effectiveness of management systems in place in The Glen to identify and manage the principles of risk, health and safety.
Provide guidance and expertise to Management as requested in matters with sensitive and/or complicated employee relations; including recommending remedial solutions and/or disciplinary matters and entering discussions on succession management and recruitment of key positions.
Review and report on other Human Resources issues as delegated by the Board.

MEMBERSHIP REQUIREMENTS

This Committee will be composed of four (4) Board Directors; President, Vice- President, Treasurer and one additional Board member.
The Chair shall be the Association President or his/her appointed designate.
The General Manager or his/her designate will participate, as the staff liaison, to provide insight into staff reviews, duties, achievements, etc.
At the request of the Chair, management will assist with clerical support.

MEETINGS

Meetings will be at the call of the Chair at least two (2) times a year (Nov/Dec to confirm staff wages for the following year and Mar/Apr to confirm health and welfare benefits for full time permanent employees) and otherwise on an as needed basis whenever required to fulfill the tasks assigned to the Committee as specified in its “Purpose and Responsibilities”.

QUORUM

A minimum of 3 Committee members shall constitute a quorum.

VOTING PRIVILEGES

Each of the Committee members, including the Chair, shall have voting privileges. A vote ending in a tie shall not proceed to the Board but shall be re-evaluated by the HR Committee and be re-voted as a new issue.

RECORD KEEPING

Reports and recommendations will be provided at the request of the Board or as resolved by the 'Committee.

The work of the Committee is highly confidential and is governed by Privacy Legislation. Matters discussed at the Committee may be summarized for presentation to the Board, preserving the confidentially of employee matters.

APPENDIX B

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

DIRECTOR'S CODE OF CONDUCT
Adopted March 14, 2009
By Resolution B011709 – (Revised)
Last Revision Date: **April 27, 2019 by B042719D**

THE GLEN COMMUNITY ASSOCIATION
BOARD OF DIRECTORS 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 ay 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 it's 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:

All Glen Community Association members have the right to be heard by the Notice of Violation Panel (NOVP).

A "Complaint against a director", by a property owner (petitioner), must be filed with the Board of Directors (BOD) before a Notice of Violation can proceed. The Board President will assign a director representative of the petitioner's choosing to:

a) Identify the Code of Conduct the petitioner alleges has been violated.
b) Determine if the alleged conduct meets the determinants of cause for dismissal.
c) Determine what reparation or redress the petitioner is seeking.
d) Ensure the petitioner understands the potential liabilities of proceeding to a NOVP.
e) Report the findings to the BOD so that an appropriate response can be sought from the accused Director.
f) Report back to the petitioner to determine if a Notice of Violation Panel (NOVP) can be avoided through mediation or support the petitioner's wishes to proceed to NOVP.
g) Report findings to the BOD and, if needed, prepare a briefing report for the NOVP.

A Notice of Violation (NOV) may be filed by two (2) or more Directors OR by the owners of a minimum of 20 individual Glen properties. An owner-driven NOV must bear all required signatures on a NOV Petition Form provided by The Glen Community Association (GCA) or accessed through the Glen website. The NOV shall include a detailed outline of any alleged violation together with a summary of supporting evidence. The NOV shall be delivered to the Manager accompanied by a $500.00 USD NOV Filing Fee (NOVFF). The NOVFF must be a negotiable Bank Draft, Cashier's Check or Certified Check payable to the GCA.

The Manager shall convey the NOV to the Chair of the Hearing Board. If the Chair of the Hearing Board is the subject of the NOV, then the Manager will convey the NOV to the President. Upon receipt of an NOV, the Chairman of the Hearing Board or President will convene a Notice of Violation Panel (NOVP) consisting of a minimum of 3 members which will meet to review the NOV and submitted evidence to determine whether the allegations appear to have sufficient merit to warrant referral to an Arbitrator. The Hearing Board Chair or President will provide to the NOVP: the NOV, the Petition Form, other submitted/supporting documentation, relevant Glen documents (Covenants, Bylaws, Policies, etc.) and/or any additional information as applicable.

