



Timber Ridge Homeowners Association

Bylaws

**BY-LAWS
OF
TIMBER RIDGE HOMEOWNERS ASSOCIATION**

**ARTICLE I
NAME OF ASSOCIATION**

The name of this Association is the Timber Ridge Homeowners Association.

**ARTICLE II
DEFINITIONS**

All terms defined in the Declarations, Restrictions, Protective Covenants and Conditions for Timber Ridge, recorded in Volume 232, Page 885, Deed Records, Deschutes County, Oregon, are hereby incorporated herein.

**ARTICLE III
MEMBERSHIP AND MEETINGS**

Section 1. Membership. Members of the Association shall be every lot owner subject to assessment in Timber Ridge. There shall be no other qualifications for membership. Membership shall terminate upon the transfer of a fee simple title to a lot or upon sale of contract by an existing lot owner to a new owner.

Section 2. Meetings of Members – Place. Meetings of the members shall be held at the principal office of the Association or at such other place as designated by the Board of Directors.

Section 3. Annual Meetings. The annual meeting of the members shall be held in January of each year or as otherwise established by the Board of Directors.

Section 4. 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 the votes.

Section 5. Notices 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 thirty (30) 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 special meeting, the purpose of the meeting.

Section 6. Quorum. Except as otherwise provided herein, the presence either in person or by proxy of members entitled to cast at least twenty percent (20%) of the total votes entitled to be cast shall constitute a quorum for the transaction of business at all meetings. When a quorum is once present to organize a meeting, it cannot be broken by the subsequent withdrawal of a member or members. If any meetings of members cannot be organized because of a lack of a quorum, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

Section 7. Voting. The members will possess the voting rights described in the "Declaration".

Section 8. 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 a 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. The term of the Directors elected by the members, at an annual meeting, to fill expired terms, will be for three years.

Section 3. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of a majority of the remaining directors. The remaining term of the vacancy filled shall be served by the director so elected.

Section 4. Removal of Directors. Directors may be removed from office before their term expires by a majority vote of all members, whether voting by proxy or in person, at a special meeting called for the purpose of such removal or at the annual meeting.

Section 5. Compensation. No director shall receive any compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses which are incurred in the performance of his duties as director or may receive compensation for services to the Association in a capacity other than as a director.

Section 6. Manner of Election. Prospective directors will run for a specific vacancy. Nominees for the vacancies will be submitted by a Nominating Committee appointed by the President or by nominations from the floor at the annual meeting. After the nominations have been submitted, the members present or by proxy will vote by each vacancy, using secret ballot. Cumulative voting is not permitted. The candidate receiving the most votes for each vacancy will be elected.

ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Immediately after each annual meeting of members, the directors elected at such meeting and those holding over shall hold a meeting for the purpose of electing officers as hereinafter provided and for the transaction of such other business as may come before the meeting. No prior notice of such meeting shall be required to be given to the directors. The Board of Directors by resolution may establish other dates, times, and places for regular and special meetings of the Board.

Section 2. Special Meetings. Special meetings may be called by the President at the request of at least two (2) directors, or at the President's discretion. These special meetings may be held at such reasonable times and places as the President may determine and shall be limited to only those items of business described in the notice of such special meetings.

Section 3. Notices. No notice need be given for regular meetings held pursuant to Article V, Section 1. Notice of special meetings must be given to the directors at least one day prior to the time of the meeting and shall include business to be considered at such meeting. Attendance at a meeting shall constitute a waiver of notice thereof.

Section 4. Quorum. A majority of the directors shall constitute a quorum. Directors may take any action without a meeting which is in their power by obtaining written approval of all directors to such action.

ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers.

The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for infraction thereof;
- (b) 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. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (c) 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;

- (d) 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;
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;
- (f) Appoint and Architectural Committee;
- (g) Perform all other responsibilities given to it by the "Declaration";
- (h) Perform all other powers and duties granted by law.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete a record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meetings 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) As 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;
 - (3) File and 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.
- (d) Issue, or to cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any 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;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Cause the Common Areas to be maintained.

