

Return to: Woodburn Estates & Golf
1776 Country Club Road
Woodburn, Oregon 97071

MARION COUNTY CLERK
Reel 4586 Page 238
Marion County
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AMENDED
BYLAWS

SENIOR ESTATES GOLF & COUNTRY CLUB

1776 Country Club Road, Woodburn, OR 97071

DBA



Adopted March 14, 1989

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BYLAWS of Woodburn Estates & Golf

FOREWORD

The Association's Bylaws rank third in the hierarchy of the Association's CC&Rs (conditions, covenants, and restrictions.) The Articles of Incorporation delegates the creation and any revisions to the Board to amend, repeal, or create new Bylaws consistent with law and its CC&Rs, including but not limited to setting fees and fines.

The Fair Housing Act of 1988 required changes to our CC&Rs which were made and restated on April 27, 1989. You will find some of the same rules in the Articles of Incorporation as in the Declaration of Restrictions.

Assumed Business Name (ABN) - Woodburn Estates & Golf, registered January 21, 2015

Association – Any reference to the Association means our current legal name or assumed business name.

BYLAWS of Woodburn Estates & Golf

Definitions for Bylaws

1. The "Association" (i.e., Senior Estates Golf and Country Club) means the nonprofit corporation formed to serve as the association of Owners, and its successors and assigns. (All references herein to "Senior Estates Golf and Country Club" shall mean the subdivision of that name in the City of Woodburn, County of Marion, and State of Oregon).
2. "Board" means the Board of Directors of the Association.
3. "Building Site" means either a numbered Lot as shown on the identified plat or a parcel consisting of a portion of any Lot or contiguous portions of any two or more contiguous Lots; provided, however, that such parcel, if composed of a portion of a Lot or portions of two or more contiguous Lots, shall have a principal frontage of not less than 40 feet, and an area of at least 3,600 square feet.
4. "Common Area" means all property owned by the Association, including the golf course, club house, recreational facilities, and all areas designated as Common Areas on any plat of any property in Senior Estates Golf and Country Club, including improvements thereon.
5. "Declarant" means the owner of the respective sections of the Senior Estates Golf and Country Club subdivision, Marion County, Oregon, at the time of recording the original Declaration of Restrictions pertaining to each section, that is: 1. Senior Citizens of the West, Inc. with respect to Section 1; 2. Senior Estates, Inc. with respect to Sections 2 through 7a; 3. Woodburn Construction, Inc. with respect to Section 8. Declarants have transferred all their rights and power, under the original Declarations of Restrictions, together with all their rights, title, and interests in property in Senior Estates Golf and Country Club, to the Association.
6. "Dwelling House" includes both the main portion of the structure and all projections therefrom, but does not include the eaves of such structure, nor uncovered front porches or steps.
7. "Garage" includes both the main portion of the structure and all projections therefrom but does not include the eaves of such structure.
8. "Joint Owner Vote" means joint Owners shall be considered a single voting unit and shall be entitled to only one (1) vote. Joint owners shall decide who shall vote, with no vote being allowed to joint owners who cannot decide who will vote.
9. "Lot" means a platted or partitioned lot within Senior Estates Golf and Country Club, or any property so designated in any declaration annexing the property to Senior Estates Golf and Country Club, but not including any Common Area now or hereafter owned by the Association.
10. "Occupant" means a person who has made the Dwelling House the person's fixed habitation for the foreseeable future.
11. "Occupy" means that a person has the intent to make, and takes actions consistent with making, the Dwelling House the person's fixed habitation for the foreseeable future.
12. "Owner" means (1) one or more natural persons vested with fee simple title or vested with a life estate in a Lot, Unit or Building Site, (2) one or more natural persons holding a vendee's interest under a recorded contract for the purchase of a Lot, Unit or Building

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Site, or (3) one or more natural persons who are entitled to the possession and beneficial use of a Lot, Unit or Building Site under a trust agreement or declaration of trust.

13. "Person" means any individual, group, organization, firm, corporation, business, partnership, or any other combination of individuals acting as one entity.
14. "Real Estate Transaction" means the sale, lease, transfer, or rental of a Lot, Building Site, or Unit, but shall not include mortgages, liens, or other security interest activities.
15. "Setback" means the minimum distance permitted between the Dwelling House or other structure and a given Street or Lot line.
16. "Street" means any street, highway, or other thoroughfare as shown on the identified plat.
17. "Street Frontage" means that portion of a Lot or Building Site which borders on a Street.
18. "Unit" means the Building Site on which a Dwelling House has been placed.
19. "Property" means any and all lots of record contained within Senior Estates and Golf County Club, including every lot of record within the subdivisions Woodburn Senior Estates 1 through 8, or any addition to the subdivision Woodburn Senior Estates, and any and all lots of record added to or included in Senior Estates and Golf County Club by any declaration adding said lots to Senior Estates and Golf County Club. Property does not reference any common areas now or hereinafter owned by Senior Estates and Golf County Club."
20. "Board of Directors" - References to "Board of Directors" or "BOD" or "Board" all refer to the Board of Directors.

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BYLAWS OF THE SENIOR ESTATES GOLF and COUNTRY CLUB

These Bylaws are enacted pursuant to the Restated Articles of Incorporation. They are regulations for the control and management of the Senior Estates Golf and Country Club corporation DBA "Woodburn Estates & Golf." The Board of Directors shall decide all questions of interpretation of these Bylaws by a majority vote of its members present and voting, provided that a quorum of directors is present.

1 CORPORATE NAME: The name of the Corporation is Senior Estates Golf and Country Club.

2 CORPORATE OFFICE: This Corporation shall maintain its principal office on the property platted as Woodburn Senior Estates in Marion County, Oregon, at 1776 Country Club Road, Woodburn, Oregon 97071, but may have offices and transact business at other places as the Board of Directors may designate.

3 CORPORATE RECORDS:

3.1 The Corporation shall keep at its principal office complete and current records and account books. The Corporation shall also keep minutes of the proceedings of the members, and the Board of Directors, and those records required by ORS 65.771.

