

Bylaws
of
Charbonneau Country Club

(Amended and Restated 2022)

Article I. Name, Seal, and Location

Section 1. **Name:** The name of this corporation is CHARBONNEAU COUNTRY CLUB, hereinafter referred to as “Club” or “the 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 is 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 Club is a homeowners’ association subject to the Oregon Planned Community Act and has been organized as a nonprofit corporation under the general nonprofit corporation laws of the State of Oregon. 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 (the “Covenants”), 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; and (c) to engage in such other actions and/or activities as authorized by the Oregon Nonprofit Corporation Act and the Oregon Planned Community Act.

No substantial part of the activities of the Club 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.

Article III. Definitions and Conflicts

Terms used in these Bylaws that are not otherwise defined have the meaning given to them in the Covenants. These Bylaws are intended to comply with the Planned Community Act, the Nonprofit Corporation Act, the Covenants, and the Articles of Incorporation. In case of any irreconcilable conflict, such statutes and documents control over these Bylaws.

Article IV. Membership

Section 1. **Voting Membership.** The voting membership of the Club consists of the proprietary members, which include every person or entity 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 (each a "Proprietary Member"). The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. 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 ("Proprietary Membership").

Proprietary Members 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.

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 Members" or in the singular, "Associate Member"). 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 as 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 Residence Location is subject to assessment 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 Covenants, and as therein set forth. Members may delegate their rights of enjoyment in the common properties and facilities to the members of their respective 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, an owner during his or her absence

from the Residence Location may 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 6:30 p.m., 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 Proprietary Members who have a right to vote at least 25% of the votes of membership.

At the discretion of the Board of Directors, meetings of the members, including special meetings of the members, may be held as electronic meetings so long as the electronic meeting (a) allows all members participating to hear each other simultaneously and to communicate during the meeting, (b) provides for the verification that a person participating is an member or is otherwise authorized to participate in the meeting, and (c) provides for owners to have access to material necessary to participate or vote during or before the meeting. Notice for an electronic meeting shall comply with the notice requirements set forth in Section 7 of this Article IV and must state whether the meeting may or must be attended by electronic means, the electronic means that will be used, and how owners may attend the electronic meeting by telephone, internet connection, if applicable, or by meeting at a physical location, if applicable, and any other information to enable a member to attend the meeting. The determination of a quorum in voting in conjunction with electronic meetings shall be determined as provided in Section 8 of this Article IV, and the manner of casting of votes and consents shall be determined as provided in Section 9 of this Article IV. A person participating in an electronic meeting of the members is considered present at the meeting for all purposes.

For purposes of these Bylaws, an “electronic meeting” means a meeting that is conducted through telephone, tele-conference, video conference, web conference, or any other live electronic means where at least one participant is not physically present.

Section 7. **Notices of Meetings.** Written or printed notice stating the place, day, and hour of the annual and any special membership meetings, and in the case of special meetings the purpose or purposes for which the meeting is called, shall be delivered not less than 7 nor more than 50 days before the date of the member meeting, either personally, by mail, or by electronic communication, by or at the direction of the President or the Secretary, to each Proprietary Member. If mailed, such notice shall be deemed to be delivered and effective when deposited in the United States mail with postage thereon fully prepaid, addressed to the member at their most recent address as it appears on the records of the Club. If notice is delivered electronically, such notice shall be deemed to be delivered and effective when it is initiated to an address, location, or system designated by the recipient for that purpose, or when it is posted on an electronic network and a separate record of posting has been delivered to the recipient together with instruction regarding how to obtain access to the posting on the electronic network.

Section 8. **Quorum in Voting.** At any meeting of the Club, members having at least 20% of the voting rights entitled to be cast at such meeting, present in person, by proxy, by absentee ballot, or by written ballot in a Ballot Meeting, if permitted by the Board of Directors, constitutes a quorum, except when a larger quorum is expressly required by the Covenants. The vote of a majority of the voting rights entitled to be cast by Proprietary Members present or represented by proxy or absentee ballot at a meeting at which

a quorum is present is necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law, by the Covenants, by the Articles of Incorporation, or by these Bylaws.

