



**AMENDED AND RESTATED BYLAWS
COAST VILLAGE PROPERTY OWNERS CORPORATION
(AN OREGON PLANNED COMMUNITY, NON-PROFIT CORPORATION)**

Pursuant to Article 8 of the Bylaws of Coast Village Property Owners Corporation executed April 27, 2012 and recorded May 3, 2012 under recording number 2012-021597, in Lane County Official Records, in Lane County, Oregon, the Bylaws of Coast Village Property Owners Corporation are hereby amended to wit:

ARTICLE 1

Section 1.1 PURPOSE AND LOCATION

These bylaws are made for the purpose of governing the affairs of Coast Village Property Owners Corporation (herein referred to as "Corporation"), an Oregon mutual benefit non-profit, non-exempt Corporation. The principal office of the Corporation shall be maintained within the common area of Coast Village, in Florence, Oregon, or located as the Board of Directors may designate from time to time.

Section 1.2 DECLARATION AND ARTICLES DEFINED

"Declaration" shall mean and refer to the most recent Declaration of Covenants, Conditions and Restrictions of Coast Village recorded in the Official Records of Lane County, Oregon, and the duly recorded amendments thereto.

"Articles" shall mean and refer to the most recent Articles of Incorporation of the Coast Village Property Owners Corporation and Amendments thereto as registered with the Oregon Secretary of State Corporations Division.

Section 1.3 INCORPORATION BY REFERENCE

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

Section 1.4 DEFINITIONS

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

1.4.a The term "shall" means mandatory performance.

1.4.b The term "will" means voluntary performance.

Section 1.5 MEMBERSHIP AND VOTING

There shall be two separate types of membership in CVPOC:

1.5.a Voting Membership

- 1.5.a(1) There shall be one voting membership attendant to lot ownership in Coast Village per each assessment-paying lot. Each voting membership is entitled to one vote of the membership.
- 1.5.a(2) In cases of joint or multiple ownership of any privately held assessment lot within Coast Village, the owners of such lot shall decide among themselves who is to vote the membership and so register same with the meeting Secretary prior to any actual meeting of the membership at which voting is to take place.
- 1.5.a(3) Fiduciaries: An executor, administrator, guardian or trustee may vote in person or by absentee at any meeting of the Corporation with respect to any lot owned or held by him or her in such capacity.
- 1.5.a(4) All voting other than at the annual and special meetings of the membership shall be done by ballots mailed to all members, which shall be returned directly to the Elections Committee by mail, or personally delivered to the CVPOC office, or to the Chairman of the Elections Committee.
- 1.5.a(5) Voting Membership is defined as a membership in which all assessments, dues and electric bills are no more than 60 days in arrears.

1.5.b Non-voting Membership

- 1.5.b(1) Non-voting membership is defined herein as a lot owner who is more than 60 days delinquent in dues, assessments or electric bills.

- 1.5.c No proxy votes shall be recognized. Except for Annual Membership Meeting in which case no lot owner may have more than two proxies from otherwise eligible members in good standing. Adopted July 16, 2011 at annual membership meeting.

ARTICLE 2

ANNUAL AND SPECIAL MEETINGS OF THE MEMBERSHIP

Section 2.1 ANNUAL MEMBERSHIP MEETINGS

An annual meeting of members shall be held once each calendar year. The Board of Directors shall determine the date of each annual meeting, which shall be scheduled on any weekend day in July of each year.

Section 2.2 SPECIAL MEMBERSHIP MEETINGS

A special meeting of the members shall be called by the President or by the Board of Directors upon the vote for such a meeting by a majority of the Board of Directors or upon receipt by the Board of Directors of a written request, stating the specific purpose of the meeting, signed by at least fifty (50) members. Such a special meeting shall be held at a date and time fixed by the Board of Directors not less than fifteen (15) nor more than thirty (30) days from the Board of Directors receiving the request.

