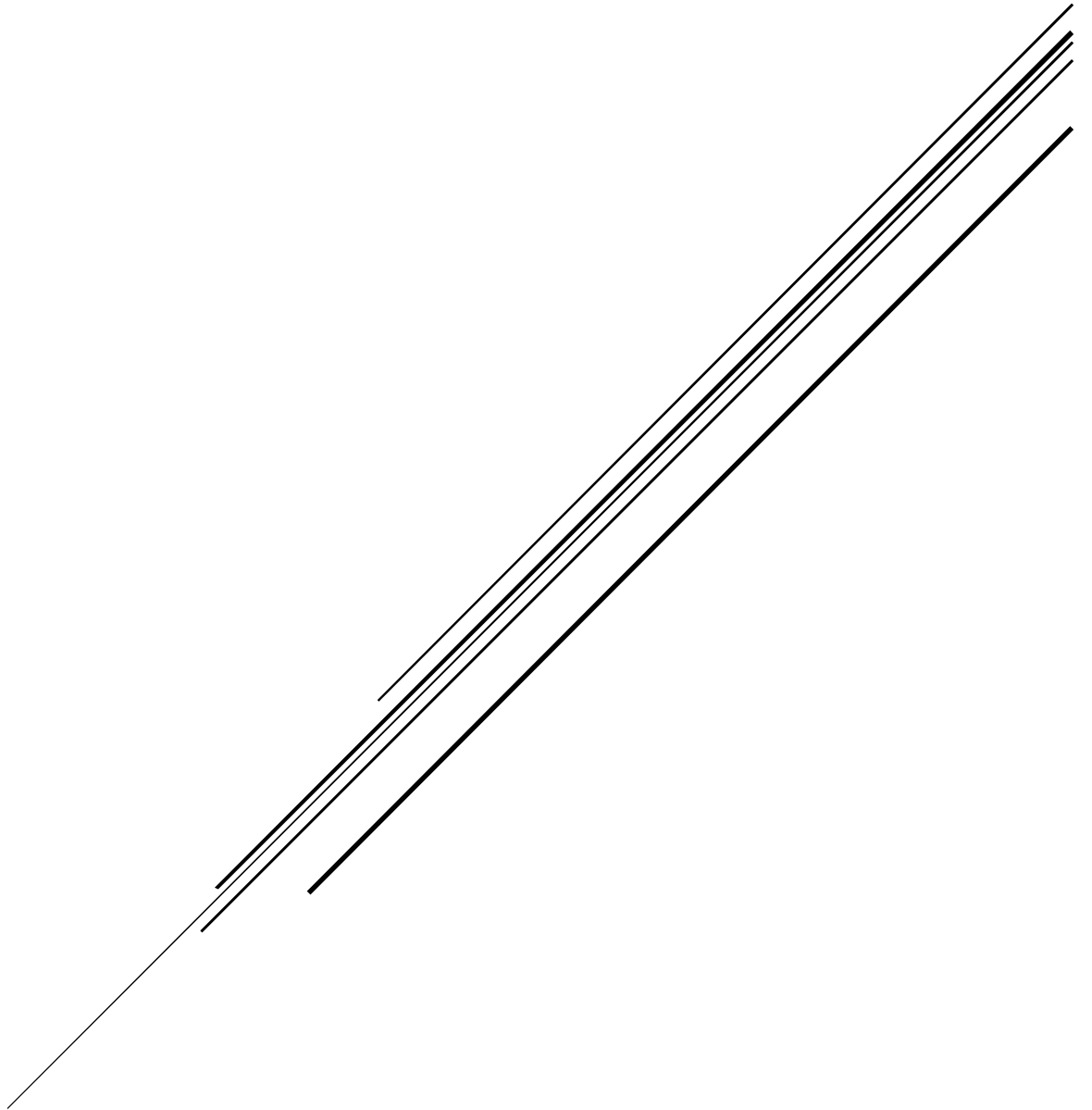


# CHOA BYLAWS



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## BYLAWS

### CHARBONNEAU HOMEOWNERS ASSOCIATION

Post Office Box 219 Wilsonville, Oregon 97070

<p>Clackamas County Official Records          Sherry Hall, County Clerk 2013-043468          01693238201300434680120122 \$103.00          06/24/2013 11:06:53 AM</p>
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### ARTICLE I NAME, SEAL, AND LOCATION

#### Section 1. Name.

The name of this corporation is CHARBONNEAU HOMEOWNERS ASSOCIATION.

