

**BYLAWS  
OF  
MEADOW WOOD SUBDIVISION  
HOMEOWNER'S ASSOCIATION, INC.**

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**SECTION 1 ORGANIZATION**

**1.1** The name of the organization shall be Meadow Wood Homeowner's Association, Inc., hereinafter referred to as the "Corporation."

**1.2** The "Subdivision" shall mean and refer to the property described in the Declaration of Covenants and Restrictions (hereafter referred to as "CC&Rs") recorded in the Josephine County Clerk's Office, which real property is more particularly described as follows:

Lots 1 through 33, lots 35 through 72, lots 74 through 87, and lots 89 through 121, of the Meadow Wood Subdivision, Josephine County, Oregon.

**1.3** "Common Areas" shall mean and refer to the two "wetland areas" referred to in the CC&Rs which were deeded to the Corporation, and any other properties maintained by the Corporation for the common benefit of its members.

**SECTION 2 MEMBERSHIP**

**2.1** Every person who is the owner of a fee or undivided fee interest in any lot in the Subdivision shall be a member in the Corporation. Membership shall not be extended to any person or entity who holds such interest solely as security for performance of an obligation.

**2.2** Membership may be held jointly by more than one owner of the property, but such membership shall be entitled to but a single vote, such to be cast as such joint members agree.

**2.3** All memberships shall be subject to annual dues, also referred to as "regular assessments", representing each homeowner's proportionate share of annual operating expenses of the Corporation. The amount of the annual dues for each member shall be established by the Board of Directors and may from time to time be changed by the Board of Directors, subject to the approval requirements specified in the CC&Rs.

**2.4** If the Board of Directors believes it necessary to levy a "special assessment" for the purpose of making structural alterations, capital additions or capital improvements to the Common Areas, approval for the special assessment must be obtained by the members as specified in the CC&Rs.

**2.5** The Board of Directors may also use its power of levy to collect annual dues and assessments addressed in Sections 2.3 and 2.4 above.

**2.6** If the Board of Directors believes it is necessary to amend the CC&Rs in order to delete, add or clarify the existing document, approval must be obtained by the members as specified in the CC&Rs.

### **SECTION 3 MEMBERSHIP MEETING**

**3.1** The regular annual meeting of the membership shall be held in February of each year. Written or printed notice stating the place, day and hour of such meeting shall be mailed or emailed by the Secretary at least ten (10) days before such meeting to each member, to his or her last known post office address, as shown by the books of the Corporation.

**3.2** Special meetings of the members may be called by the President of the Board of Directors, or a majority of the members with ten (10) days' notice, stating the purpose of the meeting.

**3.3** At all meetings of members, attendance and vote may be in person or by proxy. All proxies shall be in writing or via email and filed with the Secretary before the opening of business.

**3.4** The presence in person or by proxy at a meeting of members entitled to cast votes equal to twenty percent (20%) of the entire membership shall constitute a quorum for an action. In the absence of a quorum, the Board of Directors shall have thirty (30) days to wait for further votes. If after the 30 additional days a quorum is not reached, a simple majority of the members present and duly submitted proxies shall be considered sufficient.

**3.5** All meetings will be conducted in accordance with Robert's Rules of Order.

### **SECTION 4 BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of five (5) Directors, consisting of the President, the Vice President, the Treasurer, the Secretary, and one Director at Large, as a minimum. The Directors shall be elected by the membership of the Corporation for a period of two (2) years and shall serve until successors are appointed. As specified in the CC&Rs, the existing Board of Directors may appoint replacements as needed to fill mid-term vacancies.

### **SECTION 5 POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**5.1** The Board of Directors shall have the power:

- (a) To call special meetings of the members whenever it deems necessary;
- (b) To appoint and remove at its pleasure all agents and employees of the Corporation, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient;
- (c) To set the amount and rate of annual dues/assessments, provided that increases in such dues/assessments shall be subject to the membership approval requirements specified in the CC&Rs;

- (d) To adopt and publish rules and regulations and fines governing the use of the Common Areas and the Subdivision regarding the personal conduct of the members and their guests thereon;
- (e) To take on any action which they are required or permitted to take without a meeting or written consent as provided by Oregon Revised Statutes 65.211;
- (f) To select members for various committees such as Neighborhood Watch, Architectural Control Committee, Landscaping Committee, and other committees as necessary.

**5.2** It shall be the duty of the Board of Directors:

- (a) To cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or any special meeting when such is requested in writing by seventy-five percent (75%) of the voting membership as provided herein;
- (b) To procure and maintain adequate liability insurance for the Board of Directors and liability and hazard insurance on property owned by the Corporation;
- (c) To supervise all officers, agents and employees of this Corporation and to see that their duties are properly performed;
- (d) To generally manage and direct the affairs of the Corporation.

