BYLAWS OF

SONGAIA ASSOCIATION

The following are Bylaws of Songaia Association, a corporation organized under RCW 24.06, the Washington Nonprofit Miscellaneous and Mutual Corporation Act (the "Nonprofit Corporation Act") (hereafter, the "Association"). These Bylaws provide for operation of Songaia, A Condominium, a condominium being created pursuant to the Washington Condominium Act (RCW 64.34, the "Condominium Act"). They apply to the entire condominium, each Unit therein, and all common elements. Each Owner automatically, by virtue of such ownership, becomes a member of the Association. All present and future Owners, Mortgagees and other encumbrances, lessees, tenants, licensees, and occupants of Units, and their guests and employees, and any other person who may use the facilities of the condominium are subject to these Bylaws, the Condominium Declaration for Songaia, A Condominium, as it may from time to time be amended (the "Declaration") and the rules and regulations pertaining to use and operation of the condominium.

Words and phrases that are defined in the Declaration shall have the same meaning in these Bylaws.

ARTICLE 1. MEMBERSHIP; VOTING; REGISTER.

Section 1.1 Membership. There will be three classes of members of the Association: Owner Members, who shall be the owners of units in the condominium developed by the Association; Renter Members, who shall be renters of units in the condominium who have occupied, or have a lease to occupy a unit, for more than ninety days; and Associate Members, who shall be supporters of the condominium, or co-housing in general, who have been approved for associate membership by the Board of Directors of the Association. Associate Members shall not have voting rights. Owners of a Unit as joint tenants, tenants in common, community property, or other ownership involving more than one Owner, shall be joint members of the Association, but the sum total of their vote shall not exceed the voting power allocated to the Units owned.

Section 1.2 Number of Votes. For all matters requiring the vote or approval of the Owners or Members under the Declaration, these Bylaws or the Act, the total voting power of all Owner Members shall be thirteen (13) votes and the total number of votes available to the Owner or Owners of each Unit shall be equal to one vote for each Unit owned. All matter which do not require the approval of the Owners shall be determined by consensus of the Owner Members and Renter Members pursuant to Article 6.

Section 1.3 Voting by Multiple Owners. If only one of the multiple Owners of a Unit is present at a meeting of the Association, the Owner is entitled to cast all the votes allocated to that Unit. If more than one of the multiple Owners are present, the votes allocated to that Unit may be cast only in accordance with the agreement of a

majority in interest of the multiple Owners. There is majority agreement if any one of the multiple Owners casts the votes allocated to that Unit without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Unit.

Section 1.4 Voting Representative. An Owner may, by written notice to the Board, designate a voting representative for the Unit. The voting representative need not be an Owner. The designation may be revoked at any time by written notice to the Board from a person having an ownership interest in a Unit, or by actual notice to the Board of the death or judicially declared incompetence of any person with an ownership interest in the Unit, except in cases in which the person designated is a Mortgagee of the Unit. This power of designation and revocation may be exercised by the guardian of an Owner, the attorney-in-fact of the Owner under a durable power of attorney, or the administrators or executors of an Owner's estate. If no designation has been made, or if a designation has been revoked and no new designation has been made, the voting representative of each Unit shall be the group composed of all of its Owners. If a Unit is owned by more than one person and only one of them is at a meeting, the one who is present will represent the Unit.

Section 1.5 Voting by Proxy; Pledged Votes to Mortgagee. Votes allocated to a Unit may be cast pursuant to a proxy duly executed by an Owner. If a Unit is owned by more than one person, each Owner of a Unit may vote or register protest to the casting of votes by the other Owners of the Unit through a duly executed proxy. A Unit Owner may not revoke a proxy given pursuant to this Section except by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. Unless stated otherwise in the proxy a proxy terminates 11 months after its date of issuance. An Owner may, but shall not be obligated to, pledge his or her vote on all issues or on specific issues to a Mortgagee. If an Owner is in default under a first Mortgage on the Unit for one year or more, the Mortgagee shall automatically be authorized to declare at any time thereafter that the Owner has pledged his or her vote on all issues to the Mortgagee during the continuance of the default. If the Board has been notified of any such pledge to a Mortgagee, only the vote of the Mortgagee will be recognized on the issues that are subject to the pledge.

Section 1.6 Persons Under Disability. Minors and persons declared legally incompetent shall be eligible for membership in the Association, if otherwise qualified, but shall not be permitted to vote except through a legally appointed, qualified, and acting guardian of their estate voting on their behalf, or, in the case of a minor with no legal guardian of his estate, through a parent having custody of the minor.

