

SUMMARY OF BYLAW REVISIONS

May 2022

The primary changes in these revised Bylaws are intended to eliminate all confusing references to Willamette Factors, the developer of Charbonneau; all references to dates which have long since passed; eliminate the classes of voting rights; add electronic communication, which did not exist when Charbonneau development began; and change quorum requirements to reflect the change in Charbonneau population since the early days of the community. Please note that every word change is not mentioned below. Articles which are listed as unchanged have no changes, Articles that are listed as Only minor changes have minor sentence changes for clarity or have inconsequential changes. We have attempted to describe below the more significant changes in those Articles that have more than minor changes. These are primarily Articles II, IV, and V. The balance of the Articles have only minor or no changes. All Propriety Members (resident property owners) are urged to read both the existing Bylaws and compare them to the proposed revised Bylaws. This summary is meant for information only and is not a legal document.

Article I. Name, seal, and location

Only minor changes.

Article II. Corporate Purpose and Powers

Eliminates Section 528 of the Federal Income code and replaces it with state law, regarding the Oregon Non-Profit Corporation Act and the Oregon Planned Community Act. Which we have to abide by anyway. The 528 reference is no longer necessary, and there is no change in our tax-exempt status. We are bound by the two state laws which were enacted since the Bylaws were first approved. A paragraph relating to net earnings was deleted as it is covered in the Planned Community Act.

Article III. Definitions and Conflicts

Unless specifically called out, we will use definitions provided in the Planned Community Act. Only minor changes in this Article

Article IV. Membership

Eliminates Class A, and Class B members, which was Willamette Factors, Inc. All property owners are equal Propriety Members. Eliminates reference to Willamette Factors Inc., Charbonneau's Developer. Sections 6, 7, and 8 Change quorum from members present at an annual or special meeting to 20% of all the propriety members; allow and define absentee and electronic ballots; and allow electronic meetings and notices. Special meetings of the members, called by the members, are changed from 50 Proprietary Members to 25% of the Proprietary members to reflect our growth since the Bylaws were first enacted. Sections 2, 3, 4, and 5 are either are unchanged or have minor word changes. Section 9 allows Absentee and electronic ballots and further defines proxies.

Article V. Board of Directors

Section 1. Eliminates all references to Willamette Factors and Willamette Factors as board members. Requires all board members to be resident Propriety Members. Balance of Section 1. (a), (b), (c),(e), and (f) have minor or no changes Section 1. (d) clarifies dues raises limited by cumulative Consumer Price Index and (g) requires the board to obtain and maintain insurance for the common property. Sections 2, 3, and 4 delete all references to Willamette Factors, past dates, and class A members.

Section 5. Expands clarity of Board of Directors meetings and adds Executive Meetings as provided in Planned Community Act. Provides definition of Executive Meeting process and defines what may be discussed in such meetings.

Section 6. Defines meeting notice requirements and adds electronic meeting requirements as defined in the Planned Community Act.

Section 7. Unchanged.

Section 8. Eliminates Willamette Factors involvement in Architectural Committee.

Section 9. Minor changes.

Article VI. Officers

Only minor changes

Article VII. Contracts, loans, checks, deposits and investments

Only minor changes

Article VIII. Fiscal year

Unchanged

Article IX. Waivers of Notice

Only minor changes

Article X. Rules of Order

Unchanged

Article XI. Amendments

Eliminates past dates and changes Class A members to Proprietary Members.

