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| Washington County, Oregon  | <b>2018-033600</b>            |
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| I, Richard Hobernicht, Director of Assessment and Taxation and Ex-Officio County Clerk for Washington County, Oregon, do hereby certify that the within instrument of writing was received and recorded in the book of records of said county. |                               |
| Richard Hobernicht, Director of Assessment and Taxation, Ex-Officio  |                               |

Document Title: 2018 Amended & Restated Bylaws of Arranmore Homeowners' Association

Direct Party: Arranmore Homeowners' Association

Indirect Party: N/A

Consideration: N/A

Related Documents: 2018-033579

2018 AMENDED AND RESTATED  
BYLAWS  
OF  
ARRANMORE HOMEOWNERS' ASSOCIATION

The undersigned are the current President and Secretary of Arranmore Homeowners' Association, an Oregon non-profit corporation (the "Association") for the planned unit development known as Arranmore. Located in Washington County, Oregon.

In 1977, the Association adopted the Bylaws of Arranmore Homeowners' Association (the "Original Bylaws") for the purpose of managing the Association.

The Association now desires to amend and restate the Original Bylaws. On behalf of the Association, the President and Secretary certify that the following Bylaws have been adopted.

The Property, all Building Sites and Owners thereof, the Association and all Members thereof, and all other matters not specifically cited in these by-laws shall be subject to the Oregon Planned Community Act, ORS 94.550 et seq. (the "PCA").

ARTICLE I

DEFINITIONS

The following terms when used herein shall have the following meanings unless a different meaning is plainly required by the context. Capitalized terms used but not defined herein shall have meanings attributed to them in Article 1 of the Declaration.

1.1 "Association" shall mean Arranmore Homeowners' Association, an Oregon nonprofit corporation, its successors and assigns.

1.2 "Common Areas" shall mean those areas of land shown or declared as such in any recorded plat of The Properties, and designated as Tracts A through Z and AA through HH, and any improvements and facilities constructed or placed thereon which are intended to be devoted to the common use and enjoyment of the Owners of the Properties.

1.3 "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions applicable to the Properties.

1.4 "The Properties" shall mean the Building Sites and Common Areas in Arranmore, a planned community in Washington County, Oregon, that are subject

to the Amended and Restated Declaration of Conditions, Covenants and Restrictions of Arranmore (the "Declaration".)

1.5 "Board of Directors," hereinafter referred to as "the Board" shall mean the persons named in Article V of these Bylaws.

1.6 "Majority," "Majority of votes," or "Majority of owners" shall mean more than 50 percent of the votes in Arranmore

1.7 "Electronic Ballot" means a ballot given by a) Electronic mail; b) Facsimile transmission; c) Posting on a website; or d) Other means of electronic communication acceptable to the Board.

## ARTICLE II

### LOCATION

The mailing address of the Association shall be 7185 SW Chapel Lane, Portland, OR 97223. The location is more specifically defined in Article II of the Declaration.

## ARTICLE III

### MEMBERSHIP

3.1 Eligibility. Eligibility for membership is set forth in Article III of the Articles of Incorporation and Article III of the Declaration.

3.2 Rights of Enjoyment. Each member shall be entitled to use and enjoyment of the Common Areas and other facilities provided by the Association. Any member may delegate these Rights to family members and tenants who reside in Arranmore. The Board shall determine the procedure for notification of the Association of the names of persons to whom such rights have been delegated. In the event that any assessment of property on which a member resides is delinquent, the Board may suspend the Rights of the member, family members and tenants of the member to the use of the Common Areas and recreational facilities of the Association until such assessment has been paid. Such Rights may also be suspended after notice and hearing for a period not to exceed 30 days for violation of any rules and regulations established by the Board concerning the use of the Association's Common properties and facilities. These Rights are also subject to the rights reserved by Article IV, Section 3 of the Declaration.

3.3 Voting Rights. Each Owner of a Building Site shall be entitled to one vote for each Building Site or living unit owned with respect to all matters on which members are entitled to vote. When more than one person or entity owns a Building Site or

Living Unit, the vote for such site may be cast as they shall determine, but in no event shall fractional voting be allowed. Fractionalized or split votes shall be disregarded.