Section 2.3 NOTICE AND LOCATION OF MEMBERSHIP MEETING

- 2.3.a The Board of Directors shall give written notice of annual and special meetings notice to each member in the manner prescribe in the Declaration, Article 4.3.
- 2.3.b Such notice shall be given not less than fifteen (15) nor more than thirty (30) days before the date of any meeting at which members are required or permitted to take any action; however, in the case of a special meeting such notice shall be given within five (5) days after the Board of Directors votes or receives a request as stipulated in Section 2.2.
- 2.3.c Every notice shall specify the place, date and the time of the meeting, and (1) in the case of a special meeting, the full substance of the business to be transacted, and no other business shall be transacted or (2) in the case of an annual meeting, the full substance of matters which the Board of Directors, when the notice is prepared, intends to present for action by the members. However, any proper matter may be presented by the members in accordance with Oregon Law at an annual meeting. Said matters described above shall be presented to the membership within the agenda format presented in Section 2.5.
- 2.3.d In any meeting, no action may be taken upon any of the following subjects unless the meeting notice has included the full substance of each subject to be acted upon:
 - 2.3.d(1) Director removal;
 - 2.3.d(2) Filling a Board of Directors vacancy;
 - 2.3.d(3) Approving a contract or other transaction in which a director has material financial interest;
 - 2.3.d(4) Amendment of the Articles, Bylaws, or Declaration;
 - 2.3.d(5) Plans for distribution of assets to members in connection with dissolution or final liquidation;
 - 2.3.d(6) Conveying of lot(s) acquired through foreclosure;
 - 2.3.d(7) Investment of reserve account(s).
- 2.3.e The Board of Directors shall specify the meeting place, which may be held outside of Coast Village, if in the judgment of the Board of Directors, larger accommodations are required than exists within Coast village, in which case the meeting place shall be as close as possible to Coast Village.

Section 2.4 QUORUM FOR MEMBERSHIP MEETINGS

No less than twenty percent (20%) of the voting membership shall constitute a quorum for the transaction of business at any meeting of the membership. Failing to achieve the twenty percent (20%), the Board of Directors can re-convene the meeting with a lesser requirement in accordance with Oregon Revised Statutes.

Section 2.5 MEMBERSHIP MEETINGS—AGENDA AND PROCEDURES

The President of the Board of Directors will preside at every Annual Membership meeting. In the absence of the President, the chain of command shall be according to Robert's Rules of Order. Additionally, using Robert's Rules of Order, the President shall recognize any and all membership input from the floor until the meeting is adjourned. All membership meetings shall be conducted according to the following order of business:

- 2.5.a Proof of meeting notice in accordance with these Bylaws;
- 2.5.b Establishment of quorum;
- 2.5.c Reading and approval of prior minutes;
- 2.5.d Reports of Directors, Officers and Committee Chairs;
- 2.5.e Old business;
- 2.5.f New business;
- 2.5.g Introduction of new directors;
- 2.5.h Adjournment.

2.5.h(1) Motion and second shall be made by the membership from the floor.

Section 2.6 ACTION WITHOUT A MEMBERSHIP MEETING

Any action, which may be taken by the vote of members at an annual meeting or special meeting, may be taken without a meeting if a written ballot is distributed to each member of the Corporation in compliance with the provisions of the Oregon Non-Profit Corporation Act.

Section 2.7 RECONVENING AN ADJOURNED MEMBERSHIP MEETING

The reconvening of any adjourned meeting shall be in full compliance with the provisions of the Oregon Non-Profit Corporation Act.

ARTICLE 3

POWERS AND DUTIES OF THE CORPORATION AND DIRECTORS

Section 3.1 CORPORATION POWERS

The Corporation shall have those powers, rights and duties provided for in law, including those powers enumerated in the Oregon Revised Statutes, and in the Coast Village Declaration and Bylaws.

Section 3.2 BOARD OF DIRECTOR'S POWERS

Subject to the provisions of Oregon Law and any limitation in Coast Village documents relating to action required to be approved by members, the Corporation shall be managed by and all Corporation powers shall be exercised by or under the direction of the Board of Directors.

Section 3.3 DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall provide Rules and Regulations covering the operation of Coast Village. The Board of Directors is responsible for consistently and objectively enforcing Rules and Regulations of Coast Village.

ARTICLE 4

TERM OF OFFICE, ELECTION AND REMOVAL OF DIRECTORS

Section 4.1 COMPOSITION

The Board of Directors of the Corporation shall be composed of six (6) members and the President.

- 4.1.a Prior to each annual meeting of the membership, the members shall elect by a majority of the votes cast, an individual who affirms his/her willingness to serve as Director or the President, whose terms are expiring that year. If insufficient qualified members file to fill a vacancy on the Board of Directors, the membership may nominate and elect at the annual meeting, by majority votes of those present, qualified owners to serve. If insufficient qualified members are elected at the Annual Membership Meeting, the Board of Directors may then elect, by majority vote of the Board, at the next meeting of the Board of Directors, qualified members to serve.
- 4.1.b Three (3) board members and the President will be elected on odd number years, and three (3) board members on even numbered years.
- 4.1.c Individuals elected may serve successive terms.
- 4.1.d The term of office for the President and the Directors shall be two (2) years.
- 4.1.e No two (2) individuals from the same immediate family nor more than one individual of a Corporation that owns multiple lots in Coast Village shall serve as President/Director on the Board of Directors at any one time.

