



Recording Requested by and
After Recording Return to:

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1201 NW Wall Street #200
Bend, OR 97701

**AMENDMENT TO THE BYLAWS OF
THE CROSSROADS PROPERTY OWNERS ASSOCIATION**

THIS AMENDMENT TO THE BYLAWS is made and executed by the Crossroads Property Owners Association, an Oregon nonprofit corporation (“Association”).

RECITALS

The Association serves as an entity created pursuant to the original Declaration for the Association for the management of a residential planned community commonly known as Crossroads.

The current Bylaws of the Association were recorded on March 12, 2001, as Document No. 2001-11132 of the official records of Deschutes County, Oregon (“Bylaws”).

The purpose of recording this Amendment is to (a) clarify the election of Directors, (b) add certain policies regarding Director disclosure, conflict of interest and code of conduct, and (c) clarify notice required for meetings.

AMENDMENTS

I. Amendments to Article V. Board of Directors

A. Section 5.1 of the Bylaws shall be superseded and replaced with the following:

“5.1 Directors: must be members of the Crossroads Association. Only one owner per property may serve on the Board of Directors at the same time.”

B. Section 5.6 of the Bylaws shall be superseded and replaced with the following:

“5.6 Manner of Election. Prospective directors will run for a specific position. A nominating committee appointed by the chair of the Board of Directors will seek candidates for the open position. Candidate’s information and ballots will be mailed to all owners in advance of the annual June association meeting. Returned ballots will be verified and counted and the winners announced at the annual meeting. Cumulative voting is not permitted, as candidates are elected to a specific position.”

C. A new Section 5.7 shall be added to this Article of the Bylaws:

“5.7 Disclosure. Full disclosure is required of the Board and Board Candidate’s involvement in outside organizations, activities and interests that may directly affect the management of the Association. A board director is required to disclose conflicts when they occur so that other Board members who are voting on a decision are aware that there is a conflict. A candidate for the Board of Directors shall submit to the nominating committee and Association a statement of their work experience in any area of special interest in Crossroads activities. The Board of Directors has the duty to put the interest of the property owners Association first, using sound business judgment and common sense. Misconduct may appear to occur when a board member performs professional services for an organization, or proposes that a relative or friend be considered for a contract. Full disclosure of current Board Directors and prospective Directors benefits the common interest of the community and association, thereby avoiding any appearance of misconduct.”

D. A new Section 5.8 shall be added to this Article of the Bylaws:

“5.8 Conflict Of Interest: When a Crossroads issue is being addressed by the Board of Directors, and a Director who has involvement in organizations or activities that is interpreted as a conflict of interest that Director will be required to withdraw from decisions regarding that issue. If this action results in the loss of a Board quorum, then the issue cannot be determined by the Board at that time. Other means to resolve this issue could include an Association meeting.”

E. A new Section 5.9 shall be added to this Article of the Bylaws:

“5.9 Ethics & Code of Conduct. The Crossroads Board of Directors voted to adopt the following Ethics and Code of Conduct Policy. As a Board Director of a volunteer property owner association, it is required that all Board Directors read, sign and abide by this policy which will serve as a constant reminder for those that are serving.

“As a director serving the interests of my property owner association, I agree to:

- “• Act in the Community's Best Interests. Directors will strive for the common good of the property owner association, foregoing personal interests. Personal agendas will be left at home.
- “• Engage in Lawful Acts. All board actions will comply with the governing documents and the law. To accomplish this requires thoughtful deliberation and input of knowledgeable persons and professionals.
- “• Maintain High Standards of Conduct. Director’s conduct should be above reproach and avoid the appearance of impropriety.
- “• Demonstrate Mutual Respect. Directors will address each other and property owners with respect, even when in disagreement.
- “• Attend All Board Meetings. Effectiveness is based on keeping informed and making informed decisions. This is made possible by attending meetings where decisions are made.

- “• Be Prepared. Directors will come prepared to meetings by reviewing the agenda and related materials before the meeting
- “• Keep Focused. Directors will listen attentively and courteously to demonstrate respect and willingness to learn.
- “• Maintain Confidentiality. Directors will not share highly sensitive information and respect the privacy of all owners.
- “• Maintain a Supportive Attitude. Directors will encourage owners, employees, managers and contractors to promote better performance and teamwork.
- “• Be Loyal. Directors will respect the authority of the Board by not undermining majority decisions and enacted policy.
- “• Respect the Rules. Directors will obey the property owner association rules to set a positive example for others. Directors are not "above the law."
- “• Pay Assessments on Time. Directors will remain current in all charges and will not expect special treatment.
- “• Promote Harmony. Directors will promote community harmony in act, word and deed.
- “• A Code of Conduct controls caustic communications, curtails conflicts and calms cantankerous communities.”

II. Amendments to Article VI. Meetings of the Board of Directors

F. Section 6.1 of the Bylaws shall be superseded and replaced with the following:

“6.1 Annual Organizational Meeting: Within 7 days of each annual June meeting of association members, the Board of Directors elected at such meeting and those continuing will meet to elect officers and assign duties. At this meeting all board members will review and sign the Ethics and Code of Conduct Policies. The Board of Directors may establish other dates, times, and places for regular Board (monthly) meetings.”

G. Section 6.3 of the Bylaws shall be superseded and replaced with the following

“6.3 Notices:

- “• Notice for Regular Board (monthly) Meetings will be given at least 5 days (96 hours) in advance.
- “• Notices of Special Board Meetings must be given at least 2 days (48 hours) in advance of the meeting and shall include all business to be considered.
- “• Notices of Annual /Semi-Annual Association Meetings must be given at least 30 days in advance of the meeting(s).

“All said notices shall be given by posting the topic(s) on the association bulletin board. All Board Members will be contacted by the most current means of communication available per the Board Chair’s decision.”

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CERTIFICATION


The Board of Directors of the Association, by and through the undersigned Chair and Secretary, hereby certify that the foregoing Amendments, consisting of 4 pages including this page, are a true and complete copy of the Amendments approved by owners owning at least two-thirds of the Association members, as required by Article XI of the Bylaws.

Dated this 23 day of December, 2014.

**CROSSROADS PROPERTY
OWNERS ASSOCIATION**



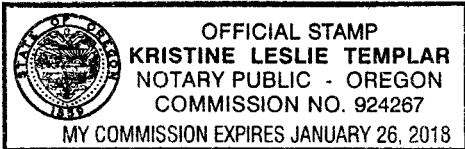
Joanne Anttila, Chair



Shana Vialovos, Secretary

STATE OF OREGON)
)ss.
County of Deschutes)

The foregoing instrument was acknowledged before me this 23 day of December, 2014, by **Joanne Anttila**, Chair of Crossroads Property Owners Association.

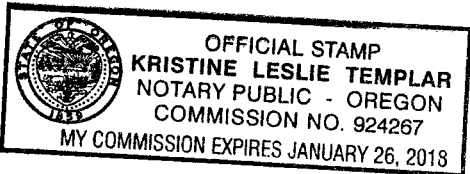





NOTARY PUBLIC FOR OREGON

STATE OF OREGON)
)ss.
County of Deschutes)

The foregoing instrument was acknowledged before me this 23 day of December, 2014, by **Shana Vialovos**, Secretary of Crossroads Property Owners Association.





NOTARY PUBLIC FOR OREGON