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Richard Hobernicht, Director of  
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**GRANTOR:**

Victoria Woods Owners Committee

**GRANTEE:**

Public

**2019 AMENDED AND RESTATED  
BYLAWS OF VICTORIA WOODS OWNERS COMMITTEE  
Pursuant to 94.625 (3)(a)**

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**BYLAWS**  
**OF**  
**VICTORIA WOODS OWNERS COMMITTEE**

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**2019 AMENDED AND RESTATED  
BYLAWS  
OF  
VICTORIA WOODS OWNERS COMMITTEE**

These 2019 Amended and Restated Bylaws of Victoria Woods Owners Committee are made by, an Oregon nonprofit corporation (“Association”).

**RECITALS**

A. Victoria Woods is a planned community created by the following documents recorded, as indicated, in the Records of Washington County, Oregon:

Declaration of Protective Covenants of Victoria Woods recorded November 16, 1995, as Document No. 95-084502 (the “Initial Declaration”).

Bylaws of Victoria Woods Owners Association (the “Initial Bylaws”).

Plat of Victoria Woods recorded November 16, 1995, as Document No. 9508498 in Plat Book 100, Page 34, Plat Records

B. Association is the association of owners formed pursuant to the Initial Declaration and Initial Bylaws by Articles of Incorporation filed May 25, 2000, as Registry No. 755575-88, in the office of the Oregon Secretary of State, Corporation Division.

C. By the following documents recorded in the Records of Washington County, Oregon, the Planned Community was expanded to include additional property:

Amendment No. 1 of Declaration of Protective Covenants of Victoria Woods recorded September 29, 1997, as Document No. 97-90720.

Amendment No. 2 of Declaration of Protective Covenants of Victoria Woods recorded March 4, 1999, as Document No. 99-026678.

D. The property currently subject to the Initial Declaration and the jurisdiction of the Association is described in attached Exhibit A.

E. 2019 Amended and Restated Bylaws of Victoria Woods Owners Committee are being recorded concurrently with this 2019 Amended and Restated Declaration and these 2019 Amended and Restated Bylaws.

F. The Association is currently governed by Initial Bylaws specified in Recital A above. The Bylaws are not recorded in the Records of Washington County, Oregon. ORS 94.625 requires that bylaws of a planned community described in ORS 94.572 be recorded in the office of the recording officer of each county in which the planned community is located upon the written request of an owner. The Board of Directors has determined that it is in the best interest of the Association and the owners that these 2019 Amended and Restated be recorded.

G. The Association and owners desire to amend and restate in its entirety the Initial Bylaws and all amendments, including the amendments set forth in Recital C above.

**NOW, THEREFORE**, pursuant to Article XI of the Initial Bylaws and ORS 94.572 and 94.625, with the approval of owners representing at least a majority of lots, Association hereby amends and restates in their entirety the Initial Bylaws. The Initial Bylaws are replaced and superseded by these 2019 Amended and Restated Bylaws that read as set forth below.

## **ARTICLE 1** **DEFINITIONS**

When used in these Bylaws, the following terms, whether or not capitalized, have the following meaning:

**1.1** “**Act**” means the Oregon Planned Community Act, ORS 94.550 to 94.783, as it may be amended from time to time.

**1.2** “**Articles of Incorporation**” means the Articles of Incorporation of the Association filed May 25, 2000, in the office of the Oregon Secretary of State, Corporation Division, as Registry No. 755575-88, as amended, restated or superseded in accordance with the Act and the Oregon Nonprofit Corporation Act.

**1.3** “**Association**” means Victoria Woods Owners Committee, an Oregon nonprofit corporation, and its successors and assigns, including a successor corporation under ORS 94.626 incorporated under Oregon Nonprofit Corporation Act under the name “Victoria Woods Owners Committee.”

**1.4** “**Bylaws**” means these 2019 Amended and Restated Bylaws of Victoria Woods Owners Association as they may be amended from time to time or restated as provided under the Act.

**1.5** “**Declaration**” means 2019 Amended and Restated Declaration of Protective Covenants of Victoria Woods recorded concurrently with these Bylaws as the document may be amended or restated as provided in the document and under the Act.

**1.6** “**Planned Community,**” “**Property**” and “**Properties**” mean the property described on attached **Exhibit A** and all improvements located thereon.

**1.7** “**Victoria Woods**” means the Planned Community.

**1.8** **Additional Definitions.** Unless the context clearly requires otherwise:

(a) **Incorporation by Reference.** Except as otherwise provided in these Bylaws, whether or not capitalized:

(1) Terms defined in the Declaration have the same meaning in these Bylaws.

(2) Terms used in these Bylaws that are defined in ORS 94.550 have the meanings set forth in ORS 94.550, unless the term is defined otherwise in the Declaration.

(b) **Other Definitions.** Terms that are not defined in this article but are defined elsewhere in these Bylaws, whether or not capitalized, have the respective meanings given to them in the provisions of these Bylaws.

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## **ARTICLE 2**

**ASSOCIATION IDENTITY, PURPOSES,  
POWERS AND OFFICES**

**2.1 Name and Location.** These are the Bylaws of Victoria Woods Owners Committee, an Oregon nonprofit corporation. Victoria Woods is a planned community located in the City of Tualatin, Washington County, Oregon, more particularly described in the Declaration and attached **Exhibit A**.

**2.2 Organization; Duration.**

(a) Incorporation. The Association is incorporated under the Oregon Nonprofit Corporation Act. The Articles of Incorporation must be consistent with the Declaration and these Bylaws. These Bylaws constitute the bylaws of the incorporated association.

(b) Duration. Unless otherwise provided under the Act, if the Association is at any time dissolved, the Association automatically continues as an unincorporated association under the same name as provided under ORS 94.626.

**2.3 Purposes; Powers and Governance.**

(a) Purposes. The Association was organized to serve as the means through which the Owners may take action with regard to the administration, management and operation of the Planned Community.

(b) Powers. The Association has such powers and duties as may be granted to it by the Act, including each of the powers set forth in ORS 94.630 as the statute may be amended to expand the scope of association duties and powers, together with such additional powers and duties afforded by the Declaration, the Articles of Incorporation, these Bylaws and the Oregon Nonprofit Corporation Act.

(c) Governance. The affairs of the Association shall be governed by the Board of Directors as provided in these Bylaws. Owners have no authority to act on behalf of the Association and may only take action with respect to affairs of the Association as specifically provided under the Declaration, these Bylaws, the Act or Oregon Nonprofit Corporation Act.

**2.4 Principal Office.** The principal office of the Association shall be located on the Property or at another location within the State of Oregon as is determined by the Board of Directors from time to time.

**2.5 Applicability of Bylaws.** The Association, all Owners and all other persons using any part of the Planned Community are subject to these Bylaws and to all Rules and Regulations.

**2.6 Composition and Membership.**

(a) Composition. The Association is composed exclusively of Owners of Lots in the Planned Community as provided under Subsection (c) of this section.

(b) Automatic Membership. The Owner of each Lot is automatically a member of the Association, including the Association, itself, to the extent it owns a Lot in the Planned Community. Membership commences, exists and continues by virtue of the ownership, and need not be confirmed or evidenced by any certificate or acceptance of membership.

(c) Determination of Ownership. Ownership is determined, for all purposes of the Declaration and these Bylaws and the administration of the Planned Community and Association, from the

record of ownership maintained by the Association in accordance with Section 10.2 below. The record shall be established and updated by the Owners filing with the Association a copy of the deed or land sale contract for the Lot evidencing the certificate of the recording officer of Washington County, Oregon, a copy of a title insurance policy or other evidence reasonably acceptable to the Board of Directors.

(d) Ownership by Entities and Fiduciaries

(1) Ownership Fiduciaries. Unless otherwise provided by a Resolution adopted by the Board of Directors, when a Lot is owned or held in a fiduciary capacity by an executor, administrator, guardian, conservator or trustee or by an attorney-in-fact, the Owner or representative of Owner shall provide the secretary in writing the name of the attorney-in-fact, executor, administrator, guardian, conservator or trustee with respect to the Lot owned or held in the fiduciary capacity and written evidence, satisfactory to the secretary, that the Individual is the attorney-in-fact, executor, administrator, guardian, conservator or trustee holding the Lot in the fiduciary capacity. Evidence may be determined satisfactory even if ownership of the Lot has not been transferred to the named Individual.

(2) Ownership by Entities. Unless otherwise provided by Resolution adopted by the Board of Directors, when a Lot is owned by a corporation, partnership or other legal entity, the Owner shall provide the secretary the name of an Individual authorized to represent the entity and written evidence, satisfactory to the secretary, that the Individual is authorized to represent the entity.

(3) Ownership Rights. When a Lot is owned by an entity, joint Owners or held in a fiduciary capacity by an executor, administrator, guardian, conservator or trustee or by an attorney-in-fact, ownership rights are subject to Section 3.10 below.

**ARTICLE 3**  
**ASSOCIATION OWNER MEETINGS AND VOTING**

**3.1 Location of Meeting.** The Association shall hold meetings at such suitable location convenient to the Owners as may be designated by the Board of Directors from time to time.

**3.2 Annual and Special Owner Meetings.**

(a) Annual Meetings.

