

BYLAWS
OR
WATERFRONT OWNERS AND OPERATORS OF OREGON

ARTICLE I.

Section 1. Purpose: The purposes for which this Association is organized are:

A. to promote common business interests and improve business conditions in the moorage industry, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

B. to establish standards of business conduct and to foster and promote ethical conduct, good business practices, and professionalism among the members of the moorage and industry;

C. to foster cooperative action and to encourage and maintain communications among members of the moorage industry and other marine enterprises who are related to the moorage industry, all within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

D. to represent the interests of the moorage industry before legislative and regulatory agencies within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

E. to establish effective communications and liaison with government agencies in the formulation and interpretation of marine and boating requirements, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986;

F. to perform all and any acts necessary to carry out the purposes of this Association, and which are permissible activities within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986; and

G. to engage in any lawful activity for which corporations may be organized under Oregon laws, none of which is for profit, and within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986.

Section 2. Offices. The principal office of the Association shall be located in Portland, Oregon. The Association may have such other offices, either within or without the State of Oregon, as the Board of Directors may determine or as the affairs of the Association require from time to time.

ARTICLE II. MEMBERS

Section 1. Membership. The Association shall have two (2) classes of membership. The designation of such classes and the qualifications and rights of the membership of such classes shall be as follows:

A. Voting Members. There shall be one class of voting members who shall be entitled to vote in all matters subject to vote by the membership. Any person, including any individual, partnership, corporation, limited liability company, trust, or association, who owns or operates or represents a private or public moorage or marina or who owns, operates or represents an Oregon Division of State Lands waterways lease of submerged land, or who owns, operates or represents a water (marine) related business shall be eligible to be admitted as a voting member. Any person, including any individual, partnership, corporation, limited liability company, trust or association, who is admitted as a voting member shall be entitled to one vote, irrespective of the number of moorages or marinas or properties owned by said qualifying voting member. Once an individual, partnership, corporation, Limited Liability Company, trust or association has qualified as a voting member, a change in status shall not serve to disqualify from voting membership the individual or business member whose status has changed.

B. Associate Members. There shall be one class of associate member. Any individual, organization, or governmental agency connected with or interested in supporting the aims and objectives of the Association, and who is not otherwise eligible for voting membership, shall be eligible to be admitted as an associate member. Associate members shall not have voting privileges, but may attend membership meetings and, except as limited by resolution of the Board of Directors, may enjoy all of the rights of voting members except the right to vote.

Section 2. Admission. Prospective voting or associate members shall submit to the Secretary of the Association an application to become a member. The Board of Directors may, from time to time, proscribe the contents of such application, but if not so proscribed, it shall contain the name, address and telephone number of such prospective member and, in the case of a prospective voting member, shall designate the individual who shall be the primary representative and alternate representative authorized to vote on behalf of the prospective voting member or hold elective office. Members shall be admitted by the Board of Directors. An affirmative vote of a majority of the directors shall be required for admission. Acceptance of an applicant for membership is made on the condition that the applicant accepts the terms and conditions of membership and agrees to abide by these bylaws and any subsequent amendments.

Section 3. Continued Membership. The Board of Directors may, from time to time, set requirements for continued membership, including, but not limited to, the payment of periodic dues. Any member whose dues remain unpaid for more than 60 days shall become delinquent. Any members whose dues remain unpaid for 180 days shall be subject to expulsion as set forth in Section 17.

Section 4. Dues and Assessments. The Board of Directors shall propose by resolution, and submit to the membership for approval by a majority vote of the members present at such meeting, changes in the amount of annual dues or any assessments for voting or associate members. Any changes in dues or assessments shall be mailed to all members with an effective date of not less than thirty (30) days from the date of the notice.

Section 5. Voting Rights. Each voting member (as that term is defined in Section 1.A., above) in good standing shall be entitled to one vote on each matter submitted to a vote of the voting members.

Section 6. Annual Meeting. The annual meeting of the Association's members shall be held at least once during each fiscal year, at the time and place appointed by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated for any annual meeting of the members or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 7. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president, by a majority of the Board of Directors, or upon a written petition of not less than five percent (5%) of the voting membership.

Section 8. Place of Meeting. The annual meeting or special meetings of the members may be held at the principal office of the Association or at such other place within or without the State of Oregon as the Board of Directors may from time to time designate. A waiver of notice signed by all the members entitled to vote at a meeting may designate any place for the holding of any meeting. If no designation is made for any annual or special meeting of the members, the place of meeting shall be the principal office of the Association.

