

**EDGEWOOD TOWNEHOUSE ASSOCIATION BY LAWS**

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**ARTICLE I  
NAME OF ASSOCIATION**

The name of the corporation is **EDGEWOOD TOWNEHOUSE ASSOCIATION** hereinafter referred to as the"Association". The principal office of the corporation shall be located at:

95 Westbrook Way  
P.O. Box 5424  
Eugene, Oregon 97405

Meetings of the members and the Directors shall be held at 95 Westbrook Way.

**ARTICLE II  
DEFINITIONS**

SECTION 1: "Association" shall mean and refer to Edgewood Townehouse Association, its successors and assignees.

SECTION 2: "Properties" shall mean and refer to that certain property described in the Declaration of Covenants, Conditions and Restrictions,and such additions thereto as may hereafter be brought within the jurisdiction of the association.

SECTION 3: "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

SECTION 4: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties with the exception of the common area.

SECTION 5: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any 1ot which is a part of the properties,including contract sellers, but excluding those having such interest merely as security for performance of an obligation.

SECTION 6: "Declaration"shall mean and refer to the Declaration of Covenants, Conditions and Restriction and amendments thereto, applicable to the properties recorded in the Office of the Director of Records and Elections, Lane County, Oregon.

SECTION 7: "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

**ARTICLE III  
MEETING OF MEMBERS**

SECTION 1: The Annual Meeting shall be held on the 4th Tuesday of October each year. Quarterly meetings shall be held in January, April, and July on the 4th Tuesday of these months.

SECTION 2: Special meetings of the members maybe called at any time by the president or by the Board of Directors,or upon written request of one-fourth (1/4) of the members who are entitled to vote.

SECTION 3: Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing or hand delivering a copy of such notice at least fifteen (15) days before such meeting to each member entitled to vote thereon, and, if mailed, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place,day,and hour of the meeting,and in the case of a special meeting, the purpose of the meeting.

SECTION 4: Quorum: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of the

membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereon shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum as aforesaid shall be present or be represented.

SECTION 5: Proxies: At all meeting of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

SECTION 6: Attendance: Membership meetings are restricted to Association members, except by invitation of the president for specific business.

**ARTICLE IV  
MANAGEMENT OF THE ASSOCIATION**

SECTION 1: The management of this Association shall be delegated and entrusted to a Board of Directors which shall be elected by the members at the annual meeting. The board shall consist of four (4) elected officers (President,Vice President, Secretary and Treasurer) and five (5) directors. The Board shall elect its officers at its first meeting of each year. Directors and officers may serve for more than one term.

SECTION 2: The directors of the association shall hold office for a term of three (3) years, or until his successors shall have been elected and qualified. The term of the nine directors shall be staggered so that three positions will be completing their three year term each year.

SECTION 3: Any director or officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt unless a later time is specified within. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any officer or director may be removed from office with or without cause by an affirmative vote of six (6) members of the Board. Removal may be appealed at a meeting of the membership of the Association. In the event of death, resignation, or removal of a director or officer, his successor shall be appointed by, the remaining members of the Board and shall serve for the remainder of the replaced directors term.

SECTION 4: Compensation: No person shall receive compensation for any service rendered to the Association as an elected officer or elected director. However, any actual expenses incurred in the performance of duties may be reimbursed.

**ARTICLE V  
NOMINATION AND ELECTION TO BOARD OF DIRECTORS**

SECTION 1: Nomination for election to the Board of Directors shall be made by a committee appointed by the Board of Directors. The list of candidates must be presented to the membership thirty (30) days in advance of the annual meeting,and shall consist of nominees for the three (3) directors with expiring terms. Nomination may also be made from the floor at the annual meeting.

SECTION 2: Election of officers and directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

**ARTICLE VI  
OFFICERS AND THEIR DUTIES**

SECTION 1: The elected officers of the Association shall be a President, Vice President. Secretary and a Treasurer, all of whom shall be members of the Board of Directors.

SECTION 2: No person shall simultaneously hold more than one (1) of any of the other offices except in the case of an emergency.

