

FIRST AMENDMENT
TO
BYLAWS
OF
SUNRISE MASTER ASSOCIATION

This FIRST AMENDMENT TO BYLAWS OF SUNRISE MASTER ASSOCIATION (“First Amendment”) is made effective _____, 2022. This First Amendment was duly adopted by the Board of Directors as memorialized below.

1. Amendments. The Bylaws of Sunrise Master Association dated October 18, 2016 (“Bylaws”) are amended as follows.

1.1. Suspension. Section 4.9 of the Bylaws is deleted in its entirety and replaced with a new Section 3.7 as follows:

3.7 SUSPENSION. The Association, through its Board of Directors, has the right to suspend voting rights and the rights to use the Common Areas by any Owner: (a) for a period during which any Assessment against such Owner’s Unit remains unpaid; and/or (b) for any period in which the Owner is in violation of the Association’s published rules and regulations.

1.2. Place of Membership Meetings. Section 4.3 of the Bylaws is deleted in its entirety and replaced with a new Section 4.3 as follows:

4.3 PLACE OF MEETING. Meetings will be held at the principal office of the Association or such other place within Pierce County, Washington, designated by the Board of Directors, with first preference given to a convenient place within Sunrise; provided, meetings of the Association may be conducted through one or more means of remote communication through which Members not physically present may participate in the meeting substantially concurrently, vote on matters submitted to the Members, pose questions, and make comments. A Member participating in a meeting by this means is considered present in person at the meeting. For any meeting at which one or more Members may participate by means of remote communication, the Association will deliver notice of the meeting to each Member by a means that the Member has authorized and provide complete instructions for participating in the meeting by remote communication.

1.3. Notice of Membership Meetings. The second sentence of Section 4.4 of the Bylaws is deleted in its entirety and replaced with the following:

Not less than 14 nor more than 50 days before the date of the meeting, the Secretary or an officer of the Association will provide notice to each Member entitled to vote at such meeting.

1.4. Quorum and Voting Requirements. Section 4.6 of the Bylaws is deleted in its entirety and replaced with a new Section 4.6 as follows:

4.6 QUORUM AND VOTING REQUIREMENTS.

4.6.1 A “Quorum” is present throughout any meeting if 10% of the votes entitled to be cast at such meeting are: (a) present in person or by proxy at the beginning of the meeting; (b) have voted by absentee ballot (as provided in Section 4.7.2); or (c) are present by any combination of (a) and (b) above. Once a Member is represented for any purpose at a meeting, the Member is deemed present for Quorum purposes for the remainder of the meeting, notwithstanding the withdrawal of enough Members to leave less than a Quorum. Quorum may be applied to the entire membership or to a separate Class or voting group if the matter at issue is not for the consideration of the entire membership.

4.6.2 Members may take action at a meeting on matters with respect to which all Members are entitled to vote only if a Quorum of all Members is present. Members of a Class entitled to vote as a separate voting group on a matter specific to that Class may take action on a matter at a meeting only if a Quorum of the Class Members is present with respect to that matter.

4.6.3 If a Quorum is present, then action on a matter other than election of Directors is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Declaration, the Articles, these Bylaws, or applicable law require a greater number of affirmative votes.

1.5. Proxies and Absentee Ballots. Section 4.7 of the Bylaws is deleted in its entirety and replaced with a new Section 4.7 as follows:

4.7 PROXIES AND ABSENTEE BALLOTS.

4.7.1 Proxies. At all Member meetings, a Member may vote by proxy, executed in writing by the Member, by the Member’s attorney-in-fact, or by the Member’s legal representative duly appointed by a Superior Court of the State of Washington. A Member may also appoint a proxy by electronic transmission, including recorded telephone calls, voice mail and e-mail, provided that the transmission contains or is accompanied by sufficient information to determine the sender’s identity. The Association will retain a copy of such transmission for 60 days following the announcement of a vote. Proxies must be filed with or received by the Secretary of the Association before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy will be invalid after 11 months from the date of its execution.

4.7.2 Absentee Ballots. Whenever proposals or Directors are to be voted upon at a meeting, a Member may vote by duly executed absentee ballot if: (a) the name of each candidate and the text of each proposal to be voted upon are set forth in a writing accompanying or contained in the notice of the meeting; (b) a ballot is provided by the Association for such purpose; and (c) the Association is able to verify that the ballot is being cast by the Member having a right to do so. Absentee ballots will be provided for a meeting only at the discretion of the Board.

