

**SECOND AMENDED BYLAWS
OF
SCAPPOOSE DRAINAGE IMPROVEMENT COMPANY**

ARTICLE 1

GENERAL

The name of this corporation is the Scappoose Drainage Improvement Company.
The corporation is organized as a public corporation under Oregon Revised Statutes chapter 554. It is the successor to the Scappoose Drainage District.

ARTICLE 2

CORPORATE OFFICES

The registered office of the corporation shall be located at:

Scappoose Drainage Improvement Co.
53466 E. Honeyman Rd.
Scappoose, OR 97056

The corporation may also have offices at other places, either within or without the State of Oregon, as the Board of Directors may from time to time determine or as the business of the corporation may require.

ARTICLE 3

MEMBERS

Section 3.1 Eligibility. Members of the corporation may be individuals, partnerships, corporations, associations and firms of every type and description.

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 governing body appoint and designate a proxy. Other members may also vote by proxy.

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.

ARTICLE 4

MEETING OF MEMBERS

Section 4.1 Meeting of Members:

4.1.1 The first annual meeting of the members shall be held in the month of October 1996 and subsequent annual meetings in the month of February of every year thereafter at the principal office of the corporation or at such other time or place as may be determined by the Board of Directors.

4.1.2 At the annual meeting:

4.1.3 The President, and any other officer the Board of Directors or the President may designate, shall report on the activities and financial condition of the corporation;

4.1.4 The members shall elect qualifying members to the Board of Directors; and

4.1.5 The members shall consider and act upon such other matters as may be raised consistent with the notice of the meeting.

4.1.6 When members owning a majority of the votes entitled to be cast or their appointed proxies do not attend the regular annual meeting of the members of the corporation or any other meeting called under the bylaws, the Directors of the corporation may call another meeting of the members on a date that is not later than 60 days after the date of the meeting at which a quorum was not obtained. If at such subsequent meeting, there is not a majority present, of the votes entitled to be cast, the annual meeting shall be postponed to the following years annual meeting and the Directors whose terms would have expired shall serve until the next annual meeting.

4.1.7 Special meetings of the members may be held at any time on the request of the President, the Board of Directors, or upon demand in writing by members of record holding not less than 25 percent of the votes entitled to be cast at such meeting.

Section 4.2 Notice of Meetings of Members: The corporation shall give published notice of meetings of members and shall give mailed notice to members entitled to vote at the meeting and to any other person entitled to notice. The notice shall include the place, date and time of the annual, regular or special meeting of the members and shall be given by the corporation no fewer than seven days, or if notice is mailed by other than first class or registered mail, no fewer than 30 nor more than 60 days, before the meeting.

Section 4.3 Compliance with Public Meetings Law: All meetings of the members of the corporation and of the Board of Directors shall comply with the Oregon Public Meetings Law, Oregon Revised Statutes 192.610 to 192.710. Public notice shall be given, minutes shall be taken and meetings shall be open to the public except for allowed executive sessions.

ARTICLE 5

POWERS OF CORPORATION

Section 5.1 Enumerated Powers: The Directors of the corporation are a body corporate with power:

5.1.1 To sue and be sued.

5.1.2 To contract and be contracted with.

5.1.3 To have and use a corporate seal and to alter the same at pleasure.

5.1.4 To purchase, condemn by the power of eminent domain, possess and dispose of such real and personal property as may be necessary and convenient to carry into effect the objects of the corporation, and to take, hold, possess and dispose of all real and

personal property donated to such corporation by the United States or by any state, territory, county, city or other municipal corporation or by any person, for the purpose of aiding in the objects of such corporation.

5.1.5 To appoint such subordinate officers, employees and agents as the business of the corporation may require, and prescribe their duties and compensation.

5.1.6 To make, establish or amend these Bylaws and other rules and regulations, not inconsistent with the laws of the state, the Articles of Incorporation, or the covenants and provisions of the landowners' notice provided in Oregon Revised Statutes 554.170 to 554.190, if any is filed, prescribing the manner and mode of conducting the business of the corporation, distributing and using water for, irrigation (to the extent authorized by Board policy), usage of any drainage or flood control works, and enforcing the collection of rates, tolls, charges, fees, fines and assessments, but such Bylaws, rules and regulations must be ratified by two-thirds of the votes entitled to be cast by the members of the corporation.

