

BY-LAWS OF INTERLACHEN

Incorporated Under the Laws of the State of Oregon
December 4, 1930

Revised as of April 3, 1961
Revised as of April, 1968
Revised as of October 6, 1972
Revised as of April, 1974
Revised as of April 2, 1979
Revised as of April, 1989
Revised as of April 9, 1990
Revised as of July, 1990
Revised as of April 8, 1991
Revised as of April 10, 1995
Revised as of April 13, 1998
Revised as of April 9, 2001
Revised as of April 12, 2004
Revised as of April 9, 2007

ARTICLE I

NAME

The name of this corporation shall be known as INTERLACHEN, INC.

ARTICLE II

OBJECTS AND AIMS

The objects and aims of this association shall be to unite the homeowners in Lots 1 through 91 of Fairview Country Club tracts, Lots 1 through 23 of Lachenvew, West Interlachen (Tax Lot 14 between Interlachen and Lachenvew) and the homeowners on the north shore of Blue Lake, Multnomah County, State of Oregon, for the purpose of establishing and maintaining in and upon said addition a residential community to be known and designated as Interlachen; to improve and beautify said district for the use and convenience of its members, and to secure for its members utilities and other services and conveniences; to carry out and perform all of the objects and aims herein before set forth without profit to the association or to its members.

ARTICLE III

QUALIFICATIONS AND ELECTIONS OF MEMBERS

Section 1. Membership in Interlachen is open to various classes of landowners which shall include individual landowners and corporate owners in the area as described in Article II as Lots 1 through 91 of Fairview Country Club tracts, Lots 1 through 25 of Lachenview, West Interlachen (Tax Lot 14 between Interlachen and Lachenview) and the homeowners on the north shore of Blue Lake, Multnomah County, State of Oregon.

Section 2. In the event that any membership real property is sold upon a contract, the purchaser, if and as long as he has the beneficial use of said land under said contract, shall be deemed the Owner of said land and qualified to become a member of this association.

Section 3. In the event that any membership real property is owned by a corporation, then such officer of said corporation as may be designated by the Board of Governors thereof, or otherwise qualified under these By Laws may become a member of this association for and on behalf of such corporation; however, any of the obligations imposed upon members of these By Laws in that case shall be binding upon the corporation which such member represents.

Section 4. Any person possessing the qualifications herein before set forth shall apply in writing for membership to Interlachen. Such application shall be examined and acted upon by the Board of Governors of Interlachen who shall either accept or reject the application by the majority vote of the Board, in compliance with all applicable laws.

Section 5. If such application in Interlachen is accepted, the applicant shall subscribe and agree to be bound by these By Laws before becoming entitled to enjoy the benefits and privileges of membership.

Section 6. Each membership in Interlachen whose dues are current shall be entitled to vote. Refer to Article V Section 3. It specifies number of votes per membership.

Section 7. Honorary Membership for meritorious service to Interlachen, Inc. An honorary member shall:

- A. Have been an active, contributing member in good standing for 10 years or more.
- B. Be nominated by the Board of Governors at the annual meeting and accepted by a majority vote of the membership.
- C. Shall have all rights and privileges of regular membership.
- D. Be exempt from paying membership dues.
- E. Be responsible for said member's water and utility bills and assessments.
- F. Relinquish honorary membership in the event of sale of said member's property.

Section 8. Associate Membership. An associate member shall:

- A. Not be eligible for regular membership.
- B. Apply to the Board of Governors in writing, through a member in good standing, and be approved by a majority vote of the membership at the annual meeting.
- C. Pay dues as set forth by the Board of Governors.
- D. Have the right to attend all social functions.
- E. Have the right to serve on social committees.

- F. Not have voting rights.
- G. Not have access to common properties outside of Interlachen social functions.
- H. Be subject to re-evaluation by a majority vote of the membership at the annual meeting.

ARTICLE IV

FINANCE

Section 1. The fiscal year shall be from March 1 through the last day of February.

Section 2. The Board of Governors is hereby authorized to collect dues from the members as described in **Article VI, Section 2.**

Section 3. The membership, at general or special meetings, may, by majority vote, authorize the Board of Governors to levy dues and assessments as described in **Article VI.**

Section 4. Dues for each membership shall be by the month and shall be paid quarterly or yearly in advance.

