

After recording return to:
Vial Fotheringham LLP
17355 SW Boones Ferry Rd., Ste. A
Lake Oswego, OR 97035

Washington County, Oregon **2015-044315**
D-R/BY
Stn=13 M LOPEZ **06/05/2015 03:18:11 PM**
\$40.00 \$11.00 \$5.00 \$20.00 **\$76.00**
I, Richard Hobernicht, Director of Assessment and Taxation and Ex-
Officio County Clerk for Washington County, Oregon, do hereby
certify that the within instrument of writing was received and
recorded in the book of records of said county.
Richard Hobernicht, Director of
Assessment and Taxation, Ex-Officio

**BYLAWS OF THE
OAK HILLS HOME OWNERS ASSOCIATION**

RECITALS

1. These Bylaws govern the Oak Hills Homeowners Association, located in Washington County, Oregon.
2. Oak Hills Home Owners Association is governed by CC&Rs titled "Amended and Restated Declarations of Oak Hills Home Owners Association, recorded in the records of Washington County, Oregon, as document number 2013-038732.
3. These Bylaws supersede and replace all other Bylaws and amendments thereto, including the Bylaws of Oak Hills Home Owners Association, recorded in 1997.

BYLAWS OF THE OAK HILLS HOME OWNERS ASSOCIATION

ARTICLE I

Corporate powers. The corporate powers of this corporation shall be vested in a board of nine (9) Directors, and five (5) Directors shall constitute a quorum for the transaction of business.

ARTICLE II

Office. The corporation shall maintain its principal office on the property known as Oak Hills in Washington County Oregon, but may have offices and transact business at such other places as the Board of Directors may from time to time appoint.

ARTICLE III

Board of Directors

Section 1. Election. At each annual meeting the members shall elect three (3) Directors for a term of three (3) years each or until their successors have been elected and qualified. A Director's term of office shall begin immediately upon election Directors shall be elected at said annual meeting by a majority vote of those members of this corporation who vote in person or by proxy.

Section 2. Vacancies. Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining Directors then in office, even though less than a quorum, until the next annual meeting, at which time the members shall elect a replacement to fill the unexpired portion of the term of the vacated directorship.

Section 3. Qualification. Each of the Directors of this corporation shall be a member of this corporation.

Section 4. Powers. Without prejudice to or limitation of the provisions of Article I of these Bylaws, the Board of Directors shall have the following powers:

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

Second. To conduct, manage and control the affairs and business of this corporation, and to make such rules and regulations therefor not inconsistent with law, with the Restated Articles of Incorporation or the Bylaws, as they may deem best.

Third. To determine, levy and assess charges and assessments and to fix the rate of such annual charges or assessments upon and against property in Oak Hills as provided in Article III of the Restated Articles of Incorporation of this corporation.

Fourth. To exercise for this corporation all power and authority vested in or delegated to this corporation by any Declaration of Restrictions pertaining to or affecting said property in Oak Hills.

Section 5. Compensation. The Directors of this corporation shall receive no compensation for their services.

Section 6. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within the state which has been designated from time to time by resolution of the Board, or by written consent of all members of the Board.

Section 7. Organization Meeting. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 8. Special Meeting. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or if he is absent or unable or refuses to act, by the Vice-President or by any two (2) Directors. Written notice of the time and place of such special meetings shall be delivered personally to the Director by mail or other form of written communication to his last known address at least forty-eight (48) hours prior to the time of the holding of the meeting. Special meetings may be held, without notice, upon the written consent of all Directors.

Section 9. 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 Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 10. Indemnification. The directors and officers are not liable to the Association for any mistake of judgment, negligence, or otherwise except for their own willful misconduct or bad

faith. The Association shall indemnify and hold harmless each director and officer against all claims made against them except for claims wherein the director or officer is adjudged to have exercised willful misconduct or bad faith.