5.1.7 To make, levy and collect any assessment in proportion of the benefits received, upon the lands described in the articles of incorporation, for the purpose of providing the amount of money required to be raised by the corporation through such assessments for any purposes whatsoever, including maintenance and operation, estimated delinquencies on assessments, principal and interest of maturing indebtedness, and such reserve as may be necessary as provided by resolution of the Board of Directors, subject to the limitations, restrictions and provision of any recorded landowners' notice.

Section 5.2 General Powers: The corporation has all other powers, not inconsistent with law, that further the activities and affairs of the corporation, including those general powers set out in applicable state statutes.

ARTICLE 6

DIRECTORS

Section 6.1 Powers: The business affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all other lawful acts which are not prohibited or directed or required to be performed by others under the statutes of the State of Oregon, the Articles of Incorporation or these Bylaws.

Section 6.2 Number of Directors: The Board of Directors shall initially be composed of three members of the corporation. The Board of Directors shall be increased to five. The two additional Directors shall be elected at the first annual meeting of the members held after formation of the corporation. Each Director shall be elected to a term of three years.

Section 6.3 Election of Directors: The initial Board of Directors shall be those individuals named in the Articles of Incorporation, and they shall hold office until the dates their terms of office as supervisors would have expired and until their successors are elected. At each annual meeting of the members, Directors shall be elected to serve three year terms that shall be staggered to the extent possible. Said directors shall serve until their successors are elected.

Section 6.4 Qualification as Directors: Each Director must be a member of the corporation.

Section 6.5 Oath of Office: Each Director shall, before entering upon official duties, take and subscribe to an oath before some officer authorized by law to administer oaths, that the Director will honestly, faithfully and impartially perform the duties devolving upon the Director in office as Director, and that the Director will not neglect any of the duties imposed upon the Director by law.

Section 6.6 Vacancies: A vacancy occurring on the Board of Directors shall be filled at a special meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the remaining Directors. The new Director shall serve the balance of the retiring Director's term.

Section 6.7 Annual Meeting of Directors: The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members at a place to be selected by the President.

Section 6.8 Notice for Directors Meetings: Regular meetings of the Board of Directors shall be held at such time and place as shall, from time to time, be determined by the Board of Directors. Special meetings of the Board of Directors shall be called by the Secretary when requested by the President or when requested in writing by two-thirds of the Directors. Notice of the special meeting 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.

Section 6.9 Quorum for Directors Meetings: A majority of the number of Directors then serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting. The act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6.10 Compensation: No compensation shall be paid to a Director. The Board of Directors may provide for reimbursement of a member for actual and reasonable traveling and other expenses necessarily incurred by a member in performing official duties.

Section 6.11 Use of Communications Equipment: The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may

simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE 7

OFFICERS AND COMMITTEES

Section 7.1 Executive Officers: The corporation shall have three executive officers: a President, a vice-president, and a Secretary, each of whom shall be elected by the Board of Directors.

Section 7.2 President: The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of members and of the Board of Directors and shall be the inspector of all elections of Directors and certify those who are elected as such. The President shall see to the general and active management of the business affairs of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be one of the members of the Board of Directors.

Section 7.3 Vice President: The Vice President shall meet all of the qualifications of the President and shall act in place of the President when the President is unable to do so.

Section 7.4 Secretary: The Secretary may or may not be a member of the Board of Directors. The Secretary shall have responsibility for preparing minutes of the Directors' and members' meetings and for authenticating records of the corporation and keeping a fair and correct record of the corporation's proceedings and the official business of the corporation as set forth in Article 8 of these Bylaws. The Secretary shall give notice of all meetings of the Board of Directors and committees as required under the provisions of the Oregon law, the Articles of Incorporation and these Bylaws, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

The Secretary shall have the duty to receive all moneys and funds of the corporation and shall deposit the same in the bank or banks designated by the Board of Directors and in the name and to the account of the corporation. Such funds shall be paid out only as may be directed by the Board of Directors. The Secretary shall keep full and accurate books of account and shall make such reports of such official financial transactions of the corporation as may from time to time be required by the Board of Directors. A bond or letter of credit is required for the Secretary to be consistent with Oregon Revised Statutes 198.220. The Secretary shall also be the Treasurer of the corporation.

