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CHICAGO

After Recording Return To:  
West Hills Development Co.  
15500 S.W Jay Street  
Beaverton, Oregon 97006

Washington County, Oregon 2002-034231  
03/25/2002 01:32:49 PM  
D-R/WY Cnt#1 Str#8 K GRUNEWALD  
\$50.00 \$6.00 \$11.00 - Total=\$67.00



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I, Jerry Hanson, Director of Assessment and Taxation and Ex-Officio County Clerk for Washington County, do hereby certify that the within instrument of writing was received and recorded in the book of records of said county.

Jerry Hanson  
Jerry R. Hanson, Director of Assessment and Taxation,  
Ex-Officio County Clerk



**BYLAWS  
OF  
ORENCO GARDENS HOMEOWNER'S ASSOCIATION**

**ARTICLE I**

**NAME AND LOCATION**

1.1 The name of this Association is Orenco Gardens Homeowner's Association, hereinafter referred to as the "Association". The initial principal office of the Association shall be located at West Hills Development Co., 15500 S.W Jay Street, Beaverton, Oregon 97006 but meetings of members and directors may be held at such places as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

2.1 "Association" shall mean and refer to Orenco Gardens Homeowner's Association, its successors and assigns.

2.2 "Common Area" shall mean all real property, with its related facilities, owned by the Association for the common use and enjoyment of the Owners. It shall also include the easement rights to but not limited to the fencing, monuments, landscaping (including irrigation system(s)) and lighting contained in easements.

2.3 "Declarant" shall mean and refer to West Hills Development Corporation

2.4 "Declaration" shall mean and refer to the Declaration of Protective Covenants, Conditions and Restrictions (CCR's) and Homeowner's Association Provisions (Provisions) of Orenco Gardens, as amended, appropriately recorded in Washington County, Oregon.

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CHICAGO TITLE INSURANCE COMPANY OF OREGON  
HAS RECORDED THIS INSTRUMENT AS AN ACCOM-  
MODATION ONLY AND ASSUMES NO LIABILITY FOR  
ERRORS OR OMISSIONS HEREIN, NOR DOES  
CHICAGO TITLE REPRESENT THAT IT WILL CREATE  
THE ESTATE OR INTEREST IN REAL PROPERTY  
WHICH IT PURPORTS TO CREATE.



2.5 "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. In the event a platted lot is divided in accordance with the applicable governmental ordinances, rules and regulations and the provisions of the reservations, restrictions and covenants applicable to said lots, the term lot shall include each lot which results from the division of the platted lot.

2.6 "Maintenance" as used herein, in the context of the Association's obligations, includes repair, replacement, and upkeep of the Orenco Garden's common property and areas, including without limitation, any structures, drainage systems, lighting systems, irrigation systems, landscaping, walls, fences, and monuments; all acts of maintenance shall be held to the "as good as or better than the improvement which was initially constructed", standard.

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

2.8 "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.

2.9 "Properties" shall mean and refer to that certain real property described in the CCR's and Provisions of Orenco Gardens and such additions thereto as may hereafter be brought within the power and jurisdiction of the Association in accordance with the provisions of the Orenco Gardens Declaration of CCR's and Provisions.

### ARTICLE III

#### MEETINGS OF MEMBERS

3.1 Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of transfer of control of the Common Property to the Association as set forth in the Declaration.

3.2 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 Members who are entitled to vote one fourth (1/4) of all votes of the Association. Fractional vote requirements shall be rounded up to next full vote.

3.3 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 prepaid, at least fifteen (15) days before such meeting, to each Member

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entitled to vote there at, 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 a special meeting, the purpose of the meeting. Fractional vote requirements shall be rounded up to next full vote.

3.4 **Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-fourth (1/4th) of the votes of the Association 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 at said meeting shall have the limited 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 represented.

3.5 **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. All proxies shall be revocable and shall automatically cease upon conveyance by the member of his lot.

3.6 **Voting Rights of Members.** Each lot shall be entitled to one vote.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS SELECTION, TERM OF OFFICE**

4.1 **Number.** The affairs of this Association shall be managed by a board of five (5) Directors.

4.2 **Term of Office.** At the first annual meeting the members shall elect five (5) Directors. One Director shall be elected for term of one (1) year; two (2) Directors for the period of two years; and two (2) directors for the period of three (3) years. Elected Directors will draw for terms at their first meeting. At each subsequent annual meeting, the members shall elect a Director for three year terms.

4.3 **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 or her successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his or her predecessor.

4.4 **Compensation.** No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

4.5 **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

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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

5.1 **Nomination.** Nomination for election to the Board of Directors shall be from among members either in writing or in person at a duly called Meeting of the Members. Nominations may also be made from the floor at the annual meeting.

5.2 **Election.** Election to the Board of Directors shall be by secret written ballot. At the election 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

6.1 **Regular Meetings.** Regular meetings of the Board of Directors shall be held as needed without notice, at such place and hour as may be fixed from time to time by resolution or ratification of the Board, or may be called by the President.

6.2 **Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three (3) Directors, after not less than three (3) days notice to each Director, or as otherwise agreed to by the members.

6.3 **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 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

7.1 **Powers.** The Board of Directors shall have power to:

(A). Adopt and publish rules and regulations governing use and maintenance of the Common Area and related facilities; maintenance of landscaping and irrigation system including, without limitation, the fencing and monuments located within easements, the personal conduct of the Members and their guests on the Common Area and facilities; and to establish fines and

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penalties for the violation thereof;

(B). Suspend the voting rights of a Member and the right of a Member to use the Common Area and facilities 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 violation of any 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 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.