#### Section 2. Seal.

The seal of the corporation shall be in circular form and shall bear the following inscription: Charbonneau Homeowners Association – Corporate Seal – Oregon.

#### Section 3. Location.

The registered office shall be located in Wilsonville, Clackamas County, Oregon, but such location may be changed from time to time by the Board of Directors.

### ARTICLE II CORPORATE PURPOSE AND POWERS

The purpose of the corporation is to carry out, for the benefit of its members, the covenants, conditions, and restrictions that pertain or apply to their interests under the Covenants, Conditions, and Restrictions for Charbonneau as set forth in Instrument No. 72- 31963 recorded October 19, 1972 in the Clackamas County, Oregon deed records as well as any recorded instruments which revise, amend, supplement, or replace said Covenants, and only as said Covenants or their amendments apply to the ownership, use, and enjoyment of any and all properties situated within CHARBONNEAU, a plat of record filed November 18, 1971, CHARBONNEAU II, a plat of record filed May 3, 1972,

CHARBONNEAU III, a plat of record filed August 1, 1972, CHARBONNEAU IV, a plat of record filed May 16, 1973, and CHARBONNEAU IV, a plat of record filed March 8, 1976, as well as any recorded instruments which revise, amend, supplement, or replace the foregoing, for which purpose the corporation is empowered.

### ARTICLE III DEFINITIONS

Terms used in these Bylaws shall have the meaning given to them in the Covenants referred to in Article II of these Bylaws and in case of ambiguity or conflict the aforesaid Covenants shall supersede and apply.

### ARTICLE IV MEMBERSHIP

**Section 1. Membership.** Every person or entity who is a record owner of a fee or undivided fee interest in any residence location which is subject by covenants of record to assessment by the Association, including contract Setters, shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any residence location which is subject to assessment by the Association. Ownership of such residence locations shall be the sole qualification for membership and shall automatically commence upon a person becoming such owner and shall automatically terminate when such ownership shall terminate or be transferred. The membership shall consist of two classes as described in Article IV, Section 8 of these Bylaws

**Section 2. Payment of Assessments.** The rights of membership are subject to the payment of annual and special assessments levied by the Association. The obligation for payment of assessments is imposed against each owner of and becomes a lien upon the residence location against which assessments are made as provided in the aforesaid Covenants to which the properties are subject and which have been recorded in Clackamas County, Oregon.

**Section 3. Suspension.** The membership and rights of any persons whose interest in the properties is subject to assessment, whether he be personally obligated to pay such assessments, may be suspended by action of the directors during the period when the assessments remain unpaid. Upon payment of such assessments, the suspension shall cease and the rights and privileges shall be automatically restored. If the directors have adopted and published rules and regulations governing the use of the common properties or the recreational zones and the personal conduct of any person thereon, as provided in these Bylaws, they may in their discretion suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty days.

**Section 4. Property Rights.** Each member shall be entitled to the use and enjoyment of the common property and facilities as provided by the Deed of Dedication and the aforesaid Covenants, and as therein set forth. Use of the recreational zones shall be restricted to members who own residence locations in that neighborhood in which the recreational zone is located. Any member may delegate his rights of enjoyment in the common properties and facilities and in the recreational zones to the members of his family who reside upon the residence location. Subject to the permission of, and to such conditions as may be imposed by, the Board of Directors, the owner during his absence from the premises may also delegate these rights to a tenant residing thereon under a leasehold interest for a term of one year or more. Such member shall notify the secretary of the Association, in writing, of the name of any such person and of the relationship of such person to the member. The rights and privileges of such person are subject to suspension under Article IV, Section 3 above, to the same extent as those of the member.

