

RECORDING COVER SHEET
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Jefferson County Official Records
Katherine Zemke, County Clerk

2025-0061

CONVEYANCES, PER ORS 205.234



\$191.00

THIS COVER SHEET HAS BEEN PREPARED BY THE P
PRESENTING THE ATTACHED INSTRUMENT FOR REC
ANY ERRORS IN THIS COVER SHEET DO NOT AFFEC
TRANSACTION(S) CONTAINED IN THE INSTRUMENT I

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AFTER RECORDING RETURN TO

name and address of person authorized to receive the
Instrument after recording, as required by ORS 205.180(4)
and ORS 205.238.

Three Rivers Landowners Association, Inc.
11534 SW Graham Rd
Culver, Oregon 97734

1. NAME(S) OF THE TRANSACTION(S), described in the attached instrument and required by ORS 205.234(a).
Note: Transaction as defined by ORS 205.010 "means any action required or permitted by law to be recorded
including, but not limited to, any transfer, encumbrance or release affecting title to or an interest in real property."

Three Rivers Landowners Association, Inc. Amended and
Restated Bylaws

2. DIRECT PARTY, name(s) of the person(s) described in ORS 205.125(1)(b) or
GRANTOR, as described in ORS 205.160.

Three Rivers Landowners Association, Inc.

3. INDIRECT PARTY, name(s) of the person(s) described in ORS 205.125(1)(a) or
GRANTEE, as described in ORS 205.160.

Public

THREE RIVERS LANDOWNERS ASSOCIATION, INC.
AMENDED AND RESTATED BYLAWS

RECITALS

Three Rivers Landowners Association, Inc. is an Oregon nonprofit corporation. The Association manages and operates the Three Rivers Recreation Area, a planned community in Jefferson County, Oregon.

The operations of the Association are governed by the Three Rivers Landowners Association, Inc. Bylaws, recorded on March 27, 2023, as document number 2023-0831, which amended and restated the Bylaws and amendments thereto recorded on April 2, 1998, as document number 981356; on April 10, 2002, as document number 2002-1586; on October 17, 2013, as document number 2013-3607; on July 28, 2015, as document number 2015-2649; and on July 5, 2018, as document number 2018-2401.

Under Section 11.2 of the Bylaws, the Bylaws may be amended by a majority vote at a meeting in which a quorum is present.

On March 17, 2024, the Association held its annual meeting. A quorum was present with members attending in person and by proxy.

During the annual meeting, two amendments to the Bylaws were approved by ballot measures. Additionally, a motion was made from the floor to amend Section 7.1 (a) and 7.2 of the Bylaws. The motion was seconded, discussion ensued, and the motion was passed.

Pursuant to and in compliance with ORS 94.625, the Board of Directors, by resolution, caused these restated Bylaws to be prepared and recorded to codify the original amendments approved by the owners.

These restated Bylaws include all previously adopted amendments that are in effect, and there are no other changes except, if applicable, those changes necessary to correct scriveners' errors or to conform form and style. These restated Bylaws replace and supersede all prior versions of, and amendments to, the Bylaws, whether recorded or unrecorded.

ARTICLE 1
NAME AND LOCATION

The name of this corporation is Three Rivers Landowners Association, Inc. Its current principal office address is listed in the Association's Amended Annual Report filed with the Oregon Secretary of State. The registered agent shall be the legal counsel for the organization. The Association is an Oregon nonprofit corporation organized and existing under the laws of the State of Oregon, certain provisions of the Oregon Planned Community Act and the Oregon Nonprofit Corporation Act.

ARTICLE 2
DEFINITIONS

The following definitions supplement the definitions in the Declaration.

2.1 **"An interest in real property"** includes fee ownership and the interest of a purchaser under a contract of sale with purchaser's name legally listed on the recorded deed as reflected in the Deed of Record of Jefferson County, Oregon. But does not include a lessee, renter, or secured party.

2.2 **“Assessment”** means any charge imposed or levied by the Three Rivers Landowners Association (TRLA) against an Owner or lot including, but not limited to, annual assessments, special assessments, fines, late fees, interest, attorney’s fees and costs.