3.2 The Corporation books and records required by ORS 65.771 and ORS 94.670 may be inspected by any member, or agent or attorney of any member, using the procedures set forth in ORS 65.774, ORS 65.777, and ORS 94.670. The Board of Directors may adopt reasonable rules governing the frequency, time, location, notice and manner of examination and duplication of association records and impose a reasonable fee for furnishing copies of any documents. It also may include a fee for personnel costs related to furnishing certain records and documents. [6-23-2009]

3.3 The Corporation on behalf of the association may withhold from examination and duplication certain records described in ORS 94.670(9)(b) cited below.

3.3-1 Personnel matters relating to a specific identified person or a person's medical records.

3.3-2 Contracts, leases and other business transactions that are currently under negotiation to purchase or provide goods or services.

3.3-3 Communications with legal counsel that relate to matters specified in paragraphs (1) and (2) of this subsection and the rights and duties of the association regarding existing or potential litigation or criminal matters.

3.3-4 Disclosure of information in violation of law.

3.3-5 Documents, correspondence or management or Board reports compiled for or on behalf of the association or the Board of Directors by its agents or committees for consideration by the Board of Directors in executive session held in accordance with ORS 94.640 (8).

3.3-6 Documents, correspondence or other matters considered by the Board of Directors in executive session held in accordance with ORS 94.640 (8).

3.3-7 Files of individual owners, other than those of a requesting owner or requesting mortgage of an individual owner, including any individual owner's file kept by or on behalf of the association. [6-23-2009]

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4 MEMBERS

4.1 Classes of Membership. There are two (2) classes of membership, Property Owner Members (voting) and Associate Members (non-voting).

4.1-1 Property Owner Members. Property Owners in Woodburn Estates & Golf shall automatically be members of the corporation and are subject to fees, whether they participate in any corporate or club activity, or not. Membership is not transferable and is canceled upon change of property ownership. Voting rights, community access and participation in HOA activities are suspended if the Property Owner member is not a member in *good standing*.

4.1-1A The term “lot” refers to a numbered lot in Section 1 through 8, inclusive of Woodburn Estates & Golf, as recorded in the office of the County Recorder in Salem, Marion County, Oregon and /or Woodburn Senior Estates, Subdivision within the City of Woodburn, Marion County, Oregon.

4.1-1B Information on the Application for Membership must be true and accurate. The Board of Directors may reject the Member in *good standing* status of a Property Owner Member who has supplied false or misleading information on the Application for Membership.

4.1-1C Age Requirement: Property Owners must provide proof of age in accordance with the HUD FHA Housing for Older Persons Act of 1995. Any of the following original documents are considered reliable documentation of the age of the occupants of the housing facility or community. Updates are required at least every two (2) years.

4.1-1C1 Driver’s License

4.1-1C2 Birth Certificate

4.1-1C3 Passport

4.1-1C4 Immigration Card

4.1-1C5 Military Identification

4.1-1C6 Any other state, local, national, or international official documents containing a birth date or comparable reliability

4.1-1C7 A certification in a lease, application, affidavit, or other document signed by any member of the household age 18 or older asserting that at least one (1) person in the unit is 55 years of age or older.

4.1-1-D A member is “*not in good standing*” whose fees and or fines are in arrears for more than 30 days. A member “*not in good standing*” is not eligible to request any approval by the architectural committee for any modifications or changes to their property, may have voting rights suspended, may be suspended from use of amenities, and any other consequence the Board sees fit to impose.

4.1-1-E Members of Woodburn Estates & Golf shall be in one of the following series:

1000 SERIES: Property Owners

5000 SERIES:

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4.1-1-E1 Lessee (Renters) of Property Owner Member's homes.

4.1-1-E2 Other Associate Members that live outside Senior Estates Golf and Country Club.

7000 SERIES: Golf Only Associates

4.1-2 Associate Members: Upon payment of fees established by the Board of Directors, Associate Members have privileges equal to Property Owner Members in the use of the facilities and participation in the social and recreational activities. They have no rights or privileges in matters governing the Association or the employees thereof; they do not have voting rights and will not have a share of the corporate assets if the Association dissolves. The minimum age for Associate membership is fifty (50) years of age. Associate membership extends to no more than two adults living at the same address.

4.1.2A Associate Member Qualifications.

4.1.2A1 Lessee (Renters) of a Property Owner Member's property may be Associate Members upon approval of the Board of Directors and payment of Associate fees. Renters must be at least fifty-five (55) years of age.

4.1.2A2 Associate Memberships shall be available to individuals who are fifty (50) years of age or older and live outside the Woodburn Estates & Golf upon approval of the Board of Directors and payment of Associate fees.

4.1.2A3 Occupant(s) of Woodburn Estates & Golf, as defined in Article II. C. 1 & 2 of the Declaration of Restrictions may be an Associate Member upon approval of the Board of Directors without paying Associate fees provided the owner of record has paid fees levied against that Lot. The Property Owner will not be issued a membership card under the circumstances in Article II.

4.2 Non-Owner Occupants

All non-owner occupants must be registered with the office on the Initial application or on the non-owner occupant form within ten (10) days when the non-owner occupant moves in after the initial move in.

4.2-1 Non-Owner Occupant Policies

The housing facility or community must establish and maintain appropriate policies to require that occupants comply with the age verification procedures required by this section.

4.2-2 Failure to Comply with Non-Owner Occupant Policies

Members who fail to comply with the registration requirement for non-owner occupants are subject to the fine schedule established by the Board of Directors.

4.3 Member's Guests

4.3-1 There are two types of guests, Household Guests and Local Guests.

4.3-1A Household Guests are out-of-town guests of a Property Owner member in *good standing* who spend a period of visitation in the

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member's home. These people may be granted user privileges of Woodburn Estates & Golf facilities during their visitations only if accompanied by a member host, registered with the office as guests, and appropriate user fees are paid.