(1) In accordance with the Act, the Association shall hold at least one (1) meeting of the Owners each year. Annual meetings of the Association shall be held in the first quarter of each year. The Board shall designate the date, location and hour of the meeting.

(2) The annual meeting is for the purpose of electing Directors as provided under Section 4.3 below and for the transaction of such other business as may properly come before the meeting.

(3) Upon receipt of a written petition under Section 4.4(b) below, the agenda for the annual meeting shall comply with Section 4.4(b) below.

(b) Special Meetings.

(1) Calling of Special Meetings. Special meetings of Owners may be called by the president or by a majority or more of Directors. Special meetings must be called by the president or secretary upon receipt of a written request from at least twenty-five percent (25%) of the Owners stating the purpose of the meeting.



(2) Failure to Call Meeting Requested by Owners. If a notice for a special meeting requested by Owners under this subsection is not given within thirty (30) days after the date the written request is delivered to the president or secretary, a person signing the request may set the date, time and location of the meeting and give notice as specified in Section 3.3 below.

(3) Business at Meeting. Only matters of business within the purpose or purposes described in the notice given under Section 3.3 below may be conducted at a special meeting, without the consent of all Owners.

(c) Effect of Failure to Hold Meetings as Scheduled. As provided under ORS 65.201, the failure to hold an annual or regular meeting of the Association stated in or fixed in accordance with these Bylaws does not affect the validity of any Association action.

### **3.3 Notice of Owner Meetings.**

(a) Requirements. Notice of all meetings of the Owners shall be given by the president or secretary or other person authorized by Resolution and adopted by the Board of Directors. All notices must:

(1) Be in writing and include the information required by ORS 94.650 or other provision of the Act.

(2) Be provided to each Owner, and all Mortgagees that have requested notice, not less than ten (10) or more than fifty (50) days before the date of the meeting in accordance with Section 13.1 below.

(b) Proof of Delivery. Unless otherwise provided by Resolution adopted by the Board of Directors, the Individual giving the meeting notice shall give a signed written statement that states notice was given in accordance with these Bylaws. The written statement constitutes proof of delivery of notice.

(c) Adjourned Meetings. When a meeting is adjourned for less than thirty (30) days under Section 3.5 below, no notice of the adjourned meeting need be given other than by announcement at the meeting at which the adjournment takes place.

(d) Waiver of Notice. Notice of a meeting may be waived by any Owner before or after the meeting as provided in Section 13.4 below.

### **3.4 Quorum.**

(a) At any Association meeting of Owners, representing twenty-five percent (25%) of the Voting Rights, present in person, by proxy or absentee ballot, if absentee ballots are permitted under Section 3.12 below, constitutes a quorum, unless otherwise provided in these Bylaws. Unless otherwise provided under the Act, the quorum requirement at any meeting adjourned under Section 3.5 below is reduced to twenty percent (20%) of the voting rights present in person, by proxy or absentee ballot, if permitted under Section 3.12 below, if the date of the adjourned meeting complies with Section 3.5(a)(2) below.

(b) If any meeting of the Owners cannot be organized because a quorum of Owners is not present, the Owners who are present, either in person or by proxy, may adjourn the meeting as provided in Section 3.5 below.

(c) When a quorum is once present to organize a meeting, the quorum cannot be broken

by the subsequent withdrawal of one (1) or more Owners.

**3.5 Adjournment and Reconvening of Meetings; Extension of Date for Return of Ballots.**

(a) Lack of Quorum.

(1) Subject to Paragraph (2) of this subsection, if any meeting of Owners, except meetings conducted under Section 3.13 below, cannot be organized because of a lack of quorum, the Owners who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum as specified in Section 3.4 above is present. A meeting adjourned under this subsection may not be adjourned to a date that is thirty (30) days or more from the date the original meeting was called.

(2) The quorum requirement is not reduced under Section 3.4 above unless:

(A) The meeting adjourned under this subsection is adjourned to a date that is at least forty-eight (48) hours from the date the original meeting was called; or

(B) The meeting notice specifies that the quorum requirement will be reduced if the meeting cannot be organized because of a lack of a quorum and specifies the reduced quorum requirement.

(b) Continuation of Business. In accordance with *Robert's Rules of Order* or other rules of order adopted under Section 3.6 below, a meeting may be adjourned until later the same day or some other day and time.

(c) Extension of Date for Action by Written Ballot. If a due date for return of ballots has been specified in a solicitation of a meeting by written ballot conducted under Section 3.13 below, the Board of Directors may extend the due date as provided under ORS 94.647.

**3.6 Meeting Procedure; Order of Business.**

(a) Meeting Procedure. Unless other rules of order are adopted by Resolution of the Board of Directors or the Owners, except when inconsistent with these Bylaws, Association meetings of Owners shall be conducted according to the latest edition of *Robert's Rules of Order* published by the Robert's Rules Association. The validity and right to challenge a decision of the Association are governed by the Act.

(b) Meeting Procedure. The Board of Directors shall determine the order of business at meetings of the Association.

**3.7 Voting Rights.** Each Lot is allocated one (1) vote in the affairs of the Association in accordance with Section 5.3 of the Declaration. The Board of Directors is entitled to vote on behalf of any Lot that has been acquired by or on behalf of the Association, except the Board of Directors is not entitled to vote on behalf of an acquired Lot in any election or removal of Directors under Section 4.3 or 4.4 below.

**3.8 Record Date.**

(a) Determination of Record Date for Specific Actions. Subject to Subsection (d) of this section, unless otherwise determined by Resolution adopted by the Board of Directors, the record date required under ORS 65.221 for determining Owners entitled to vote or other specific rights is as follows:

(1) Association Meeting. For any meeting of Owners, the Record Date is 6 pm

the day before the meeting.

(2) Action by Written Ballot in Lieu of a Meeting. For action by written ballot in lieu of a meeting conducted under Section 3.13 below, the Record Date is the day before written ballots are mailed or otherwise delivered unless the Board specifies a different Record Date. If a different Record Date is specified, the Record Date must be included in the solicitation given in accordance with ORS 94.647.

(3) Action without a Meeting. For action taken without a meeting under Section 3.14 below, the Record Date is the date the first Owner signs the consent.

(4) Requesting a Special Meeting or Petition for Consideration of Removal of Director: To determine Owners entitled to request a special meeting under Section 3.2(b) above or to sign a petition for consideration of removal of a Director at an annual meeting under Section 4.4(b) below, the Record Date is the date the first Owner signs the request or petition.

(b) Other Actions. Unless otherwise provided in a Resolution adopted by the Board of Directors, for actions other than specified under Subsection (a) of this section, the Board of Directors shall fix a Record Date and specify the date in the solicitation or other procedure relating to the action.

(c) Adjournment of Meetings. Unless otherwise provided under the Act or a Resolution adopted by the Board of Directors, a determination of Owners entitled to notice or to vote at a meeting of Owners is effective for any adjournment of a meeting under Section 3.5 above, including an extension of a date for return of ballots under Section 3.5(c) above.

(d) Statutory Application. Subject to ORS 94.770(4) and 65.959:

(1) To the extent that any provisions of Subsection (a) to (c) of this section are inconsistent with the Act, the Act controls.

(2) Unless otherwise provided in this section or by Resolution adopted by the Board of Directors, the provisions of ORS 65.221 apply.

**3.9 Proxies.** A vote may be cast or consent given by proxy in accordance with this section. A proxy given by an Owner may be a general proxy or a directed proxy, or combination general and directed proxy.

(a) Requirements.

(1) Subject to any additional requirements under the Act, a proxy given by an Owner must:

(A) Be in writing, dated and signed by the Owner.

(B) Name an Individual as the proxy holder, except the Individual holding an office of the Association may be designated without naming the Individual.

(2) A proxy must be filed with the secretary or other person designated by the Board of Directors in accordance with rules adopted by Resolution of the Board of Directors. The Board may not require by Resolution or other action that a proxy be on a form prescribed by the Board of Directors.

(b) Validity and Revocation. The validity and revocation of proxies are governed by the Act.

**3.10 Fiduciaries; Corporate Entities and Joint Owners.**

(a) Fiduciaries. An attorney-in-fact, executor, administrator, guardian, conservator or trustee may vote or grant approval or consent with respect to any Lot owned or held in such capacity, provided the secretary is satisfied that the Individual is the attorney-in-fact, executor, administrator, guardian, conservator or trustee holding the Lot in the fiduciary capacity in accordance with Section 2.6 above.

(b) Corporate and Other Entities. An Individual may vote or grant consent on behalf of a Lot owned by a corporation, partnership or other entity provided the secretary is satisfied that the Individual is the authorized representative of the entity in accordance with Section 2.6 above.

(c) Joint Owners.

(1) Whenever a Lot is owned by two (2) or more persons jointly, according to the records of the Association, the vote (or consent) of the Lot may be exercised by any one (1) of the Owners, in the absence of protest by a Co-owner.

(2) If a Co-owner protests, no one (1) Co-owner is entitled to vote without the approval of all Co-owners. If there is a disagreement among the Co-owners, the vote (or consent) of the Lot must be disregarded completely in determining the proportion of votes given with respect to the matter.

