

**AMENDED BYLAWS OF LEIF ERIKSON  
RECREATION ASSOCIATION, INC.**

**ARTICLE I**

SECTION 1: Effective February 2016 the annual meeting of the stockholders shall be held during February each year at a location designated by the Board at one o'clock PM of said day. Notice of such meeting to be mailed not less than fourteen (14) days or more than sixty (60) days before the time set to hold such meeting.

SECTION 2: A special meeting of the stockholders may be called at any time by the board of directors and notice given to each stockholder of record. Notice in writing of such meeting to be mailed at least fourteen (14) days\* before the time set to hold such meeting. Such notice to be mailed to the address left by the stockholder with the corporation. Stockholders will be notified in writing of business to be transacted, and only items listed in the notice may be considered at any special meeting. At least fourteen (14) days\* notice shall be required for any annual meeting of the stockholders.

*\*Approval at stockholder meeting of 09/18/2014 approved ByLaw  
change Article I Section 1 not less than 14 days.*

SECTION 3: Meetings of the directors shall be held at the office of the corporation the 1st Tuesday of each month at 7:00 p.m. or at a time or location as the directors may designate and notice shall be given to the Stockholders. Special meetings of the directors shall be held at said office upon forty-eight hours written notice delivered to each director. A majority of the directors shall be present for the meeting to be valid.

SECTION 4: Fifty-one (51 ) stockholders in good standing present or represented by proxy will constitute a quorum for each annual meeting to be valid.

SECTION 5: Stockholders in good standing may be represented by a proxy at any stockholders meeting, but such proxy shall be in writing and must be filed with the secretary of such meeting

before the stock represented thereby can be voted.

SECTION 5.1 A stockholder in good standing may represent a maximum of three (3) proxies by a signed and dated proxy letter from each of those wishing to be represented, provided those to be represented are stockholders in good standing.

SECTION 5.2 Stockholders in good standing may assign their voting rights to the Board of Directors by naming the Secretary of the Board as their proxy. If the proxy is appointed to the LERA Board it will be voted in the same ratio as the congregate of the LERA Board members.

SECTION 6: Leif Erikson Lodge No. 1, Sons of Norway having purchased an initial 500 shares of capital stock, shall have three directors to represent said lodge holdings at all stockholder meetings, and they each will be entitled to one vote at these meetings.

## ARTICLE II

SECTION 1: The officers of this corporation other than the directors shall be one president, one vice-president, one secretary, and one treasurer.

SECTION 2: The directors shall be elected annually in the manner hereinafter provided. The officers other than the directors shall be elected by the directors at the first meeting held by said directors after the annual meeting of the stockholders at which the directors are elected.

SECTION 3: Unless otherwise provided The Standard Code of Parliamentary Procedure will prevail at all future sessions.

SECTION 4: Only one (1) member of the same or extended family and/or household may serve on the LERA Board at any given time.

## ARTICLE III

SECTION 1: The president shall preside at all meetings of the board of directors and at all meetings of the stockholders. He shall be the agent of the corporation to sign the name of the corporation to all certificates of stock, and unless otherwise directed by the directors to sign all conveyances, leases and mortgages of real property which shall be directed by resolution of said directors, and to sign all promissory notes of the corporation and other instruments in writing. He shall be the executive head of the corporation. He shall perform such other duties as the directors shall direct.

SECTION 2: The secretary shall keep full and complete record of all the proceedings of the board of directors and of all the meetings of the stockholders in one or more books provided by the corporation for that purpose. He shall countersign all certificates of stock, and join with the president in execution of all promissory notes, mortgages, leases and conveyances of the corporation, except where otherwise directed by the directors. He shall perform such other duties as the directors shall direct.

SECTION 3: The vice-president shall perform the duties of the president in the absence of the president or in case of disability, and shall perform such other duties as the directors shall direct.

