

BYLAWS
OF
WORKMAN'S AIRPARK WATER SYSTEM, INC.

BYLAWS
OF
WORKMAN'S AIRPARK WATER SYSTEM, INC.

ARTICLE I. DEFINITIONS.

In construing these Bylaws,

1. "Declaration" means the DECLARATION OF RESTRICTIONS, COVENANTS AND CONDITIONS OF WORKMAN'S AIRPARK NO. 1, Recorded July 5, 1972 in the Clackamas County Records, recording no. 72-19552; DECLARATION OF RESTRICTIONS, COVENANTS AND CONDITIONS OF WORKMAN'S AIRPARK NO. 2, Recorded October 12, 1976 in the Clackamas County Records, recording no. 76-36260 and any future declarations adopted by amendments or adopted pursuant to Article II of the Declarations hereinabove described.

2. "Lot" or "Parcel" means any numbered plot of land shown upon any recorded subdivision at the property which is not designated as "Common Properties" or as a "Block" of the Declaration.

ARTICLE II. MEMBERSHIP.

The membership of the corporation shall be composed of all of the record owners (including contract sellers) of a fee interest in any lot in the subdivision. However, a record owner does not include persons or entities who hold an interest merely as security for the performance of an obligation, other than contract sellers. Membership rights are appurtenant to and may not be separated from ownership of a lot. Record ownership of an interest in a lot is the sole qualification for membership rights; the rights will automatically vest when a person becomes a record owner and automatically terminate when record ownership terminates or is transferred.

ARTICLE III. VOTING.

Each record owner shall be entitled to one (1) vote for each lot or parcel in which they hold the interest required for membership by the Articles of Incorporation and the DECLARATIONS OF RESTRICTIONS, COVENANTS, AND CONDITIONS OF WORKMAN'S AIRPARK NO. 1 AND NO. 2. If more than one person holds such interest or interests, all such persons shall be members but the vote for such lot or parcel shall be exercised as the persons holding such interest shall determine between themselves; however, in no event shall more than one (1) vote be cast with respect to each lot or parcel.

ARTICLE IV. MEETINGS OF MEMBERS.

1. General. The members will act at meetings duly called on notice in accordance with these Bylaws at which a quorum is present.

2. Quorum. The presence in person by proxy by those eligible to vote by proxy of members having two-thirds (2/3) of the votes of each class eligible to be cast constitutes a quorum for a meeting of members.

3. Place of Meetings. Meetings of members may be held at any suitable place in Clackamas County, Oregon. Each notice of members' meetings must specify the place and general purpose of the meeting.

4. Annual Meeting. An annual meeting of the members will be the second Monday in June for each year for the purpose of electing directors whose terms expire on the date of such meeting and for conducting such other business that is properly brought before such meeting. Any annual meeting or special meeting of the Workman's Airpark Water System, Inc. may be held simultaneously before or immediately after the annual meeting or any special meeting of the Workman's Airpark Homeowner's Association, Inc.

5. Special Meetings. Special meetings of the members may be called by the President on his own motion, and must be called at the request of any Director or on demand by written petition signed by a majority of the members entitled to vote.

6. Notice of Meeting. The Secretary shall mail or hand deliver a notice of each annual or special meeting of members to each lot owner of record at least thirty (30) days but not more than sixty (60) days prior to each meeting. The notice must state the general purpose of the meeting and the time and place thereof. Each owner of record has a duty to advise the Secretary of his or her current mailing address at the time he or she becomes a member; each member has the continuing responsibility to advise the Secretary of any changes of address. The Secretary must compile and keep current a list of all addresses of members. Personal service on each member or mail service, postage prepaid, to the designated address of each member shall constitute notice for purposes of this section.

7. Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Oregon Nonprofit Corporation Law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

8. Adjourned Meetings. If any meeting of the members cannot be organized because a quorum is not in attendance, the members who are present may adjourn the meeting from time to time without notice until a quorum can attend. At any such adjourned meeting, any business which may have been transacted at the meeting as originally called may be transacted without further notice as otherwise required under Section 6 of this Bylaw.

