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Senior Estates Golf & Country Club
1776 Country Club Road
Woodburn, Oregon 97071

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I, Bill Burgess, County Clerk for Marion County,
Oregon, certify that the instrument identified
herein was recorded in the Official Records.

Pages = 31 CCI



November 25, 2025

BYLAWS



1776 Country Club Road, Woodburn, OR 97071

Adopted March 14, 1989

Revised Jan. 2001 – Recorded Jan. 16, 2001 – Reel 1744, Page 40

Revised Nov. 12, 2008, Nov. 10, 2009 – recorded Jan. 2, 2009 – Reel 3022, Page 234

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Revised June 28, 2016, Aug. 23, 2016 - Recorded Sept. 6, 2016 – Reel 3858, Page 137

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Revised July 28, Sept. 22, Nov. 24, Dec. 22, 2020 – Recorded Dec. 29, 2020 – Reel 4429 Page 38

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Revised Dec. 20, 2022 – Recorded 1-19-2023 – Reel 4684 Page 56

Revised June 27, 2023 – Recorded Dec. 29, 2023 – Instrument 2023-038093.

Revised Aug. 27, 2024 – Recorded Jan. 7, 2025 - Instrument 2025-000428.

Revised Nov. 25, 2025 – following full review July 22, 2025 - Recorded 12-9-2025 - Instrument 2025-038837.

BYLAWS of Senior Estates Golf and Country Club

FOREWORD

The Association's Bylaws ranks third in the hierarchy of the Association's governing documents. The Articles of Incorporation delegate the creation and revisions to the Board to amend, repeal, or create new Bylaws consistent with law and the governing documents, including, but not limited to setting fees and fines.

The Fair Housing Act of 1988 required changes to our Articles of Incorporation 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.

Legal Name:

Senior Estates Golf and Country Club, registered April 10, 1967

Association:

References to Association means our current legal name or assumed business name.

BYLAWS of Senior Estates Golf and Country Club

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. References to "Board of Directors", or "BOD" or "Board" all refer to the Board of Directors
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, clubhouse, 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 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.

BYLAWS of Senior Estates Golf and Country Club

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 Country 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 Country Club by any declaration adding said lots to Senior Estates and Golf Country Club. Property does not reference any common areas now or hereinafter owned by Senior Estates and Golf Country Club."
20. "Fiduciary" – A Board Director, whether elected or appointed, will act in the best interest of the members and the whole association, avoiding personal gain or conflicts of interest with fair guidance under the governing documents and State or Local law.
21. "Ad Hoc Committee" – A group of people formed for an immediate problem or need not currently handled by, or a sub-group of an existing committee, approved by motion by the Board of Directors and headed by a board director.
22. "Corporation" – For a definition of Corporation refer to the Declaration of Restrictions, page 3 and the Restated Articles of Incorporation, page 3.

BYLAWS of Senior Estates Golf and Country Club

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BYLAWS of Senior Estates Golf and Country Club

**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. 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.

3.2-1 Records Request Form must be filled out when requesting certain documents and must be a reasonable reason for the request.

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 relates to matters specified in 3.3-1 and 3.3-2 of these subsections 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).

BYLAWS of Senior Estates Golf and Country Club

3.3-7 Files of individual owners, other than those of a requesting owner or requesting mortgagee of an individual owner, including any individual owner's file kept by or on behalf of the Association.

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 Senior Estates Golf and Country Club 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 association activities are suspended if the Property Owner member is not a member in *good standing*.

4.1-1A 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.

4.1-1B 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.

4.1-1B1 Driver's License

4.1-1B2 Birth Certificate

4.1-1B3 Passport

4.1-1B4 Immigration Card

4.1-1B5 Military Identification

4.1-1B6 Any other state, local, national, or international official documents containing a birth date or comparable reliability

4.1-1B7 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.

4.1-1C A member is "*not in good standing*" whose fees and or fines are in arrears for more than 30 (thirty) days or has an Association rule violation that has not been remedied.