Section 1.7 Register of Members. The Board shall cause a register to be kept containing the names and addresses of all members of the Association. Persons who purchase an interest in a Unit shall promptly inform the Board of their interest. Persons who claim to be members of the Association shall, upon request, furnish the Board with copies of any documents under which they assert ownership of a Unit or any interest therein, and any Mortgages thereon.

ARTICLE 2. MEETINGS OF MEMBERS.

Section 2.1 Place. Meetings of the members of the Association shall be held at such suitable place as may be convenient to the membership and designated from time to time by the Board.

Section 2.2 Annual Meeting. The annual meeting of the Association shall be held on the first Saturday of each calendar year or such other date as is set by the Members. Notice of the meeting shall be given to the Members not be less than 10 nor more than 60 days prior to the annual meeting. At such annual meeting the Owners shall transact such other business as shall properly come before the meeting.

Section 2.3 Budget Meeting. Within 30 days after adoption of any proposed budget for the Association, the Board shall provide a summary of the budget to all of the members and set a date for a meeting of the members to consider ratification of the budget, which date shall be not less than 14 nor more than 60 days after mailing the summary. Unless at the meeting members holding a majority of the votes in the Association vote to reject the budget, the budget is ratified, whether or not a quorum is present for the meeting. In the event the proposed budget is rejected or the required notice for the meeting is not given, the budget last ratified by the Owners shall be continued until a budget proposed by the Board is ratified.

Section 2.4 Special Meetings. A special meeting of the Association may be called by the president, by resolution of the Board or upon the written request of a majority of the Board or upon the written request of Owners having 20% of the votes in the Association not less than 10 nor more than 60 days in advance of the meeting. No business shall be transacted at a special meeting except as stated in the notice given therefor unless consented to by four-fifths of the Owners present either in person or by proxy.

Section 2.5 Notice of Meetings. It shall be the duty of the Archivist to give notice of each annual, budget and special meeting. Such notice shall be hand-delivered or sent prepaid by first-class United States mail to the mailing address of each Unit or to any other mailing address designated in writing by the Unit Owner, to each member of the Association and to each Eligible Mortgagee, if required by Article 26 of the Declaration. The notice of any meeting shall state the time and place of the meeting and the items on the agenda to be voted on by the members, including the general nature of any proposed amendment to the Declaration or Bylaws, changes in the previously approved budget that result in a change in Assessment obligations, and any proposal to remove an officer. Before any meeting of the Association, any member may, in writing, waive notice of such meeting. Attendance by a member at a meeting of the Association shall be a waiver by him of timely and adequate notice unless he expressly challenges the notice when the meeting begins.

Section 2.6 Quorum. The presence in person or by proxy of members of the Association or voting representatives holding two-thirds (67%) of the total voting power shall constitute a quorum for the transaction of business at any meeting of members of the Association. If a quorum is present at a meeting, a majority of the shareholders present may adjourn the meeting from day to day or to such time and place as may be decided by and no notice of such adjournment need be given. No business shall be

transacted at an adjourned meeting that could not have been transacted at the meeting from which the adjournment was taken.

Section 2.7 Adjournment of Meetings. If any meeting of Owners cannot be organized because a quorum was not attended, the Owners present, in person or by proxy, may adjourn the meeting to a time not less than 48 hours from the time the original meeting was called, and the Archivist shall give notice of adjournment pursuant to Section 2.5 of these Bylaws.

Section 2.8 Majority Vote. Except as otherwise provided by the Condominium Act, by the Declaration, or by these Bylaws, passage of any matter submitted to vote at a meeting where a quorum is present, shall require the affirmative vote of at least 75% of the votes present.

Section 2.9 Order of Business. The order of business at meetings of the Association shall be as follows unless dispensed with on motion:

(a) Roll call;
(b) Proof of notice of meeting or waiver of notice;
(c) Minutes of preceding meeting;
(d) Reports of officers;
(e) Reports of committees;
(f) Unfinished business;
(g) New business;
(h) Adjournment.

Section 2.10 Parliamentary Authority. In the event of dispute, the parliamentary authority for the meetings shall be the most current available edition of Robert's Rules of Order or such other published code of parliamentary procedure as shall be approved by a majority at the meeting.

ARTICLE 3. BOARD OF DIRECTORS.

Section 3.1 Number and Qualifications. The members intend that the operations of the Association shall be largely run by the occupants of the Units in the Condominium. Therefore, the Board shall consist of all of the Owner Members and Renter Members; provided that when a Unit has Renter Members, the Renter Members of that Unit and not the Owner Members shall represent the Unit at those meetings.

Section 3.2 Powers and Duties. The Board shall have the powers and duties provided for the administering authority of the condominium in the Condominium Act and in the Declaration, and all other power necessary for the administration of the affairs of the Association, and may do all such acts and things as are not prohibited by statute or by the Declaration required to be done in another manner.