Section 5. The Bookkeeper shall notify each member at least quarterly of the status of his account. All dues and assessments are payable within thirty (30) days after notice is mailed or upon such date as may be determined by the Board of Governors.

Section 6. Accounts in arrears over ninety (90) days from the billing date will be charged interest at the rate of (¾ of 1% per month) on the unpaid balance.

Section 7. The Board of Governors is hereby authorized to charge parties that are not members of this corporation for services rendered to such parties.

Section 8. The association is hereby given the right to lien all of the real property owned by a member, as described in **Article III, Section 1,** for the amount of unpaid dues or assessments by virtue of the application for membership. If any such dues or assessments be not paid within ninety (90) days after the same is payable, this association shall secure the payment of such dues and assessments and/or any other legal steps to enforce the collection of such dues or assessments against the member or members responsible therefore. In case any suit or action is brought to collect any such dues or assessments or to foreclose any such lien, the association shall recover and be entitled to receive a judgment or decree for such a sum as the court shall adjudge reasonable as attorney's fees in such suit or action, in addition to the legal costs and disbursements allowed by law.

Section 9. The Board of Governors is permitted to spend up to \$1,000.00 without the vote of the membership. Exception to this \$1,000.00 limitation would be in making necessary emergency maintenance expenditures as described in **Article VI, Section 1.**

Section 10. Interlachen shall provide for bonds and insurance deemed necessary as provided in **Article VIII, Section 4G.**

Section 11. All checks shall have two (2) signatures, that of the Bookkeeper and the President, or the Treasurer. Alternate check signers are the Vice-President and Secretary. If it is impossible for the Bookkeeper to sign the checks, then two (2) signatures of the Board of Governors' officers shall be required.

Section 12. The books and record of the corporation shall be open to the inspection of any member at any reasonable time.

Section 13.

- The members of the association be billed based on the budgeted cost of operating the association; and
- The cost of association operations is divided into categories based on the representation by the Board of Governors and their appointed Commissioners; and
- The source of funds for the Park Reserve (an "Association" expense) will be the net profit or loss derived from the annual street sales, annual clothing sale, 10% of all investment income, and any unsolicited contributions so specified by members and that the dispositions of funds will be for predetermined capital expenditures and such expenditures as specified by a vote of the membership, with the balance in the fund representing the life to date of these activities; and
- The Operation fund will represent the total cash and dues receivable.

ARTICLE V

BOARD OF GOVERNORS

Section 1. The powers of this incorporated association shall be exercised by a Board of Governors consisting of eight members who shall be elected from qualified members of Interlachen. No member of the Board of Governors shall receive money for their work.

Section 2. Four members of the Board of Governors shall be elected at the annual meeting of the membership to hold office for a term of two years so that the number of Governors to be elected each year shall be alternately four (4) and four (4) after the first election has been held.

- A. A member of the Board of Governors may resign at any time by giving written notice to the Board of Governors. Unless specified in the notice, the resignation shall take effect upon receipt by the Board of Governors. Acceptance of the resignation shall not be necessary to make the resignation effective.

Any member of the Board of Governors who fails to qualify as a voting member in good standing for a period in excess of 60 days or is absent from 3 monthly board meetings without being given approval for such absence by the Board of Governors shall be automatically deemed to have resigned without right of reinstatement. Such approval shall not be unreasonably denied.

Section 3. In the election of the Board of Governors, each membership in Interlachen shall be entitled to one (1) vote, as described in **Article III, Section 6.**

ARTICLE VI

POWER OF THE BOARD OF GOVERNORS

Section 1. The Board of Governors shall undertake the general management of the business of the association, provided however, that each improvement and undertaking involving an expense of \$1000.00 or more shall not be commenced or undertaken without approval of the members of the association given at any regular or special meeting thereof. This \$1000.00 limitation is not meant to prevent the Board of Governors from making necessary emergency maintenance expenditures as in **Article IV, Section 9**. Should an emergency expenditure occur, the Board of Governors shall notify the membership in writing within a reasonable time.