4.1-1CA 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.

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Exception: Member(s) “*not in good standing*” may request an architectural review for work necessary to bring their lot into compliance with the Association rules.

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 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 (2) 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 Association upon approval of the Board of Directors and payment of Associate fees.

4.1-2A3 Other Permitted Occupant(s) of Senior Estates Golf and Country Club as defined in Article II. C. 1 and 2 of the Declaration of Restrictions may be an Associate Member as defined in Article II. C.1a and C.1b.

4.2 Non-Owner Occupants

All non-owner occupants must be registered with the office on the Initial application or on the Non-Owner Occupancy Application & Memorandum of Understanding 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 Members Guests

4.3-1 There are two (2) 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 member's home. These people may be granted user privileges of the Association facilities during their visits only if accompanied by a member host, registered with the office as guests, and appropriate user fees are paid.

BYLAWS of Senior Estates Golf and Country Club

4.3-1B Local Guests are those who are a guest of a member in *good standing* of the Association. These Local Guests must be accompanied by a member host, must register with the office, and must pay appropriate user fees.

4.3-2 These guest categories and privileges apply to all Association facilities including, but not limited to golf, swimming, entertainment, dancing, exercise room and other recreation or activities of the Association.

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. Members must register their guest(s) and always accompany the guest(s) on the common grounds.

4.3-4 Guests who are invited as groups by established clubs or organizations of the Association (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. It is mandated by the Restated Articles of Incorporation that the Association must maintain a Restaurant. The restaurant on the 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 the Association.

4.4 Meetings of Property Owner Members

Section 4.4 is about Annual or Special meetings of the Property Owner Members of the Association in *good standing*.

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 of Property Owner Members. The Annual Meeting of Property Owner Members shall be held on the second Saturday 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 of Property Owner Members. 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 or the governing documents of Senior Estates Golf and Country Club.

4.4-3A 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.

4.4-4 Annual and Special Meetings 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 shall be delivered neither less than ten (10) or 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,

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but is not limited to ballot(s), quorum proxy, secrecy envelope or secrecy sleeve, 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 Association newspaper, *News & Views*.

- 4.4-5 Quorum 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.
- 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 the owner member 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 United States mail, the day of the vote.
- 4.4-7 Conduct of Business – Property Owner Meetings
- 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, which is not inconsistent with Oregon Law, or the governing documents.
- 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
- 4.4-9A Annual Meeting Exception. The Board of Directors may select a moderator before the Annual Meeting to run the section of the meeting where members speak.

BYLAWS of Senior Estates Golf and Country Club

- 4.4-9A1 The moderator's service starts after the opening and business of the meeting during open discussion by members.
- 4.4-9A2 The moderator will relinquish the duty back to the board after the open discussion.
- 4.4-9A3 The exception does not include New Business brought by members under 4.4-10 below.

4.4-10 Notice of New Business Requested by Members. Any new business requested by the Members to be considered by the Property Owner Members at any annual or special meeting shall be made in writing concisely stated. If a Property Owner would like to request that a matter be placed on the agenda for any Members Meeting, the new business shall address only one (1) subject that is not in conflict with Oregon laws, or the governing documents, and shall be delivered to the Association office at least sixty (60) days prior to the date of such meeting.

The office staff shall provide the secretary with the original new business request copy, with the member receiving a date stamped copy for their record of receipt.

4.4-10A The requested business matter shall be placed on the Association's annual meeting agenda under new business for consideration.

4.4-10B Notice to the members shall also be provided by posting the new business on the Association bulletin board and, if time permits, by publishing it in the Association newspaper, *News & View*

Exception: Upon proper notice and delivery to the office the Board of Directors has discretion to limit or deny the request if it is clearly made for an improper purpose.

4.4-11 Agenda – Members Meetings. The agenda of a Members Meeting shall list separately each matter or item to be considered at the meeting. The agenda shall be posted at the Association office in the clubhouse 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 the 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.

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

4.4-11E Unfinished business.