Section 9. Notice of Meetings. Written or printed notice stating the place, day and hour of a meeting of members and, in case of a special meeting of members, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting at least seven (7) days before such meeting; or, if the notice is mailed by other than first class or registered mail, no fewer than 30 days, but in any event, not more than 60 days before the meeting. This requirement of notice for either the annual meeting or a special meeting may be fulfilled by printing of the notice in the Association's monthly publication, if any.

Section 10. Record Date. For purposes of determining members entitled to notice of, or to vote at any meeting of, members, or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the record date shall be fixed as follows:

A. For purposes of determining the members entitled to notice of a members' meeting, the record date shall be the day before the day on which first notice is mailed or otherwise transmitted to members, or if such notice is waived, the day proceeding the day on which the meeting is held;

B. For purposes of determining the members entitled to demand a special meeting, the record date shall be the date upon which such demand is made to the Association's secretary;

C. For purposes of determining the members entitled to take action without a meeting, the record date shall be the date that the first member signs the consent;

D. For purposes of determining the members entitled to vote at a members' meeting, the record date shall be the date of the meeting;

E. For purposes of determining the members entitled to exercise any rights with respect to any other lawful action, the record date shall be the date on which the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

Section 11. Voting Lists. The Association shall prepare an alphabetical list of the names, addresses and membership dates of all its members. The list must show the class and number of votes each member is entitled to vote at the meeting, if applicable. The Association shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but are not part of the main list of members. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Association's principal office or at a reasonable place identified in the meeting notice in the city or other location where the meeting will be held. A member, the member's agent or attorney, is entitled, upon written demand setting forth a proper purpose, to inspect and, subject to the requirements of ORS 65.774 and 65.782, to copy the list at a reasonable time and at the member's expense during the period it is available for inspection. The Association shall make the list of members available at the meeting, and any member, the member's agent or attorney is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.

Section 12. Action Without Meeting. Action required or permitted by law to be taken at a members' meeting may be taken without a meeting if the action is taken by all members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the Association for inclusion in the minutes or filing with the corporate records. Action taken under this section is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date. If not otherwise determined under ORS 65.207 or 65.221, the record date for determining members entitled to take action without a meeting is the date the first member signs said consent. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 13. Action by Written Ballot

A. Any action which may be taken at any annual, regular, or special meeting of members may be taken without a meeting, if so determined by the Board of Directors, if the Association delivers a written ballot to every member entitled to vote on the matter at such member's last known address as shown on the Association's record.

B. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.

C. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

D. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter, other than the election of directors; (3) contain instructions for making and returning of the ballot; and (4) specify a reasonable time by which a ballot must be received by the Corporation in order to be counted.

Section 14. Quorum. A majority of the voting members in good standing present at a meeting of the members of the Association, represented in person or by proxy, shall constitute a quorum at a meeting of the members. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 15. Proxies. Every voting member shall have the right to cast its vote either in person or by proxy executed in writing by the member or by its duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Association before or at the time of the meeting. No un-revoked proxy shall be valid after eleven months from the date of its execution unless some other definite period of validity shall be expressly provided therein. No proxy may be effectively revoked until notice in writing of such revocation has been given to the secretary of the Association.

Section 16. Resignation. A voting or associate member may resign at any time. The resignation of such a member does not relieve such member from any obligations that such member may have to the Association as the result of obligations incurred or commitments made prior to resignation.

Section 17. Expulsion or Suspension. A voting or associate member may be expelled or suspended from membership by the Board of Directors for cause including, but not limited to, the nonpayment of dues as set forth in these bylaws. In the event that the Board of Directors deems it appropriate to initiate proceedings to expel or suspend a voting or associate member, the

Board shall give such member written notice of the proposed expulsion or suspension not less than 15 days prior to the date that such expulsion or suspension is due to take effect. If within said 15 day period the voting or associate members request s the opportunity to be heard, the Board of Directors shall either set a date for the member to be heard on the question of its expulsion or suspension or, at the discretion of the Board, shall permit such member to present written testimony on the issue of such member's expulsion or suspension. Only those board members present for oral testimony, or those board members who personally review the written testimony, shall be eligible to vote concerning the expulsion or suspension of such member. The effective date of any such expulsion or suspension shall be no sooner than five days following said oral or written testimony. Any written notice given pursuant to this section by mail, must be given by first class or certified mail, return receipt request5ed, sent to the last address of such member shown on the Association's record. A voting or associate member who has been expelled or suspended will continue to be liable to the Association for those dues, assessments or fees incurred by such member prior to the expulsion or suspension.