4.3-1B Local Guests are those who are a guest of a member in *good standing* of Woodburn Estates & Golf. These Local Guests must be accompanied by a member host, must register with the office, and must pay appropriate user fees. [3-23-2010 & 12-10-2019]

4.3-2 These guest categories and privileges apply to all Woodburn Estates & Golf facilities including, but not limited to golf, swimming, entertainment, dancing, exercise room and other recreation or activities of Senior Estates Golf and Country Club.

4.3-3 Household Guests or Local Guests - Property Owner Members and Associate Members are limited to two (2) couples or four (4) persons as Household Guests or Local Guests at any event or activity, unless a greater number is approved in advance by a member of the Board of Directors. The member must register and accompany their guests at all times.

4.3-4 Guests who are invited as groups by established clubs or organizations of Woodburn Estates & Golf (golf course, Home and Home events, or Square Dance Club Invitational parties as examples) are not considered to be members' guests.

4.3-5 Restaurant - Further, it is mandated by the Restated Articles of Incorporation that Woodburn Estates & Golf maintain a Restaurant. The restaurant on premises is open to the public. Restrictions on guests do not apply.

4.3-6 Property Owner Members and Associate Members are always held responsible for the conduct of their guests and must assure their compliance with the established Rules of Woodburn Estates & Golf.

4.4 Meetings of Members

4.4-1 Place of Meeting. All meetings of Property Owner Members shall be held at the Association's principal office or at such other place in Woodburn, Marion County, Oregon as the Board of Directors designates.

4.4-2 Annual Meeting. The Annual Meeting of Property Owner Members shall be held on the second Tuesday in November, if not a legal holiday, and if a legal holiday, then on the next succeeding day, not a holiday or such other days as designated by the Board of Directors.

4.4-3 Special Meetings. Special Meetings of Property Owner Members may be called at any time to conduct business for the benefit of the Association that is not inconsistent with Oregon law, the Restated Articles of Incorporation, the Bylaws, the Rules and Regulations or the Declaration of Restrictions. Such Special Meeting may be called by the President of the Board of Directors or by the Board of Directors or by petition bearing the signatures of twenty percent (20%) of Voting Members. [10-26-2010]

4.4-4 Meeting Notice: For annual meetings and special meetings, a written or printed notice will be prepared stating the date, time, and place of the meeting and if a special meeting, the purpose of the meeting. The notice

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shall be delivered neither less than ten (10) nor more than fifty (50) days before the date of the meeting, personally or by mail or e-mail, to each member entitled to vote. The notice of mailing will include, but is not limited to ballot(s), quorum, proxy, and secrecy and return envelope. If mailed, the notice is deemed delivered when deposited in the United States mail with postage prepaid and addressed to the most recent address of the member as it appears on the Association records. Notice shall also be provided by posting it on the Association bulletin board and, if time permits, by publishing it in the Woodburn Estates & Golf newspaper, News & Views.

4.4-5 Proxies. A proxy or “appointment of agent” may be used only to establish a quorum for the Annual or Special Meetings of members. The quorum proxy must be received at the Association office by 3:00 p.m. on the day before the election, by hand, or delivery of the United States mail. [9-22-2020 & 9-28-2021]

4.4-6 Absentee Ballots. Each Property Owner Member in *good standing* may request an absentee ballot in the Secretary’s notification of Annual or Special Meeting packet via first class mail. A member may request a provisional absentee ballot (if original is not received) by personally picking up the ballot from the Business Office and signing for same, or personally requesting that the absentee ballot be sent to him or her via first class mail. To be counted, completed ballots must be received at the Association Office by 3:00 p.m. by hand or by U S mail, the day of the vote. [9-22-2020]

4.4-7 Conduct of Business [7-23-19 & 11-24-2020]

4.4-7A The presence in person or by proxy of twenty percent (20%) of the Voting Members constitutes a quorum for the transaction of all business, that is not inconsistent with Oregon Law, the Restated Articles of Incorporation, the Bylaws, the Rules and Regularity, or the Declaration of Restrictions.”

4.4-7B The members present at a duly called meeting at which a quorum is present may transact business until adjournment of the meeting, notwithstanding the withdrawal or departure of voting members leaving less than a quorum.

4.4-7C A majority of the votes cast at an Annual Meeting or a Special Meeting by members in *good standing* is necessary for the adoption of any matter, unless Oregon law, the Restated Articles of Incorporation, or the Bylaws, requires a greater proportion.

4.4-8 Voting Rights of Members. The voting rights of members are as specified in the Restated Articles of Incorporation.

4.4-9 Presiding Officers. Meetings of the Members shall be presided over by Corporation Officers in the following order:

- President
- Vice President
- Secretary
- Treasurer

4.4-10 Notice of New Business Requested by Members. Any new business requested by Members to be considered by the Property Owner Members at

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any annual or special meeting shall be made by motion concisely stated. If a Property Owner would like to request that a matter be placed on the agenda for any Members' Meeting, such motion shall address only one subject that is not in conflict with Oregon laws, the Articles of Incorporation, the Declaration of Restrictions, the Bylaws, the Rules and Regulations and shall be delivered to the Secretary at the Association's office for notice and publication at least sixty (60) days prior to the date of such meeting. The requested business matter shall be placed on the Association's annual meeting agenda under new business for consideration, unless it is in violation of Oregon Laws or the Association's Governing Documents or is clearly made for an improper purpose in the discretion of the Board of Directors.

4.4-11 Agenda. The agenda of a meeting of members shall list separately each matter or item to be considered at the meeting. The agenda shall be posted at the Association office in the club house thirty (30) days prior to the meeting and shall also be delivered to the News & Views for publication. The order of business shall be:

4.4-11A Proof of notice of the meeting.

4.4-11B Determination of a quorum.

4.4-11C Reading of Minutes of previous member meeting, correction, and approval. A motion may be made to dispense with the reading of the minutes with the approval of the members. After the reading or motion to dispense, a request for correction and member approval shall be made. [11-24-2020]

4.4-11D Treasurer's report, with proposed budget for the following year.