4.4-11F New business brought by members.

4.4-11G Open Microphone for Members.

4.4-11H 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.

BYLAWS of Senior Estates Golf and Country Club

4.5 Member 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 the owner member 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 year after leaving employment or contract work at the Association.

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.

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 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.

5.3-1E 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

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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 Committee 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 Committee shall tally the ballots cast and certify to the Board of Directors in writing the names of the candidates receiving the three (3) highest number of votes from members entitled to cast votes.
- 5.3-5 Ballot Counting. The ballot counting will be completed on the first business day after the election and only during business hours. If there is a difference of fifteen (15) votes or less between candidates #3 and #4 then an automatic recount shall be done within three (3) days by the current Election Committee.
- 5.3-6 Ballot and Proxy Retention. Proxies and ballots must be retained for one (1) year from the date of determination of the vote.
- 5.3-7 Board of Directors. The Board of Directors shall not intervene in the Nomination or Election process, allowing the appointed committees to fulfill their obligations as outlined in the Bylaws.
 - 5.3-7A Interference which may violate the process includes manipulation of the normal and usual procedures, unfair use of association supplies or other resources to oppose or elect a candidate, and any determined violation of the governing documents by the board member in their capacity as a board member.
 - 5.3-7B Determination of interference may result in an automatic suspension of the board member, pending notice and a hearing, if requested.

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 their successor. No oath of office or bond shall be required.
- 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 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.

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5.5 Board of Director Meetings

5.5-1 Meeting Place. 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.

5.5-1A Regular Board Meetings. Regular Board meetings are held once a month on the fourth Tuesday of the month. Any business of the Board of Directors may be conducted at the regular monthly meetings.

5.5-1B December Regular Board Meetings. The December meeting is held the second Tuesday of the month with a second meeting in December, the date to be determined at the first December meeting.

5.5-1B1 Committee Director. In the first regular meeting of the board in December, the newly elected President will appoint the committee selection to each Director for the following year.

5.5-1B2 Committee Members. In the second regular meeting of the board in December, committee members may be presented and approved as nominated via motion by each committee Director in charge for the upcoming year.

5.5-1B2a Committee approval Meeting. The board shall adjourn to a separate meeting to present and approve the following year committee members. Only those board members going forward and those newly elected Directors may vote. Once approval is completed, the meeting shall be adjourned back to the regular meeting. Newly appointed committee members take position January 1.

5.5-1B2b During the upcoming year committee members proposed for standing, special or Ad hoc committees will be approved through Director nomination and board approval.

5.5-1B3 Committee Eligibility. Eligibility to serve on standing, special, and Ad Hoc committees is limited to property-owning members, *in good standing*, of the Corporation.

5.5-1B4 Participation. To increase participation in the government of the Corporation, homeowners and members of the Board of Directors may serve on no more than two (2) standing committees except for service on the Budget committee.

5.5-1B5 Advisory Role to Other Committees. All Directors are encouraged to provide advice to other Directors and committees.

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- 5.5-1C January Regular Board Meeting. There are two (2) January meetings held on the second and fourth Tuesday of the month.
- 5.5-1D Non-Board members attending open meetings may not participate in the business being conducted by the Board, except as allowed under Roberts Rules of Order.
- 5.5-1E 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.
- 5.5-1F Emergency meetings, as declared in the Articles of Incorporation 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 holdup 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.
- 5.5-2 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.
 - 5.5-2A Special meetings may be held in executive session.
- 5.5-3 Recording of Meeting. Only the Board Secretary or President may record any Board meeting. The recording of the Board meeting shall be deleted 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 at, or at a following meeting may include a request to leave the meeting.
- 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.
 - 5.5-5A Board Motions must be submitted to the Secretary's electronic inbox by Saturday morning, or as such time revised by the Secretary and Board, before the Tuesday board meeting for inclusion in the agenda via Bugle Blast before the meeting.
 - 5.5-5B Committee Reports must be in the Secretary's electronic inbox by Monday morning, or as such time revised by the Secretary and Board, before the meeting to be printed and given to each Board Director prior to the meeting.