**3.11 Binding Vote.** At an Association meeting of Owners at which a quorum is constituted, the vote of Owners representing a majority of the Voting Rights who are present, in person, by proxy or absentee ballot (if permitted under Section 3.12 below), is binding upon all Owners for all purposes except when a higher percentage vote is required by law, the Declaration or these Bylaws.

**3.12 Absentee Ballots.** At the discretion of the Board of Directors, a vote may be cast or consent given by absentee ballot as provided under the Act.

**3.13 Action by Written Ballot in Lieu of a Meeting.** At the discretion of the Board of Directors, unless prohibited under ORS 94.647, any action that may be taken at any annual, regular or special meeting of Owners may be taken by written ballot without a meeting upon compliance with ORS 94.647.

**3.14 Action without a Meeting.**

(a) Any action that may be taken at any Association annual, regular or special meeting of Owners, may be taken without a meeting and without solicitation of written ballots under Section 3.13 above, if the action is taken by all of the Owners entitled to vote on the action.

(b) The action must be evidenced by one (1) or more written consents describing the action taken, signed by all of the Owners entitled to vote on the action and delivered to the Association for inclusion in the minutes or filing with the Association records.

(c) Action taken under this section is effective when the last Owner signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

**3.15 Electronic Ballots.** The Board of Directors, in its discretion, may provide that a vote, approval or consent of an Owner may be given by electronic ballot as provided under ORS 94.661 or other applicable provision of the Act.

**ARTICLE 4**  
**BOARD OF DIRECTORS**

**4.1 Number; Designation of Director Positions; Term.**

(a) Number; Designation of Position. The affairs of the Association shall be governed by a Board of Directors composed of three (3) Directors elected as provided in Section 4.3 below. Director positions are designated Director Position “A”, “B” and “C.” Director Positions are identified by the year the current term begins and the year the term expires as follows:

<u>Director</u>	<u>Existing Term Position</u>
A	2018- 2021
B	2016 - 2019
C	2017 – 2020

(b) Term. The term of each Director is three (3) years. The terms of the Directors are staggered so that the term of one (1) Director expires annually.

(c) Exceptions. As provided under ORS 65.314, despite the expiration of a Director’s term, the Director continues to serve until the Director’s successor is elected as provided in this article. In accordance with ORS 94.640, a Director who is removed by the Owners under Section 4.4 below remains a Director until a successor is elected by the Owners as provided under Section 4.5 below.

**4.2 Qualifications.**

(a) Ownership of Lot.

(1) Individual. Each member of the Board of Directors must be an Individual and, except as provided in Paragraph (2) of this subsection, an Owner or Co-owner of a Lot. However, multiple Owners of the same Lot may not serve as Directors simultaneously even if one (1) of the multiple Owners has an interest in another Lot.

(2) Entities, Trustees and Fiduciaries.

(A) If a corporation, limited liability company or partnership owns a Lot or owns an interest in an entity that owns a Lot, an officer, employee or agent of a corporation, a member, manager, employee or agent of a limited liability company, or a partner, employee or agent of a partnership may serve on the Board of Directors.

(B) A trustee may serve on the Board of Directors if the trustee holds legal title to a Lot in trust for the benefit of the Owner of the beneficial interest in the Lot.

(C) An executor, administrator, guardian, conservator, or other Individual appointed by a court to serve in a fiduciary capacity for an Owner of a Lot, or an officer or employee of an entity if the person appointed is an entity, may serve on the Board of Directors.

(b) Good Standing Required. An Owner may not be elected to the Board of Directors by Owners or by the Board to fill a vacancy unless the Owner is an Owner in Good Standing at the time the election is conducted.

(c) Documentation of Qualifications. Upon request, prior to election to the Board of Directors, an Individual described in this subsection shall provide the Board with documentary evidence that the Individual is qualified to serve on the Board of Directors.

(d) Change in Status. Sections 4.4 and 4.5 below govern when an Individual serving on the Board of Directors under Subsection (a) of this section no longer meets the requirements of Subsection (a) of this section and a Director is no longer an Owner in Good Standing required by Subsection (b) of this section.

#### **4.3 Election.**

(a) Election at Annual Meeting.

(1) At the annual meeting held under Section 3.2 above, Owners shall elect Directors to succeed Directors whose terms expire and any Director to fill a vacant Director Position described under Section 4.5(a) below.

(2) If at the annual meeting or any meeting adjourned or reconvened under Section 3.5 above, the Owners fail to elect any Director whose term expires, the unfilled position shall be filled by the Board of Directors in the same manner as a vacancy under Section 4.5(a) below.

(b) Nomination. The Board of Directors shall determine the method of nominating Directors.

(c) Manner of Election.

(1) The Board of Directors shall determine the manner of election of Directors. The method may include the election of Directors by a single ballot, with each Owner permitted to vote for the number of vacant Director Positions. If election is by single ballot, the nominees receiving the highest number of votes equal to the number of vacant Director Positions are the Directors elected to fill the positions.

(2) Election of Directors is by plurality.

(3) Cumulative voting is not permitted. As used in this paragraph, cumulative voting is when an Owner may vote by multiplying the number of votes (or allocation of Voting Rights) of the Owner by the number of Directors for whom the Owner is entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

#### **4.4 Resignation; Removal of Directors.**

(a) Resignation. A Director may resign at any time by giving written notice to the Board of Directors, president or secretary. A resignation is effective upon receipt of the notice or at any later time specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary.

(b) Removal of Directors by Owners.

(1) Subject to Paragraph (2) of this subsection, at any annual or special meeting, other than a meeting by written ballot conducted under Section 3.13 above, any one (1) or more of the Directors may be removed, with or without cause, by a binding vote of the Owners under Section 3.11 above.

(2) Unless otherwise provided under the Act, in order for the Owners to propose

the consideration of removal of a Director at an annual meeting, at least seven (7) days before the earliest date that notices may be given under Section 3.3 above, the Owners must submit to the president or secretary a written petition signed by at least twenty-five percent (25%) of the Owners. The petition must specify the names of the Directors whose removal is to be considered at the annual meeting.

(3) The notice of the meeting subject to this subsection must state:

(A) The removal of one (1) or more named Directors will be considered;  
and

(B) The agenda of the meeting will include the election of a successor to fill any vacancy created by the removal of a Director.

(4) In addition to any other requirements, the following requirements apply to a special or annual meeting subject to this subsection:

(A) The agenda must include the election of a successor to fill the vacancy created as provided under Section 4.5(b) below.

(B) Before a vote to remove a Director, any Director whose removal has been proposed by the Owners must be given an opportunity to be heard at the meeting.

(C) A vote to remove a Director must be conducted by ballot in writing and must provide an opportunity for Owners to vote separately for or against each Director whose removal is proposed.

(c) Automatic Removal of Director for Failure to Qualify.

(1) An Individual serving on the Board of Directors who ceases to be an Owner is automatically removed from the Board and the position is automatically vacant.

(2) An Individual serving on the Board of Directors under Section 4.2(a)(2) above is automatically removed from the Board (and the position automatically vacant) if the Individual no longer meets the requirements of Section 4.2(a)(2) above.

(d) Removal When Director Is Delinquent Owner. A Director who is a Delinquent Owner is automatically removed from the Board (and the position automatically vacant) unless the Director becomes an Owner in Good Standing within thirty (30) days after written notice from the Board of the delinquency.

(e) Removal by Board for Failure to Attend Board Meetings. A Director who is not present at three (3) successive meetings of the Board of Directors or who is not present at more than one-third (1/3) of the Board of Directors meetings during a twelve (12) month period may be removed by a majority of the remaining Directors. The vacancy created by the removal shall be filled as provided in Section 4.5(a) below.

#### **4.5 Filling of Vacancies on Board; Term.**

(a) Filling of Vacancies by Board of Directors. Except as provided in Subsection (b) of this section, vacancies on the Board of Directors may be filled by vote of a majority of the remaining Directors even though they may constitute less than a quorum. If a Director Position that does not expire at the next annual meeting becomes vacant and the Board does not fill the Director Position before the notice of the

annual meeting is given under Section 3.2 above, the Owners shall elect a Director to fill the Director Position at the annual meeting.

(b) Filling of Vacancies Created by Removal of Director by Owners. A vacancy created by the removal of a Director by the Owners at a meeting held under Section 4.4(b) above shall be filled by the Owners at the meeting in accordance with the meeting notice. However, if Owners fail to fill a vacancy created by the removal of a Director, any unfilled director position shall be filled by the Board of Directors in the same manner as a vacancy under Subsection (a) of this section. However, the Board may not vote to fill the Director Position with the Director the Owners voted to remove from the Board.

(c) Term of Director Elected to Fill Vacancy. Each Individual elected to fill a vacancy under this section serves for the remainder of the term of the vacated Director Position.

**4.6 General Powers and Duties.** The Board of Directors has all the powers and duties necessary for the administration of the affairs of the Association, except such powers and duties as by law or by the Declaration or these Bylaws may not be delegated to the Board of Directors by the Owners.

**4.7 Specific Powers and Duties.** The powers and duties to be exercised by the Board of Directors include, without limitation, the following:

(a) Maintenance of Common Property. Operation, care, upkeep, maintenance, repair and replacement of Common Property in accordance with the Declaration and these Bylaws.

