

# **BY - LAWS**

## **OF**

### **SUMMERFIELD CIVIC ASSOCIATION**

Revised August 20, 1991

#### INTRODUCTION

The Summerfield Civic Association is a non-profit corporation established by Articles of Incorporation filed with the State of Oregon June 13, 1973. Its stated purpose is "to hold, administer, operate, improve and beautify, without profit to itself, such parks, walkways, recreational facilities and other property as have been or may be established for the common use of any owners or occupants of residential units in the development in Washington County, Oregon, known as 'Summerfield', and to make rules and regulations limiting, defining, and regulating the uses of said common property and all other property in Summerfield." (In this document, the terms "Civic Association" or "Corporation" refer to the Summerfield Civic Association.)

The Summerfield Civic Association is further charged, in the Articles of Incorporation, with the responsibility to "enforce the conditions, restrictions, reservations, charges and assessments set forth in the Declaration of Conditions and Restrictions" (a legal document filed with Washington County), affecting its residential development known as Summerfield.

The Declaration of Conditions and Restrictions states that "The property and affairs of the Civic Association shall be managed and controlled by a Board of Directors whose responsibilities, rights, election, and membership are described in the Declaration and/or in the Civic Association By-Laws.

#### 1.0 SUMMERFIELD CIVIC ASSOCIATION MEMBERSHIP

1.1 Proprietary Members. Each owner of a residential unit in Summerfield shall be a Proprietary Member of the Civic Association, subject to the Declaration and to these By-Laws; provided, that the purchaser(s) of a residential unit under a duly recorded contract shall be deemed the "owner"(s) of such residential unit for these purposes. The rights and privileges of a Proprietary Membership shall terminate when the holder of any such Proprietary Membership shall cease to qualify as an owner.

1.2 Associate Members. Each Lessee, renter or other occupant of a residential unit in Summerfield is not eligible for Proprietary Membership, but who satisfies the conditions of these By-Laws and of the Declaration applicable

to residency and qualified membership in Summerfield, shall be an Associate Member, which status shall continue in effect during such period as the Associate Member shall be an authorized non-proprietary occupant of a residential unit in Summerfield. At any time an Associate Member shall cease to be a resident of Summerfield, or becomes a proprietary Member, his rights and privileges as an Associate Member shall thereupon terminate.

1.3 Voting Privileges. All Proprietary and Associate Members who reside in Summerfield and who are qualified occupants pursuant to Section 1.9 of the Declaration, before any variances or exceptions are granted pursuant to 1.10, (hereafter "Summerfield Residents") are eligible to vote for directors, for changes in these By-Laws, and for other matters as specified in these By-Laws. However, only Proprietary Members may vote to amend the Declaration or the Articles of Incorporation.

## 2.0 MEETINGS

2.1 Annual Meetings. The annual meeting of Summerfield residents shall be held on the second Monday of July of each year. All meetings of residents shall be held at the Summerfield clubhouse or other community building which shall be erected within Summerfield, or, it otherwise provided in the notice of such regular meeting, at such place within the County of Washington, State of Oregon, as shall be stated in the said notice.

2.2 Special Meetings. Special meetings of Summerfield residents may be called by the president of the Board.

2.3 Notices. Written or printed notice, stating the place, day and hour of the annual or any special meetings, and, in the case of special meetings, the purpose or purposes for which the meeting is called, Shall be posted in the clubhouse and all Summerfield residents entitled to vote shall be personally notified not less than seven (7) days, or more than thirty (30) days, before the date of the meeting. Personal notification will be deemed to be complied with if every reasonable attempt is made to deliver notice to each residential unit.

## 3.0 ADMINISTRATION: BOARD OF DIRECTORS

3.1 Number and Tenure. The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (hereafter, "Directors", or "Board"). There are to be seven (7) directors elected to serve three year terms. Directors must be Proprietary Members living in a residential unit in Summerfield. Either two or three directors shall be elected each year, depending on the number needed to bring the total of elected directors to seven. In addition, any Proprietary Member owning 150 or more unites may each appoint one director.

Terms of new directors begin with announcement of their election or appointment and they serve until their respective successors have been elected or appointed. Any vacancy in an elected position, prior to completion of the term for which that director was elected, shall be filled by a Board appointment to fill the unexpired term. [NOTE: These By-Laws, if approved, increase the number of elected directors from six to seven. If, at the time of approval, it is more than four months until the next Annual Meeting, the Board shall appoint an additional director to fill the vacant elective position until the next annual meeting.]

3.2 Nomination for Position as Director. The president, with the approval of the Board, shall appoint, not later than April 15th of each year, a nominating committee of not less than fifteen (15) persons. This committee is to consist of no less than three people from each of the five areas of Summerfield designated as Community Watch Areas, or from other such areas as the Board shall designate to provide wide geographic distribution. Among these fifteen committee members is to be a member of the present Board, as chairman, two past Board members, and the presidents of the Mens Golf Club, the Womens Golf Club, the Travel Club, and the Singles Club, or their designates. No person shall serve as a member of the nominating committee for two consecutive years.

