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SECOND AMENDED AND RESTATED BY-LAWS
OF
RIMROCK COVE OWNERS ASSOCIATION

Related Document: *By-Laws of Rimrock Cove Owners' Association recorded October 29, 1991, Reel 007, Pages 2332 through 2347*

GRANTOR(S):

1. RIMROCK COVE OWNERS' ASSOCIATION

GRANTEE(S):

1. RIMROCK COVE OWNERS' ASSOCIATION

LEGAL DESCRIPTION:

ALL OF RIMROCK COVE DIVISION 1, ACCORDING TO THE PLAT THEREOF RECORDED IN BOOK 9, PAGES 40 -42 OF PLATS, GRANT COUNTY, WASHINGTON.

ASSESSOR'S TAX PARCEL NUMBERS: 07-0981-000 through 07-1182-000

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Second Amended and Restated By-Laws of Rimrock Cove Owners Association

ARTICLE I NAME AND LOCATION

Section 1. The name of the Association shall be Rimrock Cove Owners Association, hereinafter referred to as the "Association".

Section 2. The principal office of the Association shall be located at Rimrock Cove on Blue Lake, Grant County, State of Washington. Subsidiary offices may be located within or without the state as the Board of Directors of the Association may from time to time determine. Meetings of the members and of the directors may be held at such place within or without the state of Washington as may be designated by the Board of Directors from time to time.

ARTICLE II PURPOSES

Section 1. This Association shall be conducted as a non-profit corporation for the purposes set forth in the Articles of Incorporation and in the Declaration of Covenants, Conditions, Reservations and Restrictions applicable to the properties as recorded in the office of the Auditor of Grant County, Washington.

Section 2. The purposes for which this Association was created may be altered, modified, amended, enlarged or diminished by a vote of a majority of the membership present at a meeting duly called for such purpose. A notice of such meeting shall be given as hereinafter provided in Article IV, Section 3.

ARTICLE III DEFINITIONS

Section 1. "Association" shall mean and refer to Rimrock Cove Owners Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in Article I, Section 3, of the Declaration of Covenants, Conditions, Reservations and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the association.

Section 3. "Common area" shall mean all real property in Rimrock Cove owned by the Association for the common use and enjoyment of the owners.



Section 4. "Lot" shall mean and refer to any plot of land shown up any recorded subdivision map of the properties, with the exception of the common areas.

Section 5. "Owners" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the properties within Rimrock Cove. In the event the lot has been sold on contract, the contract purchasers are the owners.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Reservations and Restrictions applicable to the properties as recorded in the office of the Auditor of Grant County, Washington, (hereinafter referred to as "Declaration").

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration and Articles of Incorporation of this Association.

Section 8. "Rules and Regulations" shall mean and refer to those Rules and Regulations adopted or amended by the Board of Directors of Rimrock Cove and approved by the owners at a regular meeting.

ARTICLE IV MEETINGS OF THE MEMBERS OF THE ASSOCIATION

Section 1. Annual Meeting. The annual meeting of the Association shall be held on Saturday of the Memorial Day weekend of each calendar year at Rimrock Cove at 10 a.m. or at such other time and place as may be fixed by the Board of Directors of the Association.

Section 2. Special Meeting. Special meetings of the members shall be held whenever called by the President or Vice President or by a majority of the members of the Board of Directors, and must be called by such officers upon receipt of a written request of the members entitled to cast ten percent (10%) of the votes of the entire membership.

Section 3. Notice of Meetings. A written or printed notice of every meeting of the Association, stating whether it is an annual meeting or special meeting, the authority for the call of the meeting, the place, day, and hour thereof, and the purpose or purposes therefore shall be given by the Secretary or the person or persons calling the meeting at least ten (10) days before the date set for such meeting. Such notice shall be given to each member in any of the following ways:

1. By leaving the same with the person personally; or
2. By leaving the same at the residence or usual place of business of such member; or
3. By mailing the notice, postage prepaid, addressed to each member, at his/her address as it appears in the records of the Association on the day of the mailing.
4. By emailing the notice to the person at his/her email address as it appears in the records of the Association on the day of the emailing.

