

THIRD AMENDMENT TO THE BYLAWS

OF

THE SCAPPOOSE DRAINAGE IMPROVEMENT COMPANY

Pursuant to the vote of the Members at the annual meeting of the Scappoose Drainage Improvement Company held on _____, 2022, sections of the Bylaws of the Scappoose Drainage Improvement Company are hereby amended to read as follows. Except as provided herein, the provisions of the Second Amended Bylaws remain in full force and effect.

ARTICLE 3

MEMBERS

Section 3.2. Qualifications of Members: Every owner of land described in the articles of incorporation is a member of the corporation, and membership is lost or gained through a sale or purchase of any of said land, as the case may be, by which the legal title is transferred. In case of sale or purchase under contract without transfer of legal title, the parties may agree with respect to voting such land in a separate written agreement filed with the corporation, and unless so agreed and determined pursuant thereto the holder of the legal title shall be entitled to vote. The corporation may rely upon records of the county assessor for a determination of the legal ownership of property in the absence of more persuasive evidence. Where title to land is held in the name of a legal entity (including without limitation partnerships, private or public corporations, public bodies authorized by Oregon law, and limited liability companies) rather than a natural person, the governing or managing body of a legal entity may appoint a representative to represent and vote on behalf of that owner. The authorized representative will file a certificate of authority with the corporation on the form attached as Attachment A to these Bylaws and may serve until such

certificate is withdrawn or replaced by the legal entity. Such authorized representative will be the member of the corporation for the purpose of service on the Board of Directors as provided in Section 6.4 of these Bylaws.

Section 3.3. Voting Rights of Members: At all meetings of the members of the corporation, each member who attends in person, or by proxy appointed in writing, shall be entitled to vote the amount of acreage of the land owned by the member on the basis of one vote for each acre of land. An owner of less than an acre of land has one vote. For purposes of calculating number of votes, fractions of .5 or more shall be rounded up and less than .5 shall be rounded down. For example, the owner of 1.2 acres has 1 vote, the owner of 1.5 acres has 2 votes. Nothing shall prevent any owners of land, or members of the corporation, from joining in a voting trust or from giving a proxy or power of attorney to vote such membership for a term of years or until the happening or performance of a named contingency or condition. Except as provided in Section 4.1.6 of these Bylaws, a majority of the acreage shall be necessary to constitute a quorum for the transaction of business at all landowners' meetings, and a majority vote shall govern in all cases except as otherwise specifically provided by law.

Section 3.4. Proxies: Any member entitled to vote at a member meeting may authorize another person or persons to act for such member by proxy. Every proxy must be in writing and signed by the member. A member can designate a proxy by e-mail to the Board of Directors setting forth information from which it can be reasonably determined that the proxy was authorized by such member. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy.

ARTICLE 6

DIRECTORS

Section 6.8. Meetings of the Board of Directors: The Board of Directors shall hold a regular meeting of the Board at an interval, day, time, and place determined by the Board. In addition, the Board may call special and emergency meetings of the Board as provided in the Oregon Public Meetings Law. The President or any two members of the Board may call a special or emergency meeting. Meeting notice and procedures shall comply with the Oregon Public Meetings Law.

ARTICLE 16

AMENDMENTS

These Bylaws may be amended by vote of two-thirds of the votes entitled to be cast by of the members of the corporation. The vote on any amendment shall be at a meeting of the members called for that purpose. A copy of the proposed Bylaws amendment shall be included in the mailed notice provided to members under Section 4.2.

Adopted _____, 2022, by action of the Board of Directors pursuant to a favorable at least two-thirds vote of the members of the Scappoose Drainage Improvement Company at an election held on _____, 2022,.

By: _____
Jeff Mapes, President

By: _____
Len Waggoner, Director

By: _____
Gary Wheeler, Director

By: _____
Karen Kessi, Director

By: _____
Amanda Hoyt, Director

Amendments:

1. February 28, 1997
2. February 13, 1998
3. _____, 2022

ATTACHMENT A

Scappoose Drainage Improvement Company

53466 E. Honeyman Road
Scappoose, Oregon 97056
scappoosedrainage@hotmail.com

CERTIFICATE OF AUTHORITY

RECITAL. In accordance with Article 3 of the Scappoose Drainage Improvement Company (SDIC) Bylaws, members of SDIC must be property owners within the SDIC boundary (“Landowner Members”) or have contractual rights as specified in the Bylaws. Where title to land is held in the name of a legal entity (including without limitation partnerships, private or public corporations, public bodies authorized by Oregon law, and limited liability companies) rather than a natural person, the governing or managing body of a legal entity may appoint a representative. If a Landowner Member is not a natural person, the Landowner Member entity may designate an individual to exercise its authority as a Landowner Member to attend and participate in membership meetings, vote the acreage of the Landowner Member on any questions that come before the membership, and serve on the Board of Directors when duly elected by the membership.

KNOW ALL BY THESE PRESENTS, that the undersigned Landowner Member certifies that _____ has full authority to speak and act on its behalf, to bind it with respect to any matters related to its membership in SDIC, and to serve on the Board of Directors on behalf of the Landowner Member.

This Certificate of Authority shall remain in full force and effect until expressly revoked by a signed written document delivered to the president of SDIC by the undersigned Landowner Member.

Name of Landowner Member: _____
Print member entity name as listed on land title

Landowner Member currently owns _____ acres of land within the SDIC boundary.

The undersigned hereby certifies that it has full authority to execute this Certificate of Authority on behalf of the above-noted Landowner Member:

Signature

Printed Name and Title

Date