This committee shall nominate, from among Proprietary Members living in Summerfield, one candidate for each of the positions to be filled. Names of nominees shall be given to the Board not later than the first of June. The list of candidates will be posted on the clubhouse bulletin board and notice and notice published in the next issue of the local newspaper. The president shall call a special meeting of Summerfield residents, approximately two weeks before the regular annual meeting, for the purpose of introducing the candidates.

Any member who wishes to submit an additional candidate may do so by written petition, with signatures of at least twenty five (25) residents, prior to the special meeting at which candidates are to be introduced. Any such additional candidates will be identified as such on notices of candidates and on the ballots.

3.3 Election of Directors. Directors will be elected by vote of Summerfield residents on the day of the Annual Meeting, prior to the meeting. The nominating committee will be charged with the responsibility for handling the election and reporting the results of the election to the president during the meeting.

3.4 Ballots. A complete up-to-date list of eligible voters, along with recapitulation forms, will be furnished to the nominating committee chairperson by the administrator, or other person designated by the Board. The membership list will include each residence, showing the occupant or occupants' names and addresses, with the occupant or occupants clearly marked as a Proprietary or Association Member. The nominating committee will exercise every precaution to issue ballots only to eligible Summerfield residents.

At the conclusion of the annual meeting, all ballots and recapitulation sheets will be sealed and put into safekeeping by the administrator for one year.

The members of the nominating committee shall certify the results. No individual ballot counts shall be made public.

NOTE: In the case that no additional nominations have been made by petition and the only nominees are those presented by the nominating committee, the provisions of Section 3.3 and 3.4 shall be suspended and election shall be by hand vote at the beginning of the annual meeting.

3.5 Election of Board Officers. A meeting of the newly elected and carry-over directors shall be held, during the annual meeting of the membership, to elect Board officers for the coming year. The outgoing president will preside over this meeting until the new president is elected.

3.6 Regular Meetings of Directors. Regular meetings of the Board may be held at such times and places as the Board may determine. The time, place, and agenda of regular meetings shall be posted at least one week prior to the meeting. If any director fails to attend more than two regular meetings within a 12 month period, without valid excuse, or because of an extended period of incapacitation, the president may call for his resignation without a special meeting as described in Section 3.10.

All Board meetings are to be conducted in accord with Roberts' Rules of Order.

Summerfield residents are permitted to attend regular meetings of the Board, but may not speak unless they have registered with the president their request to speak, stating their purpose, and have obtained permission, prior to the start of the meeting.

3.7 Special Meetings of Directors. Special meetings of the Board may be called from time to time by the president or by any two (2) directors.

3.8 Notices of Special Board meetings. The secretary shall make certain that all directors are notified of the time, place, and purpose of any special meeting at least five (5) days prior to the meeting. Whenever possible, notices shall be written. In case of extreme urgency the president may request an emergency meeting sooner than the five day period, if all available directors can be notified. If any director expects to be unavailable for a period of time, he should notify the president, and may, in writing, waive the necessity of receiving notices of meetings.

3.9 Quorum for Voting in Board Meetings. Four members of the Board filling elective positions shall constitute a quorum for the transaction of business. If, at any meeting of the Board, there is less than a quorum present, the president may adjourn the meeting. When a quorum is present, action may be taken by a majority of the directors present.

3.10 Provision for Recall of Director. In the unlikely event that it appears necessary, in order to maintain the proper functioning of the Board in exercise of its responsibilities or in some way for the welfare of the community, to ask for the resignation or removal of a director, a special meeting of Summerfield residents

may be called to consider a recall. A recall meeting shall be called by the Board if it is initiated by vote of a majority of the directors on the Board, or in response to a petition signed by at least twenty-five percent (25%) of the residents of Summerfield.

Notice of the special meeting shall be given in accord with provisions for special meetings as stated in Section 2.3 of this document, and particular efforts should be made to notify all Summerfield residents. After appropriate discussion during the meeting, a secret ballot will be given to residents in attendance. A quorum on this issue is to be a minimum of one hundred (100) Summerfield residents present and voting. A simple majority vote will determine the issue; the results shall be announced at the conclusion of the meeting.

#### 4.0 ADMINISTRATION: OFFICERS, AGENTS, COMMITTEES, RULES AND REGULATIONS.

4.1 Executive Officers. The directors shall elect, from among directors on the Board filling elective positions, officers who will serve as president, vice president, treasurer, and any other such offices as the Board may from time to time designate. A secretary shall be appointed who may or may not be a member of the Board. Any two (2) or more offices may be held by one person except the offices of president and secretary. A vacancy in any office shall be filled by the Board at the next meeting.

