

Policy Resolution #2-20 Use of Legal Counsel

West Hill Estates Homeowners Association (WHEHOA)

Interpretation of Bylaws, CC&Rs and Policy Resolutions Pertaining to Use of Legal Counsel

WHEREAS, Article 2, Section 2.2(b) and (c) of the West Hill Estates Homeowners Association Bylaws states, in part:

“Powers. The Association has such powers and duties as may be granted to it by the Act, including each of the powers set forth in ORS 94.630, as the statute may be amended to expand the scope of association duties and powers, together with such additional powers and duties afforded by the Declaration, the Articles of Incorporation, these Bylaws and the Oregon Nonprofit Corporation Act, including the following: (12) From time to time adopt, modify, or revoke such Policies and Procedures governing the conduct of persons and the operation and use of the Lots, the Common Maintenance Area or any Common Property as the Board of Directors may deem necessary or appropriate in order to assure the peaceful and orderly use and enjoyment of the Property; (13) Enforcement by legal means of the provisions of the Declaration, these Bylaws and any Policies and Procedures adopted thereunder.

Governance: The affairs of the Association shall be governed by the Board of Directors as provided in these Bylaws. Owners have no authority to act on behalf of the Association and may take action with respect to affairs of the Association as specifically provided under the Declaration, these Bylaws, or the Act.”

WHEREAS, Article 2 of Articles of Incorporation of West Hill Estates Homeowners’ Association An Oregon Non-Profit Corporation filed with the Oregon Secretary of State on February 22, 1995, states in part:

“The purposes for which said corporation is organized are: To promote the health, safety and welfare of residents within the boundaries of WEST HILL ESTATES SUBDIVISION, and for this purpose . . . to fix assessments (or charges) to be levied against the property; to enforce any and all covenants, conditions and restrictions, and agreements applicable to the property; . . . and insofar as permitted by law, do any other things that, in the opinion of the Board of Directors, shall promote the common benefit and enjoyment of the residents of the properties.”

IT IS RESOLVED, the Policy Resolution #2-20 Use of Legal Counsel be and hereby is adopted, ratified and confirmed:

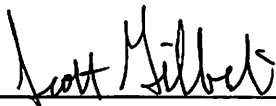
The Board of Directors hereby adopts Policy Resolution #2-20 Use of Legal Counsel, attached hereto as Exhibit A and by this reference incorporated herein.

The Board of Directors also repeals West Hill Estates Homeowners Association Policy Resolution #11-18 Employment and Procedures for Use of Legal Counsel adopted on June 28, 2018.

Duly adopted at a meeting of the Board of Directors of the West Hill Estates Homeowners Association held January 16, 2020. The Policy will be effective January 16, 2020.

Board of Directors 2019-2020	Vote
Scott Gilbert, President	Yes
Tom Gwynn, Vice President	Yes
Lorna O'Guinn, Treasurer	Yes
Doug Austin, Secretary	Yes
Sami Wright, member at large	Yes
Gudrun Hoobler, member at large	Yes
Steve Masten, member at large	Yes


ATTEST:



Scott Gilbert, President

January 16, 2020

(date)



Doug Austin, Secretary

January 16, 2020

(date)

Exhibit A:**Policy Resolution #2-20 Use of Legal Counsel**

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BACKGROUND AND PURPOSE

Professional legal services are sometimes necessary in order for the Board of Directors to properly execute its duties. In recognition of the cost of such professional services and in order to maximize efficiency, the following guidelines are adopted.

GUIDELINES FOR RETAINING LEGAL COUNSEL

1. The Board of Directors shall select a specific attorney or legal firm with expertise in Homeowner Association matters to provide advice, assist in drafting legal documents, represent the Board in legal matters and otherwise provide legal support for Board activities, as required.
2. The Board's legal counsel will be the sole counsel used by the Board except in cases where action brought against the Board is covered and defended by an insurance carrier. In such situations the carrier selects the attorney/legal firm to represent the Board.
3. The selection of counsel shall be by a majority vote of the Board of Directors. Counsel will serve until formally replaced by the Board.

GUIDELINES FOR USING LEGAL COUNSEL

1. Individual Directors shall not use the Board's legal counsel for personal use in matters pertaining to Association activities.
2. The Board President shall designate a Director to be the single point of contact with legal counsel.
3. Legal advice may be requested by officers of the Board or chairs of standing committees concerning issues under their authority. The designated Director serving as point of contact will forward such requests to legal counsel. Legal support for any other reason will require prior Board review.
4. Counsel may respond in writing or, when requested, provide advice at a meeting of the Board. Attendance of legal counsel at a meeting requires prior authorization by the Board. After a phone or meeting contact, the Board may request a written summary of the salient points, as needed.
5. The Director serving as single point of contact will provide oral or written reports to the Board regarding contacts with legal counsel and the advice provided.

Certified True Copy

Doug Austin

WHEHOA Secretary