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**STATE OF OREGON**  
**COUNTY OF DESCHUTES**



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I hereby certify that the attached instrument was received and duly recorded in Deschutes County records:

DATE AND TIME: Mar. 12, 2001; 3:46 p.m.

RECEIPT NO: 33022

DOCUMENT TYPE: ByLaws, Declarations

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A handwritten signature in cursive script that reads "Mary Sue Penhollow".

**MARY SUE PENHOLLOW**  
**DESCHUTES COUNTY CLERK**

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**BYLAWS  
AS AMENDED  
FEBRUARY 17, 2001  
OF THE  
CROSSROADS PROPERTY OWNERS  
ASSOCIATION, INC.,  
an Oregon Non-Profit Corporation  
P.O. Box 308  
Sisters, Oregon 97759**

**BYLAWS  
AS AMENDED FEBRUARY 17, 2001  
OF THE  
CROSSROADS PROPERTY OWNERS ASSOCIATION, INC.**

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**BYLAWS OF CROSSROADS  
PROPERTY OWNERS ASSOCIATION, INC.  
An Oregon Non-Profit Corporation  
As amended 02/17/01**

**ARTICLE I. Name and Location of Association**

The name of this Association is Crossroads Property Owners Association. Its principal office is located at 14437 Pole Court, Crossroads, Sisters, Oregon 97759.

**ARTICLE II. Definitions**

2.1 "Crossroads Declaration" shall be that instrument filed April 14, 1972 in Volume 183, page 834, Deed Records, Deschutes County, Oregon, amended April 27, 1972 in Volume 189, page 241, Deed Records, Deschutes County, Oregon, and May 22, 1984, in Volume 58, Page 260, Deed Records, Deschutes County, Oregon.

2.2 Terms used in the Crossroads Declaration shall be defined herein:

A. Accessory Buildings as described in Article VII, Section 1 of the Declaration shall include, but not be limited to:

**Green House:** A green house shall be a permanent building, substantial enough to withstand the elements. It shall be considered an accessory building and may contain no more than 250 square feet of floor area.

**Pump House:** A pump house shall not be considered an accessory building and/or structure, unless it is used also for purposes other than the pumping and/or storage of water.

B. Mobile Homes, as described in Article VII, Section 7 of the Declaration, shall mean structures partially assembled, or wholly assembled, and delivered to the construction site on transport wheels, and described in Oregon Statute 445.003[26(a), A & B] and manufactured homes in Oregon Statute 445.003[26(a), C]

C. Domestic Household Pets as described in Article VII, Section 11 of the Declaration, shall be animals, birds, and amphibians typically considered "normal household pets". The only domestic pets allowed outside the confines of the household shall be dogs and cats. Dogs and cats shall be allowed free roaming of the owners' property only, and be subject to Deschutes County Ordinances.

D. Signs advertising Lots for sale as described in Article VII, Section 12, of the Declaration, shall pertain to unimproved property only.

E. Parking, as described in Article VII, Section 17 of the Declaration, must not be adjacent to roads.

F. Building Site, as described in Article VII, Section 17 of the Declaration, shall mean improved property.

G. One Driveway, as described in Article VII, Section 17 of the Declaration, may be a driveway that enters and exits at two different locations on the same lot.

H. Reasonable Cost to enforce the provisions contained in the Declaration and Covenants, as described in Article VIII, Section 1, of the Declaration, shall be defined as the following:

If the Association is reasonably required to enforce any provision of this declaration or any legal or equitable right which the Association may have by statute or common law as a remedy for non-compliance with or breach of this Declaration, the owner or owners in non-compliance or breach shall be personally liable for the Associations expenses, costs, and disbursements, including reasonable attorney's fees, incurred in such enforcement, whether litigation is instituted or not, and including any trial, arbitration or appeal therefrom.

### ARTICLE III. Membership

Members of the Association shall be every owner in Crossroads. There shall be no other qualification for membership. Membership shall terminate upon the transfer of a fee simple title to a lot or the contract purchaser's interest by a contract purchaser.

### ARTICLE IV. Meetings of Members

4.1 Place of Meetings. Meetings of the members shall be held at the principal office or place of business of the association or at such suitable place convenient to the members as may be designated by the Board of Directors.

4.2 Annual Meetings. The annual meetings of the members shall be annually on a Saturday in June at a convenient time.

4.3 Special Meetings. Special meetings of the members may be called at any time by the Chairman of the Board of Directors upon resolution by the Board of Directors or written request of at least 25 percent of the members.

