

## 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 ~~February 18~~ \_\_\_\_\_, ~~2021~~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. ~~Corporate owners may by resolution of their~~ 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 ~~and designate a proxy. Other members may also vote by proxy.~~ 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with the corporation on the form attached as Attachment A to these Bylaws and may serve until such certificate is withdrawn or replaced by the legal entity.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. ~~No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.~~ 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 6.8 Notice for Directors**~~**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: Regular 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 as shall, from time to time, be determined by the Board of Directors. Special  
In addition, the Board may call special and emergency meetings of the Board of Directors shall be called by the Secretary when requested by the as provided in the Oregon Public Meetings Law. The President or when requested in writing by any two-thirds members of the Directors. Notice of the Board may call a special or emergency meeting. Meeting notice and procedures shall be given to each Director either in person or by mail or telephone and must be received by the Director not less than two days prior to the meeting 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 ~~February 18~~ \_\_\_\_\_, ~~2021~~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 ~~February 18~~ \_\_\_\_\_, ~~2021~~2022.

By: \_\_\_\_\_  
Jeff Mapes, President

By: \_\_\_\_\_  
Len Waggoner, Director

~~Name:~~ \_\_\_\_\_

By: \_\_\_\_\_  
Gary Wheeler, Director

By: \_\_\_\_\_  
Karen Kessi, Director

~~Name:~~

~~Name:~~ \_\_\_\_\_

By: \_\_\_\_\_  
Amanda Hoyt, Director

Amendments:

1. February 28, 1997
2. February 13, 1998
3. \_\_\_\_\_, 2022

~~Name:~~ \_

ATTACHMENT A

Scappoose Drainage Improvement Company

53466 E. Honeyman Road  
Scappoose, Oregon 97056  
scapposedrainage@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*

Document comparison by Workshare Compare on Wednesday, March 2, 2022  
3:15:51 PM

<b>Input:</b>	
Document 1 ID	netdocuments://4831-4778-3894/1
Description	SDIC - Proposed Third Amendment to SDIC Bylaws Original Language
Document 2 ID	netdocuments://4849-1666-8374/2
Description	SDIC - Proposed 02-22 Third Amendment to SDIC Bylaws
Rendering set	Standard

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<u>Moved to</u>	
Style change	
Format change	
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Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

<b>Statistics:</b>	
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Moved to	2
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Format changes	0
Total changes	84