ARTICLE IV

Section 1. Officers. The officers of this corporation shall consist of a President, Vice-President, Secretary and Treasurer, elected from among the Directors, and such other officers as the Board of Directors may appoint, who need not be members of the Board of Directors, The powers and duties of the Treasurer may be exercised and performed by the President, Vice-President or Secretary, if the Directors shall so determine.

Section 2. President. The President shall be the Chief Executive officer of this corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or Bylaws.

Section 3. Vice-President. In the case of the absence of the President or his inability to act, the Vice-President shall act as President.

Section 4. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall give all notices required by these Bylaws and shall discharge such other duties as may be imposed on him by any declaration of restrictions pertaining to or affecting said property in Oak Hills. The Secretary shall discharge such other duties as pertain to the Office of Secretary or as prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have the responsibility for receiving and safely keeping all funds of this corporation and depositing same in such bank or as may be designated by the Board of Directors. Such funds shall be disbursed in the manner prescribed by the Board of Directors.

ARTICLE V

Meetings of Members

Section 1. Place of Meetings. All meetings of the members of the Association shall be held at the principal office of the corporation or at such other place in Oak Hills, Washington County, Oregon as may be designated by the Board of Directors.

Section 2. Annual Meeting. The annual meeting of the members of the Association shall be held on the second Tuesday of November of each year if not a legal holiday, and if such Tuesday is a legal holiday, then on the next succeeding Tuesday not a legal holiday. Written notice of each annual meeting shall be given to each member entitled to vote thereat, either personally or by mail or other means of written communication, addressed to such member at his address appearing on the books of this corporation or given by him to this corporation for the purpose of notice. All such notices shall be mailed or dispatched by the Secretary not less than ten (10) days nor more than fifty

(50) days before such annual meeting and shall specify the place, the day and the hour of such meeting. Such notice shall also state the general nature of the business or proposal to be considered or acted upon at such meeting. The written proxy authorized by Article V, Section 5 herein shall accompany the notice of annual meeting prescribed by this section.

Section 3. Special Meetings. Special meetings of the members of the association, for any purpose or purposes whatsoever, may be called at any time by the Board of Directors or by one or more members holding: not less than one-fifth (1/5) of the voting power of this corporation. Except in special cases where other express provision is made by statute, notice of such special meeting shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify, in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 4. Quorum. Those members present at any annual or special meeting of members constitute a quorum at the meeting.

Section 5. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by agent or agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of this corporation. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot or upon the expiration of eleven (11) months from the date of execution of the proxy, whichever comes first.

Section 6. Electronic Voting.

(1) As used in this section, "electronic ballot" means a ballot given by:

(a) Electronic mail;

(b) Facsimile transmission;

(c) Posting on a website; or

(d) Other means of electronic communication acceptable to the board of directors.

(2) The board of directors, in its discretion, may provide that a vote, approval or consent of an owner may be given by electronic ballot.

(3) An electronic ballot shall comply with the requirements of ORS 94.550 to 94.783.

(4) An electronic ballot may be accompanied by or contained in an electronic notice in accordance with ORS 94.652.

(5) If an electronic ballot is posted on a website, a notice of the posting shall be sent to each owner and shall contain instructions on obtaining access to the posting on the website.

(6) A vote made by electronic ballot is effective when it is electronically transmitted to an address, location or system designated by the board of directors for that purpose.

(7) Unless otherwise provided in the declaration or bylaws or rules adopted by the board of directors, a vote by electronic ballot may not be revoked.

(8) The board of directors may not elect to use electronic ballots unless there are procedures to ensure:

(a) compliance with ORS 94.647 if the vote conducted by written ballot under ORS 94.647 uses the procedures specified in ORS 94.647

(2)(b); and

(b) that the electronic ballot is secret, if the declaration or bylaws or rules adopted by the board require that electronic ballots be secret.

(9) Owners have the right to “opt-out” of casting electronic ballots and may cast ballots in accordance with ORS 94.550-.783.