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- 5.5-5C Motion Format. Motions will be coded with this format for the duration of the motion: YYYY-MMDD Type #Item. The code for the motion, including date shall not change. Amendments to the motion will add Amend to end of motion name. Code Definition as follows:
YYYY-MMDD the starting date when motion to be presented at Board of Directors meeting.
TYPE would indicate which rule document, else committee name.
#ITEM would either be the Governing Document article number else company name else item name.
- 5.5-6 Member Attendance. It is the policy of the Association 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 Executive Session Adjourned from Regular Meeting
- 5.5-7A Regular Meetings Adjourned to Executive. 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.
- 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.
- 5.5-8A 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 Topics. Only the following topics may be discussed or decided in executive session.
- 5.5-9A Personnel matters.
- 5.5-9B 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).
- 5.5-9C Collection of unpaid fees.
- 5.5-9D Contract negotiations.
- 5.5-9E Consult legal counsel or consider communications with legal counsel.
- 5.5-10 Executive Session
- 5.5-10A Matters discussed at executive session are confidential.
- 5.5-10B Board members shall not discuss with or reveal other matters that have been discussed in the executive session.

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- 5.5-10C All attorney-client communications involving representatives of the Association are confidential privileged communications.
- 5.5-10D Only the President of the Association or designee has authority to waive any attorney-client privilege.
- 5.5-10E 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.
- 5.5-10F All communications made for the purpose of facilitating 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.
- 5.5-10G 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 designee) shall have the authority to waive attorney-client privilege.
- 5.5-10H 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.
- 5.5-10I 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, subject to the Association normal hearing process.
- 5.5-11 Annual Organizational Meeting of the Board.
 - 5.5-11A Location, Date and Time. Unless otherwise agreed by the Board, within twenty-five (25) days following the Annual Meeting of the Association, the Board of Directors shall hold an organizational 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 Notice. If the date, time, and place of the Organizational 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 organizational 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 Organizational Meeting, the newly constituted Board of Directors shall elect officers in accordance with these Bylaws, under Bylaw 7.1.

5.6 Removal of Directors

- 5.6-1 Resignation. 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

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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 Not in Good Standing. Any Director who fails to qualify as a Property Owner member in *good standing* for a period of more than thirty (30) days shall be automatically deemed to have resigned without a right of reinstatement.
- 5.6-3 Resignation Before End of Term. Any Member that runs for or is appointed to the Board of Directors of the Association 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 or three (3) years whichever is greater.
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.
- 5.6-4 Removal of Directors by Property Owner Members
 - 5.6-4A Except as otherwise provided under the Oregon Planned Community Act, subject to Paragraph 5.6-4B of this subsection, at any Annual or Special meetings of the Property Owner Members, one (1) or more of the Directors may be removed, with or without cause, by a binding vote of the Property Owner Members in *good standing*.
 - 5.6-4B In order for the Property Owner Members to propose the consideration of removal of a Director at an Annual Meeting, at least seven (7) days before the earliest date that notices may be given under Section 4.4 above, the Property Owner Members must submit to the president or secretary a written petition signed by at least 250 of the Owner Members. The petition must specify the names of the Directors whose removal is to be considered at the Annual Meeting.
 - 5.6-4C The notice of the meeting at which the removal of a Director is to be considered must state:
 - 5.6-4C1 The removal of one (1) or more named Directors will be considered,
 - 5.6-4C2 The agenda of the meeting will not include the election of a successor to fill any vacancy created by the removal of a Director.
 - 5.6-4D In addition to any other requirements, the following requirements apply to an Annual or Special meeting subject to this subsection:
 - 5.6-4D1 Before a vote to remove a Director, any Director whose removal has been proposed by the Owners must be given an opportunity to be heard at the meeting.