## ARTICLE IV

### MEETINGS OF MEMBERS

4.1 Annual Meeting. The Annual Meeting of the Members shall be held at a suitable place convenient to the owners as designated by the Board. The Board, at its discretion, from time to time, may designate the meeting date, providing that the meeting is held annually.

4.2 Special Meetings. Special meetings of the Members may be called at any time by the Board. A special meeting of the Members shall be called if so directed by a petition, presented to the President or Secretary and signed by at least 25% of the Members. All meetings called because of a petition by Members shall be held at a formal gathering, and not by written ballot, within 60 days after receipt of the petition. The notice of any special meeting shall state the time and place of such meeting and the purpose(s) thereof. No business other than that stated in such notice shall be transacted at the special meeting.

4.3 Notice. Notice of all meetings of Members shall be mailed by or at the direction of the Secretary or Assistant Secretary to each Member, postage prepaid, or hand delivered to the address thereof as shall appear in the records of the Association or as supplied by such Member for the purpose of notice. Such notice shall be mailed or delivered not less than 30 days nor more than 60 days prior to the date of such meeting, or the date on which ballots for a ballot meeting are required to be returned. The notice of the meeting shall specify the place, date and hour of the meeting and in the case of a special meeting, the purpose of the meeting.

4.4 Quorum. Except as hereinafter provided, the presence at any meeting in person or by proxy, of Members entitled to cast 60 percent of the votes shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the rules of ORS 94.655 shall then apply and the quorum shall be reduced to one half of the previously required quorum.

4.5 Special Quorum Requirements. Presence in person or by proxy of Members entitled to cast not less than 66 2/3 percent of the votes shall constitute a quorum for any meeting at which corporate action is taken on the sale or transfer of any part of the Common Areas or dissolution of the Association.

4.6 Proxies. A Member may vote in person or by proxy executed in writing and filed with the secretary before or at the meeting prior to the time of vote. Every proxy shall be revocable and shall automatically terminate upon termination of membership

4.7 Action Without a Meeting. Under ORS 94.647, Action that may be taken at a meeting may be taken without a meeting if the Association delivers a written ballot to every Member. Such ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Matters that may be voted on by written ballot shall be deemed approved as follows:

(a) If approval of a proposed action otherwise would require a meeting at which a certain quorum must be present and at which a certain percentage of total votes cast is required, the proposal shall be deemed to be approved when the date for the return of ballots has passed, a quorum of owners has voted and the required percentage of approving votes has been received;

(b) If approval of a proposed action otherwise would require a meeting at which a specified percentage of owners must authorize the action, the proposal shall be deemed to be approved when the percentage of total votes cast in favor equals or exceeds the required percentage.

4.8 Electronic voting. Under ORS 94.661, The Board may provide that a vote, approval or consent of any owner may be given by electronic ballot. An electronic ballot shall comply with the requirements of this section and ORS 94.550 – 94.783; An electronic ballot may be accompanied by or contained in an electronic notice in accordance with ORS 94.652; If an electronic ballot is posted on a website, a notice of the posting shall be sent to each owner and shall contain instructions on obtaining access to the posting on the website; A vote by electronic ballot is effective when it is electronically transmitted to an address, location or system designated by the Board for that purpose. Unless otherwise provided in the declaration or rules adopted by the Board, a vote by electronic ballot may not be revoked.

## ARTICLE V

### BOARD OF DIRECTORS

5.1 Number. The affairs of this Association shall be managed by a Board of seven directors. Directors need not be members of the Association.

5.2 Term. Members at each annual meeting shall elect directors for a term of three years to fill the terms of office of directors whose terms expire at such annual meeting. Directors shall serve until their successors are elected and assume office.

5.3 Vacancies. In the event of death, resignation, or removal of a director, a successor shall be selected by a majority vote of the remaining directors. A director elected to fill a vacancy shall hold office during the remainder of the term of the director succeeded.

