

BY - LAWS

OF

FIR VIEW WATER COMPANY

A Non-Profit, Mutual Benefit Corporation

Amended as of May, 1996

41-00023

ARTICLE I

Name

The name of the corporation shall be FIR VIEW WATER COMPANY.

ARTICLE II

Location

The official office of the corporation shall be the pumphouse / office lot;  
address: 4175 NW Ridgecrest Avenue, Albany, OR.

ARTICLE III

Membership

Persons eligible for membership in the corporation shall be any of the property owners in Fir View Homes Subdivision, Benton County, Oregon who have purchased a water share certificate, have improved said real property with a livable residential unit, and are a user of said water system.

ARTICLE IV

Membership Certificates

Section 1. The certificate of membership shall not be assignable and only be valid and entitle the owner thereof to be a member of this corporation so long as the owner of said certificate is the legal owner of one of the above described lots. In the event the legal owners of any of the above described lots shall transfer the same to another party, said party shall be entitled to receive from the corporation a new certificate of membership in said corporation and the certificate of membership in said corporation previously issued to said parties predecessor in title shall be cancelled and voided.

Section 2. The holder of each membership shall be entitled to one vote. All joint owners shall have but one vote. No person or entity shall vote more than one membership. No show no vote.

## ARTICLE V

### Metering

Section 1. Water meters have been installed in said system. Each new member connecting to the system shall install or have installed a meter of a type approved by the corporation. Said meters may be purchased from the corporation. All installations of water meters and hook-up fees to the system after March 1 1973, will be charged to the individual member seeking the hook-up.

Section 2. Service of the meters is the responsibility of the Fir View Water Company as well as maintenance of the lines up through the meter. The home owner is responsible for maintenance from the meter to the house.

## ARTICLE VI

### Directors & Officers

Section 1. As of May 1977, the Board of Directors of the corporation shall consist of five members who shall be elected at this annual meeting of shareholders. These five directors will hold office as follows:

- 2 directors will serve for 1 year.
- 2 directors will serve for 2 years.
- 1 director will serve for 3 years.

Thereafter each director shall be elected for a term of three years upon the expiration of the previous directors term.

Section 2. The Board of Directors shall meet within the month of May following the annual meeting and shall elect a president, vice-president and secretary from among themselves, each of whom shall hold office until the next annual meeting unless sooner removed by death or resignation. The remaining two will be members at large.

Section 3. If any office of director should be vacated, the remaining directors shall choose a successor by majority vote and this person shall hold office for the unexpired term of the director whose place he or she filled.

Section 4. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

## ARTICLE VII

### Duties of Directors

Section 1. The Board of Directors, subject to restrictions of law, the articles of incorporation, or these by-laws, shall exercise all of the powers of the cooperative, and without prejudice to or limitation upon their general powers, it is hereby expressly provided that the Board of Directors shall have, and are hereby given full power and authority (to be exercised by resolution adopted by a majority vote of all members of the Board of Directors) in respect to the matters and as hereinafter set forth.

(a) To pass upon the qualifications of members, and to cause to be issued appropriate certificates of membership.

(b) To select and appoint all officers, agents for employees of the corporation, or remove such officers, agents or employees of the corporation for just cause, prescribe such duties and designate such powers as may not be inconsistent with these by-laws, fix their compensation and pay for faithful services.

(c) To borrow from any source, money, goods, or services, and to make and issue notes and other negotiable and transferable instruments, mortgages, deeds of trust and trust agreements, and to do every act and thing necessary to effectuate the same. Not to exceed \$1,000 per situation.

(d) To order, at least once each year, an audit of the books and accounts of the corporation by an audit committee of two or three shareholders. The report prepared by such a committee shall be submitted to the members of the corporation at their annual meeting. An audit committee shall be called upon until deemed necessary by the Board to use professional services.

(e) To require all officers, agents and employees charged with responsibility for the custody of any of the funds of the corporation to be adequately bonded, the cost thereof to be paid by the corporation and it shall be mandatory upon the directors to so do.

(f) To select one or more banks to act as depositories of the funds of the corporation and to determine the manner of receiving, depositing, and disbursing the funds of the corporation and the form of checks and the person or persons by whom the same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof as necessary.

Section 2. The Board of Directors shall have the authority to extend the assessments for the maintenance, repair and replacement of the water system.

Section 3. In the event the total water supply shall be insufficient to meet all of the needs of the members or in the event there is a shortage of water, the corporation may pro-rate the water available among the various members on such basis as is deemed equitable by the Board of Directors, and may also prescribe a schedule of hours covering use of water for garden purposes by members and require adherence thereto, or prohibit the use of water for garden purposes, provided that if at any time the total water supply shall be insufficient to meet all of the needs of all of the members domestic, livestock, garden and outside watering, the corporation must first satisfy all of the needs of the members for domestic purposes before supplying any water for garden and other outside watering.

Section 4. The Board of Directors shall, prior to the beginning of each fiscal year, determine the flat minimum monthly rate to be charged each member during the following fiscal year for a specified quantity of water, such flat minimum monthly rate to be payable irrespective of whether any water is used by a member during any month, and the amount of additional charges, if any, for additional water which may be supplied the members, shall fix the date for

the payment of such charges, and shall notify each member of the amount of such charges and the dates for the payment thereof. A member to be entitled to the delivery of water shall pay such charges to the clerk or at the office of the corporation at or prior to the date fixed by the Board of Directors. Failure to pay water charges duly imposed shall result in automatic penalties. See Article XI, Section 1 and 2.