SECTION 3: The duties of the officers are as follows:

President: The president shall preside at all meetings of members and the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, deeds, promissory notes, and other written instruments and shall co-sign checks as necessary.

Vice President: The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board of Directors.

Secretary: The secretary shall record the votes and keep the minutes, signed and dated, of all meetings and proceedings of the Board and Association meetings; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Association; keep appropriate current records showing the members of the Association together with their addresses; keep a current record of the officers, directors, and committees; and shall record all official documents. Additional secretarial duties, as required by the Board, may be assigned to a volunteer or to an appointee, and may be compensated, as deemed necessary.

Treasurer: The treasurer shall cause to be received and deposited in the appropriate bank accounts all monies of the Association and shall cause to be disbursed such funds as directed by resolution of the Board of Directors; shall sign checks as necessary and all promissory notes of the Association; keep proper books of account; and shall cause to be prepared an annual budget and financial statements to be presented to the membership at its regular annual meeting to the members. Funds of the Association must be kept in a state or nationally chartered bank or Savings and Loan institution with deposit insurance coverage by FDIC or equivalent type coverage. All checks shall bear two authorized signatures; one signature shall be of the president, vice president or treasurer and the second signature may be of a member of the Association designated by the Board.

## **ARTICLE VII MEETINGS OF BOARD OF DIRECTORS**

SECTION 1: Regular meetings of the Board of Directors shall be held on the second Tuesday of each month. Meeting notices shall be posted. Members may attend the meetings, and non members may attend only by invitation only.

SECTION 2: Special meetings of the Board of Directors shall be held when called by the President of the Association, or by two (2) directors, after not less than three (3) days notice to each member of the Board. Notice of meeting shall be posted.

SECTION 3: Quorum: A majority of the members of the Board shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

SECTION 4: Pro tem members: In the absence of a Board Quorum, one chairman of any standing committee may be appointed to act as a pro tem member of the Board for that meeting only. Pro tem members shall be chosen in rotation from all standing committees as the attendance of such members at Board meetings allow.

## **ARTICLE VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

SECTION 1: Powers: The Board of Directors shall have power to:

A. Adopt and publish rules and regulations governing the use of the common area and facilities, and the personal conduct of the members and their guests thereon, and establish penalties for the infraction thereof.

B. Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations.

C. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provision of these By-Laws, the Articles of Incorporation or the Declaration.

D. Declare the office of a member of the Board of Directors to be vacant in the event such member is absent from three (3) consecutive regular meetings of the Board of Directors.

E. Contract for services for the maintenance of common areas in accordance with the Declaration and such other services necessary for the management of the Association.

F. Hire employees as deemed necessary for the management of the Association and to prescribe their duties.

SECTION 2: Duties: It shall be the duty of the Board of Directors to:

A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at all

membership meetings.

B. Supervise all officers, agents and employees of the Association and to see that their duties are properly performed.

C. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each assessment period; and optionally foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay same. As set forth in the Declaration, Article IV.

D. Issue, or cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If the certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

E. Procure and maintain adequate liability and hazard insurance on property owned by the Association; procure and maintain adequate personal liability insurance for members of the Board.

F. Cause to be maintained all common area in accordance with Article VIII of the Declaration.

G. Cause all officers, members, or employees authorized to receive or disburse funds to be bonded, as it may deem appropriate.

H. Cause the Common Area and Associations real property to be maintained.

I. Cause to be prepared an annual budget, review and approve financial statements and present to the membership at the Association's annual meeting. The Board shall maintain adequate reserve accounts and may authorize audit by an independent public accountant to review the Association's accounts as necessary or appropriate.

J. Assure that expenditures are made in accordance with the annual budget.

## **ARTICLE IX COMMITTEES**

The Board of Directors shall appoint the Architectural committee (as provided for in the Declaration, Article V) and other committees as may be deemed appropriate to aid in the management of the Association. Each committee shall consist of at least three (3) or more members, who shall serve for one (1) year or for such term as the board authorizes the committee. The Board of Directors may remove committee members with or without cause by a majority vote. A committee shall serve in an advisory capacity to the Board of Directors. The duties and responsibilities of the Architectural committee are primarily, but not limited to those enumerated in Article V, VIII and IX of the Declaration.

