

After Recording Return To:
Somerset Hills III Homeowner's Association
PO Box 2881
Eugene, OR 97402

Somerset Hills III, as platted and recorded
in Book 70, Page 4, Lane County Oregon Plat
Records, in Lane County, Oregon.

Lane County Clerk
Lane County Deeds and Records

2020-063418



\$132.00

11/02/2020 11:08:54 AM

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\$50.00 \$11.00 \$61.00 \$10.00

RESTATED BYLAWS
OF
SOMERSET HILLS III HOMEOWNER'S ASSOCIATION
(An Oregon Nonprofit Corporation)

Amended and restated OCTOBER 28, 2020

Original recorded May 1, 1997, recording number 9729874

ARTICLE I

The name of the corporation is Somerset Hills III Homeowner's Association, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 2873 Timberline Drive, Eugene, Oregon, but meetings of members and directors may be held at such places within the State of Oregon, County of Lane, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Somerset Hills III Homeowner's Association and its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may have been, and may hereafter be, brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "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.

Section 5. "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.

Section 6. "Declarant" shall mean and refer to Breeden Bros., Inc., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the document entitled "Somerset Hills III Declaration of Covenants, Conditions and Restrictions," recorded on November 22, 1976 with the Lane County, Oregon, Office of the Director of Records and Elections at Reel 882R, Document number 7661867. Such Declaration is incorporated herein by this reference.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEMBERS

Section 1. Annual Meetings The annual meetings of the Members of the Association shall be held at such a place convenient to the membership which the President may designate by notice to all members. Such meeting will be held on a Tuesday, Wednesday, or Thursday no later than the last day of February each year at 7:00 pm

Section 2. Special Meetings Special meetings of the members may be called at any time by the President, Secretary, by a Director, or upon written request of one-fourth (1/4) of all members. The date and time for special meetings may be fixed by the President, Secretary, or Director, as the case may be, and as shall be stated in the notice of meeting.

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. A copy of the written notice shall be mailed postage prepaid to each member entitled to vote at the meeting, 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. The notice shall specify the place, day and time of the meeting, and, in the case of a special meeting, the purpose of the meeting. The notice shall be mailed at least 15 days before the date of the meeting.

Section 4. Quorum Except as otherwise provided in the Declaration or these Bylaws, a quorum at any meeting of members shall consist of one-tenth (1/10) of the members or their proxies. 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 shall be present or be represented.

Section 5. Proxies At all meetings of members, each member may vote in person, by

absentee ballot, or by proxy. All proxies shall be in writing, dated, and filed with the Secretary. Every proxy shall be revocable only by actual notice of revocation to the person presiding over a meeting of the Association. A proxy shall automatically terminate upon conveyance by a member of his or her lot, or one year from its date, whichever comes first, unless the proxy specifies a shorter term.

ARTICLE IV

BOARD OF DIRECTORS: GENERAL

Section 1. Number The following motion was passed at the special meeting on August 31, 2011: "The business and property of the Association shall be managed by a board of not less than three (3) nor more than five (5) Directors, who are members of the Association.

Section 2. Term of Office Each Director shall serve a term of two (2) years.

Section 3. Removal Any Director may be removed from the Board, with or without cause, by a majority vote of all members present and entitled to vote at any meeting of members at which a quorum is present. No removal of a Director is effective unless the matter of removal is an item on the agenda and stated in the required notice for the meeting.

Section 4 Compensation No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

ARTICLE V

BOARD OF DIRECTORS: NOMINATION AND ELECTION

Section 1. Nomination Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting of members. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election 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. Such nominations may be made from among members or non-members.

Section 2. Election Election to the Board of Directors shall be by secret written ballot, to be held at the annual meeting of members, or at any special meeting called for that purpose. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Vacancies Any vacancy occurring in the Board of Directors, for any cause,

occurring prior to the annual meeting of members, shall be filled by the vote of a majority of the remaining Directors, although less than a quorum, and each person so elected shall remain a Director until a successor is elected by the members at the next annual meeting of members, or at any special meeting duly called for that purpose.

ARTICLE VI

BOARD OF DIRECTORS: MEETINGS

Section 1. Regular Meetings Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors.

