

SIMPSON CANYON ROAD MAINTENANCE ASSOCIATION

ARTICLE I
PRINCIPLE OFFICESection 1. Principle Office:

That principle office for the transaction of the business of the corporation is or may be hereafter fixed and located by the Board of Directors in the County of Klamath, State of Oregon. The Board of Directors may, at any time, or from time to time, change the location of the principle office from one location to another in said county. Until further notice, the principle office of the corporation shall be Simpson Canyon Road Maintenance Association Inc., c/o Ed Snook, 9935 Simpson Canyon Rd, Klamath Falls, Or 97601.

ARTICLE II
MEMBERSHIPSection 1. Qualification for Membership:

The owner or owners (collectively) of each lot within the preliminary plat of Plum Valley Subdivision Tract 1235 having access directly, or across easements to that road designated thereon of Simpson Canyon Road shall be entitled to membership in the association. Membership shall be established upon execution of a covenant running with the land on such terms and forms established by the Association. Ownership shall be defined to mean the person who is entitled to the beneficial ownership of said lot and shall include purchasers under land contract or conditional sales contracts of said lot if the same is recorded. If a lot is owned by more than one owner, all owners collectively shall be deemed one member for voting purposes. In the event of multiple ownership, that person first designated on the records of the Association shall be entitled to cast the vote of that member.

Section 2. Voting Rights:

Each member in good standing shall be entitled to cast one vote. Each lot which qualified shall be entitled to one membership. In the event more than one person is in ownership of the lot, an affirmative vote in favor by any owner shall be deemed a vote of the membership owning that lot except as otherwise required by law or by these by-laws. The simple majority, of the quorum, as defined herein shall be sufficient to pass all resolutions for business coming before the membership.

RETURN TO
ALLEN MGAO
3580 HOGG ST
KLAMATH FALLS 97601

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Section 3. Annual Dues and Fees:

Dues or fees on the terms of payment may be established upon two-thirds (2/3) of majority vote at the annual meeting of the corporation, at which a quorum is present or upon the written consent of seventy-five percent (75%) of the members of the association.

Section 4. Meeting of Members:

Annual meetings of the members shall be held in the first two weeks of December at such time and in such place as shall be designated by the Board of Directors, an special meeting of the members may be called by written petition of two-third (2/3) of members when presented to a Director. Notice of all meetings of member shall be given each member not less than fifteen (15) days before said meeting by mailing a copy of such notice to the address of such member as it appears on the membership register of the association.

Section 5. Quorum:

The presence in person or by proxy of sixty-six percent (66%) of the members of the Association shall constitute a quorum for the transaction of business at any meeting of members.

Section 5. Rights of Members:

Each member and his immediate family, consisting of his spouse, his issue and the parents of the member, shall be entitled to all rights of membership (other than voting) as may be determined from time to time by the Board of Directors. Membership in the Association shall not be transferable except in connection with the transfer of the beneficial interest of the parcel of real property located within the Plum Valley Subdivision upon which access, either directly or by easements to Simpson Canyon Road exists.

ARTICLE III
Directors

Section 1. Number and Qualification:

The authorized number of Directors shall be four (4) until changed by an amendment to these By-Laws duly adopted by the members. All directors shall be natural persons, must be members of the association, owners of real property, and qualify for membership during the term of their service.

Section 2. Election and Term of Office:

One Director shall be elected at each annual meeting of members, but if such annual meetings is not held or the Directors are not elected there at, the Directors may be elected at any special meeting of members held for that purpose. All Directors shall hold office of a period of four years or until their respective successors are elected, except at the first Board of Directors elected by the members shall hold office as follows:

Position 1.	Annual meeting, 1994
Position 2.	Annual meeting, 1995
Position 3.	Annual meeting, 1996
Position 4.	Annual meeting, 1997

Provided however, that in the event of resignation, removal, or ceasing to hold the qualification of Director, the remaining Directors shall appoint a successor who shall serve until the next following annual meeting.

Section 3. Meetings:

Immediately following each annual meeting of the members, the Board of Directors shall hold a regular meeting for the purpose of organization and transaction of other business; notice of such meeting is hereby dispensed with. Other meetings of the Board of Directors shall be called and held as ordered by the Directors.

Section 4. Vacancies:

Any vacancy in the Board of Directors caused by death, resignation or disability, or ceasing to maintain the qualifications for membership shall be filled by the majority of the remaining directors, or by the sole remaining Director.

Section 5. Quorum:

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number is required by law, or by these By-Laws.

Section 6. Notice of Meetings:

The annual meeting of the Board shall be fixed by the President of the Association or by call of the majority of the Board of Directors upon not less than ten (10) days prior written notice to:

(a) A owner representing each membership shown on the records of the corporation;

(b) Notice to each owner of each lot located in Plum Valley Subdivision as benefitted and burdened by access and egress either directly or by easement onto Simpson Canyon Road.

(c) Special meeting may be called by the President upon given notice as specified above and further upon given notice of reasons of calling the special meeting and describing all matters or resolutions to be offered to the membership.

(d) All meetings of the Board shall be held within Klamath County, Oregon and shall commence between the hours of 5:00 p.m. and 9:00 p.m. weekdays.

Section 7. Duties:

The Board of Directors shall be charged with the management of the affairs of the Association for the years in which they serve. In connection therewith, the Directors shall have the following duties and powers:

(a) To establish layout, manage and maintain Simpson Canyon road as a public or private way, together with public easements determined to be necessary by the Board and subjected to two-thirds (2/3) of members approval.