If a majority of the NOVP considers the allegations contained in the NOV warrant referral to an Arbitrator, the Board will be notified of the panel's findings. The President will hire an Arbitrator from a list of registered arbitrators in the State of Washington. (If the President is the subject of the NOV, the Chair of the Hearing Board will hire the Arbitrator). The Arbitrator will decide whether a violation has occurred. If the Arbitrator determines a violation has occurred, the Arbitrator will inform the Hearing Board Chair or President in writing. The determinations of the Arbitrator shall be recorded in the minutes of a GCA Board of Director's meeting and are considered final. The Board may impose sanction(s) and/or penalties, including but not limited to, punitive damages, not to exceed $1000.00 USD, against the violator. The NOVFF shall be refunded in full to the complainant(s).

If a majority of the NOVP considers the allegations contained in the NOV are without merit, the Panel Chair, in consultation with the Treasurer and Management, will determine an amount sufficient to cover all costs incurred by the GCA to process the NOV. The Panel Chair will recommend to the Board that this amount be deducted from the NOVFF and retained by the GCA to offset costs. Such costs may include (but may not be limited to) mileage reimbursements, legal fees, copying and distribution fees and staff costs. Any balance remaining from the NOVFF will be refunded by the GCA to the complainant(s). In the event that the total NOVFF is inadequate to cover costs incurred to process the NOV, the complainant(s) shall be charged additional amounts sufficient to cover all of the GCA's NOV costs.
If a majority of the NOVP determines that the NOV should be referred to an Arbitrator and if the Arbitrator determines that the violations of the GCA Bylaws or Rules as alleged in the NOV have not occurred, the NOVFF shall be retained in whole or in part by the GCA to cover its costs as described in the preceding paragraph together with costs of the arbitration process. In the event that the total NOVFF is inadequate to cover costs incurred to process the NOV including costs of the arbitration process, the complainant(s) will be charged additional funds to cover all of the GCA's costs, including arbitration costs.

Should the Arbitrator also determine that violations of the GCA Bylaws or Rules as alleged in the NOV have not occurred and that a Director or Directors have been inappropriately targeted or harassed by the complainant(s) via the NOV (as described in Rule #7 of the Director's Code of Conduct), the NOVP may recommend to the Board that sanctions, new or additional or penalties (including but not limited to, punitive damages, not to exceed $1000.00 USD) be imposed on the complainant(s), as the Board considers appropriate.

Once the final outcome of the NOV is determined, it will be officially communicated in writing to the complainant(s) by the Hearing Board Chair or President.

Notice of Violation Procedural Outline

1. NOV Petition Form, $500.00 USD NOVFF, outline & summary of violations delivered to Manager.
   a. This fee will be refunded in full to the member in the event the petition is found by an Arbitrator to have **Merit** as confirmed by said Arbitrator recommending action be taken against the alleged violator(s).
   b. However, in the event the petition **is rejected or considered to be without Merit** by either the Notice of Violation Panel or by an Arbitrator, all or any portion of costs incurred to investigate, process and arbitrate the allegations will be recovered by retention of all or part of the NOVFF. In the event that the total NOVFF is inadequate to cover these costs, the member-complainants may, at the discretion of the Board of Directors, be charged additional amounts sufficient to cover the Association's costs.

2. Manager remits NOV documents to Hearing Board Chair or President.

3. Hearing Board Chair or President convenes a Notice of Violation Panel (NOVP).

4. NOVP meets to determine merit.
   a. If no merit, Panel Chair will recommend an amount sufficient to cover GCA costs.
   b. If NOV is determined to have merit, an Arbitrator will be hired.

5. The Arbitrator will determine if a violation has occurred.
   a. If violation has occurred, BOD may impose sanctions and monetary penalties, NOVFF is refunded.
   b. If no violation has occurred, NOVFF will be retained to cover GCA costs.
   c. If Arbitrator determines harassment has occurred, NOVP may recommend sanctions/penalties against complainant(s).