If notice is given pursuant to the provisions of this section, the failure of any member to receive actual notice of the meeting shall in no way invalidate the meeting or any proceedings thereat.



Notice of any meeting may be waived in writing before or after any such meeting. Attendance by a person at any meeting shall be deemed effective notice of the meeting to such person irrespective of whether notice was otherwise effective under these Bylaws. The Secretary shall file, at the date of mailing, a verification of mailing or emailing to each member and file the original verification with the records of the Association.

Section 4. At any meeting of the Association, the presence at such meeting of members entitled to cast, or proxies entitled to cast, one tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration of Covenants, or these By-Laws.

If, however, such quorum shall not be present or represented at such meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at meeting, until a quorum, as aforesaid, shall be present or be represented. At any meeting at which a quorum is present, a majority of such members constituting a quorum, either in person, or by representative, shall be valid and binding upon the Association except where otherwise provided by law, these By-Laws, the Articles of Incorporation, or the Declaration of Covenants.

Section 5. Voting. An owner shall have one (1) vote regardless of the number of lots owned, and the interest of each member shall be equal to that of any other member, and no member may acquire any interest which will entitle him or her to any greater voice, vote or authority in the Association than any other member.

The vote for any membership owned by a marital community shall be cast by the person designated by the marital community who is present, or by a person the marital community has designated to vote through a proxy signed by each member of the marital community. In the event the vote member of a marital community or any other lot or lots owners cannot agree among themselves, as to whom shall cast the vote, their vote shall be disregarded.

The authority given by one member to another person to represent such member at a meeting or meetings of the Association shall be in writing, signed by such member; or, if a lot or lots are jointly owned, then all joint owners must sign the written document. If such member is a corporation, the president and secretary thereof shall sign the document.

The written document shall be filed with the Secretary of the Association prior to the commencement of the meeting. Unless limited by its terms, such written authority shall be declared good until revoked in writing.

Section 6. Order of Business. The order of business at the annual meeting of the members and, as far as practical, at all other Board of Directors and/or Committee meetings shall be as follows:

1. Calling of the role and certifying proxies;
2. Proof of notice of meeting or waiver;
3. Acknowledging that a quorum does or does not exist;
4. Reading and accepting, amending or rejecting the minutes of prior meeting;



5. Reports of Committees;
6. Approval or rejection of reimbursing directors expenses as Authorized in Article V, Section 1, of these by-laws;
7. Election of directors;
8. Appointment of the Nominating Committee, pursuant to Article V, Section 5, of these By-Laws;
9. Old business;
10. Unfinished business;
11. New business; and
12. Adjournment.

Section 7. Adjournment. Any meeting of the Association, the Board of Directors or a Committee may be adjourned from time to time to such place and time as may be determined by a majority vote of the members present, whether a quorum be present or not, without notice other than the announcement at the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted by a quorum at a meeting as originally called.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number and Qualifications. The business of the Association shall be governed by a Board of Directors composed of not less than nine (9) persons. All directors shall be members of the Association. All directors shall serve with compensation each year not to exceed one year's dues.

However, the members at an annual meeting may determine to reimburse each Director in reasonable amounts for actual expenses incurred by him/her in performing their duties.

Section 2. Election and Terms of Office. The directors shall serve for a term of three (3) years. No director shall serve for more than two consecutive terms. (Adopted May 2003). It is the intention that not more than one-third (1/3) of the directors be up for election in any given year. (Adopted and approved May 24, 2008)

Section 3. Vacancies on the Board. Any vacancy in the Board of Directors, other than the removal of a director by a vote of the members of the Association, shall be filled by vote of the majority of the remaining directors at a regular or special meeting called to fill a vacancy. Any person appointed by the Board of Directors to fill a vacancy, shall serve for the unexpired term of his predecessor and shall serve until a successor is elected or appointed.

Section 4. Removal of Directors. Any director may be removed by concurrence of two-third (2/3) vote of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting. Should, for any reason, the members fail to elect a replacement board member, then in said event, the Board of Directors, at their next regular meeting, shall



appoint the successor to the removed director.