4.4-11E Unfinished business.

4.4-11F New business.

4.4-11G Adjournment.

4.4-12 Conduct of Meetings. The latest edition of Robert's Rules of Order shall govern the conduct of all meetings when not in conflict with the Restated Articles of Incorporation and these Bylaws.

4.5 Members' Liability. Every member of this Association is exempt from any personal liability for the payment of Association debts, charges, and claims except to the extent of his or her beneficial share in the corporate assets and in any distribution, there under.

5 DIRECTORS

5.1 General Powers. The business of the corporation shall be managed by its Board of Directors.

5.2 Number and Special Exclusions. There shall be nine (9) Directors of the Corporation. The number of Directors may be increased or decreased by amending these Bylaws.

5.2-1 Exclusions

5.2-1A Employees and Independent Contractors. Any member who is also an Employee or Independent Contractor of the Association shall not be elected or appointed to serve as a director.

5.2-1B A member, who is an employee or Independent Contractor of the Association, may not run for the Board of Directors within the first

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year after leaving employment or contract work at Woodburn Estates & Golf. [11-24-2020]

5.3 Election of Directors. Three (3) directors shall be elected annually for a term of three (3) years each at the annual meeting of the members. The three (3) nominees receiving the greatest number of votes shall be elected. Should a tie for the third position occur, the chair of the nominating committee shall conduct a blind draw from the names of the tied candidates to determine who is elected. [11-24-20]

5.3-1 Nomination of Directors.

5.3-1A Incumbent Directors shall set the time and prescribe the conditions for nominations of candidates for Director. There shall be no nominations made from the floor or in any manner except as herein provided.

5.3-1B The Board of Directors, by a majority vote, shall appoint a Nominating Committee consisting of five (5) members of this Corporation, none of whom shall be a member of the current Board of Directors or a candidate for the office of Director. The Committee shall nominate candidates for the available positions on the Board of Directors. The Committee shall nominate at least as many candidates as there are available positions. All candidates for Directors shall be voting members in *good standing* of this Corporation.

5.3-1C A group of twenty-five (25) or more members in *good standing* may nominate individual Property Owner members in *good standing* for election as Directors.

5.3-1D All nominations of candidates for Director made either by the Directors' Nominating Committee or by members, shall be in writing and state legibly and alphabetically the names and addresses of the candidates for Directors. The nominations shall be delivered to the Secretary at the Corporation office at least forty (40) days prior to the annual meeting. The Secretary shall post, in alphabetical order, a list of all names and addresses of candidates for Directors in the Corporation office at least thirty (30) days prior to the annual meeting and shall also deliver a copy thereof to *News & Views* for publication. The addresses shall not be printed in the *News & Views*.

5.3-2 Election Board. The Board of Directors shall appoint an Election Board consisting of five (5) or more members to conduct the election by written ballot.

5.3-3 Voting. Voting shall be by written ballot only by Association members in *good standing*. The voting rights of members are as specified in the Restated Articles of Incorporation. Voting may be by absentee ballot provided by the Association Secretary, if requested, and may be cast at any time prior to a scheduled election.

5.3-4 Ballot. The ballot shall bear the names of all qualified candidates for Directors. The Chairperson of the Election Board shall tally the ballots cast and certify to the Board of Directors in writing the names of the candidates

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receiving the three (3) highest number of votes from members entitled to cast votes.

5.4 Term.

5.4-1 A Director's term of office shall commence on January 1, following election and shall terminate on December 31, following the election of his or her successor. No oath of office or bond shall be required of a Director.

5.4-2 Directors shall hold their offices until the expiration of the terms for which they were elected and are serving, their resignation, or their removal from office, whichever occurs first.

5.4-3 When a Board position is vacated, the President will, within thirty (30) days and with Board of Directors' approval, appoint a member in *good standing* to fill the vacated position for the remainder of the term.

5.4-4 One Member of Board per Household - Only one (1) Property Owner per household can be a member of the Board of Directors at one time. This does not preclude a second member from running for the Board for the following year, in the last year of a first member's term who is leaving office. [11-24-2020]

5.5 Meetings.

5.5-1 Regular and special meetings of the Board shall be held at the Association office or at such place as the President designates. All Board meetings are open to the membership, excepting special meetings held in Executive session. Non-Board members attending open meetings may not participate in the business being conducted by the Board. Regular Board meetings are held once a month on the fourth Tuesday of the month. [11-24-2020]

EXCEPTIONS:

5.5-1A December - Second Tuesday of the month, with a second meeting in December, if needed.

5.5-1B January – Two meetings, second and fourth Tuesday.

5.5-1C Emergency meetings, as declared in the Articles of Incorporation of the association 4.8 may be called at any time with 24 hours' notice to each director, as allowed under ORS 94.640(10). An emergency meeting is defined as a meeting with less than three (3) days' notice as required by special meetings in 5.5-2 below, or as noted for regular meetings in this section. The association recognizes that emergency meetings are to be used only in dire situations where the Board cannot hold-up an action for three (3) days for a special meeting. The reason for the emergency meeting must be stated in the minutes of the meeting and shall be the only item of business on the agenda or discussed.