2.3 **“Board of Directors” (BOD)** are the seven individuals elected at the annual TRLA meeting to manage the business affairs of the association.

2.4 **“Lot”** is the individual property owned by members as depicted on the commonly accepted plat map of Jefferson County, State of Oregon. (“Lot” is synonymous with “Parcel”).

2.5 **“Member in good standing”** is a TRLA member that is current on assessments and conforms to all other association requirements.

2.6 **“Members”** means any person or entity who owns an interest in a lot located within TRLA (as reflected in the deed of record of Jefferson County, Oregon).

2.7 **“Three Rivers Landowners Association (TRLA)”** is an Oregon nonprofit corporation comprised of all legal landowners within the boundary as described in the Declaration.

2.8 **“Three Rivers Recreation Area (TRRA)”** is a land use zone designation established by Jefferson County. Regulations are described in the Jefferson County Zoning Ordinance, Section 319. (Section number subject to change)

2.9 **“Three Rivers Recreation Area Waterfront (TRRAW)”** is a land use zone designation established by Jefferson County. Regulations are described in the Jefferson County Zoning Ordinance, Section 320. (Section number subject to change)

ARTICLE 3 MEMBERSHIP

3.1 **Membership Qualifications.** Any person or entity who owns an interest in a lot located within TRLA (as reflected in the deed of record of Jefferson County, Oregon) shall automatically be members of the Association. Co-owners of a lot who are not members of the same household unit, shall each be deemed an owner and automatically become TRLA members. Owners may have more than one membership if they own multiple lots.

3.2 **Right to Vote.** Members are entitled to one vote for each lot owned. Any lot with delinquent assessments loses voting rights until the assessments are paid in full.

Corporate Ownership – In the event any lot is owned by a corporation, partnership, limited liability company, or other association, the corporation, partnership, limited liability company or association shall be a member and shall designate in writing at the time of acquisition of the lot an individual who shall have the power to vote on behalf of the entity, and in the absence of such designation and until such designation is made, the president, general partner, manager, managing member, or chief executive office of such corporation, partnership, limited liability company or association shall have the power to vote on behalf of the entity.

3.3 **Address of Owner.** Each owner of a lot located within TRLA shall furnish the business office of the association with their current mailing address within 30 days of any change.

3.4 **Other Rights and Privileges.** Every member of TRLA in good standing shall have the right to the use and enjoyment of the Association’s common areas, and recreational facilities in accordance with the provisions of the Declaration, Bylaws and the Rules and Regulations of the association.

3.5 **Suspension or Curtailment of Rights and Privileges.** All rights and privileges attributable to

membership in the association, may be suspended or curtailed by action of the Board of Directors. The Board of Directors may declare a member or their guests as “not in good standing” due to repeated or continuous violations of the Declaration, Bylaws or the Rules and Regulations and may suspend these privileges. The right to vote may only be suspended because of delinquent payment of assessments.

Any decision by the Board of Directors shall not be final until the affected member has been provided a written notice and the opportunity of a hearing at a Board meeting. The written notice shall state the proposed violation and/or suspension, the grounds in support of such action, the duration of any proposed suspension and a statement outlining the opportunity for a hearing with the board. Such notice shall be forwarded to the mailing address on record with TRLA.

When membership privileges have been suspended due solely to delinquent assessments, the suspension will terminate upon TRLA’s receipt of the full amount of the delinquency and all costs incurred.

3.6 Termination. Membership in the Association will automatically terminate upon the transfer of the equitable or legal title to a lot or a contract purchaser’s interest therein effective upon the recording of the transfer in the records of deed of Jefferson County, Oregon. Failure to record a change in the legal title to a lot will not relieve a member from personal liability for the payment or satisfaction of any assessment imposed by TRLA.

3.7 All Members of the TRLA Shall Pay Assessments. Each annual assessment shall be in the amount of \$350.00 and due by May 31st of each year. The BOD shall have the authority to pro rate assessments, if necessary, outside the standard escrow process.