Section 18. Reinstatement. Upon written request signed by a former voting or associate member and filed with the secretary, the Board of Directors may, by affirmative vote of two-thirds of the directors, reinstate such former voting or associate member to membership upon such terms as the Board of Directors deems appropriate.

Section 19. Transfers. No voting or associate member may transfer or assign a membership or any right arising therefrom without approval of the Board of Directors. Approval will not be unreasonably withheld.

ARTICLE III. BOARD OF DIRECTORS

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

Section 2. Number and Tenure

A. The Board of Directors shall fix the number of directors by resolution, from time to time; however, in no event shall the number of directors be less than twelve (12) with one alternate.

B. Members of the Board of Directors shall attend all meetings and their term of office shall be for one (1) year.

C. The number of directors may be increased or decreased from time to time by board resolution. No decrease in number shall have the effect of shortening the term of any director. In the event that the number of directors is increased, and the Board appoints new directors, the term will extend to the next annual meeting of members.

Section 3. Election of Directors

A. At least forty-five (45) days prior to the annual meeting, the president, with the approval of the Board of Directors shall appoint a nominating committee consisting of three (3) members, two of whom shall be directors. The nominating committee shall meet and place in nomination for directorship the names of voting members to be considered for directorship.

B. Five (5) voting members may nominate by petition additional candidates for election as directors. The petition shall be signed by not less than five (5) voting members. Such petition shall be filed with the nominating committee not less than 45 days prior to the annual meeting of members in which the election for directors shall take place. The nominating committee shall determine the validity of all petitions. Its determination as to validity shall be final and conclusive.

C. Not less than 30 days before the annual meeting of members, the Association shall mail to each voting member a ballot listing nominations for directors. The election of directors shall be held during the annual meeting of the members.

Section 4. Qualification of Directors. All directors must be individuals and the designated representative or alternate representative of a voting member in good standing. Only voting members shall be eligible to serve on the Board of Directors. No director may serve as a director for more than seven (7) consecutive terms.

Section 5. Regular Meetings. The Board of Directors shall hold at least four (4) meeting each year. These meetings shall be deemed regular meetings of the Board of Directors. The requirement of notice of the regular meeting may be fulfilled by publication of the notice in the Association's monthly publication, if any.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or two directors. The person(s) authorized to call special meetings of the Board may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the Board called by them.

Section 7. Notice. Written notice of the time and place of any special meeting of the Board of Directors shall be delivered at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram or facsimile transmission to each director at his or her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered five days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by facsimile transmission, such notice shall be deemed to be delivered when received by the director as evidenced by the facsimile transmission report. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice for such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless

specifically required by law, by the Articles or by these Bylaws.

Section 8. Quorum. A majority of the members of the Board of Directors fixed by these bylaws or by resolution shall constitute a quorum for the transaction of business at any meeting of the board. If there is not a quorum at any said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than the announcement at the meeting, until a quorum shall be present.

Section 9. Manner of Acting. The act of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles, or by these Bylaws.

Section 10. Vacancies and Removal

A. A vacancy on the Board of Directors shall exist upon the death, resignation or removal of any director.

B. All or any number of directors may be removed, with or without cause, at a meeting called expressly for that purpose by a majority vote of the members present. Absence of any director from three consecutive meetings of the Board of Directors without an excuse deemed valid by the Board of Directors may be considered as cause for removal.

C. Any director may resign at any time by giving written notice to the Board of Directors, the president or the secretary of the Association. Except as otherwise provided by law, any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation of a director is tendered to take effect at a future time, a successor may be appointed to take office when the resignation becomes effective.

D. Vacancies on the Board of Directors may be filled by appointment by the President, with the approval of the Board of Directors, or may be filled by a majority of the remaining directors though less than a quorum or the Board of Directors may appoint persons to fill a vacancy.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

Section 12. Action Without a Meeting. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, 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. Such consent shall have the same force and effect as a unanimous vote.