6. Final determination communicated to complainant(s) and recorded in BOD minutes.

DETERMINANTS OF CAUSE:

-- 1 -- Intentional act of fraud, embezzlement or theft concerning the Glen and or its assets;
-- 2 -- Intentional damage to the Glen's assets;
-- 3 -- Intentional disclosure of Glen's confidential information;
-- 4 -- Intentional engagement in any competitive activity which would damage the Glen or its assets;
-- 5 -- Willful and continued failure to substantially perform official, director-related duties for the Glen (other than as a result of incapacity due to physical or mental illness);
-- 6 -- Willful conduct that is demonstrably and materially injurious to the Glen, monetarily or otherwise;
-- 7 -- Conviction of a crime involving moral turpitude;
-- 8 -- Lying to or willfully misleading Glen members or staff while performing director-related duties.

For the purposes of this section, an act or a failure to act shall not be deemed willful or intentional unless it is done or

omitted to be done by the board member in bad faith or without a reasonable belief that the action or omission was in the best interest of the Glen.

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

BYLAW APPENDIX C
Glen Community Association Election and Voting Procedure

Personnel & Roles Defined:

- **Registrars:** Register property owners before 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 from the Board of Directors.

ONLINE VOTING:

- A staff member responsible for ballots will enter the voter information into a secure and proven electronic platform.
- Once the AGM/SGM Notice has been delivered to the membership, Glen members may request an online ballot. The online system will remain active and available until 4pm the day before the meeting.
- Once your online vote has been cast, the vote **cannot** be changed.
- The Election Chair and General Manager (or designate) shall validate all online voting results.
- The online voting results will be given to the Election Chair to add to the election results.

ABSENTEE BALLOTS:

- Return envelopes are pre-printed and numbered at the printers and addressed to the accountant's office.
- Absentee Ballots will be available for members to pick up at the Glen Office. Members may also request an Absentee be mailed to their home address.
- Completed Absentee Ballots will only be accepted by being either mailed or hand-delivered to the accountant's office or deposited in the outdoor locked "Absentee Ballot Box Depository" located outside the Glen Office building.
- Deadline for absentee ballots to reach the accountant's office or those deposited into the Absentee Ballot Box Depository must occur by 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 or his/her representative will bring the Absentee Ballots in a sealed container with a written statement confirming the number of Absentee Ballots which were received at their office. The accountant or his/her representative, will also pick up the ballot box contents from the Absentee Ballot Box Depository located outside the Glen Office on the morning of the meeting. The accountant shall be present at the opening of the Absentee Ballot Box Depository in the presence of the Election Chair so they may verify the number of Absentee Ballots contained in the Absentee Ballot Box Depository.
- Absentee ballots will be delivered to Riverside Lodge by the accountant or his/her representative or to the place where the meeting is held and the Election Chair will take possession of all Absentee Ballots. The Absentee Ballots will remain in public view until The Glen official counting of the ballots by volunteers.
- 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 and record them in the registration books.
- After the General Meeting is closed, the Validators will record them in the registration books. After the Absentee Ballots are recorded, 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 and inside envelopes will then be 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.

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 comer.
- 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.

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.
- At the close of the General Meeting 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 fifteen (15) after the meeting adjourns.

BALLOT TALLYING:

- Counting will begin after the voting is closed.
- 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 two separate teams and if the totals do not match then the ballots will be counted by a third separate team of two.
- 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 Election Chair 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 must clearly indicate the voters' intent of choice.
- A white board will be used to post the progress of the ballot counting and will situated out of sight of the ballot counters.
- 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 items 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 one week 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 will be stored on The Glen server.
- Election forms will be reviewed annually and updated as appropriate by the Election Chair and stored on The Glen server.

MISCELLANEOUS:

- The election results will be published together with the AGM or SGM minutes after the Election Chair validates the election results.
- All volunteers will be trained the night before the meeting.
- Chairs at the meeting will be reserved for the volunteers.

ELECTIONEERING:

- No campaigning outside or inside of Riverside Lodge on the day of the AGM, except for literature (restricted to Bios and Resumes) which can be displayed on designated table(s) inside Riverside Lodge.
- No campaign materials are to be displayed anywhere near or on the entrance to The Glen.
- Campaign material is only allowed on approved Association Bulletin Boards.
- Candidates are responsible for removing all campaign material the day after the AGM.