SECTION 4: The treasurer shall be the custodian of all money, books, records, documents and papers of the corporation subject only to the control of the board of directors, and shall cause to be kept full and accurate accounts of all the moneys, business and other property of the company. He shall keep the moneys of the corporation in such bank or banks as the directors shall direct, and he shall, together with the president, vice-president, or financial secretary have the authority to sign checks upon the bank account or accounts of the corporation, two signatures required. He shall cause to be made annually for the for the board of directors and for the stockholders, a full statement of the affairs of the corporation, and shall cause to be made like statements at such other times as shall be required by the directors or the stockholders. He shall perform such other duties as the directors may

direct. In the event on-line banking is made available to the Corporation, the Treasurer is authorized to use this method of banking within the approved budget. (Monthly accounting of the deposits and expenditures will be made available to the Board.) The Treasurer shall present or mail to each member of Leif Erikson Recreation Assn. a statement or bill showing the amount of assessment, dues, and/or taxes to be paid each year, mailed by March 15 of that year.

- 1. Assessments will be due 15 March of each year and be past due 1 June of each year**
- 2. Property taxes are due as follows:**
  - 1<sup>st</sup> half by April 15 of each year**
  - 2<sup>nd</sup> half by October 15 of each year**

Treasurer shall levy Board approved late fees and interest on delinquent assessments and taxes. Late fees may be waived by treasurer if warranted by circumstances; i.e. installment payment arrangements, pending estate settlements, etc. Communication being of utmost importance. Taxes are due as above with no exceptions. Payment plans do not constitute a current financial status. (see Article IV, Section 4, Page 11)

SECTION 5. A financial secretary shall be approved by the directors to collect all dues, assessments and taxes levied on the members. He or she will receive all other money accruing to the Leif Erikson Recreation Assoc. and keep a correct record thereof for the use of the treasurer. He or she will deposit or turn over to the treasurer at least twice a month all monies collected.

SECTION 6. It shall be the primary duty of the directors to carry on the daily business of the corporation. Except in an extreme emergency, any major unbudgeted expenditure or project, having a value in excess of \$7,500.00 must first be approved by the stockholders at a valid stockholders meeting.

SECTION 7. The Board of Directors will establish and supervise the budget and operations of a water committee. Included is the operation of a water system that meets the Washington state requirements for a community the size of Norway Park, and that this operation be implemented by the LERA Water Committee in

conjunction with a state licensed water manager.

## ARTICLE IV

SECTION 1. Pursuant to Article VII of Articles of Incorporation providing for increase of the number of directors, the operation of the corporation shall be vested in nine (9) directors as follows:

- a) Six (6) directors will be elected from the stockholders for a term of three (3) years, with two (2) elected every year.
- b) Three (3) directors (representatives) will be elected by Leif Erikson Lodge No.1 from the membership and such directors shall serve terms as determined by said lodge. Such directors shall have the same responsibilities, duties and privileges as the directors elected by the corporation stockholders and shall be entitled to one (1) vote each at any director or stockholder meeting.

SECTION 2. The officers of the corporation shall be elected by the board of directors annually at the first meeting of said directors after each annual election of the stockholders and shall hold office for one year and until their successors are elected and have qualified. If for any cause said directors shall fail to elect said officers or any of them at said time, said officers or any of them may be elected at any regularly called meeting of said directors thereafter held, but to hold office only until the following regular election day.

SECTION 3. A majority vote of all the directors shall be required to elect any officer and a majority vote of all the stockholders at the meeting shall be required to elect any director.

SECTION 4. It shall be the duty of each director to attend all regularly called meetings and any officer or director whose family or business responsibilities unduly interferes with his or her duties as an officer of the corporation shall be expected to resign his position. If such officer or director shall fail to attend three consecutive meetings, his resignation shall be requested by the secretary and if he does not desire to resign it shall be the duty of the remaining directors to call a vote at the next regular meeting

of directors for the purpose of declaring his position vacant and a majority vote shall determine the question. Such defaulting director deemed to have abandoned his office. A special meeting of stockholders may then be called by the secretary for the purpose of electing a director to fill out his term of office. The above rules apply to the directors elected by Leif Erikson Lodge No.1, except it will be the duty of said lodge to elect a new director or directors.

To qualify or hold an elected Board position each LERA Board member must maintain a current status on all financial responsibilities. Each LERA Board member must sign in agreement LERA's Conflict of Interest Policy, adopted by the LERA Board July 1, 2014. \* Policy Text on page 40

Each LERA Board member must pledge to carry out the boards' duties and responsibilities, by signing the LERA Board Member Agreement adopted by the LERA Board July 1, 2014. \* Agreement text on page 42

To qualify or hold an elected Board position stockholder had to maintain a current status for the previous 3 years.

