

Bylaws of Charbonneau Country Club (Amended and Restated)

Article I. Name, Seal, and Location

Section 1. Name: The name of his corporation is CHARBONNEAU COUNTRY CLUB.

Section 2. Seal: The seal of the corporation shall be in circular form and shall bear the following inscription: Charbonneau Country Club - Corporate Seal - Oregon.

Section 3. Location. The registered office shall be located in Wilsonville, Clackamas County, Oregon, but such location may be changed from time to time by the Board of Directors.

Article II. Corporate Purpose and Powers.

This corporation is organized and shall be operated exclusively as a homeowners' association as defined in Section 528 of the Internal Revenue Code as now in force or hereafter amended, and its purpose is to foster among the owners and occupants within the Charbonneau development a spirit of community pride and civic responsibility and to provide a forum for the discussion of community problems and projects as well as a means for concerted action with respect to such matters.

Its jurisdiction and activities shall include: (a) managing and supervising for its membership all of the rights, privileges, duties, and obligations assigned to, undertaken by, or commonly granted to the members and as set forth in the Covenants, Conditions, and Restrictions for the Charbonneau Country Club identified as Instrument No. 77 12613 recorded April 6, 1977 in the Clackamas County Oregon deed records as well as any recorded instruments which revise, amend, supplement, or replace said Covenants, and as said Covenants or their amendments apply to the ownership, use, and enjoyment of properties situated within the Charbonneau development; and (b) to establish and enforce rules and regulations relative to the use and enjoyment of the common properties owned or leased by the corporation.

No part of the net earnings of the corporation shall inure to the benefit of any member or individual other than by acquiring, constructing, or providing management, maintenance, and care of the corporation's property, and other than by rebate of excess membership dues, fees, or assessments.

No substantial part of the activities of the corporation shall be the dissemination of propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted of a homeowners' association partially exempt from federal income tax under the Internal Revenue Code as now in force or hereafter amended.

Article III. Definitions.

Terms used in these Bylaws shall have the meaning given to them in the Covenants referred to in Article II hereof and in case of ambiguity or conflict the aforesaid Covenants shall supersede and apply.

Article IV. Membership.

Section 1. Voting Classes. The voting membership of the Club shall consist of two classes.

A. Class A. Class A proprietary members shall include every person or entity, excluding Willamette Factors, Inc., the developer of Charbonneau and its successors and assigns, who is a record owner of a fee or undivided fee interest in any residence location which is subject by covenant of record to assessment by the Club, including contract sellers. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Except for the developer, no owner shall have more than one membership, which shall be appurtenant to and may not

be separate from ownership of any residence location which is subject to assessment by the Club. Ownership of such residence locations shall be the sole qualification for proprietary membership and shall automatically commence upon a person becoming such owner and shall automatically terminate when such ownership shall terminate or be transferred.

Class A proprietary members, except for the developer, shall be entitled to one vote for each residence location or its equivalent as defined in the Covenants in which they hold the interest required for proprietary membership. When more than one person holds such interest in any residence location, all such persons shall be members. The vote for such residence location shall be exercised as they among themselves determine, or, if unable to agree, they may cast fractional votes proportionate to their ownership interest, but in no event more than one vote may be cast with respect to any one residence location. The vote applicable to any of said property being sold under a recorded contract of purchase shall be exercised by the contract vendor unless the contract expressly provides otherwise.

B. Class B. The Class B member(s) shall be Willamette Factors, Inc., and its successors and assigns, which shall be entitled to three (3) votes for each residence location or its equivalent as defined in the Covenants, in which it holds the interest therein required for membership; provided that its voting rights shall convert to one (1) for each residence location or its equivalent under the terms of Article IV of the Covenants.

Section 2. Non-voting Associate Members. Associate members shall include each lessee, renter, or other occupant of a residence within Charbonneau that is not eligible for proprietary membership, but who satisfies the conditions of these Bylaws and of the Covenants. Associate membership shall carry all of the rights and privileges and shall be subject to all obligations and responsibilities of proprietary membership except the right to vote. At the time an associate member shall cease to be a resident of Charbonneau or becomes a proprietary member, the rights and privileges of an associate member shall terminate.

Section 3. Payment of Assessments. The rights of membership are subject to the payment of regular and special assessments levied by the Club. The obligation for payment of assessments is imposed against each owner of and becomes a lien upon the residence location against which assessments are made as provided in the aforesaid Covenants to which the properties are subject and which have been recorded in Clackamas County, Oregon.

Section 4. Suspension. The membership and rights of any persons whose interest in the properties is subject to assessment, whether he be personally obligated to pay such assessments, may be suspended by action of the board of directors during the period when the assessments remain unpaid. Upon payment of such assessments, the suspension shall cease and the rights and privileges shall be automatically restored. If the directors have adopted and published rules and regulations governing the use of the common properties and the personal conduct of any person thereon, as provided in these Bylaws, they may in their discretion suspend the rights of any such person for violation of such rules and regulations for a reasonable period of time.