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- 5.6-4D2 A vote to remove a Director must be conducted by written ballot and must provide an opportunity for Property Owner Members to vote separately for or against each Director whose removal is proposed.
- 5.6-4D3 A vote to remove a Director may not be conducted by a written ballot in lieu of a meeting or cast by a directed proxy or absentee ballot.
- 5.6-5 Automatic Removal for Failure to Qualify.
 - 5.6-5A An individual serving on the Board as a Director who ceases to be a Property Owner Member is automatically removed from the Board and the Director position is automatically vacant.
 - 5.6-5B An individual serving on the Board as a Director under Section 5.1 above is automatically removed from the Board (and the position is automatically vacant) if the individual no longer meets the requirements of Sections 5.2, 5.3, and 5.4 above.
- 5.6-6 Automatic Removal for Failure to Attend Board Meetings.

As provided in the Articles, a Director who is not present at three (3) successive meetings of the Board without providing advance notice is automatically removed from the Board and the position is automatically vacant as of the meeting that triggers automatic removal.
- 5.6-7 Removal Recorded in Minutes.

If a resignation or removal of a Director under Section 5.6 occurs at a member or a Board meeting, the action must be recorded in the minutes of the meeting. If a resignation or removal does not occur at a meeting, the resignation or removal must be announced at the meeting of the Board of Directors. The announcement must be included in the minutes of the meeting together with any written resignation.
- 5.6-8 Filling of Vacancies on Board; Term.
 - 5.6-8A Vacancies on the Board of Directors shall be filled by vote of a majority of the remaining Directors even though they may constitute less than a quorum.
 - 5.6-8A1 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.
- 5.7 Compensation of Directors. 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 of Directors. 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, only under reasonable circumstances.

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- 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, Bugle Blast, or by any other manner shall only be used for the purpose stated. Private member emails directly shared with directors may be used for communication as granted. The above-mentioned email addresses shall not be shared, sold, traded, or used for other purposes when the director resigns or their term of office expires, including personal use.
- 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.
 - 5.8-3A To fix employee compensation and require competent service.
- 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.
- 5.8-5 Certificate of Membership. To issue membership certificates to qualified members in such form as it finds fitting, which shall be signed by the President or other designated Officer.
- 5.8-6 Committees. Directors shall preside over committees, including, but not limited to the following: Activities – Golf (Greens) – New Member (Membership) – Budget (Finance) - House – Rules – Publications – Marketing - Architectural – RV Lot.
- 5.8-7 Fair Housing Act. The Board of Directors shall take all actions necessary to ensure that Senior Estates Golf and Country Club 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.
- 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), was due and payable by the purchaser, transferee, grantee or in the event of a sale on contract, the vendee.
 - 5.9-2A The Working Capital Fund Fee shall be due and payable at the time of such sale, conveyance, or transfer.

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- 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:
 - 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.
 - 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 more than 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.

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- 6.1-1 Budget Committee. The Budget Committee will include, at minimum, the Treasurer, Manager, Office Accountant or Bookkeeper, two (2) board Directors, and two (2) Association members. The Manager shall present drafts of the Operating, Working Capital Fund, and Reserve Fund to the Budget Committee by September 15th 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.
- 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 shall present all three (3) budgets, i.e., Operation, Reserve, and Working Capital, 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 property 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. The budget should be prepared and approved with consideration for inflation using three quarters (3/4) of projections in the Consumer Price Index (CPI), expense and revenue additions, and extraordinary expenses.
 - 6.2-1 Transfers. Any transfers of funds from the Working Capital Fund or the Reserve Fund to the Operating Fund must be repaid per ORS 94.595.
 - 6.2-2 ORS 94.595.
 - 6.2-2A The board of directors may borrow funds from the reserve account to meet high seasonal demands on the regular operating funds or to meet unexpected increases in expenses.
 - 6.2-2B Not later than the adoption of the budget for the following year, the board of directors shall adopt by resolution a written payment plan providing for repayment of the borrowed funds within a reasonable period.
- 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.