3.8 Special Assessments. The association may create special assessments for specific purposes. All special assessments require a majority vote of the membership. All special assessments must be used for the specific purpose approved by the members.

3.9 Notice to Owners of Intent of Association to Commence Judicial or Administrative Proceeding. At least ten (10) days prior to instituting any litigation or administrative proceeding to recover damages, the association shall provide written notice to each affected owner of the association’s intent to seek damages on behalf of the owner. Owner’s approval is required to spend the funds necessary to pay for the costs of litigation. The notice shall, at a minimum:

- a) Be mailed to the mailing address of each lot or the mailing address designated in writing to the association by the owner;
- b) Inform each owner of the general nature of the litigation or proceeding;
- c) Describe the specific nature of the damages to be sought on the owner’s behalf;
- d) Set forth the terms under which the association is willing to seek damages on the owner’s behalf, including any mechanism proposed for the determination and distribution of any damages recovered;
- e) Inform each owner of the owner’s right not to have the damages sought on the owner’s behalf and specify the procedure for exercising the right; and
- f) Inform the owner that exercising the owner’s right not to have damages sought on the owner’s behalf;
 - 1) Relieves the association of its duty to reimburse or indemnify the owner for the damages;
 - 2) Does not relieve the owner from the owner’s obligation to pay dues or assessments relating to the litigation or proceeding;
 - 3) Does not impair any easement owned or possessed by the association; and
 - 4) Does not interfere with the association’s right to make repairs to common areas.

ARTICLE 4 MEETING OF MEMBERS

4.1 **Place of meetings.** Meetings of the members will be held at a place within the State of Oregon that is reasonably accessible to all members as designated by the Board of Directors. Meetings may also be held electronically. The meeting location or electronic meeting shall be designated in the notice of the meeting.

4.2 **Annual Meetings.** There shall be an annual meeting of the members during the month of March each year. The Board of Directors shall fix the location and time of the meeting. The annual meeting is held to elect members to the Board of Directors, report the state of the association, and to conduct other business as may come before the meeting or any adjournment thereof.

4.3 **Special Meetings.** Special meetings of the association may be called by the President, by a majority of the Board of Directors, or by the President or Secretary upon receipt of a written request of the members representing at least 10% of those eligible to vote. Only matters with the purposes described in the notice of the meeting may be conducted at a special meeting.

4.4 **Notice.** A written notice shall be sent to all association members stating the time and place of the meeting and the items on the agenda and in the case of a special meeting, the purpose for which the meeting is called. The notice for both an annual or special meeting shall be given not less than 10 nor more than 50 days before the date of the meeting and mailed to each member entitled to vote. Notices shall be deemed to be delivered when deposited at the US Postal Service, postage prepaid and addressed to the member at their address as it appears on the TRLA official records.

4.5 **Quorum.** A quorum is the number of members who must be present in person or by proxy for the TRLA to transact business. A quorum for any meeting of the association shall consist of the number of members who are entitled to cast 20% of the total eligible votes.

4.6 **Adjournment of Meetings.** Should a quorum not be established in person or by proxy in accordance with ORS 94.655, the meeting shall be adjourned and a new, reduced quorum meeting will be held immediately after it is realized that the quorum is not met, provided that the meeting notice specifies that the quorum requirement will be reduced if the meeting cannot be organized because of a lack of quorum.

4.7 **Voting.** Each membership is entitled to one vote for each lot owned on each matter submitted to a vote. Voters shall be at least 18 years of age, whole number votes only, no fractional votes will be allowed.

4.8 **Voting at Meetings.** Voting by members at meetings may be either in person or by proxy, provided that such proxy is in writing and filed within the prescribed time limit with the secretary of the association. Every proxy shall be revocable as long as an actual notice of revocation is given to the person presiding over a meeting of the association. Each proxy is valid for no more than one year from the date of its execution unless the proxy specifies a shorter term. No proxy may be solicited.

