

AMENDMENT TO THE AMENDED AND RESTATED BY-LAWS
OF THE WESTERN ACADEMY OF BEAUX ARTS

WHEREAS the Western Academy of Beaux Arts was founded in the spirit of fostering and promoting, community, cooperation, and mutual support;

WHEREAS the Western Academy of Beaux Arts relies on volunteerism of all members in the service of the greater good of its membership;

WHEREAS membership in the Western Academy of Beaux Arts is voluntary and may be repudiated at any time;

WHEREAS membership in the Western Academy of Beaux Arts requires full compliance with the Bylaws and Rules;

WHEREAS the real property that was originally conveyed and put into trust that comprises the corpus of the trust of the Western Academy of Beaux Arts was conveyed with the intention that it would serve the greater good of the members, be available for the use and betterment of all members, and that it be preserved not only for current members, but all members who will come to the Academy later;

WHEREAS among many assets and values, one of the greatest assets and values of the Western Academy of Beaux Arts and therefore its membership, is the preservation of the physical real property that exists in trust for the use and betterment of all members;

WHEREAS membership in the Western Academy of Beaux Arts is fundamentally incompatible with a member taking by adverse possession any property held in trust for the use and betterment of all members and it is the intention of the Western Academy of Beaux Arts to deem a member's voluntary membership in WABA to constitute their repudiation and release of any potential claim of adverse possession;

WHEREFORE, in consideration of the foregoing the Board of Trustees of the Western Academy of Beaux Arts, a Washington non-profit corporation (herein the "Corporation"), pursuant to the authority set forth in the Articles of Incorporation for the Corporation as adopted on the 10th day of November, 1908, as amended by the First Amendment thereto dated the 5th day of March, 1968, as amended by the Second Amendment thereto dated the 24th day of May, 1972, as amended by the Third Amendment thereto dated the 23rd day of March, 2005 (herein collectively, the "Articles,"), and in accordance with the provisions of Chapter 24.03 of the Revised Code of Washington, the Washington Nonprofit Corporation Act, and in accordance with the authority granted to the Board of Trustees in RCW 24.03.070, as now codified or hereafter amended, and in accordance with Article XII of the Amended and Restated Bylaws of the Western Academy of Beaux Arts (herein the "Amended and Restated Bylaws"), does hereby unanimously adopt, ratify and set forth this Amendment to the Amended and Restated Bylaws of the Western Academy of Beaux Arts as follows:

3.2 Waiver By Members Of Cause Of Action For Adverse Possession

3.2.1 Repudiation of Adverse Possession Rights

(1) Membership in WABA shall constitute the Member's promise and agreement that no use (past, present, and/or future) by them of the real property of the Western Academy of Beaux Arts shall be deemed hostile or adverse to the ownership interest of WABA in said property for the purpose of adverse possession. Every member's continued membership in WABA shall be considered an ongoing affirmation and agreement by them that any use (past, present, and/or future) by them of the real property of the Western Academy of Beaux Arts shall at all times during their membership be and have been considered and deemed by them to not have been exclusive, notorious, hostile or done under a claim of right to said property adverse to WABA;

(2) This Amendment does not effect or cloud title to any property interest already quieted by judgment or settlement and duly recorded with the King County Auditor as of the date of this Amendment. However, this Amendment is effective and applies to any potential act of adverse possession already in progress as of the date of this Amendment.

3.2.2 Implementation And Consent

(1) Amended article 3.2 shall be deemed in full force and effect as of the date of its adoption by the Board;

(2) Amended article 3.2 shall be immediately binding and apply to every new member admitted after the date of its amendment;

(3) As to every individual whose membership was already effective as of the date of this amendment, they shall have 30 days (not to include the day of passage of this amendment) to repudiate their membership in the Western Academy of Beaux Arts before Amended article 3.2 shall take full force and effect as to them;

(4) For the purpose of this section, for repudiation to be effective it shall be made in writing and delivered only to the President who, upon tender of said repudiation, shall present it to the Board at the next immediately succeeding Board meeting. Upon presentation of the member's repudiation the Board shall cause to be entered in the minutes its acknowledgment of the repudiation. Immediately upon entry in the minutes of said acknowledgment, and without the need for final approval of said minutes at the following Board meeting, the repudiating member, and all individuals who purchase the real property of that member thereafter, shall henceforth be considered expelled and forever excluded from membership in the Western Academy of Beaux Arts with immediate revocation of all rights and privileges. Upon entry in the minutes of said repudiation, the President shall cause to be sent by First Class U.S. Mail written notice to the expelled member that any entry upon the real property of the Western Academy of Beaux Arts by him/her, the members of their household, and their guests shall be considered a civil and criminal trespass in violation of RCW 9A.52.070 and/or RCW 9A.52.080 as applicable. Upon repudiation and expulsion, the Treasurer shall refund to the member their

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yearly assessment, pro rata to the date of the Board meeting. A member's failure to repudiate their membership in the manner described herein shall, after 30 days of passage of this amendment, shall be considered their consent to be bound by this section.

(5) In the event of repudiation of membership and expulsion of a member, any individual who subsequently purchases the expelled member's real property may apply for membership in WABA. However, the Board shall not vote on said application until after: (1) the applying new member pays all assessments not paid from the date of expulsion to the date of readmission, with a 12 percent per annum, simple and not compound, interest charge attached; (2) the assessment in effect at the time of admission; and (3) they convey to WABA in fee simple, without charge, and with all expenses to be borne by them, any property taken by the expelled member by adverse possession after the date of the passage of this Amendment. Provided the applying individual complies with all three requirements, the Board shall vote on the application of the applicant consistent with the rules and regulations that apply to said admission at the time the vote is taken. However, the applicant's compliance with and discharge of the three requirements in this subsection shall be a condition precedent to any vote by the Board upon the application.

(6) A member, who is not a member identified in 3.2.2(2), and who repudiates their membership in excess of 30 days after the passage of this amendment, shall be deemed to agree and consent that the effective date of their expulsion from WABA shall constitute the "first day" of adverse possession for the calculation of the applicable time frame, assuming a situation of adverse possession is at that time presently in existence and if not, the time frame shall be calculated consistent with the common law of the State of Washington.

3.2.3 Future Amendment

This amendment shall not be waived or amended by future amendment without (1) unanimous consent of the Board to said amendment, or (2) majority vote of the entire membership at a duly called Special Meeting.

3.2.4 Consistent Numbering Of Subsequent Provisions

Upon the adoption of 3.2 above, all subparts of Article III – MEMBERSHIP – VOTING – REGISTRATION MATTERS following the newly adopted 3.2, shall be renumbered with the next consecutive section number, starting with the already existing 3.2 Failure to Obtain Membership Approval, which shall now be article 3.3.

Approved unanimously, _____, 2009.

Dan Bridges, President

Richard Bray, Treasurer

Leslie Leber, Vice-President

Becky Ryles, Member Chairperson

Andy Stefan, Secretary