

After Recording Return To:

Parc Bethany Homeowners Association
4804 NW Bethany Blvd Suite 12-201
Portland, OR 97229

Washington County, Oregon

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D-R/BAM

Cnt=2 Stn=31 RECORDS1

\$70.00 \$5.00 \$5.00 \$11.00 \$20.00 - Total =\$111.00



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I, Richard Hobernicht, Director of Assessment and Taxation and Ex-Officio County Clerk for Washington County, Oregon, do hereby certify that the within instrument of writing was received and recorded in the book of records of said county.

Richard Hobernicht
Richard Hobernicht, Director of Assessment and Taxation, Ex-Officio County Clerk



**2017 AMENDED AND RESTATED
BYLAWS OF PARC BETHANY
HOMEOWNERS ASSOCIATION**

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**2017 AMENDED AND RESTATED
BYLAWS OF PARC BETHANY
HOMEOWNERS ASSOCIATION**

These 2017 Amended and Restated Bylaws of Parc Bethany Homeowners Association (“Bylaws”) are adopted by the Parc Bethany Homeowners Association.

RECITALS

- A. Parc Bethany is a planned community located in Washington County, Oregon which is more particularly described on Exhibit A (the “Property”).
- B. The Parc Bethany Homeowners Association (“Association”) is the association established to administer and operate Parc Bethany.
- C. The Association was created by Articles of Incorporation filed with the Oregon Secretary of State, Corporation Division on June 18, 1993 (“Articles”).
- D. The Property and the Association was established by the following documents recorded in Washington County, Oregon:
 - 1. *Declaration of Covenants, Conditions, and Restrictions for Parc Bethany (Parc Bethany Homeowners Association)*, recorded on March 17, 1992 as document 92016793 (“Original Declaration”).
 - 2. *Supplemental Declaration of Restated Declaration of Covenants, Conditions, and Restrictions for Parc Bethany*, recorded on December 4, 1992 as document 92086855.
 - 3. *Second Supplemental Declaration of Covenants, Conditions, and Restrictions for Parc Bethany*, recorded on December 15, 1993 as document 93104754.
 - 4. Plat of *Parc Bethany*, recorded March 17, 1992 in Book 81, Pages 4-6.
 - 5. Plat of *Parc Bethany No. 2*, recorded on December 4, 1992 in Book 84, Pages 28-30.
 - 6. Plat of *Parc Bethany No. 3*, recorded on December 15, 1993 in Book 88, Pages 39-41.
 - 7. *Bylaws of Parc Bethany Homeowners Association* (“Original Bylaws”)
- E. On March 17, 1992, as Fee No. 92016793 of the Washington County deed records, Declarant recorded a Declaration of Covenants, Conditions, and Restrictions for Parc Bethany. The Original Declaration was amended and superseded by the *Amended and*

Restated Declaration of Covenants, Conditions, and Restrictions for Parc Bethany,
recorded on May 14, 1992 as document 92032749 (“Restated Declaration”).

- F. Parc Bethany is a planned community subject to the provisions of the Oregon Planned Community Act, ORS 94.550-94.783, to the extent applicable under ORS 94.572.
- G. Concurrent with the adoption of these Bylaws, the Association has adopted the 2017 Amended and Restated Declaration of Covenants, Conditions, and Restrictions.
- H. Article 9 of the Bylaws and ORS 94.625 allow the Association and the owners to amend the Bylaws. The Association and the owners desire to amend the Bylaws as provided below. These Bylaws supersede and replace in their entirety the Original Bylaws and any amendments thereto.

ARTICLE 1 PURPOSE

These are the Bylaws of PARC BETHANY HOMEOWNERS ASSOCIATION, an Oregon corporation (the “corporation”). The corporation was formed pursuant to Article 3 of the Declaration. The purpose of the corporation is to undertake the administration and management of the subdivision known as Parc Bethany in Washington County, Oregon, and any adjacent property annexed by the Declarant pursuant to Article 1.2 of the Declaration (collectively, “Parc Bethany”).

ARTICLE 2 DEFINITIONS

Except as otherwise provided, the terms that are defined in Article 2 of the Declaration apply to these Bylaws.

ARTICLE 3 PRINCIPAL OFFICE

The Board of Directors (hereinafter also referred to as the “Board”) may, at any time, change the location of the registered office. The corporation may also have offices at such other places as the Board may determine and fix by resolution.

