

EXHIBIT "D"

Bylaws

**WANDERMERE ESTATES HOMEOWNERS ASSOCIATION
BYLAWS**

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WANDERMERE ESTATES HOMEOWNERS ASSOCIATION
BYLAWS

ARTICLE I
General

1.01 Nature of Bylaws. The following paragraphs contain provisions for the regulation and management of Wandermere Estates Homeowners Association, a nonprofit corporation organized and operating under the laws of the state of Washington.

1.02 Conflicts. In the event that there is a conflict between a provision of these Bylaws, a mandatory provision of the Articles of Incorporation, a mandatory provision of the laws of the state of Washington, or the Declaration and Covenants, Conditions, Restrictions and Reservations for Wandermere Estates, Housing for Persons 55 Years of Age or Older, recorded _____, 2003, under Spokane County Auditor's File No. _____ (the "Declaration"), as amended from time to time, then any conflict shall be resolved by giving priority to the mandatory provision of the laws of the state of Washington, then the Declaration, then the mandatory provision of the Articles of Incorporation, then these Bylaws.

ARTICLE II
Registered Agent and Office

2.01 Registered Agent and Office of the Corporation. The registered agent and office of the corporation in the state of Washington shall be Eleven-Fourteen, Inc., 422 W. Riverside Avenue, Suite 1100, Spokane, Washington 99201. The corporation may have such other offices, either within or without the state of Washington, as the Board may designate from time to time.

ARTICLE III
Definitions

3.01 "Association" shall mean and refer to the Wandermere Estates Homeowners Association.

3.02 "Board" shall mean the duly elected and then serving Board of Directors of the Association.

3.03 "Common Property" shall mean all real property described as such in Article 2 of the Declaration.

3.04 "Declarant" shall mean and refer to Wandermere Estates, LLC, and its successors and assigns if such successors or assigns.

3.05 "Declaration" shall have the meaning set forth in Section 1.02 hereof.

3.06 "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration. "Members" shall mean the collective of some or all of each person, entity or organization which is a Member.

3.07 "Owner" 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 Property, including contract purchasers, but excluding those having such interest merely as security for the performance of an obligation.

3.08 "Property" shall mean and refer to that certain real property described in the Declaration.

3.09 "Dwelling" shall mean and refer to any residential house or townhouse on a Lot or Lots in the Property with the exception of the common property.

ARTICLE IV Membership Meetings

4.01 Annual Meeting. There shall be at least one meeting of the Members annually. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association. Except for the initial meeting, the annual meeting of the Members shall be held on in the months of June, July or August of each year at the Property, or at such other reasonable time and place designated by the Board. In the event such annual meeting is omitted by oversight or otherwise, it may be held at a subsequent special meeting called in accordance with the provisions of these Bylaws and the laws of the State of Washington, and any business transacted or elections held at such meetings shall be valid as if transacted or held at the annual meeting.

4.02 Notice. The Board or its delegates shall give to the Members a notice of the annual meeting not less than ten (10) days nor more than sixty (60) days prior to the date fixed for the meeting. Notice shall be delivered by the Secretary or other officer specified in the Bylaws causing notice to 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. 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 adopted budget that result in a change in assessment obligation, and any proposal to remove a director or officer.

4.03 Special Meeting. Special meetings of the Members of the Association may be called from time to time at the discretion of the President, a majority of the Board, or the Members having twenty percent (20%) of the total votes. Written or printed notice stating the place, day, hour and purpose for which the meeting is called shall be sent in accordance with paragraph 4.02 above to each Member's last known address not less than ten (10) nor more than sixty (60) days before the meeting at the direction of the president or secretary. No business

shall be transacted at a special meeting except as stated in the notice, unless by consent of four-fifths (4/5) of the Members present, in person or by proxy.

4.04 Conduct of Meeting. The president of the corporation shall preside at all meetings of the Members, and the secretary of the corporation shall record the minutes of all such meetings.