(b) The Board may delegate any of its powers to any of its members, or to any agents engaged by it with two-thirds (2/3) of members approval.

(c) It may enter or authorize a representative to enter portions of the property as may be necessary in connection with its responsibilities for management.

(d) It may contract for and/or pay for materials, supplies, services and personnel necessary for management and operation of Simpson Canyon Road and the easement thereto.

(e) To establish regulations for the use thereof and enforce provisions of the declaration of the covenant and reservations, easements and rights-of-way pertaining to Simpson Canyon Road.

(f) To conduct such annual and special meetings of the Association as required by these By-Laws.

(g) To carry out the business of the corporation as established by the membership.

(h) To account to members of the Association all business affairs of the Association, and for the assessment and expenditure of monies of the corporation.

ARTICLE IV
Officers

Section 1. Officers:

The officers of the Association shall be a President, Vice President, Secretary, and a Treasurer. The Association may also have such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except that of Chairman and Secretary.

Section 2. Election:

The offices shall be chosen annually by the Board of Directors at the annual organizational meeting and each shall hold his office for a period of one (1) year or until he/she resigns, be removed, or otherwise be disqualified to serve.

Section 3. Removal and Resignation:

Any officer may resign or may be removed upon vote or written petition of two-third (2/3) of total membership at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors or by the Chairman until such appointment by the Board of Directors.

Section 4. Chairman:

The Chairman shall be the executive officer of the Association and subject to direction of the Board of Directors, shall serve as President of the Association, and shall preside at all meetings of the members and Board of Directors.

Section 5. Secretary:

The Secretary shall keep a book of minutes of all meetings of Directors and members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Directors' meetings, the number of members present or represented at the member's meetings, and the proceedings thereof.

The Secretary shall keep a register showing the names and addresses of the members.

Section 6. Treasurer:

The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Association, and an account of its cash and other assets, if any. Such books of account shall, at reasonable times, be open to inspection by any member.

ARTICLE V
Personal Liability and Property Interest

Section 1. Liability of Members:

No member of the Association shall be personally liable to its creditors or for any indebtedness of liability, and any and all creditors shall look only to Association's assets for payment.

Section 2. Property Interests of Membership:

No member shall have any interest in and to the property or assets of the Association. If any member shall cease to be such, any interest which he shall have in the privileges of the Association shall cease and revert to Association and such cessation of membership shall operate as a release and assignment to Association of all the right and interest of such member in and to the privileges granted to him by the Association.

ARTICLE VI
Miscellaneous

Section 1. Execution of Agreements:

The Board of Directors, with approval of two-thirds (2/3) of all members, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the association and such authority may be general or confined to specific instances; and unless so authorized by any power of authority to bind the Association by any contract or engagement or to breach its credit or to render it liable for any purpose of or to any amount.

Section 2. Construction and Definitions:

Unless the context otherwise required, the general provisions and rules of construction and definitions contained in the Oregon Non-profit corporation Act shall govern the construction of these by-laws.

Section 3. Rules of Order:

The Board of Directors shall operate and maintain the corporation as an Oregon Non-Profit Membership Corporation. Upon dissolution of the corporation, either voluntary or involuntary, the Board of Directors shall adopt a plan of dissolution and liquidation and winding up of the affairs of the corporation except as may be expressly prohibited under the provisions of the Oregon Non-Profit Corporation Code, upon dissolution. The Board may, but shall be required to distribute the remaining assets of the corporation pro rata to an owner representing each membership, existing as of the date upon which ratification of a plan of dissolution shall be adopted.

Section 4. Proxy:

Each owner representing a membership in the Association may issue his or her proxy in writing so as to constitute any other natural person, possessing membership in the Association or voting that membership. The proxy shall remain valid for a period not to exceed 365 days from the date it was issued, may be revoked at any time up until the meeting upon written notice to the Secretary of the Association

Section 5. Record Date:

For purposes of notice of meetings as required by these Articles, any change in ownership or membership shall be given to the Secretary of the Association, in writing, not less than 30 days prior to the date set for the general meeting and in special meetings, not less than the 11th day proceeding the date of the special meeting. Provided however that each ownership, above being qualified as a member, shall be entitled to a vote at any general or special meeting.

ARTICLE VII
AmendmentsSection 1. Adoption:

Any By-Laws may be adopted, amended or repealed by the members' of the Board of Directors subject to members' approval as hereinafter provided.

Section 2. Ratification by Members:

All amendments to the by-laws, except as herein otherwise specifically provided, must be ratified by the vote of a majority of the members at a regular meeting of the member of the Association and shall be effective only after ratification. Notwithstanding anything to the contrary herein contained, any amendment to these By-Laws which changes the provisions of the Declaration or restriction for Simpson Canyon must be ratified by the vote or written consent of 66% of the members of the Association.

Section 3. Record of Amendments:

Whenever an amendment or new By-Law is adopted, it shall be copied in the book of By-Laws with the original By-Law in the appropriate place. If any By-Law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned,
hereby adopt and ratify these By-Laws of the corporation.

DATED this 7th day of September, 1994.

Edgar L. Smith
President

Edward A. Mahan
Secretary

SIMPSON CANYON ROAD MAINTENANCE ASSOCIATION BY-LAWS - PAGE 8 -]

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Allen Mead the 19th day
of May A.D., 19 95 at 2:58 o'clock P M., and duly recorded in Vol. M95,
of Deeds on Page 13178.

FEE \$45.00

By Bernetha G. Leisch
Bernetha G. Leisch, County Clerk