(b) Maintenance Plans. Preparation and update, as necessary, of the maintenance plan described in ORS 94.595 and required under Section 9.1 of the Declaration.

(c) Bank Accounts. Opening and maintaining accounts on behalf of the Association in accordance with Section 10.4 below and designating the signatories required therefor in accordance with these Bylaws.

(d) Budgets. Preparation and adoption of Association budgets in accordance with ORS 94.645, the Declaration and these Bylaws.

(e) Reserves and Reserve Studies.

(1) Establishing and maintaining the Reserve Account in accordance with Section 10.5 below and any other reserves as may be required by the Declaration or these Bylaws and such other reserve accounts, including a general operating reserve account, as the Board of Directors determines appropriate.

(2) Preparation, review and update of reserve studies in accordance with Section 10.5 below.

(f) Assessment Collection. Designation and collection of Assessments from the Owners in accordance with these Bylaws, the Declaration and the Act.

(g) Personnel.

(1) Designation, employment and dismissal of such personnel as necessary for the efficient maintenance, upkeep and repair of the Common Property and any other property for which the Association has maintenance, repair or replacement responsibility in accordance with the Declaration and these



Bylaws.

(2) Employment of legal, accounting or other personnel for reasonable compensation to perform such services as may be required for the proper administration of the Association. The Board of Directors may employ or enter into a contract with a management agent as provided under Section 4.9 below.

(h) Insurance.

(1) Obtaining and maintaining the insurance required or permitted under Article 11 below.

(2) At least annually, the review of the insurance coverage of the Association as provided in Article 11 below.

(i) Purchase of Lots. Purchasing Lots of the Planned Community at foreclosure or other judicial sales in the name of the Association, or its designee, on behalf of all Owners as provided in these Bylaws.

(j) Annual Financial Statement. The preparation and distribution of an annual financial statement of the Planned Community to each Owner in accordance with Section 10.7 below.

(k) Annual Report with Secretary of State. The filing of the Annual Report with the Oregon Secretary of State in accordance with ORS Chapter 65.

(L) Income Tax Returns. Preparing or causing to be prepared and filed any required income tax returns or forms.

(m) Association Records. Compliance by the Association with ORS 94.670 relating to maintenance of Association records and maintenance of copies suitable for duplication of the documents specified in ORS 94.670 and Section 10.8 below.

(n) Association Mailing Address. Maintenance of a current mailing address for the Association.

(o) Rules and Regulations. Promulgation, adoption, amendment and repeal of Rules and Regulations, as provided in the Declaration, these Bylaws and the Act, in accordance with Article 9 below.

(p) Enforcement. Enforcement by legal means of the provisions of the Act, the Declaration, these Bylaws and any Rules and Regulations.

(q) Committees. In addition to any committees required by the Declaration or these Bylaws, establishment, by Resolution adopted by the Board, of committees and appointment of members thereof as the Board of Directors, in its sole discretion, deem necessary or appropriate to assist the Board in its duties in accordance with Article 8 below.

**4.8 Standards of Conduct.** Unless otherwise provided under the Act, in the performance of their duties, members of the Board of Directors are governed by ORS 94.640, 65.357, 65.361 and 65.369.

**4.9 Managing Agent or Manager.** On behalf of the Association, the Board of Directors may employ or enter into a contract with a management agent to perform such duties and services as the Board of Directors authorizes, including, without limitation, the duties listed in Section 4.7 above. The Board shall

establish the compensation of any employee or management agent to be paid under a contract.

**4.10 Compensation of Directors.** Except for out-of-pocket expenses, a Director may not be compensated in any manner, unless the compensation is approved by a Majority of Owners.

## **ARTICLE 5**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **5.1 Annual Board Organization Meeting.**

(a) Location, Date and Time. Unless otherwise agreed by the Board, within thirty (30) days following the annual meeting of the Association or, if necessary, following any meeting at which an election of Directors has been held, the Board of Directors shall hold an organization meeting on such date and at such location and time as is determined by the Directors at the meeting at which the election was held. No further notice of the organization meeting to the Directors is necessary. If the date, time and location of the organization meeting are announced at the annual meeting or other meeting at which an election of a Director is held, no further notice to Owners is necessary.

(b) Procedure and Business. Until the election of new officers, the organization meeting required under Subsection (a) of this section shall be chaired by the outgoing president, or, in the absence of the outgoing president, another officer designated by the Board, regardless of whether the outgoing president or officer is a member of the newly constituted Board. At the organization meeting, the Board of Directors shall elect officers in accordance with Section 6.2 below and may conduct any other Association business.

#### **5.2 Calling of Board Meetings; Notice to Directors.**

(a) Calling of Meetings.

(1) Regular Meetings. The Board of Directors may determine to hold regularly scheduled meetings to be held on such date and at such time and location as is fixed, from time to time, by a majority of the Directors.

(2) Special Meetings. Special meetings (including emergency meetings) of the Board of Directors may be called by the president and must be called by the secretary within ten (10) days of a written request of at least two (2) Directors. The secretary or other person designated by the Board of Directors shall cause notice to be given in accordance with Subsection (b) of this section.

(b) Notice to Board of Directors.

(1) Regular Meetings. Requirements for notice to Directors of required and regular meetings of the Board of Directors shall be determined, from time to time, by a majority of the Directors.

(2) Special Meetings. Subject to Paragraph (3) of this subsection, unless otherwise determined, from time to time, by a majority of the Directors, notice of any special meeting shall be given to each Director at least ten (10) days prior to the day named for the meeting. The notice shall be given personally or by mail, telephone or other means, including, without limitation, electronic communication, approved by the Director. The notice must state the date, time, location and purpose of the meeting.

(3) Emergency Meetings. Notice requirements to Directors for emergency meetings of the Board of Directors shall be as determined, from time to time, by a majority of the Directors.

### **5.3 Quorum and Acts.**

(a) Subject to ORS 65.337, at all meetings of the Board of Directors, a majority of the Directors constitutes a quorum for the transaction of business and the acts of the majority of the Directors present are the acts of the Board of Directors, unless a greater number is required by law or these Bylaws.

(b) If at any meeting of the Board of Directors less than a quorum of Directors is present, a majority of the Directors present may adjourn the meeting from time to time. At any adjourned meeting at which a quorum is present, any business that might have been transacted at the meeting as originally called may be transacted without further notice to Directors or Owners.

### **5.4 Meeting Definition; Mode of Board Meetings.**

(a) Definition. As used in this article, “meeting” has the definition given the term in ORS 94.640 or other applicable provision of the Act.

(b) Mode of Board Meetings.

(1) Subject to Paragraph (2) of this subsection, meetings of the Board of Directors shall be by a gathering of Directors at a designated physical location. As long as the meeting is conducted at a physical location where Owners may attend, members of the Board may participate by telephonic communication or by the use of a means of communication that allows all members of the Board participating in the meeting to hear each other simultaneously or otherwise to be able to communicate during the meeting. A member of the Board participating in a meeting by this means is deemed to be present in person at the meeting.

(2) Emergency meetings and other meetings of the Board of Directors may be conducted in any other manner permitted under the Act.

### **5.5 Board Meeting Procedure.**

(a) Director Assent Presumed. Unless otherwise provided under the Act, a Director who is present at a meeting of the Board of Directors at which action is taken on any Association matter is presumed to have assented to the action unless the Director votes against the action or abstains from voting on the action because the Director claims a conflict of interest.

(b) Recording of Votes; Proxies and Secret Ballots Prohibited. A vote or abstention for each Director present must be recorded in the minutes. Directors may not vote by proxy or by secret ballot at Board meetings, except officers may be elected by secret ballot.

(c) Rules of Procedure. Unless other rules of order are adopted by Resolution of the Board of Directors, except when inconsistent with these Bylaws, meetings of the Board of Directors shall be conducted according to the latest edition of *Robert's Rules of Order* published by the Robert's Rules Association. The validity and right to challenge a decision of the Board are governed by the Act.

**5.6 Open Meetings; Executive Sessions.**

(a) Open Meetings. Unless otherwise provided under the Act, except as provided in Subsection (b) of this section, all meetings of the Board of Directors are open to Owners for observation. An Owner has no right to participate in the meeting of the Board unless the Owner is also a member of the Board. The president or presiding officer has the authority to exclude an Owner who disrupts the proceedings at a Board meeting.

(b) Executive Sessions. In the discretion of the Board of Directors, the Board may close the meeting to Owners, other than Board members, and meet in executive session for the following purposes:

- (1) To consult with legal counsel.
- (2) To consider the following:
  - (A) Personnel matters, including salary negotiations and employee discipline;
  - (B) Negotiation of contracts with third parties; or
  - (C) Collection of unpaid Assessments.
- (3) Any other purpose permitted under ORS 94.640.

(c) Executive Session Procedure.

(1) Except in the case of an emergency, the Board of Directors shall vote in an open meeting whether to meet in executive session. If the Board votes to meet in executive session, the president or other presiding officer shall state the general nature of the action to be considered and, as precisely as possible, when and under what circumstances the deliberations can be disclosed to Owners. The statement, motion or decision to meet in executive session must be included in the minutes of the meeting.

