

**AMENDED AND RESTATED BYLAWS
of
GAMBLEWOOD COMMUNITY CLUB**

**ARTICLE I
Name; Registered Office; Purpose of Corporation**

The name of the corporation is GAMBLEWOOD COMMUNITY CLUB, hereinafter referred to as the “Corporation.” The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.

The purposes for which the Corporation is formed are as follows: (1) the establishment, operation and maintenance of a social club and recreation facilities for members hereof and promotions of social relations and recreation among the members hereof; (2) to take, hold, maintain, conserve, protect and improve for the use and benefit of members of the corporation, all real and personal property owned by or hereafter acquired by the Corporation; (3) to establish reasonable rules and regulations for the use and protection of the Corporation’s property and facilities in compliance with such rules and regulations to be a condition of continued membership in this Corporation; (4) to pay all real estate taxes, cost of insurance, cost of maintaining a caretaker and all other costs reasonably related to the attainment of the foregoing objects and purposes and to make reasonable charges for the same; and (5) in general, to do all and everything necessary, suitable or proper for the accomplishment of any of the foregoing objectives or purposes to the same extent as a natural person might or could do.

ARTICLE II Definitions

“Gamblewood” means the recorded plats of Serene Development Co., Inc., a Washington corporation, or its successor, that are located within the real property described on the attached Exhibit A.

“Property” means any property, whether real, personal or mixed, within the boundaries of Gamblewood that may be affected by these Bylaws or the Articles of Incorporation, as amended.

“Member” shall mean every person or entity that holds a membership in the Corporation.

“Lot” shall mean and refer to any plot of land shown upon any recorded plat map of Gamblewood, with the possible exception of common area.

“Owner” shall mean the record owner, whether one or more persons or entities of the fee simple title to any lot or lots that are a part of Gamblewood, but shall not include a contract seller or a mortgagee.

ARTICLE III Membership; Voting; Register

Section 1. Members. Every person or entity that is a record owner of a fee or undivided interest in any Lot, including contract sellers, shall be a member of the Corporation and not subject to membership approval by the Board of Directors. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and shall run with each Lot and may not be separated from ownership of any Lot that is subject to assessment by the Corporation.

Section 2. Voting. Except as otherwise provided in these Bylaws or to the extent that

voting rights of the members are limited or denied by the Articles of Incorporation, each member on each matter submitted to a vote at a meeting of members shall have one vote. At each election for Directors, every member entitled to vote at such election shall have the right to vote in person or by proxy one vote for Directors to be elected and for whose election the member has a right to vote.

Section 3. Proxies. A member may vote either in person or by proxy executed in writing by the member or a duly authorized attorney-in-fact provided said attorney-in-fact is a current officer of the corporation. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A proxy is defined in these Bylaws as a legal document giving choice of vote to a member, which will then be case by the Board member named in the proxy in favor of the member's choice. The Board of Directors must mail proxies to members within thirty (30) days, starting from the date of record of any new proposals that affect the following: (a) tax assessments; or (b) member's individual rights and privileges. Proxies must be received by the corporate office within thirty (30) days of the date it was mailed in order to be valid.

ARTICLE IV Meetings of Members

Section 1. Annual Meetings. All the annual meetings of the members shall be held at the registered office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be stated in the notice of the meeting. The annual meeting of the members for the election of directors and for

the transaction of such other business as may properly come before the meeting shall be held each year on the 2nd Saturday of June, but if such day is a legal holiday, then on the following Saturday.

Section 2. Order of Business. At the annual meeting of the members, the order of business shall be as follows:

- a. Calling of the meeting to order;
- b. Proof of notice of meeting (or filing waiver);
- c. Reading of minutes of last annual meeting;
- d. Report of officers;
- e. Report of committees;
- f. Election of Directors; and
- g. Miscellaneous business.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President, any Director, or the holders of not less than one-tenth of all members entitled to vote at the meeting.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by or at the direction of the Secretary or person authorized to call the meeting, by delivering personally or by mailing a copy of such notice, postage prepaid, at least ten (10) days, but not more than fifty (50) days, before such meeting to each member entitled to vote at the meeting, addressed to the member's address last appearing on the books of the Corporation, or supplied by such member to the Corporation for the purpose of notice. Such notice shall specify

the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. At any regular annual meeting of members, the majority of the members present in person or by proxy shall constitute a quorum for any and all purposes. At any special meeting of members, a majority of the members present, in person or by proxy, shall constitute a quorum for any and all purposes.

Section 6. Manner of Voting. At all meetings of members, each member may vote in person, by mail or by proxy.