ARTICLE V. DECLARATIONS.

1. "Declaration" means the DECLARATION OF RESTRICTIONS, COVENANTS AND CONDITIONS OF WORKMAN'S AIRPARK NO. 1, Recorded July 5, 1972 in the Clackamas County Records, recording no. 72-19552; DECLARATION OF RESTRICTIONS, COVENANTS AND CONDITIONS OF WORKMAN'S AIRPARK NO. 2, Recorded October 12, 1976 in the Clackamas County Records, recording no. 76-36260 and any future declarations adopted by amendments or adopted pursuant to Article II of the Declarations hereinabove described.

2. The Workman's Airpark Water System, Inc. shall own the common properties as described in Section 2 of Article IV of the DECLARATIONS. The Workman's Airpark Water System, Inc. shall receive that portion of the annual assessment set forth in Section 3(b) Article V of the DECLARATIONS which represents the utility cost for the water system, maintenance and any improvements thereon, and for any special assessments for capital improvements subject to the limitations set forth in the DECLARATIONS.

3. Any conflict between these Bylaws, the Articles of Incorporation and the DECLARATIONS shall be construed in such a manner that the DECLARATIONS shall control as the purpose for the creation of the Workman's Airpark Water System, Inc. is to obtain an exemption from real property taxes the common properties more particularly described as the water system.

ARTICLE VI. BOARD OF DIRECTORS.

1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

2. Number, Tenure and Qualifications. The Board of Directors of this Corporation shall consist of three members who may also be the current Board of Directors for the Workman's Airpark Homeowner's Association, Inc. Each Director shall hold office until the next annual meeting of the members or until his or her successor shall have been elected and qualified. Two Directors shall constitute a quorum.

3. Regular Meetings. The regular meetings (annual) of the Board of Directors shall be held without other notice than this Bylaw immediately after the Annual Meeting of the members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings.

4. Special Meetings. Special meetings of the Board of Directors may be called at the request of any two Directors or at the request of the President. The person or persons authorized to call special meetings of the Board of Directors may fix any place within Clackamas County, Oregon, as the place for holding any special meetings of the Board of Directors.

5. Notice. Notice of any special meeting shall be given at least five days previously thereto by written notice delivered personally or mailed to each Director at his or her business address or by telegram. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail, properly addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where the Director attends such meeting for the express purpose of objecting to the transaction of any business due to the irregularity in notice. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of waiver for such meeting.

6. Quorum. Two members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than two members are present at a meeting, the remaining Director may adjourn the meeting from time to time without further notice.

7. Manner of Acting. The act of two of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

8. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

10. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action taken unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VII. OFFICERS.

1. The officers of this corporation are the President and the Secretary who may also hold the same offices in the Workman's Airpark Homeowner's Association, Inc. Such other officers, including

vice-president, may be appointed by the Board of Directors as may be deemed necessary. No person may hold both offices of President and Secretary in this corporation at the same time.

2. The President or his or her designee shall preside over the meetings of the Board of Directors. The Secretary shall take charge of all records, correspondence and funds of the Corporation. Each officer has all powers and duties normally incident to their respective offices.

3. No officer, or director may receive compensation for his or her services except that such person may be reimbursed for reasonable expenses actually incurred and approved by the Board of Directors.

4. Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby.

5. A vacancy in any office because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Each member of the Board of Directors and any officer shall be indemnified and held harmless by the Corporation against all costs, expenses and liabilities whatsoever, including, without limitation, attorneys' fees reasonably incurred by them in connection with any action, suit or proceeding to which they may become involved by reason of their being or having been a director or officer of this Corporation, except in such cases where the officer or director is adjudged guilty of willful nonfeasance, misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement as being in the best interest of this Corporation. The Board of Directors is empowered to obtain suitable insurance policies pursuant hereto.

ARTICLE IX. AMENDMENTS.

These Bylaws may be amended by a majority vote of persons eligible to vote at a special or annual meeting of the members or by the Board of Directors.