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After Recording Return to:  
Drabkin and Tankersley, LLC  
Attorneys At Law  
P.O. Box 625  
McMinnville, OR 97128

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**FIRST AMENDMENT TO BYLAWS FOR  
GOLFSIDE HOMEOWNER'S ASSOCIATION, INC.**

This document hereby amends Sections 3.6, 4.8, 4.9, 4.12, 4.14, 5.1, 5.4 and Article 10 of the Bylaws recorded in Deschutes County Records at instrument number 2003-26588 as follows:

1. Section 3.6 is amended to read as follows:

**“3.6 Special Meetings.** It shall be the duty of the president to call a special meeting of the owners as directed by resolution of the board of directors or upon a petition signed by 40 percent or more of the owners having been presented to the secretary. All meetings called because of petition of Lot owners shall be held at a formal gathering and not by ballot, and shall be held within 60 days after receipt of the petition. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of all the owners of the Lots or as otherwise set out in these Bylaws.

2. Section 4.8 is amended to read as follows:

**“4.8 Regular Meetings.** A regular meeting of the board of directors shall be held immediately after and at the same place as the annual meeting of Lot owners. The board of directors may hold additional regular meetings at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings of the board of directors may be called by the president on three days' notice to each director, given personally or by mail, telephone, fax, or other similarly reliable method, which notice shall state the time, place (as herein above provided), and purpose of the meeting.”

3. Section 4.9 is amended to read as follows:

**“4.9 Special Meetings.** Special meetings of the board of directors may be called by the president or secretary or on the written request of at least two directors. Special meetings of the board of directors may be called on three days' notice to each director, given personally or by mail, telephone, or fax, which notice shall state the time, place (as herein above provided), and purpose of the meeting.”

4. Section 4.12 is amended to read as follows:

**“4.12 Board of Directors Meetings Open to All Association Members.** All meetings of the board of directors shall be open to all members of the Association. No Association member shall have a right to participate in the board of directors meetings unless the member is also a member of the board of directors. The president shall have authority to exclude any Association member who disrupts the proceedings at a meeting of the board of directors.”

5. Section 4.14 is amended to read as follows:

**“4.14 Telephonic Meetings.** In the event of an emergency, telephonic meetings may be held by the board of directors. Such telephonic meetings shall be carried on by means of a "conference call" in which each director may speak with any of the other directors. The directors shall keep telephone numbers on file with the president to be used for telephonic meetings. No notice to either directors or Association members shall be required for a telephonic meeting of the board of directors to be held for any emergency action; provided, however, no such telephonic meeting shall occur unless an attempt has been made to call each director at the telephone number maintained on file with the board of directors for such purpose.”

6. Section 5.1 is amended to read as follows:

**“5.1 Designation.** The principal officers of the Association shall be a president, a secretary, and a treasurer, all of whom shall be elected by the directors. The directors may appoint an assistant treasurer and an assistant secretary, and any such other officers as in their judgment may be necessary.”

7. Section 5.4 is amended to read as follows:

**“5.4 President.** The president shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Association and of the board of directors. He or she shall have all of the general powers and duties which are usually vested in the office of president of an association, including, but not limited to, the power to appoint committees from among the owners from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association. The president must be a director of the board.”

8. Article 10 is amended to read as follows:

**“Article 10. Amendments to Bylaws.** These Bylaws may be amended by the owners holding a majority of the total voting rights allocated to the Lots in a duly constituted meeting or ballot meeting called for such purpose, and no amendment shall take effect unless approved by owners holding a majority of the voting rights or as otherwise set forth in the Declaration and any supplemental Declaration. Any amendments adopted hereby shall be reduced to writing, certified by the president and secretary of the Association to be the amendment adopted by the Association, and the certified amendment shall be recorded in the Deed Records of Deschutes County, Oregon. However, no amendment of these Bylaws reducing or eliminating the right of any first mortgagee shall be made without the prior written consent of the first mortgagee, and no amendment of these Bylaws may be made without the consent of Declarant as long as Declarant owns any Lot, but no such consent shall be required after conveyance to owners other than Declarant of 90 percent of the Lots.”

9. These Bylaws are amended in accordance with Article 10, being the act of a majority of the total voting rights, pursuant to a duly constituted meeting called for such purpose.

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10. The undersigned hereby approves and adopts the foregoing amendments on behalf of the association as of the date set forth below.

DATED: March 22, 2004

GOLFSIDE INVESTMENTS, LLC

Walter Musa Jr.

By: Walter Musa, Jr. Authorized Representative of Golfside Investments, LLC which holds 100% of total voting rights

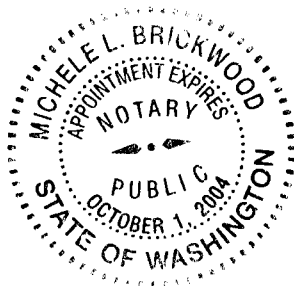
GOLFSIDE HOMEOWNER'S ASSOCIATION, INC.

Walter Musa Jr.

By: Walter Musa, Jr., President and Secretary

STATE OF Washington )  
 ) ss.  
County of Clark )

This instrument was acknowledged and consented to before me on the 22nd day of March, 2004, by Walter Musa, Jr. as President and Secretary of Golfside Homeowners Association, Inc., and as the authorized representative of Golfside Investments, LLC.



Michele L. Brickwood  
Notary Public  
My Commission Expires 10-1-2004