Section 4.2 REMOVAL AND REPLACEMENT OF DIRECTORS AND/OR PRESIDENT

- 4.2.a A Director or the President may be removed for cause from office prior to the expiration of his/her term via a recall action.
 - 4.2.a(1) Initiation of the recall action can be by action of the Board of Directors or by petition of (50) members of the Corporation.
 - 4.2.a(1).a Recall action will be in the form of a general vote of the entire membership of the Corporation to be conducted by the Elections Committee.
 - 4.2.a(1).b Removal of a Director or the President requires an affirmative vote of the majority of the ballots cast by the membership.
- 4.2.b Vacancies caused by a resignation or other reason which occur after the Annual Membership will be filled as follows:
 - 4.2.b(1) If the vacancy date falls more than 8 months from the anticipated date of the next Annual Membership Meeting, a mail ballot, as described in 4.3 shall be used. Should no qualified member file to fill such a vacancy or be elected, the Board of Directors may elect a qualified member to serve

the remaining term of the vacancy being filled.

- 4.2.b(2) If the vacancy date leaves less than 8 months from the anticipated date of the next Annual Membership Meeting, the Board of Directors may elect a qualified member to serve. Elections made under this provision will last until the next annual election cycle.

Section 4.3 BALLOT BY MAIL

- 4.3.a A notice shall be sent to the membership by means selected by the Board of Directors requesting names of those wishing to be candidates for director and/or the President.
- 4.3.b A letter naming all candidates and describing their qualifications and background shall accompany the ballots sent to all members.
- 4.3.c Electronic Notification and Balloting.
- 4.3.c(1) Voting members and directors may elect to receive and return notifications and ballots through electronic mail by notifying the Chairman of the Elections Committee or Coast Village office and providing a current electronic address. Notification requirements are deemed met upon electronic transmission to the address on file with the board.
- 4.3.c(2) An electronic ballot is effective when it is electronically transmitted to an address location or system designated by the board for that purpose. A vote by electronic ballot may not be revoked.
- 4.3.c(3) Notification time limitations, membership balloting qualifications and timing requirements remain as published.
- 4.3.d Notwithstanding any provision in the Declaration or other sections of these Bylaws, any vote, approval or consent of an owner may be given by electronic ballot for those owners who have agreed to the electronic notification and balloting process.

Section 4.4 ASSUMPTION OF OFFICE

All newly elected directors and when appropriate, the President, will officially assume their positions prior to the close of the Annual Meeting of the Corporate membership.

Section 4.5 REQUIREMENTS OF A DIRECTOR

- 4.5.a All directors, the President and candidates for any position shall be a member in good standing in CVPOC. All assessments, dues and electric bills (if applicable) must be current at the time of their filing an intention to be a candidate and maintain this status throughout their entire term of office. Additionally, directors and the President must be an owner of record and provide proof of same for a lot in Coast Village; proof to be provided at the time of their filing.

- 4.5.a(1) Failure to maintain the status defined in Section 4.5.a shall be grounds for removal from office.

ARTICLE 5

MEETINGS OF DIRECTORS

Section 5.1 REGULAR MEETINGS OF THE DIRECTORS, AGENDA AND PROCEDURES

Regular meetings of the directors shall be conducted at least quarterly at a time and place fixed by the directors. The meeting shall be held in Coast Village. Notice of the time and place of regular meetings shall be communicated to each director at least (15) days prior to the scheduled day of the meeting. Board members may attend regular, special and emergency meetings electronically, provided accommodations have been made to permit all attending board members to hear each other simultaneously or otherwise be able to communicate during the meeting. A member of the Board of Directors participating in a meeting by this means is deemed to be present in person at the meeting. Notice of the meeting and its agenda must be posted for the Corporation membership. The President of the Corporation will preside at every regular meeting. In the absence of the President, the chain of command shall be conducted according to Robert's Rules of Order. The meeting will be conducted according to the following agenda:

- 5.1.a Proof of meeting notice in accordance with these Bylaws;
- 5.1.b Establishment of a quorum;
- 5.1.c Approval of the agenda;
- 5.1.d Membership input on the agenda items;
- 5.1.e Reading and approval of the prior minutes;
- 5.1.f Reports of Directors, Officers, and Committee Chairs;
- 5.1.g Old business;
- 5.1.h New business;
- 5.1.i Good of the Order;
- 5.1.j Adjournment.