Section 5. The Board of Directors shall have the authority to appoint a member for the system who will have charge of maintenance, and operation, the right to inspect the water lines, to go upon the property of the members at any time for inspection and repairs and for meter reading.

Section 6. Any shareholder may disconnect or re-connect from the system with the supervision of the Board of Directors without penalty. A disconnect or re-connect fee may be charged at the discretion of the Board of Directors. The normal monthly fee is waived while the service is disconnected, however, the shareholder does retain his water share during the period of disconnection. The voting rights of the member are suspended while service is disconnected.

Section 7. The water company is authorized to disconnect service for failure to install an approved backflow prevention device or conduct a required annual test on a backflow prevention device as part of a cross connection control program. Service disconnection will occur 60 days after written notice of non-compliance. A re-connection fee, the amount set by the board, will be required in addition to compliance with the cross connection control program, prior to service re-connection.

#### ARTICLE VIII

##### Duties of Officers

Section 1. Duties of president. The president shall preside over all meetings of the corporation and the Board of Directors, call special meetings of the Board of Directors, perform all acts and duties usually performed by an executive and presiding officer, and sign such papers of the corporation as he may be authorized or directed to sign by the Board of Directors, provided the Board of Directors may authorize any person to sign any or all checks, contracts and other instruments in writing on behalf of the corporation. The president shall perform such other duties as may be prescribed by the Board of Directors. All correspondence shall be initiated by the president. The president shall serve all notices required to be issued to the shareholders at various times during the year.

Section 2. Duties of the vice-president. In the absence or disability of the president, the vice-president shall perform the duties of the president; provided, however, that in case of death, resignation, disability of the president, the Board of Directors may declare the office vacant and elect his successor.

Section 3. Duties of the secretary. The secretary shall keep a complete record of all meetings of the corporation and of the Board of Directors and shall have supervision of the records and files of the corporation.

## ARTICLE IX

### Meetings of Members

Section 1. The annual meeting of the shareholders of this corporation shall be held on the first Monday of May each year. Written notice of the time and place of the meeting shall be given in the same manner as provided in these By-Laws for the giving of notice of special meetings of the shareholders.

Section 2. The president of the corporation may call a meeting of the shareholders by written notice signed by him, which shall state the time, place and purpose of the meeting and shall be mailed at least seven days prior to said meeting to each shareholder at the post office address last delivered in writing by such shareholders to the secretary of this corporation. Personal service of said notice may be made in lieu of mailing.

Section 3. A meeting of the shareholders of this corporation may likewise be called by a majority in number of such shareholders or a majority in number of the directors of this corporation signing a like notice and mailed or delivered in like manner as prescribed in the preceding section providing for the calling of a shareholders meeting by the president.

Section 4. The members present at any meetings of the members shall constitute a quorum at any meeting of the corporation for the transaction of business. The voting powers of the members of this corporation shall be equal, each member shall have one vote only, and no voting by proxy shall be allowed. (Reference Article IV, Section 2.)

Section 5. Robert's Rules of Order, revised edition, will be used for all general meetings.

## ARTICLE X

### Amendments

Section 1. These By-Laws may be replaced or amended by a vote of a majority of the members present at any regular meeting of the corporation or at any special meeting of the corporation called for that purpose, except that the members shall not have the power to change the purposes of the corporation so as to decrease its rights and powers under the laws of the state, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the corporation or its members, or to deprive any member of rights and privileges then existing, or so to amend the By-Laws as to effect a fundamental change in the policies of the corporation. Notice of any amendment to be made at a special meeting of the members must be given at least seven days before such meeting and must set forth the amendments to be considered.

## ARTICLE XI

### Delinquent Water Charges

Section 1. When any water charge is sixty (60) days delinquent the meter is subject to removal. When any water charge is sixty (60) days delinquent, the total amount due as of the most recent billing date must be paid in full to avoid service disconnection. The Board of Directors has the authority to assess a turn on fee. If service is requested subsequently, a hook-up fee at the rate then in effect plus the total amount due will be charged.

Section 2. The Board of Directors is vested with the right and authority to collect delinquent water use charges as well as all other delinquent charges or assessments by legal process or otherwise and to incur and pay legal costs. Such legal costs shall be charged to and be paid by the delinquent party. The water meter may be turned off and removed. If service is requested subsequently, a hook-up fee at the rate then in effect plus all delinquent fees will be paid before service is restored.

CROSS CONNECTION CONTROL SURVEY

CUSTOMER NAME: \_\_\_\_\_

CUSTOMER ADDRESS: \_\_\_\_\_

Below are listed the types of activities and equipment which place the Water System at possible risk of cross-connection contamination. Please check any which apply to your premises (or indicate no/none) and return this form to the Payment Drop-box.

- \_\_\_\_\_ Untested, unapproved wells hooked up to the water system
- \_\_\_\_\_ Restricted premises, no inspection by water system personnel possible
- \_\_\_\_\_ Boiler -- hot water or steam
- \_\_\_\_\_ Hot tubs, whirlpool, swimming pool or spa
- \_\_\_\_\_ Janitor basin or slop basin
- \_\_\_\_\_ Underground lawn sprinkler system
- \_\_\_\_\_ Fire sprinkler system
- \_\_\_\_\_ Livestock watering trough

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