7.2 **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 Members possessing one-fourth (1/4) of the total votes of the Association. Fractional vote requirements shall be rounded up to the next full vote.

(B). Supervise all officers, agents and employees of the Association, and 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 (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 by 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.

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(D). 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. 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. Declarant shall be a named insured.

(F). Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(G). Provide for the maintenance, repair and replacement of the Common Areas and related facilities including, without limitation, landscaping, irrigation system(s), fencing and monuments located within easements.

(H). Administer a reserve account if one is established.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

8.1 **Enumeration of Officers.** The officers of this Association shall be a President and Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Officers may be members of the Board of Directors. Board Members may be officers. The Treasurer, if a separate office, does not have to be a member of the Board of Directors.

8.2 **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.

8.3 **Term.** The officers of the Association shall be elected annually by the Board and shall each hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

8.4 **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.

8.5 **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 time specified therein, and unless otherwise specified therein, the acceptance of



such resignation shall not be necessary to make it effective.

8.6 **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 or she replaces.

8.7 **Multiple Offices.** The offices of Secretary and Treasure may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

8.8 **Duties.** The duties of the officers are 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 or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

(C). **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, if one is necessary, 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 the Board.

(D). **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 all tax returns and other governmental reports to be timely prepared and filed; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the Members. These duties may be delegated by Board approval to a management agent.

## **ARTICLE IX**

### **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 and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the

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Association, where 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 lien upon the property against which the assessment is made. Any assessments which are not paid within thirty (30) days after the due date shall bear interest from the due date at the rate of twelve percent (12%) per annum. A one time late charge of 10% of the delinquent amount shall be charged, on the first of the month after the due date, in addition to the interest rate. The Association may bring an action at law against a member for collection of all assessments, interest, costs. The Association may foreclose the lien against the property. Interest, costs and reasonable attorney's fees for any such action and any appeal thereof 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 his or her lot.

**ARTICLE XI**

**AMENDMENTS**

11.1 Amendments to these Bylaws may be proposed by a majority of the Board of Directors or by at least thirty percent (30%) of the total votes in the Association.

11.2 An amendment is not effective unless the amendment is approved by a majority of the total votes in Orenco Gardens in person or by proxy at a duly constituted meeting or by ballot vote. The Board of Directors may conduct a vote of the association by use of the U.S. Mail.

11.3 An amendment is not effective unless it is certified by the President and Secretary of the Association as having been adopted in accordance with the bylaws and ORS 94.625.

11.4 An amendment is not effective until it is recorded in the Washington County Deed Records where the Bylaws were recorded.

11.5 In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

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## ARTICLE XII

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, except that the first fiscal year shall begin on the date of establishment of the Association as set forth in the Declaration.

## ARTICLE XIII

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 this document.

## ARTICLE XIV

### TRANSITIONAL ADVISORY COMMITTEE

There exists a statutory requirement that these By Laws include a provision announcing the right to form a transitional advisory committee in accordance with ORS 94.604. The Declarant or the owners of a planned community shall form a transitional advisory committee to provide for the transition from administrative responsibility by the Declarant of the planned community under ORS 94.600 to administrative responsibility by the Association. Pursuant to ORS 94.604 an Owner or Declarant shall call a meeting of owners for the purpose of selecting a transitional advisory committee not later than the 60th day after the later of:

- (a) The date the Declarant conveys 50 percent or more of the lots in the first or only phase of the planned community to owners other than a successor Declarant; or
- (b) The date the Declarant has conveyed 10 lots in the planned community to owners other than a successor Declarant.

The transitional advisory committee shall consist of three or more members. The Owners, other than the Declarant, shall select two or more members. The Declarant may select no more than one member. The committee shall have reasonable access to all information and documents which the Declarant is required to turn over to the association under ORS 94.616. A list of that information and those documents is set forth in the Orenco Gardens Homeowner's Association provisions.

Notwithstanding other provisions in ORS 94.604, if the Owners do not select members for the transitional advisory committee, the Declarant shall have no further obligation to form the committee. The requirement for a transitional advisory committee shall not apply once the

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turnover meeting called under ORS 94.609 has been held.

The inclusion of this clause in these By Laws shall not be interpreted to either grant or eliminate any rights of either Declarant or Owners otherwise provided for by the terms of Oregon Statutes or the CCR's and Provisions governing Orenco Gardens.

IN WITNESS WHEREOF, we being all the initial directors of the Orenco Gardens Homeowner's Association, have hereunto set our hands this 21 day of March 2002.

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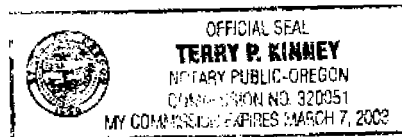
WEST HILLS DEVELOPMENT COMPANY\*\*

By [Signature]  
DENNIS E. SACKHOFF, PRESIDENT

State of Oregon }  
                          } SS.  
County of Washington }

I Terry P. Kinney a Notary Public for the State of Oregon certify that on the 21 day of March, 2002, personally appeared before me Dennis E. Sackhoff who, being first duly sworn, did say that he is the officer herein named and does hereby acknowledge said instrument to be his free and voluntary act on behalf of West Hills Development Company.

[Signature]  
Notary Public for Oregon  
My commission expires: 3-7-2003



\*\* West Hills Development Company is acting as director only in an interim role which shall terminate upon election of the initial board of directors at the turnover meeting as set forth in the Orenco Gardens CCR's and Declaration of Homeowner's Association.

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