(2) A contract or an action considered in executive session is not effective unless the Board, following the executive session, reconvenes in open meeting and votes on the contract or action. The contract or action must be reasonably identified in the open meeting and included in the minutes of the meeting.

**5.7 Notice to Owners of Meetings of Board.** Unless otherwise provided under the Act, for other than emergency meetings, notice of each meeting of the Board of Directors must be posted at a location or locations in the Planned Community at least three (3) days prior to the meeting, or notice must be provided by a method otherwise reasonably calculated to inform the Owners of the meeting, including, without limitation, on a web page maintained by the Association.

**5.8 Waiver of Notice by Directors.** Unless otherwise provided under the Act, waiver by a Director of any notice required to be given a Director under the Declaration, Articles of Incorporation, these Bylaws, the Act or Oregon Nonprofit Corporation Act is governed by ORS 65.347.

**ARTICLE 6**  
**OFFICERS**

**6.1 Designation and Qualifications.**

(a) Designation. The principal officers of the Association are a president, a secretary and a treasurer. Pursuant to a Resolution adopted by the Board of Directors, the Board may from time to time designate and elect other officers to exercise such powers and duties as the Board determines to be necessary or appropriate to manage the affairs of the Association.

(b) Qualifications. All principal officers must be members of the Board of Directors. Any other officer need not be a Director but must be an Owner. An Individual may not hold more than one (1) principal office.

**6.2 Election of Officers; Term; Vacancies.**

(a) Election; Term. The principal officers of the Association shall be elected annually by the Board of Directors at the annual organization meeting of each new Board held in accordance with Section 5.1 above. The officers shall serve for a term of one (1) year or until their respective successors are elected at the next annual organization meeting. Other officers may be elected at any meeting of the Board.

(b) Vacancies. If any office becomes vacant, the Board shall elect a successor to fill the unexpired term at any meeting of the Board of Directors.

**6.3 Removal; Resignation.**

(a) Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, president or secretary. A resignation is effective upon receipt of the notice or at any later time specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary.

(b) Removal. Officers hold office at the pleasure of the Board of Directors. When in the judgment of the Board of Directors the best interest of the Association will be served, by an affirmative vote of a majority of the members of the Board, any officer may be removed with or without cause.

**6.4 President.** The president:

(a) Is the chief executive officer of the Association.

(b) Subject to the control of the Board of Directors, has all of the general powers and duties that are usually vested in the chief executive officer of an association.

(c) Shall preside at all meetings of the Association and of the Board of Directors.

(d) Has such other powers and duties as may be prescribed by these Bylaws or Resolution adopted by the Board of Directors.

**6.5 Secretary.** The secretary:

- (a) Shall keep or cause to be kept the minutes of all proceedings of the Board of Directors and the minutes of all meetings of the Association.
- (b) Shall give or cause to be given such notice of meetings of the Association and the Board of Directors as is required by these Bylaws or by law.
- (c) Is responsible for all books, records and papers of the Association except those that are in the care of the treasurer or other person designated in a Resolution adopted by the Board of Directors.
- (d) Shall, in general, perform all the duties incident to the office of secretary.
- (e) Has such other powers and duties as may be prescribed by these Bylaws or Resolution adopted by the Board of Directors.

**6.6 Treasurer.** The treasurer:

- (a) Has responsibility for the Association's funds and securities not otherwise held by the managing agent, if any.
- (b) Shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts and disbursements.
- (c) Is responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may, from time to time, be designated by the Board of Directors in accordance with Section 10.4 below. The treasurer shall disburse the funds of the Association in accordance with these Bylaws.
- (d) Shall perform all other duties incident to the office of treasurer of an association.
- (e) Is responsible for preparation of a budget in accordance with Section 4.7(d) above.
- (f) Has such other powers and duties as may be prescribed by these Bylaws or Resolution adopted by the Board of Directors.

**6.7 Execution of Documents; Checks.**

- (a) Documents. All agreements, contracts, deeds, leases and other instruments of the Association, except checks and other evidences of indebtedness, shall be executed by such person or persons as may be required by law or designated by a Resolution adopted by the Board of Directors. In the absence of a law or Resolution applicable to any instrument, then the instruments shall be executed by the president and another principal officer.
- (b) Checks, Drafts and Other Evidences of Indebtedness. All checks, drafts, vouchers and other orders for payment of money, notes or other evidences of indebtedness, that are issued in the name of or payable to the Association shall be signed or endorsed as prescribed by Resolution adopted by the Board of Directors.

**6.8 Resolutions.**

(a) A Resolution adopted by the Board of Directors or the Owners must include:

(1) The date and nature of the meeting at which the action was taken.

(2) The authority for the action under the Declaration, Bylaws, the Act, Nonprofit Corporation Act or other law.

(3) A statement of the action taken.

(4) A certification by the secretary or president that the Resolution is a true record of the action taken by the Board of Directors at a meeting of the Board of Directors or by Owners at a meeting of Owners held in accordance with the Bylaws of the Association on the specified date.

(b) The adoption of the Resolution must be included in the minutes of the meeting of the Board of Directors or the Owners at which the action was taken.

**6.9 Standards of Conduct.** Unless otherwise provided under the Act, in the performance of their duties, officers are governed by ORS 94.640 and 65.377.

**6.10 Compensation of Officers.** Except for out-of-pocket expenses, an officer who is a member of the Board of Directors may not receive any compensation from the Association for acting as an officer, unless the compensation is authorized by a binding vote of the owners under Section 3.11 above. The Board of Directors may fix any compensation to be paid to any officers who are not also Directors.

**ARTICLE 7**

**LIABILITY AND INDEMNIFICATION  
OF DIRECTORS, OFFICERS, AND OTHERS**

**7.1 Liability.** A member of the Board of Directors, officer of the Association or member of a committee is not liable to the Association or any Owner for any damage, loss or prejudice suffered or claimed on account of any action or failure to act in the performance of his or her duties, except for acts of gross negligence or intentional acts.

**7.2 Indemnification.** If any member of the Board of Directors, officer of the Association or member of a committee is made a party of any proceeding because the Individual is or was a Director, officer of the Association or member of a committee, the Association shall indemnify the Individual against liability and expenses incurred to the maximum extent permitted by law.

**ARTICLE 8**

**COMMITTEES**

**8.1 Establishment of Committees.**

(a) In addition to the Architectural and Landscaping Review Committee required under Section 8.2 of the Declaration, the Board of Directors by Resolution may adopt rules that establish and appoint such other committees as it deems appropriate to assist the Board in its duties. Unless otherwise provided by the Act, authority of the Board of Directors may only be granted to a committee in accordance with ORS 65.354.

(b) The Resolution establishing or governing the committee must address the matters specified in Section 8.2 below.

**8.2 Duties Membership; Appointment and Operation of Committees.** This section applies to any committee established under Section 8.1 above.

(a) Required Provisions of Resolution. The Resolution establishing or governing the committee must:

(1) Designate the nature and title of the committee and prescribe the duties of the committee.

(2) Subject to Subsection (b) of this section, specify the number, term and qualifications of committee members.

(3) Specify the method of nominating committee members.

(4) Specify if the committee must keep minutes of meetings and if required, specify that copies of the minutes must be submitted to the Board of Directors to be maintained as records of the Association.

(5) Specify which provisions of Subsection (c) of this section apply.

(b) Appointment of Members and Chair. The Board of Directors shall appoint committee members. The Board may appoint any Director to serve as a member of a committee. However, not more than one (1) Director may concurrently serve on the same committee. Unless otherwise provided in the Resolution described under Subsection (a) of this section, the Board of Directors shall appoint the chair of each committee.

(c) Procedure. Unless otherwise provided by Resolution of the Board of Directors, each committee shall:

(1) Adopt rules of parliamentary procedure.

(2) Establish meeting schedules.

(3) Prescribe the manner and method of providing notice of meetings to committee members and the Board of Directors.

(d) Removal of Members. Members of the committees serve at the pleasure of the Board of Directors. When in the judgment of the Board of Directors the best interest of the Association will be served, by an affirmative vote of a majority of the members of the Board:

(1) Any member of a committee may be removed, with or without cause.

(2) Without removing the Individual serving as chair from the committee, the Individual serving as chair may be removed as chair, with or without cause.



**8.3 Compensation.** No member of any committee may receive any compensation from the Association or make any charge for his or her services as a member of the committee. However, a committee member may be reimbursed for out-of-pocket expenses.

## **ARTICLE 9** **RULES AND REGULATIONS**

**9.1 Adoption of Rules and Regulations by Board.** Pursuant to Section 4.7(o) above and the Act, the Board of Directors from time to time may by Resolution adopt, amend and revoke such Rules and Regulations as it may deem necessary or appropriate in order to assure the peaceful and orderly use and enjoyment of the Planned Community and the management and administration of the Association. In addition to rules specifically required or permitted to be adopted by the Board under the Declaration or these Bylaws, the Resolution may include, without limitation, rules and regulations that:

- (a) Govern the conduct of persons and the operation and use of the Lots and Common Property; and
- (b) Interpret any provision of the Declaration or these Bylaws that the Board of Directors determines is ambiguous.