ARTICLE 4 POWERS

The powers of the corporation shall include all powers of a homeowners association under the provisions of the Oregon Planned Community Act (presently ORS 94.630, as the same may be amended from time to time). Without limiting the generality of the foregoing, the corporation shall have the powers necessary to take the following action:

- 4.1 Perform its obligations under the Declaration, enforce the provisions of the Declaration and acquire and pay for, out of the common fund provided by assessments (pursuant to Article 4 of the Declaration), all goods and services necessary or appropriate for the proper functioning of the corporation in accordance with the Declaration.
- 4.2 Determine the amounts necessary or appropriate for the performance by the corporation of its powers and duties under the Declaration.
- 4.3 Impose and collect annual and special assessments from Owners.
- 4.4 Maintain bank accounts on behalf of the corporation and designate the signatories for those accounts
- 4.5 File all required income tax returns.
- 4.6 Enforce by legal means the provisions of the Declaration and these Bylaws and any rules and regulations adopted by the Board of Directors.
- 4.7 Maintain and repair the Common Areas and the Improvements thereon, build Improvements on the Common Areas and establish one or more reserve funds for such purposes.
- 4.8 Promulgate, modify, and rescind rules and regulations governing the use of the Common Areas, and all Improvements on the foregoing, as well as Parc Bethany generally.
- 4.9 Obtain such policies of insurance as the Board of Directors may from time to time deem appropriate for the protection of the corporation, Common Areas, and the Improvements thereon. Such policies shall be written, maintained and administered as follows:
 - (a) **Property.** A policy or policies of fires insurance with the extended coverage and special form endorsements, for the full insurable replacement value, if available, of any structures on Common Areas.
 - (b) **Liability.** A policy or policies insuring the corporation, its Board and the Owners individually, against any liability to the public or the Owners and their invitees or tenants, incident to the ownership, supervision, control or use of the Common Areas. Limits of liability under such insurance shall be not less than \$500,000 per occurrence for bodily injuries and property damage liability. Such limit and coverage shall be reviewed at least annually by the Board which may increase the limit of and/or coverage, in its discretion. Such policy or policies shall be issued on a comprehensive liability basis and shall provide cross liability endorsements wherein the rights of named insured under the policy or policies shall not be prejudiced as respects his, her or their action against another named insured.
 - (c) **Fidelity Bond.** The Board may obtain and maintain a fidelity bond naming such persons as may be designated by the Board as principals and the corporation and the Owners as obligees, for the amount determined by the Board, and may require that all officers and employees of the corporation handling or responsible for

corporate funds obtain adequate fidelity bonds. The premiums on such bonds shall be paid by the corporation.

The corporation shall not be responsible for any loss or damage to real or personal property of any Owner, whether stored in the Common Areas or on the Owner's Lot or living unit, nor shall the corporation maintain any insurance coverage for such loss.

- (d) **Insurance Companies Authorized.** All policies shall be written by a company licensed to do business in Oregon and holding a "Commissioner's rating" of "A+" and a size rating of "AAA," or better, by Best's Insurance Reports, or as may be otherwise acceptable to the Board.
- (e) **Authority to Adjust Losses.** All losses under policies hereafter in force regarding the Common Areas shall be settled exclusively with the Board or its authorized representative. Releases and proofs of loss shall be executed by at least two directors
- (f) **Prohibition of Contribution.** In no event shall the insurance coverage be obtained and maintained by the Board hereunder be brought into contribution with insurance purchased by the individual Owners or their mortgagees.
- (g) **Provisions in Insurance Policies.** The Board shall make every effort to secure insurance policies that will provide for the following:
 - (i) A waiver of subrogation by the insurer as to any claims against the Board, the Owners and their respective servants, agents and guests.
 - (ii) A provision that the policy cannot be canceled, invalidated or suspended on account of the conduct of any one or more individual Owners.
 - (iii) A provision that the policy cannot be canceled, invalidated or suspended on account of the conduct of any officer or employee of the Board without prior demand in writing that the Board of Directors or manager cure the defect.
 - (iv) A provision that any "no other insurance" clause in the policy exclude the individual Owners' policies from consideration.
- (h) **Review of Insurance Policies.** At least annually, the Board shall review all insurance carried by the corporation, which review shall include an appraisal of all Improvements made to the Common Areas by a representative of the insurance carrier writing the master policy.