Section 9. Casting of Votes and Consents. The voting rights or consent of a Proprietary Member may be cast in person at a membership meeting of the Club or, at the discretion of the Board of Directors, by proxy in accordance with paragraph (a) of this Section, by absentee ballot in accordance with paragraph (b) of this Section, by written ballot in accordance with paragraph (c) of this Section, or electronically as provided in these Bylaws, or by any other method specified in the Covenants, these Bylaws, or applicable law.

- (a) Proxies. A proxy must be dated and signed by the Proprietary Member, and it is not valid if it is undated or purports to be revocable without notice; such proxy terminates one year after its date unless the proxy specifies a shorter term. The Board of Directors may not require that a proxy be on a form prescribed by the Board. A member may not revoke a proxy given pursuant to this paragraph except by actual notice of revocation to the person presiding over a meeting of the Club or to the Board if a vote is being conducted by written ballot in lieu of a meeting. A copy of a proxy in compliance with this paragraph provided to the Club by facsimile, electronic mail or other means of electronic communication utilized by the Board is valid.

- (b) Absentee Ballots. An absentee ballot, if authorized by the Board of Directors, will set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by absentee ballot must include instructions for delivery of the completed absentee ballot, including the delivery location and instructions about whether the ballot may be canceled after the ballot has been delivered according to the instructions. An absentee ballot will be counted as a member present for the purpose of establishing a quorum. Even if an absentee ballot has been delivered to a Proprietary Member, the Proprietary Member may vote in person at a meeting if the member has returned the absentee ballot and canceled the absentee ballot, if cancellation is permitted in the instructions given under this paragraph.

- (c) Ballot Meetings. At the discretion of the Board of Directors, any action that may be taken at any regular annual or special meeting of the members may be taken without a meeting by written ballot to the extent and in the manner provided in ORS 94.647.

- (d) Electronic Ballots. To the extent authorized by the Board of Directors and permitted by applicable Oregon law, any vote, approval, or consent of a Proprietary Member may be given by electronic ballot.

Article V. Board of Directors

Section 1. Powers and Duties. The business and affairs of the Club shall be managed by its Board of Directors. The Board of Directors shall have power:

- (a) To exercise for the Club all powers, duties, and authority vested in or delegated to the Club, except those specifically reserved to the members in the Covenants.

- (b) To call special meetings of the members whenever it deems it necessary, and it shall call a meeting at any time upon written request as provided in Article IV, Section 6 hereof.
- (c) 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.
- (d) 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. For purposes of determining the limits on, and responsibilities of the Board of Directors in regard to Article VI Section 3(c) of the Covenants, the increase in the Consumer Price Index shall be determined in a consistent manner over time and applied on a cumulative basis.
- (e) 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.
- (f) 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 Proprietary Members specified in Article IV, Section 6 of these Bylaws for the calling of a special meeting.
- (g) To obtain and maintain insurance for all insurable improvements in the common property in compliance with ORS 94.675, as now in effect or as hereinafter amended.

Section 2. **Number, Tenure, and Qualifications.** The number of directors of the Club shall be nine, all of whom shall be resident Proprietary Members. At each annual meeting, at least three directors who are resident Proprietary Members shall be elected to three-year terms by the members entitled to vote at the meeting. No elected director shall serve for more than two consecutive terms.

If any director ceases to be a resident Proprietary Member the directors shall, or if any director is absent from three consecutive regular meetings of the Board, the Board may in its discretion, by action taken at the meeting after which either event has occurred, declare the office of said director to be vacant and elect another resident Proprietary Member to fill the vacant, unexpired term by the affirmative vote of a majority of the remaining directors even if the remaining directors constitute 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 Proprietary 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. All directors hold office until their respective successors have been elected by the members. Election is by plurality.

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 thus elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. The time a director who is thus elected by the Board of Directors, spends filling a vacancy in an unexpired term of a predecessor in office, will not be count toward the two consecutive term limit for directors elected by the members pursuant to Article V, Section 2, above.

Section 5. **Open Meetings and Executive Meetings.** All meetings of the Board of Directors must be open to members but no member has any right to participate in a board meeting except as may be provided by the Covenants or these Bylaws or by the Board of Directors. In the discretion of the Board of Directors, the Board may close the meeting to members other than the Board members and meet in executive session to consult with legal counsel or to consider personnel matters, including salary negotiations and employee discipline, negotiation of contracts with third parties, or collection of unpaid assessments. Except in the case of an emergency, the Board will vote in an open meeting on whether to meet in executive session. If the Board votes to meet in executive session, the presiding officer will state the general nature of the action to be considered, and as precisely as possible, when and under what circumstances the deliberations can be disclosed to members. The statement, motion, or decision to meet in the executive session must be included in the minutes of the meeting. Contracts and actions considered in executive session become effective only when the Board, following the executive session, reconvenes in open meeting and votes on the contract or action, which must be reasonably identified in the open meeting and included in the minutes.