4.05 Quorum. At any meeting of the Members of the corporation, the presence at the meeting of Members entitled to vote, or the proxies entitled to vote, one-half (½) of the total votes shall constitute a quorum for any action. The act of a majority of the Members present shall be the act of all Members, unless a greater number of votes is required by the Articles of Incorporation, the Declaration, or these Bylaws, in which case said required number of votes must be affirmatively cast to be the act of the Members.

4.06 Voting. Each Member shall be entitled to one (1) vote and, so long as Declarant has Class B voting rights, Declarant shall be entitled to three (3) votes on each matter submitted to a vote of the Members. The determination, if necessary, of which Member may vote shall be determined in accordance with Article 3 of the Declaration. Voting powers may be exercised by the guardian, administrator(s) or executor(s) of an owner's estate. Declarant shall be the voting Member with respect to any Lot owned by it. If a person owns more than one Lot, he/she/it shall have one vote for each Lot which he/she/it owns. Proxies are governed by Article 3 of the Declaration. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his/her/its Lot.

ARTICLE V Directors

5.01 Qualification. Directors need not be Members of the Association and may, but need not, be officers of the Association or residents of the state of Washington. Each director shall support the purposes of the Association.

5.02 Number. The Board shall consist of five persons.

5.03 Nomination and Election. Subsequent to the election of the initial board by the Members, each year thereafter the nominating committee shall propose directors for the Association as set forth in Section 7.02 hereof. The proposed directors will be presented to the general Members at the annual meeting, at which time nominations may be received from the floor.

Directors shall be elected by a vote of the Members at the annual meeting of the Members as provided herein. Voting for the election of directors shall be by secret ballot unless otherwise directed by the Board. Each Member shall have the right to vote for as many persons as there are directors to be elected, but no Member shall be entitled to cumulate votes.

Pursuant to the Declaration, the Declarant during a certain period of time may vote all of the votes attributable to it so as to elect some or all of the directors.

5.04 Term. Directors shall hold offices for three (3) years or until their successors shall have been elected and qualified, unless sooner removed as provided in these Bylaws. The initial Board shall, by lot, determine whether each shall serve a one, two or three year term so as to effect expiration of the terms of the appropriate member of Board at the time of the next annual meeting. At the expiration of each initial term of office, the members shall elect a successor director for a three (3) year term. Any director may be elected to serve an additional term or terms.

5.05 Resignation. Any director may resign at any time by giving written notice to the Association, the Board, the president or the secretary of the Association. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon its acceptance by the Board.

5.06 Removal. Prior to the termination of the period of Declarant control, if any, the members other than the Declarant may remove any director elected by the members from office prior to the expiration of that director's term of office by a two thirds (2/3) vote. Otherwise, the members by a two thirds (2/3) vote of the voting power in the Association present and entitled to vote at any meeting of the members at which a quorum is present, may remove any member of the Board, with or without cause, other than a member, if any, appointed by the Declarant. Unexcused absence from three (3) consecutive meetings of the Board will be cause for removal. The Declarant may not remove any member of the Board elected by the Members.

5.07 Vacancies. Any vacancy occurring in the Board may be filled by the remaining Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor. A vacancy among the Board shall be deemed to exist upon death, resignation, or removal of a director.

5.08 Meetings. The Board shall hold no less than three (3) scheduled meetings per year one of which shall occur immediately after the annual meeting of the Members. The dates of the meetings shall be established at a meeting of the Board prior to the annual meeting. The established dates will be announced at the annual Members' meeting. The meetings shall be held at such place as the Board may direct. The president, or the vice president in the president's absence, shall call meetings of directors to order and shall act as chair of such meetings. The secretary shall record the minutes of the meeting. Roberts Revised Rules of Order shall govern all meetings of the Board and any of its committees unless in conflict with the laws of the state of Washington or the Articles of Incorporation or the Bylaws of the Association.

Special Board meetings may be called by the president or any one (1) director.

