

BYLAWS OF

Alpine Crest Improvement District

Article I - Name

Section 1. The name of this organization shall be Alpine Crest Improvement District.

Article II - Purpose

Section 1. To irrigate or drain the land described in the Articles of Incorporation and to furnish such land with water for domestic use and to protect such land by flood control and for any and all of the above ad foregoing purposes. This organization has been organized under the provisions of Chapter 554 of Oregon Revised Statutes to irrigate, drain and furnish domestic water for the lands described in the Articles of Incorporation and to protect the same carrying out the above described activities as set forth in such Chapter 554 Oregon Revised Statutes.

Article III - Membership

Section 1. Members shall be the owners of the land described in the Articles of Incorporation and their successor land owners.

Article IV - Directors

Section 1. A Board of three (3) Directors shall be elected annually by the members at their annual meeting to be held on the second Monday of June of each year.

Section 2. The Board of Directors shall constitute a governing board to manage the affairs of the corporation, subject to the provisions of the bylaws. The Board shall authorize and approve expenditures by the Treasurer and act as trustee for all funds and cooperatives of the corporation. The Board shall assume such other duties as are designated by the bylaws.

Section 3. The individuals constituting the Board of Directors need not be members of the corporation.

Article V - Officers

Section 1. The officers shall be elected annually by the members at their annual meeting. The officers shall be a President, Vice President, Secretary and Treasurer.

Section 2. All officers must be members of the corporation.

Section 3. Election of the officers at the annual meeting shall be by written and closed ballot. A majority of those voting shall elect an officer.

Section 4. The President shall preside at all meetings of the corporation and of the Board of Directors. The President shall have administrative charge over the general affairs of the corporation, appoint committees, designate chairman of committees and be a member ex-officio of all committees.

Section 5. The Vice President shall assume the duties of the President in the event of the President's absence.

Section 6. The Secretary shall keep minutes of all of the meetings of the corporation and of the Board of Directors. The Secretary shall also maintain the records, except those relating to finances, of the corporation and shall perform all necessary correspondence.

Section 7. The Treasurer shall maintain the financial records of the corporation and, subject to the approval of the Board of Directors, make all necessary disbursements and expenditures.

Article VI - Meetings

Section 1. The annual meeting of the corporation shall be held on the second Monday of June of each year, and notice thereof shall be given to all members.

Section 2. Special meetings of the corporation may be called by the President or by the Board of Directors, and notice thereof shall be given to all members.

Section 3. The President may, at any time, call special meetings of the Board of Directors.

Section 4. 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 one vote per household he/she owns. A majority of the property owners shall be necessary to constitute a quorum for the transaction of business and a majority vote shall govern in all cases except as otherwise specifically provided by law.

Article VII - Accounting Period

Section 1. The books of this corporation shall be kept on a calendar year basis ending December 31st.

Article VIII - Amendments

Section 1. Amendments to these bylaws may be proposed either by the Board, or by any member seconded by another member.

Section 2. These bylaws may be amended or suspended by two-thirds (2/3) affirmative vote of the members representing two-thirds (2/3) of the households described in the Articles of Incorporation present at a duly announced meeting.