Section 5.2 SPECIAL AND EMERGENCY MEETINGS OF THE DIRECTORS

- 5.2.a A special meeting of the Board of Directors shall be called by written notice signed by the President of the Corporation or by any two (2) directors other than the President. Directors are to be notified of the time, place and nature of the business to be considered. A meeting notice shall be posted on the official Coast Village bulletin board and on the Coast Village Website. Any such meeting is to be held no less than forty-eight (48) hours after the notice has been given.
- 5.2.b Emergency meetings may be held without notice if the reason for the emergency is stated in the minutes of the meeting. These meetings must be called by the President or by any three (3) directors other than the President. Minutes of an emergency meeting shall be published within 48 hours of the meeting. Emergency meeting authority is reserved to

those situations which, for example, threaten life, significant property damage, etc., without immediate board intervention.

Section 5.3 ACTION WITHOUT A MEETING OF THE DIRECTORS

The Board of Directors will take authorized action(s) without a meeting if said action(s) to be taken is approved by at least two thirds (2/3) of the directors in writing. The action(s) shall be evidenced by one or more written consents describing the action(s) taken, signed by each approving director, and included in the minutes and filed with the Secretary who will maintain them in the Corporation's business office, Website and bulletin board.

5.3.a Action(s) taken under Section 5.3 shall become effective when the last approving director signs the consent.

5.3.b A consent signed under Section 5.3 has the effect of a meeting vote and may be described as such in any document.

Section 5.4 DIRECTOR'S WAIVER OF NOTICE

Notice of a meeting of the Board of Directors need not be given to any director who has signed a waiver of notice or a written consent to the holding of such meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting at the earliest reasonable opportunity the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the Secretary who shall maintain them in the Corporate office, or made a part of the minutes of the meeting.

Section 5.5 ESTABLISHMENT OF A QUORUM AND DIRECTOR VOTING

5.5.a The presence of a majority of the authorized number of directors at a meeting of the Board of Directors shall constitute a quorum for the transaction of business including those directors attending electronically.

5.5.b The vote of a majority of the directors present at a meeting duly held at which a quorum is present shall constitute the action of the Corporation, unless said vote is expressly prohibited in federal, state, local statutes, and/or Corporate Bylaws and Declaration.

Section 5.6 ADJOURNMENT OF A DIRECTOR'S MEETING

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If an adjourned meeting is to continue more than twenty-four (24) hours later, notice of the adjourned meeting shall be given to all the directors not present at the time of adjournment.

Section 5.7 DIRECTOR'S MEETING OPEN TO MEMBERSHIP

Regular, special and emergency meetings of the Board of Directors shall be open to the membership of the Corporation; provided, however, that a member who is not a director shall not participate in any board deliberation or discussion unless expressly so authorized by the chairperson.

Section 5.8 DIRECTOR'S EXECUTIVE SESSION

The Board of Directors may, with the approval of a majority of the directors present, adjourn a meeting and reconvene in executive session to discuss sensitive issues such as consulting legal counsel, personnel matters, including salary negotiations and employee discipline, negotiation of a contract with third parties, and collections of unpaid assessments. Except in the case of an emergency, the Board of Directors shall vote in an open meeting whether or not to conduct an executive session. If the board votes to conduct an executive session, the presiding officer of the board shall state the general nature of the action to be considered and as precisely as possible, when and under what circumstances the deliberation can be disclosed to the membership. Any action or contracts considered during an executive session do not become effective unless and until the board later reconvenes in an open meeting and approves the action or contract. An executive session shall not be open to the membership of the Corporation. An individual, not a member of the board, may be explicitly invited if determined necessary by the board.

Section 5.9 DIRECTOR'S RESPONSIBILITIES

5.9.a The Board of Directors shall manage the business and affairs of Coast Village in a manner intended to preserve and maintain Coast Village as a private, non-profit single family residence and vacation home park and to:

- 5.9.a(1) Preserve and enhance the value of the property;
- 5.9.a(2) Promote the health and safety of lot owners;
- 5.9.a(3) Maintain and repair the common property;
- 5.9.a(4) Provide a method of payment for such maintenance and repair;
- 5.9.a(5) Maintain the financial integrity of the Corporation.