Section 7. Voting Records. A complete record of the members entitled to vote at meetings of the members shall be kept and updated periodically, arranged in alphabetical order, with the address of any number of lots held by each, which record shall be kept on file at the registered office of the Corporation. The record shall be kept open at the time and place of such meeting for the inspection of any member.

Section 8. Closing of Membership Books and Fixing Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members, or any adjournment thereof, or entitled to provide an officer proxy, the Board of Directors may provide that the membership books shall be closed for a stated period not to exceed fifty (50) days nor be less than ten (10) days preceding such meeting. In lieu of closing the membership books, the Board of Directors may fix in advance a record date for any such determination of membership, such date to be not more than fifty (50) days and, in case of a meeting of membership, not less than ten (10) days prior to the date on which the particular action requiring such determination of

members is to be taken.

Section 9. Action by Members Without a Meeting. Any action required or which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of members.

Section 10. Waiver of Notice. A waiver of any notice required to be given any member signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

ARTICLE V Board of Directors; Selection; Term of Office

Section 1. Number. The affairs of this Corporation shall be managed by a Board of Directors (the “Board of Directors” or the “Board”) of five (5) Directors. Directors must be members of the Corporation, but are not required to be residents of the State of Washington.

Section 2. Term of Office. There will be a three-year term of office for two (2) Directors, a two-year term of office for two (2) Directors and a one-year term of office for one (1) Director.

Section 3. Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until his or

her successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors by the members.

Section 4. Removal. At a meeting of members called expressly for that purpose, the Board of Directors, or any number thereof, may be removed by a vote of the holders of a majority of membership then entitled to vote at any election of such Directors. If less than the entire Board of Directors is to be removed, no one of the Directors may be removed if the votes cast against his or her removal would be sufficient to elect such Director if then cumulatively voted at an election of the entire Board of Directors or if there be classes of Directors, at an election of the class of Directors of which the Director is a part.

Section 5. Compensation. No Director shall receive compensation for any service rendered to the Corporation; provided, however, nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation; and provided, further, any Director may be reimbursed for actual expenses incurred in the performance of duties.

Section 6. Loans. No loan shall be made by the Corporation to any Director.

ARTICLE VI

Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors or any committee may be held without notice at the registered office of the Corporation or such place as may be fixed by the Board of Directors. The annual meeting of the Board of Directors shall be

held without notice immediately after the adjournment of the annual meeting of the members.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the Corporation or by any two (2) Directors, after no less than three (3) days notice to each Director. Such notice need not specify the business to be transacted at, nor the purpose or, such meeting.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Members present through use of telephone shall be deemed present for purposes of a quorum, and may vote by telephone. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

Section 4. Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director or Directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 5. Action by Directors Without a Meeting. Any action required or that may be taken at a meeting of the Directors, or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Approval may also be given by telephone or electronic mail so long as later written approval is obtained within thirty (30) working days. Such consent shall have the same effect as a unanimous vote.

ARTICLE VII
Powers and Duties of Board of Directors

Section 1. Powers. Subject to the Articles of Incorporation, the Board of Directors shall have power to do the following:

- a. Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any fee due the Corporation.
- b. Collect dues and assessments to be paid by members of the Corporation.
- c. Exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.
- d. Appoint and remove at its discretion all officers, agents and employees of the Corporation and prescribe their duties and fix their compensation.
- e. Make such expenditures as the Board deems expedient; provided, however, that members of the Corporation by resolution adopted by two-thirds (2/3) vote at any meeting of the members may restrict the amount of expenditures that can be made by the Board of Directors without prior approval of the members. Expenditures authorized by the Board of Directors in excess of Three Thousand Dollars (\$3,000.00) and any increase in dues or any general assessment to the membership shall not be carried out until thirty (30) days have elapsed following written notice to members deposited in the U.S. Mail postage prepaid or personally delivered; provided, however, that if any such expenditure, increase in dues or assessment is objected to by written notice submitted to the President of the Corporation by eighteen (18) or

more members within such thirty (30) day period, such action shall not be carried out until approved by a vote of members at a regular or special meeting of the members..

f. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent without approval from three (3) consecutive regular meetings of the Board of Directors, or absent, even with approval from five (5) regular meetings of the Board in any 12-month period. The successor shall be appointed pursuant to Article IV, Section 3 of these Bylaws.

g. Act as necessary to further the purpose of the Corporation and employ consultants, advisors, independent contractors or such other employees as they deem necessary.

h. Solicit written proxies from members of the Corporation; provided, that any proxy solicited by the Board shall allow the individual giving the proxy to choose for or against any proposal to be submitted to any meeting of members.