4.9 **Voting by Written Ballot.** Any action, which may be taken at any annual or special meeting of members, may be taken without a meeting if the association delivers a written ballot to every member entitled to vote. The written ballot shall set forth each proposed action, pro and con arguments of each proposed action, the date specified for the receipt of the ballot, and shall provide an opportunity to vote for or against each proposed action. Action by written ballot may not substitute for an annual meeting if the agenda includes a proposal to remove a director from the board, or a special meeting of the association called at the request of owners.

Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting in which the total number of votes cast was the same as the number of votes cast by written ballot.

All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements and state the percentage of favorable votes necessary to approve each matter other than the election of directors. The ballot shall specify the time and place at which a ballot must be physically received by the association to be counted. A written ballot may not be revoked after the date specified for voting.

4.10 Electronic Meetings. Is a meeting conducted through telephone, teleconference, video conference, web conference, or any other live electronic means where at least one participant is not physically present. A meeting of members, including annual and special meetings, may be conducted as an electronic meeting if the electronic meeting:

- a) Allows all members participating to hear each other simultaneously and to be able to communicate during the meeting.
- b) Provides for the verification that a person participating is a member or is otherwise authorized to participate in the meeting.
- c) Provides for members to have access to material necessary to participate or vote during or before the meeting.
- d) Is communicated by regular mail, posting on TRLA property, email, facsimile, or other form of electronic communication (unless a member has opted out of receiving electronic notices) and states:
 - 1) Whether the meeting may or must be attended by electronic means.
 - 2) The electronic means to be used.
 - 3) How members may attend the electronic meeting by telephone, internet connection, and (if applicable) by meeting at a physical location.
 - 4) Any other information to enable a member to attend the meeting.
- e) Owners participating in an electronic meeting are considered present at the meeting for all purposes

ARTICLE 5
BOARD OF DIRECTORS

5.1 Governing Powers and Numbers. A board of seven (7) directors shall manage the business affairs of the association. All directors must be an owner of a lot within the TRLA.

5.2 Terms of Office. Members of the board of directors shall be elected at the annual meeting and serve for a term of three (3) years. A policy of staggered terms for Board members shall be established so that at the close of each annual meeting, the terms of only three (3) directors shall expire. In determining the terms to be served by the elected candidates, the three (3) candidates receiving the highest number of votes shall each be designated to serve a three (3) year term. The remaining candidates shall be assigned to serve for the unexpired terms of any vacancies by first designating the candidate with the next highest number of votes to serve for the vacancy having the longest unexpired term, and so on in this manner until existing vacancies are filled.

5.3 Nominations. Any member in good standing is eligible for election to the Board of Directors and may become a candidate by requesting or agreeing to be placed on the ballot by the secretary of the association. Candidates may also be submitted by nomination from the floor at the annual meeting.

5.4 Resignation of Director. The written resignation of a Director from the Board of Directors shall be final and irrevocable. Any oral resignation, which a Director shall be unwilling to put in writing, may, nonetheless, be accepted at the discretion of the Board and, once accepted, becomes irrevocable. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein.

5.5 Vacancies. Any vacancy occurring on the board of directors may be filled by the affirmative vote of the majority of the remaining directors. The Director so selected shall then serve until the next annual meeting, when a new director is elected for the balance of the term.

5.6 **Compensation.** A director shall not be entitled to receive any compensation attributable to serving as a member of the board of directors. A director may be reimbursed for any reasonable expense, which the director incurs on behalf of the association, provided such expenditure is adequately substantiated and approved by either the president or the treasurer.

5.7 **Removal of Directors.** Except as provided in Section 5.7 e, at a meeting of the owners at which a quorum is present, the members may remove a director from the board of directors, with or without cause, by a majority vote of members who are present and entitled to vote.

- a) Before a vote to remove a director, members must give the director whose removal has been proposed an opportunity to be heard at the meeting.
- b) The members must vote on the removal of each director whose removal is proposed as a separate question.
- c) Removal of a director by members is effective only if the matter of removal was an item on the agenda and was stated in the notice of the meeting.
- d) A director who is removed by the membership remains a director until a successor is appointed by the board in accordance with Section 5.5. The members shall fill a vacancy created by the removal of a director at a meeting, the notice of which must state that filling a vacancy is an item on the agenda.
- e) The board shall have the power to declare a director's position vacant if a director is absent without reason from three consecutive regular meetings of the board of directors. The board will fill the vacancy as provided in Section 5.5.