Section 13. Telephone Meetings. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 14. Conflicts of Interest

A. A transaction in which a director of this Association has a conflict of interest may be approved:

(1) In advance by the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors; or

(2) If the material facts of the transactions and the director's interest were disclosed or known to the members and they authorized, approved or ratified the transaction.

B. A conflict of interest transaction is a transaction with the Association in which a Director of the Association has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction is fair to the Association at the time it was entered into or is approved as provided in Subsection A of this Section.

C. For the purposes of this Section, a Director of the Association has an indirect interest in a transaction if:

(1) Another entity in which the Director has a material interest of in which the director is a general partner is a party to the transaction; or

(2) Another entity of which the Director is a Director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of the Association.

D. For purposes of Subsection A of this Section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a

direct or indirect interest in the transaction does not affect the validity of any action taken under Paragraph (1) of Subsection A if the transaction is otherwise approved as provided in Subsection A of this Section.

E. For purposes of Paragraph (2) of Subsection A of this Section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this Subsection. Votes cast by, or voted under the control of a Director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in Subsection C of this Section may be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under Paragraph (2) of Subsection A of this Section. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this Subsection constitutes a quorum for the purpose of taking action under this Section.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Association shall be the President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may appoint such other officers and agents as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the members at the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly appointed and shall have qualified.

Section 3. Vacancies and Removal

A. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

B. Any officer, assistant officer, or agent may be removed, or any office not required by the articles of incorporation or by statute, may be abolished at any time by the affirmative vote of a majority of the Board of Directors, whenever in its judgment the best interest of the Association will be served thereby.

C. Any officer, assistant officer, or agent may resign at any time by giving written notice to the Board of Directors, the president or the secretary of the Association. Except as otherwise provided by law, any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

D. This section shall not affect the contract rights of the Association or any

officer, assistant officer or agent.

E. Appointment of an officer or agent shall not by itself create contract rights.

Section 4. Compensation. The salaries and other compensation of all officers, assistant officers and agents of the Association shall be fixed by the Board of Directors, unless provided otherwise by statute, the Articles of Incorporation, or these Bylaws.

Section 5. President. The president shall be the chief executive officer of the Association and shall have general policy direction of the business of the Association, except where required by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated or reserved by the Board of Directors to some other officer or agent of the Association. The President shall preside over all regular and special meetings of the members of the Association; shall, with the approval of the Board of Directors, appoint members to committees as he or she sees fit, unless otherwise limited by the Bylaws or Statute; shall call special meetings as needed; and shall perform all other duties as are incident to the office or are properly required by the Board of Directors.

Section 6. Vice-President. In the absence of the president or in the event of his/her death, inability or refusal to act, the vice-president (or in the event there shall be more than one vice-president, the vice-presidents in the order designated at the time of their appointment, or in the absence of any designation then in the order of their appointment) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President; and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Secretary. The secretary shall attend all meetings of the Board and shall record, or cause to be recorded, all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors in accordance with the provisions of these Bylaws or as required by law, shall keep a register of the address of each director which shall be furnished to the secretary by each Director, and shall perform such other duties as may be prescribed by the Board of Directors or the chair or the President, under whose supervision the secretary shall be. Unless otherwise provided by the Board of Directors, the Secretary shall have authority to affix the corporate seal to any instrument requiring a seal, and when so affixed it shall be attested by the signature of the Secretary or by the signature of an assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing by the signature of the officer.

Section 8. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for money due and payable to the Association from any source whatsoever, and deposit all such money in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be

assigned by the President or by the Board of Directors.

Section 9. Other Officers. Other officers, assistant officers or agents appointed by the Board of Directors shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors, except such duties as shall be exclusively delegated to the Board of Directors by statute, the Articles of Incorporation, or these Bylaws.

ARTICLE V. COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees. Each duly designated and appointed committee shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation and shall carry out such responsibilities and functions as are assigned to it by the Board of Directors, except those items prohibited by ORS 65.354 and Section 3 below.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present. At least two members of any such committee must at all times be members of the Board of Directors.

Section 3. Limits on Authority of Committees. No committee, including the Executive Committee (if any), may do any of the following:

- A. Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;
- B. Elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or
- C. Adopt, amend or repeal the Articles or Bylaws.

Section 4. Term of Office. Each member of a committee shall continue as such until the next regular annual meeting of the Directors of the Association and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof, except that the immediate past President shall be the Chairperson of the Executive Committee.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee and except as provided in Section 1, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. At least two of the committee members present must then be members of the Board of Directors.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI. SHARES OF STOCK AND DIVIDENDS PROHIBITED

The Association shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Association shall be distributed to its directors or officers.