Section 2. The Board of Governors is hereby authorized to collect dues from the members as provided in **Article IV, Section 4**.

Section 3. The membership, at a general or special meeting, may by majority vote, authorize the Board of Governors to levy dues and assessments upon the members as provided in **Article IV**.

Section 4. The Board of Governors is hereby authorized to charge parties who are not members of this corporation for services rendered to such parties as provide for in **Article IV, Section 7**.

Section 5. The Board of Governors is hereby authorized to hire a Bookkeeper and other necessary services at a price deemed reasonable and approved by the Board. The members reserve the right to rescind such action taken by the Board at any special or annual meeting.

Section 6. The Board of Governors shall guarantee the furnishing of a surety bond to insure the faithful and honest performance of its officers and employees.

Section 7. The Board of Governors shall:

- A. Nominate members for Honorary Membership as provided in **Article III, Section 7B**.
- B. Set Associate Membership dues as provided in **Article III, Section 8C**.

Section 8. The Board of Governors shall have the power to enact Resolutions in the best interests of the corporation.

ARTICLE VII

OFFICERS

Section 1. The elective officers of Interlachen shall be a President, a Vice-President, a Secretary, and a Treasurer. They shall be elected by and from the Board of Governors and shall hold office for one year. Only current members of the Board of Governors may vote on these elections as provided in **Article IX, Section 1**.

ARTICLE VIII

DUTIES OF OFFICERS

Section 1. President. The President shall:

- A. Preside at all meetings of Interlachen.
- B. Appoint all Standing Committee Chairman.
- C. Be an *ex-officio* member of all committees except the Nominating Committee.
- D. Countersign all checks issued by the Treasurer and/or the Bookkeeper.
- E. Present a written report to the annual meeting.
- F. Appoint a committee of three (3) in January to audit books. The audit committee shall not include current Board members or recipients of Interlachen funds, and shall audit the books as specified by Roberts Rules of Order Newly Revised, and shall report at the annual meeting as provided in **Article XIII, Section 3E.**
- G. Attend to the business management of the corporation and perform such other duties as rightfully pertains to the office of President.

Section 2. Vice-President. The Vice-President shall:

- A. Act or preside in the absence of, or at the request of, the President.
- B. Perform such other duties that may involve or be assigned by the President or Board of Governors.
- C. Be an alternate check signer.

Section 3. Secretary. The Secretary shall:

- A. Accurately record the proceedings of all meetings.
- B. Post copies of monthly minutes to HOA website and the community bulletin board distribution box for all members and such persons as the Board of Governors may direct.
- C. Keep an exact roll of all members.
- D. Keep a journal of numbered/dated resolutions and notify appropriate officers, commissioners, and committee of these resolutions.
- E. Conduct the correspondence of Interlachen as directed by the President.
- F. Be an alternate check signer.
- G. Perform such other duties as rightfully pertains to the office of Secretary.
- H. Mail out meeting notices and proxies as provided in **Article XI, Section 1 and 2.** At the beginning of special or annual meetings, register the proxies.

Section 4. Treasurer. The Treasurer shall:

- A. Supervise the receipt and disbursement of all funds of Interlachen as directed by the Board of Governors.
- B. Supervise the quarterly mailing of statements to be an accurate record of all funds received and disbursed.
- C. Submit a complete financial report at the annual meeting.
- D. Submit a report to the Board of Governors as requested.
- E. Provide the records for the audit.
- F. Perform such other duties as requested by the Board of Governors.
- G. Verify bonding and insurance as provided in Standing Rules.
- H. Be authorized to sign checks.
- I. Supervise contracted bookkeeper.

ARTICLE IX

COMMISSIONERS

Section 1. The Commissioners shall be from and appointed by the Board of Governors as provided in Article VII, Section 1.

- A. FLPOA/IWPUD Liaison Commissioner
- B. Blue Lake Commissioner
- C. Road and Parks Commissioner
- D. Membership Commissioner

ARTICLE X

DUTIES OF COMMISSIONERS

Section 1. The FLPOA/IWPUD Commissioner shall monitor water quantity and quality provided to members and report monthly to the Board from the IPUD.

