
BYLAWS
OF THE
NOMINATING COMMITTEE OF
TRAVERSE MOUNTAIN MASTER ASSOCIATION

DATED AS OF JANUARY 11, 2017

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ARTICLE I

GENERAL

Section 1.1 Purpose and Authority. The Nominating Committee (the "*Committee*") of Traverse Mountain Master Association (the "*Master Association*") was established by the Board of Directors (the "*Board*") of the Master Association for the purposes of:

(a) Nominating Neighborhood Representatives and alternatives, Board members, or others positions of the Association and performing other functions as described in Section 2.14.2 of the Amended and Restated Master Declaration of Covenants, Conditions, Restrictions and Reservation of Easements for Traverse Mountain (the "CC&Rs");

(b) Nominating a minimum of two (2) and a maximum of three (3) individuals per open Board membership position to serve as candidates for election to the Board;

and

(b) Perform such other duties as the Board assigns to it.

The Committee shall not have the power to enforce the Governing Documents. This power is reserved to the Board.

Section 1.2 Name. The name of the committee is the Nominating Committee of Traverse Mountain Master Association. The principal office of the Committee shall be the same office as the Master Association.

Section 1.3 Definitions and Interpretation. Unless otherwise provided in these Bylaws, capitalized terms used in these Bylaws have the same meanings as are given to such terms in the Master Declaration or Association Bylaws, as may be amended from time to time.

Section 1.4 Limits.

(a) The Committee is created by and is subject to the authority of the Board. The Committee may be modified, replaced or dissolved at any time and for any reason by

the Board. All decisions of the Committee affecting the members of the Master Association (the "*Members*") are subject to final approval by the Board.

(b) The Committee does not have the power or authority to make contracts, incur liabilities or acquire, hold, encumber or convey right, title or interest in real estate or personal property.

(c) The Committee is subject to these Bylaws and the Master Declaration.

ARTICLE II

NOMINATIONS

Section 2.1 Powers, Duties and Responsibilities as Nominating Committee. The Committee shall assist the Board to search for, identify, and solicit nominations of candidates to serve as Board members, Neighborhood Representatives, or other positions of the Association as directed by the Board. The Committee may have other powers granted it by the Board, at the Board discretion, consistent with the provisions of Section 2.14.2 of the CC&Rs.

ARTICLE III

COMMITTEE MEMBERS

Section 3.1 Committee Members. (a) The Committee shall consist of five members to be nominated by the Owners.

Section 3.2 Qualification for Nomination. Anyone nominated to serve as a Committee member must be a natural person who is at least eighteen years old and one of the following:

(a) An Owner of a Lot, Condominium or Apartment in the District, who is a Member in good standing, or

(b) An agent of either Declarant or a Neighborhood Builder or an Owner of Property outside of the Residential Area who is a Member in good standing, or

(c) An officer, employee, agent or director of a corporate Owner of a Lot, Condominium or Apartment, a trustee or designated beneficiary of a trust that owns a Lot, Condominium or Apartment, a partner of a partnership that owns a Lot, Condominium or Apartment, a member or manager of a limited-liability company that owns a Lot, Condominium or Apartment, or a fiduciary of an estate that owns a Lot, Condominium or Apartment.

In all events where the person serving or offering to serve as a Committee member is not the record owner, he/she shall file proof in the records of the Master Association that:

(i) He/she is associated with the corporate owner, trust, partnership, limited-liability company or estate as required by this subsection, and

(ii) Identifies the Lot, Condominium or Apartment owned by the corporate owner, trust, partnership, Limited-liability Company or estate.

Section 3.3 Qualifications for Serving on Committee. Committee members must satisfy the following requirements while they serve on the Committee:

(a) Not be absent from three (3) consecutive meetings of the Committee,

(b) Be a Member in good standing, and

(c) If the person serving as a Committee member is doing so pursuant to Section 3.2(c), then the person must retain a position with the corporate owner, trust, partnership, limited-liability company or estate throughout the individual's service that satisfies the eligibility requirement.

Section 3.4 Selection of Committee Members.

(a) *Selection.* If, after the close on nominations, more than five persons are nominated as Committee members, Committee member will be selected by written ballot as determined by the Board. If, after the close of nominations, only five persons or less than five persons are nominated as the Committee member, the Board may, without further action, declare that the persons who were nominated and qualified to be elected have been elected. If, after the close of nominations, less than five persons are nominated to serve as a Committee members, the Board may, without further action, select one or

more persons meeting the requirements of Section 3.2 to serve on the Committee so that the Committee consists of five members.

(b) *Quorum and Approval.* No quorum of the Members for the election of a Committee member is required. The persons receiving the highest number of votes cast will be the Committee members.