Section 7. Electronic Notice

(a) Subject to Subsections (b) and (c) of this section, notwithstanding any requirement under the Declaration, these Bylaws, the Act or Oregon Nonprofit Corporation Act, in the discretion of the Board of Directors, any notice, information or written material required to be provided an Owner under the Declaration, these Bylaws or law, may be given by electronic mail, facsimile or other form of electronic communication acceptable to the Board of Directors in accordance with rules prescribed by resolution of the Board, except notices relating to the following matters:

(1) Failure to pay an assessment.

(2) Foreclosure of the Association lien.

(3) Action the Association may take against the Owner.

(4) Offer to use dispute resolution program required under ORS 94.

(b) At the time notice, information or written material is to be provided an Owner under subsection (a) of this section, to the extent that this section conflicts with a provision of the Act or Oregon Nonprofit Corporation Act prescribing the method or form of notice for specific actions or for delivery of information or other matter the applicable act governs.

(c) An Owner may not be required to receive any notice, information or material by any form of electronic communication. Any rules adopted under Subsection (a) of this section must provide for Owners to receive the notice, information or written material in the manner required under the Declaration, these Bylaws, the Act or applicable law.

ARTICLE VI

Transfer of membership. Membership In this corporation shall be transferred by the transfer of record of the ownership of all or part of the property to which the membership is appurtenant.

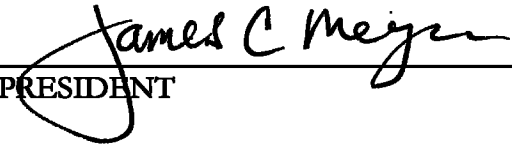
ARTICLE VII

Amendments. Upon notice thereof, new Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of a majority of the votes entitled to be cast by the members present or represented by proxy at an annual or special meeting of members at which a quorum is present. In the case of any conflict between the Restated Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration of Restrictions and the Bylaws, the Declaration shall control.

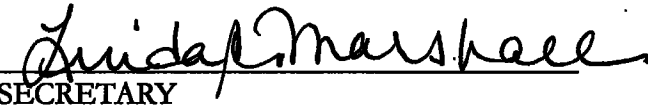
ARTICLE VIII

Not less than \$60.00 per year per building site shall be directed to a capital reserve account for the non-routine repair and maintenance, replacement and purchase of major assets and facilities. The amount directed at the capital reserve account will be consistent with any reserve study created on behalf of the Association.

OAK HILLS HOMEOWNERS ASSOCIATION



PRESIDENT



SECRETARY

CERTIFICATION

The undersigned President and Secretary of the Oak Hills Homeowners Association, an Oregon nonprofit corporation, hereby certify that the within Bylaws have been adopted and approved by the unit owners in accordance with Article VII of the Bylaws.

OAK HILLS HOMEOWNERS ASSOCIATION

By: James C Meyer
President

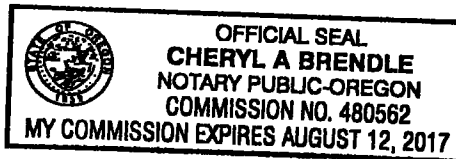
By: Linda Marshall
Secretary

STATE OF OREGON)
)ss
County of Washington)

The foregoing instrument was acknowledged before me on 3 day of June, 2014, by James Meyer, President, and the person acknowledged that (he/she) signed this instrument and acknowledged it to be (his/her) free and voluntary act for the uses and purposes mentioned in the instrument.

Cheryl A. Brendle

Notary Public for Oregon
My Commission Expires: 8/12/17



STATE OF OREGON)
)ss
County of Washington)

The foregoing instrument was acknowledged before me on 3 day of June, 2014, by Linda Marshall, Secretary, and the person acknowledged that (he/she) signed this instrument and acknowledged it to be (his/her) free and voluntary act for the uses and purposes mentioned in the instrument.

Cheryl A. Brendle
Notary Public for Oregon
My Commission Expires: 8/12/17

