

BYLAWS  
OF  
HOMES ASSOCIATION OF CEDAR HILLS

(Incorporating all amendments through July 1, 2003)

ARTICLE I

Corporate Powers. The corporate powers of this corporation shall be vested in a board of seven directors and four directors shall constitute a quorum for the transaction of business.

ARTICLE II

Seal. The corporate seal of this corporation is that seal, an impression of which appears on the margin hereof.

ARTICLE III

Office. The corporation shall maintain its principal office on the property platted as Cedar 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 IV

Board of Directors

Section 1. Election. The number of the Directors of this corporation shall be seven and they shall be elected at the annual meeting of the members, to serve for two years or until their successors have been elected and qualified. Their term of office shall begin immediately upon election. Directors shall be elected by a majority vote of the members of this corporation present and voting at said annual meeting.

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 for the unexpired term.

Section 3. Qualifications. Each of the directors of this corporation shall be either a member of this corporation or an authorized representative of an incorporated 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 the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation, and require from them security for 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 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 per square foot of such annual charges or assessments upon and against property in Cedar Hills as provided in Article II of the 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 Cedar Hills.

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

Section 6. Duties. It shall be the duty of the Directors of this corporation:

First. To supervise all officers, agents and employees and see that their duties are properly performed.

Second. To cause certificates of membership to be issued to the members of this corporation, which certificates shall be signed by the Secretary and have the seal of this corporation affixed.

Section 7. 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 8. 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 9. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall 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 Directors. Written notice of the time and place of special meetings shall be delivered personally to the directors or sent to each director by mail or other form of written communication at his last known address at least 48 hours prior to the time of holding of the meeting. Special meetings may be held, without notice, upon the written consent of all of the directors.

Section 10. Quorum. . The presence in person of a majority of the Directors at any meeting constitutes a quorum for the transaction of business.

## ARTICLE V

Officers. The officers of this corporation shall be elected by the Board of Directors and 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.

#### ARTICLE VI

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. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He 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 the Bylaws.

#### ARTICLE VII

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

#### ARTICLE VIII

Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep and affix the seal of this corporation, shall give all notices required by these Bylaws and shall discharge such other duties as may be imposed upon him by any declaration of restrictions pertaining to or affecting property in Cedar Hills. He shall discharge such other duties as pertain to the office of Secretary or as prescribed by the Board of Directors.

#### ARTICLE IX

Treasurer. The Treasurer shall receive and safely keep all funds of this corporation and deposit the same in such bank or banks as may be designated by the Board of Directors. Such funds shall be disbursed in the manner prescribed by the Board of Directors.

#### ARTICLE X

##### Meetings of Members.

Section 1. Place of Meetings. All meetings of members of the association shall be held at the principal office of the corporation or at such other place in Cedar 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 May of each year if not a legal holiday and if 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 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.

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 President or by the Vice President or by the Board of Directors or by one or more members holding not less than one-fifth of the voting power of this corporation.

Section 4. Quorum. The presence in person or by proxy of members entitled to exercise twenty-five percent of the voting power of this corporation at any meeting shall constitute a quorum for the transaction of business, except that the presence in person or by proxy of members entitled to exercise fifteen percent of the voting power of this corporation shall constitute a quorum for the transaction of any business at any meeting which is not called for the purpose of amending the Articles of Incorporation or Bylaws of this corporation or to change, modify or extinguish any Declaration of Restrictions. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or any 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.

## ARTICLE XI

Membership. Qualifications for membership in this corporation are prescribed in Article IV, Articles of Incorporation.

## ARTICLE XII

Transfer of Membership. Membership in this corporation shall be transferred or divided by the transfer of record of the ownership of all or part of the property to which the membership is appurtenant. Upon satisfactory evidence of such transfer, the membership of the transferor shall be marked cancelled on the books of this corporation as to the property so transferred, without requiring a surrender or cancellation of the transferor's certificate of membership, and a new certificate of membership may thereupon be issued to such transferee.

## ARTICLE XIII

Amendments. New Bylaws may be adopted or these bylaws may be amended or repealed by the vote of the members entitled to exercise a majority of the voting power of this corporation or by the written

assent of such members, except as otherwise provided by law or by the Articles of Incorporation. Subject to the right of the members to adopt, amend or repeal Bylaws, Bylaws other than a Bylaw or amendment thereof changing the authorized number of directors may be adopted, amended or repealed by the Board of Directors.