Section 5. Nomination of Directors. Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the opening of the next annual meeting. Such appointments shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less in any event than the number of vacancies that are to be filled.

Section 6. Organizational Meeting. The first meeting of the Board of Directors shall be held within one week of election to be held at such place and time as shall be fixed by the directors in attendance at the annual meeting. No notice shall be necessary to the newly-elected directors in order to constitute such meeting, provided a quorum is present at the Board meeting. The directors shall elect officers and assign work assignments at the first meeting of the Board. The Board may, but they need not, conduct other business of the Board during this meeting.

Section 7. Regular Board Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time, by a majority of the directors. Notice of regular meetings of the Board of Directors shall be given each director personally by mail or email, addressed to the director's residence or email address of record with the Association, or by telephone, at least ten (10) days prior to the day named for such meeting..

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the president, or by the written request of at least three (3) Directors, upon giving ten (10) days notice to each director in the manner specified in Section 7 of this Article.

Section 9. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him or her of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 10. Board Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business. Directors may attend board meetings, whether regular or special, by telephone provided that the director and all members in physical attendance can hear one another during the meeting. Adopted and approved at Annual Meeting May 2007. The acts of the majority shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which may have been transacted at the meeting as originally called may be transacted without other or further notice.



Section 11. Bonds of Officers and Other Designated Persons. The Board of Directors shall require that all officers and other Board-designated persons of the Association handling or responsible for corporate or Association funds shall be adequately bonded. The premiums on such bonds shall be paid by the Association as a common expense.

Section 12. Powers of the Board of Directors. The board of Directors shall, in addition to powers granted by law, the Articles of Incorporation, the By-Laws and the Declaration of Covenants, have the following powers:

1. Adopt, amend publish and enforce rules and regulations governing the conduct of members, the use of common area and facilities, and the personal conduct of the members and their guests and invitees thereon, and to establish penalties for any infraction thereof;
2. Suspend the voting rights and rights to the use of recreational facilities by a member during any period in which such member shall be in default in the payment of any dues or assessments levied by the Board of Directors or the Association. Such rights may also be suspended after notice and an opportunity for a hearing, for a period not to exceed sixty (60) days for any infraction of adopted rules and regulations;
3. Exercise for an on behalf of the Association all powers, duties, and authority vested in or delegated to the Association, and not specifically reserved to the membership, by the provisions of these By-Laws, the Articles of Incorporation of the Association, the statutes of the State of Washington, or the Declaration of Covenants;
4. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three consecutive regular meetings of the Board of Directors and such absences are unexcused;
5. Employ a manger, managing agent, caretaker, independent contractor, or such other employees and agents as the Board deems necessary. The Board shall fix and prescribe for all agents and employees, the duties, compensation and other terms and conditions of employment.
6. To do all things necessary for the administration of the business of the Association, and for the accomplishment of the best interests of the Association, its facilities, utilities and properties.

Section 13. Duties of the Board of Directors. It shall be the duty of the Board of Directors to:

1. Cause to be kept a complete record of all its meetings and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Association members who are entitled to vote;



2. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
3. To supervise the care, upkeep and security of Rimrock Cove and the common areas and facilities;
4. As more fully provided in the Declaration:
 - (1) To fix the amount of the annual dues and/or assessments against each lot at least sixty (60) days in advance of each annual dues period;
 - (2) Provide means for the collection of such dues and assessments as determined by the Board;
 - (3) Give written notice of dues to every member and owner subject there to at least thirty (30) days in advance of the due date thereof; and
 - (4) Foreclose a lien against any property for which dues or assessments are not paid within thirty (30) days after the due date, or bring an action at law against the owner or member personally obligated to pay the same.
5. Issue, or cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any dues have been paid, a reasonable charge may be imposed by the Board for the issuance of these certificates. If a certificate states payment, such certificate shall be conclusive evidence of payment;
6. Procure and maintain adequate liability, fire, theft or other casualty insurance on property owned by the Association;
7. Provide for the maintenance, repair, upkeep of the utilities, common properties, and facilities of the Association and the watering, fertilizing and lawn mowing of individual lots; whereas, the cost of an individual purchase, such as a capital equipment item is not to exceed \$7500.00, unless deemed an emergency by a majority of the Board at a board meeting, (Adopted and approved Annual Meeting, May 2007) .
8. To enforce the Rules and Regulations of Rimrock Cove. said duty may be delegated at the Board's discretion to the Manager, Security Personnel or any other person or persons so designated by the Board of Directors.