Section 7.5 Subordinate Officers: The Board of Directors may elect or appoint subordinate officers, agents, and other employees as it shall deem necessary or desirable. These persons hold their offices for such terms and have the authority and perform the duties that are determined by the Board of Directors.

Section 7.6 Compensation: The salaries of all employees and other agents of the corporation shall be fixed by the Board of Directors.

Section 7.7 Election of Officers: The election of officers shall take place each year at the first meeting of the Board of Directors constituted with newly elected members.

Section 7.8 Removal of Officer: Any officer, agent or other employee elected or appointed by the Board of Directors, may be removed from that office or employment by a majority vote of all the Directors then serving on the Board whenever in their judgment the best interests of the corporation will be served thereby. Any removal from any office of any officer does not result in loss of the directorship. Any removal from office shall be without prejudice to the contractual rights, if any, of the person so removed. If any position should become vacant for any reason, the vacancy may be filled by the Board of Directors.

Section 7.9 Restoration of Corporate Property: On the death, resignation, retirement or removal from office of any officer, agent or other employee, all books, papers, vouchers, money and any other property of whatever kind in their possession or under their control which belong to the corporation shall be restored to the corporation.

Section 7.10 Committees:

7.10.1 Committees: The Board of Directors may, from time to time, committees for such purposes as designated by the Board of Directors.

7.10.2 Powers and Duties of Committees: All committees shall have such powers and shall perform such duties as may be delegated and assigned to the committee by the Board of Directors, except such powers as are prohibited by state law. Recommendations by a committee shall be submitted to the Board. Membership of any such committee shall include at least two members of the Board of Directors.

ARTICLE 8

CORPORATE REPORTS AND ACCOUNTS

Section 8.1 Corporate Record: The Board of Directors shall cause to be kept a well-bound book entitled "Records of Proceedings of Board of Directors," in which shall be recorded minutes of all meetings, proceedings, certificates, bonds, and any and all corporate acts, which records shall be at all times open to the inspection of anyone interested, whether members or creditors, upon reasonable notice. The "Records of Proceedings of Board of Directors" shall also include a membership ledger and transfer book showing the identity and acreage voting rights of the members and any transfer of membership by transfer of title to property if the corporation collects its own assessments.

Section 8.2 Lien Docket: A lien docket shall also be maintained by the corporation or by the county assessor, or both, in which, as to every tract of each owner, all assessments or liens shall be charged and all payments shall be credited, and in which interest on any assessments in arrears shall be charged at time of payment of any installment, to the end that such record shall show the true condition of all liens and the amount thereof.

Section 8.3 Bank Account: Except as otherwise provided by Oregon Revised Statutes 554.160(2), all money of the corporation shall be deposited with a convenient bank or trust company in the name of the corporation, and all funds provided to be segregated and held separate shall be so kept, and an accounting of such funds upon the books of the corporation shall be correctly kept.

Section 8.4 Warrant Register: A warrant or check register shall be provided in which shall be separately kept a record of all warrants issued, the number, date and amount thereof with the name of payee, and the date paid, showing principal and interest separately. The corporation, or the county treasurer of the county where the principal office of the corporation is located if bonds are payable at the office of the county treasurer, or paying agent and registrar shall keep register of all bonds with a description thereof, the date thereof and when issued, and generally such a record as shall show all outstanding bonds separately of the several issues and kinds of payments.

ARTICLE 9

NOTICE

Section 9.1 Effectiveness of Notice: Wherever notice is required in these Bylaws, such notice may be oral or written unless otherwise specified for a particular kind of notice pursuant to Section 4.2 hereof. Notice may be communicated in person, by telephone, telegraph, teletype or

other form of wire or wireless communication, by mail or private carrier, including publication in a newsletter or similar document mailed to a member's or Director's address. Written notice by the corporation to a member is effective when mailed if it is mailed post paid and is correctly addressed to the member's address shown in the corporation's current records of members. In other instances, personal written notice, if in a comprehensible form, is effective at the earliest of the following: when received; five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed; on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or 30 days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Section 9.2 Waiver of Notice

9.2.1 A member or Director may at any time waive any notice required by these Bylaws, the Articles of Incorporation or state law. The waiver must be in writing, be signed by the member or Director entitled to the notice, specify the meeting for which the notice is waived and be filed with the minutes or corporate records. A member's attendance at a meeting waives objection to:

9.2.2 Lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

9.2.3 Consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

9.2.4 A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

ARTICLE 10

INDEMNIFICATION

Section 10.1 The corporation shall indemnify its Directors, officers, agents and employees for liability and related expenses to the full extent permitted by the Oregon Nonprofit Corporation Act and the Oregon Tort Claims Act. The corporation shall to the extent legally permissible, indemnify each of its Directors, officers and agents (including persons who serve at its request as directors, officers or trustees of another organization in which it has any interest as a shareholder, creditor or otherwise) against all liabilities and expenses, including amounts paid in satisfaction of judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, whether civil or criminal, administrative or investigative, in which he or she may be involved or with which he or she may be threatened, pending or completed, while in office or thereafter, by reason of his or her being or having been a Director or officer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith. Termination of any action, suit or proceeding by judgment order, settlement, conviction or a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interest of the corporation, provided however, that as to any matter disposed of by compromise payment by such Director, officer or agent pursuant to a consent, decree or

otherwise, no indemnification, either for suit, payment or for any other expense shall be provided unless its compromise shall be approved by the Board of Directors, provided that there has been obtained an opinion in writing of independent legal counsel other than that regularly acting for the corporation to the effect that such Director or officer appears to have acted in good faith and reasonable belief that his or her action was in the best interest of the corporation. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which the Director or officer may be entitled. As used in this paragraph, the terms "Director," "officer" and "agent" include their respective heirs, executors and administrators, and an "interested" director, officer or agent is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this section shall affect any rights to indemnification to which corporate personnel other than Directors, officers or agents may be entitled by contract or otherwise by law.

Section 10.2 The corporation shall, to the extent available and in an amount to be determined by the Board of Directors, purchase insurance to fund the indemnification provided in Section 10.1.

ARTICLE 11

CHARGES AND ASSESSMENTS

Section 11.1 Determination of Assessment: The Board of Directors on or before May 1 of each year, shall make a computation of the amount of money to be raised by the corporation through assessments for the ensuing year for any and all purposes whatsoever, including maintenance and operation, estimated delinquencies on assessments, principal and interest on indebtedness maturing, and such reserve as may be necessary as provided by resolution of the Board. This amount when so determined by the Board shall be an assessment

upon all of the land described in the Articles of Incorporation and apportioned to each and every acre thereof in accordance with the members' acreage under the formula used by the predecessor Scappoose Drainage District or the landowner's notice, except no parcel shall pay less than the rate for one acre in Zone 1-B. The assessment shall be paid annually, but may be paid in quarterly annual installments. Any unpaid assessment and the lien thereof as provided by Oregon Revised Statutes 554.130 shall be delinquent if not paid by said due date thereof and may be enforced and foreclosed. Upon the sale of any lands on such foreclosure the corporation or any member thereof or any creditor of the corporation or other person may be bidder and purchaser. All delinquent assessments shall bear interest at the rate of two-thirds of one percent per month from their due date until paid.

Section 11.2 Collection of Assessments: Notwithstanding the provisions of Section 11.1 of these Bylaws, the Board of Directors may certify the assessments including any interest thereon to the county assessor of the county in which the assessed lands lie. Such assessments, if certified and presented after June 1 and on or before the following June 1, shall be assessed against the premises serviced on the next assessment and tax roll prepared after June 1 by the tax assessor of the county in which the corporation is situated. The assessments shall thereupon be collected by the assessor or tax collector, whoever has possession of the roll, and paid over to the Secretary of the corporation as taxes are certified, assessed, collected, and paid over. They shall become an enforceable lien on property at the same time as unpaid taxes become an enforceable lien and may be foreclosed at the same time and in the same manner as unpaid taxes.

11.2.1 In lieu of the method of levy and assessment as set out in this Section and in Section 11.1 of these Bylaws, the Board of Directors may provide by resolution for the billing

and collection of the rates, tolls, fees, fines and charges of the corporation in the manner provided by Oregon Revised Statutes 554.135.