Section 2. Special Meetings Special meetings of the Board of Directors shall be held when called by the President, Secretary, or any two Directors, and shall be held at such time and place as shall be designated in the notice of the meeting.

Section 3. Emergency Meetings Emergency meetings may be held without notice, if the reason for the emergency is stated in the minutes of the meeting. Emergency meetings may be conducted by telephonic communication.

Section 4. Notice of Meetings For other than emergency meetings, at least (3) days' notice of Board of Directors meetings shall be provided to all Directors and members. The notice to Directors shall be given personally, or by mail, telephone, facsimile, Email, or other similarly reliable method, and shall state the time, place, and purpose of the meeting. The notice to Members may be posted, at a reasonable location on or near Association property which has been publicized to members, or may be provided by a method otherwise reasonably calculated to inform members of the meeting.

Section 5. Quorum A majority of the number of Directors currently serving shall constitute a quorum for the transaction of business. Every act or decision done or made by a 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.

Section 6. Open Meetings All meetings of the Board of Directors shall be open to all members. However, no member shall have a right to participate in the Board of Directors meeting unless such member is also a Director or Officer. The chair shall have authority to exclude any Association member who disrupts the proceedings at a meeting of the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS: POWERS AND DUTIES

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

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to 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, for a period not to exceed 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 Director to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ, appoint, and discharge such agents, employees, managers, or independent contractors as they deem necessary, and to prescribe their duties and establish the amount of pay and compensation for such persons.

Section 2. Duties It shall be the duty of the Board of Directors to do the following:

(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 members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of all members;

(b) Adopt an annual budget and, within 30 days after adopting a proposed annual budget, provide a summary of the budget to all members;

(c) Cause to be kept financial records sufficient for proper accounting purposes. Cause to be prepared an annual financial statement consisting of a balance sheet and income and expenses statement for the preceding fiscal year. Within 90 days after the end of each fiscal year, distribute to each member of the Association, a copy of the annual financial statement;

(d) Cause to be filed the necessary income tax returns for the Association;

(e) Procure and maintain adequate liability and hazard insurance on property owned by the Association, and review, at least every two years, the insurance coverage of the Association, to ensure adequacy and compliance with all legal requirements;

(f) Supervise all officers, agents and employees of the Association, and see that their duties are properly performed; cause all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate;

(g) As more fully provided in the Declaration:

(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 to assessment 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 thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;

(h) 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 the issuance of such certificate;

(i) Cause the Common Area to be maintained.

Section 3. Transactions with Interested Directors A Director shall not be disqualified by his office from contracting with the Association as vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested be avoided on that account, provided that such contract or arrangement shall have been fully disclosed to and approved or ratified by a majority of the Board of Directors without counting in such majority the interested Director, or shall have been approved or ratified by the affirmative action of a majority of the members of the Association.

ARTICLE VIII

OFFICERS

Section 1. Enumeration of Offices The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. Except for President and Vice-President, no other officer need be a Director. The Board of Directors may appoint such other officers as it may deem advisable, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors shall from time to time determine.

Section 2. Election The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, be removed, or be otherwise disqualified to serve.

Section 4. 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 in the notice. Unless otherwise specified in the notice of resignation, acceptance of the resignation is not necessary in order to make the resignation effective.

Section 5. 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 being replaced.

Section 6. Multiple Offices No person serving as President or Vice President may simultaneously hold any other office. The offices of Secretary and Treasurer may be held by the same person. Additional or special offices created by the Board may be held as deemed advisable by the Board.

Section 7. 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, execute and acknowledge in the name of the Association, all certificates of stock, bonds, mortgages, deeds, contracts and other written instruments authorized by the Board of Directors, and shall cosign all checks and promissory notes, except in cases where the signing and execution thereof has been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association.

(b) Vice President The Vice-President shall act in the place and stead of the President in the event of his absence, disability, or refusal to act, subject to the duties and restrictions upon the President, and shall exercise and discharge such other duties as may be required by the Board or the President.

