

Proposed By-Law Changes

| Current Wording | Proposed Wording |
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| <u>ARTICLE II</u> | <u>ARTICLE II</u> |
| <p>SECTION 1. PURPOSE: The primary purpose of the Association shall be to administer the upkeep and maintenance of common facilities, including road, etc., for the use of the owners in Fall River Estates, Deschutes County, Oregon, and do whatever is necessary, incidental, or advisable to accomplish and promote its purposes, except carrying on a business for trade or for profit, and shall do all that is authorized under the laws of Oregon and necessary in the discretion of the Board of Directors (hereinafter the Board" then sitting to control the corporation</p> | <p>SECTION 1. PURPOSE: The primary purpose of the Association shall be to administer the upkeep and maintenance of common facilities, excluding roads, for the use of the owners in Fall River Estates, Deschutes County, Oregon. The sitting Board of Directors (hereinafter the Board) shall manage the common facilities and adherence to the CC&Rs and Bylaws under the laws of Oregon</p> |
| <u>ARTICLE IV</u> | <u>ARTICLE IV</u> |
| <p>SECTION 2. SPECIAL MEETINGS: Special meetings may be called at any time by the Chairperson - General Manager, the majority of the Board of Directors or by forty percent (40%) of the members. Notices of any special meetings shall be issued not less than thirty (30) days prior to the date set.</p> | <p>SECTION 2. SPECIAL MEETINGS: Special meetings may be called at any time by the President, the majority of the Board of Directors or by forty percent (40%) of the members. Notices of any special meetings shall be issued not less than thirty (30) days prior to the date set.</p> |
| <u>ARTICLE V</u> <u>DIRECTORS</u> | <u>ARTICLE V</u> <u>DIRECTORS</u> |
| <p>SECTION 1. GENERAL: There shall be five (5) Directors each of whom shall serve a term of two (2) years. The Directors shall be selected by position one (one) through five (5). Three positions will be terminated every other year with the remaining two positions serving in alternate two (2) year terms to maintain continuity</p> <p>The Board of Directors shall have full authority over the association, and shall select and remove officers, agents, and employees, describing their powers and duties and shall conduct, manage and control the affairs and business of the Association, make any other rules and regulations not inconsistent with the law, with articles of Incorporation, these By- Laws, or the Restrictive Covenants, and shall have the power that is normally invested in a Board of directors of a non-profit corporation.</p> | <p>SECTION 1. GENERAL: There must be three (3) Directors each of whom shall serve a term of two (2) years. The three Directors consist of the positions of President, Treasurer, and Secretary. Additional positions may be added but no more than 5 (five) directors in total.</p> <p>The Board of Directors shall manage the affairs and business of the Association not inconsistent with the law, with Articles of Incorporation, these By-Laws, or the Restrictive Covenants, and shall have the authority that is normally invested in a Board of Directors of a non-profit corporation.</p> |

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| <p>SECTION 3. MEETINGS: The Board of Directors shall hold a regular meeting immediately after each annual meeting for organizational election of officers and transaction of business. Any other meetings shall be upon two weeks written notice from the Chairperson-General Manager or any three (3) Directors.</p> | <p>SECTION 3. MEETINGS: The Board of Directors shall hold a regular meeting immediately after each annual meeting for organizational election of officers and transaction of business. Any other meetings shall be upon two weeks written notice from the President or any three (3) Directors.</p> |
| <p>SECTION 4. HONORARY CHAIRPERSON-GENERAL MANAGER: The outgoing Chairperson-General Manager shall remain as a honorary/non-voting member of the Board of Directors in an advisory capacity only for a period of one (1) year.</p> | <p>SECTION 4. HONORARY PRESIDENT: The outgoing President may remain as a honorary/non-voting member of the Board of Directors in an advisory capacity only for a period of one (1) year.</p> |
| <p style="text-align: center;"><u>ARTICLE VI</u> OFFICERS</p> | <p style="text-align: center;"><u>ARTICLE VI</u> OFFICERS</p> |
| <p>SECTION 1. The five (5) Directors of the Association shall be a (1) Chairperson-General Manager, (2) Secretary, (3) Treasurer, and (4&5) Directors-at-Large. These five (5) Directors are all voting members on the Board. A representative of the Fall River Special Road District of Deschutes County will also be a member of the Board, but will remain in an advisory position and will be a non-voting member. The members of the Board will be elected at the Fall River Annual Owner's Meeting (as described in Section IV above). They will hold office until they resign, or their successors shall be elected and qualified, or they shall be removed from office.</p> | <p>SECTION 1. The 3 (three) directors must be President, Secretary and Treasurer then Directors 4 & 5 may be included as Directors at large if/as elected. These five (5) Directors are all voting members on the Board. A representative of the Fall River Special Road District of Deschutes County may be a member of the Board, but will be a non-voting member. The members of the Board will be elected at the Fall River Annual Owner's Meeting (as described in Section IV above). They will hold office until they resign, or their successors shall be elected and qualified, or they shall be removed from office.</p> |
| <p style="text-align: center;"><u>ARTICLE VII</u> ASSESSMENTS</p> | <p style="text-align: center;"><u>ARTICLE VII</u> ASSESSMENTS</p> |
| <p>If an assessment is not paid by September 1st of each yearⁱ, a 15% (\$15) late charge will be billed to the property owner. If an assessment is still not paid, a lien on said property shall be filed with Deschutes County within 60 days of the delinquency date of November 1st.</p> | <p>If an assessment is not paid by September 1st of each yearⁱⁱ, a 15% (\$15) late charge will be billed to the property owner. If an assessment is still not paid, a lien on said property may be filed with Deschutes County within 60 days of the delinquency date of November 1st.</p> |

