

BYLAWS
OF
SEMIAHMOO RESORT ASSOCIATION

ARTICLE I. SEMIAHMOO RESORT ASSOCIATION

Section 1.1 Semiahmoo Resort Declaration. The name of this organization shall be Semiahmoo Resort Association. The organization shall also be known as SRA and Semiahmoo Resort Community and also referred to as the "Association" in these bylaws. The Boundary Declaration of Covenants and Restrictions for Semiahmoo Resort Community (the "Declaration") shall be deemed incorporated in these bylaws.

Section 1.2 Conflicts. In the event of any conflicts between the provision herein and the terms of the Declaration, the Declaration shall control, provided any ambiguities shall be broadly interpreted so as to avoid such conflict and carry out the general purposes as described herein.

ARTICLE II. OFFICES

The principal office of this Association shall be located at the Semiahmoo Resort Association, 9001 Semiahmoo Parkway, Blaine, Washington, 98230. The board of directors in its discretion may keep and maintain other offices within or without the state of Washington wherever the business of the Association may require.

ARTICLE III. MEMBERSHIP AND MEETINGS OF MEMBERS

Section 3.1 Kinds of Membership. There shall be one membership for each interest from time to time existing within the Association. Article IV of the Declaration describes more fully the kinds and classes of memberships, and the rights and privileges with respect to the same.

Section 3.2 Transfer of Membership. A membership shall be appurtenant to fee simple title to a site in Semiahmoo Resort. Membership shall automatically pass with fee simple title ownership to a site in Semiahmoo Resort. The Association shall be entitled to treat as a member the person or persons identified in the most recent written notice furnished to the Association with respect to the interest of such respective member. In the event of dispute as to the ownership of an interest and to the membership appurtenant thereto, title to the property as shown in the public records of Whatcom County, Washington, shall be determinative.

The special membership of Declarant shall not be transferable.

Section 3.3 Voting Rights. Where the vote of members is required by the statutes of the State of Washington, or by the Declaration, or by the articles of incorporation or these bylaws, there shall be one vote for each unit existing with respect to the respective interest to which a membership is appurtenant. Each member shall be entitled to vote for members of the board of directors, and to vote on matters relating to the annual budget and other matters of general interest.

Where there are co-owners of a site (whether by joint tenancy, tenancy in common or otherwise) one of such co-owners shall be assigned the authority by agreement of the other co-owners, for the purpose of casting the vote or giving a proxy for such site, provided however, that a copy of the document in terms deemed satisfactory by the Association affecting such assignment shall be filed with the Secretary of the Association.

Voting by proxy shall be permitted. Proxies must be filed with the Secretary before the appointed time for each meeting.

Proxies may be submitted to the SRA office by mail, by hand delivery, or by electronic means such as SCAN, or ADOBE READER or similar computer program. The SRA may ask members including those who plan to attend the meeting, to vote by proxy thus allowing the Board to ascertain the presence of a quorum for the meeting and also to allow the tabulation of the votes immediately prior to the beginning of the meeting. Any member who submits a proxy shall be entitled to withdraw it prior to the beginning of the meeting and shall be entitled to receive a ballot to vote on the measures to be considered at the meeting. Any member who attends the meeting without having submitted a proxy shall be entitled to receive a ballot to vote on the measures to be considered at the meeting.

Section 3.4 Annual Meeting. An annual meeting of the members for the purpose of electing directors and voting on such other matters as properly may come before the meeting shall be held in the fourth quarter of each year at a convenient location in Blaine, and at a date and time to be selected by the board of directors.

The business to come before the meeting shall include the determination of budgets for the annual and any special assessments and any other matter that the Board may duly schedule for consideration.

Section 3.5 Special Meetings. Special meetings of the members as a whole may be called at any time by the president, the majority of the board of directors or by written request of persons representing ten percent or more of the total number of votes entitled to be cast at the meeting in question or by Declarant as a special member and shall be held at a convenient location in Blaine, to be selected by the persons calling the meeting.

Section 3.6 Notices; Waiver. Notices of the annual and special meetings of the members shall be given in writing to each member owning a site and shall state the date, time and place of the meeting and shall indicate each matter to be voted on at the meeting which is known to the Association at the time notice of the meeting is given. Such notices shall be delivered personally to, or deposited in the mail, postage or charges prepaid, addressed to the member at the name and address shown on the most recent written notice furnished with respect to the site of such member, or, if the name and address is not so shown, addressed "To the Owner" at the address of the site of such member. Any such notice must be given at least 15 days and no more than 45 days prior to the meeting to which it relates and shall be deemed given when so delivered or deposited; provided, however, that any longer period of notice required by the Declaration for any particular type of meeting shall be controlling.