4.4 Notice. It shall be the duty of the Secretary to mail, at least 15 but not more than 60 days prior to a meeting, a notice of each annual or special meeting stating the purpose of the meeting and the time and place of the meeting to each member at the address of the member in the records of the Association, or the address supplied by such member to the Association for the purpose of notice.

4.5 Quorum. Except as hereinafter provided, the presence either in person or by proxy of members entitled to cast at least 20 percent of the total votes of the Association shall constitute a quorum for the transaction of business at all meetings. When a quorum is once present to organize a meeting, it cannot be broken by the subsequent withdrawal of a member or members. If any meeting of members cannot be organized because of a lack of quorum, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. If a quorum cannot be assembled in this manner, the Board of Directors may give notice of another meeting, according to the provisions in 4.4 above, at which meeting the presence either in person or by proxy of members entitled to cast at least 10 percent of the total votes of the association shall constitute a quorum for the transaction of business at the meeting.

4.6 Voting. At every meeting of the members each member present, whether in person or by proxy, shall have the right to cast one vote for each lot owned by such person. Fractional voting will be allowed for those lots having multiple ownership. If a majority of the owners of such lot cannot agree, the vote for such lot will be counted fractionally.

4.7 Proxies. A member may vote in person or by proxy executed in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically terminate upon termination of membership.

#### ARTICLE V. Board of Directors

Number and Qualifications. The affairs of the Association shall be governed by a Board of Directors composed of seven persons.

5.1 Directors must be members of the Association

5.2 Term. Directors shall serve three-year terms.

5.3 Vacancies. Vacancies in the Board of Directors shall be filled by a vote of a majority of the remaining directors. The remaining term of the vacancy filled shall be served by the director so elected.

5.4 Removal of Director. Directors may be removed from office before their term expires by a majority vote of all members, whether voting by proxy or in person, at a special meeting called for the purpose of such removal or at a general meeting.

5.5 Compensation. No director shall receive any compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses, which are incurred in the performance of his duties as director or may receive compensation for services to the Association in a capacity other than as a director.

5.6 Manner of Election. Prospective directors will run for a specific vacancy. After nominations from the floor at the annual meeting or by a nominating committee appointed by the chairman of the Board of Directors, a secret written ballot will be taken of all members or their proxies for each vacancy. Cumulative voting is not permitted. The person receiving the most votes for each vacancy shall be elected. Voting may be by show of hands unless at least three members shall request that written ballots be used.

#### ARTICLE VI. Meetings of the Board of Directors

6.1 Regular Meetings. Immediately after each annual meeting of members, the directors elected at such meeting and those holding over shall hold a meeting for the purpose of electing officers as hereinafter provided and for the transaction of such other business as may come before the meeting. No prior notice of such meeting shall be required to be given to the directors. The Board of Directors by resolution may establish other dates, times, and places for regular and special meetings of the Board.

6.2 **Special Meetings.** Special meetings shall be called by the chairman at the request of at least two directors, or at the chairman's discretion. These special meetings may be held at such reasonable times and places as the chairman may determine and shall be limited to only those items of business described in the notice of such special meeting.

6.3 **Notices.** No notice need be given for regular meetings held pursuant to Section 6.1. Notice of special meetings must be given at least two days prior to the time of the meeting and shall include all business to be considered at such meeting. Said notice shall be given by posting the details thereof on the Association Bulletin Board not less than 48 hours prior to the time specified therein, and, by concurrent, attempted telephonic communication of the notice, from such Board member or employee as shall be assigned the task, to each Board member who can be reached in that fashion. It shall not be required that more than one telephonic attempt be made to each Board member. Attendance at a meeting shall constitute a waiver of notice thereof.

6.4 **Quorum.** A majority of the directors shall constitute a quorum. Directors may take any action, which is in their power, without a meeting by obtaining written approval of all of the directors to such action

#### ARTICLE VII. **Powers and Duties of the Board of Directors**

7.1 **General Powers.** The Board of Directors shall have the power to promulgate rules and regulations in their discretion necessary to effect, enforce, and exercise all powers, duties, and authority vested in or delegated to the Association and not reserved to the membership by provisions of these bylaws, the Articles of Incorporation and the Crossroads Declaration

7.2 **Assessment.** The Board of Directors shall have the power, as more fully provided in the Crossroads Declaration, to fix the amount of the annual assessment against each lot and give the owner subject thereto written notice of such assessment at least 30 days prior to the due date thereof, and to cause to be prepared a roster of property subject to assessment with assessments applicable to each such property and to keep such roster in the Association's office subject to inspection by any owner.

