

**April, 2004 Final Draft of the Bylaws  
Edgewood Mtn. II Homeowners Association**

**For Distribution**

Introduction:

This is the April, 2004 Final Draft of the Approved By-Laws of the Edgewood Mtn. II Homeowners Association Bylaws. Revisions of the 1976 draft have been made on this draft and all strike-overs and italics used to differentiate in working drafts between deleted and added wording have been removed. The basis of the membership-approved changes is to be found on page two of the minutes of the April 20, 2004 Annual Meeting.

Bylaws  
OF  
EDGEWOOD MOUNTAIN II HOMEOWNER'S ASSOCIATION

ARTICLE I

The name of the corporation is Edgewood Mountain II Homeowner's Association, hereinafter referred to as the "Association." The principal address of the corporation shall be maintained by the Board of Directors, but meetings of members and directors may be held at such places within the State of Oregon, County of Lane, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Edgewood Mountain II Homeowner's Association, its successors and assigns.

Section 2. "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" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "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" 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" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Director of Records and Elections for Lane County, Oregon.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 8. "Directors" shall mean and refer to those persons who are members of the Board of Directors as provided for in Article IV.

Section 9. "Officers" shall mean and refer to those persons who are holding those offices defined in Article VIII, Section 1.

### ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. A regular annual meeting of the members shall be held in April of each year.

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 all 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 or delivering a copy of such notice, postage prepaid, at least 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 the case of the 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-fifth (1/5) of the votes of membership shall constitute a quorum for any action except as otherwise provided in 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 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/her Lot.

Section Six. Rules of Order. Unless the rules of order are set aside by a resolution of the association or its board of directors:

- (1) Meetings of the association and the board of directors shall be conducted according to the latest edition of Robert's Rules of Order published by the Robert's Rules Association.

- (2) A decision of the association or the board of directors may not be challenged because the appropriate rules of order were not used unless a person entitled to be heard was denied the right to be heard and raised an objection at the meeting in which the right to be heard was denied.
- (3) A decision of the association and the board of directors is deemed valid without regard to procedural errors related to the rules of order one year after the decision is made unless the error appears on the face of a written instrument memorializing the decision.

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

Section 1. Number. The affairs of this Association shall be managed by a board of not less than three (3) nor more than nine (9) directors, who shall be members of the Association.

Section 2. Term of Office. The members shall elect a director for a term of three years for each director whose term expires in that year. Directors may be elected for successive terms.

Section 3. Removal. 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/her successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his/her 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 his/her actual expenses incurred in the performance of his/her 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 written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### 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 Chair, who shall be a member of the Board of Directors or may be a past President, 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 are necessary.

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 (which is one vote per household). The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least semi-yearly at such place and hour as may be fixed from time to time by resolution of the Board.

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 directors, after not less than three (3) days notice to each director.

Section 3. Open to Members. All meetings of the board of directors of the association shall be open to members, except when the Board decides to meet in Executive Session. If the board of directors votes to meet in executive session, the presiding officer of the board of directors shall state the general nature of the action to be considered and, as precisely as possible, when and under what circumstances the deliberations can be disclosed to owners. For other than emergency meetings, notice of board of directors' meetings shall be posted at a place or places on the property at least three days prior to the meeting or notice shall be provided by a method otherwise reasonably calculated to inform members of such meetings.

Section 4. 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 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) from time to time, establish or amend rules which prescribe procedures for dealing with its responsibilities or responsibilities of committees created by the Board (such as the Architectural Committee). The Board has the authority to establish such rules or oversee their design. The Board must give timely and adequate notice to the members regarding these rules. A