ARTICLE 6

MEETINGS OF THE BOARD OF DIRECTORS

6.1 **Regular Meetings.** A regular meeting of the board of directors shall be held within 10 days before and within 10 days after the annual membership meeting. The purpose of the meeting after the annual meeting shall be for the election of officers. Other regular meetings shall be held at such times and places as determined by the board of directors. All meetings of the board of directors shall be open to members, except in the case of an emergency or if the board votes to meet in open session to adjourn into executive session to consult with legal counsel or to consider personnel matters, negotiations with third parties, or collection of unpaid assessments

6.2 **Special Meetings.** Special meetings of the board of directors may be called from time to time by the president or any director on 48 hours' notice with the reason for meeting placed in the notice and in the minutes of the meeting.

6.3 **Electronic Board Meetings.** "Electronic meetings" has the same meaning as above. The Board may conduct business in electronic meetings if:

- a) The meeting allows all participating Directors at the meeting to:
 - 1) Hear and communicate with each other simultaneously.
 - 2) Have access to the materials before or during the meeting necessary to participate or vote in the meeting.
 - 3) The meeting allows all persons attending the meeting to simultaneously hear all participating Directors.
- b) Any notice of the electronic meeting to directors or members is communicated by regular mail, posting on the property, email, facsimile, or other form of electronic communication (unless a member has opted out of receiving electronic notices) and the notice states:
 - 1) Whether the meeting may or must be attended by electronic means.
 - 2) The electronic means to be used.
 - 3) Except for executive sessions of the Board, how members may attend the electronic meeting by telephone, internet connection, and (if applicable) by meeting at a physical location.
 - 4) Any other information to enable a member to attend the meeting.

Amended and restated M.D.C. 11-1-2016
c) Directors participating in an electronic meeting are considered present at the meeting for all

purposes.

6.4 **Notices.** For other than emergency or special meetings, notice of board of directors meetings shall be posted at a place or places on the property at least three days before the meeting or provided electronically or by a method reasonably calculated to inform members of the meetings.

6.5 **Quorum.** A majority of the number of directors in office shall constitute a quorum at any meeting. The act of a majority of the directors present at a meeting shall be the act of the board of directors.

6.6 **Action without Meeting.** Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken unanimously by all members of the board of directors. The action shall be evidenced by written consents describing the action taken, signed by each director, and included in the minutes and filed with the association records reflecting the action taken.

ARTICLE 7 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1 **Powers and Duties.** The board of directors shall have all of the powers and duties necessary for the administration of the affairs of TRLA, except the powers and duties as by law or by the Declaration or by these Bylaws may not be delegated to the Board by the members. The powers and duties to be exercised by the Board include, but are not limited to, the following:

- a) Hiring employees, other agents, and independent contractors, prescribing their powers and duties, fixing their compensation, and terminating their contracts.
- b) Selling common area real property if 80 percent or more of the total eligible membership votes in the association are cast in favor of.
- c) Dissolutions of assets other than common area real property with a unanimous vote by the board and assets with a value of \$10,000 or more must have membership approval.
- d) Performing all responsibilities required under these Bylaws, the Declaration, and Rules and Regulations.
- e) Managing and governing TRLA in a manner consistent with ordinary business practices and in good faith.
- f) Maintaining, repairing, and replacing the common property and other property for which TRLA has the responsibility for maintenance, repair or replacement.
- g) Collecting assessments from the members.
- h) Preparing and adopting budgets for payment of common expenses and preparing, reviewing, and updating reserve studies and maintenance plans.
- i) Establishing and maintaining replacement reserve accounts and other reserves as required.
- j) Obtaining and maintaining adequate insurance coverage for the TRLA, the directors, and officers.
- k) Enforcing all governing documents and applicable provisions of the Planned Community Act.
- l) Preparing and distributing to the membership annual financial statements in accordance with the governing documents and ORS 94.670.
- m) Filing the Annual Report with the Oregon Secretary of State in accordance with the Oregon Nonprofit Corporation Act.
- n) Preparing and filing any income tax returns or forms.
- o) Maintaining a current record of TRLA members in a form that permits preparation of a list of name and address of all members.
- p) Announcing, adopting, and amending rules and regulations governing the operation and use of TRLA, including rules of conduct for owners, employees, and guests that are consistent with the restrictions, limitations and requirements of the governing documents.
- q) Establishing committees and appointment of members to committees as the board deems necessary or appropriate.