7.3 **Other Powers.** The Board shall have the power to declare the office of a member of the Board of Directors vacant in the event such member shall be absent without excuse from two regular meetings of the Board of Directors. The Board shall have power to employ employees and officials and prescribe their duties and fix their compensation.

7.4 **Duties of the Board of Directors.** It shall be the duty of the Board of Directors to: (a) cause to be kept a complete record of all of its acts and the proceedings of its meetings and to cause to be presented at the annual meeting of the members a report reviewing the business and affairs of the Association for the past year; (b) procure and maintain adequate insurance on property owned, leased, or otherwise used by the Association; (c) cause, in its discretion, all officers or employees having fiscal responsibilities to be bonded with sufficient surety for the faithful performance of their official duties with the premium on such bond to be paid by the Association; (d) to perform all other responsibilities given to it by the Crossroads Declaration; and (e) to perform all other powers and duties granted by law.

**7.5 Liability and Indemnification of Directors.** The directors shall not be liable to the Association or the unit owners for any mistake of judgement, negligence, or otherwise except for their own willful misconduct or bad faith. The Association shall indemnify and hold harmless each director and the manager or managing agent, if any, against all contractual liability to others arising out of contracts made by the Board of Directors, manager, or managing agent on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Declaration filed herewith or of these Bylaws. Each director and the manager or managing agent, if any, shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of being or having been a director, manager, or managing agent and shall be indemnified upon any reasonable settlement thereof; provided, however, there shall be no indemnity if the director, manager, or managing agent is adjudged guilty of willful nonfeasance, misfeasance, or malfeasance in the performance of his duties.

**ARTICLE VIII. Committees**

**8.1** The Board of Directors shall appoint such committees as it, in its discretion, deems necessary to assist in the operation of the affairs of the Association. Such committees shall exercise all powers and be subject to all duties that the Board of Directors shall give them. Committee members need not be members of the Board of Directors, but shall be members of the Association

**8.2 Standing Committees:**

- A. Nominating Committee:** The Nominating Committee shall include the immediate past Chair and two other past Chairs, if possible. Should other past Chairs be unavailable and/or unwilling to serve, past Board Members will qualify. This Committee shall be appointed by the acting Chair at least 90 days before the Annual Meeting.
- B. Finance Committee:** The Finance Committee shall include, but not be limited to, the Vice-Chair, Office Manager, and one additional current Board Member. The Finance Committee shall propose a budget for the upcoming year, prior to the end of the current fiscal period.
- C. Architectural Review Committee:** The Architectural Review Committee shall include at least two current Board Members and shall have the authority to promulgate rules and regulations (in their discretion) necessary to effect, enforce, and exercise all powers vested in or delegated to the Architectural Review Committee by the Board of Directors under these Bylaws or the Crossroads Declaration.
  - 1)** At least thirty (30) days before new construction or major remodeling of a residence or other structure, or placement of a permanent mobile home on an approved Lot, the owner shall submit notice to the Association showing the location of the new structure or remodeling, setbacks from property lines and easements, square footage of structure, roof material,



outside color, and required information by the Committee. If other than wood shingles are desired, a sample of the roofing material must be approved by at least two members of the Board of Directors of this Committee prior to construction.

- 2) When an Owner shall own all of a Lot, together with one or more contiguous Lots, he may consolidate such Lots by filing in Records of Deeds for Deschutes County, Oregon, and notifying the Association in writing. The consolidated Lot shall constitute one Lot for all purposes under this Declaration, except for payment of assessments and voting. The Owner shall pay the same amount of assessments as for the original Lots and shall continue to have one vote per Lot for Association balloting. Lots, once consolidated, may at no time in the future be partitioned or otherwise divided to result in the creation of two or more lots.

D. **Public Safety Committee:** The Public Safety Committee shall be chaired by a current Board member. This Committee shall be charged with, but not limited to, overseeing the care and maintenance of the "common area", fire suppression as per existing regulations and/or recommendations of the Sisters-Camp Sherman Rural Fire Protection District, and similar or related issues.

- 1) Automobiles and other motorized vehicles shall be operated in a safe and quiet manner in conformity with Oregon Revised Statutes, and only on roads, driveways, and parking intended for their use, except as otherwise required from time to time for property development and/or maintenance.