**9.2 Annulment by Owners of Rules and Regulations.** Subject to Sections 9.4 and 9.5 below:

(a) By a vote of at least seventy-five percent (75%) of voting rights, in person or by proxy, at a special meeting of Owners called in accordance with Subsection (b) of this section, the Owners may adopt an Association Resolution that annuls any or all of the rules adopted by Resolution of the Board of Directors under Section 9.1 above.

(b) A special meeting of Owners for the purpose of considering adoption of an Association Resolution under Subsection (a) of this section must be requested by Owners under Section 3.2(b) above not later than ten (10) days after a copy of the Resolution adopted by the Board under Section 9.1 above is delivered to Owners in accordance with Section 9.3 below.

(c) Any rule adopted by the Board of Directors under Section 9.1 above is void upon the adoption by the Owners of an Association Resolution under this section that specifically annuls the rule.

**9.3 Distribution of Copies of Resolution; Binding Effect.** Subject to Sections 9.4 and 9.5 below:

(a) The secretary shall cause a copy of a Resolution adopted under this article to be delivered promptly to each Owner in accordance with Section 13.1 below.

(b) Rules as adopted, amended or repealed by a Resolution adopted under this article are binding upon all Owners and occupants of all Lots from the date of delivery of the copy required to be delivered under Subsection (a) of this section. If a special meeting is requested under Section 9.2(b) above, the Resolution adopted by the Board is not effective until adjournment of the special meeting, subject to any Association Resolution adopted by the Owners at the special meeting.

**9.4 Administrative Resolution Defined.** As used in this article, “Administrative Resolution”:

(a) Means a Resolution that is designated as an Administrative Resolution and adopts rules that relate to the administration, organization and operation of the Association, including, without limitation, matters such as:

- (1) Adoption of budgets under Section 11.3 of the Declaration.
- (2) Designation and election of additional officers under Section 6.1 above.
- (3) Establishment and operation of committees under Section 4.7(q) above.
- (4) Designation of individuals authorized to execute documents, checks and other evidences of indebtedness under Section 6.7 above.

(b) Does not mean a Resolution that adopts rules described under Section 9.1(a) or (b) above or otherwise affects specific rights, duties or obligations of an Owner.

**9.5 Application of Sections 9.2 and 9.3.**

(a) Administrative Resolutions. Unless otherwise provided in the Resolution:

- (1) Sections 9.2 and 9.3 above do not apply to an Administrative Resolution.
- (2) An Administrative Resolution is effective upon adoption by the Board of Directors.

(b) New Rules and Regulations. Sections 9.2 and 9.3 above apply to Rules and Regulations adopted under Section 9.1 above on and after the date of recording of these Bylaws in the Records of Washington County, Oregon.

(c) Existing Rules and Regulations.

(1) Subject to Paragraph (3) of this subsection, Sections 9.2 and 9.3 above do not apply to existing Rules and Regulations in effect as of the date of recording of these Bylaws in the Records of Washington County, Oregon.

(2) Sections 9.2 and 9.3 above apply to Resolutions (other than Administrative Resolutions) adopted on and after the date of recording of these Bylaws in the Records of Washington County, Oregon that adopt amendments to existing Rules and Regulations in effect as of the date of recording these Bylaws in the Records of Washington County, Oregon.

(3) Nothing in this subsection precludes the Board of Directors from adopting one (1) or more Resolutions that restate, re-designate or reformat for convenience of reference, efficiency or other similar purpose any existing Rules and Regulations in effect as of the date of recording these Bylaws in the Records of Washington County, Oregon. Any such action is not subject to Sections 9.2 and 9.3 above.

**ARTICLE 10**  
**ASSESSMENTS, RECORDS AND ACCOUNTS**

**10.1 Assessments.** As provided in the Declaration, the Association, through the Board of Directors, shall do the following:

- (a) Assess and collect from Owners Assessments in the manner described in the Declaration.
- (b) At least annually adopt a budget in accordance with Section 10.3 of the Declaration.
- (c) Enforce the Assessments in the manner provided in the Declaration.

**10.2 General Records.**

(a) The Board of Directors and managing agent or manager, if any, shall keep records of the actions of the Board of Directors and managing agent or manager, minutes of the meetings of the Board of Directors and minutes of meetings of the Association. The minutes of a meeting of the Board of Directors or the Owners must include any Resolution adopted by the Board or the Owners at the meeting.

(b) The Board of Directors shall maintain a Book of Resolutions containing the Rules and Regulations adopted by the Association and the Board of Directors.

(c) The Board of Directors shall maintain a list of Owners. The list must indicate the name, address and Lot number of the Owner.

(d) Unless otherwise provided in ORS 94.670, the Association shall retain within this state the documents, information and all other records of the Association for not less than the period specified in ORS 65.771 or any other applicable law, except that:

(1) The documents described in ORS 94.616(3)(o), if received, must be maintained as permanent records of the Association.

(2) Proxies and ballots must be retained for one (1) year from the date of determination of the vote, except that proxies and ballots relating to an amendment to the Declaration, Bylaws or other governing document must be retained for one (1) year from the date the amendment is effective.

**10.3 Financial Records.**

(a) Required Records. The Board of Directors or its designee shall keep within the State of Oregon financial records sufficient for proper accounting purposes.

(b) Assessment Roll. The Board of Directors shall maintain an Assessment record in a set of accounting books in which there is an account for each Lot. The account shall designate:

- (1) The Lot number;
- (2) The name and address of the Owner or Owners;
- (3) The amount of each Assessment against the Owner and the Lot;

- (4) The dates and amounts in which the Assessment is due;
- (5) The amounts paid upon the account; and
- (6) The balance due on the Assessments.

#### **10.4 Association Funds and Accounts.**

(a) Deposit of Funds. All Assessments and other funds of the Association shall be deposited in accounts described in Subsection (c) of this section in accordance with ORS 94.670. Unless otherwise provided under the Act, the investment objectives of the Association are:

- (1) Preservation of capital; and
- (2) Maintenance of sufficient liquidity to meet the financial obligations of the Planned Community.

(b) Distribution of Funds. All expenses of the Association shall be paid from accounts of the Association in accordance with the Declaration and these Bylaws. The Association shall maintain a voucher or payment system that requires a sufficient number of signatories as is reasonably necessary to prevent any misuse of Association funds.

(c) Association Accounts. The Association shall establish and maintain two (2) primary accounts and such other accounts, including a general contingency account described in Subsection (d) of this section, as the Board of Directors deems necessary or appropriate to manage the funds of the Association. The accounts must be in the name of the Association with a financial institution in accordance with ORS 94.670. The primary accounts shall be generally identified as the:

- (1) "General Operating Account".
- (2) "Reserve Account," established under Section 10.5(a) below.

(d) Contingency Account.

(1) Establishment and Maintenance of Account. The Board of Directors may establish and maintain one (1) or more contingency accounts by allocation and payment periodically of an amount determined by the Board of Directors to be appropriate.

(2) Use of Funds. The account may be used for the purposes the Board of Directors determines appropriate that are consistent with the Declaration and these Bylaws.

#### **10.5 Reserve Accounts; Reserve Study.**

(a) Establishment and Maintenance of the Reserve Account. Except as provided in the Act, the Board of Directors shall establish and maintain a Reserve Account for:

(1) Major maintenance, repair and replacement of all items of Common Property that will normally require replacement in whole or in part, in more than one (1) or less than thirty (30) years.

(2) Exterior painted surfaces if the Common Property includes exterior painted surfaces.

(3) Major maintenance, repair and replacement of all other property for which the Association has maintenance, repair or replacement responsibility, including exterior painted surfaces.

(4) Such other items as may be required by the Declaration or these Bylaws.

(b) Determination of Reserve Accounts; Reserve Study.

(1) The Board of Directors shall determine the extent that the Reserve Account is funded.

(2) As provided under ORS 94.595(8), the Board of Directors may annually conduct a reserve study described under ORS 94.595, or review and update an existing reserve study, to determine the reserve account requirements and, subject to the Act, may, without any action by Owners:

(A) Adjust the amount of payments in accordance with the reserve study or reserve study update; and

(B) Provide for other reserve items that the Board of Directors, in its discretion, may deem appropriate.

(3) A reserve study must include the information required under ORS 94.595 or other applicable provision of the Act in effect when the reserve study or reserve study update is conducted.

(c) Use of Reserve Fund.

(1) The reserve account may only be used for the purposes for which the reserves have been established and must be kept separate from other Association funds.

(2) The Board of Directors may borrow funds from the Reserve Account to meet high seasonal demands on the nonreserve items in the annual budget, to meet unexpected increases in expenses or for any other purpose permitted under the Act if the Board has adopted a Resolution that authorizes the borrowing of funds. The Resolution may be an annual continuing Resolution.

(3) Not later than the adoption of the budget for the following year, the Board of Directors shall adopt by Resolution a payment plan providing for repayment within a reasonable time of any unpaid funds borrowed under Paragraphs (2) of this subsection.

(4) The Board of Directors may use reserve account funds allocated to one (1) reserve item to meet unexpected expenses of another reserve item in the same reserve account. The re-allocation of funds must be reflected in the next reserve study or reserve study update conducted under Subsection (b) of this section.