In the event that a special meeting is called as aforesaid, the persons calling such meeting shall notify the Secretary of the Association in writing of the date, time and place of the meeting and each matter to be voted on at the meeting in sufficient time to permit the Secretary to give notice to all persons entitled thereto in accordance with the Declaration or these bylaws.

Written waiver of notice signed by or attendance at a meeting by the Owner or any one of the co-owners of a membership shall constitute a waiver of notice of such meeting except where attendance is for the express purpose of objecting to the failure to receive such notice or objecting to defects in the notice.

Section 3.7 Quorum; Vote Required; Adjournment. The presence at a meeting of members and proxies entitled to cast over thirty-four percent (34%) of all the votes of the association entitled to vote shall constitute a quorum. If a quorum is established for consideration of a matter, a majority of the votes cast on the matter voted or, in the case of elections, a plurality of votes cast, shall decide the matter, provided, however, that if the matter involves a change to the Covenants, Conditions and Restrictions (CC&Rs) of the SRA, a super majority is required as provided in the CC&Rs. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum does not exist, a majority of the votes present in person or by proxy may adjourn the meeting from time to time without notice other than an announcement at the meeting, provided, however, that to the extent that any longer period of notice required by the Declaration for any particular type of meeting shall be controlling.

The board of directors may extend the period for voting on a measure to change the CC&Rs under the following circumstances: (a) More than two thirds of the votes cast were cast in favor of the measure; and (2) at least forty percent of the potential votes of the Association were cast at the meeting. Any such extension shall not be longer than two calendar months after the date of the meeting in which the measure was proposed.

Section 3.8 Record of Votes and Approvals. The Secretary shall keep a record of the names of all persons present at any meeting in person or by proxy, the number of votes

represented at any meeting in person or by proxy, the total number of votes authorized to be cast on any matter coming before the meeting, the number of such votes represented, in person or by proxy, and the results of any vote at a meeting.

The Secretary shall maintain complete records of the votes of each person voting with respect to any matter covered which may be approved as a result, in whole or in part, or approvals obtained after the meeting pursuant to the Declaration.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 Number. The board of directors shall consist of nine members. On August 15, 2014, the board of directors increased the number of board members from nine (9) to ten (10), with the tenth member being appointed, not elected. The tenth member will be a representative from the resort hotel/golf course. The number of directors may be increased, or subsequently decreased, by amendment of these bylaws; provided, however, that the number of directors shall neither be increased to more than fifteen, nor reduced to fewer than five; and provided further that a reduction in the number of directors by amendment of these bylaws shall not have the effect of reducing the term of an incumbent director.

Section 4.2 Qualification; Nomination; Election; Term.

Qualification. A candidate for member of the Board of Directors (Director) shall have the following qualifications at the date their membership on the Board will become effective: shall have been an Owner for at least 12 full months; shall have been a resident of the Semiahmoo Resort Community for the majority of the previous 12 months; must confirm one's commitment and ability to satisfy board member duties, requirements, and attendance; and have all dues and financial obligations to the Association paid in full and current. A candidate may be disqualified, at the discretion of the nominating committee, for not observing rules governing campaigning.

Nomination. The Association shall make available, upon request, detailed director nomination instructions. A qualifications committee, of one or more persons appointed by the board of directors, shall review candidate applications to determine that a candidate is qualified to stand for election. Nominations must be received by the Association at least 90 days prior to the published annual meeting date, or election date if an election is to be held at a date and time other than an annual meeting. The names of candidates and related nomination information shall be furnished to each member of the Association at least 30 days prior to the election. Any question on the qualifications of a candidate shall be submitted in writing to the Association at least 15 days prior to the election. Candidate nominations will no longer be accepted from the floor at the Annual General Meeting (AGM).

- Balloting is closed 48 hours prior to AGM.
- Candidates and SRA are contacted on results within 24 hours after closing.
- Election results announced to the membership at AGM.

Election. Elections shall take place as follows: elections for director position 1, 2, 3, and 4 shall take place in even-numbered years; for director position 5, 6, 7, 8, and 9 shall take place in odd-numbered years.

Term. Directors shall serve a two-year calendar term commencing on January 1 following the date of their election, and until their successor is elected. Directors may serve no more than two consecutive elected terms. The Directors' terms could be two years plus the additional time in fulfilling a vacancy of another board member if appointed.