7.3 Liability and Indemnification of Directors and Officers. TRLA directors and officers will not be liable to TRLA or the members for any mistake of judgment, omission, negligence, or otherwise except for personal willful misconduct or bad faith, including actions taken outside the director's authority.

TRLA may advance reasonable expense incurred by a director or officer who is a party to an action or proceeding in advance of the final disposition of the action or proceeding.

8.1 Board Authority. Prior boards of directors have created standing committees for Rules & Regulations, Architectural, Budget, Roads, and Boundaries & Land Use. The board of directors may abolish or combine existing standing committees or create additional standing committees or ad hoc committees as it deems necessary and appropriate to fulfill the duties and responsibilities to and of TRLA.

- a) Observing established procedures in responding to property owners.
- b) Preparing committee reports for regular board meetings and the annual meeting.
- c) Preparing written motions in advance of the board meeting whenever possible.
- d) Submitting a request for funds to support activities for consideration during budget session.

8.4 Standing Committees. All standing committees shall include at least one director and no more than two directors. A majority of the members of any committee shall constitute a quorum for the purpose of conducting the business of the committee. All committee meetings shall be open to owners.

- Amended and restated ~~four members~~ ^{two members} appointed by the board of directors for a two-year term. Two members shall be

appointed in an even year; two members shall be appointed in an odd year.

- c) **Budget Committee.** The budget committee will be responsible for presenting an annual budget to the Association and membership. The board of directors shall serve as the committee and the TRLA Treasurer will serve as chairperson of the committee. The Board may add other owners to the committee for the current year session.
- d) **Roads Committee.** The roads committee mission is to provide and maintain safe access at a reasonable cost while protecting the natural environment. The committee shall consist of at least one director as a regular committee member and four members appointed by the board of directors for a two-year term. Two members shall be appointed in an even year; two members shall be appointed in an odd year.
- e) **Boundaries and Land Use Committee (BLUC).** The BLUC was established by the BOD to ensure development within and near the association boundaries preserves our community's environment. The committee shall consist of at least one director as a regular committee member and four members appointed by the board of directors for a two-year term. Two members shall be appointed in an even year; two members shall be appointed in an odd year.

8.5 **Ad Hoc Committees.** The board of directors may appoint such committees as it deems necessary to assist in the operation of the affairs of TRLA. These committees shall exercise all powers and perform duties, which the board shall give them, and which are consistent with these Bylaws and Oregon law. The committees shall consist of at least one director and no more than two directors as regular committee members.

ARTICLE 9 OFFICERS and THEIR DUTIES

9.1 **Enumeration of Officers.** The principal officers of TRLA shall be a president, a vice president, a secretary, and a treasurer, who all shall be members of the board.

9.2 **Election of Officers.** The election of officers shall take place at the first meeting of the board following each annual meeting of the members and shall serve the will of the board.

9.3 **Term.** The officers of the association shall be elected annually by the board of directors and shall hold office for one year unless they resign, are removed, or otherwise are disqualified to serve. No member may serve in the same elected office for more than four consecutive one-year terms, whereafter a period of two consecutive years shall pass before such person is re-eligible to serve again in such capacity.

9.4 **Special Appointments.** The board may elect by way of a resolution 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.

9.5 **Resignation and Removal.** Any officer may be removed by an affirmative vote of a majority of the board of directors. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any 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.

9.6 **Vacancies.** A vacancy in any office shall be filled in the manner deemed appropriate by the board of directors. The officer elected to any vacancy shall serve for the remainder of the term of the officer they replace.