Section 5. Property Rights. Each member shall be entitled to the use and enjoyment of the common property and facilities as provided by the Deed of Dedication and the aforesaid Covenants, and as therein set forth. Any member may delegate his rights of enjoyment in the common properties and facilities to the members of his family who reside upon the residence location. Subject to the permission of, and to such conditions as may be imposed by, the Board of Directors, the owner during his absence from the premises may also delegate these rights to a tenant residing thereon under a leasehold interest. Such member shall notify the secretary of the Club, in writing, of the name of any such person and of the relationship of such person to the member. The rights and privileges of such person are subject to suspension under Article IV, Section 3 above, to the same extent as those of the member.

Section 6. Meetings. The regular annual meeting of the members shall be held on the third Wednesday of May of each year, at 6:30pm, or at a reasonable hour and on a reasonable date on or before August 1st of each year, as may be established by the CCC Board of Directors. Special meetings of the members for any purpose may be called at any time by the president, or by any two or more members of the Board of Directors, or upon the written request of the members who have a right to vote at least 50 of the votes of membership.

Section 7. Notices of Meetings. Written or printed notice stating the place, day, and hour of the annual and any special meetings, and in the case of special meetings the purpose or purposes for which the meeting is called, shall be delivered not less than seven nor more than 50 days before the date of the meeting, either personally or by mail, at the direction of the president or secretary, or the directors or members calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon fully prepaid, addressed to the member at this most recent address as it appears on the records of the Club.

Section 8. Quorum in Voting. Those members present at any annual or special meeting of members shall constitute a quorum at such meeting. The vote of a majority of the members or voting units present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 9. Proxies. At all membership meetings each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. No proxy shall extend for a period in excess of eleven months, and every proxy shall automatically cease upon sale by the member of his residence location or other interest in the properties.

Article V. Board of Directors.

Section 1. Powers and Duties. The business and affairs of the corporation shall be managed by its Board of Directors.

A. The Board of Directors shall have power:

1. To exercise for the Club all powers, duties, and authority vested in or delegated to the Club, except those reserved to the members in the Covenants.
2. To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request as provided in Article IV, Section 6 hereof.
3. To appoint and remove at pleasure all officers, agents, and employees of the Club, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer, or director of the Club in any capacity whatsoever.
4. To establish, levy and assess, and collect the assessments and charges referred to in Article IV, Section 3 of these Bylaws and as prescribed in the Covenants.
5. To adopt and publish rules and regulations governing the use of the common properties and facilities and the personal conduct of the members and their guests thereon.

B. It shall be the duty of the Board of Directors to cause to be kept a complete record of all its acts and corporate affairs, and to present a statement thereof to the members at the annual meeting of the membership or at any special meeting when such is requested in writing by the number of directors or members specified in Article IV, Section 6 of these Bylaws for the calling of a special meeting.

C. Until expiration of the Agreement of April 13, 1987, entered into between Willamette Factors, Inc., Charbonneau Country Club, and the Advisory Committee of the Charbonneau Country Club, the policies adopted and actions taken by the Board of Directors shall conform with the terms and conditions of said Agreement. In the event of a breach of the provisions of Sections I E or I F thereof, prior to the times specified in Section I G thereof, the makeup of the Board and the tenure

and qualifications of the directors, as prescribed in Section 2 next below, shall become subject to the terms of Section I G of said Agreement.

Section 2. Number, Tenure, and Qualifications. Except as provided otherwise in Sections 1 C of this Article V, the number of directors of the corporation shall be nine, not less than six of whom shall be resident Class A members, and not more than three of whom shall be designated by Willamette Factors, Inc., or its successors or assigns. The number of directors appointed by Willamette Factors shall change in accordance with the following schedule: through April 4, 1989 - three; and, from April 5, 1989 through April 4, 1993 - one; provided, however, that its representatives on the Board shall resign within 30 days of such time as the development of Charbonneau becomes 80 percent complete, which shall be when at least 80 percent of the land area designated in the approved Master Plan for residence locations has been fully developed, sold, or leased by Willamette Factors or its successors to purchasers or occupants of lots or dwellings.

At each annual meeting, three directors who are resident homeowners shall be elected to three-year terms by the Class A members; except that at the first organizational meeting held in 1987 the Class A members shall also elect two directors who are resident homeowners to serve one-year terms and two directors who are resident homeowners to serve two-year terms on the Board of Directors. No elected director shall serve for more than two consecutive terms.

In the event that any director elected by the Class A members should cease to be a resident homeowner or be absent from three consecutive regular meetings of the Board, the directors shall, by action taken at the meeting during which either event has occurred, declare the office of said director to be vacant and elect another resident homeowner to fill the vacant, unexpired term by the affirmative vote of a majority of the remaining directors though there be less than a quorum of the Board.