ARTICLE VI OFFICERS OF THE ASSOCIATION

Section 1. Designation. The executive officers of the Association shall be a President, Vice President, Secretary and a Treasurer. The office of Secretary-Treasurer may be combined into one office. All officers shall be elected by and from the Board of Directors. The directors may appoint an Assistant Treasurer and Assistant Secretary and such other subordinate officers and terms thereof, as in their judgment may be necessary to accomplish the business of Rimrock Cove.



Section 2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board, and/or until their successors be elected and qualified.

Section 3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his/her successor elected at any regular meeting of the Board of Directors called for that purpose. Removal of such officer, however, shall not affect a removal from their position as a member of the Board of Directors. See Article V, Section 5, for the removal of a Board member.

Section 4. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The person appointed to fill such vacancy shall serve for the remainder of the unexpired term of the officer whom he/she replaces.

Section 5. Multiple Offices. The offices of Secretary and Treasurer may be held by any director. No person shall simultaneously hold more than any one of any of the other offices.

Section 6. Duties of 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 of Directors. He shall have all of the general powers and duties which are usually vested in the office of President of an Association, including but not limited to the power to appoint committees from among the directors and the owners from time to time as he/she may in his/her discretion decide is appropriate to assist in the conduct of the business of the Association.

Section 7. Duties of Vice President. The Vice President shall take the place of the President and perform his/her duties whenever the President shall be absent or unable to act. If neither the President nor Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties (in particular, Human Resources Director of the Rimrock Cove staff), as shall from time to time be imposed upon him/her by the Board of Directors or the President.

Section 8. Duties of the Treasurer. The Treasurer shall receive, safeguard and deposit in the Association account at such bank or banks as may be designated by the Board of Directors, all funds, securities and liquid assets of the Association. The Treasurer shall disperse funds of the Association under the direction of the Board of Directors on checks signed in the manner from time to time determined by the Board of Directors of account and shall make such report of the finances and transactions of the Association as may be required by the Board of Directors and shall prepare and present to the annual meeting of the members a full statement showing in detail the financial condition of the Association.

Section 9. Duties of the Secretary. The Secretary shall attend and keep the minutes of all meetings of the Board of Directors or the Association; shall give all notices as provided by the By-Laws and shall have such other powers and duties as may be incidental to the office of Secretary, given them by these By-Laws or assigned to them from time to time by the Board of Directors. If the Secretary shall not be present at any meeting, the Presiding Officer shall appoint a Secretary Pro Tempore, who shall keep the minutes of such meeting and record them in the



books provided for the purpose.

ARTICLE VII COMMITTEES

Section 1. Nominating Committee. As provided in Article V, Section 5, in these By-Laws, the Board of Directors shall, appoint a Nominating Committee to perform those duties and functions set forth in said Article and Section.

Section 2. Architectural Committee. The Board of Directors of the Association shall annually, at their annual organizational meeting, appoint an Architectural Committee. The Architectural Committee shall consist of as many persons, but in no event less than three (3), as the Board shall deem appropriate.

The Architectural Committee shall function and shall exercise the powers, rights, duties and obligations as are more particularly set forth in the Declaration of Covenants, Conditions, Reservations and Restrictions. The Architectural Committee may adopt rules and regulations to govern their duties and responsibilities. If so adopted by the Architectural Committee, a copy of the rules and regulations shall be mailed and/or emailed to each member at the address provided by the member and maintained in the Association office. Approval by the Board of Directors shall be required for any variance from the Declaration of Covenants, Conditions, Reservations and Restrictions, Rules and Regulations, and/or these Bylaws to accommodate an owner's request for which Architectural Committee approval is otherwise required.