Section 2. The Lakes Commissioner shall:

- Supervise operations of Interlachen, Inc. Lake Patrol;
- Establish and maintain a liaison with Metro, Multnomah Drainage District No. 1, and the Blue Lake Park Ranger.

Section 3. The Roads and Parks Commissioner shall:

- At the annual meeting, provide a statistics report on conditions of the roads and recommendations for lighting and road improvements;
- Act as a liaison between Interlachen Board of Governors and Multnomah County Roads Department;
- The general upkeep of the roadside consists of mowing lawns, trimming trees and shrubs, and pulling weeds;
- The Roads Commissioner shall supervise mowing of Interlachen easement properties.

Section 4. The Membership Commissioner shall:

- A. Contact New Resident and recruit them to join HOA.
- B. Provide New Residents with an application for membership, a copy of the By-Laws and lake rules, HOA website address and other pertinent information.

ARTICLE XI

MEETINGS

Section 1. Annual meetings of Interlachen shall be held on the second Monday of April of each year. Notices of this meeting shall be mailed to the members at least ten (10) days prior to the annual meeting. Proxies shall be included in this notice. A

proxy is one membership vote to be registered with the Secretary before the start of the meeting by the member who will exercise this vote.

Section 2. Special meetings of members may be called at any time by the Board of Governors or upon petition filed by fifteen (15) members. Notice of any special meetings shall be distributed by the Secretary to each member at their last known address, at least five (5) days prior to the date set for such meeting. Proxies shall be included in this notice. A proxy is one membership vote to be registered with the Secretary before the start of the special meeting by the member who will exercise this vote.

Section 3. The annual reorganization meeting of the Board of Governors shall be held within seven (7) days immediately following the annual meeting of the members.

Section 4. Regular meetings of the Board of Governors shall be called monthly by the President.

Section 5. Special meetings of the Board of Governors may be called at any time by the President or at the request of two (2) members of the Board of Governors. Notice of such special meetings shall be given or mailed to each member of the Board of Governors one (1) day prior to the date set for such meetings.

Section 6. The quorum for:

- A. The Board of Governors shall be five (5) members.
- B. Annual or special meetings shall be fifty-one percent (51%) of the membership in good standing. A proxy received by the Secretary, prior to the commencement of the meeting, either in person or by mail, shall be counted as a member present for the purpose of determining a quorum.

Section 7. Conflict of interest:

Board members shall disclose actual or potential conflicts of interest at meetings and not participate in any vote or discussion where member has a direct financial interest if self, relative(s), or employer.

ARTICLE XII

NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee:

- A. A Nominating Committee shall consist of three members.
- B. These members shall not be members of the Interlachen Board of Governors.
- C. At the annual meeting in April, the membership shall nominate and elect a Nominating Committee. The first three nominated shall serve on the Committee and a fourth shall serve as an Alternate.
- D. No member may serve more than two consecutive terms.

- E. The Committee shall elect its Chairman by the end of the meeting.

Section 2. Duties. The Nominating Committee shall:

- A. Nominate candidates to fill vacancies for the Board of Governors.
- B. Accept recommendations from members.
- C. Report at the next annual meeting.
- D. Prepare ballots.

Section 3. Nominations. Additional nominations may be made from the floor providing the consent of the nominee has been obtained.

Section 4. Elections shall be at the general meeting in April or special meetings of the membership. A majority shall elect as provided in **Article XI, Section 6B**. At the time of the annual or special meeting, when members register their own attendance or their own proxies with the Secretary, members shall be given one voting token, paddle or flag per membership and one voting token, paddle or flag for each proxy. The items used will be of different colors; one per tax lot, as specified in **Article III**.

ARTICLE XIII

COMMITTEES

Section 1. Standing Committees are:

- A. Membership
- B. By Laws, Rules of Order, Standing Rules & Resolutions
- C. Social
- D. Historian
- E. Audit
- F. Zoning and Land Use Development

Section 2. Special Committees. Special Committees may be authorized by the Interlachen Board of Governors, and shall be appointed by the President.

Section 3. Duties of Standing Committees.

