



AFTER RECORDING, RETURN TO:

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**BYLAWS OF
THE NINES HOMEOWNERS' ASSOCIATION**

ARTICLE I – GENERAL PROVISIONS

Section 1. Applicability. These bylaws provide for governance of The Nines Homeowners' Association, an Oregon nonprofit corporation, which has been organized for the purpose of providing maintenance, repair, replacement and upkeep for the Commonly Maintained Property of the planned community known as The Nines, located in Lane County, Oregon, and to promote the health, safety and welfare of the residents of such planned community.

Section 2. Office. The principal office of The Nines Homeowners' Association shall be designated from time to time by the Board of Directors.

Section 3. Definitions. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Declaration of Covenants, Conditions, and Restrictions for The Nines to which these bylaws are attached (the "Declaration").

**REFERENCED TO PER INST. # 2018-054952
IN LANE COUNTY, OREGON DEED RECORDS.**

ARTICLE II – MEMBERS

Section 1. Membership and Voting. Each Owner shall be a member of the Association. Each Class A member shall be entitled to one vote for each Lot owned with respect to all matters on which Owners are entitled to vote. Each Class B member shall be entitled to three votes for each Lot owned with respect to all matters on which Owners are entitled to vote until the Class B membership ceases and is converted to Class A membership in accordance with the Declaration. See Article 7 of the Declaration for additional details.

Section 2. Meetings. The Owners shall hold an annual meeting within the first 90 days of each fiscal year. At the annual meeting, the members shall appoint members of the Board of Directors and shall transact such other business as may legally come before the meeting. Special meetings of the members may be called by the president, the Board of Directors or upon request of more than ten percent (10%) of Owners. Meetings of the members shall be held at the principal office of the Association, or such other place as may be designated by the Board of Directors. Written or printed notice stating the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration or these bylaws, any budget changes or any proposal to remove a director or officer, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail.

Section 3. Quorum. A majority of those members entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business at any members' meeting. In the absence of a quorum, a majority of the members represented in person or by proxy may adjourn the meeting from time to time until a quorum shall attend. Any business which might have been transacted at the original meeting may be transacted at the adjourned meeting if a quorum exists.

Section 4. Majority Vote. When a quorum is present or represented at a meeting, the affirmative vote of a majority of the votes available to members, who are represented in person or by proxy and entitled to vote on the subject matter, shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation, the Declaration or these bylaws, in which case the contrary provision shall be controlling.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Meetings. An annual meeting of the Board of Directors shall be held without notice other than this bylaw immediately after the adjournment of the annual meeting of the members. At this annual meeting of the Board of Directors, the officers of the Association shall be appointed. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president or by any director. Meetings of the Board of Directors shall be at the principal office of the Association or any other place designated by the Board of Directors. Meetings of the Board of Directors may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to the provisions of the immediately preceding sentence shall constitute presence in person at the meeting. All meetings of the Board of Directors shall be open to members. Special meetings of the Board of Directors may be called for any reasonable time by or at the direction of the president or any member of the Board of Directors by giving at least 72 hours' advance oral or written notice to each director. Attendance by a director at a meeting shall constitute a waiver of notice of that meeting except in the case of attendance by a director at a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 2. Number. The business and affairs of the Association shall be managed and controlled by a board of three directors. Each director must be a member of the Association.

Section 3. Election and Term of Office. At the Turnover Meeting of the Association, the term of office of two directors will be fixed for two years. The term of office of one director will be fixed at one year. Upon expiration of the initial term of office of each respective director, the director's successor will be elected to serve a term of two years. The directors will hold office until their successors have been elected and hold their first meeting. At the Turnover Meeting, the Owners may elect directors by using a ballot that permits each Owner to vote for three nominees. In that event, the two nominees receiving the highest number of votes will be the two-year directors and the nominee receiving the next highest number of votes will be the one-year director.

Section 4. Quorum. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the 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, the Articles of Incorporation or these bylaws, in which case the contrary provision shall be controlling.

Section 5. Vacancies. A vacancy in the Board of Directors shall exist upon the death, resignation or removal of any director. The members may, at an annual or special meeting, elect

a director to fill any vacancy not filled by the Owner with the right to appoint the director as of the date of that meeting.

Section 6. Compensation. No director shall receive any compensation for any service to the Association as a director. However, by resolution of the Board of Directors, directors may be paid their expenses, if any, incurred in the performance of their duties.

ARTICLE IV – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things and exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the members by law, the Articles of Incorporation, the Declaration or these bylaws. Specifically, but without limitation, the Board of Directors shall adopt and distribute an annual budget as required by ORS 94.645; keep written records of all acts; procure and maintain adequate liability and hazard insurance on the Common Area; maintain, repair or replace the Common Area as set forth in the Declaration and these bylaws; and file the necessary state and federal tax returns and file the annual report with the Oregon Secretary of State. The Board of Directors may adopt Rules and Regulations governing the details for the operation of The Nines and use of the Common Area.