Section 3. Other Committees. The Board of Directors may from time to time appoint such other committees as are deemed appropriate to carry out its purposes. Person appointed to any committee, unless otherwise directed in the Articles, By-Laws or Declarations, may be made from the Association membership and it is not otherwise required to be an officer or director of the Association.

ARTICLE VIII BOOKS AND RECORDS

Section 1. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection and copying by any member of the Association or the fee title holder to any lot. Copies of all pertinent documents of the Association, including but not limited to the Articles of Incorporation, By-Laws, Declaration and Rules and Regulations, shall be available for inspection by any member of the fee title holder to any lot at the offices of the corporation and copies made available at a reproduction cost, as the Board of Directors deems reasonable.



ARTICLE IX LIABILITIES OF OFFICERS AND DIRECTORS

Section 1. Limitation of Liability. No director or officer of the Association shall be liable for acts or defaults of any other director or officer or member or for any loss sustained by the Association or any member thereof unless the same has resulted from their own willful misconduct or gross negligence.

Section 2. Indemnification. Every director, officer and member of the Association shall be indemnified by the Association against all reasonable costs, expenses and liabilities, including attorney fees, actually and necessarily incurred by or imposed upon them in connection with any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which they may have been involved as a party or otherwise by reason of their having been a director, officer or member of the Association, whether or not, they continue to be such director, officer, or member at the time of the incurring or imposition of such costs, expense or liabilities except in relation to matters as to which they shall be finally adjudged in such action, suit, of gross negligence towards the Association in the performance of their duties or in the absence of such final adjudication, any determination of such liability in the opinion of legal counsel selected by the Association.

The foregoing right of indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law and shall inure to the benefit of legal representatives of such person.

ARTICLE X ACCOUNTING

Section 1. Budget. Consistent with the terms and conditions of the Declaration and of the levy of dues and assessments required to be made pursuant thereto, the Board of Directors shall adopt a budget for each fiscal year of the Association. The budget shall include the estimated funds required to defray common expenses, utilities expenses and provide funds for various accounts and activities of the Association. The budget will be broken down by month and show expenses and revenue and resulting cash flow.

Section 2. Accounts. The funds and expenditures of the Association as collected from annual or special dues, assessments and other charges shall be credited and charged against various accounts as shall be appropriate and as shall from time to time be established by the Board of Directors upon the direction of the Auditor.

Accounts may be establish for current expense, for the accumulation of reserves for maintenance, replacement, depreciation and obsolescence and for making additional improvements or for accumulations for making improvements, additions and betterments approved by the Board of Directors.



Section 3. Depository Bank. The depository account of the Association shall be maintained in such bank or banks as shall be designated from time to time by the Board of Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Board of Directors. The Board of Directors may, from time to time in their discretion, advise and direct the treasurer, or other person charged with the responsibility of investment of accumulated funds, as to the investment of such funds.

ARTICLE XI DUES, ASSESSMENTS AND LIENS

Section 1. Generally. The Board of Directors, pursuant to the provisions of Article X hereof and the Declaration, shall determine dues and assessments on an annual basis against each and every lot within the platted subdivision or divisions to be used to defray costs of the operation, construction and or maintenance of capital improvements generally classified as utilities such as water systems, sewage collection and disposal systems, garbage collection and disposal, roads and streets, walkways, common area and street lighting, including reserves for depreciation, replacement and obsolescence, of such improvements.

The dues shall be also used to defray the administrative costs and expenses of the Association, and the operation and maintenance of its properties, services, common areas, and those amenities which are open to use on a family or individual basis to the general Association membership as an adjunct of such membership.

Section 2. Lien for Nonpayment of Dues or Assessments. As more fully provided in the Declaration Articles III, Section e and Article IV, Sections 6 and 7, each lot owner is obligated to pay the Association dues and /or assessments which are secured by a continuing lien upon the property which the dues and assessments are.

Any dues and/or assessments which are not paid when due, shall be deemed delinquent. If the dues or assessments are not paid within thirty (30) days after the due date, they shall bear interest at the highest legal rate from the date of delinquency until paid; and the Association may bring an action at law or equity against the owner personally obligated to pay the same, or foreclose the lien against the property, and interest, costs and reasonable attorney fees of any such action shall be added to the amount of such delinquent dues and/or assessments.

