



CHOA BYLAWS

CHOA
PO BOX 219
WILSONVILLE, OR
97070

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BYLAWS
of
CHARBONNEAU HOMEOWNERS ASSOCIATION
(Amended and Restated February 14, 2024)

Post Office Box 219 Wilsonville, Oregon 97070

BYLAWS

ARTICLE I NAME, SEAL, AND LOCATION

Section 1. Name.

The name of this corporation is CHARBONNEAU HOMEOWNERS ASSOCIATION.

Section 2. Seal.

The seal of the corporation shall be in circular form and shall bear the following inscription: Charbonneau Homeowners Association – 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 Members.

ARTICLE II CORPORATE PURPOSE AND POWERS

The purpose of the corporation is to carry out, for the benefit of its members, the covenants, conditions, and restrictions that pertain or apply to their interests under the Covenants, Conditions, and Restrictions for Charbonneau as set forth in Instrument No. 72- 31963 recorded October 19, 1972 in the Clackamas County, Oregon deed records as well as any recorded instruments which revise, amend, supplement, or replace said Covenants, and only as said Covenants or their amendments apply to the ownership, use, and enjoyment of any and all properties situated within CHARBONNEAU, a plat of record filed November 18, 1971, CHARBONNEAU II, a plat of record filed May 3, 1972, CHARBONNEAU III, a plat of record filed August 1, 1972, CHARBONNEAU IV, a plat of record filed May 16, 1973, and CHARBONNEAU V, a plat of record filed March 8, 1976, as well as any recorded instruments which revise, amend, supplement, or replace the foregoing, for which purpose the corporation is empowered.

ARTICLE III DEFINITIONS

Terms used in these Bylaws that are not otherwise defined have the meaning given to them in the aforesaid 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. Membership.

Every person or entity who is a record owner of a fee or undivided fee interest in any residence location which is subject by covenants of record to assessment by the Association, including Contract Setters, shall be a member of the Association.

The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any residence location which

is subject to assessment by the Association. Ownership of such residence locations shall be the sole qualification for membership and shall automatically commence upon a person becoming such owner and shall automatically terminate when such ownership shall terminate or be transferred.

The voting membership of CHOA 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 CHOA, 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 CHOA. 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.

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 annual and special assessments levied by the Association. 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 they be personally obligated to pay such assessments, may be suspended by action of the Board Members 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 Board Members have adopted and published rules and regulations governing the use of the common properties or the recreational zones 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. 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 Members, 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 CHOA, 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 in April each year on a date and time determined by the Board Members to maximize association member participation. Special meetings of the members for any purpose may be called at any time by the president, the vice president, the secretary, or treasurer or by any two or more members of the Board Members, or upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership. Board Members, or upon the written request of the Proprietary Members who have a right to vote at least 25% of the votes of the membership.

At the discretion of the Board Members, 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 a 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 CHOA. 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.

The presence at the meeting of members and proxies entitled to cast one-tenth of the votes the membership shall constitute a quorum of any action governed by these Bylaws. Any action governed by the aforesaid Covenants shall require the quorum as therein provided.

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 this residence location or other interest in the properties.

Section 10. Casting of Votes and Consents.

The voting rights or consent of a Proprietary Member may be cast in person at a membership meeting of CHOA or, at the discretion of the Board Members, 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 Members 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 CHOA 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 CHOA 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 Members, 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 Members, any action that may be taken at any regular annual or special meetings 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 Members and permitted by applicable Oregon law, any vote, approval, or consent of a Proprietary Member maybe given by electronic ballot.

ARTICLE V BOARD MEMBERS

Section 1. Powers and Duties.

The business and affairs of the corporation shall be managed by its Board Members.

The Board Members shall have power:

- a) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, except those reserved to the members in the aforesaid Covenants.
- b) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth of the voting membership, as provided in Article IV, Section 6.
- c) To appoint and remove at pleasure all officers, agents, and employees of the Association, 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 Board Member of the Association 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.
- 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) 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 Board Members or Proprietary Members specified in Article IV, Section 6 of these Bylaws for the calling of a special meeting.
- g) To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.
- h) 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 Board Members of the corporation shall be nine, who are members of the Association. At each annual meeting three Board Members shall be elected to three-year terms. No Board Member shall serve for more than two consecutive elected terms. In the event that any Board members shall be absent from three consecutive regular meetings of the Board, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent member to be vacant.

Section 3. Election of Board Members.

The Board Members shall be elected by written ballot. At such election, the 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 aforesaid Covenants applicable to the properties. The nominees receiving the largest number of votes shall be elected Board Members.

Section 4. Vacancies.

