

2578

## BY-LAWS

OF

KIWA MEADOWS ASSOCIATION, INC.

## ARTICLE I

Name and Location. The name of the corporation is KIWA MEADOWS ASSOCIATION, INC., hereinafter referred to as Corporation. The principal office of the corporation shall be located at 450 SE Reed Market Road, Bend, Oregon 97701 but meetings of members and directors may be held at such places within the State of Oregon, County of Deschutes, as may be designated by the Board of Directors.

## ARTICLE II

## DEFINITIONS

Section 1. "Corporation" shall mean and refer to KIWA MEADOWS ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to the certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Corporation.

Section 3. "Residence Location" shall mean and refer to any separately designated plat of land shown upon any recorded subdivision of said property, with the exception of the common area.

Section 4. "Residence" shall mean that portion or part of any structure intended to be occupied by one family as a dwelling, together with attached or detached carports, as the case may be, and the patios, porches, or steps annexed thereto.

Section 5. "Member" shall mean and refer to every person or entity who holds membership in the Association.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of all or any part of said property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Declarant" shall mean and refer to the undersigned, its successors, heirs and assigns, if such successors, heirs or assigns should acquire more than one undeveloped residence location or building site from the Declarant for the purpose of development.

Section 8. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, all supplements, amendments,

and additions applicable to the properties recorded in the office of Deschutes County Recorder, on the \_\_\_\_\_ day of \_\_\_\_\_, 1979, Recorder's Reception NO. \_\_\_\_\_, and all supplements and amendments filed thereafter.

### ARTICLE III

#### POWERS OF THE CORPORATION

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth, in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the Declaration, applicable to the property and recorded or to be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied or imposed against the property of the Corporation;

3. Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

4. Participate in mergers and consolidations with other Associations or non-profit corporation organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds of each class of Members.

### ARTICLE IV

#### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Corporation.

### ARTICLE V

#### VOTING RIGHTS

The Corporation shall have two classes of voting membership:

CLASS A. Class A members shall be all owners with the exception of the Declarant, as defined in the Declaration, and shall be entitled to one vote for each Lot owned. When more than one person holds an

interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

CLASS B. Class B members shall be the Declarant and shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- a. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- b. On a date 5 years from the recording of the Declaration in the Deschutes County, Oregon Recorder's Office.

## ARTICLE VI

### MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from January 1, 1981, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 1:30 o'clock p.m. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Corporation, or supplied by each Member of the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

## ARTICLE VII

### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. General Powers. The affairs of the Corporation shall be managed by a Board of Directors consisting of the President and Secretary-Treasurer and not more than three (3) Members of the Corporation, subject to instructions of the Members of the Corporation at a regular meeting, or subject to the approval of the membership as expressed by a vote of the membership.

Section 2. Number, Tenure and Qualification. There shall be three (3) Members of the Board of Directors. Each shall be a Member of the Corporation, and shall hold office until one (1) annual meeting of the Members following his original qualification shall have been held, and until his successor shall have been elected by a majority of the Members present at the annual meeting. Exceptions to the provision for one (1) year tenure shall be in the case of a Board Member first taking office following the organizational meeting of the Corporation.

Section 3. Regular Meetings. The Board of Directors shall meet regularly at least quarterly at a time and place it shall select.

Section 4. Special Meetings. A special meeting of the Board of Directors may be called by or at the request of the President or of any three (3) members.

Section 5. Notices. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto, by written notice delivered personally or sent by mail to each Board Member. Any Board Member may waive notice of any meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Board Members are present at said meeting, a majority of the Board Members present may adjourn the meeting from time to time, and without further notice.

Section 7. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum as present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by election by the Members. A Member of the Board of Directors elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

## ARTICLE VII

## OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President and Secretary-Treasurer.

Section 2. Qualifications and Method of Election. The officers shall be Members of the Corporation, shall be elected by the Members, and shall serve for a term of one (1) year or until their successors have been elected and qualified. The officers shall be the Members of the Board of Directors.

Section 3. President. The President shall preside at all meetings of the Corporation and of the Board of Directors at which he is present, shall exercise general supervision of the affairs and activities of the Corporation, and shall serve as a Member ex officio of all standing committees.

Section 4. Secretary. The Secretary shall keep the minutes of all of the meetings of the Corporation and of the Board of Directors, which shall be an accurate and official record of all business transacted. The Secretary shall be custodian of all Corporation records.

Section 5. Treasurer. The Treasurer shall receive all corporate funds, keep them in a bank approved by the Board of Directors and put out funds only on notice signed by him and by one other officer. The Treasurer shall be a Member ex officio of the finance committee, if one is established.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by any Member of the Board of Directors for the unexpired portion of the term.

Section 7. Compensation. No officer shall receive compensation for any service he may render to the Corporation. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 8. Action Taken Without a Meeting. The officers shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the officers. Any action so approved shall have the same effect as though taken at a meeting of the officers.

Section 9. The names and addresses of the intitial officers of the Corporation are:

Claude Powell, Jr. (President)	450 S.E. Reed Market Road Bend, OR 97701
Don Loyd (Secretary-Treasurer)	20905 King David Bend, OR 97701

ARTICLE IX

BOOKS AND RECORDS

The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-laws of the Corporation shall be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at reasonable costs.

ARTICLE X

AMENDMENTS

Section 1. These By-laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum or Members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

ARTICLE XII

DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds of each class of Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit Corporation, Association Trust, or other organization to be devoted to such similar purposes.

IN WITNESS THEREOF, we, being all of the officers of the KIWA MEADOWS ASSOCIATION, INC., have hereunto set our hands this 27 day of 7/29, 1980.

2578

STATE OF OREGON

County of Deschutes

I hereby certify that the within instrument of writing was received for Record the 31 day of July A.D. 1980 at 2:45 o'clock P. M., and recorded in Book 325 on Page 859 Records of Meeds

ROSEMARY PATTERSON  
County Clerk

By Alexis J. Davis Deputy

Claude Powell Jr  
CLAUDE POWELL, Jr.

Don Loyd  
DON LOYD

NOTARY PUBLIC  
Notary for Oregon  
My Commission Expires 10/5/82