(d) Board Authority. The Board of Directors has authority with respect to the reserve account as specified under Subsection (b) of this section. Any action by Owners regarding the reserve account is governed by ORS 94.595 in effect when the action is taken.

**10.6 Fiscal Year.** Unless otherwise provided by Resolution adopted by the Board of Directors, the fiscal year of the Association begins on January 1 and ends on December 31 of each calendar year.

**10.7 Financial Reports and Audits.**

(a) Annual Financial Statement. In accordance with ORS 94.670, within ninety (90) days, or within such other number of days specified in ORS 94.670, after the end of the fiscal year, the Board of Directors shall:

(1) Prepare or cause to be prepared an annual financial statement consisting of a balance sheet and income and expenses statement for the preceding fiscal year; and

(2) Distribute, in accordance with Section 13.1 below, to each Owner a copy of the annual financial statement and to all Mortgagees of Lots who have requested in writing a copy.

(b) Review of Annual Financial Statement. If required by ORS 94.670, the Board of Directors shall cause the financial statement required under Subsection (a) of this section to be reviewed by an independent certified accountant licensed in this state as provided in ORS 94.670.

(c) Audit of Books and Records.

(1) From time to time the Board of Directors, at the expense of the Association, may cause an audit, review, compilation or other financial examination of the books and records pertaining to the Association to be conducted and may furnish copies thereof to the Owners and Mortgagees of Lots.

(2) Subject to any rules adopted under Section 10.12 below, upon written request and notification, at any time an Owner or Mortgagee may, at the Owners or Mortgagees own expense, cause an audit, review, compilation or other financial examination of the books and records of the Association to be made.

**10.8 Copies of Documents Required to be Maintained by Association.**

(a) The Board of Directors shall maintain a copy, suitable for the purposes of duplication, of the documents specified in ORS 94.670.

(b) Within ten (10) business days after receipt of a written request of an Owner, the Association shall furnish the requested information required to be maintained under Subsection (a) of this section.

**10.9 Statement of Occupancy Information.**

(a) All Owners shall provide the Board of Directors with a Statement of Occupancy Information. The Statement of Occupancy Information shall:

- (1) Be on a form prescribed by Resolution adopted by the Board of Directors.
- (2) Contain a statement of whether or not the Lot is occupied by the Owner. If the Lot is not occupied by the Owner, state the name of the Occupants.
- (3) State the day and night telephone numbers of the Owner, tenant or other Occupant.
- (4) State the term of any rental or lease agreement.
- (5) Include any other information the Board deems necessary and appropriate.
- (6) Be kept current by the Owner by written notice to the Board.

(b) Statements of Occupancy Information must be kept on file with the books and records of the Association. However, under ORS 94.670(9)(b)(G), Statements of Occupancy Information and specific information contained in the forms are not available for inspection or duplication by Owners, except for an Owner's individual Statement of Occupancy Information, without the consent of the affected Owner. The information required under Subsection (a) of this section is to enable the Association to respond to requests for statistical occupancy information related to sales, financing of units, insurance and other similar matters and for contact information in the case of emergencies.

#### **10.10 Inspection of Records by Owners; Restricted Owner Information.**

(a) Except as otherwise provided in ORS 94.670 or other section of the Act, all records of the Association must be reasonably available for examination and, upon written request, available for duplication by an Owner and any Mortgagee of a Lot that makes a request in good faith for a proper purpose in accordance with rules adopted by Resolution of the Board of Directors under Section 10.12 below.

(b) Unless otherwise provided under the Act, without the consent of the Owner or occupant of a Lot, the information of an Owner or occupant specified in Subsection (c) of this section is part of an Owner's individual file under 94.670(9)(b)(G) and is not available for examination or duplication under ORS 94.670(8) or use by the Association for a purpose other than for which the information was maintained or provided.

(c) The following information is restricted under Subsection (b) of this section, even if the Association maintains a separate list of Owners, including a list provided under ORS 94.616(3)(t), indicating the information:

- (1) Telephone numbers, cellular phone numbers and facsimile numbers.
- (2) Electronic mail addresses.
- (3) Any other form of telephonic or electronic communication number or address.

(d) The rules adopted by the Board under Section 10.12 below may specify the method of providing consent of an Owner or occupant required under Subsection (b) of this section or the actions of an Owner or occupant that constitute consent for specified purposes.

**10.11 Notice of Sale; Records Update Fee.** Immediately after a change in ownership of any Lot (including when the Owner changes the nature of Owner's interest to an interest described under Section 2.6(d) above), the new Owner shall promptly inform the secretary or manager of the Owner's name and address. As soon as practicable after receipt of the notice or other information evidencing a change in ownership of a Lot, the Board shall provide the new Owner notice of any records update fee due under Section 10.12 below and request any information required under Section 2.6(c) or (d) above.

**10.12 Rules Governing Association Records and Documents.** Pursuant to Article 9 above, the Board of Directors may adopt reasonable rules that:

- (a) Govern the frequency, time, location, notice and manner of examination and duplication of Association records.
- (b) Prescribe a reasonable fee for furnishing copies of any requested documents, information or records. The fee may include reasonable personnel costs incurred to fulfill the request.
- (c) Impose a records update fee to cover the administrative costs incurred by the Association when there is a change in Lot occupancy. Unless specifically permitted under the Act, the fee may not exceed the reasonable costs of updating records of the Association, providing copies of Association information and documents and any inspections required to determine if the Lot is in compliance with the Declaration and these Bylaws.

## **ARTICLE 11** **INSURANCE**

**11.1 Insurance by Association.** Subject to any requirements of the Act, the Board of Directors shall obtain and maintain at all times the insurance specified in this section. In exercising its responsibility under this article, decisions must be based on the best business judgment of the Board of Directors.

(a) Property Damage Insurance.

(1) The Association shall obtain and maintain property insurance covering loss or damage from occurrences including, without limitation, fire, vandalism and malicious mischief with extended coverage endorsement; and such other coverage such as flooding and earthquake, that the Association may deem desirable.

(2) The amount of coverage shall be for not less than the one hundred percent (100%) of the current replacement cost of the Improvements on the Common Property (exclusive of land, foundation, excavation and other items normally excluded from coverage), subject to a reasonable deductible.

(3) The policy or policies must include all fixtures and building service equipment to the extent that they are part of the Common Property and all personal property and supplies belonging to the Association.

(b) Liability Insurance.

(1) The Association shall obtain and maintain comprehensive general liability insurance coverage insuring the Association, the Board of Directors, officers and committees against liability to the public or to the Owners and their invitees or tenants incident to the operation, maintenance, ownership or use of the Common Property. There may be excluded from the policy or policies coverage of an Owner (other than as a member of the Association, the Board of Directors or a committee or as an officer) for liability arising



out of acts or omissions of the Owner and liability incident to the ownership or use of the part of the property as to which the Owner has the exclusive use or occupancy.

(2) Limits of liability under the insurance may not be less than Two Million Dollars (\$2,000,000) on a combined single limit basis.

(3) The policy or policies obtained under this subsection shall be issued on a comprehensive liability basis and must provide cross liability endorsement wherein the rights of named insured under the policy or policies may not be prejudiced as respects his, her or their action against another named insured.

(c) Workers' Compensation Insurance. The Association shall obtain and maintain workers' compensation insurance to the extent necessary to comply with any applicable laws.

(d) Employment Practices Liability Insurance. When applicable, the Association shall obtain and maintain employment practices liability insurance.

(e) Fidelity Insurance.

(1) The Association shall maintain fidelity insurance for all officers, Directors, trustees and employees of the Association and all other persons handling or responsible for funds of or administered by the Association. If the Association has retained a management agent, the Board of Directors may require the agent to maintain fidelity insurance for its officers, employees and agents handling or responsible for funds of, or administered on behalf of, the Association.

(2) The total amount of fidelity insurance coverage required shall be based upon the best business judgment of the Board of Directors.

(3) The fidelity insurance shall:

(A) Name the Association as obligee.

(B) Contain waivers by the issuers of the insurance of all defenses based upon the exclusion of persons serving without compensation from the definition of "employees" or similar terms or expressions.

(f) Directors' and Officers' Liability Insurance. The Association shall maintain a policy of directors' and officers' liability insurance with coverage in the amount of not less than One Million Dollars (\$1,000,000), subject to a reasonable deductible. The policy must include coverage for Individuals entitled to indemnification under Section 7.2 above.

(g) Additional Insurance. The Board of Directors, in its discretion, may obtain such other insurance as it deems necessary to protect the interests of the Association, the Board of Directors or Owners.

**11.2 Insurance by Owners.**

(a) Owner Responsibility. Each Owner shall obtain and maintain, at Owner's own expense, any insurance covering Owner's property not insured under Section 11.1(a) above and insurance covering Owner's liability not covered under Section 11.1(b) above that Owner determines appropriate.

(b) Evidence of Owner Insurance. If requested in writing by the Board of Directors, an Owner or tenant shall file a copy of each policy or proof of insurance required under this section with the Association within thirty (30) days of the request.

(c) Association Duties and Responsibilities. The Association has no duty to procure or assist in procuring insurance an Owner is required to obtain and purchase under this section. The Association is not responsible for any loss or damage to real or personal property of an Owner, whether stored in the Common Property or on Owner's Lot and the Association is not required to maintain any insurance coverage of any such loss.