Section 3.5 Declarant's Committee Member. Declarant shall be permitted to select one member of the Committee during Declarant's control period. Declarant's Committee member's term of office is indefinite. He/she will serve until either Declarant appoints a replacement or Declarant's right to have Declarant's Committee member expires. Declarant may change the person that it has appointed to serve as Declarant's Committee member at any time. Declarant must give written notice to the Committee and the Board before any such appointment or change in appointment is effective.

Section 3.6 Term of Office. The term of office of each Committee member (except Declarant's Committee member) shall be one (1) year. A Committee member may be reelected to another term through the process described in Section 3.4.

Section 3.7. Vacancies. Vacancies occurring for any reason other than expiration of a Committee member's term shall be filled by a vote of the Members as provided in Section 3.4. Any person selected to fill a vacancy occurring before expiration of a term of office shall serve the remainder of the unexpired term of office of the predecessor Committee member.

Section 3.8 Removal.

(a) *Removal by Members.* Committee members may be removed by the Members before the expiration of their terms of office. A Committee member is removed if a majority of the votes cast by the Members, at a meeting of Members, are in favor of removal. Members who wish to have a Committee member removed must direct their requests to the Board. At least ten percent (10%) of the Members must sign a petition for removal before the Board is required to hold a removal election. The removal election may be held at a meeting or by written ballot. If a removal election is held, the Committee member whose removal has been proposed must be given an opportunity to be heard. If the Committee member is removed, a replacement may be elected at the same time.

(b) Removal by Board. The Board has the power to remove any Committee member at any time if the Board determines such Committee member is not performing the duties of a Committee member.

ARTICLE IV

COMMITTEE MEETINGS

Section 4.1 Meetings.

(a) *Meetings of the Committee.* Regular meetings of the Committee may be held at such time as is determined by a resolution adopted by the Committee or as directed by the Board; *provided, however,* such meetings must be held no less than once annually. The Committee shall meet at the office of the Association unless otherwise specified in a notice. Notice of all Committee meetings shall be given pursuant to Section 4.2.

(b) *Attendance.* Any meeting of the Committee may be held by conference telephone or through use of any other communication equipment, so long as the Committee member(s) attending telephonically can hear the other Committee members attending the meeting and the Owners attending the meeting can hear the Committee member(s) attending telephonically. Participation in a meeting pursuant to this subsection constitutes presence in person at such meeting. All meetings of the Committee except executive sessions must be open to all Members and the Board to the extent of space available. Committee members may not act by proxy.

(c) *Special Meetings of Committee.* Special meetings of the Committee may be called by the Chair, any two (2) Committee Members or any two (2) Board members. Notice of all special meetings must be given as provided in Section 4.2.

Section 4.2 Notice of Meetings. The Secretary of the Committee shall cause, not less than three (3) days before the date of the meeting of the Committee, notice of the meeting to be given to the Owners. Each such notice must be given by using at least two of the following:

(a) Sent prepaid by United States mail to the mailing address of each Lot, Condominium, Apartment or Commercial Area in the Master Association or to any other mailing address designated in writing by the Owner;

(b) Published in a newsletter or other similar publication that is circulated to each Owner;

(c) Distributed via email or other electronic means reasonably determined to reach a significant majority of the Members;

(d) Posted on the Association's website or other website that is regularly viewed by the Members and is reasonably determined to reach a significant majority of the Members;

(e) Hand-delivered to each Lot, Condominium, Apartment or Commercial Area;

(f) Posted in a prominent place or places within the Common Areas and Master Association Property and in each District.

The notice of a meeting of the Committee must contain the time, place and agenda of the meeting and the business to be conducted at the meeting.

Section 4.3 Meetings Minutes. Not more than thirty (30) days after any meeting of the Committee, the Secretary shall cause the minutes or a summary of the minutes of the meeting to be made available to the Members on the Master Association's website and at the office of the Master Association. A copy of the minutes or a summary of the minutes must be provided to any Member who pays the Master Association the cost of providing the copy.

Section 4.4 Action Without Meeting. The Committee may act by unanimous written consent without a meeting. Written consents must be filed with the minutes of the proceedings of the Committee. Within thirty (30) days after the written consents of all Committee members have been obtained, a summary and explanation of any action taken by written consent without a meeting must be (a) communicated to the Members by any means the Committee determines is appropriate and (b) be made available to the Members on the Master Association's website and at the office of the Master Association. A copy or summary of such action must be provided to any Member who pays the Master Association the cost of providing the copy.

Section 4.5 Quorum and Adjournment.

(a) Except as otherwise expressly provided in these Bylaws, at all meetings of the Committee a majority of the Committee members constitutes a quorum, and the acts of a majority of the Committee members present at a meeting at which a quorum is present are the acts of the Committee. If at any meeting of the Committee there is less than a quorum present, the majority of those present may adjourn the meeting to another time.