9.7 **President.** The president is the chief officer of the association and of the board of directors. The president shall, when present, preside at all meetings of the BOD and of the members. Subject to the board of directors, the president shall perform all the duties required of them in the bylaws of the association and other duties assigned by the board of directors. Voting capacity of the president to be exercised only as a tie-breaking vote and their vote is final. The president shall along with the secretary sign all deeds, mortgages and contracts affecting the real property of any right or interests of the association.

9.8 **Vice President.** The vice president shall perform such duties as shall be assigned by the board of directors, and in the case of the absence of the president, the vice president shall perform all the duties and powers of the president. The vice president shall remain the acting president until the president's successor has been elected at the next board meeting or the president has resumed their duties.

9.9 **Secretary.** The secretary shall record the votes and keep the minutes of all meetings of the members and board. The secretary is responsible for all meeting notices as required in these Bylaws. The secretary has charge of all the books, records, and papers of TRLA, except for documents for which the treasurer has charge or other person authorized to have custody by resolution of the board of directors. The secretary will certify votes. In addition, the secretary shall, with the president, sign all deeds, mortgages and contracts in any way affecting the real property or any right or interest therein. The secretary shall make such reports to the officers, board of directors, and members as may be required and shall perform other duties as assigned by the board of directors.

9.10 **Treasurer.** The treasurer is responsible for the TRLA's funds and securities not held by a managing agent. The treasurer is responsible for keeping a full and accurate account of all receipts and disbursements in books belonging to TRLA. The treasurer's responsibilities also include the deposit of all monies in the name of the association in depositories as are designated by the board of directors.

All checks shall require the signatures of two officers. The treasurer shall be responsible for the filing of all liens at least once a year. The treasurer shall make monthly reports to the board and TRLA as may be required.

9.11 **Delegation of Duties.** Any officer may delegate the performance of any function of the office, except decision making authority, to another TRLA member or managing agent. The officer shall remain responsible for any function so delegated. In the event of an absence of any officer, the board of directors may delegate the powers, duties, or functions of the officer to any other officer or board member.

ARTICLE 10
BOOKS, RECORDS, AUDIT

10.1 **Inspection by Members.** The books and records of the association shall be subject to inspection by any member or their authorized agent at the TRLA office in accordance with Oregon law. A member exercising this right shall give a minimum of 10 business days advance written notice of intention to inspect the association's records and will provide a good faith and proper purpose for the inspection. The member shall conduct the inspection during normal business hours in a fashion that does not interfere with the association's normal business operations.

10.2 **Financial Statement Review.** Within 300 days after the end of the fiscal year, an independent Certified Public Accountant shall review TRLA's financial statement. Certification of the prior year's review will be presented at the annual meeting.

10.3 **Audit.** An audit of the financial records of the association shall be done by a CPA at least every 5 years. An audit shall also be made at any time upon order of the Board of Directors or upon the affirmative vote of a majority of the members entitled to vote at any regular or special meeting.

10.4 **Budget Summary.** The budget committee chair shall send to the members of the association a budget summary of the budget within 30 days after adoption.

10.5 **Execution of Instruments.** All checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, and other instruments shall be signed by such person or persons as designated in these by-laws or as designated in a resolution written by the board of directors.

ARTICLE 11
AMENDMENT

11.1 Rules and Regulations. Any or all rules and regulations of the Association may be altered, amended, repealed, added to, or suspended by a majority vote of the Board of Directors at any meeting. Such changes will take affect 30 days after notice has been given to all members. A copy of Schedules of Fines must be distributed to the membership before any fine or charges may be imposed.

11.2 Bylaws. These Bylaws may be altered, amended, repealed, added to, or suspended by a majority vote of the members eligible to vote after a quorum is established either at a meeting or by written/electronic ballot. The amended Bylaws must be certified by the president and secretary as having been adopted. All amendments must be recorded in the office of the recording officer of Jefferson County, Oregon.

The board of directors may make changes to the bylaws, referred to as a resolution, if by affirmative vote of all seven directors they find that an emergency situation exists and it is necessary to make changes to the bylaws to preserve the life, health or property of the association or its members. Any resolution by the board of directors shall expire at the conclusion of the next regular annual meeting of the members if not re-enacted by the members in the manner provided above.