5.9.b In keeping with these responsibilities, the directors are empowered to select and hire by their action any and all personnel that they deem necessary to carry out these responsibilities, including individuals or firms to handle the financial affairs of the Corporation. Coast Village Property Owners Corporation shall not hire any director or officer or any member of their family. Except as otherwise noted, a member of the Corporation membership may be hired.

ARTICLE 6 CORPORATION OFFICERS

Section 6.1 ENUMERATION OF CORPORATION OFFICERS

The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer and such other special officers from the Board of Directors as the Board of Directors may from time to time by resolution create.

Section 6.2 ELECTION AND TERMS OF OFFICE FOR CORPORATION OFFICERS

Election of President shall be in accordance with Section 4.1. The election of officers other than President shall be from among the directors and shall take place at the first meeting of the Board of

Directors following each annual meeting of the Corporate membership. The term for officers other than the President will be for one (1) year.

Section 6.3 RESIGNATION AND REMOVAL OF CORPORATION OFFICERS

Any officer may resign upon giving written notice to the Board of Directors, the President and/or the Secretary. The resignation shall be effective immediately unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor shall be elected to take office when the resignation becomes effective. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Removal of any officer shall be in accordance with the Oregon Non-Profit Corporation Act.

Section 6.4 FILLING CORPORATION OFFICER VACANCIES

A vacancy in any office may be filled by election by the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 6.5 DIRECTORS HOLDING MULTIPLE CORPORATION OFFICES

No person shall simultaneously hold more than one (1) office.

Section 6.6 PRESIDENT OF THE CORPORATION

The President shall be the Chief Executive Officer of the Corporation and shall be subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the officers of the Corporation. The President will preside at all director's and membership meetings. The President shall have such powers and duties as are prescribed by the Articles, Bylaws, Declaration, and Oregon Statutes. The President shall sign all leases, mortgages, deeds, promissory notes and other written instruments, and will co-sign all checks exceeding an amount established by the Board of Directors.

Section 6.7 VICE-PRESIDENT OF THE CORPORATION

The Vice-President shall act in place of the President in the event of the President's inability or refusal to act, and shall exercise such powers and discharge such duties as may be required by the Board of Directors.

Section 6.8 SECRETARY OF THE CORPORATION

- 6.8.a The Secretary shall record or have recorded all minutes of directors and membership meetings and keep copies of minutes at the principal office of the Corporation. Such minutes shall include the time and place of each meeting, the notice given, the names of directors present at a director's meeting, the number of members present at a membership meeting and the proceedings of each meeting.

- 6.8.b The Secretary shall give notice to the members of all meetings of the directors and of the members, as required in these Bylaws.
- 6.8.c The Secretary shall also keep (at the principal office of the Corporation) a current membership register of all members, showing the names of all members and their addresses, including E-mail, if available, as provided by members. The Secretary shall provide or have provided each new member with copies of the Articles, Bylaws, Covenants and Rules & Regulations.
- 6.8.d The Secretary will be responsible for having the motions of the Board of Directors incorporated into the relevant Coast Village Property Owners Corporation documents.

Section 6.9 TREASURER OF THE CORPORATION

The Treasurer:

- 6.9.a Shall supervise the preparation of the annual budget and submit the proposed budget for board approval no later than the last regular meeting before the start of the new fiscal year;
- 6.9.b Shall supervise the receiving and depositing in appropriate Corporation bank accounts all monies of the Corporation;
- 6.9.c Shall disburse such funds as directed by resolution of the Board of Directors;
- 6.9.d Shall cosign promissory notes of the Corporation, as directed by resolution of the Board of Directors;
- 6.9.e Shall supervise the keeping of proper books of account;
- 6.9.f Prepares or has prepared financial statements as required in the Declaration.

All records of the Treasurer shall be kept in the principal office of the Corporation.

Section 6.10 PROVISION FOR CO-SIGNING CHECK(S)

- 6.10.a All officers are authorized to co-sign checks.
- 6.10.b One (1) director, elected by a majority of the Board of Directors at a regular meeting, may be called upon to co-sign check(s) upon the absence of a corporate officer. This director shall reside within Coast Village or the city limits of Florence, Oregon. The authority to co-sign check(s) remains in force as long as this director holds office in the Corporation and terminates upon the date he/she leaves office, no longer meets the requirements of this section, or requests that this privilege be revoked or the board revokes the check signing authority.

