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AMENDED AND RESTATED BYLAWS

FOR

WEST EUGENE VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

The name of the corporation is WEST EUGENE VILLAGE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 4736 Royal Ave PMB 259, Eugene, Oregon 97402, or such other address as may be fixed by the Board of Directors from time to time, but meetings of directors may be held at such places within the State of Oregon, County of Lane, as may be designated by the Board of Directors. The Board of Directors may meet by telephone or via email within or without the State of Oregon.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to WEST EUGENE VILLAGE HOMEOWNERS ASSOCIATION, INC., and Oregon non-profit Corporation organized under the laws of the State of Oregon, its successors and assigns.

Section 2. "Committee" shall mean and refer to the architectural control committee of the West Eugene Village Homeowners Association, Inc., as described in Articles of this declaration.

Section 3. "Declarant" shall mean and refer to West Eugene Village, L.L.C., and Oregon Limited Liability Company.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to said properties recorded in the Office of the Director of Records and Elections for Lane County, Oregon on December 14, 2001, reception no. 2001-084522, as duly amended and recorded thereafter.

Section 5. "Directors" and "Board" shall mean and refer to the Board of Directors elected by the members of the association to be comprised of a President, Vice President, Secretary, Treasurer, and Member-At-Large, and others as the membership may determine.

Section 6. "Nominees" shall mean and refer to all individuals nominated for election to the Board of Directors.

Section 7. "Common Area" shall mean and refer to all real property and appurtenances thereto;

- (a) identified as common area on the recorded plat of the West Eugene Village, and
- (b) now or hereafter owned by the Association for the common use and enjoyment of the members of the Association.

Section 8. "Owner" shall mean and refer to the record fee owner, whether one or more persons or entities, of all or any part of said property, but excluding the Association and excluding those who have such interest merely as security for the performance of an obligation. The term "Owner" shall also include contract purchasers in possession of a residence location, instead of the record fee owner, unless the contract of sale specifies otherwise.

Section 9. "Member" shall mean and refer to every person or entity who holds membership in the Association.

Section 10. "Residence" shall mean and refer to that portion or part of any structure intended to be occupied by one family as a dwelling, together with attached or detached garage, carport, or, as the case may be, the patios, porches and steps annexed thereto.

Section 11. "Residence Location" shall mean and refer to any separately designated plot of land shown upon any recorded subdivision of said property, with the exception of the Common Areas.

Section 12. "Said Property" shall mean and refer to West Eugene Village, as platted and recorded in the Official Records of Lane County as West Eugene Village, File 75, Slides 1181-1184, Lane County, Oregon Plat records, and such additions thereto as may hereafter be brought within the jurisdiction of the Association by recorded declaration.

Section 13. "Setback" shall mean and refer to the distance a building must be located from a property line.

Section 14. "Street" shall mean and refer to the improved private streets and roads in West Eugene Village, approved pursuant to the Eugene, Oregon Plumed Unit Development Ordinance.

Except as otherwise defined in these Bylaws, capitalized terms herein shall have the meaning ascribed by the Declaration.

ARTICLE III

MEMBERSHIP

Section 1. Membership: Every person or entity who is an owner of a residence location shall be a member of the West Eugene Village Homeowners Association, Inc. Membership shall be appurtenant

to and shall not be separated from ownership of any residence location which is subject to assessment by the Association. Ownership of such residence location shall be the sole qualification for membership and shall automatically commence upon becoming an owner and shall automatically terminate when ownership is terminated or transferred.

Section 2. Voting Rights: The Association shall have one class of voting membership. Voting membership is all those Owners as defined in Article II Section 8. Members shall be entitled to one vote for each residence location in which they hold an interest required for membership by Article III Section 1. When more than one person holds such interest in any residence location, all such persons shall be considered members. The vote for such residence location shall be exercised as they among themselves determine, or if unable to agree, they may cast fractional votes proportionate to their ownership interest, but in no event shall more than one vote be cast with respect to any one residence location. The Vote Applicable to any of said property sold under a recorded contract purchase shall be exercised by the contract purchaser unless the contract expressly provides otherwise.

ARTICLE IV

MEETING OF THE MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members was held within one year from the date of incorporation of the Association, October 23, 2001, and shall be held on the same day of the same month [October 23] of each year thereafter, at the hour of 7:00 p.m. If the day for the annual meeting of the members is a legal holiday or falls on a weekend, the Meeting will be held at the same hour on the first business day thereafter.

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 the votes of the membership. Meetings requested by the members shall follow ORS 94.650.

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 a copy of such notice, postage paid, 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. Subject to the Bylaws, Declarations and ORS 94.652, in the discretion of the Board of Directors, any notice may also be given to an owner or director by electronic mail, facsimile or other form of electronic communication. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a 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, 20 percent 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, in accordance with ORS 94.655.

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 residence location.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors who need not be members of the Association.

Section 2. Positions. The Board shall consist of a President, Vice President, Secretary, Treasurer and Member at Large, 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. The Directors of the Association are the Board Members and shall be elected by the Members and serve as listed in Bylaws Article VI, Section I, unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve. Directors cannot expand the size of the Board without a vote of the membership per ORS 65.307.

Section 3. Term of Office. The President's term began in 2010 and shall renew every three years thereafter. The Vice-President's term began in 2010, for an initial period of two (2) years, but shall renew in 2012 and every three years thereafter. The Secretary and Treasurer positions began in 2011 and renew every three (3) years. The Member-At-Large position shall begin in February 2012 and be re-elected every three (3) years. Except for the initial terms of Secretary, Treasurer, and Member-At-Large, all terms begin in the month of February and, all terms end in the Month of February.