Section 3. Liability and Indemnification of Directors. The directors shall not be liable to the Association or the lot owners 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 the manager or managing agent, if any, against all contractual Directors, manager, or managing agent on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Declaration or of these By-Laws. Each director and the manager or managing agent, if any, shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of being or having been a director, manager, or managing agent and shall be indemnified upon any reasonable settlement thereof; provided, however, there shall be no indemnity if the director, manager, or managing agent is adjudged guilty of willful nonfeasance, misfeasance, or malfeasance in the performance of his duties.

ARTICLE VII OFFICERS OF ASSOCIATION

Section 1. Designation and Election. The principal officers of the Association shall be a president, a vice president, a secretary and a treasurer. The Board may appoint an assistant secretary or an assistant treasurer by resolution. The officers of the Association shall be elected annually by the Board of Directors and shall hold office at the pleasure of the Board.

Section 2. Removal, Resignation, and Vacancies. Any officer may be removed by an affirmative vote of the majority of the members of the Board of Directors. A vacancy in any office may be filled in the manner prescribed for regular election with the officer elected filling the remainder of the term of the officer he replaces.

Section 3. President. The President shall preside at all meetings of the Association. He shall have all of the general powers and duties which are usually vested in the president of an association.

Section 4. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board will appoint some other Board member to do so on an interim basis. He shall also perform such other duties as may be delegated to him by the Board of Directors.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the members of the Association and of the Board; shall serve notice of any such meetings; shall keep appropriate records of the names and addresses of the Association members, and shall perform other duties incident to the office of secretary.

Section 6. Treasurer. The Treasurer shall have care and custody of and be responsible for all the funds of the Association and shall deposit such funds in the name of the Association in such banks or safe deposit companies as the Board may designate. In addition the Treasurer will make, sign and endorse in the in the name of the Association all checks, drafts,

notes, and other orders for the payment of money; and further shall perform all duties incident to the office which the treasurer of an association normally performs. These functions may be delegated to an appropriate employee or service.

Section 7. Delegation and Change of Duties. In the event of absence or disability of any officer the Board of Directors may delegate during such absence or disability the powers or duties of such officers to any director.

ARTICLE VIII **BOOKS AND RECORDS**

Section 1 Inspection by Members. The books, records and papers of the Association shall be made available during reasonable business hours by the appropriate officers for inspection by any member. The Declarations, Articles of Incorporation, and By-Laws of the Association shall also be made available for inspection of any member. Copies of the above documents may be purchased at a reasonable cost.

Section 2. Execution of Instruments. All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, and other instruments shall be signed by such person or persons as may be designated by general or special resolution of the Board of Directors, and in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President.

ARTICLE IX **ASSESSMENTS**

As 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 assessments are 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 assessments shall bear interest from the date of delinquency at the rate of twelve percent (12%) 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. Accrued interest on the delinquent assessments as well as all costs and reasonable attorney's fees incurred in the collection thereof shall be added to the amount of such assessment and shall also be secured by a continuing lien upon the property against which the assessments are made. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common areas or abandonment of his lot.

ARTICLE X
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 in person or by proxy.

Section 2. In 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 XI
NOTICES

All notices to the Association or to the Board of Directors shall be sent to the principal office of the Association, or to such other address as the Board of Directors may hereafter designate from time to time. All notices to any member shall be sent to such address as may have been designated by him from time to time, in writing to the Board of Directors.

ARTICLE XII
MISCELLANEOUS

Section 1. Waiver. No restriction, condition, obligation, or provision contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

Section 2. Invalidity; Number; Captions. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-Laws. As used herein, the singular shall include the plural, and the plural the singular; the masculine and neuter shall each include the masculine, feminine, and neuter, as the context requires. All captions used herein are intended solely for convenience of reference and shall in no way limit any of the provisions of these By-Laws.

The By-Laws of Timber Ridge Homeowners Association were originally approved June 8, 1976.

These Revised By-Laws incorporate all amendments to date, including:

Amendment to Article IV, approved March 10, 1979.

Amendments to Article III, IV, V, and VII, approved January 15, 1983.

Amendment to Article IX, approved January 18, 1986.