**11.3 Additional Requirements.** Insurance policies obtained by the Association are governed by the following provisions:

(a) All policies shall be written with the State of Oregon or a company licensed to do business in the State of Oregon.

(b) All losses under policies hereafter in force regarding the property shall be settled exclusively with the Board of Directors or its authorized representative. Proceeds of the policies shall be paid to the Association as trustee for the Owners and Mortgagee as their interests may appear, or upon demand of any Mortgagee, to an insurance trustee acceptable to the Association and Mortgagees of Lots.

(c) All Association policies required by this article must provide that the policy may not be cancelled (including cancellation for nonpayment of premium) or substantially modified without at least ten (10) days prior written notice to the Association and to each holder of a first Mortgage that is listed as a scheduled holder of a first Mortgage in the insurance policy and each servicer on behalf of the Federal National Mortgage Association.

**11.4 Insurance Deductible.** The Board of Directors shall determine the amount of the deductible for property loss insurance policies and any other insurance policies obtained by the Association under the Declaration, these Bylaws or law. In determining the deductible under the policies, the Board, among other factors, shall consider the availability, cost, and loss experience of the Association.

**11.5 Evidence of Association Insurance.** Upon written request of an Owner or Mortgagee of a Lot, the Board of Directors shall as soon as practicable provide evidence of insurance maintained by the Association.

**ARTICLE 12**  
**AMENDMENTS**

**12.1 Proposal of Amendments.** Amendments to the Bylaws may only be proposed by a majority of the Board of Directors or by Owners holding thirty percent (30%) or more of the Voting Rights delivering the proposed amendment to the Board for presentation to the Owners. The proposed amendment must be reduced to writing and included in the notice of any meeting at which action is to be taken on the proposed amendment or attached to any request for approval or consent to the proposed amendment.

**12.2 Adoption.**

(a) Amendments may be approved by the Owners at a constituted Association meeting or by written ballot in lieu of a meeting in accordance with Section 3.13 above. Subject to Subsection (b) of this section, a vote of a Majority of Owners is required for approval of any amendment.

(b) In accordance with ORS 94.635(18), if any provision required to be in a declaration under ORS 94.580 (2017 Edition) is included in these Bylaws, the voting requirements for amending the Declaration also govern the amendment of the provision in these Bylaws.

**12.3 Execution and Recording.** An amendment is not effective until the amendment is:

- (a) Executed and acknowledged by the president and secretary of the Association;
- (b) Certified by the president and secretary of the Association as being adopted in accordance with these Bylaws and the applicable provisions of the Act; and
- (c) Recorded in the office of the recording officer of Washington County, Oregon.

**ARTICLE 13**  
**GENERAL PROVISIONS**

**13.1 Notices and Information.**

(a) Association. Any notice, information or written material required to be provided to the Association or the Board of Directors under the Declaration, these Bylaws or the Act shall be delivered in care of the managing agent or, if there is no managing agent, to the principal office of the Association or to such other address as the Board of Directors may designate from time to time.

(b) Owners.

(1) Any notice, information or written material required to be provided an Owner under the Declaration, these Bylaws or the Act shall be delivered to such address as may have been designated by the Owner in writing to the Board of Directors. If no address has been designated, then notice shall be delivered to the Owner's Lot.

(2) If a Lot is jointly owned or the Lot has been sold under a land sale contract, notice shall be delivered to a single address, of which the Board of Directors has been notified in writing by the parties. If no address has been given to the Board in writing, then delivery to the Lot is sufficient.

(c) Manner of Delivery. Subject to Section 13.2 below, except as otherwise required by the Declaration, these Bylaws, Rules and Regulations or law, if within the required time, delivery of notice of meetings and any other notice, information or written material required to be provided an Owner by the Declaration, these Bylaws, rules and regulations or law is sufficient if:

- and
- (1) Addressed to the Owner or the Association in accordance with this section;
  - (2) Hand-delivered or deposited in the United States mail, postage prepaid.

(d) Waiver. Whenever any notice is required to be given under the Act or the Oregon Nonprofit Corporation Act, as they exist or may be amended in the future, or under the provisions of the Declaration, Articles of Incorporation or these Bylaws, a waiver of notice in writing signed by the person or persons entitled to the notice, whether before or after the time stated in the document or law, is deemed equivalent to the giving of the notice.

### **13.2 Electronic Communication.**

(a) Subject to Subsections (b) and (c) of this section, notwithstanding any requirement under the Declaration, these Bylaws, the Act or Oregon Nonprofit Corporation Act, in the discretion of the Board of Directors, except for notices of those matters specified in ORS 94.652, any notice, information or written material required to be provided an Owner under the Declaration, these Bylaws or law, may be given by electronic mail, facsimile or other form of electronic communication acceptable to the Board of Directors in accordance with rules prescribed by Resolution adopted by the Board.

(b) At the time notice, information or written material is to be provided an Owner under subsection (a) of this section, to the extent that this section conflicts with a provision of the Act or Oregon Nonprofit Corporation Act prescribing the method or form of notice for specific actions or for delivery of information or other matter the applicable act governs.

(c) An Owner may not be required to receive any notice, information or material by any form of electronic communication. Any rules adopted under Subsection (a) of this section must provide for Owners to receive the notice, information or written material in the manner required under the Declaration, these Bylaws, the Act or applicable law.

### **13.3 Compliance and Enforcement.**

(a) Compliance. Each Owner and occupant (including tenants) of a Lot shall comply with the provisions of these Bylaws and the Rules and Regulations and the Act. Article 11 of the Declaration governs compliance with these Bylaws.

(b) Violations of Bylaws. The violation of any provision of these Bylaws or Rule or Regulation gives the Board of Directors, acting on behalf of the Association, the right, in addition to any other rights set forth in the Declaration or these Bylaws, the remedies specified in Article 11 of the Declaration.

(c) Action by Owners. An aggrieved Owner may bring an action against another Owner or the Association for violations of, or for failure to comply with, these Bylaws or any Rules or Regulations as provided under Article 11 of the Declaration.

**13.4 Waiver, Precedent and Estoppel.** No restriction, condition, obligation, or provision contained in these Bylaws or Rules and Regulations adopted pursuant to these Bylaws may be deemed to have been abrogated or waived by the Association or an Owner by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof that may occur. Any failure to enforce the same may not be deemed to constitute precedent or estoppel impairing the right of the Association as to any similar matter.

**13.5 Invalidity; Number; Construction; Captions.**

(a) Invalidity. The invalidity of any part of these Bylaws does not impair or affect in any manner the validity, enforceability or effect of the balance of these Bylaws.

(b) Number; Construction. As used in these Bylaws:

(1) The singular includes the plural and the plural the singular as the context requires.

(2) “May not” and “shall not” are equivalent expressions of an absolute prohibition.

(3) “Violate” includes failure to comply.

(4) The masculine, feminine and neuter each include the masculine, feminine and neuter, as the context requires.

(c) Captions. All captions used in these Bylaws are intended solely for convenience of reference and in no way limit any of the provisions of these Bylaws.

(d) Liberal Construction. These Bylaws shall be construed liberally to give effect to the entire document.

**13.6 Conflicts.**

(a) These Bylaws are intended to comply with the Act to the extent applicable, the Oregon Nonprofit Corporation Act, and the Declaration. In case of any irreconcilable conflict, the acts, subject to ORS 65.959 and 94.770, and the Declaration control over these Bylaws or any Rules and Regulations.

(b) In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles control to the extent consistent with the Act and the Oregon Nonprofit Corporation Act.

**VICTORIA WOODS OWNERS  
COMMITTEE, an Oregon nonprofit  
Corporation**

By: Tiffany Mitton  
Tiffany Mitton, President

By: Peter Kwong  
Peter Kwong, Secretary



## EXHIBIT A

Parcel A

January 15, 1981

A tract of land being a portion of the Southwest quarter of Section 24 Township 2 South, Range 1 West, Willamette Meridian, Washington County, Oregon, being more particularly described as follows:

Beginning at a point that is S 0°03'00" E, 699.29 feet and N 89°57'00" E, 81.55 feet from the West one-quarter corner of said Section 24, said point being 40.00 feet when measured at right angles from the centerline of S.W. Boones Ferry Road (C.R. 1063) and 25.00 feet when measured at right angles from the centerline of S.W. Tonka Street;

Thence parallel with the centerline of S.W. Tonka Street and 25.00 feet northerly when measured at right angles from said centerline S 88°54'00" E, 158.48 feet;

Thence N 0°03'00" W, 156.07 feet, to a point on the southerly line of the proposed relocation of S.W. Nyberg Road;

Thence along said southerly line, S 89°46'33" W, 125.06 feet;

Thence S 32°04'03" W, 45.75 feet, to a point opposite and 40 feet easterly of Engineer's Station "B" 15+82.71 on the centerline of relocated S.W. Boones Ferry Road;

Thence parallel with the centerline of S.W. Boones Ferry Road 40 feet easterly, when measured at right angles from said centerline, S 4°30'30" W, 114.11 feet, to the point of beginning.

Containing 0.5303 acres (23,100 square feet).