1.6. Voting by Mail or Electronic Ballot. Section 4.8 of the Bylaws is amended as follows:

1.6.1. The heading for Section 4.8 of the Bylaws is deleted in its entirety and replaced with a new heading as follows:

4.8 VOTING BY MAIL OR ELECTRONIC BALLOT.

1.6.2. Section 4.8.1 of the Bylaws is deleted in its entirety and replaced with a new Section 4.8.1 as follows:

4.8.1 A vote may be taken without a meeting if the Board determines that the matter or matters should be decided by written mail ballots or electronic ballots. Approval by ballot pursuant to this Section 4.8 is valid only if the number of votes cast by ballot equals or exceeds the Quorum that would have been required to be present if a meeting authorizing the action had been held.

1.6.3. Section 4.8.4 of the Bylaws is deleted in its entirety and replaced with a new Section 4.8.4 as follows:

4.8.4 All solicitations for votes by written mail ballot or electronic ballot must state: (a) the time and date by which a ballot must be delivered to the Association to be counted, which may not be fewer than 14 days after the date of the notice and which deadline may be extended in accordance with Section 4.8.6; (b) the percentage of votes necessary to meet the Quorum requirements; (c) the percentage of votes necessary to approve each matter other than election of Directors; and (d) the time, date, and manner by which Members wishing to deliver information to all other Members regarding the subject of the vote may do so. A ballot cast pursuant to this Section 4.8 may be revoked only by actual notice to the Association of revocation. The death or disability of a Member will not revoke a ballot unless the Association has actual notice of the death or disability before the date set forth in (a) of this Section 4.8.4. A ballot or revocation is not effective until received by the Association.

1.6.4. Section 4.8.5 of the Bylaws is deleted in its entirety and replaced with a new Section 4.8.5 as follows:

4.8.5 The results of each action taken by written mail ballot or electronic ballot will be certified by the Secretary and, along with the ballots or a report of the ballots, will be included in the minutes of meetings of the Members in the permanent records of the Association. Such action will have the same force and effect as a vote of the Members at a meeting. Within 10 days after receiving authorization for any action by written mail ballot or electronic ballot, the Secretary will publish the results in a manner that fairly summarizes the material features of the authorized action.

1.6.5. Section 4.8.6 of the Bylaws is deleted in its entirety and replaced with a new Section 4.8.6 as follows:

4.8.6 If the Association does not receive a sufficient number of votes to constitute a Quorum or to approve the proposal by the date and time established for return of ballots, the Board of Directors may extend the deadline for a reasonable period not to exceed 11 months upon further notice to all Members. Such notice must be sent in the same manner as the original notice of the vote by

ballot. In the event of an extension, all votes previously cast on the proposal must be counted unless subsequently revoked as provided in Section 4.8.4.

1.7. Election and Term of Directors. Section 5.3 of the Bylaws is deleted in its entirety and replaced with a new Section 5.3 as follows:

5.3 ELECTION AND TERM. The Board will adopt procedures from time to time for nominating and electing Directors in accordance with these Bylaws and the Declaration. If a Class of membership is entitled to elect one or more Directors in accordance with the Declaration, only the Members of that Class will be entitled to vote for such Directors. No Director elected by Class A or Class B may serve in one office for more than two consecutive two-year terms. Directors elected by Class C may serve in one office for any number of consecutive two-year terms.

1.8. Remote Communication; Proxies. Section 6.5 of the Bylaws is deleted in its entirety and replaced with a new Section 6.5 as follows:

6.5 REMOTE COMMUNICATION; PROXIES. The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, one or more means of remote communication through which all Directors may simultaneously participate with each other during the meeting. A Director participating in a meeting by this means is considered present in person at the meeting. For any meeting at which one or more Directors may participate by means of remote communication, notice of the meeting must be delivered to each Director by a means that the Director has authorized and provide complete instructions for participating in the meeting by remote communication. No proxy for a Director, however appointed, may participate in any vote of the Board or a committee thereof, be counted for purposes of determining a Quorum, or execute any written consent on behalf of the Director.

1.9. Open Meetings. The first sentence of Section 6.8 of the Bylaws is amended by deleting the following words: "Subject to the provisions of Section 6.9."

1.10. Notice of Sanction. Clause (iii) of Section 11.2.1 of the Bylaws is deleted in its entirety and replaced with a new Clause (iii) as follows:

(iii) a period of not less than 10 days within which the alleged violator may present a written request for a hearing to the Board or to the responsible Board committee, if one has been appointed pursuant to Article XII;

2. Ratification. Except as otherwise provided in this First Amendment, the Bylaws remain in full force and effect.

The undersigned hereby certifies that they are the duly elected and acting Secretary of SUNRISE MASTER ASSOCIATION, a Washington nonprofit corporation; and

The foregoing First Amendment to the Bylaws of Sunrise Master Association was duly adopted by a vote of the Board of Directors thereof effective as of _____, 2022.

Dated this ____ day of _____, 2022.

Print Name: _____
Secretary