Section 3.3 Compensation. No compensation shall be paid to directors for their services as directors.

Section 3.4 Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of the directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board shall be given to each director personally or by mail, telephone, or telegraph, at least three days before the day fixed for the meeting.

Section 3.5 Special Meetings. Special meetings of the Board may be called by the president on three days' notice to each director, given personally or by mail, telephone, or telegraph, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board shall be called by either the president or secretary in like manner and on like notice on the written request of any two directors.

Section 3.6 Waiver of Notice. Before any meeting of the Board, any director may, in writing, waive notice of such meeting. Attendance by a director at any meeting of the Board shall be a waiver by him of timely and adequate notice unless he expressly challenges the notice when the meeting begins. If all directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at the meeting.

Section 3.7 Quorum. The quorum requirements for meetings of the Board are set forth in Section 6.2.

Section 3.8 Open Meeting. Any Owner Member of a Unit which is represented by a Renter Member may attend any meeting of the Board, but shall not be entitled to participate except with the consent of the Board.

ARTICLE 4. OFFICERS.

Section 4.1 Designation. The principal officers of the Association shall be a president, a vice president, an archivist, and a treasurer, all of whom shall be elected by and from the Board. The directors may appoint from the Board such other officers as in their judgment may be necessary or desirable. Two or more offices may be held by the same person, except that a person may not hold the offices of president and archivist simultaneously.

Section 4.2 Election of Officers. The officers of the Association shall be elected annually by the Board at the first Board meeting after the annual meeting of the Association. They shall hold office at the pleasure of the Board.

Section 4.3 Removal of Officers. At any regular meeting of the Board or at any special meeting of the Board called for such purpose, upon an affirmative vote of a two-thirds (67%) of the members of the Board, any officer may be removed, either with or without cause. A successor to the removed officer may be elected at any such meeting.

Section 4.4 President. The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board and shall have all powers and duties usually vested in the office of the President. He shall also have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

The President, unless some other person is specifically authorized by resolution of the Board of Directors, shall sign all bonds, deeds, notes, mortgages, leases and other contracts of the Association. The President and Treasurer, together, shall sign all checks over five thousand dollars ($5,000.00) on behalf of the Association.

Section 4.5 Vice President. The vice president shall perform the duties of the president when the president is absent or unable to act, and shall perform such other duties as may be prescribed by the Board.

Section 4.6 Archivist. The Archivist shall keep the minutes of all meetings of the Board and of the Association and shall have custody of the business records of the Board and the Association, other than financial records kept by the treasurer. The Archivist shall give notices of meetings of the Association and the Board as required by these Bylaws. The Archivist is authorized to sign with the President in the name of the Association all bonds, deeds, notes, mortgages leases and contracts of the Association. The Archivist shall also perform such other duties as may be prescribed by the Board.

Section 4.7 Treasurer. The treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. In conjunction with the President, the Treasurer shall sign all checks over $5,000.00 issued by the Association. The treasurer shall also perform such other duties as may be prescribed by the Board.

Section 4.8 Other Officers and Employees. Other officers of the Association and any persons employed to assist the officers, shall have such authority and shall perform such duties as the Board may prescribe within the provisions of the applicable statutes, the Declaration, and these Bylaws.

Section 4.9 Compensation. The Board shall reimburse officers for reasonable out-of-pocket expenses incurred in the performance of their duties as an officer of the Association. The Board may pay reasonable compensation to any officer or Owner who performs substantial services for the condominium in carrying out the management duties of the Board. The Board's decision to compensate an officer shall not become final (and no payment may be made) until 60 days after notice of it (including the amount of compensation to be paid) has been given to all persons entitled to notice of meetings of the Association, and such decision may be reversed by the members of the Association at a meeting duly called and held within 60 days after the notice of the decision was given.

ARTICLE 5. COMMITTEES.

Section 5.1 Committees of Directors. The Board may appoint one or more committees that consist of one or more directors. Such committees, if composed entirely of Board members, shall have and exercise, to the extent provided in the resolution establishing the committee, the authority of the Board in the management of the Association. The appointment of any such committee shall not relieve the Board of its ultimate responsibility for the administration and management of the condominium.

Section 5.2 Other Committees. Other committees, not having or exercising the authority of the Board in the management of the Association, may be appointed by the president or the directors, and such committees may be composed of one or more members of the Association.

Section 5.3 Limitation on Committees. No committee shall have the authority to: amend the articles of incorporation; adopt or amend bylaws; recommend the sale, lease or transfer of substantially all the assets of the corporation; recommend a voluntary dissolution of the corporation; declare distributions; make assessments; approve a plan of merger, consolidation or exchange; or take any action prohibited under RCW 24.06 or reserved to the full Board of Directors or to the members by any applicable law.