5.5-1D In the event of a pandemic or natural disaster, monthly Board meetings may be held using electronic devices or a call-in meeting method of communication by phone, as allowed under ORS 94.640 (10). Members of the Association will be invited and allowed to participate in these meetings with notice. [7-28 & 11-24-2020]

5.5-2 Recording of Meeting – Only the Board Secretary or President may record any Board meeting. The recording of the Board meeting is to be deleted

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after the minutes have been printed in the *News & Views*. Members who record at the meetings will be asked to put away their recording device. A second request the same, or at a following meeting may include a request to leave the meeting. [10-25-2016 & 9-28-2021]

- 5.5-3 Special meetings of the Board of Directors may be called by the President or, in the President's absence, incapacity or refusal to act, by any three (3) members of the Board of Directors on three (3) days' notice, orally or in writing. [10-26-2010]
- 5.5-4 Robert's Rules - The latest edition of Robert's Rules of Order shall govern the conduct of all meetings when consistent with the Restated Articles of Incorporation and these Bylaws.
- 5.5-5 Publications of Minutes - Approved Minutes of regular and special meetings, except meetings held in executive session, will be published in the *News & Views*, and posted on the Association's bulletin board.
- 5.5-6 Member Attendance It is the policy of Woodburn Estates & Golf that members are entitled to attend Board meetings in order that they may be fully advised of all matters affecting their interests. However, it is recognized that certain matters of a sensitive or confidential nature need to be discussed and decided in executive session not open to the members. Meetings or portions of meetings in executive session are not open to the general membership, and attendance may be limited to Board members and such persons as may be specifically permitted by the Board or by a legal right to attend and participate in the meeting.
- 5.5-7 Special meetings may be held in executive session. Regular meetings may be adjourned to an executive session, and upon conclusion of business that is the subject of the executive session, may be reconvened in regular session. [10-26-2010]
- 5.5-8 Executive Session Declared - The President, or other person presiding at a meeting, may declare an executive session either prior to or during a meeting or an executive session may be declared by majority vote of the Board members present at a meeting. If an executive session has been declared, a majority of the Board members may at any time during the meeting adopt a motion terminating the executive session. If the meeting is continued it shall thereafter be an open meeting.
- 5.5-9 Executive Session Matters Discussed - Matters discussed at executive session are confidential.
- 5.5-9A Board members shall not discuss with or reveal other matters that have been discussed in executive session.
- 5.5-9B All attorney-client communications involving representatives of the Association are confidential privileged communications.
- 5.5-9C Only the President of the Association or his designee has authority to waive any attorney-client privilege.
- 5.5-9D All such communications are to be held in strictest confidence by members of the Board, officers, and employees, and are to be discussed by the Board only in executive session.

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- 5.5-9E All communications made for the purpose of facilitating the rendition of professional legal services, whether discussed in executive session, or not, are confidential and should not be disclosed outside of an executive session meeting to any person.
- 5.5-9F No individual Board member has legal authority to disclose confidential attorney-client communications to any third party, and specifically, no member of the Board (other than the president or his designee) shall have the authority to waive attorney-client privilege.
- 5.5-9G Violation of this prohibition constitutes a breach of fiduciary obligations of the Board member toward the Corporation, and intentional violation constitutes a breach of a director's duty of loyalty to the corporation.
- 5.5-9H Penalties for violation include a fine of up to five-hundred dollars (\$500.00) for each violation, and other disciplinary measures available under these Bylaws, including but not limited to suspension of membership privileges. [2-24-2009]

5.5-10 Executive Session Topics Only the following topics may be discussed or decided in executive session.

- 5.5-10A Personnel matters.
- 5.5-10B Litigation in which the Association or Board members in their capacity as such are involved or may become involved (litigation includes administrative procedures and hearings).
- 5.5-10C Collection of unpaid fees.
- 5.5-10D Contract negotiations.
- 5.5-10E Consult legal counsel or consider communications with legal counsel.

5.5-11 Annual Organization Meeting of Board.

- 5.5-11A Location, Date and Time. Unless otherwise agreed by the Board, within fourteen (14) days following the annual meeting of the Association, the Board of Directors shall hold an organization meeting with the newly constituted Board of Directors, on such date and at such time and place as is determined by the current Board.
- 5.5-11B No further notice of the organization meeting to the directors is necessary. If the date, time, and place of the organization meeting are announced at the annual meeting, no further notice to Owners is necessary.
- 5.5-11C Procedure and Business. Until the election of new officers, the organization meeting shall be chaired by the outgoing president, or, in the absence of the outgoing president, the outgoing secretary, unless the Board has elected a vice-president, regardless of whether the outgoing president, secretary or vice-president is a member of the newly constituted Board. At the organization meeting, the newly constituted Board of Directors shall elect officers in accordance with these Bylaws. The current Board may

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not conduct any other Association business at this meeting. [11-26-2013]

5.6 Resignations.

5.6-1 A Director may resign at any time by giving written notice to the Board of Directors or to an Officer of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer. Acceptance of the resignation shall not be necessary to make the resignation effective.

5.6-2 Any Director who fails to qualify as a Property Owner member in *good standing* for a period more than thirty (30) days shall be automatically deemed to have resigned without a right of reinstatement.

5.6-3 Any Member that runs for the Board of Directors of the Association and is elected and resigns before the start or end of their term, shall not be allowed to run for an elected, or accept an appointed Board position for the remainder of their term.

Exception

5.6-3A An exception may be allowed with proof of a medical hardship at the time of the resignation. Proof may be required if the member chooses to run for the office again during the time of their elected office. This may include a signed medical letter from a medical professional. [11-22-2016]

5.7 Compensation. The Corporation Directors shall receive no compensation for their services on the Board of Directors but may be reimbursed for travel and incidental expenses incurred while conducting Corporation business, if approved by the Board of Directors.

5.8 Powers. With limitation of all powers conferred by the laws of Oregon and the provisions of the Restated Articles of Incorporation and Bylaws, the Board of Directors has the following powers:

5.8-1 Documents. To have access to valuable documents under “lock and key,” such as past copies of governing documents, voting records, employee and member personal information, and background check verification paperwork.

