

# Governing Documents Committee

## 5/4/21

The Governing Documents Committee is recommending the following changes to the Associations Articles and Bylaws to be considered by the PSA Board of Directors on May 15, 2021.

### Articles of Incorporation:

#### 1. Amend Article II:

**From:** Place of Business: The principle place of business of the corporation shall be E 90 Shore Drive, PO Box 1045, Grapeview, WA. 98546

**To:** Place of Business: The principle place of business of the corporation shall be 321 E Olympic Dr., PO Box 1345, Belfair, WA. 98528. The name of the registered agent of this corporation at such address is Velinda Brown.

#### 2. Amend Article IV 1.0:

**From:** The management of the corporation will be vested in a Board of Trustees; the number of trustees shall be **ten**, etc...

**To:** The management of the corporation will be vested in a Board of Trustees; the number of trustees shall be **nine**, etc... (This corresponds with the Bylaws Article 4 Paragraph A)

### Bylaws

#### 3. Amend Bylaws Article II, B:

**From:** Voting and Membership Rights. Not more than one membership may be held, owned or controlled by any one person, partnership, corporation, or association and each member is limited to one vote in the affairs of the corporation. Each entity must identify the voting member.

**To:** Voting and Membership Rights. Not more than one membership may be held, owned or controlled by any one person, partnership, **Trust**, corporation, or association and each member is limited to one vote in the affairs of the corporation. Each entity must identify the voting member.

#### 4. Amend Bylaws Article II, D, 1.0:

**From:** Annual Membership Meetings. There shall be an annual membership meeting of the Association on the second Saturday of July, at 2:00 p.m., or at such other date as approved by a majority of the membership if they decide that the annual meeting should be held on another date for each succeeding year.

**To:** Annual Membership Meeting. **There shall be an annual membership meeting of the Association to be held in July on a date determined by the Board of Directors at their November meeting.**

#### 5. Amend Bylaws Article II, 6:

**From:** Quorum. A quorum for the transaction of business (budget and audit) at any general membership meeting shall be 10 percent of the total number of votes for votes for members in

good standing,. **voting** either in person, or by proxy; provided, that the quorum for any meeting at which the amendment of these Bylaws, or the election of Directors, is before the membership, shall be 20 percent.

**To: Quorum.** A quorum for the transaction of business (budget and audit) at any general membership meeting shall be **15** percent of the total number of votes for **association votes for** members in good standing, **V** voting **shall be** either in person, or by proxy; provided, that the quorum for any meeting at which the amendment of these Bylaws, or the election of Directors, is before the membership, shall be **15 percent of the total number of votes for association members, in good standing. Once the quorum is met, then the majority rules.**

#### **6. Amend Bylaws Article VIII D:**

**From:** The lien of the Association for payment of all assessments as defined herein is prior to any other lien, mortgage, deed of trust, or any other encumbrance, regardless of filing date of the same. However, as to any lot, this Association lien shall be automatically subordinated to one mortgage, deed of trust, or other financing encumbrance in favor of an institutional lender, which is undertaken for the purpose of purchase of the lot, construction (or remodeling) or improvements to the same, or refinancing of the same; provided that the Association account with respect to any such lot is not delinquent at the time of **recordation** of the encumbrance, and that a copy of such encumbrance is received at the office of the Association within sixty days of its execution.

**To:** The lien of the Association for payment of all assessments as defined herein is prior to any other lien, mortgage, deed of trust, or any other encumbrance, regardless of filing date of the same. However, as to any lot, this Association lien shall be automatically subordinated to one mortgage, deed of trust, or other financing encumbrance in favor of an institutional lender, which is undertaken for the purpose of purchase of the lot, construction (or remodeling) or improvements to the same, or refinancing of the same; provided that the Association account with respect to any such lot is not delinquent at the time of ~~recordation~~ **recording** of the encumbrance, and that a copy of such encumbrance is received at the office of the Association within sixty days of its execution.

Respectfully submitted,

Larry Pazaski  
Chairman