5.4 Compensation. No director shall receive compensation for any service rendered to the Association as a director. However, any director may be

reimbursed for actual expenses incurred in the performance of duties as a director and may receive compensation for service to the Association in other capacities than as a director.

5.5 Nomination of Directors. Nomination for election to the Board shall be made by a nominating committee appointed by the president and consisting of a chairman who shall be a member of the Board and two more Members of the Association. The nominating committee shall make as many nominations as it shall in its discretion determine but not less than the number of vacancies that are to be filled at such annual meeting. The report of the nominating committee shall be included in the notice of the annual meeting. Nominations may also be made from the floor at the annual meeting providing prior consent of the nominee has been secured.

5.6 Manner of Election. In any case where the number of nominations for the Board exceeds the number of vacancies, election shall be by written or electronic ballot. The persons receiving the largest number of votes shall be elected.

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

6.1 Regular Meeting. Within ten days after each annual meeting of Members, the directors elected at such meeting and those holding over shall hold an organization meeting for the purpose of electing officers as hereinafter provided and for transaction of such other business as may come before the meeting. If all directors are present at the time and place of such meeting, no prior notice of such meeting shall be required to be given to the directors. If the organization meeting is held immediately following the annual meeting, notice to members may be given in the notice of the annual meeting.

The Board by resolution may establish the date, time and place for other regular meetings of the board.

6.2 Special Meetings. Special meetings may be called by the president and must be called by the president at the request of at least two directors. Such special meeting may be held at such time and place as the Board or the president shall determine and any business may be transacted at such meeting.

6.3 Notice of Meetings. Notice of regular or special meetings of the Board shall be given to all owners at least three days prior to such meetings. No notice need be given of regular meetings held pursuant to resolution of the Board of directors as herein above specified. Notice of special meetings shall be given at least three days prior to the date of such meeting either personally, by mail, e mail, or telephone and by any future communications technologies developed. Members

without electronic devices shall receive notices by hand delivered mail, personally or by telephone. Attendance at a meeting shall constitute a waiver of notice thereof.

6.4 Quorum. A majority of the directors shall constitute a quorum but no action of the Board shall be valid unless it is approved by an affirmative vote of at least four directors.

6.5 Board meetings. Open to all Association Members. Except for executive sessions, all meetings of the board shall be open to any and all Members of the Association; provided, however, that no Association Member shall have a right to participate in discussion, deliberation or voting at the board's meetings unless such a Member is also a member of the board. The president shall have authority to exclude any Association Member who disrupts the proceedings at a meeting of the board.

6.6 Executive Sessions. At the discretion of the board, the following matters may be considered in executive sessions:

- (a) Consultation with legal counsel concerning rights and duties of the Association regarding existing or potential litigation or criminal matters;
- (b) Personnel matters, including salary negotiations and employee discipline;
- (c) Negotiations of contracts with third parties;
- (d) Collection of assessments; and
- (e) For any other purpose permitted by the PCA.

Any action considered in executive session shall not become effective until the board, following the executive session, reconvenes in open meeting and votes on the action, which must be reasonably identified and included in the open meeting minutes.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1 General Powers. The Board shall have all the powers contained in ORS 94 and ORS 65. In addition, the Board shall have the power to:

A. Adopt and publish rules and regulations governing the use of the Common Areas and facilities provided by the Association, and the personal conduct of Members and their guests thereon, including a schedule of fines and/or suspension of use of the Common Areas for violations of these Bylaws, the Declaration, or any rules or regulations promulgated thereunder, Owners shall be given the right to a hearing prior to the levying of a fine;

B. Exercise for the Association all powers, duties and authority vested in-or delegated to the Association necessary for the administration of the affairs of the Association and do all such acts that are not reserved to the membership by other provisions of these bylaws, the Articles of Incorporation or the Declaration;

C. Lease or otherwise acquire the use of any and all kinds of recreation and athletic facilities for the use and benefit of the members of the Association and to enter into management contracts for the management of such facilities;