5.09 Notice of Meetings. Notice of each meeting of the Board and of any special

Board meeting stating the place, day and hour of such meeting and, if such meeting is a special meeting, the purpose for which such meeting is called shall be given to each director prior to the date of the meeting. Notice shall be given by the secretary personally, by telephone or by mail. Notice by mail shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the director's last known address. Attendance of a director at a meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Directors may waive notice of meetings, and written waiver of notice executed either before or after the meeting shall be sufficient. Any adjournment or adjournments of a Board meeting to another time and place may be held without new notice being given.

5.10 Quorum. A majority of the number of directors present at the beginning of the meeting shall constitute a quorum for the transaction of business. The act of the majority shall be the act of the Board where a quorum exists. If there shall be less than a quorum present, those present may adjourn the meeting from time to time without notice other than by announcement at the meeting. At any subsequent meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

5.11 Registering Dissent. A director who is present at a meeting of the Board at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

5.12 Voting. Each member of the Board shall possess one (1) vote in matters coming before the Board. A director may vote only in person and not by proxy.

5.13 Action Without a Meeting. Any action which must or may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have the same effect as a unanimous vote.

5.14 Powers and Duties. The business and affairs of the Association shall be managed by the Board. The Board shall have power to:

(a) Adopt and publish rules and regulations governing compliance with the laws and regulations governing housing for persons fifty-five (55) years of age and older, the use of the common property and facilities, and the personal conduct of the members and their guests thereon and to establish penalties for the infraction thereof;

(b) Suspend the voting rights during any period in which such member shall

be in default in the payment of any assessment or charge levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) Employ a manager and independent contractor or such other employees as they deem necessary, and to prescribe their duties.

It shall be the duty of the Board to:

(a) Cause to be kept a complete record of all its acts and Association affairs 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 required in writing by one-fourth (1/4) of the Members who are entitled to vote;

(b) Supervise all officers, agents and employees of this corporation; and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) At such time as the Association commences fixing assessments, fix the amount of the general annual assessment against each unit within sixty (60) days in advance of each fiscal year; fix all assessments, utility charges, reasonable reserves and reserve funds and such other assessments and charges as are described in the Declaration;

(2) Send written notice of each assessment to every Owner subject thereto in advance of each assessment; and

(3) Foreclose the lien against any Lot, bring an action against the Owner personally obligated to pay the same, accelerate assessments or otherwise exercise the rights accorded the Board with respect to collection of assessments in the Declaration or otherwise by law, in the event any assessments or charges are not paid within sixty (60) days after due date.

(d) Issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment or other charges have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment or other charges have been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on the Common Property and such other insurance as it deems appropriate;

(f) Cause all officers or employees having fiscal responsibilities to be covered by fiduciary coverage or be bonded, as it may deem appropriate;

(g) Cause the Common Property and other areas as set forth in the Declaration to be maintained, repaired and replaced;

(h) Ensure that the Property obtains and maintains its status as housing for persons 55 years of age and older.

(i) Perform such other duties as authorized or required by the Association, the Declaration, and Washington and/or federal law.

5.15 Loans. No loans shall be made by the Association to any director.

ARTICLE VI Officers

6.01 Qualification. All officers may, but need not be members of the Association.

6.02 Officers. The officers of the Association shall consist of a president, a vice president, a secretary and a treasurer. The offices of secretary and treasurer may be combined.

6.03 Election and Term of Office. Officers shall be elected by a majority vote of the Board (provided a quorum is met) at the annual meeting of the Board immediately after the annual meeting of the membership as provided herein. Each officer will serve a one (1) year term.

6.04 Powers and Duties of Officers.

A. President. The president shall supervise all activities of the Association; execute all instruments in its behalf, except those noted in subparagraph C., unless authorized; preside at all meetings of the Board and of the membership of the Association; call such meetings of the membership as may be deemed necessary, other than the annual meeting of the membership; and perform such other duties usually inherent with such office.

B. Vice-President. During the absence or disability of the president, the vice-president shall exercise all functions of the president. The vice-president shall also have such powers and discharge such duties as may be assigned from time to time to such vice-president by the president or by the Board.