4.10 Contract for such services (including without limitation legal and accounting services) as may be necessary or appropriate to manage the affairs of Parc Bethany and the corporation properly and in accordance with the Declaration, whether the personnel

performing such services are employed directly by the corporation or by a manager or management firm or agent retained by the corporation.

- 4.11 Appoint such committees as the Board of Directors may determine from time to time to be appropriate to assist in the conducting the affairs of the corporation and delegate to any such committee such authority as the Board of Directors may deem appropriate, subject in all cases to the provisions of the Declaration. Notwithstanding the foregoing provisions of this Article 4.11, the Architectural Committee shall in all events be formed as provided in and shall have the authority granted by Article 5 of the Declaration and other applicable provisions thereof.
- 4.12 At its discretion, to enter into agreements with others for the joint use and maintenance of any of the Common Areas.

ARTICLE 5 BOARD OF DIRECTORS

- 5.1 **Generally.** The corporation shall act through a Board of Directors. The number of Directors shall be as set forth in Article 5.2, and the Owners shall select or elect the Directors in the manner provided in Articles 6.2.1, 5.3 and 5.5, inclusive. A person must be an Owner of a Lot, or an officer, director, or agent of a corporation or partnership that is the Owner of a Lot, to serve as a Director. A Director whose qualification is subsequently lost shall be deemed to have resigned as of the date that qualification is lost.
- 5.2 **Number of Directors.** The Board shall be comprised of three Directors.
- 5.3 **Election of Directors.** Each Director shall be elected by the Owners, with each such Owner having one vote for each Lot owned. The nominee receiving the greatest number of votes shall be elected. The co-Owners of a Lot shall share a single vote; provided, a vote cast by a co-Owner at a meeting of the corporation or otherwise shall be deemed to be the vote of all of the co-Owners, in the absence of written protest delivered to the corporation prior to the vote by any of the other co-Owners. The election of Directors pursuant to this Article 5.3 shall take place at a meeting of the Owners conducted pursuant to Article 6.2.1.
- 5.4 **Terms of Directors.** Except as provided in 5.5, all Directors shall serve three-year terms. Any Director may serve more than one term. The terms of each director shall be staggered such that at least one director is elected each year. The Board of Directors may shorten the term of any director in order to achieve staggered terms.
- 5.5 **Vacancies.** In the event a Director dies, resigns, or ceases to be an Owner of a Lot, the resulting vacancy on the Board shall be filled by the Board of Directors. Any director so selected or elected shall serve the remainder of the replaced Director's term.
- 5.6 **Meetings of the Board.**

- 5.61 **Annual Meetings.** The Board shall meet annually. At each annual meeting, the Secretary shall present a report to the Board on the financial condition of the corporation, including a report of receipts and disbursements for the preceding calendar year and the estimated receipts and expenses for the coming year.
- 5.62 **Special Meetings.** Special meetings may be called at any time by two Directors. Such meetings shall be scheduled by the Secretary within 30 days after the Secretary's receipt of written requests signed by two or more Directors; provided that if the purpose of a special meeting is to elect a successor Secretary or to consider removal of the Secretary, the meeting may be scheduled by the President or, if meeting is also for the purpose of electing a successor President or considering the removal of the President, by any other Director.
- 5.63 **Place of Meetings.** Meetings of the Board shall be held at such place as may be designated from time to time by the Board.
- 5.64 **Notice.** The Secretary shall give written notice to each Director of each Board meeting at least ten but not more than 30 days prior to the date set for such meeting, stating the purpose, time and place of the meeting. Notice shall be sent to the address of each Director as listed on the books of the corporation, or to such other address as any Director may designate by written notice to the Secretary. Notice of any meeting may be waived by any Director at any time.
- 5.7 **Quorum.** The presence of a majority of the Directors shall constitute a quorum for voting at a Board meeting.
- 5.8 **Voting by the Board.** Each Director shall have one vote. So long as a quorum is constituted, the vote of Directors together holding a majority of the total votes cast, shall be a binding vote of the Board for all purposes, unless a greater percentage is required by law or this Declaration.
- 5.9 **Compensation of Directors.** No Director shall receive compensation from the corporation for serving on the Board. However, the corporation shall reimburse Directors for expenses incurred, pursuant to policies established from time to time by the Board.
- 5.10 **Open Meetings; Executive Sessions.**

ARTICLE 6 MEMBERS AND MEETINGS

- 6.1 **Owners as Members.** Each Owner, by virtue of being an Owner and so long as such Owner continues in that capacity shall automatically be a member of the corporation. Each membership in the corporation shall be appurtenant to the Lot owned by an Owner. Upon transfer of an Owner's interest, membership in the corporation shall automatically transfer to the new Owner.