- 2) Intentional discharges of firearm, blowgun, bow and arrow, crossbow or explosive device within Crossroads is strictly prohibited as noted in the Oregon Criminal Code, 166.220 (b) and ORS 161.015. This does not apply to persons lawfully defending life or property as provided in ORS 161.219.

#### Article IX. Officers

9.1 **Designation and Election.** The principal officers of the Association shall be a chairman of the Board, and a vice-chairman, who shall be members of the Board, and a secretary and treasurer who need not be members of the Board. The Board may appoint an assistant secretary or an assistant treasurer by resolution. The officers of the Association shall be elected annually by the Board of Directors and shall hold office at the pleasure of the Board.

9.2 **Removal, Resignation, and Vacancies.** Any officer may be removed by an affirmative vote of the majority of the members of the Board of Directors. A vacancy in any office may be filled in the manner prescribed for regular elections with the officer elected filling the remainder

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of the term of the officer he replaces.

9.3 **Chairman**. The chairman shall preside at all meetings of the Board and of the Association. He shall have all of the general powers and duties which are usually vested in the president of an association.

9.4 **Vice Chairman**. The vice-chairman shall take the place of the chairman and perform his duties whenever the chairman shall be absent or unable to act. If neither the chairman nor the vice chairman is able to act, the Board will appoint some other board member to do so on an interim basis. He shall also perform such other duties as may be delegated to him by the Board of Directors.

9.5 **Secretary**. The secretary shall keep the minutes of all meetings of the members of the Association and of the Board; shall serve notice of any such meetings; shall keep appropriate records of the names and addresses of the Association members; and shall perform other duties incident to the office of secretary.

9.6 **Treasurer**. The treasurer shall have care and custody of and be responsible for all the funds of the Association and shall deposit such funds in the name of the Association in such banks or safe deposit companies as the Board may designate; shall make, sign, and endorse in the name of the Association all checks, drafts, notes, and other orders for the payment of money; and further shall perform all duties incident to the office which the treasurer of an association normally performs.

9.7 **Delegation and Change of Duties**. In the event of absence or disability of any officer, the Board of Directors may delegate during such absence or disability the powers or duties of such officer to any other officer or any director.

#### **ARTICLE X. Books, Records, Audit**

10.1 **Inspection by Members**. The books, records, and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member or his authorized agent at the office of the Association

10.2 **Financial Compilation and Audit**. An annual financial compilation shall be made by a Certified Public Accountant previous to the date of each annual meeting, at which meeting such report shall be presented. A special financial compilation, review or audit shall be made at any time upon order of the Board of Directors or upon a majority vote of the members at any regular or special meeting.

10.3 **Execution of Instruments**. All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, and other instruments shall be signed by such person or persons as may be designated by general or special resolution of the Board of Directors and, in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall, be signed by the chairman.

#### **ARTICLE XI. Amendment**

These bylaws may be amended by two-thirds of the members voting in person or

by proxy at any special or regular meeting provided that a quorum is present. Amendments may be proposed by the Board of Directors or by petition signed by at least 20 percent of the members. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon. In the case of any conflict between the Crossroads Declaration and these bylaws such Declaration will control.

**ARTICLE XII.**

12.1 Notices. All notices to the Association or to the Board of Directors shall be sent to the principal office of the Association, or to such other address as the Board of Directors may hereafter designate from time to time. All notices to any member shall be sent to such address as may have been designated by him from time to time, in writing, to the Board of Directors.

12.2 Waiver. No restriction, condition, obligation, or provision contained in these bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

12.3 Invalidity; Number; Captions. The invalidity of any part of these bylaws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of these bylaws. As used herein, the singular shall include the plural and the plural the singular; the masculine and neuter shall each include the masculine, feminine and neuter, as the context requires. All captions used herein are intended solely for convenience of reference and shall in no way limit any of the provisions of these bylaws.

IN WITNESS WHEREOF, the undersigned, the Chair of the Crossroads Board of all Said Property, has hereunto caused these presents to be executed this 9<sup>th</sup> day of March, 2001.

Dorene A. Fisher  
Dorene Fisher, Chair

**CHAIR, CROSSROADS PROPERTY OWNERS ASSOCIATION, INC., BOARD OF DIRECTORS**

Personally appeared, Dorene Fisher who, being sworn, stated that she is the Chair of the Crossroads Property Owners Association, Inc., and that this instrument was voluntarily signed in behalf of the corporation by the authority of its Board.

Before me:

Tiana L. Van Landuyt, Notary  
State of Oregon

Commission expires: 5-21-2002