C. Secretary. The secretary shall keep accurate minutes of all meetings; shall attend to the giving and serving of all notices of the Association; shall have custody of all the original records, papers, files and books of the Association (except books of account and valuable papers

properly in the custody of the treasurer); shall keep appropriate current records, showing (1) the members of the Association together with their addresses, (2) any mortgagee giving notice to the Association, together with their address; and, in general, shall perform all the duties incident to the office of secretary and such other duties as the president and/or Board shall designate.

D. Treasurer. The treasurer shall receive and be accountable for all funds belonging to the Association; pay all obligations incurred by the Association when payment is authorized by the Board; maintain bank accounts and depositories designated by the Association; and render periodic financial reports; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year, unless waivable and waived as allowed by law. All checks, drafts, notes or other obligations for the payment of money shall be signed by the treasurer and/or such other officer as designated by the Board.

6.05 Removal. Any officer may be removed either with or without cause at any time by action of a majority of the members of the Board present at a special meeting called for such a purpose, provided a quorum is met.

6.06 Vacancies. Any vacancy among the officers of the Association because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

6.07 Resignation. Any officer may resign at any time by giving written notice to the Board, the president or the secretary of the Association. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon its acceptance by the Board.

6.08 Delegation. If any officer of the Association is absent or unable to act and no other person is authorized to act in such officer's place, by the provisions of these Bylaws, the Board may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

6.09 Bonds. The Board may, by resolution, require any and all of the officers to provide bonds to the Association, with the surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board.

ARTICLE VII

Committees

7.01 Creation. The Board, by majority vote, may designate and appoint one (1) or more committees as it shall see fit.

7.02 Nominating Committee. The nominating committee shall be composed of members of the Association appointed by the president. They shall be appointed not less than 120 days prior to the end of each year. They shall be responsible for recruiting prospective

Board members, assessing the background and capabilities of any prospective nominees in terms of the organization's needs, and filling vacancies on the Board as deemed appropriate. The nominating committee shall prepare a slate of directors for presentation to the general membership at the annual meeting. The recommendations of the nominating committee shall be submitted to the Board in sufficient time to be announced to the membership at the annual meeting each year.

7.03. Powers and Duties. Such committees shall have and exercise the authority of the Board, under the direct supervision of the president and the Board, in the management of the Association. No such committee shall have the authority with reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member, director or officer; amending the Articles of Incorporation; or other action required to be approved by the members or the Board or officers.

ARTICLE VIII

Compensation, Reimbursement and Indemnification

8.01 Compensation. No compensation shall be paid to directors or officers of the Association. However, the Board may reimburse directors, officers and members for reasonable expenses actually incurred in carrying out assigned duties. Any payments made to a director, officer or other member of the Association for expense incurred by a director, officer or other member of the Association which shall be determined to be unreasonable, in whole or in part, by the Internal Revenue Service shall be reimbursed by such director, officer or member to the Association to the full extent of such determination of unreasonableness. It shall be the duty of the Board to enforce repayment of such amount.

8.02 Indemnification. Any person made or threatened to be made a party to any judicial or administrative action, suit, or proceeding on the basis of actions taken while such person is or was a director, officer, employee, or agent of the Association shall be indemnified by the Association against all expenses (other than taxes penalties, or expenses of collection), including attorneys' fees reasonably incurred in the defense of any such action, suit, or proceeding. However, indemnification shall be provided only if the person is successful in such defense or if such action, suit, or proceeding is terminated by settlement and the person has not acted willfully and without reasonable cause with respect to the act or failure to act.

The Association may maintain or arrange for liability insurance providing or reimbursing the Association for the indemnity granted in the preceding paragraph.

