

AMENDED BY-LAWS OF SUNSET MEADOWS ASSOCIATION, INC.

ARTICLE I

Name and Location. The name of the corporation is SUNSET MEADOWS ASSOCIATION, INC., hereinafter referred to as Corporation. The principal office of the corporation shall be located at 1438½ Feters Loop, Eugene, Oregon 97402. 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. “Corporation” shall mean and refer to SUNSET MEADOWS ASSOCIATION, INC., 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 hereafter be brought within the jurisdiction of the Corporation.

Section 3. “Residence Locations” shall mean and refer to any separately designated plat of land shown upon any recorded subdivision of said property, with the exception of the common area.

Section 4. “Residence” shall mean that portion or part of any structure intended to be occupied by one family as a dwelling, together with attached or detached carports, as the case may be, and the patios, porches, or steps annexed thereto.

Section 5. “Member” shall mean and refer to every person or entity who holds membership in the Association.

Section 6. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of all or any part of said property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. “Declarant” shall mean and refer to the undersigned, its successors, heirs and assigns, if such successors, heirs or assigns should acquire more than one undeveloped residence location or building site from the Declarant for the purpose of development.

Section 8. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, all supplements, amendments, and additions applicable to the properties recorded in the office of Lane County Recorder, on the 20th day of

November, 1979, Recorder's Reception No. 7969255, and all supplements and amendments filed thereafter.

ARTICLE III – POWERS OF THE CORPORATION

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth, in that certain Declarations of Covenants, Conditions and Restrictions, hereinafter called the Declaration, applicable to the property and recorded or to be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied or imposed against the property of the Corporation;

3. Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

4. With the assent of two-thirds of members, borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5. Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of Members, agreeing to such dedication, sale or transfer;

6. Participate in mergers and consolidations with other Associations or non-profit corporation organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds of Members.

7. The Corporation shall purchase and maintain property and liability insurance.

8. The Corporation may employ personnel and contractors necessary to maintain common property.

9. The Board of Directors may adopt such administrative rules and regulations relating to the common property of the Association consistent with these Bylaws and Declaration of Covenants, Conditions and Restrictions, as the Board deems appropriate.

ARTICLE IV – MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Corporation, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot, which is subject to assessment, by the Corporation.

ARTICLE V – VOTING RIGHTS

Each member of the Corporation shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VI – MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from _____, .. Subsequent annual meetings shall be held in the fall of the year at a time and place determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or the Board of Directors or upon written request of the Members who are entitled to vote one-fourth of all of the votes of the membership.

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, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Corporation, or supplied by each Member of the Corporation 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.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these by-laws. 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 as aforesaid shall be present or be represented.

Section 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE VII – BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. General Powers. The affairs of the Corporation shall be managed by a Board of Directors consisting of the President, Secretary, and Treasurer, and up to four (4) Members at large of the Corporation, subject to instructions of the Members of the Corporation at a regular meeting, or subject to the approval of the membership as expressed by a vote of the membership.

Section 2. Number, Tenure and Qualifications. There shall be up to seven (7) Members of the Board of Directors. Each shall be a Member of the Corporation, and shall hold office until one (1) annual meeting of the Members following his original qualification shall have been held, and until his successor shall have been elected by a majority of the Members present at the annual meeting. Exceptions to the provision for one (1) year tenure shall be in the case of a Board Member first taking office following the organizational meeting of the Corporation.

Section 3. Regular Meetings. The Board of Directors shall meet regularly at least quarterly at a time and place it shall select. All meetings of the Board of Directors shall be open to the public. Notice of meetings, other than emergency meetings shall be posted at least three days prior to a meeting.

Section 4. Special Meetings. A special meeting of the Board of Directors may be called by or at the request of the President or of any three (3) members.

Section 5. Notices. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto, by written notice delivered personally or sent by mail to each Board Member. Any Board Member may waive notice of any meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Board members are present at said meeting, a majority of the Board Members present may adjourn the meeting from time to time, and without further notice.

Section 7. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-laws.

Section 8. Vacancies. If a Board member resigns during the term year, the Board may appoint a replacement Board member by vote of the Board at a regular Board meeting.

Section 9. Removal of Officers. An officer of the Board of Directors can be removed by a majority vote of the Board of Directors.

Article VIII – OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, Secretary and Treasurer.

Section 2. Qualifications and Method of Election. The officers shall be Members of the Corporation, shall be elected by the Members, and shall serve for a term of one (1) year or until their successors have been elected and qualified. The officers shall be the Members of the Board of Directors.

Section 3. President. The President shall preside at all meetings of the Corporation and of the Board of Directors at which he is present, shall exercise general supervision of the affairs and activities of the Corporation, and shall serve as a Member ex officio of all standing committees.

Section 4. Secretary. The Secretary shall keep the minutes of all of the meetings of the Corporation and of the Board of Directors, which shall be an accurate and official record of all business transacted. The Secretary shall be custodian of all Corporation records.

Section 5. Treasurer. The Treasurer shall receive all corporate funds, keep them in a bank approved by the Board of Directors and pay out funds only on notice signed by him and by one other officer. The Treasurer shall be a Member ex officio of the finance committee, if one is established.

Section 6. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by any Member of the Board of Directors for the unexpired portion of the term.

Section 7. Compensation. No officer shall receive compensation for any services he may render to the Corporation. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 8. Action Taken Without a Meeting. The officers 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 of all the officers. Any action so approved shall have the same effect as though taken at a meeting of the officers.

Section 9. The names and addresses of the current officers of the Corporation are:

Stan Kambly 1474 Fetters Lp
Eugene, Oregon 97402

Stephanie Kearney 1534 Fetters Lp
Eugene, Oregon 97402

Melvin Huey 1448 Fetters Lp.
Eugene, OR 97402

ARTICLE IX – COMMITTEES

The Corporation shall appoint an Architectural Control Committee as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out purpose.

ARTICLE X – BOOKS AND RECORDS

Section 1. The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-laws of the Corporation shall be available for inspection by any member at the principle office of the Corporation, where copies may be purchased at reasonable costs.

Section 2. At least annually the Board of Directors shall conduct a reserve account study or review and develop a maintenance plan providing for the accumulation of reserves sufficient to perform necessary maintenance as required by the Declaration and by these bylaws. Subsequently the Board shall adopt an annual budget which incorporates the maintenance plan. Within 30 days after adopting the budget it will be made available to homeowners.

Section 3. An annual financial statement will be prepared and made available to members.

ARTICLE XI – ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Corporation 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 and subject to late charges as determined by the Board of Directors. If the assessment is not paid within thirty (30) days after the due

date and the Corporation 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 non-use of the Common Area or abandonment of his Lot.

ARTICLE XII – AMENDMENTS

Section 1. These By-laws 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 By-laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

ARTICLE XIII – DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds of Members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit Corporation, Association Trust, or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, we, being all of the officers of the SUNSET MEADOWS ASSOCIATION, INC., have hereunto set our hands this 13th day of October, 2010.

Stan Kamby, President

Stephanie Kearny, Secretary

Revised October 2002
and October 2010