Section 4.3 Removal; Resignation. Any director may be removed by the Owners with or without cause by vote at a meeting held for that purpose by a majority vote of the voting power of the Association present, in person or by proxy, and entitled to vote at any meeting of the Owners at which a quorum is present. Any director elected by the Owners or appointed by the board of directors in accordance with Section 4.4 may be removed by a two-thirds (2/3) vote of the board of directors without cause. The board of directors shall request the resignation of such director. If such resignation is not received by the board of directors within ten days after such resignation has been requested, the board of directors is empowered to and shall thereupon declare such office vacant, and such office shall be filled in accordance with the provision of these bylaws.

Any director may resign by submitting a written notice to the board stating the effective date of his or her resignation, and acceptance of the resignation shall not be necessary to make the resignation effective.

Section 4.4 Vacancies. Any vacancy occurring on the board of directors, whether by removal, resignation, death, increase in number of directors, or otherwise, shall be filled by a majority of the remaining directors, irrespective of quorum requirements of the Board.

Section 4.5 Meetings. There shall be a regular annual meeting of the board of directors immediately following the annual meeting of the members of the Association, and the board may establish regular meetings to be held at such other places and at such other times as it may determine from time to time. After the establishment of the time and place of such regular meetings, no further notice thereof need be given. Special meetings of the board may be called by the president, or upon written request delivered to the Secretary of the Association by any two directors. Regular and special meetings may be held in the principal office of the Association or such other place as is designated by resolution of the Board of Directors.

Section 4.6 Notices; Waiver. Three days notice of special meetings shall be given to each director by the Secretary. Such notice may be given orally, in person or by telephone, or in writing, served on or mailed or telegraphed to each director.

Written waiver of notice signed by, or attendance at a meeting by, a director shall constitute a waiver of notice of such meeting except where attendance is for the express purpose of objecting to the failure to receive such notice or to defects in the notice.

Section 4.7 Quorum; Vote Required; Adjournment. At any meeting of the board of directors, one-half of the number of directors acting and qualified shall constitute a quorum. If a quorum exists, the action of a majority of the directors present and voting shall be the act of the board of directors, except as otherwise specifically required by the articles of incorporation or these bylaws. If a quorum does not exist, a majority of the directors may adjourn the meeting from time to time without further notice other than announcement at the meeting.

Section 4.8 Action of Directors Without a Meeting. Any action required to be taken or any action which may be taken at a meeting of the directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 4.9 Executive Committee of Board of Directors. The board of directors may, by resolution, create an Executive Committee of the board. The number of members of the Executive Committee and the persons who shall be members thereof shall be determined by the board. Unless limited by resolution of the board, the Executive Committee shall have all of the powers of the board to arrange and direct all of the business affairs of the Association and, whenever in these bylaws or otherwise an action is required to be taken or may be taken by the board, such action may be taken by the Executive Committee and shall be deemed to have been taken by the board of directors. All of these provisions in these bylaws with respect to notice of meetings, quorum at meetings, voting at meetings, waivers of notice of meetings, and actions of directors without a meeting shall be applicable to the Executive Committee.

ARTICLE V. OFFICERS

Section 5.1 General. The officers of the Association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be appointed by the board of directors to serve at the pleasure of the board. The board of directors may appoint such other officers, agents, factors, and employees as it may deem necessary or desirable. Any person may hold two or more offices simultaneously; except that the President shall not hold any other office.

Section 5.2 President. The President shall be the principal executive officer of the Association and, subject to the control of the board of directors, shall direct, supervise, coordinate and shall have general control over the affairs of the Association, and shall have the powers generally attributable to the chief executive officer of an Association. The President shall preside at all meetings of the members of the Association.

Section 5.3 Vice President. Vice Presidents may act in place of the President in case of his or her death, absence, inability or failure to act, and shall perform such other duties and have such authority as is from time to time delegated by the board of directors or by the President.

Section 5.4 Secretary. The Secretary shall be the custodian of the records and of the seal of the Association and shall affix the seal to all documents requiring the same, and shall see that all notices are duly given in accordance with the provisions of these bylaws and as required by law, and that the books, reports, and other documents and records, of the Association are properly kept and filed; and in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the board of directors or by the President. The board may appoint one or more Assistant Secretaries who may act in place of the Secretary in case of his or her death, absence, inability or failure to act. The Secretary shall maintain as part of the Association records a current record of Owners within Semiahmoo Resort Community, and of the Owners and units within each cost center, based on notices pursuant to Section 4.09 of the Declaration.