ARTICLE 7 COMMITTEES

Section 7.1 BOARD OF DIRECTORS CREATION OF COMMITTEES AND APPOINTMENT
OF COMMITTEE MEMBERS

The Board of Directors may appoint such committees, composed of directors and/or non-directors, with such authority as the Board of Directors shall deem necessary from time to time and designate the person to act as chairperson.

- 7.1.a All committees and committee members, including the chair, shall serve at the pleasure of the Board of Directors with the exception of the Architectural Review Committee, which has been established by the Declaration.
- 7.1.b To the degree possible, no individual shall serve as the chairman of more than one appointed committee.
- 7.1.c Committee chairs will appoint members of their committees from available volunteer members. A current list of members will be maintained by the chair, provided to the Secretary for insurance purposes with a copy placed in the committees' policy and procedure container.

Section 7.2 NON-DELEGATION OF BOARD OF DIRECTOR'S AUTHORITY

The Board of Directors may not delegate to a committee the authority of the Board of Directors to approve any of the following actions for which the approval of the members is required including:

- 7.2.a Filling a vacancy of the Board of Directors;
- 7.2.b Final Board of Director's approval;
- 7.2.c The creation of committees;
- 7.2.d Any other non-delegable authority set forth in the Corporate documents.

Section 7.3 COMMITTEE'S POLICIES AND PROCEDURES

Any and all committees' composition and policies and procedures shall be set in writing and placed in containers in the Corporation's office. These documents shall be made available to the membership for their review within the office and posted on the Coast Village Website.

Section 7.4 THE ARCHITECTURAL REVIEW COMMITTEE (ARC)

The ARC was established as a permanent committee via the Declaration. As a permanent committee it cannot be abolished by the Board of Directors, but only through revision of the Coast Village CC&Rs. Under current Oregon State Statutes this requires a seventy-five percent approval of the entire Corporate membership.

- 7.4.a The ARC shall act as a reviewing, inspection and approval body for the purpose of fostering an environment that preserves and enhances the character and quality of living at Coast Village.

- 7.4.b Although a permanent committee, the committee personnel DO NOT hold their positions permanently, and shall be required to meet conditions covered by policies and procedures established by the Board of Directors of the Corporation, as further specified in Section 7.3.
- 7.4.c The application to and the review and approval by the ARC and/or Board of Directors of any materials, what-so-ever, shall in no way be deemed to be satisfaction of or compliance with any building permit process or any other governmental requirements, the responsibility for which shall lie solely with the respective lot owners.

Section 7.5 COMMITTEE REPORTS

All committees shall keep written summaries of their proceedings and report their proceedings to the Board of Directors to include meeting dates, member attendance, history/background of the committee's activities and recommendations at each regular board meeting. A copy will be filed with the Secretary who will maintain them maintained in the Corporation's business office.

ARTICLE 8 AMENDMENT OF BYLAWS

Section 8.1 PROCEDURES

The Board of Directors, or no fewer than fifty (50) members by petition, may take action to amend these Bylaws by written ballot sent by the CVPOC Elections Committee to all members with the full substance of the proposed amendment(s).

Section 8.2 AMENDMENT APPROVAL

Approval of Bylaws amendments shall require an affirmative vote by two-thirds of the membership or the majority of the votes cast, whichever is less.

ARTICLE 9 MISCELLANEOUS PROVISIONS

Section 9.1 INDEMNITY OF CORPORATION DIRECTORS AND OFFICERS

- 9.1.a To the extent permitted by Oregon Law, each director and officer of the Corporation, employees, and members of Corporate committees shall be indemnified by the Corporation against all expenses and liabilities, including reasonable attorney's fees, reasonably incurred by or imposed by judgment to which he/she may become involved by reason of his/her being or having been a director of the Corporation, employee, and/or member of Corporate committees except in cases of fraud, gross negligence or bad faith of the director or officer in the performance of his/her duties or exercising of his/her powers.
- 9.1.b To fulfill the requirements of Section 9.1.a the Corporation shall procure sufficient liability, errors and omissions insurance to cover the Corporation against any loss.

Section 9.2 COMPENSATION OF CORPORATION DIRECTORS AND APPOINTEES

No director of the Corporation shall receive any salary or other compensation for services performed in the conduct of Board of Directors activities, provided, however, that the Board of Directors may authorize reimbursement for the expenses actually incurred by a director, officer, or appointee in carrying on the business of the Corporation.