**Section 5. Meetings.** The regular annual meeting of the members shall be held on the last Monday in April of each year, commencing with April 26, 2010, at the hour of 7:00 o'clock p.m. Special meetings of the members for any purpose may be called at any time by the president, the vice president, the secretary, or treasurer or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership.

**Section 6. Notice of Meetings.** Notice of any meetings shall be given to the members by the secretary. Notice may be given to the member either personally or by sending

- (a) a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each member shall register his address with the secretary, and notices of the meetings shall be mailed to him at such address. Notice of any regular or special meeting shall be mailed at least ten days in advance of the meeting and shall set forth in general the nature of the business to be transacted.

**Section 7. Quorum.** The presence at the meeting of members and proxies entitled to cast one-tenth of the votes of each class of membership shall constitute a quorum of any action governed by these Bylaws. Any action governed by the aforesaid Covenants shall require the quorum as therein provided.

**Section 8. Voting Rights.** The membership of the Association shall consist of two classes.

Class A members shall be all of the owners, except the Class B member(s), of the residences situated in Neighborhoods A, B, C, E, F, and G of Charbonneau, as such members are more particularly defined in Article III of the aforesaid Covenants, Conditions, and Restrictions. Class A members shall be entitled to one vote for each residence in which they hold the interest required for membership. When more than

one person holds an interest in any residence all such persons shall be members. The vote for such residence 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.

Class B members(s) shall be Willamette Factors, Inc., its successors and assigns, which own any residence or residence location situated in Neighborhoods A, B, C, E, F, and G of Charbonneau. Class B members shall be entitled to three votes for each such residence and for each such residence location in which they hold ownership.

Class B membership(s) shall cease and be converted to Class A membership on the happening of the earlier of either of the following events:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on October 19, 1984.

**Section 9. Proxies.** At all membership meetings each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. No proxy shall extend for a period in excess of eleven months, and every proxy shall automatically cease upon sale by the member of this residence location or other interest in the properties.

## ARTICLE V BOARD OF DIRECTORS

**Section 1. Powers and Duties.** The business and affairs of the corporation shall be managed by its Board of Directors.

The Board of Directors shall have power:

- (a) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, except those reserved to the members in the aforesaid Covenants.
- (b) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth of the voting membership, as provided in Article IV, Section 5.
- (c) To appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer, or director of the Association in any capacity whatsoever.
- (d) To establish, levy and assess, and collect the assessments and charges referred to in Article IV, Section 2 of these Bylaws.
- (e) To adopt and publish rules and regulations governing the use of the common properties and facilities and the personal conduct of the members and their

guests thereon.

It shall be the duty of the Board of Directors:

- (a) membership or at any special To 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 meeting when such is requested in writing by one-fourth of the voting membership, as provided in Article IV, Section 5 of these Bylaws.
- (b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

**Section 2. Number, Tenure, and Qualifications.** The number of directors of the corporation shall be nine, who are members of the Association. At each annual meeting three directors shall be elected to three-year terms. No director shall serve for more than two consecutive elected terms. In the event that any member of the Board of Directors shall be absent from three consecutive regular meetings of the Board, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent director to be vacant.

**Section 3. Election of Directors.** The directors shall be elected by written ballot. At such election the members of their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the aforesaid Covenants applicable to the properties. The nominees receiving the largest number of votes shall be elected.

**Section 4. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the Affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

**Section 5. Meetings and Notice.** A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of any officer of the Association or any two directors after not less than two days' notice to each director. The transaction of any business at any meeting of the Board of Directors however called and noticed or wherever held shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice or consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

**Section 6. Quorum.** A majority of the number of directors fixed by Section 2 of this Article V shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 7. Committees.** In addition to electing an Architectural Committee in accordance with the aforesaid Covenants, other standing or special committees may be appointed by the President with the Board's approval from among the directors and membership at large. The members of such committees shall serve at the pleasure of the Board of Directors, shall advise with and aid the officers and Board in matters referred to them, and may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of their meetings and other matters relating to their procedures.