Section 5.5 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association, shall deposit all such funds in the name of the Association in such depositories as shall be designated by the board of directors, shall keep books of account and records of financial transactions and condition of the Association and shall submit such reports thereof as the board of directors may, from time to time, require; and in general, shall perform all the duties as may, from time to time, be assigned to him or her by the board of directors or by the President. The board may appoint one or more Assistant Treasurers who may act in place of the Treasurer in case of his or her death, absence, inability or failure to act.

Section 5.6 Compensation. Officers, agents, factors and employees shall receive such reasonable compensation for their services as may be authorized or ratified by the board of directors. Appointment of an officer, agent, factor or employee may not of itself create contractual rights to compensation for services performed as such officer, agent, factor or employee.

ARTICLE VI. CONTRACTS, CONVEYANCES, CHECKS AND MISCELLANEOUS

Section 6.1 Contracts. The board of directors may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of the Association, except as otherwise specifically required by the certificate of the Association or these bylaws.

Section 6.2 Conveyances and Encumbrances. Association property may be conveyed or encumbered by authority of the board of directors or the Executive Committee of the board or such other person or persons to whom such authority may be

delegated by resolution of the board or of the Executive Committee of the board. Conveyances or encumbrances shall be by instrument executed by the President or a Vice President and by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer, or executed by such other person or persons to whom such authority may be delegated by the board or the Executive Committee of the board.

Section 6.3 Checks. All checks, drafts, notes and orders for the payment of money shall be signed by the President or a Vice President or the Treasurer, or shall be signed by such other officer of the Association as shall be thereto duly authorized by resolution of the board of directors.

Section 6.4 Fiscal Year. The fiscal year of the Association shall be January to December.

Section 6.5 Inspection of Corporate Records and Accounts. The records with respect to Owners and sites, the books of account including financial records and common or special cost center budgets, the minutes of proceedings of Owners and directors and of the Executive and other committees of directors, and the articles of incorporation and bylaws shall be open to inspection at any reasonable time during normal business hours upon the reasonable advanced notice of any Owner, agent, or holder of mortgage or their agents, for a purpose reasonably related to his or her interests as an Owner or special member at any reasonable time, and for a purpose reasonably related to his or her interests as an Owner or special member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Written requests for inspection shall be made in writing upon the President or Secretary of the Association.

Section 6.6 Seal. The board of directors may adopt a corporate seal of such design as it may deem appropriate.

ARTICLE VII. RIGHTS AND OBLIGATIONS OF THE ASSOCIATION AND ITS MEMBERS

Section 7.1 Annual Assessments. The board of directors shall fix, levy and collect assessments in the manner and for the purposes specified in the Declaration, and the members shall pay assessments as therein provided.

Section 7.2 Other Rights and Obligations. The Association has agreed pursuant to Article III of the articles of incorporation, to assume, accept and perform all obligations and duties of the "Association" as set forth in the Declaration. All the relative rights and duties of the Association and the members as therein prescribed shall be binding on said parties to the same extent as if set forth in full in these bylaws. The Declaration has been recorded under No.1492055 and recorded amendments of the records of Whatcom County, Washington. In the case of a conflict or inconsistency between these bylaws and the Declaration, the Declaration shall control.

ARTICLE VIII. AMENDMENTS


Section 8.1 Articles of Incorporation. Amendments may be made to the articles of incorporation by a majority vote of the members or by proxy votes of the Association at any annual meeting or special meeting of the membership provided that the notice of such meeting states that such amendment is to be considered.

Section 8.2 Bylaws. These bylaws may at any time and from time to time be amended, altered or repealed by the majority vote of the board of directors or by a majority vote of the membership attending a meeting in person or by proxy at any annual or special meeting, provided that the notice of such meeting states that such amendment, alteration or repeal is to be considered.


Section 8.3 Limitation on Amendment. No amendment of the articles of incorporation or of these bylaws shall be adopted which is inconsistent with or contrary to any provision of the Declaration, unless such provision has been amended or repealed as provided for in the Declaration, and no amendment of these bylaws shall be adopted which is inconsistent with or contrary to any amended provision of the Declaration.

The officers are authorized to sign the amended bylaws pursuant to a majority vote of the general membership in favor of the amended bylaws pursuant to a duly notified meeting on the 1st day of November, 2008, by a vote of 48.34% for approving the amended bylaws and a vote of 0.92% against the amended bylaws.

DATED this 15 day of JUNE, 2016.



President



Secretary

Final approved by membership on 11-1-08. Revised on 8-17-12, 11-16-12, 6-21-13, 5-9-14, 8-15-14. 10-21-15 and 11-18-15 by SRA BOD.