- written copy of these rules must be available to all members and is subject to review of the membership at the time of the annual meeting.
- (b) adopt and publish rules and regulations governing the use and landscaping of the Common Area, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
  - (c) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the association or for the infraction of published rules and regulations.
  - (d) 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 Bylaws, the Articles of Incorporation, or the Declaration.
  - (e) propose to the members the removal from office of any member of the Board of Directors who is absent from three (3) consecutive regular meetings of the Board of Directors.
  - (f) employ independent contractors, 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 in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) make available rules such as those described in (a) and (b) of Section 1 of this Article to the membership for review at the annual meeting or a special meeting called for such purpose
- (d) as more fully provided in the Declaration, to:
  - (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; and
  - (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 at law against the owner personally obligated to pay the same.
- (e) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (f) procure and maintain adequate liability and hazard insurance on property owned by the Association, reviewing the insurance coverage at least once

- every year;
- (g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deemed appropriate;
- (h) provide for the indemnification of its officers and the board of directors and maintain liability insurance for directors and officers
- (i) cause the Common Area to be maintained.
- (j) at least annually adopt a budget for the Association. Within 30 days after adopting the annual budget for the Association, the board of directors shall provide a summary of the budget to all owners. If the board fails to adopt a budget, the last adopted annual budget shall continue in effect.
- (k) cause to be filed the necessary income tax returns for the association.
- (l) in the name of the association, maintain a current mailing address of the association.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, a secretary, and a treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board from time to time by resolution create.

Section 2. Nomination and Election of Officers. The election of officers shall take place at the Annual Meeting of the membership. Nominations for election to officer positions shall be made by the Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. Election to officer positions 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 (which is one vote per household). The candidate(s) receiving the largest number of votes shall be elected. Cumulative voting is not permitted. In the event that, for whatever reason, no action is taken to fill one or more officer positions at the Annual Meeting, such unfilled positions shall be filled by majority vote of the Board of Directors at its first meeting following the Annual meeting of the members.

Section 3. Term. Each officer of this Association shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve. Officers may be re-elected for successive terms of one year.

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 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 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 by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

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 this Article.

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

President

- (1) 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 co-sign with at least one other officer of the association all leases, mortgages, deeds, and other written instruments and shall co-sign all checks and promissory notes. In addition, the president shall oversee the functioning of the Architectural Committee and any other regular or special committees; represent the association in dealing with realtors, city agencies, or other persons who might have need for such dealings with the association; call special meetings of the board or membership as appropriate; and preserve the official documents of the association.

Vice-President

- (2) The vice-president shall act in the place and stead of the president in the event of his /her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

Secretary

- (3) 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 Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- (d) 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 co-sign with the president all checks and promissory notes of the Association; keep proper books of account; if requested by the Board of Directors, 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 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

### COMMITTEES

The Board shall appoint an Architectural Control Committee, as provided in the Declaration and described in Section One of this Article, and a Nominating Committee, as provided in these Bylaws (Article Five, Section One). In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Section One Architectural Control Committee The Board shall appoint an Architectural Control Committee which shall consist of no fewer than three members.

- (a) The Board shall appoint by majority vote the chair of the Architectural Control Committee. The chair may be a Board member.
- (b) The terms of appointment of the members of the Architectural Control Committee will be one year, beginning at the time of the annual meeting of members, renewable without limit.
- (c) Vacancies which occur on the Architectural Control Committee will be filled by appointment of the President, for the duration of the term. If a vacancy occurs in the chair of the committee, the Board shall appoint the replacement.
- (d) Duties of the Architectural Control Committee:  
Among the duties of the Architectural Control Committee will be the administration of authority as described in Article Five of the Declaration and Article Ten of the Declaration, Sections 5, 6, 13, and 15.

## ARTICLE X BOOKS AND RECORDS

The books, records, and papers 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.

## ARTICLE XI ASSESSMENTS



As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten per cent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien 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 nonuse of the Common Area or abandonment of his/her Lot.

## ARTICLE XII AMENDMENTS

Section 1. 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. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control. In the case of a conflict between the Declaration and the Articles of Incorporation, the Declaration shall prevail except to the extent the Declaration is inconsistent with ORS 94.550 to 94.783.

## ARTICLE XIV MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year.