## **ARTICLE V**

The salaries and compensation, if any, for all officers of the Corporation and the salary of the caretaker, shall be fixed by the stockholders at each annual stockholders meeting. However, directors may be reimbursed for expenses incurred while performing duties for the Corporation using Generally Accepted Accounting Principles.

## **ARTICLE VI**

All corporate meetings shall be held at the business office located at 2245 NW 57th Street, Seattle, WA unless circumstance dictates otherwise. PROVIDED, that any meeting of the directors of this Corporation, at which all of the said directors are present may with notice, be held anywhere within the State of Washington.

## ARTICLE VII

SECTION 1. This corporation shall be conducted as a nonprofit organization for the purposes set forth in Article V, Articles of Incorporation, and more specifically, for management and operation of property to be acquired and held for the benefits of the stockholders of the corporation.

SECTION 2. The corporation shall have power to rent, lease, or sublease tracts of land owned or purchased by it for the purpose set forth in its Articles of Incorporation or in its Bylaws; and it shall be the duty of the corporation to collect all rents or lease moneys due, and to proceed by legal means to defend the interests of the corporation in case of default or delinquency of any of its tenants.

SECTION 3. The Board of Directors will establish and provide a representative to a Norway Park historical committee. The main purpose being to establish and maintain various methods of collecting and saving the past and ongoing history and heritage of the Park and its shareholders. This register will be known as The Norway Park Lot Book or *Gårdsbok*.

## ARTICLE VIII

SECTION 1. The membership of the corporation shall consist of and be limited to the Incorporators as described in Article IV in the Articles of Incorporation, and the holders of at least twenty (20) shares of stock who shall have one share hold regardless of the numbers of shares owned or purchased; and the interest of each shareholder shall be equal to that of any other shareholder; and no shareholder can acquire any interest which entitles him to any greater voice, vote or authority in the corporation than any other shareholder. To be entitled to lease a lot a member must hold at least twenty (20) shares of stock. No corporate-held shares of stock shall be sold after January 22, 1974 without stockholders approval except for those shares given back, willed back, or repossessed. The stock shares are to be registered in the name(s) of the member (s) who must be a Leif Erikson Lodge No. 1 member in good

standing; with only one (1) vote per twenty (20) shares of stock and (1) mailing address for correspondence as registered with the Leif Erikson Recreation Association Secretary/Treasurer. Definition of a member in good standing is a stockholder with no past due financial obligations to LERA or Leif Erikson Lodge No. 1. Payment Plans are past due financial obligations. Individual names appearing on the stock certificates and lease agreements will have speaking rights. The LERA Board of Directors will have the final determination of stock ownership.

SECTION 2. Membership shall be forfeited and shareholder disposed upon failure to meet his/her payments as required to the Corporation, including: Lease Payments, Assessments, Taxes and Fines as levied against said shareholder by a duly authorized action of the board or stockholders; or his or her failure to remain a member in good standing in Sons of Norway Leif Erikson Lodge No. 1. Further, in the event the land lease is terminated by reason of Lessee's failure to comply with the lease conditions, the stock together with the associated lease and leasehold improvements held by the Lessee in Leif Erikson Recreation Association, Inc. shall be forfeited, in a manner provided under Federal and State laws, and will revert to the Lessor. Having terminated the leaseholders interest in LERA, the Board will have the authority to resell the stock together with the associated lease and leasehold improvements.

The selling price will be determined from the fair market value. The terminated leaseholder will receive any remaining proceeds from the sale of the real properties minus any attorney fees, unpaid assessments, taxes, fines, and other costs as determined by the Board. Personal property not removed within the ninety (90) days as specified in Article 10 Section 9, will become the property of LERA and disposed of as the Board sees fit, with the proceeds from the disposal of the personal property being deposited into the treasury. There will be no specified time for the sale to occur.

No shareholder may sell, assign, or otherwise transfer his/her holdings in the corporation properties unless it be to a person who



has been a member in good standing of Leif Erikson Lodge for at least the previous three (3) months and in the case of a transfer of a fully paid member from another lodge, one (1) month. Refer also to Article 10, Section 9.