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- 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.
- 6.4-2 Balance. The Reserve Fund must be balanced to five-hundred thousand (\$500,000.00) or (two) 2-years' worth of Reserve Study, whichever is greater, by December 15 of the current budget year. If there are insufficient funds to meet the balance, then expenditures from the Reserve Fund must be postponed until there is sufficient balance.
 - 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's 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 planning for large-scale items that are thirty (30) years or more.

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- 6.5 The Memorial Fund is a Board-controlled fund that receives money from donations made in memory of someone, usually with no specific purpose attached to them. It is the responsibility of the Board of Directors to approve the use of any sum of money from the fund for an appropriate purpose. The Board will report disbursements made from this fund in News & Views.
- 6.6 The Special Projects Fund is a restricted fund that receives its money from donations approved by the Board of Directors with the donors suggesting how the money will be used. It is the responsibility of the Board of Directors to ensure that these funds are used for their designated purposes.
- 6.7 Monthly and Annual Reports The Association, through hired employees and / or hired financial professionals shall create and provide monthly financial reports including Profit and Loss Statements, Balance Sheets, and Annual Reports to the Board Treasurer. Such reports shall be available to the Association membership.
- 6.8 Review or Audit. The Board of Directors shall provide for an annual review or audit of the account books by an independent public accountant.
- 6.9 Annual Financial Report. This is produced by the accounting firm used by the Association each year after the audit or review is completed. One copy is given to each Board member, and two (2) copies are retained in the office files: one copy to the permanent file and one (1) to the Manager. The membership is to be advised that the report is available for review in the business office. Members may request and obtain a copy of the annual financial report at the then-current photocopy charge per sheet in the business office. This report is for use and dissemination only within the Association.
- 6.10 Fiduciary Responsibility. The Board of Directors, having fiduciary responsibility for the Corporation, sets policy consistent with the Bylaws for investments and the day-to-day handling of money. The cash resources of the Association will be managed in a conservative manner with minimum risk.
- 6.11 Specifications, Bids and Contracts. Approved procedures will be followed in the procurement of services, equipment, supply items, or capital expenses out of Operating, Working Capital, or Reserve accounts.
6.11-1 The Board shall review the “in house preferred vendor” list every two (2) years, or more as needed.
- 6.12 Capital Project Accountability and Responsibility. The Board of Directors is responsible to the corporate members for the money spent and is obligated to be kept informed of each expense at every step, from its proposal through its funding approval, through the design phase, through the course of the project, including any cost changes, to its end when all costs are totaled.
6.12-1 Budget. Each project will have a budget, and the Board should expect the budgeted figure to be met unless a justified change alters the expected cost. It is the responsibility of the project coordinator to keep the Board informed.

7 OFFICERS

- 7.1 Election of Officers. The Association Officers shall be elected by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer.
7.1-1 Organizational Meeting. In a separate meeting of the Board in November the newly elected and continuing board members shall elect a President, Vice President, Secretary and Treasurer as the only agenda item in the meeting. See 5.5-11.

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- 7.1-1A The newly elected officers do not take office until January first.
- 7.1-1B The officer election meeting may be held on the same day as the regular monthly meeting but must be opened and adjourned separately.
- 7.1-1C These Officers shall hold their offices for one (1) year or until their successors are elected, qualify, and accept the office.
- 7.1-1D 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.
- 7.1-2 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 control of a majority of the Board of Directors.
 - 7.1-2A The President shall be an *ex-officio* member of all committees.
 - 7.1-2B The President shall preside at all meetings of Directors and members, unless the President designates another Officer, and shall sign all Certificates of Membership, as outlined in the Restated Articles of Incorporation.
 - 7.1-2C The President shall have other powers and duties as are prescribed by the Board of Directors.
- 7.1-3 Vice President. In the absence or incapacity of the President, the Vice President shall perform the Presidential duties.
- 7.1-4 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.
 - 7.1-4A The Secretary shall have oversight over the Minute book and the Membership Records and share oversight of the governing document filings in office and with Marion County, as required with the Rules Director.
 - 7.1-4B The Secretary shall mail notices of all membership meetings to the members, when required, and perform other duties delegated by the Board of Directors or required by the governing documents.
 - 7.1-4C The Secretary shall conduct all correspondence and discharge other duties pertaining to the office of Secretary.
- 7.1-5 Treasurer. The Treasurer shall have oversight over safely keeping all funds and legal documents of corporate ownership of this Association, including deposit of these funds in such bank(s) as the Board of Directors designates.
 - 7.1-5A The Treasurer shall have oversight over disbursement of funds, and sign checks as prescribed by the Board of Directors.
 - 7.1-5B The Treasurer shall have oversight over the accounts in books belonging to the Association, which shall be open at all times to the inspection of the Board of Directors.