ARTICLE 6. DECISION MAKING.

Section 6.1 Responsibility of Members. Each member of the Board and each member of a committee created by the Board shall be responsible to participate actively in the discussions and decision making of those bodies. Except for matters requiring the approval of the Owners under the Declaration, the Act or these Bylaws, the decisions of the Board and any committees created by the Board shall be made by consensus as provided in this Article 6.

Section 6.2 Consensus Decision Making; Quorum; Voting. The quorum required for making a Board decision by consensus shall be members representing 51% of the Units. The quorum required for committee actions shall be a majority of its members, unless otherwise provided by resolution of the Board. The Association will attempt to make all decisions by consensus. Consensus decision making is a process whereby all members agree to a proposal. Those who have concerns about the proposal are responsible for expressing those concerns. Resolution is sought for each concern. When differences remain after discussion, consideration shall be closed for that time and no action may be taken until a subsequent meeting. Proposals may be modified and presented for further consideration at a subsequent meeting

If consensus on an issue or matter has not been reached after three meetings of the Board or a committee, then any member of the Board or committee may require that the issue or matter be voted upon. At Board meeetings, the affirmative vote of members representing three-fourths (75%) of the Units shall be required for approval. At committee meetings, the affirmative vote of three-fourths (75%) of the members of the committee shall be required for approval, unless otherwise provided by Board resolution. The process of attempting to reach consensus at three Board meetings may be waived if three-fourths (75%) of the Board determines that, under the circumstances, the good of the Association requires that the issue or matter must be immediately addressed.

ARTICLE 7. HANDLING OF FUNDS.

Section 7.1 Accounts. The Association shall establish the necessary funds or accounts to provide properly for the operation and maintenance of the condominium. Overall superintendence of these funds shall be the responsibility of the treasurer of the Association. There shall be at least three separate funds as described in Sections 7.2, 7.3, and 7.4.

Section 7.2 Working Capital Fund. There shall be established a checking account in a commercial bank to be known as the "Working Capital Fund." This fund will be used for the normal operation of the condominium and will receive all monthly Assessments, first purchasers' initial contributions to the fund, and other monies received by the Association. Checks shall be issued from this account for all management and operation expenditures necessary for the condominium and maintenance expenses of a routine or minor nature that do not require resort to the Reserve Fund for Common Elements. Funds for the Reserve Fund for Insurance Premiums and the Reserve Fund for Common Elements will normally be deposited in the Working Capital Fund and checks immediately issued to the other fund so an overall account of the funds received and disbursed by the Association is centralized in the check register of the Working Capital Fund account.

Section 7.3 Reserve Fund for Insurance Premiums. The Association shall maintain a fund which shall be known as the "Reserve Fund for Insurance Premiums." Each month the treasurer shall cause to be deposited into this fund an amount equal to at least one-twelfth of the total cost of all premiums for the policy or policies and bonds the Association is required by the Declaration to purchase. Such premiums shall be paid out of this fund.

Section 7.4 Reserve Fund for Common Elements. The Association shall maintain a fund which shall be known as the "Reserve Fund for Common Elements." The Treasurer shall deposit to this reserve account amounts reasonably anticipated to be required for the periodic maintenance, repair, and replacement of the Common Elements.

Section 7.5 Combination and Deposit or Investment of Funds. All funds of the Association shall be kept in accounts or deposits that are insured by agencies of the United States. The funds of the Association shall not be commingled with the funds of any other association or with the funds of any manager of the Association. The reserve funds may be combined in one or more savings accounts, certificates of deposit, or other accounts or deposits. Withdrawals of reserve funds from such account shall require the signature of at least two persons who are officers or directors of the Association.

ARTICLE 8. KEEPING RECORDS AND REPORTS.

The Board shall cause to be kept complete, detailed, and accurate books and records of the receipts and expenditures of the Association, in a form that complies with generally accepted accounting principles. The books and records, authorizations for payment of expenditures, and all contracts, documents, papers, and other records of the Association shall be available for examination by the Owners, Mortgagees, and

the agents or attorneys of either of them, during normal business hours and at any other reasonable time or times.

ARTICLE 9. AMENDMENTS.

The procedure and necessary consents required for adoption of amendments to the Bylaws are set forth in Article 26 of the Declaration.

The foregoing Bylaws were adopted at a duly convened meeting of the _____ of the Association on _____. A quorum was present at the meeting and at least ___ of the _____ present and entitled to vote case their votes in favor of these amended and restated bylaws.

Dated this __ day of _____, _____.

SONGAIA ASSOCIATION, a Washington nonprofit corporation

BY: _____
Name: _____
Its: Archivist