D. Declare the office of a member of the Board to be vacant in the event such member shall be absent without excuse from three consecutive regular meetings of the Board;

E. Employ a management agent and other employees, prescribe their duties and fix their compensation.

7.2 Duties of the Board. It shall be the duty of the Board to:

A. Cause to be kept a complete record of all its acts and the proceedings at its meetings and to cause to be presented at the annual meeting of the Members a report reviewing the business and affairs of the Association for the year including an annual financial statement;

B. As more fully provided in the Declaration, fix the amount of the annual assessment against each Building Site, and Living Unit (as those terms are defined in the Declaration) and give the owner subject thereto written notice of such assessment at least 30 days prior to the due date thereof, and to cause to be prepared a roster of property subject to assessment with the assessments applicable to each such property and to keep such roster available for inspection by any owner;

C. Procure and maintain adequate liability and hazard insurance on property owned, leased or otherwise used by the Association and such other insurance as the Board deems prudent and reasonable; Periodically review all insurance carried by the Association including consultation with a representative of the insurance carrier writing the master policy;

D. Cause all officers or employees having fiscal responsibilities to be bonded with sufficient surety for the faithful performance of their official duties, the premium on such bond to be paid by the Association;

E. Cause the Common Areas to be maintained.

ARTICLE VIII

COMMITTEES



8.1 Standing Committees. The Board may create one or more committees to assist in the operation of the affairs of the Association, including, but not limited to Architectural, Finance, Landscape, Communications, and Recreation Center. The Board shall appoint a member of the Board to serve as chair of each committee. The committee chair shall appoint at least two other Members of the Association who need not be Board members to serve on that committee. The creation of a committee and appointment of directors to the committees must be approved by a majority of all the directors in office when the action is taken.

8.2 Other Committees. The Board shall appoint such other committees or designate subcommittees as it in its discretion deems necessary to assist in the operation of the affairs of the Association. Under this section 8.2 each committee shall be composed of a chairperson, appointed by the Board and at least two other Members of the Association, who need not be members of the Board, appointed by the committee chairperson.

## ARTICLE IX

### OFFICERS

9.1 Officers. The officers of this Association shall be the president and vice president who shall be members of the Board, and a secretary and treasurer who may, but need not be members of the Board. The Board may appoint an assistant secretary and/or an assistant treasurer by resolution entered on its minutes. The officers shall be elected at the organization meeting of the Board each year and the term of office shall be for a period of one year or until their successors are elected and assume office, unless such officer resigns or is removed from office.

9.2 Removal, Resignation and Vacancies. Any officer may be removed from office with or without cause by the board. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the replaced officer.

9.3 President. The president shall preside at all meetings of the members of the Association and of the Board. The president shall sign for the Association such contracts and other documents as may be authorized by the Board to be signed and shall perform all acts and duties usually performed by a president or as prescribed by the Board.

9.4 Vice President. In the absence or disability of the president, the vice president shall preside and perform the duties of the president. The vice president shall also perform such other duties as may be delegated by the Board.

9.5 Secretary. The secretary shall keep or cause to be kept a complete record of all meetings of the Board; serve notice of the meetings of the Board and of the members; keep appropriate current records showing the Members of the Association, together with their mailing and e mail addresses and telephone numbers; perform such duties as are required in connection with assessments; and shall perform such other duties as may be required by the Board. The assistant secretary may be authorized by the Board to perform some or all of the duties of the secretary.

9.6 Treasurer. The treasurer shall keep or cause to be kept such records, make such reports and perform such other duties as may be required by the Board. The treasurer shall be an ex officio member of the finance committee and may serve as chair of the finance committee.

9.7 Delegation and Change of Duties. In the event of absence or disability of any Board member, the Board may delegate during such absence or disability the powers or duties of such Board member to any other director.

## ARTICLE X

### ASSESSMENTS

10.1 Basis and Determination. The basis for annual assessments on Building Sites is set forth in the Declaration. The annual assessment established in the Declaration may be changed as provided in the Declaration. Special assessments for a reserve fund and calamity assessments may likewise be established.

