

476 - 1378

98-01415

Amended Bylaws
of
River Meadows Homeowners
Association, *Declarant*
as

Approved by the Members in June 1997

Return To:
Ridgepine Inc
Post Office Box 3400
Sumner OR 97707

AMENDED BYLAWS OF RIVER MEADOWS HOMEOWNERS ASSOCIATION

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**AMENDED BYLAWS
OF
RIVER MEADOWS HOMEOWNERS ASSOCIATION**

**Formerly known as
STAGE STOP MEADOWS HOMEOWNERS ASSOCIATION**

ARTICLE I - NAME AND LOCATION

The name of the Corporation is RIVER MEADOWS HOMEOWNERS ASSOCIATION, Inc., formerly known as Stage Stop Meadows Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the Corporation shall be located in Deschutes County, Oregon or such other place within the state of Oregon as set from time to time by the Board of Directors. Meetings of members and directors may be held at such places within the State of Oregon, as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section 1 Association: "Association" shall mean and refer to RIVER MEADOWS HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2 Properties: "Properties" shall mean and refer to "RIVER MEADOWS", a subdivision, and such additional subdivisions as may hereafter be brought within the jurisdiction of the Association.

Section 3 Common Area: "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 4 Lot: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

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

Section 6 Owner: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7 Declaration: "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions recorded in conjunction with the plating and recording of River Meadows, a subdivision, and such similar recorded Declarations of Covenants, Conditions and Restrictions applicable to additional subdivisions brought within the jurisdiction of the Association.

Section 8 Declaring: "Declaring" shall mean and refer to RIVER MEADOWS, INC. an Oregon Corporation, its successors and assigns if such successor or assigns should acquire more than one undeveloped Lot from the Declaring for the purpose of development.

ARTICLE III - MEMBERSHIP

Section 1 Membership: Every person or entity who is a record owner of a fee or undivided fee interest in any Lots that are subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. 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 that is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership, subject to such uniform regulations, requirements, initiation fees, assessments, both regular and special, and use charges in respect to the use Corporation land and facilities as may be from time to time promulgated by the Board of Directors of the Corporation and, subject, also, to such provisions relating to the transfer and revocation of membership status and rights as may be from time to time promulgated by the Board of Directors of the Corporation.

Section 2 Loss of Membership: Membership is lost or gained when the Board of Directors of the corporation has received evidence satisfactory to it that sale or purchase of any said land, as the case may be, has been made, and has ascertained to its satisfaction the name of the new owner and has changed the membership on the books of the Corporation accordingly; provided, however, that there shall be only one vote for each said lots, and if more than one owner is the owner of any said lots, then the one vote given to each lot shall be divided among the several owners in proportion to their ownership of the whole lot, or as such owners of the lot may agree among themselves in writing. If one owner owns more than one lot, that owner shall have as many votes as the lots owned. In the event there is more than one owner of a single lot and such owners of a single lot are unable to agree among themselves as to voting said one vote, then the Board of Directors of the Corporation may determine the proportionate share of the single vote allocated to each owner and the Board's determination shall be conclusive upon the parties so long as the internal geographic division of land within the lot remains the same as between the various owners.

Section 3 Suspension of Membership: During any period in which a member shall be in default in the payment of annual or special assessment levied by the Association, the voting rights and right to use of the recreational facilities of such member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed 60 days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Area and facilities.

ARTICLE IV - PROPERTY RIGHTS: RIGHT OF ENJOYMENT

Section 1 Common Area and Facilities: Each member shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Declaration. Any member may delegate his right of enjoyment of the Common Area and facilities to the members of his family, or contract purchasers, who reside on the property. Such member shall notify the secretary in writing of the name of any such delegate. The rights and privileges of such delegate are subject to suspension to the same extent as those of the member.

Section 2 Fees: The declaration gives the Association the right to charge reasonable admission and other fees for the use of any recreational facilities situated upon the Common Area upon written approval of two-thirds (2/3) of the entire membership.

ARTICLE V - ASSESSMENTS

Section 1 Assessments: The membership of the Corporation shall be liable for the payment of such monthly service charges and other assessments as may from time to time be fixed and levied by the Board of Directors. Such assessment shall be levied equally on each residential lot and other land unit entitled to one vote that is then making use of or benefiting from the facilities of the Corporation. If such charge or assessments are not paid prior to delinquency, they shall bear interest at the rate of ten percent (10%) per annum from the date of delinquency, and the Board of Directors in its discretion may file a claim of lien as provided in these Bylaws and/or enforce the personal obligation of the owner as provided in the Declaration.

