

WHEN RECORDED MAIL TO:  
JDR contracting, Inc.  
16055 SW Walker Road #413  
Beaverton, OR 97006

**BY LAWS  
OF  
ROBINS GARDEN HOA  
FOR ROBINS GARDEN PROPERTY OWNERS OF LOTS 1 – 20 OF ROBINS  
GARDEN SUBDIVISION**

**This document shall become part of the DECLARATION OF COVENANTS,  
CONDITIONS & RESTRICTIONS FOR THIS PROPERTY**

ARTICLE I  
NAME AND LOCATION

The name of the corporation is Robins Garden Homeowners Association, hereinafter referred to as the "Association." The principal office of the Association shall be located at such address as may be designated by the Board of Directors from time to time, but meetings of members and directors may be held at such places within the State of Oregon as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

The definitions set forth in Article 1 of the Declarations of Covenants, Conditions and Restrictions of Robins Garden apply to these Bylaws

ARTICLE III  
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of seven o'clock, P M., or on such other date and time as is 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 by the Board of Board of Directors, or upon written request of the members who are entitled to vote at least 40 percent of all votes of the Association.

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, not less than seven (7) or more than fifty (50) days before such meeting to each member of the Association. Notice shall be hand delivered or sent by regular or certified mail to the member's address given to the Association for notice purposes, or in the event no such address has been given to the Association or the address given is returned to

the sender as not deliverable, to the member's Lot or condominium unit. Such notice shall specify the place, day and hour of the meeting, and, in the case of 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, 30 percent of the votes of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there 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 voting 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.

Section 6. Fiduciaries. An executor, administrator, guardian or trustee may vote, in person or by proxy, at any meeting of the Association with respect to any Lot owned or held by him in such capacity, whether or not the same shall have been transferred to his name; provided, that he shall satisfy the secretary that he is the executor, administrator, guardian or trustee, holding such unit in such capacity.

Section 7. Order of Business. The order of business at all meetings of members shall be as follows:

- a. Roll Call.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of minutes of the preceding meeting.
- d. Reports of officers.
- e. Reports of committees, if any.
- f. Election of directors.
- g. Unfinished business.
- h. New business.
- i. Adjournment.

ARTICLE IV  
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number; Qualification. The affairs of the Association shall be managed by a board of three directors, each of whom shall be a member of the Association and Owner of a Lot at the time he or she is appointed or elected. For purposes of this Section, the officers of any corporate owner, the partners of any partnership, and the members of any limited liability company shall be considered co-owners of any Lots owned by such corporation, partnership, or limited liability company. The incorporator shall appoint as interim Board of three directors who shall serve until their successors have been elected by the members as hereinafter provided.

Section 2. Term of Office. At the meeting of the members, the voting members shall elect one director for a term of one year and two directors for a term of two years; at each annual meeting thereafter the voting members shall elect directors for a term of two years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by affirmation vote of at least 50% of all votes of the Association. In the event of death, resignation or removal of a director, his successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors 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 directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the initial meeting and at each subsequent annual meeting. There may be as many nominations for election to the Board of Directors as may be offered, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration for such vacancy. The person receiving the largest number of votes shall be elected to fill such vacancy. Cumulative voting is not permitted.

#### ARTICLE VI MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the board of Directors shall be held without notice, at such place and hour and at such intervals as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors 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.

ARTICLE VII  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- a. 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;
- b. employ a contractor, or such other employees as they deem necessary, and prescribe their duties; provided, however, that any service contract or employment contract shall not be in excess of two years and shall provide for termination by the Association without cause with no payment of penalty and no advance notice in excess of 90 days.
- c. exercise for the Association any power conferred on homeowners association in the Oregon Planned Community Act, except where such power is inconsistent with provisions of the Declaration or these Bylaws;
- d. keep or cause to be kept the books and records of the Association as provided in Article X of these Bylaws.
- e. as more fully provided in the Declaration, to:
  - (1) fix the amount of the regular assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
  - (2) levy special assessments against Lots and condominium units;
  - (3) send written notice of each assessment to an Owner subject thereto;
  - (4) file liens against Lots or units for delinquent assessments; and
  - (5) foreclose the lien against any Lot or unit for which assessments are not paid within a reasonable time after due date and/or to bring an action at law against the Owner personally obligated to pay the same.
- f. issue, or cause an appropriate officer to issue, upon demand by any Owner, 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 these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- g. procure and maintain adequate liability insurance as provided in the Declaration
- h. cause officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

i. open bank accounts on behalf of the Association and designate the signatories required therefore;

j. enforce the provisions of the Declaration and these Bylaws and rules and regulations adopted thereof;

Section 1. Enumeration of Offices. The officers of this Association shall be a president, who shall at all times be a member of the Board of Directors, a secretary, and a treasurer, and such other officers as the board may from time to time by resolution create.

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

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

Section 4. Special-Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. 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 secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. 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 he replaces.

Section 7. Multiple Officers. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

a. President. The president shall preside at all meetings of the Board of Directors and of all members; shall see that orders and resolutions of the Board are carried out; and shall have all of the general powers and duties which are usually vested in the chief executive officer of an Association.

b. Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board. The Board of Directors may assign one or more of the foregoing tasks to a manager or other designee.

c. Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Association; shall keep proper books of account; shall supervise any audit of the Association books made by a public accountant; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members. The Board of Directors may assign one or more of the foregoing tasks to a manager, bookkeeping service, or other designee.

## ARTICLE IX COMMITTEES

The Board of Directors may appoint committees to assist it in performing its duties, including an Architectural Control Committee

## ARTICLE X BOOKS AND RECORDS

Section 1. Record Keeping. The Board of Directors or its designee shall keep detailed accurate records of the receipts and expenditures of the Association and such other financial records necessary for proper accounting purposes. The Board of Directors or its designee shall also maintain at all times copies of the Declaration, Bylaws, Articles of Incorporation, and current rules and regulations of the Association. The books and records of the Association may be kept at the office or residence of the president, or otherwise as the Board may determine.

Section 2. Availability if Books and Records. The books, records and documents of the Association shall be available during reasonable times for inspection by Owners or by holders, insurers and/or guarantors of a first mortgage securing a Lot or unit. The Board of Directors may charge a reasonable fee for furnishing copies to an Owner, mortgagee, or prospective purchaser.

Section 3. Audited Statement. At any time an owner or mortgagee may, at his own expense, cause an audit to be made of the books and records of the Association. The Board of Directors or its designee shall cooperate to facilitate the necessary auditing and review process.

## ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, Owners of Lots are obligated to pay to the Association regular assessments and Owners of Lots or condominium units are obligated to pay to the Association special assessments. Owners of Lots may become obligated to pay capital improvement assessments. Assessments are secured by a continuing lien upon the Lot or unit against which the assessment is made. Any assessments which are not paid when due shall be considered delinquent.

ARTICLE XII  
CORPORATE SEAL

The Association shall have no seal.

ARTICLE XIII  
AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the members, by affirmative vote of 50 percent or more of the votes of the Association.

ARTICLE XIV  
MISCELLANEOUS

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws or the Declaration and the Articles, the Declaration shall control.

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Vista NW, Inc.  
R.W. Christensen