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- 7.1-5C The Treasurer shall make monthly written reports of monies received and paid out and the amount of funds on hand and shall make periodic reports when requested by the Board of Directors.
- 7.1-5D The Treasurer shall make an annual financial report and assist in any review of the Association's financial condition.
- 7.1-5E The Treasurer is responsible for oversight over 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.
- 7.1-5F The Treasurer shall make and provide other reports and provide bond, when required, in amounts as the Board of Directors require. See also 5.8-3.

7.2 Authority to Sign Checks. Two (2) authorized signatures will be required on all checks, drafts, or orders for payment of money on behalf of the Association, and the following persons, unless ordered otherwise deemed by the Board of Directors, are authorized to sign such documents: President, Vice-President, Secretary, Treasurer, and Manager.

8 MANAGER or MANAGING AGENT. On behalf of the Association, the Board of Directors may employ or enter a contract with an employee or independent contractor as manager or a management agency to perform such duties and services as the Board may direct or authorize.

8.1 Pleasure of the Board. 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.

9 FEES

9.1 Membership Fee. An annual fee paid by a homeowner or associate for membership in the Association, whether the member participates in any club activity or not, whether occupying the property 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 governing documents, 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.

9.3-2 Due Date. 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 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.

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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 for member gatherings or events (see Rules and Regulations and the current Fee Schedule.)

9.3-5 Associate Fees. Associate members 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.

9.4 Proration and Refunds. Fees including the RV lot, including RV Spaces and storage units, golf cart storage and Associate golf packages, may be prorated for partial years during the first year of participation in the Association.

9.4-1 Consideration may be given to special circumstances given to the Board in writing.

9.4-2 A partial refund may be given, upon written request by the Associate Golf member, under the rules of this section for golf if there is a written medical excuse from a qualified medical doctor.

9.4-3 RV lot deposit is non-refundable, except as allowed under Rules & Regulations 13.8-1.

9.4-4 Refunds shall be applied to any open account balance before a check can be issued

10 PENALTIES FOR VIOLATIONS

10.1 Fine Schedule

10.1-1 The Board shall establish a Fine Schedule for violations of the Restated Articles of Incorporation, Bylaws, Declaration of Deed Restrictions and Rules and Regulations of the Association.

10.2 Additional Penalties. The Board may include additional penalties such as but not limited to late fees, loss of *good standing* or loss of use of the facilities. if the violation is not corrected by the date set by the Board and notice provided to the Member.

10.2.1 Continuing, Isolated, or Multiple Violations. The Board of Directors may suspend all or a portion of a member's multiple violation fines, upon condition that some or all of the violations have been remedied, and the remaining violation fines are remitted, and / or remaining rule violations are remedied within a period of time as set forth by the Board.

10.2-2 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.

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 shall be amended by the Board of Directors at any regular meeting of the Board by vote and approval of a majority, provided the amendment was proposed at the previous regular meeting, discussed and posted on the Association bulletin board in the entrance hall by the Office at least ten (10) days prior to the next Regular Board meeting.

12.1-1 Amended Bylaws shall be recorded in the Office of the Marion County Clerk within two (2) weeks after the December Board Meeting.