6.2 **Meetings of Owners.**

6.2.1 **For Election of Directors.** Any meeting of Owners for the purpose of electing Directors pursuant to this Article 6.2 shall be conducted in accordance with the following procedures:

- (a) Such meetings shall be held at least 30 days prior to the expiration of the term of any Director.
- (b) Any such meeting shall be held at a place within Washington County, Oregon designated by the Secretary. The Secretary shall give written notice of any such meeting to each Owner entitled to vote at the meeting at least ten but not more than 30 days prior to the date of the meeting. The notice shall state the purpose, time, and place of the meeting. The Secretary shall be required to notify an Owner of a meeting only if such Owner has previously given written notice to the Secretary setting forth such Owner's name and address. Notice of any meeting may be waived by any Owner at any time.
- (c) Any Owner may give a proxy to any Person, so long as the proxy is in writing, signed by such Owner, and filed with the Secretary. A proxy shall expire on the earlier of (i) eleven months after the date of the proxy; or (ii) the date of sale of the Owner's Lot by its Owner.

6.2.2 **Meetings of Owners (for Other than Election of Directors).** Meetings of Owners for purposes other than election of Directors shall be held in the manner set forth at Article 6.2.1(b) and (c) above.

6.2.3 **Open Meetings.** Unless otherwise provided under the Act, except as provided in Section 6.3.3, all meetings of the Board of Directors are open to Owners for observation. An Owner has no right to participate in the meeting of the Board unless the Owner is also a member of the Board. The president or presiding officer has the authority to exclude an Owner who disrupts the proceedings at a Board meeting. At the end of each regular Board meeting, an open microphone or community forum meeting may be opened to the members to interact directly with the Board.

6.3 **Quorum.** At any Association meeting of Owners, Owners representing twenty percent (20%) of the voting rights constitute a quorum whether present in person, by proxy or absentee ballot. When a quorum is once present to organize a meeting, the quorum cannot be broken by the subsequent withdrawal of an Owner or Owners.

6.3.1 **Executive Sessions.** Unless otherwise provided under the Act, in the discretion of the Board of Directors, the Board may close the meeting to Owners other than Board members and meet in executive session to:

- (a) Consult with legal counsel regarding matters permitted under the Act.
- (b) Consider the following:
 - Personnel matters, including salary negotiations and employee discipline.
 - The negotiation of contracts with third parties.
 - Collection of unpaid assessments.
 - Any other matters permitted under the Act as it may be amended from time to time.

6.3.2 **Executive Session Procedure.** Unless otherwise provided under the Act:

- (a) Except in the case of an emergency, the Board of Directors shall vote in an open meeting whether to meet in executive session. If the Board votes to meet in executive session, the president or other presiding officer shall state the general nature of the action to be considered and, as precisely as possible, when and under what circumstances the deliberations can be disclosed to Owners. The statement, motion or decision to meet in executive session must be included in the minutes of the meeting.
- (b) A contract or an action considered in executive session is not effective unless the Board, following the executive session, reconvenes in open meeting and votes on the contract or action. The contract or action must be reasonably identified in the open meeting and included in the minutes of the meeting. No minutes shall be taken of the discussion had in executive session.

ARTICLE 7 OFFICERS

7.1 **Designation.** The Officers of the corporation shall be the President and the Secretary, both of whom shall be elected by the Board. The same person shall not concurrently hold the offices of the President and Secretary. The Board may designate such additional officers as it deems appropriate.

7.2 **President.** The President must be an Owner and shall be the chief executive officer of the corporation. The President shall preside at all meetings of the Board and, unless otherwise provided in this Declaration, shall have all of the general powers and duties normally incident to the office of the chief executive officer of an association.