Section 4. Special Appointments. The Board may appoint 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. Officers elected by the Board pursuant to Article XI, Section 3 are not directors or members of the Board and do not vote or count toward a quorum of the Board.

Section 5. Removal and Resignation. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. Any Director may resign at any time giving written notice to any member of the Board. Such resignation shall take effect on the date of receipt of such notice or at later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall be necessary to make it effective. 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 6. Compensation. No Director shall receive compensation for any service he or she may render to the Association regardless if it is part of their duties or not. However, any director may be reimbursed for actual expenses incurred in the performance of his/her duties.

Section 7. 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 in accordance with ORS 65.341. Any action so approved shall have the same effect as though taken at a meeting of the directors. Email may constitute written approval.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Candidates. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting. The Nominating Committee shall make as many nominations for elections 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. Nominations may also be made from the floor at the annual meeting. Such nominations may be made from among members or non-members.

Section 2. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of directors, and two or more members of the Association not currently serving on the Board of Directors. The Nominating Committee will be required to submit notice to all Members forty-five (45) days prior to the Annual meeting asking for candidates. Applications for candidates shall be received thirty (30) days prior to the Annual meeting. Each candidate should include a list of qualifications and the office on the Board they are seeking. After nominations are set, a notice to the members in accordance with Article IV Section 3 shall contain the Director positions and Candidates nominated for each position with the relevant qualification information. Candidates nominated from the floor at the annual meeting will be afforded the opportunity to state qualifications and office desired.

Section 3. Elections. Elections 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 and these Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Elections may also follow ORS 94.647 by written ballot and ORS 94.661 by electronic ballot.

ARTICLE VII

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held yearly, 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 legal holiday. At least annually the Board shall adopt an annual budget and within thirty (30) days of its adoption provide a summary thereof to all members.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by a majority of directors, after not less than three (3) days notice to each director.

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 directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Meetings Open. Except as otherwise provided by ORS 94.640(7) all meetings of the Board of Directors shall be open to all members. The Board should allow time for questions from members. For other than emergency meetings, notice of all Board meetings shall be provided to the members in the manner prescribed by ORS 94.640(8).

ARTICLE VIII

POWERS AND DUTIES OF THE

BOARD OF DIRECTORS

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

- (a) adopt and publish rules and regulations governing the details for operation of the Association and use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and establish penalties for the 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 Bylaws, 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; and

- (e) 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 required in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) 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 ninety (90) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer 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 the certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
 - 1. Procure and maintain adequate liability and hazard insurance on property owned by the Association and its Directors, as required by current ORS 64.675 or its successor;
 - 2. cause all Directors, subcontractors or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
 - 3. cause the Common Area to be maintained. Expenses for the Association, including maintenance, repair and replacement of the common property shall be paid out of available funds. Payment vouchers shall be presented to the Treasurer for approval before payment;
 - 4. prepare and distribute to all members the annual fiscal statement required pursuant to current ORS 94.670 or its successor.

Section 3. Duties by Position. It shall be the individual Director duties to do as follows:

- (a) **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 co-sign all checks and promissory notes.

- (b) **Vice President.** 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, oversee contract negotiations and vendor management, and shall exercise and discharge such duties as may be required of him/her by the Board.
- (c) **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 its members.
- (d) **Treasurer.** The Treasurer shall keep appropriate current records showing the members of the Association together with their addresses; 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; and to the extent required by ORS 94.670(5), cause an annual review of the Association books to be made by an independent certified public accountant at the completion of each fiscal year; 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, and shall perform such other duties as required by the Board.
- (e) **Member-At-Large.** The Member-At-Large shall perform such duties as assigned by the Board.

ARTICLE IX

COMMITTEES

The Board shall appoint an Architectural Control Committee, as provided in the Declaration, and Nominating Committee, as provided in the Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

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, at the principle office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI

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 assessment is not paid within ninety (90) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 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. The Board may impose a late fee in addition to the interest as prescribed in the Rules and Regulations of the Association. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: WEST EUGENE VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association may be dedicated to and appropriate public agency to be used for purposes similar to those for which the Association was created; provided, however, if dedication is refused acceptance, the assets may be granted, conveyed, or assigned to any nonprofit corporation, association, trust or other organization devoted to similar purposes; or in the discretion of the Board, the common properties and assets of the Association, pro rata in accordance with the total amount of assessments previously paid upon behalf of each living unit.

ARTICLE XIV

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 the members present in person or by proxy.

Section 2. In Case of any conflict between the Declaration and these Bylaws, the declaration shall control.

ARTICLE XV

MISCELLANEOUS

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

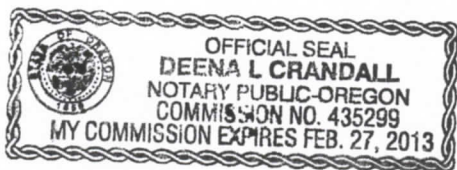
IN WITNESS WHEREOF, the undersigned, duly authorized as Secretary of West Eugene Village Homeowners Association, Inc., does hereby certify that the foregoing amended and restated Bylaws were duly adopted by the requisite number of Members at the Special Meeting of Members held for that purpose on September 29, 2011.

WEST EUGENE HOMEOWNERS ASSOCIATION, INC.

Lisa Taylor
Lisa Taylor, Secretary

STATE OF OREGON)
) ss.
County of Lane)

This instrument was acknowledged before me this 4th day of October, 2011, by Lisa Taylor, Secretary, of West Eugene Homeowners Association, Inc.



Deena L. Crandall
Notary Public for Oregon
My commission expires: Feb 27, 2013