4.2 Employees and Agents. The Board may employ an administrator, a secretary, and other such employees and agents, and may execute such contracts as it may deem necessary to properly carry out its responsibilities and purposes as stated in the Article of Incorporation, the Declaration, and in these By-Laws. All such employees serve at the discretion of the Board of Directors and are responsible to the Board.

4.3 Committees. The Board shall be empowered to create and maintain standing and special committees to assist it in its various duties and responsibilities. Duties of a committee shall be stated by the Board in as much detail as necessary and appropriate, and any action of a committee may, at the discretion of the Board, be subject to approval or review. A committee may draw up a Committee Manual with specifications and instructions for their own guidance or for information for the community. Such manuals shall be reviewed and approved by the Board. Members of committees shall serve at the pleasure of the Board and may be removed or replaced by the Board at any time.

4.3.1 Advisory Committee. The president shall appoint an advisory committee consisting of all current resident past presidents of the Board. This committee may be convened at the call of the president or the Board to provide background, experience, and advice on administrative matters.

4.4 President. The president shall be the chief executive officer of the Board in the exercise of its responsibilities under the Articles of Incorporation, the

Declaration, and these By-Laws. When present, he shall preside at all meetings of the Board. With approval of the Board, the president shall have the power to appoint and discharge agents, employees, and committee members.

The president, with Board approval, along with the administrator, secretary, or another Board officer, is authorized to sign in the name of the Corporation all official documents, papers, deeds and contracts, including those in any way affecting the property or interests of the Corporation.

4.5 Vice President. The vice president shall, in the absence or disability of the president, exercise the powers and perform the duties of the president. The vice president shall also exercise such other powers and perform such other duties as shall be prescribed by the Board.

4.6 Treasurer. The treasurer shall be the chief financial officer of the Corporation and shall work with the administrator in accounting for all monies of the Corporation received and disbursed. The treasurer shall make certain that all monies are deposited in the name of and to the credit of the corporation in such banks and depositories as the Board shall designate, subject to withdrawal in the manner determined by the Board. The treasurer shall from time to time make such reports to the officers and Board as may be required, and shall perform such other duties as the Board shall delegate. An assistant treasurer may, if authorized by the Board, perform the duties of the treasurer in event of the absence or inability of the treasurer.

4.7 Secretary. The secretary shall issue notices of meetings of the Board as required by these By-Laws and see that a record of all proceedings of such meetings are kept and posted. The secretary shall submit such reports to the Board as may be requested. The administrator may be asked to serve as secretary, in which case a recording secretary may be appointed to take minutes of meeting, and assist the secretary in other duties.

4.8 Rules and Regulations. In carrying out its duties and responsibilities as specified and/or implied in the Articles of Incorporation, the Declaration, and in these By-Laws, the Board of Directors may adopt Rules and Regulations to implement its administrative responsibilities and those of their employees and agents, committees, and resident members of the community. Relevant and appropriate notification of Rules and Regulations must be made to all members to which they may apply.

Compliance with the Rules and Regulations is required and enforceable in accord with the authority given in the Declaration as administered by the Board of Directors.

4.9 Provision for Referendum. Any Rules and Regulations passed by the Board may be challenged by the membership. A petition, stating the reasons for the challenge and specifying in detail the nature of the action requested, must be signed by at least twenty-five percent (25%) of the resident of Summerfield. A petition may: (A) merely request reconsideration by the Board of the matters

specified, or (B) ask that, if the requested action is not taken by the Board, a special meeting of Summerfield residents be called.

In case of the second (B) type of petition, and if the Board does not comply with the requested action, requirements for meeting shall provide opportunity for resident to discuss the issues with Board members. A majority vote by resident present may call for a ballot to all Summerfield residents as soon as reasonably possible. The ballot shall contain a statement from the Board and from the signers of the petition giving reasons for their positions on the issues. Ballots shall be returned within a period of two weeks following date of issue. Approval of at least twenty-five percent (25%) of Summerfield residents shall be required to support the referendum petition, providing that the number voting for approval is a majority of those voting.

5.0 Amendment of By-Laws. The provisions of these By-Laws shall be in force until changed, supplanted, or rescinded by vote of Summerfield residents. Proposals for revision shall be presented by the Board and discussed at the time of an annual meeting. Subsequent to the meeting, ballots must be distributed to all Summerfield resident. For revisions to be approved, a ballot must be received from and minimum of fifty percent (50%) of all Summerfield resident, and sixty-six percent (66%) of those who vote must approve the revisions.

-----  
The undersigned President and Secretary of Summerfield Civic Association certify that these Amended By-Laws have been approved by the affirmative vote of seventy-five percent (75%) of the Proprietary Members; that the approval of Tualatin-Franklin, as Declarant, is no longer required; and that the undersigned officers have been authorized by the Board of Directors to execute and record these Amended By-Laws on behalf of Summerfield Civic Association.

Summerfield Civic Association

By: \_\_\_\_\_

Title: President

By: \_\_\_\_\_

Title: Secretary