Section 9.3 STANDARD OF CONDUCT FOR DIRECTORS

Each director shall perform his/her duties in accordance with the standards of conduct set forth in the Corporation's documentation and any appropriate Oregon Statute. Directors will avoid appointments or elections which will place them in personal, commercial or professional conflict of interest, and declare that conflict while recusing themselves from the actions.

Section 9.4 SAVINGS CLAUSE

- 9.4.a Invalidity of any article, section, term or provision of these Bylaws by operation of law or court order shall not affect the remainder of these Bylaws, which shall continue in full force and effect.
- 9.4.b If any articles, section, term or provision of these Bylaws shall be declared invalid or inoperative by operation of law or court order, the Board of Directors shall have authority to suspend the affected portion of these Bylaws and substitute, in its place, new wording which will meet the objection to its validity and which will be in accordance with the intent and purpose of the invalid portion of the Bylaws.

ARTICLE 10

FISCAL MATTERS

Section 10.1 CORPORATION'S FISCAL YEAR

Unless otherwise resolved by the Corporation membership, the fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of every year.

Section 10.2 CORPORATION'S NON-PROFIT OPERATIONS

All operations of the Corporation shall be conducted "at cost" and without profit to the Corporation.

Section 10.3 ACCOUNTING AND AUDITING OF THE CORPORATION

The Corporation shall have installed such system of accounting as to permit conducting Corporation business in an orderly and prudent manner, and shall have its books and records reviewed annually and audited as directed by the Board of Directors when deemed advisable by a qualified and independent accounting firm. Such audit shall be reported to the membership in a timely manner as directed by the Board of Directors. The Treasurer shall every quarter submit to the Board of Directors a financial statement of the Corporation, which the Board of Directors shall provide to all members after Board of Directors approval of the financial statement.

ARTICLE 11

MISCELLANEOUS MATTERS

Section 11.1 CORPORATION RULES & REGULATIONS

The Board of Directors shall, from time to time, make rules and regulations governing Coast Village residential and recreational uses. These rules and regulations shall be reasonable in scope and for the purpose of safety and the overall good of members and Coast Village. The Board of Directors shall mail to the membership, using whatever services and rates they deem appropriate the Corporation's rules and regulations. The Board of Directors shall consistently and objectively enforce all current rules and regulations of Coast Village. Member recourse to any violation of current rules and regulations or covenants shall be initiated via a written report of the violation, filed at the Coast Village office.

Section 11.2 MEMBER'S LOSS OF FACILITY PRIVILEGES

Membership and use of all recreational facilities may be suspended for repeated or serious violations of Covenants, Bylaws or Rules and Regulations. Such suspension shall not release said lot owner from the continuous obligations to pay any ongoing dues or assessments, including interest, to the Corporation. Such members are entitled to a notice of such action and a hearing.

Section 11.3 DELINQUENCY OF DUES, FEES AND ASSESSMENTS

Membership and use of all recreational facilities may be suspended for becoming 60 or more days delinquent in payment of dues or assessments. Such suspension shall not release said lot owner from the continuing obligation to pay any ongoing dues or assessments, including interest to the Corporation. Such member is entitled to a notice of such action and a hearing.

Section 11.4 RIGHT OF ENTRY

A lot owner shall grant the right of entry to his/her lot to the Board of Directors of the Association, managing agents, manager, maintenance supervisor or any other person authorized by the Association, in the case of an emergency originating in or threatening his/her lot or other Coast Village property, whether or not the owner is present at the time. A lot owner shall also permit such persons to enter his/her lot for the purpose of performing installations, alterations, or repairs to any common property and for the purpose of inspection to verify that the lot owner is complying with the restrictions and requirements described in the Amended and Restated Declaration and the Bylaws, and to read the park-owned electric meter. Where time and conditions permit, written notice shall be give prior to any entry onto a member's property by the individuals listed above.

Section 11.5 ELECTRONIC NOTIFICATION

Any notice, information or other written material required to be given to an owner or director under the Declaration, Bylaws or Oregon Statutes may be given by electronic mail, to a lot owner or director who has given assent to the electronic notification and balloting process. However, electronic notification may not be used to give notice of:

11.5.a Failure to pay an assessment;

- Coast Village Bylaws Page 16 of 17

This instrument was acknowledged before me on this 13th day of September, 2013 by Charlotte Frye, Secretary of Coast Village Property Owners Corporation, on its behalf.