10.2 Certificates with respect to Assessment. The secretary shall cause to be furnished to any Owner liable for an assessment upon demand of such Owner a certificate in writing setting forth whether the assessments on the property of Owner have been paid. The secretary of the Association shall cause to be filed in the office of the Washington County Clerk, within 90 days after a delinquency with respect to an assessment, a lien for the amount of the delinquent assessment, together with interest, and upon payment in full thereof shall execute and file a proper release of such lien.

## ARTICLE XI

### BOOKS, RECORDS, AUDIT

11.1 Inspection by Members. The books, records and papers of the Association shall at all times during reasonable hours be subject to inspection by any Member.

11.2 Audit. Annual compilation report shall be made by a Certified Public Accountant previous to the date of each annual meeting, at which meeting such report shall be presented. A special audit shall be made at any time upon order of the Board or upon a majority vote of the members at any regular or special meeting.

11.3 Execution of Corporate Documents. When the execution of any instrument has been authorized by the Board without specifying the executing officer, such instrument may be executed by any two of the following officers: the president, vice president, secretary, treasurer and assistant secretary. The Board may, however, authorize any one of such officers to sign any of such instruments for and on behalf of the Association and may designate officials or employees of the Association other than those named above who may sign such instrument.

## ARTICLE XII

### AMENDMENTS

These bylaws may be amended at a regular or special meeting of the Members, provided that such amendment shall have the assent of two thirds of the votes of Members who are voting in person or by proxy at such meeting, and that notice of the amendment had been included in notice of the meeting. Any matter stated in these bylaws to be or which is in fact governed by the Declaration may not be amended, except as provided in such Declaration. In the case of any conflict between such Declaration and these bylaws, the provisions of the Declaration shall control.

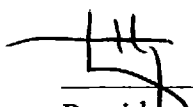
## ARTICLE XIII

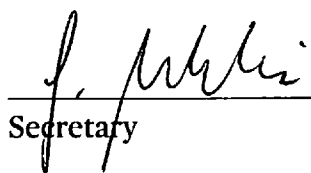
### ADOPTION

It is hereby certified and acknowledged that these Bylaws have been adopted by Arranmore Homeowners' Association, an Oregon non-profit corporation, and each amendment to these Bylaws has been adopted in accordance with the Original Bylaws. These Bylaws shall be recorded in the Deed Records of Washington County, together with the Declaration for said planned community.

**Certification**

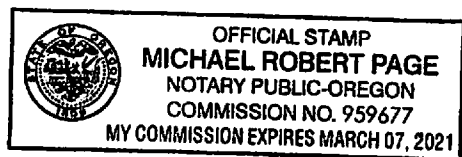
The undersigned President and Secretary of the Association, an Oregon nonprofit corporation, hereby certify that the 2018 Amended & Restated Bylaws have been adopted in accordance within Article XII of the Bylaws and ORS 94.625.


  
\_\_\_\_\_  
President Matthew Lowry

  
\_\_\_\_\_  
Secretary Gisela Walitzki

STATE OF OREGON                    )  
  )ss  
County of Washington        )

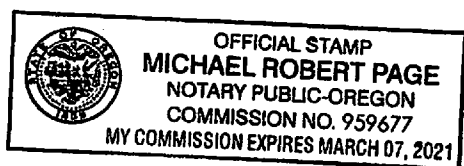
The foregoing instrument was acknowledged before me this 17 day of March, 2018, by Matthew Lowry, President of the Association, on its behalf.

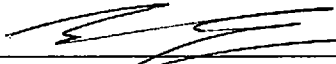


  
\_\_\_\_\_  
Notary Public for Oregon  
My Commission Expires:

STATE OF OREGON                    )  
  )ss  
County of Washington        )

The foregoing instrument was acknowledged before me this 17 day of March, 2018, by Gisela Walitzki, Secretary of the Association, on its behalf.



  
\_\_\_\_\_  
Notary Public for Oregon  
My Commission Expires: