

**BYALWS OF**  
**COYOTE SPRINGS COMMUNITY ASSOCIATION, INC**  
**An Oregon Nonprofit Corporation**

**ARTICLE I - DEFINITIONS**

Definitions for Coyote Springs Homeowners Association

Section 1.1 General Terms

1. **Association (HOA):** The Coyote Springs Homeowners Association, a nonprofit entity formed to manage, maintain, and govern the community in accordance with its governing documents.
2. **Board of Directors (Board):** The elected group of homeowners responsible for administering the Association's affairs, enforcing rules, and managing common property.
3. **Member:** Any homeowner or lot owner within Coyote Springs who is automatically part of the Association by virtue of property ownership.
4. **Common Area:** All property owned, maintained, or managed by the Association for the collective use and benefit of members (e.g., parks, traffic circles, trails, landscaping, signage).
5. **Lot:** A separately designated parcel of land within Coyote Springs subject to the CC&Rs.

Section 1.2 Governance & Documents

6. **CC&Rs (Covenants, Conditions & Restrictions):** The recorded declaration that establishes property rights, restrictions, and obligations for all owners in Coyote Springs.
7. **Bylaws:** The rules governing the internal operations of the Association, including elections, meetings, and powers of the Board.
8. **Rules & Regulations:** Policies adopted by the Board to clarify or enforce the CC&Rs and Bylaws.

Section 1.3 Financial Terms

9. **Assessment (Dues):** Mandatory payments levied by the Association on each lot to fund operations, maintenance, and reserves.
10. **Special Assessment:** An additional charge approved by the Board or membership for unexpected expenses or major projects.
11. **Reserve Fund:** Money set aside for long-term repairs and replacements of common area assets.
12. **Delinquency:** Failure of a member to pay assessments on time, subject to fines, interest, or liens.

Section 1.4 Enforcement & Compliance

13. **Violation:** Any act or omission by a member that conflicts with the CC&Rs, Bylaws, or Rules.
14. **Fine Schedule:** The system of monetary penalties imposed for violations, as adopted by the Board.
15. **Lien:** A legal claim placed on a lot by the Association for unpaid assessments or fines.
16. **Hearing:** A formal meeting where a member may present their case before the Board regarding alleged violations.

## Section 1.5 Meetings & Voting

- 17. Annual Meeting: A meeting of all members held once per year to elect directors and review Association business.
- 18. Quorum: The minimum number of members or directors required to conduct official business.
- 19. Proxy: Written authorization allowing another member to vote on one's behalf.
- 20. Majority Vote: More than half of the votes cast by members or directors present at a meeting.

## Section 1.6 Property & Use

- 21. Design Review Committee (DRC): A committee appointed by the Board to review and approve exterior modifications to lots.
- 22. Improvement: Any change, addition, or alteration to a lot or structure, including landscaping, fencing, or building.
- 23. Easement: A legal right for use of a portion of property by another party (e.g., utilities, access, walkways).
- 24. Maintenance Obligation: The duty of owners to maintain their lots and of the Association to maintain common areas.
- 25. Fine Schedule: the schedule established for violations of the Association's rules, CC&Rs, or bylaws.
- 26. Firewise Program: a voluntary program that provides communities and neighborhoods with a collaborative framework to help neighbors in a geographic area get organized, find direction, and take action to increase the ignition resistance of their homes and surrounding areas to reduce wildfire risks at the community level.
- 27. Firewise Committee: a local group of residents and partners organized to lead wildfire risk reduction efforts in our community (See the Firewise USA® program).
- 28. IT Committee: a formal group within the HOA—appointed by board of the HOA—responsible for overseeing information technology strategy, systems, and policies. □ Manage the HOA's website, email systems, and digital records.

## Article II – Offices

### Section 2.1 – Principal and Additional Offices

The Corporation may establish and maintain offices, whether within or outside the State of Oregon, as determined by the Board of Directors or as required by the affairs of the Corporation.

### Section 2.2 – Registered Office and Agent

- (a) The Corporation shall continuously maintain a registered office within the State of Oregon, together with a registered agent whose office is identical to such registered office, in accordance with the Oregon Nonprofit Corporation Law.
- (b) The registered office may, but need not, be the same as the Corporation's principal office within the State of Oregon.
- (c) The Board of Directors may, from time to time, change the address of the registered office or designate a new registered agent, provided such changes comply with the requirements of the Oregon Nonprofit Corporation Law.

### Section 2.3 – Records Location

(a) The Corporation shall maintain at its principal office, or at such other location as designated by the Board of Directors, all records required by law, including but not limited to:

1. Articles of Incorporation and Bylaws;
  2. Minutes of meetings of the Board of Directors and committees;
  3. Records of all actions taken without a meeting;
  4. accounting records;
  5. Membership records, including names and addresses of members entitled to vote.
- (b) Records may be maintained in physical or electronic form, provided they are accessible for inspection in accordance with applicable law.

### Section 2.4 – Official Correspondence

(a) All official correspondence of the Corporation shall be directed to the principal office unless otherwise designated by the Board of Directors.

(b) The Secretary of the Corporation, or such officer as designated by the Board, shall be responsible for receiving, recording, and responding to official correspondence.

(c) Notices required by law, these Bylaws, or the Articles of Incorporation shall be deemed properly delivered when sent to the address of record of the member, director, or officer, whether by mail, electronic transmission, or other method permitted by law.

### Section 2.5 – Change of Location

The Board of Directors may, at its discretion, change the location of the principal office, registered office, or records repository, provided such changes are recorded in the minutes of the Corporation and comply with applicable statutory requirements.

## **Article III – Records and Reports**

### Section 3.1 – Corporate Records

(a) The Corporation shall maintain, at its principal office or such other place as designated by the Board of Directors, all records required by law, including but not limited to:

1. Articles of Incorporation and Bylaws;
  2. Minutes of meetings of the Board of Directors and committees;
  3. Records of all actions taken without a meeting;
  4. Accounting records;
  5. Membership records, including names and addresses of members entitled to vote.
- (b) Records may be maintained in physical or electronic form, provided they are accessible for inspection in accordance with applicable law.

### Section 3.2 – Inspection of Records

(a) All records of the Corporation shall be open to inspection by any Director at any reasonable time.

(b) Members of the Corporation shall have the right to inspect records as provided by the Oregon Nonprofit Corporation Law, subject to reasonable limitations established by the Board of Directors to

protect confidentiality and ensure orderly operations.

(c) Requests for inspection shall be made in writing to the Secretary of the Corporation.

### Section 3.3 – Annual Reports

1. (a) The Board of Directors shall cause to be prepared an annual report summarizing the financial condition and activities of the Corporation.  
(b) The annual report shall include: A balance sheet as of the end of the fiscal year;
2. An income statement for the fiscal year;
3. A summary of significant activities and accomplishments.  
(c) The annual report shall be presented to the membership at the Annual Meeting and shall be maintained in the Corporation's records.

### Section 3.4 – Financial Reviews and Audits

- (a) The Board of Directors may, at its discretion, engage an independent accountant or auditor to review or audit the financial records of the Corporation.
- (b) The results of such review or audit shall be reported to the Board and made available to the membership.

### Section 3.5 – Reports to Governmental Authorities

The Corporation shall file all reports required by law, including but not limited to annual reports to the Oregon Secretary of State and any tax filings required under federal or state law.

### Section 3.6 – Preservation of Records

- (a) All records shall be preserved for a minimum period as required by law or by policy adopted by the Board of Directors.
- (b) Records may be archived in electronic format, provided they remain accessible and retrievable.

## **Article IV – Voting Rights**

### Section 4.1 – Membership Voting Rights

- (a) Each member of the Corporation in good standing shall be entitled to one vote on each matter submitted to the membership for approval.
- (b) Voting rights are vested in the record owner(s) of each lot or unit within the Association. Where multiple owners exist, the vote shall be exercised collectively, and no more than one vote per lot or unit shall be cast.

### Section 4.2 – Eligibility to Vote

- (a) Only members whose assessments, fees, and other obligations to the Corporation are current shall be considered in good standing and eligible to vote.
- (b) The Board of Directors may establish reasonable procedures to verify eligibility prior to any vote.

### Section 4.3 – Proxy Voting

- (a) A member entitled to vote may do so in person or by written proxy, executed and filed with the Secretary prior to the meeting.
- (b) No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.
- (c) Proxies may be revoked at any time by written notice to the Secretary or by attendance and voting in person.

#### Section 4.4 – Voting Procedures

- (a) Voting shall be conducted at duly called meetings of the membership, unless otherwise authorized by law or these Bylaws.
- (b) The Board of Directors may authorize voting by mail, electronic ballot, or other secure means, provided such methods comply with applicable law and ensure fairness and confidentiality.
- (c) A majority of votes cast shall decide any matter unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

#### Section 4.5 – Cumulative Voting

Cumulative voting for the election of Directors shall not be permitted unless expressly authorized by the Articles of Incorporation.

#### Section 4.6 – Quorum

- (a) A quorum for the transaction of business at any meeting of the membership shall consist of members representing at least 20% of the total eligible votes of the Corporation.  
{Oregon Law (ORS 94.655) establishes a Quorum=20% of eligible voters}
- (b) If a quorum is not present, the meeting may be adjourned and reconvened as provided by law and these Bylaws.
- (c) At the reconvened meeting, the quorum is the greater of:
  - 1) One-half of the quorum required in the declaration or bylaws, or
  - 2) 20% of the votes in the planned community, whichever is less.

#### Section 4.7 – Record Date

The Board of Directors may fix a record date for determining members entitled to notice of and to vote at any meeting of the membership.

### **Article V – Notice of Homeowners Meetings**

#### Section 5.1 – Requirement of Notice

- (a) Written notice of all meetings of the membership shall be given by the Secretary of the Corporation, or such officer as designated by the Board of Directors.
- (b) Notice shall state the date, time, place, and purpose of the meeting.

#### Section 5.2 – Delivery of Notice

- (a) Notice shall be delivered to each member entitled to vote not less than ten (10) days nor more than fifty (50) days before the date of the meeting, unless otherwise required by law or the governing

documents.

(b) Delivery may be made by:

1. Personal delivery.
2. United States mail, postage prepaid, addressed to the member's address of record.
3. Electronic transmission (e-mail or other secure method) if the member has consented in writing;  
or
4. Any other method permitted by law.

#### Section 5.3 – Waiver of Notice

(a) Attendance of a member at a meeting shall constitute waiver of notice of that meeting, except where the member attends solely to object to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(b) A written waiver of notice signed by the member, whether before or after the meeting, shall be equivalent to proper notice.

#### Section 5.4 – Special Meetings

(a) Notice of a special meeting shall include a statement of the specific purpose or purposes for which the meeting is called.

(b) No business other than that stated in the notice may be transacted at a special meeting.

#### Section 5.5 – Adjourned Meetings

If a meeting is adjourned to another time or place, and the new time and place are announced at the meeting before adjournment, no further notice is required.

### **Article VI – Election and Meetings of the Board of Directors**

#### Section 6.1 – Election of Directors.

1. Homeowners elect directors at the annual meeting, or special meetings when such election is announced as an agenda item for the meeting.
2. Candidates must be members of the association (homeowners).
3. Candidates must be members in good standing.
4. Terms of Office
  - a. Directors shall be elected to serve a three-year term or until a replacement director is duly elected. Directors may be elected and serve successive terms.
  - b. Filling Vacancies. If a director resigns or is removed, the Board may appoint a replacement until the next annual meeting.
5. Expiring terms shall trigger elections at the annual meeting.

#### Section 6.2 Regular Meetings

- (a) The Board of Directors shall hold regular meetings at such times and places as may be determined by the Board.
- (b) The Board may meet with committees and other members at such times and places as may be determined by the Board.

### Section 6.3 – Special Meetings

- (a) Special meetings of the Board may be called by the President, by the Secretary, or by any two Directors.
- (b) Notice of a special meeting shall state the date, time, place, and purpose of the meeting, and shall be delivered to each Director not less than two (2) days prior to the meeting.
- (c) No business other than that stated in the notice may be transacted at a special meeting.

### Section 6.4 – Emergency Meetings

- (a) In circumstances requiring immediate action, an emergency meeting may be called by the President or by a majority of the Directors.
- (b) Notice shall be given by the most expedient means available, including telephone, electronic mail, or other secure communication.
- (c) Actions taken at an emergency meeting shall be limited to matters requiring urgent resolution.

### Section 6.5 – Quorum

- (a) A majority of the Directors then in office shall constitute a quorum for the transaction of business.
- (b) If a quorum is not present, the Directors in attendance may adjourn the meeting until a quorum is obtained.

### Section 6.6 – Voting

- (a) Each Director shall be entitled to one vote.
- (b) Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.
- (c) Proxy voting by Directors shall not be permitted.

### Section 6.7 – Participation by Electronic Means

Directors may participate in meetings through conference call, video conference, or other electronic means that allow all participants to hear and communicate with each other simultaneously. Participation in this manner shall constitute presence in person at the meeting.

### Section 6.7 – Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing or by electronic transmission. Such consent shall be filed with the minutes of the proceedings of the Board.

### Section 6.8 – Minutes

The Secretary, or such person as designated by the Board, shall prepare and maintain minutes of all meetings of the Board of Directors. Minutes shall be approved by the Board and maintained in the Corporation's records.

## **Article VII – Officers**

### **Section 7.1 – Enumeration of Officers**

The officers of the Corporation shall consist of a President, Secretary, and Treasurer, and such other officers as the Board of Directors may from time to time establish.

### **Section 7.2 – Election and Term of Office**

(a) Officers shall be elected annually by the Board of Directors at the first meeting of the Board following the annual meeting of the membership.

(b) Each officer shall hold office until a successor is duly elected and qualified, or until resignation, removal, or death.

### **Section 7.3 – Removal and Vacancies**

(a) Any officer may be removed, with or without cause, by a majority vote of the Board of Directors.

(b) A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 7.4 – Duties of Officers**

#### **(a) President**

1. Serves as chief executive officer of the Corporation.
2. Presides at all meetings of the Board of Directors and membership.
3. Executes contracts, documents, and instruments on behalf of the Corporation as authorized by the Board.
4. Performs such other duties as may be prescribed by the Board.

#### **(b) Vice President (If filled)**

1. Performs the duties of the President in the absence or incapacity of the President.
2. Assists the President in the performance of duties.
3. Performs such other duties as may be assigned by the Board.

#### **(c) Secretary**

1. Maintains minutes of all meetings of the Board and membership.
2. Ensures proper notice of meetings is given in accordance with these Bylaws.
3. Maintains the corporate records and seal.
4. Performs such other duties as may be assigned by the Board.

#### **(d) Treasurer**

1. Serves as chief financial officer of the Corporation.
2. Maintains custody of all funds and securities of the Corporation.
3. Keeps full and accurate accounts of receipts and disbursements.
4. Prepares financial reports for presentation to the Board and membership.
5. Performs such other duties as may be assigned by the Board.



#### Section 7.5 – Additional Officers and Agents

The Board of Directors may appoint such additional officers or agents as it deems necessary, who shall have authority and perform duties as prescribed by the Board.

#### Section 7.6 – Compensation

Officers shall serve without compensation unless otherwise authorized by resolution of the Board of Directors.

### Article VIII – Committees

#### Section 8.1 – Establishment of Committees

- (a) The Board of Directors may establish one or more committees, standing or special, as deemed necessary to carry out the purposes and functions of the Corporation.
- (b) Each committee shall operate under the authority of the Board of Directors and shall report its activities to the Board.

#### Section 8.2 – Standing Committees

- (a) The Corporation shall maintain the following standing committees, unless otherwise modified by resolution of the Board:

1. **Finance Committee** – Oversees budgeting, financial reporting, and audits.
2. **Design Review Committee** – Reviews and approves exterior modifications in accordance with the governing documents.
3. **Firewise Committee** – Coordinates wildfire risk reduction and community preparedness activities.
4. **IT Committee** – Oversees technology systems, cybersecurity, and digital communications.
5. The Board may establish additional standing committees as needed.

#### Section 8.3 – Special Committees

- (a) Special committees may be created by resolution of the Board of Directors for specific purposes or projects.
- (b) Special committees shall dissolve automatically upon completion of their assigned task unless otherwise continued by the Board.

#### Section 8.4 – Membership and Appointment

- (a) Committee members shall be appointed by the Board of Directors and must be members of the Corporation in good standing, unless otherwise authorized by the Board.
- (b) Each committee shall consist of at least three members, unless otherwise determined by the Board.
- (c) The Board may remove or replace committee members at its discretion.

#### Section 8.5 – Leadership of Committees

- (a) Each committee shall elect a Chairperson from among its members, subject to approval by the Board of Directors.
- (b) The Chairperson shall preside over committee meetings, coordinate activities, and serve as liaison to the Board.

#### Section 8.6 – Meetings and Reporting

- (a) Committees shall meet as necessary to fulfill their responsibilities.
- (b) A majority of committee members shall constitute a quorum for the transaction of business.
- (c) Committees shall submit written reports of their activities and recommendations to the Board of Directors at least quarterly, or as otherwise requested.

#### Section 8.7 – Authority and Limitations

- (a) Committees shall have only such authority as expressly delegated by the Board of Directors.
- (b) No committee shall have authority to bind the Corporation, expend funds, or adopt policies without prior approval of the Board.

### **Article IX – Fiscal Management**

#### Section 9.1 – Fiscal Year

The fiscal year of the Corporation shall be established by resolution of the Board of Directors and may be changed from time to time as deemed necessary by the Board.

#### Section 9.2 – Budget

- (a) The Board of Directors shall prepare and adopt an annual operating budget for the Corporation prior to the commencement of each fiscal year.
- (b) The budget shall include estimated revenues and expenses for the fiscal year, including allocations to reserves.
- (c) A copy of the adopted budget shall be made available to all members within thirty (30) days of adoption.

#### Section 9.3 – Assessments

- (a) The Board of Directors shall levy annual and special assessments as necessary to meet the financial obligations of the Corporation.
- (b) Assessments shall be allocated among members in accordance with the governing documents.
- (c) Notice of assessments shall be provided to members at least thirty (30) days prior to the due date.
- (d) Assessments shall be payable in such manner and at such times as determined by the Board.

#### Section 9.4 – Reserves

- (a) The Corporation shall establish and maintain reserve funds for the repair, replacement, and maintenance of common elements and facilities.
- (b) Reserve contributions shall be included in the annual budget and assessments.

- (c) Reserve funds shall be invested in accordance with prudent financial practices and applicable law.

#### Section 9.5 – Depositories and Disbursements

- (a) All funds of the Corporation shall be deposited in such financial institutions as designated by the Board of Directors.
- (b) Disbursements shall be made only in accordance with the budget or as otherwise authorized by the Board.
- (c) Checks, drafts, or other orders for payment of money shall be signed by such officers or agents as designated by resolution of the Board.

#### Section 9.6 – Financial Records

- (a) The Treasurer shall maintain full and accurate financial records of the Corporation, including receipts, disbursements, and account balances.
- (b) Financial records shall be available for inspection by any Director at any reasonable time and by members in accordance with applicable law.

#### Section 9.7 – Annual Financial Report

- (a) The Board of Directors shall cause to be prepared an annual financial report summarizing the financial condition of the Corporation.
- (b) The report shall include a balance sheet, income statement, and reserve fund status.
- (c) The annual financial report shall be presented to the membership at the Annual Meeting and maintained in the Corporation's records.

#### Section 9.8 – Audits and Reviews

- (a) The Board of Directors may, at its discretion, engage an independent accountant or auditor to review or audit the financial records of the Corporation.
- (b) The results of such review or audit shall be reported to the Board and made available to the membership.

#### Section 9.9 – Bonding

The Board of Directors may require that officers or agents handling funds of the Corporation be bonded, at the expense of the Corporation, in such amounts as the Board deems appropriate.

### **Article X – Indemnification**

#### Section 10.1 – Indemnification of Directors and Officers

- (a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director, officer, or committee member of the Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, to the fullest extent permitted by the Oregon Nonprofit Corporation Law.

(b) Indemnification shall apply only if the individual acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to criminal proceedings, had no reasonable cause to believe the conduct was unlawful.

#### Section 10.2 – Advancement of Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it is ultimately determined that indemnification is not authorized.

#### Section 10.3 – Non-Exclusivity

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office.

#### Section 10.4 – Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, against any liability asserted against such person and incurred in such capacity, whether or not the Corporation would have the power to indemnify such person under the provisions of this Article.

#### Section 10.5 – Limitation

No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty, unless and only to the extent that the court in which such proceeding was brought shall determine that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity for such expenses.

#### Section 10.6 – Survival

The rights of indemnification provided herein shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs, executors, and administrators of such person.

### **Article XI – Amendments**

#### Section 11.1 – Authority to Amend

These Bylaws may be amended, altered, or repealed, and new Bylaws adopted, by the affirmative vote of a majority of the Board of Directors, subject to approval by the membership where required by law, the Articles of Incorporation, or the Declaration of Covenants, Conditions, and Restrictions (CC&Rs).

#### Section 11.2 – Proposal of Amendments

- (a) Amendments may be proposed by the Board of Directors, by any standing committee authorized by the Board, or by petition signed by at least ten percent (10%) of the members in good standing.
- (b) All proposed amendments shall be submitted in writing to the Secretary of the Corporation.

#### Section 11.3 – Notice of Amendments

- (a) Written notice of any proposed amendment shall be provided to all members entitled to vote not less than thirty (30) days prior to the meeting at which the amendment will be considered.
- (b) Notice shall include the full text of the proposed amendment and a summary of its purpose and effect.

#### Section 11.4 – Adoption of Amendments

- (a) Unless otherwise required by law, the Articles of Incorporation, or the CC&Rs, amendments to these Bylaws shall be adopted upon the affirmative vote of a majority of the members present at a duly called meeting at which a quorum is established.
- (b) Amendments adopted by the membership shall be effective immediately unless otherwise specified in the resolution adopting the amendment.

#### Section 11.5 – Record of Amendments

All amendments to these Bylaws shall be recorded in the official records of the Corporation and maintained by the Secretary. The Secretary shall ensure that updated copies of the Bylaws are distributed to the Board of Directors and made available to the membership.

### **Article XII – Dissolution**

#### Section 12.1 – Authority to Dissolve

The Corporation may be dissolved only in accordance with the provisions of the Oregon Nonprofit Corporation Law, the Articles of Incorporation, and these Bylaws. Dissolution must be approved by the Board of Directors and, where required, by the membership of the Corporation.

#### Section 12.2 – Plan of Dissolution

- (a) Upon adoption of a resolution to dissolve, the Board of Directors shall prepare a plan of dissolution in compliance with applicable law.
- (b) The plan shall provide for the orderly winding up of the Corporation's affairs, including the payment of debts, obligations, and liabilities.
- (c) The plan shall be submitted to the membership for approval if required by law or the governing documents.

#### Section 12.3 – Distribution of Assets

- (a) After payment of all debts and obligations, the remaining assets of the Corporation shall be distributed in accordance with the Articles of Incorporation and applicable law.
- (b) No part of the assets shall inure to the benefit of any individual member, Director, or officer, except for the repayment of lawful obligations owed.

