

RESTATED BYLAWS
OF THE
KING CITY CIVIC ASSOCIATION

ARTICLE I

Section 1. Purpose and Location.

These Restated Bylaws are made for the purpose of governing the affairs of the King City Civic Association, Inc. (herein referred to as the "Association"), an Oregon non-profit mutual benefit corporation. The office of the Association is located at 15245 S.W. 116th Ave., King City, Oregon 97224.

Section 2. Restated Declaration and Articles Defined.

"Declaration" shall mean and refer to the Restated Declaration of Covenants, Conditions and Restrictions of the King City Civic Association, recorded on June 2, 1995, as Document No. 95038020, in the official records of the Washington County Recorder, and any duly recorded amendments thereto.

"Articles" shall mean and refer to the original Articles of Incorporation of the King City Civic Association, filed with the Secretary of State of the State of Oregon on June 24, 1964, and amended from time to time.

"Bylaws" shall mean and refer to these Restated Bylaws.

Section 3. Incorporation by Reference.

The provisions of the Declaration and the Articles are hereby incorporated in these Bylaws by reference, as though fully set forth therein.

Section 4. Definitions.

The terms defined in the Declaration shall have the same meaning when used in these Bylaws as when used in the Declaration.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Members. The Association shall have Resident-Members, which shall mean all persons living in a Unit who comply with the provisions of Article III of the Declaration, and Owner-Members, which shall mean all persons or entities holding a recorded fee title or contract vendee's interest in a Unit or Lot. The term "Members" shall mean both Resident-Members and Owner-Members.

Section 2. Annual Membership Meetings.

A meeting of Members shall be held each year in the month of May or such other time as the Board determines by giving not less than thirty (30) days prior written notice to all Members.

Section 3. Special Meetings.

A special meeting of Members shall be called by the President or by a majority of the Board, or upon receipt by the Board of a written request signed by at least one hundred (100) Members. Such a special meeting shall be held at a date and time fixed by the Board not less than thirty (30) nor more than sixty (60) days after the meeting is called by the president or Board or receipt of the request.

Section 4. Notice and Location of Meetings.

Written notice of annual membership and special meetings shall be given by the Board to each Member, by publication in the Association Newsletter or by first class mail or by deposit at the Member's home and by notice posted in a conspicuous location on the Association's property.

Notice of special meetings shall be given not less than ten (10) nor more than sixty (60) days before the date of any meeting at which Members are required or permitted to take any action.

Every notice shall specify the place, date and time of the meeting, and shall include a copy of the meeting agenda as established by the Board of Directors. The notice shall specify the nature of the business to be transacted, and that no other business may be transacted.

Section 5. Quorum.

Those Members present shall constitute a quorum at a meeting.

Section 6. Membership and Voting.

The qualifications for membership in the Association and voting rights shall be as set forth in Article V of the Articles.

Voting by Members on all matters on which Members are entitled to vote shall be by written ballot except for minor procedural items such as approval of minutes of prior meetings. Ballots must be cast in person or mailed or delivered by a Member and received by the Election Committee prior to the close of the election. Absentee ballots are available from the Association's office not less than ten (10) days nor more than twenty (20) days prior to election day.

Section 7. Proxies.

Proxies are not allowed.

ARTICLE III

POWERS AND DUTIES OF THE ASSOCIATION AND THE BOARD OF DIRECTORS

The Association shall have those powers, rights and duties provided for in law or in the Association Documents.

Subject to the provisions of the Oregon Nonprofit Corporation Act, and any limitations in the Association Documents relating to action required to be approved by the Members, the Association shall be managed and all Association powers shall be exercised by, or under the direction of, the Board of Directors.

ARTICLE IV

TERM OF OFFICE, ELECTION AND REMOVAL OF DIRECTORS

Section 1. Number and Term of Directors.

The Board shall consist of seven (7) Directors who must be Resident-Members of the Association. Directors shall serve staggered terms. A Director's term of office is three (3) years.

Section 2. Nomination of Directors.

Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chair, who shall be a member of the Board not up for election, and two or more Resident-Members of the Association. The Nominating Committee shall be appointed by the Board of Directors at least ninety (90) days prior to each annual election of Board members.

The Nominating Committee shall make as many nominations for election to the Board of Directors as it wishes, but not less than the number of vacancies that are to be filled. In addition, any Resident-Member may place his/her name for nomination by submitting a petition signed by a minimum of twenty-five (25) Resident-Members. Said petition must be submitted to the Association office at least thirty (30) days prior to the election.

Section 3. Election of Directors.

The election of Directors shall be by secret written ballot at a properly noticed election held within thirty (30) days after the Annual Membership meeting. The Resident-Members shall elect Directors for a term of three (3) years to replace those whose terms of office have expired. Those persons receiving the largest number of votes shall be elected. Each Director shall serve until his/her replacement is elected and qualified.

Provision shall be made for write-in candidates on the written ballots.

An Election Committee consisting of two Directors and three or more Resident-Members shall be appointed by the Board to conduct the election and to count the votes. The election shall constitute a special meeting of the Association for all purposes necessary to conform such election to applicable legal requirements.

Section 4. Removal of a Director.

The Resident-Members may remove a Director from the Board with or without cause prior to the expiration of the Director's term by a special election called for by a petition signed by either two-thirds (2/3) of all Directors or at least 100 of the Resident-Members. A majority of the votes cast in such special election is required for the removal of the Director.

Section 5. Resignation of a Director.

A Director may resign upon giving written notice to the Board, the President, or the Secretary. Such resignation shall become effective when accepted by the Board.

Section 6. Vacancies on the Board.

A vacancy on the Board created by removal or resignation of a Director shall be filled by the vote of the majority of the remaining Directors within sixty (60) days of such vacancy,

except that if there are less than four (4) Directors remaining, such vacancies shall be filled by the Resident-Members at a special election held within sixty (60) days of the last such vacancy.

Each Director elected to fill a vacancy shall serve for the remainder of the term of the replaced Director.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings.

Regular formal meetings of the Board at which it conducts business shall be conducted at least monthly at a time and place fixed by the Board. Notice of the time, the place and the agenda of the regular meetings shall be given to all Directors, at least seven (7) days prior to the meeting and shall also be posted at a prominent place at the Association Office.

Section 2. Special Meetings.

A special meeting of the Board may be called by the President of the Association or by any three (3) Directors. Notice of the time and place of the special meeting and the agenda shall be given to all Directors, not less than twenty-four (24) hours prior to the meeting and posted at a prominent place at the Association office. Only items on the agenda may be acted on at such special meeting.

Section 3. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum.

The vote of a majority of the Directors present at a meeting at which a quorum has been established shall constitute the act of the Board, unless a different vote is expressly provided for in the Association Documents.

Section 4. Board Meetings Open to Members.

Regular meetings of the Board shall be open to all Members of the Association. Members who are not Board Directors may participate only to the extent authorized by the Board's presiding officer.

Section 5. Board Meetings Not Open to Members.

On matters dealing with personnel issues, litigation in which the Association is or may become involved and violations of Association rules or documents, the Board may hold meetings closed to the Members.

Section 6. Conduct of Meetings. Meetings shall be conducted by reasonable parliamentary procedures.

ARTICLE VI

OFFICERS

Section 1. Executive Officers.

The officers of the Association shall be a president, vice-president, secretary, and a treasurer elected from the Board of Directors.

Section 2. Election and Term of Officers.

The election of officers shall take place at the first meeting of the Board following the annual election of Directors.

Each officer shall be elected annually by the Board and shall hold office for one (1) year.

Section 3. Resignation and Removal of Officers.

Any officer may resign upon giving written notice to the Board, the President or Secretary. The resignation is effective when accepted by the Board.

Any officer may be removed from office by a vote of 2/3 of the Board at any time with or without cause.

Section 4. Filling Vacancies.

A vacancy in an office shall be filled by election by the Board. The officer elected to such vacancy shall serve for the remainder of the term of that office.

Section 5. President.