## **ARTICLE X BOOKS CORPORATE AND OWNERSHIP RECORDS**

There shall be written records of the proceedings and decisions of the Association and Board of Directors meetings. All minutes shall be signed and dated. The books and records of the Association shall be kept in the office of the Association and be available for inspection by any member upon request during reasonable business hours. Immediately upon the sale, mortgage, rental or lease of any unit, the unit owner shall promptly inform the Board of Directors of the name and address of said vendee, lessee, mortgagee or tenant.

## **ARTICLE XI ASSESSMENTS**

As provided in the Declaration (Article IV), each member is obligated to pay to the Association a Maintenance Assessment and any Special Assessment. Maintenance assessments may be paid in advance, or in twelve (12) monthly installments paid on the first day of each month at the election of the member.

Any assessment not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall be assessed a penalty fee determined by the Board of Directors of the Association, and not to exceed ten percent (10%) of the assessment. A penalty shall be assessed each month for any delinquent assessment beginning the second month.

The Association shall be entitled to perfect a lien against any delinquent owner's property. The Association may also pursue any available legal remedy to collect delinquent fees or assessments, and shall be entitled to recover, as part of any legal process, the Association's reasonable legal fees and expenses incurred in collection of such delinquent amounts.

Procedures for collecting Special Assessments will be determined and established by the Board of Directors after the Special Assessment is approved by the assent of two-thirds (2/3) of the votes of the association membership who are voting in person or by written proxy at a meeting duly called for this purpose as stated in Article IV Section 4.

No owner may waive or otherwise escape liability for any assessment provided for herein, by non-use of the common area or abandonment of his/her lot.

**ARTICLE XII  
RIGHT OF ENTRY**

A homeowner shall grant the right of entry to a management agent or any other person authorized by the Board of Directors of the Association in case of any emergency originating in or threatening his unit, whether the owner is present or not.

**ARTICLE XIII  
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: "EDGEWOOD TOWNEHOUSE ASSOCIATION."

**ARTICLE XIV  
AMENDMENTS**

SECTION 1: These By-Laws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of members present or by written proxy. Written notice of proposed changes shall be given to the members not less than ten (10) or more than thirty days (30) prior to the meeting.

SECTION 2: In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

**ARTICLE XV  
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year. All meetings shall be conducted according to parliamentary procedure using Robert's Rules of Order.

**ARTICLE XVI RENTALS**

Section I. These rules are adopted in light of unique circumstances surrounding Association living. Our goal is to prohibit transiency, and to import a degree of continuity of residence and a residential character to our community.

- a. Rentals are not permitted by unit owners unless the owner has dwelt in the unit to be rented for two years.
- b. Rental of a unit must be approved by ETA Board before a rental agreement is executed. Such approval shall not be unreasonably withheld and all evaluation criteria shall be in compliance with local and federal law.
- c. Not more than six residence units in ETA may be rented at any one time.
- d. Unit rentals will not be for less than six months and or for not more than twelve months.
- e. Unit owners who are renting at the time these rental rules become effective may continue the unit rental for twenty-four months after that effective date.
- f. No lease agreement may be assigned without full compliance with these rules, and the Board specifically reserves the right to prohibit such assignment. Subleases are not permitted.
- g. Unit landlords are required to provide prospective tenants with copies of ETA Bylaws and CCRS. Landlords will provide the Board with signed memoranda indicating that the tenant has received and will abide by the rules and restrictions contained in those documents.
- h. Any unit owner wishing to lease or rent an Association unit shall make written application to the Board and shall provide the following information:
  - 1. Name of all tenants;
  - 2. Address of unit;
  - 3. Proposed tenant's employer;
  - 4. Types and license numbers of all vehicles to be parked at the unit;
  - 5. Such further information as requested by the Board as is reasonably necessary to evaluate the application.

i. The Board may elect to pursue an injunction if a unit owner is party to a unit lease that is in violation of these rules.

j. The Board may, in its sole discretion, modify or waive these rules upon an application by an ETA member and upon a showing of hardship.

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