Section 11.3 Duty to Enforce Assessment Lien: The Board of Directors shall institute proceedings to enforce and foreclose the lien of any assessment when the assessment is delinquent, the lien is enforceable for more than six (6) months, and the lien may be foreclosed under law. If the Board fails to promptly institute and diligently prosecute in good faith proceedings for enforcement of a lien after that time and any member or creditor of the corporation shall give written notice to the Board of such delinquency and request that such procedure be instituted and the Board neglects for thirty (30) days thereafter in good faith to bring suit to enforce and foreclose the lien, the members of the Board so failing shall be jointly and severally liable to the corporation in the amount of the delinquent assessment. However, no Director shall be personally liable for payment of a delinquent assessment if (a) the record of proceedings of a duly constituted meeting of the Board held prior to the commencement of such action show either that such Director presented or voted in favor of a resolution presented and voted by the Board calling of the prompt commencement of such enforcement proceedings; or (b) if no meeting of the Board was held between the time prescribed for enforcement of a delinquent assessment lien and the commencement of an action against the Directors by a member or creditor of the corporation, that such Director duly requested a special meeting of the Board of Directors be called for the purpose of adopting such a resolution and that the proposed resolution was submitted with the request.

Section 11.4 Duty to Make Assessments: If the Board of Directors neglects to make any assessment provided by Oregon Revised Statutes 554.010 to Oregon Revised Statutes 554.340 for thirty (30) days after the time when it is required to be made, any member of the

corporation or any creditor thereof who is likely to be injured thereby may bring an action to compel the assessment to be made. In any such case, the costs and expenses thereof may be assessed to the Directors who are willfully negligent in failing to make the same and judgment rendered against them jointly and severally by the Court in the same action. In such action the corporation and the Directors shall be parties defendant.

ARTICLE 12

LANDOWNERS' NOTICE

The owners of all of two-thirds of the land described in the Articles of Incorporation may at any time mutually covenant and agree for the purpose of binding their respective lands and such covenants and agreements shall attach to and run with the land for the purpose of: defining the method of assessing land; limiting, prorating and restricting these assessments; and governing the conduct of the corporation, the same to conform in all respects with Oregon Revised Statutes 554.180 as modified by Oregon Revised Statutes 554.380(5). Members of the corporation may also covenant and adopt improvement plans as allowed by Oregon Revised Statutes 554.170 and 554.210.

ARTICLE 13

DUTIES AND LIABILITIES

Section 13.1 Notice of membership: It is the duty of members of the corporation to promptly give to the Secretary notice of any interest they have in lands embraced by the corporation, stating the nature of such interest or ownership, how and when acquired, the true name or names of the owners and the interest of each, the post office and business address of each of such owners and also of any person or persons entitled to possession or control of the premises and the nature of such right and the duration thereof. If any person is authorized as

agent or attorney to represent such owner or owners, the fact shall be stated and a post office and business address of such person shall also be given. In the event of the death of any member, the heirs or legal representatives of such deceased person shall be entitled to exercise the rights of the deceased member upon filing with the Secretary satisfactory proof of such capacity as legal heir, claiming successor or personal representative duly appointed by court or competent jurisdiction. These duties of notification may be discharged by a change in the records of the county assessor showing a change in ownership for the affected property.

Section 13.2 Prohibited practices: No person shall:

13.2.1 Throw, dump or place or allow to be thrown, dumped or placed, any rubbish, refuse, in any ditch, lateral, canal, slough, waterway or conduit used as part of or in connection with any drainage works or drainage plant or drainage system or any waterway under control of the corporation; or,

13.2.2 Place or construct any article or thing or any culvert structure improvement bridge in any ditch, lateral, canal, slough, or waterway or conduit under control of the corporation without consent of the corporation, or,

13.2.3 Befoul or pollute or allow to be befouled or polluted any such ditch, lateral, canal, slough, waterway under control of the corporation, or,

13.2.4 In any manner obstruct or permit to be obstructed by livestock activity any such dike, waterway, canal, slough, waterway or conduit under control of the corporation; or,

13.2.5 Construct, excavate, damage or otherwise interfere with the integrity of any dike over which the corporation has an appropriate easement.