Section 2 Enforcement of Liens: If such claim of lien is filed, the Corporation shall have the right to foreclose the same in accordance with the provisions of the laws of the State of Oregon then in effect governing the foreclosure of mortgages of real property and the Corporation shall be entitled to all reasonable costs incurred in the foreclosure including attorneys' fees.

Section 3 Payment of Delinquent Assessments: At any time prior to foreclosure sale in such action, the delinquent member may pay said charges or assessments and interest, together with costs and attorneys' fees incurred by the Corporation to date of such payment, whereupon the Corporation will file for record of a satisfaction and release of its lien.

Section 4 Fines: Any fine levied by the Board of Directors, together with the costs of collecting the same (including collection costs and attorneys' fees), shall be the personal obligation of the responsible owner, as well as a lien against the lot of such owner, and may be collected and enforced in like manner with other assessments of the Corporation against such responsible owner.

ARTICLE VI - DIRECTORS: TERM OF OFFICE

Section 1 Number: The affairs of the Association shall be managed by a Board of no more than seven (7) Directors who need not be members of the Association. The number of directors may be changed by appropriate amendment of these Bylaws.

Section 2 Election: At the first annual meeting, the members shall elect three directors for a term of one year. At each annual meeting thereafter the members shall elect directors on a rotation basis for expired terms. No director may serve for more than three years in a six year period, and no officer will serve for more than two years in a six year period.

Section 3 Removal and vacancies: Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4 Compensation: No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

ARTICLE VII - MEETINGS OF DIRECTORS

Section 1 Annual Meeting: Immediately following each annual meeting of members, the Board of Directors shall hold an annual meeting of directors for the purpose of organization, election of officers and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 2 Regular Meetings: Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 3 Special Meetings: Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two directors, after not less than three (3) days notice to each director.

Section 4 Action Taken Without a Meeting: The directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 5 Quorum: A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII - NOMINATION AND ELECTION OF DIRECTORS

Section 1 Nomination: Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2 Election: Election to the Board of Directors shall be by written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE IX - POWERS AND DUTIES OF DIRECTORS

Section 1 Powers: Subject to limitations of the Articles of Incorporation, or the Bylaws, and of the Oregon Corporation Code as to action to be authorized or approved by the members, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors, without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to wit:

(a) adopt, publish and enforce rules and regulations, and the power to levy reasonable fines for violations of the Declaration, Bylaws or such rules and regulations, after giving notice and an opportunity to be heard.

(b) To select and remove all officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.

(c) To conduct, manage and control the affairs and business of the Corporation, to manage and maintain the property of the Corporation and other related facilities of the Corporation, and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation, or the Bylaws, as they may deem best.

(d) To adopt, make and use a corporate seal, and to prescribe forms of certificates for membership, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.

(e) To authorize the issue of certificates of membership to such persons as shall be eligible for membership.

(f) To appoint an executive committee and to delegate to such committee, subject to the control of the Board of Directors, any of the powers and authority of said Board except the power to adopt, amend, or repeal the Bylaws.

(g) To fix and levy from time to time monthly service charges and other assessments upon the members of the Corporation for the purpose of providing adequate service to the members and of properly managing and performing its functions; to determine and fix the due date for the payment of such monthly user service charges and other assessments and the date upon which the same shall become delinquent. Such charges and assessments shall be charged or assessed the manner and amount necessary to provide adequate service to the members, to make authorized expenditures, and to provide adequate reserves for replacements. Should any member fail to pay such charges or assessments before delinquency, the Board of Directors in its discretion and insofar as the law permits, is authorized to file for record in the office of the County Clerks or Recorder of Deschutes County, Oregon, a claim of lien of such delinquent charges or assessments against the estate and improvements thereon owned by the delinquent member, and to proceed to foreclose same.

(h) To enforce the provisions of any covenants running with the land as may benefit the Corporation and its members and to enforce these Bylaws, the Articles of Incorporation, and the other rules and regulations of the Corporation.

(i) To contract and to pay for maintenance, repair, construction, reconstruction and all work and material as may be necessary to carry out the purposes of the Corporation, and the other rules and regulations of the Corporation.

(j) To contract and pay for fire, casualty, liability and other insurance insuring the members, employees and officers of the Corporation, including bonding of the members of any management body.

(k) To pay taxes and special assessments which are or would become a lien on the entire tract described above.

(l) To /delegate its powers.

Section 2 Records: The Board of Directors shall:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting, when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) Issue, or cause an appropriate officer to issue, upon demand of any person, a certificate setting forth whether or not the assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

ARTICLE X - COMMITTEES

Section 1 Committee Appointment: The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

Section 2 Complaints: It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE XI - MEETINGS OF MEMBERS

Section 1 Annual Meetings: The first annual meeting of the members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter. If the date 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 that is not a legal holiday.