ARTICLE V – OFFICERS

Section 1. Officers. The officers of the Association shall be a president, a secretary and a treasurer and shall be elected by the Board of Directors. One or more other officers or assistant officers may, at any time, be elected by the Board of Directors. The officers of the Association shall be elected annually by the Board of Directors at the annual meeting of the Board. Each officer shall hold office until that officer's successor has been duly elected and qualified or until that officer's death or until that officer resigns or is removed in accordance with the provisions of these bylaws. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Association will thereby be served. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect upon receipt of such notice or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. No officer shall receive any compensation for service as an officer. However, at the discretion of the Board of Directors, officers may be paid for their expenses, if any, incurred in the performance of their duties. All officers shall have such duties and authority as the Board of Directors may designate in addition to those specifically provided in these bylaws.

Section 2. Designations.

2.1 The president shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have the responsibility for the conduct and management of the affairs of the Association and the general supervision of its property, interests and agents. The president or the president's designee shall preside at all meetings of the members and directors, unless otherwise ordered by the Board of Directors.

2.2 The secretary shall keep or cause to be kept at the principal office of the Association or such other place as the Board of Directors may order, a book of minutes of all meetings of directors and members showing the time and place of the meeting, whether it was a regular or special meeting, and if a special meeting, how authorized, the notice given, the names of those present at directors' meetings, the number of members present or represented at members' meetings and the proceedings at those meetings. The secretary shall keep or cause to be kept at the registered office or at the office of the Corporation's transfer agent, a current list showing the names of the members and their addresses. The secretary shall give or cause to be given notice of the meetings of the members and of the Board of Directors as is required by these bylaws.

2.3 The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board of Directors; keep proper books of account; prepare an annual budget and statement of income and expenditures within 90 days after the end of the fiscal year to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members. The treasurer shall perform those additional duties in connection with the administration of the financial affairs of the Association as the Board of Directors may designate.

ARTICLE VI – ASSESSMENTS

As more fully provided in the Declaration, each Owner is obligated to pay to the Association annual and special assessments which are secured as a continuing lien upon the property against which the assessment is made. Any assessment which is not paid when due shall be delinquent. If the assessment is not paid within 30 days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 12 percent 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 attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for such assessments by nonuse of the Commonly Maintained Property or abandonment of his or her Lot.

ARTICLE VII - BOOKS AND RECORDS – INSPECTION

The Association shall maintain adequate and correct books, records and accounts of its activities and properties. All books, records and accounts of the Association shall be open to inspection by the members in the manner and to the extent required by law or by the Declaration. The Board of Directors shall preserve and maintain minutes of the meetings of the Association, the Board of Directors and any committees. The Board of Directors also shall keep detailed and accurate financial records, including individual assessment accounts of Owners, the balance sheet, and income and expense statements. Individual assessment accounts shall designate the name and address of the Owner or Owners of the Lot, the amount of each assessment as it becomes due, the amounts paid on the account, and the balance due on the assessments.

ARTICLE VIII – AMENDMENT

These bylaws may be amended at a regular or special meeting of the members, by a majority vote of the members. However, the Declarant referred to in the Declaration may amend the bylaws in order to comply with the requirements of the Federal Housing Administration, the Veterans' Administration, the Farmer's Home Loan Administration of the United States, the Federal National Mortgage Association, the Government National Mortgage Association, the Federal Home Mortgage Loan Corporation, any department, bureau, board, commission or agency of the United States or of the state of Oregon or any corporation wholly owned, directly or indirectly, by the United States or the state of Oregon which insures, guarantees or provides financing for a planned community or lots in a planned community.

ARTICLE IX – MISCELLANEOUS

Section 1. Waiver Of Notice. Whenever a notice is required to be given to any member or director of the Association by law, the Articles of Incorporation or these bylaws, a waiver of that notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

Section 2. Action Without a Meeting. Any action which the law, the Articles of Incorporation, the Declaration, or these bylaws require or permit the members or directors to take at a meeting may be taken without a meeting if a consent in writing describing the action taken is signed by all of the members or directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the members or directors, shall be filed in the records of minutes of the Association. The action taken becomes effective as of the date of the last signature on the consent form, unless an earlier date is specified in that document.

Section 3. Execution of Documents. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of the Association shall be signed or endorsed by the person or persons designated by the Board of Directors. All other documents may be executed by the president or other officer or officers as may be designated by the Board of Directors and may be certified or attested by the secretary.

Section 4. Fiscal Year. The fiscal year of the Association shall be the calendar year, except that the first fiscal year shall begin on the date of the incorporation of the Association.

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DESCRIPTION:

Lots, inclusive, as shown on the plat map filed for record as Instrument No. 2018-054950 in the deed records of Lane County, Oregon.

IN WITNESS WHEREOF, Declarant has executed these bylaws this 6 day of November, 2018.

Nine Springs, LLC,
an Oregon limited liability company

By: [Signature]
Name: Tom Connor Jr
Its: Manager

STATE OF OREGON)
) ss.
County of Lane)

This instrument was acknowledged before me on November 6, 2018, by Tom Connor, Jr., Member of Nine Springs, LLC.

[Signature]
Notary Public for Oregon
My Commission Expires: 1-21-2022