Section 2. Duties. It shall be the duty of the Board of Directors to do, in its discretion, as follows:

a. Keep a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members.

b. Supervise all officers, agents and employees of the Corporation.

c. In the event of common areas, procure and maintain adequate liability and hazard insurance on property owned by the Corporation and to procure and maintain adequate liability insurance for the Directors of the Board of Directors.

d. Maintain any common areas.

e. Perform any and all other functions necessary for the maintenance and continuance of the Corporation.

ARTICLE VIII Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person, except the office of President. Officers must be members, but only one (1) person from any one “household” occupied by members within Gamblewood shall be an officer.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Corporation shall be elected annually by the Board and shall each hold office for one (1) year, unless the officer sooner resigns or is removed or otherwise is disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer appointed pursuant to Section 4 of this Article may be removed from office at any time with or without cause by an affirmative vote of a majority of the whole Board of Directors or the members. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it

effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer who is replaced.

Section 7. Delegation. In the case of absence or inability to act of any officer of the Corporation or of any person herein authorized to act in the officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any Director or other person whom it may select.

Section 8. Loans. No loans shall be made by the Corporation to any officer.

Section 9. Duties. The duties of the officers are as follows:

a. **President.** The President shall preside at all meetings of the members and Board of Directors, shall have general supervision of the affairs of the Corporation and shall perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors.

b. **Vice-President.** The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act and shall exercise and perform such other duties as may be required by the Board of Directors or the President.

c. **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, serve notice of meetings of the Board and of the members, keep appropriate current records showing the members of the Corporation together with their addresses, and shall perform such other duties as may be required by the President or the Board of Directors.

d. **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of

the Board of Directors, shall sign all checks and promissory notes of the Corporation, keep proper books of account, and render to the Board of Directors from time to time as may be required an account of all the transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties that are incident to the office of Treasurer and shall perform such other duties as may be required by the President or the Board of Directors.

ARTICLE IX Committees

The Board of Directors may, from time to time, appoint its own members to serve on standing or special committees, and the Board of Directors may, from time to time, invest such committees with such powers as it may see fit, subject to the conditions as may be prescribed by such Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation. The designation of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

The Board of Directors shall appoint such committees as it deems appropriate in carrying out its purpose.

ARTICLE X Notices

Except as may otherwise be required by law or herein, any notice to any member or Director may be delivered personally or by mail. If mailed, the notice shall be deemed to have

been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, with postage thereon prepaid.

ARTICLE XI Membership Dues

Section 1. Annual Dues. Subject to the limitations of the Articles of Incorporation, the membership dues of the Corporation shall be such amount as the Board of Directors shall from time to time provide by resolution.

Section 2. Time For Payment. The dues shall be paid to the Corporation by each member upon receiving a statement from the Corporation or its agent showing the amount due and shall be payable on or before ten (10) days following the date of such statement, unless the Board of Directors, by resolution, provides a different time or method of payment of dues.

Section 3. Default. Subject to the limitations of the Articles of Incorporation, when any member of this Corporation shall be in default in the payment of dues for a period of thirty (30) days, such member shall be subject to such action (including, but not limited to, a lien) as may be determined by the Board of Directors.

ARTICLE XII Amendments

Section 1. By Members. These Bylaws may be amended or repealed by the affirmative vote of a majority of the voting membership at a regular or special meeting of the members.

Section 2. By Directors. The Board of Directors shall have the power to make, amend or repeal the Bylaws of this Corporation; provided, however, that any such Bylaws, or any amendment or repeal of the Bylaws, may be changed or repealed by the holders or a majority of

the membership entitled to vote at any membership meeting.

Section 3. Controlling Document. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XIII
Indemnification of Directors and Officers.

The Corporation shall indemnify its officers and directors to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XIV
Rules of Order

The rules contained in the most recent edition of Robert's Rules of Order, revised, shall govern all meetings of the members and Board of Directors where these rules are not inconsistent with the Articles of Incorporation, Bylaws or special rules of the Corporation.

ARTICLE XV
Depositories

The money of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust companies as the Board of Directors shall designate and shall be drawn

out only by check or other order for payment of money signed by the Treasurer of the Corporation and one other officer.

ARTICLE XVI
Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board of Directors. The Corporation shall also keep at its registered office or principal place of business a record of its members, giving the names and addresses of all members. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

ARTICLE XIV
Fiscal Year

The fiscal year of the Corporation shall be a calendar year, unless determined otherwise by the Board of Directors.

I certify that the above Bylaws were adopted by at a special meeting of the Board of Directors on the _____ day of _____, 2010.

BY:
ITS: President