The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board, have general supervision, direction, and control of the business and

the officers of the Association. The President shall preside at all meetings of the Board and at all meetings of the Members and shall have such powers and duties as may be prescribed by these Bylaws, the Declaration, or the Board.

Section 6. Vice-President.

The Vice-President shall act in the place of the President in the President's absence, or inability to act.

Section 7. Secretary.

The Secretary shall be responsible for the keeping of all records of votes and all minutes of Board and Member meetings at the principal office of the Association. Such minutes shall include the time and place of each meeting, the notice given, the names of Directors present at Board meetings, the number of Members present at a Members' meeting, and the actions taken at each meeting.

The Secretary shall be responsible for giving the notices to Members as required in these Bylaws.

The Secretary shall be responsible for maintaining a current membership register at the Association office which shows the names and addresses of all Owner-Members and Resident-Members.

Section 8. Treasurer.

The Treasurer shall be responsible for reporting the financial affairs of the Association and for presenting the annual budget.

ARTICLE VII

COMMITTEES

The President, with the consent of the Board, may establish committees with such duties and authority as the Board may deem necessary. All committees shall serve at the pleasure of the Board. Committees shall report their recommendations to the Board and shall keep records of their proceedings.

ARTICLE VIII

EMPLOYEES AND AGENTS

The Board of Directors shall hire such employees, agents and contractors as it deems necessary to properly manage the Association.

ARTICLE IX

AMENDMENT

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1. Compensation.

No Director or officer of the Association shall receive any salary or other compensation for services performed in the conduct of the Association's business; provided, however, that the Board may authorize reimbursement for expenses actually incurred by a Director or officer in carrying on the business of the Association.

Section 2. Standards of Conduct.

Each Director shall perform the duties of a Director in accordance with the standards of conduct set forth in the Oregon Nonprofit Corporation Act.

Section 3. Conflicts.

Conflicts between provisions of these Bylaws and the other Association Documents shall be resolved as set forth in the Declaration.

Section 4. Fiscal Year.

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

Section 5. Annual Audit. Not less often than annually, the Board of Directors shall contract with a certified public accountant for the performance of an independent annual fiscal audit of the Association's fiscal records.

ARTICLE XI

INSPECTION OF ASSOCIATION RECORDS

The records of the Association shall at all times during regular business hours be subject to inspection by any Member if said Member gives the Association written notice at least two (2) business days before the date on which the Member wishes to inspect or copy. Records available for inspection and copying are those specified in the Oregon Nonprofit Corporation Statute.

The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the Association office.

The undersigned President and Secretary hereby certify that these Amended Bylaws have been properly adopted pursuant to the Bylaws previously in effect.

KING CITY CIVIC ASSOCIATION

Jacqueline Byler
President

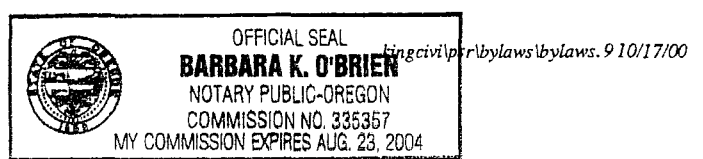
Blenn R. Willis
Secretary

STATE OF OREGON)
) ss.
County of WASHINGTON)

10-24, ~~2000~~ ²⁰⁰¹

Personally appeared before me the above-named JACQUELINE BYLES, who, being duly sworn, did say that SHE is the President of KING CITY CIVIC ASSOCIATION, and that said instrument was signed in behalf of said Association by authority of its Board of Directors; and they acknowledged said instrument to be its voluntary act and deed.

Barbara K. O'Brien
Notary Public for Oregon



STATE OF OREGON)
) ss.
County of WASHINGTON

1-8, ~~2000~~²⁰⁰¹

Personally appeared before me the above-named GLENN R. WILLIS, who, being duly sworn, did say that HE is the Secretary of KING CITY CIVIC ASSOCIATION, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors; and they acknowledged said instrument to be its voluntary act and deed.

Barbara K. O'Brien
Notary Public for Oregon