Any Board Member vacancy occurring shall be filled by the Affirmative vote of a majority of the remaining Board Members though less than a quorum of the Board. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Board Membership to be filled by reason of an increase in the number of Board Members shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

If a member of the Board is thus elected by the Board Members, the time spent filling the vacancy, will not be counted toward the two consecutive term limit for Board Members elected by the members pursuant to Article V, Section 2, above.

Section 5. Open Meetings and Executive Meetings.

All meetings of the Board Members 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 Members. In the discretion of the Board Members, 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. Meetings and Notice.

A regular meeting of the Board Members shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board Members 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 Members may be called by or at the request of any officer of the Association or any two Board Members after not less than two days' notice to each member. The transaction of any business at any meeting of the Board Members however called and noticed or wherever held shall be as 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 Board Members not present signs a written waiver of notice or 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 7. Board Meetings and Notice.

A regular meeting of the Board Members shall be held without other notice than these bylaws after the annual meeting of members. The Board Members 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 Members may be called by or at the request of any officer of CHOA or any two Board Members. For other than emergency meetings, notice of the Board Members' meetings must be posted at a place or places in CHOA 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 Board Member orally, or delivered personally, by mail, or electronically, at least 24 hours before the meeting. Notice of a Board meeting to a Board Member 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 Members, 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 Board Members 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 Members may, at the discretion of the Board Members, 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 CHOA 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 Board Members 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 Board Member or CHOA 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 instructions 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 8. Quorum.

A majority of the number of Board Members fixed by Section 2 of this Article V shall constitute a quorum for the transaction of business at any meeting of the Board Members, but if less than such majority is present at a meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice. The act of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board Members.

Section 9. Architectural Committee.

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

Section 10. Other Committees.

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

ARTICLE VI OFFICERS**Section 1. Number.**

The officers of CHOA shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board Members), a Secretary, and a Treasurer, each of whom shall be elected by the Board Members 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 Members. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office.

The officers of CHOA to be elected by the Board Members shall be elected annually at the first meeting of the Board Members 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 conveniently may be. 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 Members may be removed by the Board Members whenever in its judgment the best interests of CHOA 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 Members for the unexpired portion of the term.

Any officer or agent elected or appointed by the Board may be removed by the Board Members whenever in its judgment the best interests of CHOA would be served thereby.

Section 5. The President

The President may sign, with the Secretary or any other proper officer of CHOA 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 CHOA, 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 Members 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 CHOA; 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 CHOA:

- a) keep the minutes of the members' and of the Board Members' meetings.
- 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 the seal of CHOA 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 a Vice President, formal documents or other instruments, which shall have been authorized by resolution of the Board Members.
- 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 Members.

Section 8. The Treasurer.

If required by the Board Members, 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 Members shall determine. The Treasurer shall:

- a) have charge and custody of and be responsible for all funds and securities of the corporation.
- b) 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.
- c) sign all checks and notes of the Association.
- d) disburse such funds as directed by resolution of the Board Members, except that such a resolution shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the Board.
- e) maintain proper books of account.
- f) cause an annual audit of the Association books to be made by an accountant at the completion of each fiscal year; cause such periodic audit of CHOA 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) presented to the membership at its annual meeting the budget adopted by the Board Members and balance sheet and operating statements for the immediately preceding fiscal year; and
- i) in general, perform all of the duty's 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 Members. The Board Members 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 (CHOA) checks, as indicated in these Bylaws.

Section 9. Assistant Secretaries and Assistant Treasurers.

The Assistant Secretaries, when authorized by the Board Members, may sign with the President or Vice President formal documents or other instruments the issuances of which shall have been authorized by a resolution of the Board Members. The Assistant Treasurers shall respectively, if required by the Board Members, give bonds for the faithful discharge of their duties in such sums and with such securities as the Board Members shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board Members.

ARTICLE VII CONTRACTS, LOANS, CHECKS, DEPOSITS, AND INVESTMENTS

Section 1. Contracts.

The Board Members 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 Association, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board Member. 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 Association, shall be countersigned by such officer or officers, agent or agents of CHOA and in such manner as shall from time to time be determined by resolution of the Board Members.

Section 4. Deposits and Investments.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board Members may select. The Board Members shall have power, subject to law and 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 in such other securities as are permitted under the law of the State of Oregon for the investment of a nonprofit corporation's trust funds.

Section 5. Indemnification of Board Members,

Officers, and Agents. Each Board Member, officer, employee, and agent of CHOA now or hereafter serving as such, shall be indemnified by CHOA 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 Board Member, officer, employee, or agent of CHOA may otherwise be entitled by law.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Association shall be such as is determined by the Board Members.

ARTICLE IX WAIVERS OF NOTICE

Whenever any notice is required to be given to any member or Board Member of the Association 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:

The affirmative vote of a majority of the Board Members 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 Members 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 majority of a quorum of the Proprietary Members present in person or by proxy. At the discretion of the Board Members, 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.