5.8-2 Private Email Addresses. To have access to email addresses given by members through various methods including, but not limited to, their applications, the census, Woodburn Estate & Golf Bugle Blast, or by any other manner. The above-mentioned email addresses are not to be shared, sold, or traded. [9-27-2016]

5.8-3 To appoint and remove Officers, agents, and employees of the Corporation, prescribe powers and duties for them, and require indemnity bonds at corporate expense. Consistent with law, the Restated Articles of Incorporation, and these Bylaws, to fix their compensation and require of them competent service. [4-23-2016]

5.8-4 To exercise for this Association all powers and authority vested in it or delegated to this Corporation by any Declaration of Restrictions, amendments thereto, State Law, and any additional restrictions pertaining to property in Woodburn Senior Estates Sections 1 to 8, inclusive. [12-13-2011]

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5.8-5 To issue membership certificates to qualified members in such form as it finds fitting, which shall be signed by the President and Secretary or other designated Officer. [12-13-2011]

5.8-6 To appoint and direct Committees, including but not limited to the following: Activities – Golf – Membership – Finance – House – Rules - Planning and Real Estate Transactions. The Chairperson of each committee shall be a Board Member. [12-13-2011]

5.8-7 Fair Housing Act - The Board of Directors shall take all actions necessary to ensure that Woodburn Estates & Golf complies with the Fair Housing Amendment Act of 1988, 42 U.S.C., Section 3601 et seq., and any regulations adopted pursuant to the Act. [12-13-2011]

5.8-8 Administration - To take all actions necessary for administration of the Association except those which are delegated to the Members by the Articles of Incorporation, the Declaration of Restrictions or State Law.

5.9 Limitation of Power of Directors; Special Requirements.

5.9-1 Membership Approval of Borrowing. The Board of Directors must obtain the approval of a majority of the membership prior to the Board of Directors incurring debt through borrowing in excess of twenty-thousand dollars (\$20,000). The Board of Directors shall not borrow any sum without the affirmative vote of at least six (6) Directors. Any recommendation of the membership to borrow more than twenty-thousand dollars (\$20,000) shall require the affirmative vote of at least six (6) Directors before being presented to the membership.

5.9-2 In the event of a sale, conveyance or transfer of a lot, unit or building site, a Working Capital Fund Fee, in an amount of one and half percent (1.5%) of the purchase price with a minimum fee of three thousand dollars (\$3,000), shall be due and payable by the purchaser, transferee, grantee or in the event of a sale on contract, the vendee. [12-22-2020]

This Amendment shall be effective March 1, 2021, for all sales, conveyances, or transfers occurring on or after that date. Any sales agreement entered before March 1, 2021, of which closing escrow has been established and earnest money deposits have been made before that date, shall not be subject to the increased Working Capital Fund Fee. [12-22-2020]

5.9-2A The Working Capital Fund Fee shall be due and payable at the time of such sale, conveyance, or transfer.

5.9-2B The following shall not be considered as a sale, conveyance, or transfer for purposes of this paragraph:

5.9.2-B1 A mortgage, trust deed, lien or other security interest on a Lot, Unit or Building Site.

5.9.2-B2 A lease on or rental of a Lot, Unit or Building Site.

5.9-2C The Working Capital Fund Fee shall be used solely for expenses for common area major repairs, budgeted capital expenditures, or emergencies.

5.9-2D Exemption from the Working Capital Fund Fee may be granted by the Board of Directors only under the following circumstances:

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- 5.9.2D1 Any Person acquiring title or an ownership interest in a Lot, Unit or Building Site by inheritance, gift, tenancy by the entirety, living trust or other means without the payment of value or giving of other consideration, may apply for an exemption by making written request to the Board of Directors, within thirty (30) days after acquiring such title or ownership interest.
- 5.9.2D2 Property Owner, after residing in the home for a minimum of six (6) months after closing, may be allowed an exemption for 50 percent (50%) of the Working Capital Fund fee if purchasing a second home in the Association. The second may be invoiced for the remaining 50 percent (50%) allowed, if the member does not remain in *good standing* while owning both homes. [8-23-2016]
- 5.9.2D3 The Property Owner must request the exemption in writing before the closing date of the purchase of the second home.
- 5.9.2D4 Neither home can be rented.
- 5.9.2D5 True copies of all documentation evidencing the acquisition of the title of ownership interest shall be submitted with request.

5.9-3 Disbursement of Funds. Any disbursement(s) for any specific project in excess of the approved annual budget shall not exceed a maximum of twenty-thousand dollars (\$20,000) without membership's affirmative vote.

5.9-4 Budget Priority. All projected operating and maintenance costs must be budgeted against anticipated revenues derived from fees before any funds may be budgeted for capital improvements or additions.

5.9-5 Quorum. A majority of Directors shall constitute a quorum for the transaction of corporate business.

6 BUDGETS

6.1 Annual Budget. The Board of Directors shall annually prepare an income and expense budget to guide the Board of Directors in the ensuing year on anticipated operating income and expenses and anticipated capital expenditures, consistent with ORS 94.645.

6.1-1 Budget Committee: The Budget Committee will include, at minimum, the Treasurer, Manager, Office Accountant or Bookkeeper and two (2) *at large* board members. The Manager shall present drafts of the Operating, Working Capital Fund, and Reserve Fund to the Budget Committee by September 30th for the succeeding year budget for review and submittal to the Board.

6.1-2 Budget Meetings: The Treasurer shall schedule a series of special Board and Budget Committee meetings to review the draft budgets for the Operating, Working Capital Fund, and Reserve budgets, including each department budget.