Section 2 Special Meetings: Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of the votes of the 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 15 days prior to such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association 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 Place of Meeting: All annual meetings of members shall be held at the principal office of the corporation or at such other place as may be fixed from time to time by resolution of the Board of Directors, and all other meetings of members shall be held either at the principal office or at any other place within the State of Oregon, which may be designated either by the Board of Directors pursuant to authority herein granted to said Board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the Corporation.

Section 5 Quorum: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth ($\frac{1}{10}$) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the 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 6 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. Each proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE XII - OFFICERS AND THEIR DUTIES

Section 1 Enumeration of Officers: The officers of this Association shall be a President, and a Vice-President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2 Election of Officers: The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3 Term: The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4 Special Appointments: The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5 Resignation and Removal: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6 Vacancies: A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve the remainder of the term of the officer replaced.

Section 7 Multiple Offices: The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of the Article.

Section 8 Duties: The duties of the officers are as follows:

PRESIDENT

(a) President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

VICE PRESIDENT

(b) Vice President: The Vice-President shall act in the place and stead of the President in the event of absence, inability or refusal to act; and shall exercise and discharge such other duties as may be required by the Board.

SECRETARY

(c) Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; sign all leases, mortgages, deeds and other written instruments; serve notice of meetings of the Board and of members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

TREASURER

(d) Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association, keep proper books to be reviewed by a public accountant at the completion of each fiscal year, and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE XIII - BOOKS AND RECORDS

The books and records of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XIV - AMENDMENTS

Section 1 ByLaw Amendments: These Bylaws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

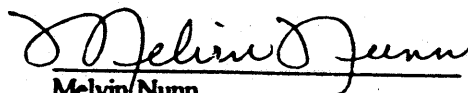
Section 2 Conflict: In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control and in the case of conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XV - DISSOLUTION

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In the event this Corporation ceases the carrying on of its purposes and powers and is dissolved, the assets thereof shall be applied and distributed in accordance with Article IX of the Articles of Incorporation of this Corporation.

IN WITNESS WHEREOF, we being all Directors of RIVER MEADOWS HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this 18 day of DECEMBER 1997.



Melvin Nunn
President


Yancy Frahs
Secretary

STATE OF OREGON,

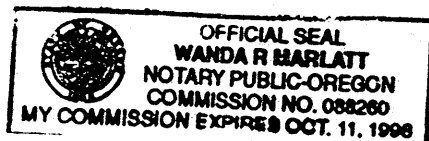
County of Deschutes } ss.

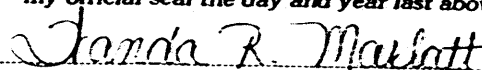
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BE IT REMEMBERED, That on this 10th day of December, 1997, before me, the undersigned, a Notary Public in and for the State of Oregon, personally appeared the within named Melvin Nunn

known to me to be the identical individual described in and who executed the within instrument and acknowledged to me that he executed the same freely and voluntarily.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.





Notary Public for Oregon

My commission expires 10-11-98

Washington
STATE OF OREGON,

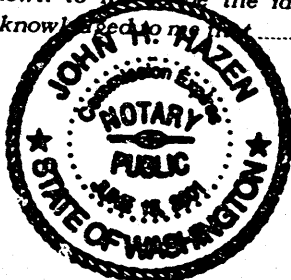
County of CLACK } ss.

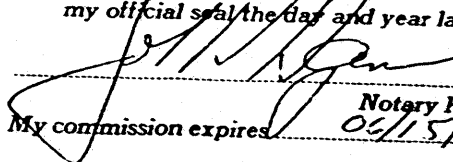
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BE IT REMEMBERED, That on this 18 day of December, 1997, before me, the undersigned, a Notary Public in and for the State of Oregon, personally appeared the within named YANCY FRAHS

known to me to be the identical individual described in and who executed the within instrument and acknowledged to me that HE executed the same freely and voluntarily.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.





Notary Public for Oregon

My commission expires 02/15/01

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STATE OF OREGON)
COUNTY OF DESCHUTES) SS.

I, MARY SUE PENHOLLOW, COUNTY CLERK AND
RECORDER OF CONVEYANCES, IN AND FOR SAID
COUNTY, DO HEREBY CERTIFY THAT THE WITHIN
INSTRUMENT WAS RECORDED THIS DAY:

98 JAN 13 PM 3 54

MARY SUE PENHOLLOW
COUNTY CLERK

BY T. Moore DEPUTY

NO. 98-01415 FEE 65.00

DESCHUTES COUNTY OFFICIAL RECORDS