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975 SW Colorado Ave. Ste. 105  
Bend, OR 97702

DESCHUTES COUNTY OFFICIAL RECORDS  
NANCY BLANKENSHIP, COUNTY CLERK

2004-43155



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BYLAWS

OF

WHEELER RANCH HOMEOWNERS ASSOCIATION

ARTICLE I

BYLAWS OF

THE WHEELER RANCH HOMEOWNERS ASSOCIATION

ARTICLE I NAME AND LOCATION

- 1.1 The name of the corporation is Wheeler Ranch Homeowners Association. The principle office of the corporation shall be located at 975 Colorado Avenue, Bend, Oregon 97702, but meetings of members and Directors may be held at such places within Deschutes County, Oregon, as may be designated by the Board of Directors.

ARTICLE II PURPOSE

- 2.1 The purpose of these Bylaws is to facilitate the administration of Wheeler Ranch Homeowners Association which is governed by the Declaration establishing Covenants, Conditions, Restrictions, Reservations and Easements for Wheeler Ranch, as recorded in the Deschutes County Records Cabinet. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE III DEFINITIONS

- 3.1 These Bylaws are subject to the definitions contained in Section 1 of the Declaration.

## ARTICLE IV MEMBERSHIP

- 4.1 Terms governing membership, voting of members, meetings of members, and rights and duties of members are contained in Sections 2.2 and 2.3 of the Declaration.

## ARTICLE V BOARD OF DIRECTORS

- 5.1 Powers. The business of the Association shall be managed and its corporate powers shall be exercised by its Board of Directors, except as otherwise provided by statute or by the Articles of Incorporation.
- 5.2 Number. Until the number is changed by resolution of the Association at any time, and from time to time, the Board shall consist of one (1) Director.
- 5.3 Election and Term of Office. Directors shall be elected at the Annual Meeting of the Members, except as provided in Sections 5.4 and 5.5 of this Article. At each meeting of Members for the election of Directors at which a quorum is present, the persons receiving the greatest number of votes, up to the number of Directors to be elected, shall be the Directors. Each Director shall hold office until the next succeeding Annual Meeting, or until his successor is elected and qualified, or until his earlier resignation by written notice to the Secretary of the Corporation, or until his removal from office.
- 5.4 Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected until the next Annual Meeting of the Members. If there are no Directors in office, then any Officer or any Member or an executor, administrator, trustee or guardian of a Member or other fiduciary entrusted with like responsibility for the person or estate of a Member, may call a Special Meeting of Members for the purpose of electing a new Board of Directors.
- 5.5 Removal. At a Special Meeting of the Members, duly called expressly for that purpose as provided in these Bylaws, any Director or Directors, by the affirmative vote of the holders of a majority of all the shares of stock outstanding and entitled to vote for the election of Directors, may be removed from office, either with or without cause, and the remaining Directors, in the manner provided in these Bylaws, shall fill any vacancy or vacancies created by such a removal.
- 5.6 Place of Meetings. Meetings of the Board of Directors of the Corporation,

regular or special, may be held either within or without the State of Oregon.

- 5.7 Regular Meetings. The Board of Directors shall hold a Regular Meeting each year immediately after the Annual Meeting of the Members at the place where such meeting of the Members was held for the purpose of election of officers and for the consideration of any other business that may be properly brought before the meeting. No notice of any kind to either old or new members of the Board of Directors for such Regular Meeting shall be necessary.
- 5.8 Special Meetings. Special Meetings of the Board of Directors may be called by any two Directors, the Chairman of the Board or the President or Secretary on two (2) days notice to each Director, either personally or by mail or by telegram. Notice of any Special Meeting of the Board of Directors need not be given to any Director who signs a Waiver of Notice either before or after the meeting. Attendance by a Director at a Special Meeting shall constitute a waiver of notice of such special meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because such Special Meeting is not lawfully convened.
- 5.9 Quorum. A majority of all the Directors shall constitute a quorum for the transaction of business. The affirmative vote of the majority of Directors present at a meeting where a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
- 5.10 Written Consent. Any action of the Board of Directors or of any committee thereof, which is required or permitted to be taken at a Regular or Special Meeting, may be taken without a meeting if consent in writing, setting forth the action to be taken, signed by all of the members of the Board of Directors or of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or committee.

## ARTICLE V OFFICERS AND THEIR DUTIES

- 6.1 Enumeration of Officers. The officers of this Corporation shall be a President, who shall at all times be a member 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.
- 6.2 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.

- 6.3 Term. The Officers of this Corporation shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, be removed, or otherwise become disqualified to serve.
- 6.4 Special Appointments. The Board may elect such other officers as the affairs of the Corporation 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.
- 6.5 Resignation and Removal. Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt and 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.
- 6.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.
- 6.7 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 6.4.
- 6.8 Duties. The duties of the Officers are as follows:
  - (1) 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 contracts and other written instruments and shall co-sign all checks and promissory notes.
  - (2) Vice President. The Vice President, if any, shall act in the place of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
  - (3) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of

the members; keep appropriate current records showing the members of the Corporation together with their addresses, and perform such other duties as required by the Board.

- (4) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by Resolution of the Board of Directors; shall sign all checks and promissory notes of the Corporation; keep proper books of account; and shall prepare an Annual Budget and a 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 VII COMMITTEES

- 7.1 The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

#### ARTICLE VIII BOOKS AND RECORDS

- 8.1 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 and the Bylaws 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 IX AMENDMENTS

- 9.1 These Bylaws may be altered, amended, repealed or added to by the vote of two-thirds (2/3) of the members present at any Regular Meeting of the members, or at a Special Meeting of the members called for that purpose, provided a quorum is present at such meeting.

#### ARTICLE X INDEMNIFICATION

- 10.1 General. Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of that fact that he or she is or was a Director or Officer of the Corporation or, being or having been such a Director or Officer, he or she is or was serving at the request

of the Corporation as a Director, Officer, employee or Agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director, Officer, employee or Agent or in any other capacity, shall be indemnified and held harmless by the Corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, and all amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a Director, Officer, employee or Agent and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made to or on behalf of a Director or Officer only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

- 10.2 Non-exclusive. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Declaration, Bylaws, agreement, vote or disinterested Directors or otherwise.
- 10.3 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or Agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss. The Corporation may enter into contracts with any Director or Officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.
- 10.4 Interim Payments. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation.

ARTICLE XI ADOPTION

11.1 These Bylaws are effective this \_\_\_ day of 2004, by the Declarant pursuant to the Declaration.

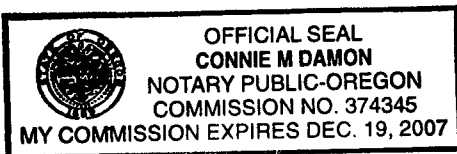
WHEELER RANCH HOMEOWNERS ASSOCIATION

By: Rowe Sanderson, Pres.  
SANDERSON COMPANY

By: Rowe Sanderson  
ROWE SANDERSON III, President of Declarant

STATE OF OREGON       )  
                                  ) ss.  
County of Deschutes    )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of July, 2004, by Rowe Sanderson III, as President of Sanderson Company, an Oregon corporation.



Connie M. Damon  
Notary Public for Oregon  
My commission expires: Dec. 19, 2007