Sherry G Dutcher
Notary Public for the State of Oregon

My Commission Expires: Oct 26, 2015

After Recording Return To:
Gregory B. Coxey
Vial Fotheringham LLP
17355 SW Boones Ferry Rd., Suite A
Lake Oswego, OR 97035

Lane County Clerk
Lane County Deeds and Records

2022-030551



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**FIRST AMENDMENT TO
AMENDED AND RESTATED BYLAWS
COAST VILLAGE PROPERTY OWNERS CORPORATION**

The Amended and Restated Bylaws Coast Village Property Owners Corporation was recorded in the Deed Records of Lane County, Oregon on May 3, 2012, as Document No. 2012-021597 ("Bylaws"). This First Amendment to Amended and Restated Bylaws Coast Village Property Owners Corporation ("Amendment") is made effective June 11th, 2022, by the Coast Village Property Owners Corporation, an Oregon nonprofit corporation (the "Association").

RECITALS

WHEREAS, Section 6 of Chapter 67, Oregon Laws 2021 (House Bill 2534), as amended by Chapter 367, Oregon Laws 2021 (House Bill 3041), requires an association of a planned community to review each governing document currently binding on the Association or the lots or lot owners within the Association and to amend or restate each document as necessary to remove all restrictions against the use of the Association or the lots not allowed under ORS 93.270 (2);

WHEREAS, under Section 6, Chapter 67, Oregon Laws 2021, as amended by Chapter 367, Oregon Laws 2021, the Board of Directors of the Association ("Board of Directors") has reviewed the governing documents currently binding on the Association or the lots or lot owners within the Association and determined that an amendment to the Bylaws is necessary to ensure compliance with House Bill 2534 and House Bill 3041;

WHEREAS, at the meeting of the Board of Directors held June 11th, 2022, the Board of Directors voted to authorize and direct the Chair and the Secretary to execute this Amendment and cause it to be recorded in the Deed Records of Lane County, Oregon under Section 6, Chapter 67, Oregon Laws 2021.

AMENDMENT

NOW, THEREFORE, the Bylaws are hereby amended as follows:

The Bylaws, Article 5, Section 5.9.a is amended to read as follows:

- 5.9.a The Board of Directors shall manage the business and affairs of Coast Village in a manner intended to preserve and maintain Coast Village as a private, non-profit residence and vacation home park and to:

The remainder of Article 5, Section 5.9.a remains unchanged.

The Bylaws, Article 11, Section 11.6 is added in its entirety:

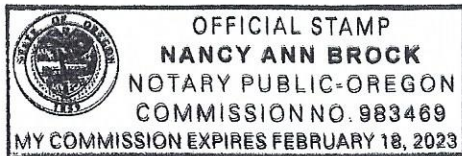
Section 11.6 GENDER

As used herein, the masculine, feminine, and neuter shall each include all gender identities, as the context requires.

///

The undersigned Chair and Secretary of the Coast Village Property Owners Corporation hereby certify that the foregoing Amendment is made under Section 6 of Chapter 67, Oregon Laws 2021 (House Bill 2534), as amended by Chapter 367, Oregon Laws 2021 (House Bill 3041, collectively "House Bills") and this Amendment does not change the Bylaws except as required under the House Bills and as may be necessary to correct scriveners' errors or to conform format and style. All other provisions of the Bylaws remain unmodified and in full force and effect.

Dated: JUNE 14, 2022



COAST VILLAGE PROPERTY OWNERS CORPORATION, an Oregon nonprofit corporation

By: [Signature] Chair

By: [Signature] Secretary

STATE OF OREGON)
County of Lane) ss.

June 14th, 2022

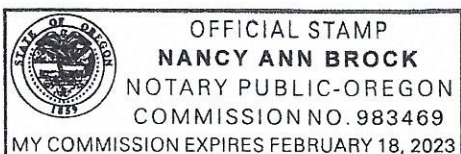
Personally appeared before me the above-named Jay Guettler who, being duly sworn, did say that he is the Chair of Coast Village Property Owners Corporation, an Oregon nonprofit corporation, and that said instrument was signed on behalf of said Association by authority of its Board of Directors and acknowledged said instrument to be its voluntary act and deed.

Nancy A Brock
Notary Public for Oregon

STATE OF OREGON)
County of Lane) ss.

June 14th, 2022

Personally appeared before me the above-named Thomas Brunetto, Jr. who, being duly sworn, did say that he is the Secretary of Coast Village Property Owners Corporation, an Oregon nonprofit corporation, and that said instrument was signed on behalf of said Association by authority of its Board of Directors and acknowledged said instrument to be its voluntary act and deed.



Nancy A Brock
Notary Public for Oregon