SECTION 3. Leif Erikson Lodge No.1, as the beneficial holder of 500 shares of the stock of the corporation, shall hereafter pay as its contribution toward maintenance, improvement and taxes of the corporation, three dollars per dues-paying member.

SECTION 4. Only persons who are shareholders in good standing of the corporation; as defined by the corporation's bylaws, and their immediate families, may lease, occupy or use structures located within Norway Park; provided, that the Board may upon written request grant permission to other persons to use or occupy a particular structure on a temporary basis for thirty (30) consecutive days. No shareholder shall sublease, assign, transfer, or sell his or her leasehold interest except in accordance with the Purchase and Sales Procedures, as amended, and promulgated by the Board, and any such attempted sale, transfer, assignment or sublease shall be void. No shareholder may make an assignment of his or her leasehold interest for the benefit of creditors. Any testamentary devise or gift must conform to the bylaws of the corporation.

SECTION 5. Failure to meet obligation. Upon the failure of any shareholder to pay any obligation owed to the corporation, as established by the corporation, the corporation shall notify the shareholder of said delinquency and that the matter of the delinquency will be heard at the next board meeting. The notice of delinquency shall be mailed at least twenty (20) days prior to the board meeting advising the delinquent shareholder of the time and place of the meeting and his opportunity to address the board in person or in writing. A hearing must be held when a stockholder is six (6) months delinquent in the payment of his obligations. In the event that the Board determines that the notified shareholder is more than six (6) months delinquent, and an excuse has not been approved, then the Board shall order the shareholder's leasehold interest terminated and his stock forfeited as

liquidated damages. The terminated shareholder shall be ordered to remove his/her personal property from the leased property within ninety (90) days or will be deemed to have abandoned any property remaining on the leased premises. The Board may therefore dispose of the property as they see fit.

## **ARTICLE IX**

**SECTION 1.** The Board shall, from time to time as it sees fit, enact rules and regulations for the orderly operations of Norway Park, including but not limited to regulations with regard to the use of vehicles and firearms on park property and planning and building codes, and the personal conduct of the shareholders and their guests. Firearms are NOT to be discharged in the park.

**SECTION 2.** Anyone driving motorized vehicles in the Park, must have a valid motor vehicle drivers license.

**SECTION 3.** Each shareholder shall refrain from any act or omission, which act or omission annoys, injures, or endangers the safety, health, comfort or repose of other shareholders or which in any way renders other shareholders insecure in life or property. Shareholders shall be responsible for the conduct of their guests.

**SECTION 4.** Upon written report of a violation, the Board may, after considering the complaint, set a time for a hearing at a time other than the regular board meeting. The hearing shall be set by giving written notice to the alleged offender. The notice shall state the nature of the alleged violation; the time and place of the hearing, and the offender's right to be present and produce evidence in defense and shall be mailed by certified mail and/or delivery confirmation at least 20 days prior to the date set for the hearing.

**SECTION 5.** If the Board by the two-thirds majority vote determines that the offense did occur, the Board may impose a minimum fine of \$250.00 to be levied against the lot or exclude an offender from the park until said fine is paid. They may appeal the decision of the Board at the Stockholder's meeting after having heard a written report from the Board and the offending

member.

SECTION 6. If by two-thirds majority vote the Board determines that a building violation has occurred, the Board will estimate the cost of repair or removal and include this estimate as a possible fine, if as a result of reporting the violation to the appropriate State or County building authorities repairs or changes are not made. Further, the fine would then go to the Board to be used toward effecting said change.

SECTION 7. If a hearing/arbitration is requested all parties must agree, in advance, to accept the determination of the committee/arbitration. This appeal decision is binding. Any legal fees incurred are the responsibility of the aggrieved party.

## **ARTICLE X**

SECTION 1. Subject to the right of appeal as set forth below, the Board shall have exclusive jurisdiction to sanction violations of the Park rules and regulations, Bylaws, planning and building code, and such other governing documents as may be promulgated from time to time.

SECTION 2. The Board may on its own initiative or upon a written request for action or relief signed by at least ten (10) stockholders take action at a regular meeting or a special meeting called for the purpose, to enforce the provisions of these Bylaws, park rules and regulations, planning and building code, etc. Notice of the meeting containing the nature of the alleged violation, the time and place of the hearing, and the offender's right to be present and present evidence in his or her own defense, shall be given personally to the offender or sent to him or her by delivery confirmation, at least twenty (20) days prior to the date set for the meeting. If the initiative for the meeting was the result of a request by at least ten (10) stockholders, then those stockholders signing the request shall be given notice of the meeting as well, by personal delivery or regular mail.