ARTICLE VII. LOANS TO DIRECTORS AND OFFICERS RESTRICTED

The Association may not lend money to or guarantee the obligation of a Director of the Association unless:

A. The particular loan or guarantee is approved by a majority of the votes of members entitled to vote, excluding the votes of members under the control of the benefited Director; or

B. The Association's Board of Directors determines that the loan or guarantee benefit's the Association and either approves the specific loan or guarantee or a general plan authorizing the loans and guarantees.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by at least one person, who shall be either the President, Vice-President, Secretary, Treasurer, or other Director or agent designated by the Board of Directors.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the

Association.

ARTICLE IX. BOOKS AND RECORDS

Section 1. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the Association may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 2. Financial Statements and Financial Matters.

A. At the close of each taxable year the Directors shall engage an accountant to prepare a financial statement for the Association.

B. All officers and agents of the Association who are authorized to receive or disburse funds of the Corporation shall not be required to furnish a surety bond.

ARTICLE X. ROBERT'S RULES OF ORDER REVISED

Unless otherwise provided by the Oregon Nonprofit Corporation Act or these amended Bylaws, all meetings and proceedings of the Association and its local chapters shall be governed by, and in accordance with, Robert's Rules of Order Revised.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Association shall be from January 1, through December 31, of each year.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. AMENDMENTS TO BYLAWS

Section 1. Approval by Board of Directors and Members. These bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors, with the approval of a majority of the members present in person or by proxy at any annual, regular or special meeting of the members called or held with prior notice of the proposed alteration, amendment or repeal.

Section 2. Notice. Written notice of the date, time and place of such regular or special meeting shall be sent by first class mail to each director or member entitled to vote not less than ten (10) days prior to the annual, regular or special meeting. The requirement of notice may be fulfilled by printing of the notice in the Association's monthly publication, if any. The notice to directors and members shall include or be accompanied by a copy or summary of the amendment(s) or state the general nature of the amendment.

Section 3. Requirements for Approval. Written notice, including a copy or summary of the amendment(s) or a statement concerning the general nature of the amendment, may be communicated in the Association's monthly newsletter, or sent to the chapter presidents for distribution to the members, or may be mailed directly to the members. Voting may also be conducted by mail ballot in accordance with these amended Bylaws.

ARTICLE XIV. HEADINGS

The headings contained in these Bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these Bylaws.

ARTICLE XV. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representation, is or was a Director or officer of the Association or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Association to the fullest extent authorized by the Oregon Nonprofit Corporation Law, as the same exists or may hereafter be amended, (but, in the case of any such amendment, only to the extent that such amendment permits the Association to provide broader indemnification rights than said Action permitted the Association to provide prior to such amendment) against all expenses, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that the Association shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the Association. Such right shall be a contract right and shall include the right to be paid by the Association expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to

the Association of the director's or officer's written affirmation of the director's or officer's good faith belief that he or she has met the standards of conduct imposed on directors or officers, as the case may be, by the Oregon Nonprofit Corporation Act and an undertaking by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under these Bylaws or otherwise.

Section 2. Right of Claimant to Bring Suit. If after complying with the requirements of Section 1, a claim under Section 1 is not paid in full by the Association within ninety days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Association) that the claimant has not met the standards of conduct which make it permissible under the Oregon Nonprofit Corporation Law for the Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including its Board of Directors, independent legal counsel, or members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Oregon Nonprofit Corporation Law, nor in actual determination by the Association (including its Board of Directors, independent legal counsel, or its members) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant had not met the applicable standard of conduct.

Section 3. Non-exclusivity of Rights. The rights conferred on any person by Sections 1 and 2 shall not be exclusive of any other right which such person may have or hereafter require under any statute, provision of the Certificate of Incorporation, Bylaw, agreement, vote of members or disinterested directors or otherwise.

Section 4. Insurance. The Association may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Association or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the Oregon Nonprofit Corporation Law.

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I, Tracy Hamer, as secretary of WATERFRONT OWNERS AND OPERATORS OF OREGON, do hereby certify the foregoing to be the Bylaws of said Association, as adopted by the Board of Directors on the 27th day of April, 1966.

/s/ Tracy Hamer
Tracy Hamer, Secretary