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- 6.1-3 Proposed Budget: The Board members should, at the end of the special budget meetings, agree on the budget for the succeeding year; with recommendations made after completion to the Board of Directors.
- 6.1-3A Annual Meeting: The proposed budget shall be presented at the Annual meeting and posted on the corporation bulletin board.
- 6.1-4 Approval of Budget: The Treasurer presents all three (3) budgets for normal approval by the Board of Directors at the regular November Meeting on the fourth Tuesday of November.
- 6.1-5 Budget Summary: A budget summary as required in ORS 94.645 shall be provided to all owners within (thirty) 30 days. The budget summary will be posted on the association bulletin board. It is recommended, although not required, to provide this summary with the annual owner invoice for association fees.
- 6.1-6 Periodic Reports: The Treasurer will provide periodic reports, in writing, to the Board of Directors concerning the status of the budget in terms of any major variances among the revenue and expense line items in the budget(s).
- 6.2 Operating Budget: All projected operating and maintenance costs must be budgeted against anticipated revenues derived from fees, assessments, and ancillary income.
- 6.2-1 Transfers: Any transfers of funds from the Working Capital Fund or the Reserve Fund to the Operating Fund must be repaid in a reasonable amount of time per ORS 94.595
- 6.3 Working Capital Fund: The Working Capital Fund shall fund new construction projects, expansions, and equipment greater than three thousand dollars (\$3,000.00) that have use of greater than one (1) year.
- 6.3-1 The Working Capital Fund shall be used to fund the Reserve Fund, capital improvements and expansion projects, and funds necessary to protect the corporation against unforeseen catastrophic events.
- 6.3-2 The Working Capital Fee shall fund the Working Capital Fund, approved by the Board of Directors, starting January 1, 2022.
- 6.3-3 The Reserve Fund must be deemed funded by the Association Board before any Capital projects are approved.
- 6.3-3A It is recommended that requests be submitted during the annual budget process, but exceptions may be approved due to urgent situations. Funds may accumulate in the Reserve Fund for multiple years to fund larger scale projects.
- 6.3-3B Requests must be submitted to the board and must receive six (6) of nine (9) affirmative votes of the board.
- 6.3-3C It is the responsibility of the Board of Directors to fund and budget adequate funds to meet the Reserve Fund to an annual allocation of at least five-hundred thousand (\$500,000.00). The Reserve Fund must be funded to this level before other capital projects are budgeted.
- 6.4 Reserve Fund: The Reserve Fund is a Board-controlled fund.
- 6.4-1 The Reserve Fund is for repair and replacement of existing facilities and unforeseen catastrophic events.

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6.4-2 Balance: Reserve Fund must be maintained annually at five-hundred thousand (\$500,000.00) or meet (two) 2 years of Reserve Study expense allocations, which-ever is greater.

6.4-2A Funding: The funds for the Reserve Funds are transferred from the Working Capital Fund.

6.4-2B Budget: An annual (or multi-year) Reserve Fund Budget will be prepared considering anticipated new or replacement equipment and reasonable inflationary increases, necessary major repairs, and multi-year project funds to protect against unexpected loss. ORS 94.595.

6.4-3 Reserve Study: An updated Reserve Study includes for consideration those capital improvements, replacements, and repairs of one thousand (\$1,000.00) or more for any single expenditure and have more than one year expected life.

6.4-3A The Reserve Study will be brought up to date each year concurrent with the annual budget process and prior to the first meeting of the Budget Committee.

6.4-3B The period-of-time considered in the Reserve Study will be from more than one (1) to less than thirty (30) years. ORS 94.595.

6.4-3C The period-of-time does not prevent the board of directors to plan for large-scale items that are thirty (30) years or more.

6.5 Review or Audit: Annual Review or Audit - The Board of Directors shall provide for an annual review or audit of the account books by an independent public accountant. [Section 6 Rewrite 12-14-2021]

7 OFFICERS

7.1 This Association's Officers shall be elected by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer elected from among the Directors. These Officers shall hold their offices for one (1) year or until their successors are elected, qualify, and accept the office. The Board of Directors may remove any Officer from office whenever in the Board of Director's judgment the best interest of the Association will be served thereby.

7.1-1 President. The President shall be the chief executive officer of this Association and shall have general supervision over the corporation's business property, and employees, subject to the control of a majority of the Board of Directors. The President shall be an *ex-officio* member of all committees. The President shall preside at all meetings of Directors and members, unless the President designates another Officer, and shall sign all membership certificates. The President shall have other powers and duties as are prescribed by the Board of Directors. [12-13-2011]

7.1-2 Vice President. In the absence or incapacity of the President, the Vice President shall perform the Presidential duties. [12-13-2011]

7.1-3 Secretary. The Secretary shall keep a full and complete record of the proceedings of the association membership meetings and meetings of the Board of Directors. The Secretary shall have custody of the Corporate Seal, Minute book, Membership Records, and Rules and Regulations. The Secretary shall mail notices of all membership meetings to the members and

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perform other duties delegated by the Board of Directors, or required by the Restated Articles of Incorporation, these Bylaws, or the Declaration of Restrictions pertaining to property in Senior Estates Golf and Country Club. The Secretary shall conduct all correspondence and discharge other duties pertaining to the office of Secretary, including signing Certificates of Membership, and other corporate documents when required. [12-13-2011]

7.1-4 Treasurer. The Treasurer shall receive and safely keep all funds and legal documents of corporate ownership of this Association and deposit these in such bank(s) as the Board of Directors designates. The Treasurer shall disburse funds and sign checks as prescribed by the Board of Directors. The Treasurer shall keep the accounts in books belonging to the Association, which shall be open at all times to the inspection of the Board of Directors. The Treasurer shall make monthly written reports of the monies received and paid out and the amount of funds on hand and shall make periodic reports when requested by the Board of Directors. The Treasurer shall make an annual financial report and assist in any review of the Association's financial condition. The Treasurer is responsible for preparation of the annual budget and making and filing annual reports with the Oregon Secretary of State, State and Federal income tax returns, and Real and Personal Property Tax statements with the Marion County assessor. The Treasurer shall make and provide other reports and provide bond, when required, in amounts as the Board of Directors requires. [12-13-2011]

7.2 Authority to Sign Checks. Two authorized signatures will be required on all checks, drafts, or orders for payment of money on behalf of Woodburn Estates & Golf, and the following persons, unless ordered otherwise by the Board of Directors, are authorized to sign such documents: President, Vice-President, Secretary, Treasurer and Manager. [12-13-2011]

8 MANAGER OR MANAGING AGENT. "Manager or Managing Agent" means an employee or independent contractor hired to perform such duties and services as the Board of Directors may direct or authorize. On behalf of the Association, the Board may employ or enter a contract with a manager or management agency to perform such duties and services as the Board may direct or authorize. The manager or the managing agency shall work at the pleasure of the Board, and reports directly to the Board President, and shall act accordingly to the position description adopted by the Board of Directors and as amended from time to time. The term Manager or Managing Agent includes General Manager, Site Manager or Association Manager. [10-27 & 12-22-20].

