

REVISED

86-19853

BY-LAWS

0134-0046

of

WOODRIVER VILLAGE HOME OWNERS ASSOCIATION

ARTICLE I: NAME AND LOCATION

The name of the corporation is WOODRIVER VILLAGE HOME OWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 405 East Third Street, Bend, Deschutes County, Oregon; 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 - ASSOCIATION: Association shall mean and refer to WOODRIVER VILLAGE HOME OWNERS ASSOCIATION, its successors and assigns.

SECTION 2 - PROPERTIES: Properties shall mean and refer to that 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 Association.

SECTION 3 - COMMON AREA: Common Areas 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 - OWNER: Owner shall mean and refer to the record owner, whether one or more persons or entities, of the 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 6 - DECLARATION: Declaration shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties, recorded in the office of the County Clerk of Deschutes County, Oregon.

SECTION 7 - MEMBER: Member shall mean and refer to those persons entitled to membership as provided in the Declaration.

## ARTICLE III: MEETINGS OF MEMBERS

SECTION 1 - ANNUAL MEETINGS: The first annual meeting of the members shall be held within one 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, at the hour of 10:00 a.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 MEETING: 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 all the votes of the Class A membership.

SECTION 3 - NOTICE OF MEETING: Written notice of each meeting of the members shall be given by, or at the directions 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 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 case of a special meeting, the purpose of the meeting.

SECTION 4 - 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 IV: BOARD OF DIRECTORS

SECTION 1 - NUMBER: The affairs of this Association shall be managed by a Board of five (5) Directors.

SECTION 2 - TERM OF OFFICE: At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years. At each annual meeting thereafter the members shall elect directors whose terms expire for a term of three years.

SECTION 3 - REMOVAL: Any director may be removed from the Board, with or without cause, by a majority of the Association voting. 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 may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

SECTION 5 - ACTION TAKEN WITHOUT A MEETING: The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the approval of three (3) of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors, and shall be entered in the minutes.

#### ARTICLE V: 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 secret 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 VI: MEETINGS OF DIRECTORS

SECTION 1 - 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. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a holiday.

SECTION 2 - SPECIAL MEETINGS: Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors and any action taken by a quorum of the directors shall be regarded as the act of the Board and notice thereof shall be waived.

SECTION 3 - 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 VII: THE POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1 - POWERS: The Board of Directors shall have power to:

A) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association.

B) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, The Articles of Incorporation, or the Declaration.

C) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

D) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

SECTION 2 - DUTIES: It shall be the duty of the Board of Directors to:

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.

B) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed and:

1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.

2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.

3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action against the owner personally obligated to pay the same.

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

- 5) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- 6) Cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.
- 7) Cause the Common Area to be maintained according to man-power and funds available.

#### ARTICLE VIII: OFFICERS AND THEIR DUTIES

SECTION 1 - ENUMERATION OF OFFICERS: The officers of this Association shall be president and vice-president (who shall at all times be members of the Board of Directors), secretary, 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 shall sooner resign, 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 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 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 by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

SECTION 7 - MULTIPLE OFFICERS: 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 this Article.

SECTION 8 - DUTIES: The duties of the officers are as follows:

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 sign all check and promissory notes.

VICE-PRESIDENT: The Vice-President shall act in the place and stead of the President in the event of his absence, or inability to act, and shall exercise and discharge other duties as may be required of him by the Board.

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; serve notice of meetings of the Board and of the members; keep appropriate, current records showing the members of the Association together with their addresses, and shall perform such other duties as required by said Board.

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 of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

#### ARTICLE IX: BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, by appointment, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any member at the location of the records. Copies may be purchased at reasonable cost.

#### ARTICLE X: ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessments are not paid within thirty (30) days after the due date the assessment shall bear a delinquent fee from the date of delinquency as set by the Board of Directors. The Association may bring an action at law against the property and interest,

costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of this lot.

## ARTICLE XI: CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "WOODRIVER VILLAGE HOME OWNERS ASSOCIATION."

## ARTICLE XII: 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 of 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 XIII: MISCELLANEOUS

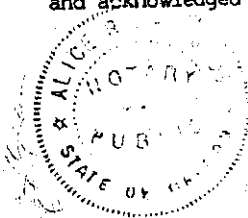
The fiscal year of the Association shall begin on the first day of January and end of the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Mary Baldwin  
Secretary

7-14-86  
Date

State of Oregon )  
County of Deschutes)

On this 14th day of July, 1986, personally appeared Mary Baldwin and acknowledged the foregoing instrument.



Alice B. Notary  
Notary  
My Commission expires: 3-1-88

0100-1010

0124-0053

STATE OF OREGON ) ss.  
COUNTY OF DESCHUTES )

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:

1996 OCT -7 AM 11: 33

MARY SUE PENHOLLOW  
COUNTY CLERK

BY: P. Lutz DEPUTY  
NO. 86-19853 29  
DESCHUTES COUNTY OFFICIAL RECORDS

*Washington Village Homeowners Assoc.*  
*P.O. Box 464*  
*Bend - 02*