(c) Remaining assets shall be transferred to another nonprofit homeowners association, community organization, or charitable entity qualified under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, as determined by the Board of Directors.

#### Section 12.4 – Filing of Articles of Dissolution

The Corporation shall file Articles of Dissolution with the Oregon Secretary of State in accordance with the Oregon Nonprofit Corporation Law.

#### Section 12.5 – Survival of Indemnification

The indemnification rights provided in Article X shall continue as to any person who served as a Director, officer, or committee member prior to dissolution, and shall inure to the benefit of their heirs, executors, and administrators.

### **. Article XIII – Miscellaneous Provisions**

#### Section 13.1 – Corporate Seal

The Corporation may adopt a corporate seal in such form as approved by the Board of Directors. The seal may be affixed to documents as required by law or as directed by the Board, but the absence of a seal shall not affect the validity of any instrument executed by the Corporation.

#### Section 13.2 – Parliamentary Authority

The rules contained in the most recent edition of *Robert's Rules of Order, Newly Revised* shall govern the conduct of meetings of the membership and the Board of Directors, except where inconsistent with law, the Articles of Incorporation, the Declaration of Covenants, Conditions, and Restrictions (CC&Rs), or these Bylaws.

#### Section 13.3 – Severability

If any provision of these Bylaws, the Articles of Incorporation, or the CC&Rs is held to be invalid or unenforceable, such invalidity shall not affect the remaining provisions, which shall remain in full force and effect.

#### Section 13.4 – Conflicts of Authority

In the event of a conflict between these Bylaws and the Articles of Incorporation or CC&Rs, the Articles of Incorporation and CC&Rs shall control. In the event of a conflict between these Bylaws and applicable law, the law shall control.

#### Section 13.5 – Notices

(a) Any notice required to be given under these Bylaws shall be deemed properly delivered when sent to the member's or Director's address of record by mail, electronic transmission, or other method permitted by law.

(b) The Board of Directors may adopt policies specifying acceptable forms of notice, provided such policies comply with applicable law.

### Section 13.6 – Headings

The headings used in these Bylaws are for convenience only and shall not affect the interpretation of the provisions herein.

### Section 13.7 – Gender and Number

Words used in the singular shall include the plural, and words used in the plural shall include the singular. Words of any gender shall include all genders, as the context requires.

## **Article XIV – Fines**

A FINE SCHEDULE for the Coyote Springs Homeowners Association shall be attached as Appendix A.

## **Article XV – Adoption and Certification**

### Section 14.1 – Adoption of Governing Documents

These Covenants, Conditions, and Restrictions (CC&Rs), together with the Bylaws and any duly adopted Rules and Regulations, shall be deemed adopted upon approval by the requisite vote of the Members, as prescribed by law and these governing documents.

### Section 14.2 – Certification by Officers

The President and Secretary of the Association shall certify that these documents have been duly adopted by the Members in accordance with applicable statutes, the Articles of Incorporation, and the Association's Bylaws. Such certification shall be affixed to the official copy of the governing documents maintained in the Association's records.

### Section 14.3 – Recordation

Upon certification, these CC&Rs shall be recorded in the official records of the county in which the Association is located, thereby binding all present and future Owners of Lots within the Association.

### Section 14.4 – Effective Date

These governing documents shall become effective on the date of recordation, unless otherwise specified by resolution of the Board of Directors or by law.

### Section 14.5 – Execution

In witness whereof, the undersigned officers of the Association hereby execute this instrument on behalf of the Members, certifying its adoption and authenticity, on the \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

State of Oregon       )  
County of Deschutes )  
                                  ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me, the undersigned Notary Public,  
personally appeared \_\_\_\_\_  
+ \_\_\_\_\_, who acknowledged that he/she  
is the duly elected President of \_\_\_\_\_ Homeowners Association,  
and \_\_\_\_\_, who acknowledged that he/she is the duly elected  
Secretary of said Association, and that they executed the foregoing instrument  
on behalf of the Association pursuant to authority duly granted by its members.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public for Oregon

My Commission Expires: \_\_\_\_\_