Section 6. **Board Meetings and Notice.** A regular meeting of the Board of Directors shall be held without other notice than these bylaws 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. For other than emergency meetings, notice of the Board of Directors' meetings must be posted at a place or places in the Club at least three days prior to the meeting or notice will be provided by a method otherwise reasonably calculated to inform members of such meetings, including electronically as set forth below. Additionally, notice of the time and place of meetings will be given to each director orally, or delivered personally, by mail, or electronically, at least 24 hours before the meeting. Notice of a Board meeting to a director is sufficient if received at the required time or if mailed or sent electronically not less than 72 hours before the meeting. 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. Meetings of the Board of Directors may, at the discretion of the Board of Directors, be held as an electronic meeting so long as the meeting allows all members of the Board participating to hear and communicate to each other simultaneously during the meeting and allows Club members attending the meeting to simultaneously hear all participating board members. Notice for an electronic meeting shall comply with the notice requirements set forth above in this Section 6 and shall include whether the meeting may or must be attended by electronic means, the electronic means that will be used, and how directors and Club members may attend the electronic meeting by telephone, internet connection, if applicable, or by meeting at a physical location, if applicable, and any other information to enable a director or Club member to attend the meeting. Notice by electronic communication under this Section is considered delivered and effective when it (a) is initiated to an address or system designated by the recipient for that purpose, or (b) is posted on an electronic network and a separate record of the posting has been delivered to the recipient together with instruction

regarding how to obtain access to the posting on the electronic network. The determination of a quorum in voting in conjunction with electronic meetings shall be determined as provided in Section 6 of this Article V, and the manner of casting of votes and consents shall be determined as provided in Section 6 of this Article V. A person participating in an electronic meeting is considered present at the meeting for all purposes.

Section 7. **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 in attendance at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. **Architectural Committee.** In accordance with the Covenants the Board shall appoint an Architectural Committee comprised of three resident Proprietary Members.

Section 9. **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 Club 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 be resident Proprietary Members.

Section 2. **Election and Term of Office.** The officers of the Club 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 holds office (a) until the officer's successor has been duly elected, (b) until the officer's death, or (c) until the officer resigns or has 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 Club 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 Club, and subject to the control of the Board of Directors shall in general supervise and control all of the business and affairs of the Club. The President shall, when present, preside at all meetings of the members and of the Board. The President may sign, with the Secretary or any other proper officer of the Club 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 Club, 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 Club; 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 directly or through delegation to volunteers, paid staff or contractors working on behalf of the club: (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 Club records and of the seal of the Club and see that said seal is affixed to all documents the execution of which on behalf of the Club 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 Club; 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 Club; (b) receive and give receipts for moneys due and payable to the club from any source whatsoever, and deposit all moneys in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (c) sign all checks and notes of the Club; (d) 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; (e) maintain proper books of account; (f) cause such periodic audit of the Club books to be made by an independent accountant when and as directed by the Board; (g) prepare and present to the Board a proposed annual budget; (h) 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 (i) 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 Club'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 Club, shall be countersigned by such officer or officers, agent or agents of the Club 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 Club 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 Club now or hereafter serving as such, shall be indemnified by the Club 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 Club 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 or the Oregon Planned Community Act, 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:

The affirmative vote of a majority of the directors or 30 percent of the votes of the Association shall be required to refer a proposed change to the Proprietary Members for ratification and adoption. Upon referral of a proposed change by the Board of Directors to the Proprietary Members, together with the text of the Amended and Restated Bylaws, or a summary of the proposed changes, such may be adopted at a regular or special meeting of the Proprietary Members by an affirmative vote of a two-thirds of a quorum of the Proprietary Members present in person or by proxy. At the discretion of the Board of Directors, a vote of

the Proprietary Members following the referral of proposed changes to these Bylaws may be conducted by written ballot without a meeting pursuant to the provisions of Article IV, Section 9(c) of these Bylaws.