11.3 Conflict. In the event of a conflict between the Declaration and these Bylaws or between the Declaration and the Articles of Incorporation, the Declaration shall prevail.

ARTICLE 12 FINES AND PENALTIES

12.1 Fines. The Rules and Regulation Committee has the authority to impose fines and, with board approval, can adopt a fine schedule. No fine shall be imposed without first providing a written notice to the owner describing the violation and an opportunity to be heard. A copy of any amendment or resolution regarding the Schedule of Fines must be delivered to each member, mailed to the mailing address of each member or mailed to the mailing address designated in writing by the owner.

12.2 Liens and Collection Actions. All assessments, fines, and attorney's fees including costs (whether or not suit or action is instituted) payable by any member or assessed against any lot and not paid in full within 30 days of due date shall thereafter be deemed delinquent. Delinquent accounts not paid within 90 days of delinquency shall become a lien against the member's lot or lots and may be subject to further actions including but not limited to collections, foreclosure, or other legal action.

Any delinquent amount shall bear interest at the rate of twelve percent (12%) per annum from date of delinquency until paid in full. The treasurer, or TRLA's agent, shall record in the Jefferson County Official Records, a notice of lien and a statement of the delinquent sums, together with interest. Upon payment in full, TRLA will execute and record a lien satisfaction.

12.3 Effect of Liens. Liens shall have the same effect as the filing of a mortgage duly acknowledged by such members or the owner of such lot and shall equally affect the interest of any co-owner of the property and any successor in title.

12.4 Personal Liability. Members shall be personally liable for all assessments, fines, attorney's fees, and costs, interest, late fees, and other charges as provided in this Article 12. If judicial proceedings are commenced to collect any such sum, TRLA is entitled to recover its reasonable attorney fees at trial and on appeal.

12.5 Foreclosure of Lien. Liens may be foreclosed upon by the order of the board of directors in the manner provided by law. Notice of intent to foreclose shall be sent by any mailing method that provides for a return receipt, to the delinquent member not less than 10 days before commencement of foreclosure proceedings. If judicial proceedings are commenced to foreclose such lien, TRLA is entitled to recover its reasonable attorney fees at trial and on appeal.

12.6 Attorney's Fees. Notwithstanding anything to the contrary in these Bylaws, the association shall be entitled to recover from a member all attorney's fees and costs incurred to collect any delinquent dues, charges, or assessments.

fines or assessments payable by such member or assessed against such member’s lot, whether or not any suit or action is commenced in connection with collecting such delinquent assessments or fines.

ARTICLE 13
 WAIVER

No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been cancelled or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

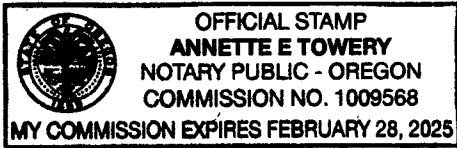
The undersigned hereby certify that these Three Rivers Landowners Association, Inc. Amended and Restated Bylaws were adopted in accordance with the governing documents of Three Rivers Landowners Association, Inc. and with the Oregon Planned Community Act, ORS 94.


[Signature page to follow]



Bill Hawkins, President
Three Rivers Landowners Association, Inc.

SUBSCRIBED AND SWORN to before me this 17 day of November, 2024 by Bill Hawkins.

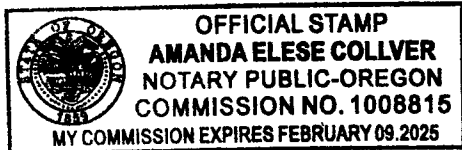




NOTARY PUBLIC FOR OREGON
My Commission Expires: 2-28-2025



Dave Towery, Secretary
Three Rivers Landowners Association, Inc.

SUBSCRIBED AND SWORN to before me this 13th day of November, 2024 by Dave Towery.




NOTARY PUBLIC FOR OREGON
My Commission Expires: 02/09/2025