- A. The Membership Committee shall:
 - a. Contact new residents
 - b. Provide them with an application for membership, a copy of the By Laws, lake rules, membership list and other pertinent information.
- B. The By Laws, Rule of Order, Standing Rules & Resolutions Committee shall:
 - a. Review and propose amendments.
 - b. Comply with **Article XVI, Sections 1 & 2**.

- C. The Social Committee shall:
 - a. Arrange social functions at Christmas, Easter, Memorial Day, summer picnic, and/or others.
 - b. Send cards or flowers for sickness or bereavement.

- D. The Historian Committee shall:
 - a. Keep a copy of the President's Annual Report.
 - b. Keep all publications and notices to Interlachen functions as specified by the Board.

- E. The Audit Committee shall:
 - a. Audit all financial records using minutes to verify expenditures.
 - b. Use Roberts Rules of Order Newly Revised, pages 396-398.
 - c. Report at the annual meeting in April.

- F. The Zoning and Land Use Development Committee shall:
 - a. Represent Interlachen at appropriate functions.
 - b. Attend zoning, governmental, and Metropolitan Service District meetings when applicable.
 - c. Alert membership to take appropriate action.

ARTICLE XIV

DISQUALIFICATION AND SUSPENSION OF MEMBERS

Section 1. Any member ceasing to be a single-family property owner of Fairview Country Club tracts, Lots 1 through 25 of Lachenview, West Interlachen (Tax Lot 14 between Interlachen and Lachenview) and the homeowners on the north shore of Blue Lake, Multnomah County, State of Oregon, within the meaning of these By Laws shall thereupon immediately lose membership in this association, but shall remain responsible for all dues and assessments assessed prior to disqualification. Any member, on account of misconduct to the detriment of the corporation or unlawful activities or on account of failure to pay dues and assessments or otherwise observe the provisions of these By Laws, may be expelled as a member of this association by the Board of Governors, provided that at least five members of said Board of Governors vote in favor of such expulsion.

ARTICLE XV

DISSOLUTION

Section 1. In the event of dissolution of the corporation, all of its assets shall be reduced to cash, and after payment of all outstanding obligations, including the expenses incident to dissolution, the residue, if any, shall be distributed to the members according to their interest in the corporation.

ARTICLE XVI

AMENDMENTS AND REVISIONS

Section 1. These By Laws may be amended by a two-thirds (2/3) vote of the membership in good standing at any regular or special meeting, provided the amendments have been submitted in writing to each member at least ten (10) days before the regular or special meeting.

Section 2. In the event of a total revision, the By Laws as revised shall be sent to the members in February for review. Any suggestions submitted to the By Laws Committee are to be received no later than March 10. The By Laws Committee shall then consider these suggestions and draft a final revision to be sent ten (10) days before the annual meeting.

Section 3. Special rules of order can be suspended by a two-thirds (2/3) vote or fifty-one percent (51%) of the entire membership. For their adoption or amendment, a two-thirds (2/3) vote with previous notice, or fifty-one percent (51%) of the entire membership without previous notice.

Section 4. Resolutions are of a permanent nature, in force until rescinded. For their amendments, see Roberts Rules of Order Newly Revised, pages 27, 87, 434, 438, 460, 506, 528, and 535.

ARTICLE XVII

PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order Newly Revised shall govern Interlachen in all cases to which they are applicable, and with they are not in conflict with these By Laws.

APPROVED _____
DATE _____

SPECIAL RULES OF ORDER

1. Reading and approval of minutes.
2. Report of Special Committees (that is, a committee appointed to exist only until they have completed a specific task)
3. Special Orders (that is, matters which previously have been assigned a type of special priority) as in Roberts Rules of Order Newly Revised, Table of Contents 14 and 40.
4. Unfinished business and general orders (that is, matters previously introduced at a prior meeting).
5. New business (that is, matters initiated in the present meeting).

RESOLUTIONS

RESOLUTION 4-2-06-2 Audit committee recommends:

RESOLVED:

1. That the Treasurer ensure Bookkeeper maintains a cash accounting system for Interlachen, Inc. financial records.

STANDING RULES

1. Interlachen, Inc. shall provide an insurance and bonding policy, to include: liability of personal injury and property for Interlachen property and a bond to cover the Bookkeeper.
2. The seal of this corporation is to be kept in the custody of the Treasurer.