9 FEES

9.1 Membership. A fee for homeowner or associate for membership in the Association, whether the member participates in any club activity or not.

9.2 Payment of Fees. Each member's liability for payment of fees, and penalty or cost for failure to comply with the Restated Articles of Incorporation, Bylaws, Declaration of Restrictions, or Rules and Regulations, is separate and apart from the exemption from personal liability.

9.3 Fees. The amounts of the fee shall be identified on the Fees Schedule set by the Board of Directors.

9.3-1 Working Capital Fund Fee: A one-time fee paid by new property homeowners for their portion of the common area. **See 5.9-2.**

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9.3-2 Fees shall be paid on an annual (January 31) or semi-annual basis (half January 31 and half July 31) but may be revised by the Board of Directors. Homeowners must be given thirty (30) days written notice of any change in due dates.

9.3-3 Annual: A fee for owner or associate member for, but not limited to: unlimited rounds of golf, golf cart storage, RV lot storage, and cart path use by a personal golf cart.

9.3-4 Single occasion: The single or event fee is for, but not limited to: a round of golf, guest use of the swimming pool, and the rental of clubhouse facilities or the gazebo for member gatherings or events (see Rules and Regulations, "Clubhouse", for more information).

9.3-5 Homeowner(s) shall be responsible for the payment of all fees and charges as required by regular membership, whether occupying the property or not. [1-27-2015]

9.3-6 Fees not paid within 30 (thirty) days of the due date are delinquent and will be subject to late charges and other fees as outlined in the Association documents. [11-24-2015]

9.3-7 Associate must renew their fees to have access to the facilities. If they have not paid their dues within thirty (30) days of the due date, they are delinquent and may be dropped from the Association membership. Reinstatement is contingent on payment of the delinquent fees. [1-27-2015]

9.4 All refunds are to be applied to any open account balance before a check can be issued.

9.5 Fees, including RV lot, golf cart storage and golf packages, may be prorated for partial years, as follows:

9.5-1 During the first year of member or Associate golf only participation in the Association.

9.5-2 Consideration may be given to special circumstances given to the Board in writing.

9.5-3 A partial refund may be given, upon written request by the member or Associate, under the rules of this section for golf if there is a written medical excuse from a qualified medical doctor.

9.5-4 RV lot deposit is non-refundable. [Fee Section Rewrite - 9-28-2021]

10 PENALTIES FOR VIOLATIONS

10.1 Schedule of Fines. The Board shall establish a schedule of fines for violations of the Restated Articles of Incorporation, Bylaws, Declaration of Deed Restrictions and Rules and Regulations of the club. – The current fine schedules are found at the end of the Standard Operating Procedures (SOP) and in the Enforcement Resolution. [11-24-2020]

10.2 Additional Penalties. The Board may include additional penalties such as but not limited to:

10.2-1 Late Fees, etc.

10.2-2 Violation not corrected by date set by Board and notice provided to the Member.

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10.2-3 Continuing, Isolated, or Multiple Violations. The Board of Directors may suspend all or a portion of member's multiple violation fines, upon condition, some violations have been remedied the remaining violation fines are remitted or remaining rule violations are remedied within-period set by Board.

10.2-4 Only Association Members are subject to these penalties and those of their guests and occupants. However other persons may be banned from the facilities by the Board. [Penalty Section – 11-22-2011]

11 FISCAL YEAR The fiscal year of this Association shall begin on the first (1) day of January and shall terminate on the thirty-first (31) day of December.

12 AMENDING THE BYLAWS

12.1 These Bylaws may be amended by the Board of Directors at any regular meeting of the Board, provided the amendment was proposed at the previous regular meeting and discussed and was posted on the bulletin board in the entrance hall by the Office at least ten (10) days prior to next Regular Board meeting. Amended Bylaws shall be recorded in the Office of the Marion County Clerk within two (2) weeks after the December Board Meeting.

12.2 All amendments to the Bylaws must be dated and signed by the President, Secretary and Rules Chairman, and included in the Master File and the Office File.

12.3 Rule Changes: The Rules (CC&R) Director is the principal Board member in revising the various Association CC&R documents. All changes or addition should be review by the rules committee for consulting to being brought to the Board of Directors by the Rules (CC&R) Director for a vote. [10-26-2021]

13 INDEMNIFICATIONS OF DIRECTORS AND OFFICERS

The Association shall indemnify, exonerate, reimburse, or defend any present or former Director or Officer of this Association for expenses, claims, liabilities, indebtedness, penalties, attorney fees, danger, or injury incurred by or caused by them in such capacity, except for their own negligence, or their knowingly unauthorized acts or defalcations not ratified, confirmed, or adopted for the benefit thereof received by this Association.

14 CERTIFY BYLAWS

We certify that that these Bylaws were adopted in accordance with the Declaration of Restrictions, Articles of Incorporation of the Association and Rules and Regulations.

Certifying to a Copy of a Document

Senior Estates Golf & Country Club dba Woodburn Estates & Golf.

STATE OF OREGON, COUNTY of Marion

I Andrew Steig verify that I have witnessed the signature of Sharyn Cornett, in her capacity as President of Woodburn Estates & Golf; Allan Lindberg in his capacity as Secretary of Woodburn Estates & Golf; and Carol Bolton in her capacity as Rules chairperson of Woodburn Estates & Golf.

President:

Sharyn Cornett – signature on file ___ Date: 1-18-2022

Secretary:

Allan Lindberg – signature on file ___ Date: 1-18-2022

Rules Chairperson:

Carol Bolton – signature on file _____ Date: 1-18-2022

Andrew Steig – signature on file _____ Date: 1-18-2022

Notary Public – State of Oregon

Official Stamp

Document Description

This certificate is attached to page **18** of a **BYLAWS** dated 12-14-2021, consisting of **26** pages.