## ARTICLE VI OFFICERS

**Section 1. Number.** The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from among the membership of the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2. Election and Term of Office.** The officers of the corporation to be elected by the Board of Directors shall be elected annually at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

**Section 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.



**Section 5. The President.** The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, formal documents or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. The Vice President.** In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an Assistant Secretary, formal documents or other instruments on behalf of the corporation; and shall perform such other duties as from time to time may be assigned to such Vice President by the President or by the Board of Directors.

**Section 7. The Secretary.** The Secretary shall:

- (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;
- (c) keep a register of the post office address of each member, which shall be furnished, to the Secretary by such member;
- (d) sign with the President, or a Vice President, formal documents or other instruments, which shall have been authorized by resolution of the Board of Directors;
- (e) have general charge of the membership records of the corporation; and
- (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

**Section 8. The Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such security or securities as the Board of Directors shall determine. The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the

corporation from any source whatsoever, and deposit all moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; sign all checks and notes of the Association; disburse such funds as directed by resolution of the Board of Directors, except that such a resolution shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the Board; maintain proper books of account; cause an annual audit of the Association books to be made by an accountant at the completion of each fiscal year; prepare and present to the Board a proposed annual budget presented to the membership at its annual meeting the budget adopted by the Board of Directors and balance sheet and operating statements for the immediately preceding fiscal year; and

- (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. The Board of Directors may, however, direct other persons in addition to the Treasurer, and designate the same to endorse for deposit and collect checks, drafts, and notes on behalf of the corporation, as well as to execute notes in the corporation's name and to sign or countersign the corporation's checks, as indicated in these Bylaws.

**Section 9. Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries, when authorized by the Board of Directors, may sign with the President or Vice President formal documents or other instruments the issuances of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such securities as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

## ARTICLE VII CONTRACTS, LOANS, CHECKS, DEPOSITS, AND INVESTMENTS

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association,

shall be countersigned by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Deposits and Investments.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select. The Board of Directors shall have power, subject to law and rules and regulations of the Internal Revenue Service, to invest any surplus funds held for future contingencies in bonds of the United States Government or its corporations and in such other securities as are permitted under the law of the State of Oregon for the investment of a nonprofit corporation's trust funds.

**Section 5. Indemnification of Directors and Officers.** Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities (including judgments) to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee of not less than three nor more than seven persons selected by the Board of Directors, who shall be members of the corporation but not officers or directors, and any determinations so made shall be prima facie evidence of the reasonableness of the amount fixed.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

## ARTICLE VIII FISCAL YEAR

The fiscal year of the Association shall be such as is determined by the Board of Directors.

## ARTICLE IX WAIVERS OF NOTICE

Whenever any notice is required to be given to any member or Director of the Association under the provisions of these Bylaws or under the provisions of the Restated Articles of Incorporation or under the provisions of the Oregon Nonprofit Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before

or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X RULES OF ORDER

Except as otherwise provided in these Bylaws, procedures to be followed at meetings hereunder held shall be governed by Roberts Rules of Order, Revised.

ARTICLE XI AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at a regular or special meeting of the members, by an affirmative vote of the majority of a quorum of each class of members present in person or by proxy.

ATTESTATION

IN WITNESS WHEREOF, the undersigned President and Secretary hereby certify that the foregoing constitutes the duly adopted Bylaws of the Association.

CHARBONNEAU HOMEOWNERS ASSOCIATION

By: William Steele  
President

By: Rosemary Ricken  
Secretary

STATE OF OREGON )  
 ) ss.  
County of Clackamas )

This instrument was acknowledged before me on June 24, 2013, by William Steele, as President for Charbonneau Homeowners Association and that said instrument was signed in behalf of said Association by authority of its Board of Directors; and they acknowledged said instrument to be its voluntary act and deed.

\_\_\_\_\_  
Notary Public for Oregon

STATE OF OREGON        )  
  ) ss.  
County of Clackamas )

This instrument was acknowledged before me on June 24, 2013, by Rosemary Ricken, as Secretary for Charbonneau Homeowners Association and that said instrument was signed in behalf of said Association by authority of its Board of Directors; and they acknowledged said instrument to be its voluntary act and deed.

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