- 7.3 **Secretary.** The Secretary shall not be required to be a Director or an Owner. The Secretary shall keep the minutes of all proceedings of the Board and all other corporation records and shall attend to the giving of all notices pursuant to this Declaration or required by law. The Secretary shall be responsible for the collection, deposit, and disbursement of corporate funds and shall keep full and accurate financial records and books of account showing all receipts and disbursements of the corporation. The Secretary shall perform all other duties incident to the office of secretary of an Association or as may be directed by the Board. The Secretary shall perform all of the foregoing duties at the expense of the corporation.
- 7.4 **Election; Term; Vacancies.** The officers of the corporation shall be elected annually by the Board and shall hold office at the pleasure of the Board and until their successors are elected. If any office became vacant, the Board shall elect a successor to fill the unexpired term.
- 7.5 **Removal.** The Board may remove any officer, at any time, with or without cause.
- 7.6 **Compensation.** Other than reimbursement for out-of-pocket expenses incurred on behalf of the corporation, neither the President, the Secretary, nor any other officer of the corporation shall receive any compensation from the corporation for acting as an officer, unless such compensation is authorized by the Board.
- 7.7 **Execution of Instruments.** All agreements, contracts, deeds, leases, and other instruments of the corporation shall be executed by such individual(s) as may be designated from time to time by the Board.

ARTICLE 8 AGENTS AND EMPLOYEES

The Board (as it shall deem necessary or desirable) may appoint and set the terms, authority, duties and compensation of assistant officers, agents, administrators, coordinators and other employees.

ARTICLE 9 NONDISCRIMINATION

It shall be the policy of the corporation not to discriminate against any person on the basis of race, sex, national origin, creed, affectional preference, marital status or handicapping condition. This policy includes, but is not exclusive of: hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions or benefits of employment, and nondiscrimination in the providing of any services or activities of the corporation.

ARTICLE 10 LIMITATION OF LIABILITY; INDEMNIFICATION

- 10.1 **Limitation of Liability.** The civil liability of a “qualified director” (as hereinafter defined) for the performance or nonperformance of his or her duties shall be limited to gross

negligence or intentional misconduct. For purposes of the preceding sentence, a “qualified director” is an individual who serves without compensation (for his or her personal services) as an officer, director or executive board member of the corporation for the purpose of setting policy and controlling or otherwise overseeing the activities or functional responsibilities of the corporation. Receipt of payment for actual expenses incurred in attending meetings or performing duties shall not be considered compensation for personal services.

- 102 **Indemnification of Directors, Officers, Employees and Agents.** If any member of the Board of Directors or officers of the Association is made a party of any proceeding because the individual is or was a director or officer of the Association, the Association shall indemnify the individual against liability and expenses incurred to the maximum extent permitted by the Act and the Oregon Nonprofit Corporation Act.

ARTICLE 11 AMENDMENT

- 11.1 **Proposal of Amendments.** Amendments to the Bylaws may only be proposed by a majority of the Board of Directors or by Owners holding thirty percent (30%) or more of the voting rights. The proposed amendment must be reduced to writing and must be included in the notice of any meeting at which action is to be taken thereon.

11.2 **Adoption.**

11.2.1 Amendments may be approved by the Owners at a constituted Association meeting or by written ballot in lieu of a meeting. Subject to Section 11.2.2, a vote of a majority of all Owners is required for approval of any amendment.

11.2.2 In accordance with ORS 94.635(18), if any provision required to be in a declaration under ORS 94.580 is included in these Bylaws, the voting requirements for amending the Declaration also govern the amendment of the provision in these Bylaws.

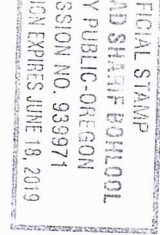
- 11.3 **Execution; Recording.** An amendment is not effective until the amendment is:

11.3.1 Executed and acknowledged by the president and secretary of the Association;

11.3.2 Certified by the president and secretary of the Association as being adopted in accordance with these Bylaws and the applicable provisions of the Act; and

11.3.3 Recorded in the office of the recording officer of Washington County, Oregon.





IN WITNESS WHEREOF, the declarant has executed this declaration on this 24th day of January, 2018

PARC BETHANY HOMEOWNERS ASSOCIATION

Richard D Capello
Association Secretary

State of Oregon }
 } ss.
County of Washington }

The foregoing instrument was acknowledged before me this 24 of Jan, 2018 by Richard D Capello as Secretary of the Parc Bethany Homeowners Association, on behalf of the Association.

[Signature]
Notary Public for Oregon
My Commission expires 6/18/19