(c) Secretary The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; shall see that notices are given and records and reports are properly kept and filed by the Association as required by law; shall keep appropriate current records showing the names and addresses of Association members; shall keep the corporate seal of the Association and affix it on all documents requiring it; and, in general, shall perform all duties as may from time to time be required or assigned by the Board of Directors or the President.

(d) Treasurer The Treasurer shall receive and deposit in appropriate accounts all moneys 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; shall keep proper books of account; shall, at the discretion of the Board of Directors, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a financial statement, to be presented at the annual meeting of members; and, in general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time be assigned to the treasurer by the board of Directors or the President.

ARTICLE IX

CONTRACTS, EXPENDITURES, LOANS, DEPOSITS

Section 1. Contracts No officer, agent, or employee of the Association shall have any power or authority to bind the Association by a contract of engagement which provides for a term of employment of more than one (1) year and for annual compensation in excess of \$1,000.00 except when expressly authorized by resolution of the Board of Directors.

Section 2. Expenditures No officer, agent, or employee of the Association shall make, authorize, or bind the Association by a contract or engagement which involves any expenditures in excess of \$500.00 except where expressly authorized by resolution of the Board of Directors.

Section 3. Loans No officer, agent, or employee of the Association shall make any loan or execute any Promissory Note or other evidence of indebtedness for or on account of the Association except when expressly authorized by resolution of the board of Directors.

Section 4. Deposits All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board of Directors shall from time to time determine.

ARTICLE X

COMMITTEES

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

ARTICLE XI

AVAILABILITY OF BOOKS, RECORDS, AND DOCUMENTS

Upon written request by a Member, the books, records, and papers of the Association shall be made available for duplication during reasonable hours. Upon written request of a prospective member, the Declaration, Bylaws, Association rules and regulations, most recent financial statement, and current operating budget shall be made available for duplication during reasonable hours.

ARTICLE XII

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 thirty (30) days after the due date, the

assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) 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. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XIII

(Article XIII was removed, in its entirety, from the Bylaws at the Annual Meeting on February 19, 2013.)

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 members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control. However, if a provision required to be in the Declaration under ORS 94.580 is included in the Bylaws, the voting requirements for amending the Declaration shall govern the amendment of that provision of the Bylaws.

ARTICLE XV

FISCAL YEAR

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.

ARTICLE XVI

INDEMNITY

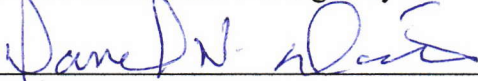
The Association shall indemnify every officer and Director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or Director in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding if approved by the then Board of Directors of the Association) to which he or she may be made a party by reason of being or having been an officer or Director of the Association, whether or not such person is an officer or Director at the time such expenses are incurred. The officers and Directors of the Association shall not be liable to the members for any mistakes of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors of the Association shall have no personal liability with respect to any

contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or Directors may also be owners of Lots) and the Association shall indemnify and forever hold each such officer and Director free and harmless against any and all liabilities to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or Director of the Association or former officer or Director of the Association may be entitled.

The Board of Directors has adopted a resolution to restate and record these amended bylaws at its meeting on October 1, 2020.

These restated bylaws include all previously adopted amendments that are recorded and in effect. Other changes were not made to these bylaws except, if applicable, to correct scriveners' errors or to conform format and style.

Executed and acknowledged by



Darrell Davis, President

STATE OF OREGON)
) ss.
County of Lane)



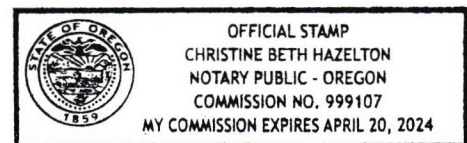
This instrument was acknowledged before me on 10/22, 2020 by Darrell Davis as President of Somerset Hills III Homeowner's Association.


Notary Public for Oregon

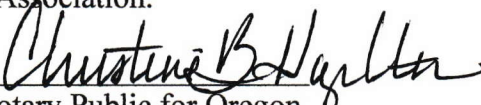


Sean Fontenot, Acting Secretary

STATE OF OREGON)
) ss.
County of Lane)



This instrument was acknowledged before me on 10/22, 2020 by Sean Fontenot as Acting Secretary of Somerset Hills III Homeowner's Association.


Notary Public for Oregon