Section 13.3 Liabilities for Engaging in Prohibited Practices: Any person who engages in a prohibited practice under Section 13.2 shall be punishable, upon conviction, by a

fine of not less than \$25 nor more than \$500, or by imprisonment in the county jail for not more than 100 days, or both. In addition, that person shall also be liable to the owner of the dike, ditch, lateral, canal, slough, waterway or conduit, or other person, corporation or district having control, charge or supervision of the same, for all expense legitimately occasioned or incurred by such person or district in the removal of any such rubbish, refuse or other article or thing or the prevention of such befolement or pollution, and for all damage that may be done or occasioned to the dike, ditch, lateral, canal, slough, waterway or conduit by reason of such damage, dumping, throwing or placing of the rubbish, refuse or article or thing, or the befolement or pollution. The sum may be recovered in a civil action brought in the name of the person, corporation or district having control of or using the dike, ditch, lateral, canal, slough, waterway or conduit that was injured, damaged, befoled, polluted or obstructed.

ARTICLE 14

RULEMAKING AND ACCESS

The Board of Directors may from time to time make rules and regulations for furthering the purposes of the corporation. The rules and regulations must be ratified by two-thirds of the votes of the members of the corporation. The corporation shall have the right to ingress to and egress from the lands of the members of the corporation for the purpose of inspection, repair or maintenance of the works of the corporation upon first giving reasonable notice. In addition to any available civil remedy against any person injuring or damaging any of the property or properties of the corporation as herein provided, any person injuring, damaging or inferring in any way with the property of the corporation or with the conveyance of water by the corporation or trespassing upon the corporation's property or taking or diverting water of the corporation in violation of any of the corporation's Bylaws, Rules and Regulations shall be subject to arrest and

prosecution to the extent permitted and as provided by the laws of the State of Oregon. To the extent allowed by law, the Board of Directors has the powers of maintaining improvements, upon providing reasonable notice to owners, remedies for failure of an owner or occupant to maintain improvements and imposing liabilities for failure to remedy as allowed to a board of supervisors of a drainage district under Oregon Revised Statutes 547.405 to 547.420. The corporation shall compensate any member for damage done to a member's land, crops, or other activity caused by such activity.

ARTICLE 15

GENERAL PROVISIONS

Section 15.1 Annual Report: The corporation shall make an annual report to the State of Oregon Secretary of State at the time and in the manner provided by law.

Section 15.2 Corporate Seal: The Board of Directors shall adopt a seal for the corporation with a suitable design.

Section 15.3 Loans: No money shall be borrowed by the corporation without authority of the Board of Directors, and for security purposes, the Board of Directors may authorize the execution and delivery of a mortgage or trust deed upon any of the real property belonging to the corporation or the pledging of any of the personal property of the corporation. Such authorization having been given, the President, in conjunction with the Secretary, shall execute in the name of the corporation the authorized notes, mortgages, trust deeds and pledges.

Section 15.4 Checks: All checks of the corporation shall be signed by any two Directors in such manner as the Board of Directors may, from time to time, designate.

Section 15.5 Audits Required. The corporation shall comply with Oregon Revised Statutes 297.405 through 297.545, the Municipal Audit Law, to the extent allowed.

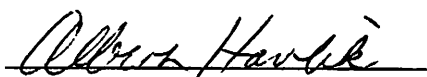
Section 15.6 Additional Powers and Authority: The corporation shall have all other powers and authority, and be subject to all other limitations, as provided by Oregon Revised Statutes chapter 554 and other state law. In the event of an inconsistency between state law and these Bylaws, the provision of state law controls.

ARTICLE 16

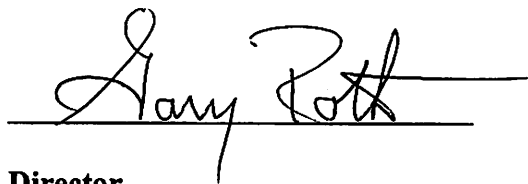
AMENDMENTS

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.

Adopted February 28, 1997, by action of the Board of Directors pursuant to a favorable two-thirds of the votes of the members of the corporation at an election held February 28, 1997.



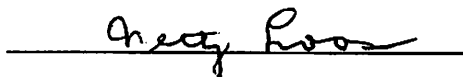
Director



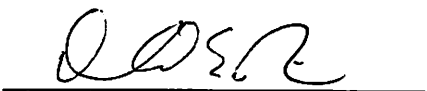
Director



Director



Director



Director

Amendments:

1. February 28, 1997
2. February 13, 1998