## **SECTION 6 MEETINGS OF DIRECTORS**

**6.1 Regular Meetings.** The Board of Directors shall meet at a time and frequency as the Board shall deem necessary.

**6.2 Called Meetings.** Special meetings of the Board of Directors may be held on call of the President or at the request of the majority of Directors delivered to the President in writing.

**6.3 Notice of Meetings.** Notice of all regular and special meetings of the Board of Directors shall be mailed or emailed by the Secretary to each member of the Board of Directors at least five (5) days prior of such meeting, which notice shall be effective when mailed. Special meetings of the Board of Directors may be held without notice upon consent in writing of any Director not attending, which consent shall be entered in the minutes of the meeting as part thereof.

**6.4 Action Without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the

minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document. Written consent and signature as described in this section may be provided via email or other electronic means, provided that a record of the email or other electronic consent/signature is preserved with the minutes or corporate records evidencing the action taken.

## **SECTION 7 OFFICERS OF THE CORPORATION**

**7.1** The officers of the Corporation shall be a President, who shall be ex officio Chairman of the Board of Directors, a Vice President, who shall be ex officio Vice Chairman of the Board of Directors, a Secretary, a Treasurer, and a Member at Large.

**7.2** The elected Board of Directors shall appoint the officers of the Corporation. The term of office for the officers shall be for two (2) years or until their successors are elected.

## **SECTION 8 DUTIES OF THE OFFICERS**

**8.1** The President shall act as Chairman of the Board of Directors and preside at all meetings of the Board of Directors and shall be an ex officio member of all committees. The President of the Corporation shall sign all documents and papers to which the President's signature is required by the laws of the State of Oregon, or customary business practice. The President shall make all committee appointments as required by these Bylaws. The President shall be the chief executive officer of the Corporation with all of the powers and duties normally impending upon such office by law, custom, practice or tradition.

**8.2** The Vice President shall be the Vice Chairman of the Board of Directors and shall act as Chairman in the absence of the President and, when so acting, shall have the power and authority of the Chairman. Further, the Vice President shall exercise all of the duties of the President of the Corporation during his or her disability, absence, or refusal to act, or upon his or her death or removal and until his or her successor shall have been elected and qualified.

**8.3** The Secretary shall prepare the minutes of all meetings of the Board of Directors, as well as the annual HOA meeting, and attest to the signature of the President or other authorized officer on all papers and documents as required by the laws of the State of Oregon, or when such is reasonably required or demanded by any persons to whom such documents are directed. The Secretary shall also maintain the official records in electronic format of all HOA business transactions, including but not limited to, agendas and minutes of Board of Director meetings and HOA annual meetings, review and disposition of HOA member requests for new construction and exterior improvements, as well as written correspondence between the Board of Directors and HOA members or other parties. The Secretary shall ensure that such electronic records are properly backed up in a secure off-site location to prevent loss due to fire or other catastrophic event.

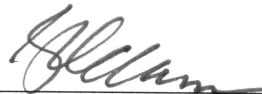
**8.4** The Treasurer of the Corporation shall keep the books of accounts of the Corporation, supervise the receipts and disbursements of the Corporation, secure all periodic reports of the financial affairs of the Corporation, together with annual audits. All disbursements require the signatures of two (2) members of the Board. The Treasurer shall also maintain an

up-to-date Membership data base with a record of all transactions related to each property in the Subdivision, submit property liens (as necessary), and interact with outside agents including the income tax preparer, escrow representatives, and governmental representatives on financial matters concerning Subdivision properties.

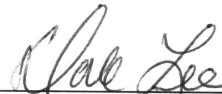
## SECTION 9 AMENDMENTS

These Bylaws may be amended by the Board of Directors or, at a regular or special meeting of the members, by a vote of a majority of members present in person or by proxy, provided that the substance and purpose of the amendment shall have been included in the notice of the meeting.

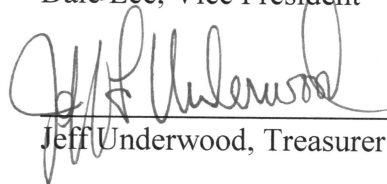
These Bylaws were adopted by the Board of Directors of MEADOW WOOD SUBDIVISION HOMEOWNER'S ASSOCIATION, INC. on February 13, 2008 and amended by said Board of Directors on February 15, 2017 and February 7, 2018.



Steve Elam, President



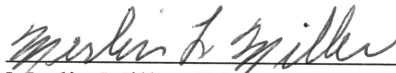
Dale Lee, Vice President



Jeff Underwood, Treasurer

(Position Vacant)

Secretary



Merlin Miller, Director At-Large