(b) Any meeting of the Committee may be adjourned by a majority of the Committee members present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting that was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

Section 4.6 Waiver. A Committee member may waive any notice before or after any meeting that requires notice. Except as provided herein, the waiver must be in writing, signed by the Committee member, and delivered to the Committee for inclusion in the minutes or filing with the Committee's records. A Committee member's attendance at or participation in a meeting waives any required notice to him/her of the meeting unless such person at the beginning of the meeting (or promptly upon his/her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4.7 Officers.

(a) *Designation.* The Committee's principal officers are a Chair, a Vice Chair and a Secretary, all elected by the Committee. The Committee may appoint an Assistant Secretary and such other officers as it determines to be necessary. Officers other than the Chair and Vice Chair need not be Committee members. Any person may hold more than one office.

(b) *Election of Officers.* The officers shall be elected annually by the Committee at the Committee's first meeting of the calendar year. Officers shall serve one year terms, and thereafter until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification as herein provided. Any other officers or assistant officers appointed by the Committee shall serve at the will of the Committee. Officers may serve one or more consecutive terms.

(c) *Removal and Resignation of Officers.* Upon an affirmative vote of a majority of the Committee members, any officer may be removed, either with or without cause, and his/her successor elected. Any officer may resign at any time by giving written notice to the Committee. Any such resignation is effective on the date of receipt of the resignation or at any later time specified in the resignation. Unless specified in the resignation, acceptance of the resignation by the Committee is not necessary to make it effective.

(d) *Vacancies.* A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Committee at any meeting.

(e) *Chair.* The Chair is responsible for the following:

(i) Presiding at all Committee meetings, unless he/she is absent;

(ii) Exercising all general powers and duties that are usually vested in the office of the Chair of a committee;

(iii) Subject to the control of the Board, exercising general supervision, direction and control of the Committee's business; and

(iv) Exercising such other powers and duties as may be prescribed by these Bylaws, the Board or Master Association Governing Documents.

(f) *Vice Chair.* The Vice Chair takes the Chair's place and performs the Chair's duties whenever the Chair is absent, disabled, refuses or is unable to act. If neither the Chair nor the Vice Chair is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice Chair shall also perform such other duties as prescribed by the Committee, the Board or these Bylaws.

(g) *Secretary.* The Secretary is responsible for the following:

(i) Ensuring minutes and other records of all Committee meetings and decisions are taken and kept at the Master Association's principal office or such other place as the Board may direct;

(ii) Keeping charge of such books and papers as the Committee or Board may direct;

(iii) Giving, or causing to be given, notices of meetings of the Committee; and

(iv) In general, performing all duties incident to the office of Secretary, and performing such other duties as prescribed by the Committee, the Board or these Bylaws.

Section 4.8 Compensation. Committee members and officers may not receive any salary or compensation for their services as Committee members or officers unless such compensation is approved by the Board; *provided, however*, that (i) nothing in these Bylaws precludes any Committee member or officer from serving the Master Association in some other capacity and receiving compensation therefor and (ii) any Committee member or officer may be reimbursed for actual expenses incurred in performance of Master Association or Committee duties.

ARTICLE V

INSURANCE

Section 5.1 Insurance. To the extent permitted by law, the Master Association may purchase and maintain insurance on behalf of any person who is or was a Committee member.

ARTICLE VI

MISCELLANEOUS

Section 6.1 Amendments to Bylaws. These Bylaws may be amended by a majority of the Board.

Section 6.2 Conflicting Provisions. In case of any conflict between the Master Declaration or Association Bylaws and these Bylaws, the Master Declaration or Association Bylaws shall control.

Section 6.3 Use of Technology. Where allowed by applicable law, any information the Committee is required to distribute can be distributed by any system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means.

Section 6.4 Availability of Committee Documents. The Committee shall maintain at the principal office of the Master Association (or at such other place within or near the Properties as the Board may prescribe) and on the website of the Master Association minutes of Committee meetings, actions (or a summary and explanation of such actions) taken by the Committee without a meeting, and any other documents required by law or the Governing Documents to be maintained by the Committee, each of which shall be made available for inspection and copying by any Member or the Member's duly appointed representative.

Section 6.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

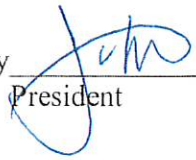
- (a) The remainder of these Bylaws shall be considered valid and operative;
- and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 6.6 Table of Contents; Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

Section 6.7 Adoption of Bylaws. These Bylaws were adopted by resolution of the Board and became effective as of August 1, 2015.

TRAVERSE MOUNTAIN MASTER ASSOCIATION

By



President