SECTION 3. Violations of the rules and regulations of the Park usage may result in the imposition of a fine to be levied against

the responsible stockholder.

SECTION 4. Violations of the planning and building code shall result in a referral thru the Building Committee to the appropriate State, County or LERA Board authorities. If such referral does not result in correction of the violation within a reasonable time, the Board may impose a fine on the stockholder, determined by estimating the cost of repair, modification or removal of the offending structure. Refusal or failure to effect the necessary repairs, modifications or removal of the offending structure within ninety (90) days of the communication to the shareholder by personal service or certified mail, return receipt requested, of a finding by the Board that referral to the County or State authorities will not or has not provided adequate relief shall result in suspension of the shareholders rights in and to the Corporation, and shall authorize the Board or its designee to correct the violation in whatever manner is necessary and appropriate under the circumstances.

SECTION 5. Violations of the Bylaws shall result in the imposition of a fine, by the board, of up to \$1,000 for a first offense, up to \$2,500 for a second offense within six months, and up to \$5,000 for a third offense within one (1) year. Offenders may also be excluded from the Park until such fines are paid. All such fines shall be levied against the offender personally, and shall also act as a lien on the shareholders lease. Three violations of the Bylaws, regardless of when committed, also may be grounds for the termination of a shareholders interest and forfeiture of his or her interest in the Corporation as liquidated damages.

SECTION 6. Failure by a shareholder to make good an unexcused delinquency in any financial obligation owed to the Corporation, whether in the nature of dues, regular financial obligations, liens, fines, or other charges, more than six (6) months\* of the date of the imposition of the obligation, shall result in termination of the shareholders leasehold interest and forfeiture of the shareholders stock in the Corporation as liquidated damages.

*\*Approval at stockholder meeting of 09/18/2014 approved ByLaw change Article VIII Section 5 more than six (6) months.*

SECTION 7. All findings by the Board, that a violation of the park rules and regulations, Bylaws, planning and building code, etc. has occurred, shall be determined by a two thirds majority vote of those Board member's present.

SECTION 8. Any adverse decision of the Board relating to termination or suspension of a shareholders interest in the corporation may be appealed to a general vote of the Stockholders only at the next regular or special Stockholder's meeting, upon notice to the Board by the aggrieved shareholder no later than thirty (30) days before such Stockholder meeting. A special Stockholders meeting shall be called by Secretary for the purpose of considering the appeal, but only if the regular meeting is scheduled less than thirty (30) days from the Board meeting at which the decision sought to be appealed was made. At any Stockholder's meeting in which an appeal is decided, the Stockholders shall consider a written report from the Board explaining its decision, and shall also consider any other written materials presented by the aggrieved shareholder, and may overturn or modify the Board's decision by a two-thirds vote of those Stockholders present. The decision of the Board shall stand and be fully enforceable unless and until it is reversed or modified as provided herein.

SECTION 9. Any shareholder whose interest in the Corporation and/or whose leasehold interest in the park has been terminated and/or forfeited shall have ninety (90) days from the date of termination or forfeiture to remove any personal property from the park. If such property is not removed, the Board may there upon dispose of the property as it sees fit.

Definitions:

Real Property refers to the land and anything that is permanently attached to it, such as a structure, shrubs, trees, and a fence.

Personal Property is movable-- things that are not permanently attached to the real property. Furniture, artwork, potted plants, etc.

## **ARTICLE XI**

Amendments may be made to these bylaws only if at least fourteen (14) days\* advance notice is given to the stockholders of the proposed changes. Any amendments approved by the Board of Directors or ten or more stockholders shall be submitted to the stockholders for a vote. These amendments must then be approved by a two-thirds majority vote of the stockholders at the stockholders meeting.

*\*Approval at stockholder meeting of 09/18/2014 approved ByLaw change Article I Section 1 not less than 14 days.*

## **ARTICLE XII**

No exchange of park owned lots, except, in the case where it is proven that a leaseholder's lot is not buildable.