Section 3. Election of Directors. The elected directors shall be elected by written ballot. At such election, the Class A members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Covenants. The nominees receiving the largest number of votes shall be elected.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors from among the elected directors shall be filled by the affirmative vote of a majority of the remaining elected directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by a resident homeowner by reason of a decrease in the number of directors to be designated by Willamette Factors under Section 2 of this Article shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 5. Meetings and Notice. A regular meeting of the Board of Directors shall be held without other notice than this bylaw after the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of any officer of the Club or any two directors after not less than two days' notice to each director. The transaction of any business at any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though made at a meeting duly held after regular call and notice if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article V shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may recess the

meeting from time to time without further notice. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Architectural Committee. In accordance with the Covenants the Board shall appoint an Architectural Committee comprised of three members, two of whom shall, until the earlier of: the time that the development of Charbonneau becomes 80 percent complete, which shall be when at least 80 percent of the land area designated in the approved Master Plan for residence locations has been fully developed, sold, or leased by Willamette Factors or its successors to purchasers or occupants of lots or dwellings; or April 5, 1993; be designated by Willamette Factors to the Board for appointment to said Committee.

Section 8. Other Committees. Other standing or special committees may be appointed by the President with the Board's approval from among the directors and membership at large. The members of such committees shall serve at the pleasure of the Board of Directors, shall advise with and aid the officers and Board in matters referred to them, and may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of their meetings and other matters relating to their assignments and procedures.

Article VI. Officers.

Section 1. Number. The officers of the corporation shall be a President, Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from among the membership of the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board, and must either be a resident homeowner of Charbonneau or an officer or employee of Willamette Factors.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually at the first meeting of the Board held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been duly elected or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. The President. The President shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board, formal documents or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President may sign, with the Secretary or an Assistant Secretary, formal documents or other instruments on behalf of the corporation; and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the members' and of the

Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that said seal is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) sign with the President or Vice President formal documents or other instruments which shall have been authorized by resolution of the Board; (f) have general charge of the membership records of the corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such security or securities as the Board shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; sign all checks and notes of the Club; disburse such funds as directed by resolution of the Board, except that such a resolution shall not be necessary for disbursements made in the ordinary course of business within the limits of the budget adopted by the Board; maintain proper books of account; cause such periodic audit of the Club books to be made by an independent accountant when and as directed by the Board; prepare and present to the Board a proposed annual budget; present to the membership at its annual meeting the budget adopted by the Board and balance sheet and operating statements for the immediately preceding fiscal year; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board. The Board may, however, direct other persons in addition to the Treasurer, and designate the same to endorse for deposit and collect checks, drafts, and notes on behalf of the corporation, as well as to execute notes in the corporation's name and to sign or countersign the corporation's checks, as indicated in these Bylaws.

Article VII.

Contracts, Loans, Checks, Deposits and Investments.

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be countersigned by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits and Investments. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select. The Board of Directors shall have power, subject to law and the rules and regulations of the Internal Revenue Service, to invest any surplus funds held for future contingencies in bonds of the United States Government or its corporations and agencies and in such other securities as are permitted under the laws of the State of Oregon for the investment of a nonprofit corporation's trust funds.

Section 5. Indemnification of Directors, Officers, and Agents. Each director, officer, employee, and agent of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims, expenses, and liabilities, including judgments, pursuant to the limitations and provisions set forth in ORS Sections 61.205 and 61.215 as now in effect or hereafter amended. The rights herein provided shall not be exclusive of any rights to which any director, officer, employee or agent of the corporation may otherwise be entitled by law.

Article VIII.
Fiscal Year.

The fiscal year of the corporation shall be such as is determined by the Board of Directors.

Article IX.
Waivers of Notice.

Whenever any notice is required to be given to any member or director under the provisions of these Bylaws or under the provisions of the Restated Articles of Incorporation or under the provisions of the Oregon Nonprofit Corporation Law, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X.
Rules of Order.

Except as otherwise provided in these Bylaws procedures to be followed at meetings hereunder held shall be governed by Roberts Rules of Order, Revised.

Article XI.
Amendments.

To alter, amend, or repeal these Bylaws, or to adopt new bylaws, the following procedure shall be followed:

A. Unless prior to the following dates the Agreement of April 13, 1987 referred to in Article V. C. above shall have expired, through April 4, 1989 the affirmative vote of at least seven directors, from April 5, 1989 until April 4, 1993 the affirmative vote of all nine directors, and on and after April 5, 1993 the affirmative vote of at least two-thirds of the directors, shall be required to refer a proposed change to the Class A members for ratification and adoption.

B. Upon referral of a proposed change, pursuant to part A of this Article, by the Board of Directors to the Class A members, together with the text or a summary of the proposed changes, such may be adopted at a regular or special meeting of the Class A members, by an affirmative vote of two-thirds of a quorum of Class A members present in person or by proxy.

Certificate of Secretary:

I CERTIFY that the foregoing Amended and Restated Bylaws were adopted at a meeting of the Board of Directors of the Charbonneau Country Club held on July 18, 2017 at which a quorum of directors was present, and the adoption of said Amended and Restated Bylaws received at least two-thirds of the votes of the directors present.

Kathleen Fuller
Secretary