

**SECOND AMENDMENT TO BY-LAWS OF  
MARTHA'S LANDING CONDOMINIUM ASSOCIATION**

THIS SECOND AMENDMENT to the By-laws of Martha's Landing Condominium Association (hereinafter, the "By-laws"), is made as of this 31<sup>st</sup> day of JANUARY, 2009.

**RECITALS**

**WHEREAS** Section 8.14(a) of the Declaration permits the Association to amend the By-laws;

**WHEREAS** The Martha's Landing Condominium Association (hereinafter, the "Association") desires to amend the By-laws to allow the Association to conduct voting by mail;

**WHEREAS** this Second Amendment to the By-laws does not constitute an "Extraordinary Action" or a material amendment as described in Section 17 of the Declaration and is therefore not subject to the requirements of Section 17;

**WHEREAS** Article VI of the By-laws permits the By-laws to be amended in accordance with the provisions of the Declaration and permits provisions of the By-laws not governed by the Declaration to be amended by a majority vote of the Unit Owners;

**WHEREAS** the Owners held a meeting and a vote regarding this Amendment on June 13, 2009, after proper notice was duly given to all Owners in accordance with RCW 64.34.322, Section 21.1 of the Declaration and Article III, Sections 3 and 4 of the By-laws of Martha's Landing Condominium Association;

**WHEREAS** pursuant to Article VI of the By-laws, a majority of the Unit Owners present in person or by proxy voted in favor of this Second Amendment to the By-laws at the meeting duly called by the Board;

**NOW, THEREFORE** to accomplish the foregoing purposes, the undersigned declare and certify that the above-stated conditions have been met and hereby adopt the following Second Amendment to the By-laws:

**A. The following new Article III, Section 10 is hereby added to the By-laws:**

Section 10. Voting by Mail. The Board may decide that voting of the Owners shall be by mail and without a meeting of the Association with respect to any particular election of the Board or with respect to the adoption of any

proposed amendment to the Declaration, or with respect to any other matter for which approval by the Owners is required by the Washington Condominium Act, the Declaration or the By-laws, in accordance with the following procedure:

(a) The secretary shall send written notice and one written ballot per Unit to the Unit Owner (or the Unit's voting representative, if applicable), which notice if concerning an election shall include the number of Board members to be elected and the names of the nominees, the text of any proposed amendment to the Declaration or By-laws, and/or a proposed resolution for action which sets forth a description of the proposed action. The notice shall be sent to the physical mailing address of record for each Unit Owner. The notice shall state that the Owners are entitled to vote by mail for the election of Board members or for or against the proposals as applicable by delivering the completed enclosed ballot to a specified mailing address on or before a specified date not less than ten (10) days after delivery of notice to the Owners (the "Deadline"). The Board may, at its sole discretion, extend the Deadline in order to achieve a quorum, or for other reasonable purpose, provided all Owners are sent written notice of the extension.

(b) With respect to issues on which voting is conducted by mail, submission of ballots representing 25% of the total voting power of the Association shall constitute a quorum for voting by mail.

(c) Any proposal shall be adopted if a quorum for voting by mail is represented and the proposal is approved by the affirmative vote of not less than a majority of the votes cast on such question, unless a greater or lesser voting requirement is established by the Washington Condominium Act, the Declaration or the By-laws.

**EXCEPT AS AMENDED HEREBY**, the By-laws shall remain in full force and effect. This Second Amendment to the By-laws shall take effect upon adoption. The terms of this Second Amendment to the By-laws control over any inconsistent provision of the By-laws.

DATED this 31<sup>ST</sup> day of JANUARY, 2009.

THE MARTHA'S LANDING CONDOMINIUM ASSOCIATION

By: [Signature]  
Print Name: Cory Bagley  
Title: Treasurer

By: [Signature]  
Print Name: Billie Brandon  
Title: at large