No owner may waive or otherwise escape liability for dues or assessments provided for herein by non-use of the utility services available, the common areas, or by abandonment of their lot, or by any other mean whatsoever. Dues and/or assessments may be collected on an annual, semi-annual, quarterly, or monthly basis as the Board of Directors shall from time to time fix and determine.



ARTICLE XII MISCELLANEOUS PROVISIONS

Section 1. Rules and Regulations of Conduct. Rules and Regulations concerning the use of the lots and of the common areas and facilities may be adopted, promulgated and amended by the Board of Directors from time to time. Copies of such Rules and Regulations shall be mailed and/or emailed to each lot owner at the address provided by the lot owner and maintained in the Association office. The Board shall cause the Rules and Regulations so adopted to be mailed and/or emailed at the next regular mailing of the Association to the members. Such Rules and Regulations shall be in addition to and not inconsistent with the Declaration of Covenants, Conditions, Reservations and Restrictions, the Articles, and these By-Laws.

Section 2. Inconsistencies. Where, in these By-Laws, anything is in conflict with the Articles of Incorporation, the Declaration or the statutes of the state of Washington, the Articles and Declaration or statutes shall prevail. In the event any matter or issue, from time to time arises, which is not treated or provided for herein, reference for assistance in the determination of the matter or issue raised, may be made to the Declaration, to the Articles of Incorporation, or to the statutes in solving the matter or issue raised.

Section 3. Notices. Except as otherwise stated in these Bylaws, all notices to the Board of Directors to the officers of the Association or to the Association shall be sent by certified mail, return receipt requested, in care of the Managing Agent at the address of the Association office at Rimrock Cove, with a copy sent directly to the director(s) or officer(s) at the address of same taken from the membership addresses maintained by the Association.

Except as otherwise stated in these Bylaws, all notices to any lot owner shall be sent by certified mail, return receipt requested, to the address provided by the lot owner from time to time and maintained by the Association.

All notices shall be deemed to have been given when mailed, except notices of change of address which shall be deemed to have been given when received.

Section 4. Invalidity. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity or enforceability or effect of the balance of the By-Law provisions.

Section 5. Captions. The captions herein are inserted only as a matter of convenience and/or for reference and are not intended in any way to confine, limit or describe the scope of these By-laws or any provision thereof.

Section 6. The Use of Gender. The use of the masculine gender in these By-Laws shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural whenever the context so requires.

Section 7. Waiver. No restriction, condition, obligation or provision contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.



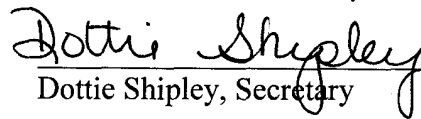
Section 8. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

In case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

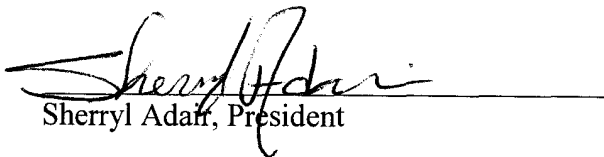
Section 9. The Association may adopt a corporate seal, circular in form, as prescribed by the statutes of the state of Washington for corporations organized pursuant to the provisions of RCW 24.03, which seal shall bear thereon the words "Rimrock Cove Owners Association," Corporate Seal, Washington, 1970.

Section 10. Amendment of By-Laws. Except as is otherwise expressly provided herein, these By-Laws may be amended, modified or revoked in any respect from time to time by a majority vote of the Board of Directors in the regular or special meeting called for that purpose; provide, that any such amendment shall be submitted to the general membership for their consideration and approval or disapproval by a majority vote of those in attendance at the next following annual meeting, or at a special meeting called for that purpose.

THESE SECOND AMENDED AND RESTATED BYLAWS were duly approved by not less than a majority vote and adopted by the Association on this 19 day of June, 2010 and hereby supersede all previous bylaws adopted by the Association.


Dottie Shipley, Secretary

APPROVED BY:


Sherryl Adair, President