Adopted 4/16/2011by Resolution B041611, Last Amended by Resolution B042217B, B042217D, B042818B, B042818G, B010921, B042421D

THE GLEN COMMUNITY ASSOCIATION

BYLAW APPENDIX D

COMMITTEE MEMBER'S CODE OF CONDUCT

COMMITTEES of The Glen Community Association ("Association") and each member thereof ("Member"), has the authority and responsibility to create and recommend rules and policies that are in the best interest and for the benefit of the Association as a whole.
The Glen Community Association expects Members to maintain a high standard of ethical performance in the conduct of the Association's business.
The following rules of conduct, standards of behavior, ethics, and enforcement procedures have been adopted and are applicable to each Member and must be signed by all Member candidates prior to being eligible to serve on a committee.

1. **Members shall act in the best interests of the Association as a whole.**
   Each Member serves for the benefit of the entire Association and shall strive at all times to do what is best for the Association. Members shall not use their position for private gain, nor to seek benefit for any specific interest or interest group of any kind.
   Examples:
   - No Member 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 Member's decision or vote.
   - No Member 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 Member shall receive any compensation from the Association for serving on the Board other than incidentals such as mileage reimbursement.
   - No Member shall knowingly misrepresent facts.
   - No Member shall knowingly take any action which is intended to, or which is reasonably likely to bring harm to the Association, another Member, or the Association staff.
   - No Member 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. Members shall comply with governing documents and relevant law.

Each Member shall become familiar with the Glen Covenants, Bylaws, Administration Policies, Architectural Control Board ("ACB") Rules and Regulations, and Personnel Policies insofar as they apply to the purview of his or her respective committee. Each Member shall endeavor to make decisions consistent with these governing documents at all times. Members 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.

3. Members shall work within the Association's established protocol.

Each Member shall abide by the system of management established by the Association's governing documents and the Board, and consistent with state law, and will work within that established protocol to achieve change. No Member shall act unilaterally in making any promise of work, selection, or employment to any contractor, supplier, Association or staff member that has not been duly ratified or approved by the Board and consistent with State law.

4. Members shall set high standards for themselves as Association members.

Members 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 in payment of any dues, professionalism, and conduct toward other Association members, committee Members, Glen staff, the Association's suppliers, and all contractors and vendors whether working for the Association or an individual member.

5. Members shall behave in a professional manner at all times.

Members shall conduct themselves in a professional and businesslike manner at all 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 inevitable differences of opinion shall be expressed and handled in a businesslike manner.

6. Members shall maintain confidentiality at all times.

Members shall maintain the confidentiality of all legal, contractual, personnel, meeting, and staff issues declared to be confidential at the time. The confidentiality of the personal lives of fellow Members, Association members, management and other staff shall also be maintained. The above includes endeavoring to ensure all spousal and family members keep these confidences.

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

A Member shall immediately disclose to the committee chairperson any conflict of interest and shall not vote on any issue for which the Member has a conflict of interest. For purposes of this paragraph, a "conflict of interest" means a personal interest or benefit (financial or otherwise) accruing to the Member related to 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 Member. ("Self-dealing," e.g. favoring or ensuring selection of a vendor in which the Member has a vested or financial interest.)
- Prioritizing of maintenance and repair decisions in a way that ensures work gets done in an order which provides personal achievement or gain to the Member, 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.

8. This Code of Conduct shall not be abused.

This Code of Conduct shall not be used by any Member as a tool to target or harass an individual Member(s) with frivolous or unwarranted allegations, or to frequently or unnecessarily involve the Board or Staff in devoting time to such frivolous or unwarranted issues.

9. Committee members are subject to removal for any violation of this Code of Conduct.

COMMITTEE MEMBER CANDIDATE AGREEMENT: (Must be signed and presented to the Committee Chair upon appointment and prior to being able to sit at the Committee table as a recognized Member.)

_____ _____

Printed Name Signature Date