

**BYLAWS
OF
SPRINGWOOD HOMEOWNERS ASSOCIATION**

ARTICLE I – NAME

This Association shall be known as Springwood Homeowners Association. The mailing address is 17655 NW Shadyfir Loop, Beaverton, Oregon 97006.

ARTICLE II – OPERATION AND PURPOSE

Section 1 – Operation

Springwood Homeowners Association is organized as a nonprofit association and will operate as such. All incomes received shall be designated to the operation of the Association and no part of this income shall be to the benefit of a Director or any other individual.

Section 2 – Purpose

The purpose of this group shall be to promote an active interest in the community affairs of Springwood, to develop accurate and constructive communication between residents and management, to act as an advocate in the resolution of community or individual issues, formally representing the consensus of the Association regarding specific issues to outside organizations such as Washington County, the State of Oregon, and any other public or private entity. Typical issues: roads, annexation, taxes, and any nearby construction. Also, to distribute information of interest to all residents of Springwood and plan and coordinate social and other activities and affairs of and for the residents of Springwood.

ARTICLE III – MEMBERSHIP AND VOTING RIGHTS

Section 1 – Membership

By Oregon Law, all residents of Springwood are automatically members of the Springwood Homeowners Association.

Section 2 – Voting Rights

One vote shall be permitted for each individual resident. When a quorum (See Article VII, Section 6) is present at any open meeting, the majority vote of the members shall decide any normal question of business, including the election of Directors – unless a higher percentage of attendance is required as identified in Article X. All votes may be cast either in person or by proxy. All proxies shall be in writing and delivered to the secretary prior to the meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Number and Elections

The Board of Directors shall consist of not less than seven persons. The seven- member Board shall be elected from among the constituency of Springwood voting members at the annual meeting and selection will be by secret ballot. The person(s) receiving the largest number of votes shall be elected. The terms of office shall be staggered so that three Directors are elected in odd numbered years and four Directors elected in even numbered years. The election year shall run from the first day of July through the last day of June.

Section 2 – Authority

The Board of Directors shall have the management responsibility of the business and social affairs of the Springwood Association. The Board of Directors is vested with all powers possessed by the Association, insofar as this delegation of authority is consistent with the laws of the State of Oregon and other public sector bodies that may be concerned.

Section 3 – Vacancies

Any vacancy on the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, or by disqualification for any reason, shall be filled by the remaining Directors then in office until the next annual general meeting when the vacancy or vacancies can be filled by election of the voters.

Section 4 – Compensation

Members of the Board of Directors shall serve without compensation.

ARTICLE V – OFFICERS

Section 1 – Officers

The officers of this organization shall consist of a President, a Vice President, a Secretary, and a Treasurer. These officers shall be appointed by the Board of Directors from the seven-member Board.

Section 2 – President

The President shall be the Chief Executive Officer of the Association, and will perform the duties normally associated with this position.

Section 3 – Vice President

The Vice President shall preside at meetings whenever the President is unable to be present, and shall perform such other duties as assigned by the President or Board of Directors.

Section 4 – Secretary

The Secretary shall be responsible for recording and maintaining the minutes of all meetings of the Association. The Secretary will be responsible for keeping accurate records of the Association membership and performing all other duties normally associated with this position. In the absence of the appointed Secretary, a Secretary Pro-tem shall be appointed by the Board to perform the duties of Secretary.

Section 5 – Treasurer

The Treasurer shall be responsible for the maintenance of all financial records of the Association, and for such other duties normally associated with the office of Treasurer as the Board of Directors may determine. The Treasurer shall collect all monies generated by Association activities and will disburse such funds as directed by the Board.

ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS

Section 1 – Regular Meetings

The Board of Directors will meet four times each year. The dates of these meetings shall be determined at the beginning of each administrative year. Notice of such regular meetings will be listed in the Springwood Spokesman monthly calendar.

Section 2 – Special Meetings

Special meetings of the Board of Directors may be called by the President or any two Directors. Written notice, when possible, stating the place, date, hour, and the purpose of the meeting shall be given each Director.

Section 3 – Participation of Owners, Managers, & Assistant Managers

On occasion, situations will arise that will be of common interest to both Springwood residents and the Owners/Management. At such times, the Board of Directors will invite the Owners and Managers to attend a Board meeting to discuss these situations.

Section 4 – Quorum

A quorum of the Board of Directors shall constitute the authority for the transaction of business at any meeting of the Association.

Section 5 – Emergency Action taken without a Scheduled Meeting

The Board of Directors shall have the authority to transact any Association business in the absence of a scheduled or called meeting by obtaining the written or verbal approval of a majority of the members of the Board. Any action so approved shall have the same binding authority as though taken at a scheduled or called meeting of the Board.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 1 – Annual Meetings

The annual meeting of the Association shall be held on the last Thursday of June unless otherwise established by the Board of Directors. The purpose of these meetings will be for the election of Directors and the transaction of any other business that would normally come before the Springwood Association. The parliamentary authority for the meeting will be "Robert's Rules of Order".

Section 2 – Open Meetings

In addition to an annual meeting, two open meetings will be held during the administrative year.

Section 3 – Special Meetings

Special meetings of the Association may be called by the President of the Board or by four Board Directors. In addition, a special meeting may be called by request of 1/10 (10%) of the members of the Association. A minimum of two days notice prior to any called special meeting will be issued to each voting member. This notice will specify location, date, and starting time, plus the agenda of the meeting.

Section 4 – Regular Membership Meetings

Notice of the regularly scheduled open meetings will be listed in the Springwood Spokesman monthly calendar.

Section 5 – Definition of Majority

As used in these Bylaws, "Majority" is defined as at least 50% or more of voting members.

Section 6 – Quorum

At any authorized meeting of the Association, a majority of the attending voting members shall constitute a quorum for any business transacted during the meeting, except in specifically designated situations where the number of votes required will be determined by the Board of Directors. In this situation, in the absence of a quorum, the President may adjourn the meeting or defer any decision until such time as a quorum is present.

Section 7 – Place of Meetings

Annual and regular meetings of the Springwood Association will be conducted in the Springwood Clubhouse.

ARTICLE VIII – COMMITTEES

Any standing committee shall be established as authorized by the Board of Directors.

ARTICLE IX – INCOME / EXPENDITURES

Voluntary annual dues or donations of \$10.00 per individual resident as a social participation fee shall be paid on the first of July each administrative year. Residents are encouraged to participate even though they may choose not to contribute. Approved special assessments must be designated and used for the specific purpose for which the assessment is collected. Expenditures in excess of \$50.00 by an individual or committee must have approval of a majority of Board of Directors members. The Board of Directors may authorize single expenditures no larger than \$250.00. Larger expenditures must have the approval of the Association voting members by a majority vote attending a regular or special meeting.

ARTICLE X – AMENDMENTS

Any Bylaw in this document may be amended at any meeting of the Springwood Homeowners Association. Notice of any proposed Bylaw amendment will be posted as required by these

Bylaws prior to the meeting. The amendment under consideration will not become effective until approved in writing by seventy five percent (75%) of the members present, and until a copy of the Bylaws as so amended is certified by the President and Secretary of the Board of Directors, and filed herein.

March 2005