In addition, the Association may maintain or arrange for liability insurance providing indemnification of any person for liabilities other than the foregoing arising from actions taken while such person is or was a director, officer, employee, or agent of the Association. Indemnification shall be provided only if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation; and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct

was unlawful. The Association will not indemnify for acts or omissions that involve intentional misconduct, knowing violation of law, or for any transaction from which the particular party will personally receive a benefit in money, property or services to which that person is not legally entitled. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation; and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

If the Association arranges for a liability insurance policy and the person covered pays the premium of such insurance policy, then the Association shall reimburse such person for such payments.

All liability insurance premiums paid or reimbursed by the Association on behalf of a person indemnified shall be treated as part of the compensation of such person.

Unless ordered by a court, indemnification shall be made by the Association only as authorized in the specific case upon the determination that indemnification of the director, officer, employee, or agent shall be proper in the circumstances because such person will have met the applicable standards set forth above. Such determination shall be made (I) by the Board by a majority vote of a quorum consisting of directors who shall not have been parties to such action, suit, or proceeding; or (ii) if such a quorum shall not be obtainable or, even if obtainable, if a quorum of disinterested directors so directs by independent legal counsel in a written opinion.

The foregoing rights of indemnification shall not be exclusive of any other rights which any director, officer, employee, or agent may have as a matter of law or under any agreement. Furthermore, all rights of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent; and, in the event of death, shall inure to the benefit of the person's legal representatives, heirs, successors, and assigns.

ARTICLE IX Books and Records

The Association shall keep accurate and complete books and records of account and shall keep minutes of the proceedings of its members, if any, the Board, and committees, if any. All books and records of the Association may, upon request and during reasonable business hours, be inspected by any member or director or any proper purpose. The Declaration, Articles of Incorporation, Bylaws and any rules or regulations promulgated, together with such other items as are required by law, shall be available for inspection by any member at the principal office of the corporation. The Board by rule from time to time may set reasonable charges for copies of instruments, preparation and recording of amendments, statements as to unpaid assessments and similar services permitted or required by the Declaration, Articles, Bylaws, or Washington law.

The books and records of the Association shall be on a calendar year of January 1 through December 31.

ARTICLE X Corporate Seal

There shall be no seal of the Association, and all contracts and other papers of the Association shall be authenticated without any Association seal.

ARTICLE XI Assessments

As more fully provided in the Declaration, each member is obligated to pay the Association base, maintenance and special assessments and charges. These assessments and charges are secured by a continuing lien upon the Lot against which the assessments and charges are made. Any assessments or charges which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest at a rate of interest established by resolution of the Board, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, or exercise such other rights as are provided in the Declaration or by law generally, and interest costs and reasonable attorney's fees of any such collection or action shall be added to the amount of such assessment and/or charge. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common area or abandonment of his/her/its unit.

ARTICLE XII Waiver of Notice

Whenever any notice whatsoever is required to be given by these Bylaws or the Articles of Incorporation or any of the nonprofit corporation laws of the state of Washington, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice for all purposes.

ARTICLE XIII Amendment

These Bylaws may be altered, amended or repealed by a majority vote of the Board (provided a quorum is met) of any regular or special meeting called for the purpose; provided, that the Board shall not approve any such alteration, amendment or repeal that would be inconsistent with or contrary to the rights of members or mortgagees under the Declaration. The amendment, alteration or repeal of any bylaw shall be ratified by a majority of the membership at any meeting of the membership next occurring after the amendment, alteration or repeal. Notice of the substance of the proposed amendment shall be submitted to each member in writing, announcing the date and place of the meeting not less than twenty (20) days nor more than sixty

(60) days before the meeting.

ARTICLE XIV
Negation of Pecuniary Gain

No part of the net earnings of this corporation shall ever inure to or for the benefit of, or be distributable to, its directors, officers members or other private persons, except that the Association shall be empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

ARTICLE XV
CERTIFICATION

I, _____, certify that I am the President of Wandermere Estates Homeowners Association, and that this instrument is a full, true and correct copy of the Bylaws of the corporation adopted at the first meeting of the corporation on the _____ day of _____, 2003.

I have signed this certification on the _____ day of _____, 2003.

_____, President