

**BYLAWS
OF
WOODLAND APARTMENTS PRESERVATION, INC.**

ARTICLE I

PRINCIPAL OFFICE

The principal office of Woodland Apartments Preservation, Inc. (the "corporation"), shall be at 1700 Monroe Street, North Bend, Oregon 97459.

ARTICLE II

- 2.1 Management of Affairs of Corporation. The board of directors shall manage the business and affairs of the corporation and exercise or direct the exercise of all corporate powers.
- 2.2 Number. The number of directors may vary between a minimum of three and a maximum of twelve, the exact number of which is to be fixed from time to time by resolution of the board of directors of Coos-Curry Housing Authority ("CCHA"), a public body corporate and politic as described in ORS 456.120.
- 2.3 Election: Terms of Office. The directors of CCHA, or its successor or designee shall elect the directors of the corporation. Directors may be elected for up to two consecutive terms. Directors shall serve for the period of time specified by the directors of CCHA (not to exceed three years per term) until their successors have been duly elected and qualified or until earlier death, resignation, or removal. The board of CCHA shall choose directors from those nominated at a regular or special meeting of the directors of CCHA. Nominations may be offered at such meeting or in advance of the meeting by any director of CCHA, this corporation, or any other interested party. However, CCHA shall not be obligated to provide notice to any person of such meeting other than as provided in its bylaws.
- 2.4 Board Qualification. The membership of the board must comply with the following (a board that complies with each of the following is hereinafter referred to as a "Qualified Board"):
- (a) No director may be related by blood, marriage, or other operation of law, or have any business or close personal connection with the seller of that certain real property and improvements (the "Project") purchased pursuant to the Low-Income Housing Preservation and Residential Homeownership Act of 1990 ("LIHPHA"), its agents, staff, or consultants or the staff or consultants of the corporation. Nothing herein shall restrict the ability of CCHA to (a) elect directors, officers, or employees of CCHA as directors of the corporation or (b) provide consulting and oversight services to the corporation.
 - (b) No more than one-third of the directors may be public officials.
 - (c) Each director must reside in the community in which the Project is located. For urban areas, "community" is the immediate community of the Project, defined as the boundaries of the area in which the Project is located, as defined in the applicable CHAS for the Project or as otherwise deemed appropriate by the directors of CCHA. For rural areas, "community" is the neighborhood or

neighborhoods, town, village, county, or multi-county area (but not the entire state), provided that the board of directors of the corporation contains low-income residents from each county of a multi-county area.

- 2.5 Resignation. Any director may resign at any time by delivering written notice of resignation to the president or secretary of the corporation or CCHA. Such resignation shall be effective on receipt unless (a) such resignation would result in the board no longer being a Qualified Board (as defined in Section 2.4) or (b) an effective later date is specified in the notice. If resignation would result in the board no longer being a Qualified board, then such resignation will not be effective until a replacement director is elected by the board of directors of CCHA; in this event, the board shall use their best efforts to choose replacement director within 30 days of the notice of resignation.
- 2.6 Removal. A director of the corporation may be involuntarily removed from office only in accordance with the following:
- (a) A board meeting of the corporation at which the removal of a director is to be considered must be held and such meeting must be open to the public. Notice of the meeting must be provided to all members of the board, all members of the board of CCHA, and all residents of the Project at least three days before the date of the meeting.
 - (b) Before voting on the removal of a director, the board of the corporation must permit a reasonable time for comment from any person attending the meeting.
 - (c) A director may only be removed by CCHA.
 - (d) Any notice required to be given in this Section 2.6 may be waived in writing, if signed by the person entitled to such notice, whether before or after the event specified in the waiver. Attendance of a person at the board meeting shall constitute a waiver of notice of such meeting.
- 2.7 Vacancies. Any vacancy occurring in the board of directors for any reason, including a vacancy resulting from an increase in the number of directors, shall be filled by an election by the board of directors of CCHA.
- 2.8 Compensation. Directors shall serve without compensation for services. A director may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the board of directors or executive committee.
- 2.9 Regular Meetings. The board of directors may from time to time establish monthly or other regular meetings of the board, the specific date, time, and place of which shall be determined by the board of directors.
- 2.10 Special Meetings. Special meetings of the board of directors may be called by the executive committee, the president, by any two directors then in office, or the board of directors of CCHA.
- 2.11 Notice of Meetings. Except as otherwise provided in Section 2.6, notices of directors' meetings must comply with the following:
- (a) Written notice of a regular meeting shall be given at least three days before the meeting, and written or oral notice of a special meeting shall be given at least three days before the meeting.
 - (b) The notice shall in each case specify the date, time, and place of the meeting, and notice shall be sufficient if actually received at the required time or if mailed not less than two days before the required time.

- (c) Mailed notices shall be directed to the director's address shown on the corporate records or to the director's actual address ascertained by the person giving notice. Oral notice may be delivered in person or by telephone.
- (d) Except as otherwise required by law, the Articles of Incorporation, or these bylaws, neither the business to be transacted at nor the purpose of any meeting of the board of directors need be specified in the notice.

2.12 Waiver of Notice. Whenever any notice is required to be given to any director, a waiver thereof in writing, signed by the director entitled to such notice, whether before or after the event specified in the waiver, shall be deemed equivalent to the giving of such notice. Furthermore, the attendance of a director at a meeting shall constitute a waiver of notice of 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.

2.13 Action Without a Meeting. Any action that is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all of the directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

2.14 Meeting by Telephone Conference. The board of directors may hold a meeting by conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at the meeting.

2.15 Quorum: Majority Vote. A majority of the number of directors in office at the time of a meeting of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless a different number is required by law, the Articles of Incorporation, or these bylaws. A minority of the directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

ARTICLE III

OFFICERS

- 3.1 Designation. The officers of the corporation shall be a president, vice president, secretary, and treasurer or such other officers as shall be established by the board. The same individual(s) may hold two or more offices.
- 3.2 Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the annual meeting of the board of directors. Each officer shall hold office until a successor is duly elected or until the officer's resignation, death, or removal.
- 3.3 Resignation. An officer may resign at any time by delivering written notice of resignation to the president or secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at a later time.
- 3.4 Removal. The board of directors may remove any officer, with or without cause, by the affirmative vote of a majority of the directors then in office, at any meeting of the board of directors. Removal shall be without prejudice to the contract rights, if

any, of the person removed. Election of an officer shall not of itself create contract rights.

- 3.5 Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by CCHA for the unexpired portion of the term.
- 3.6 Compensation. Officers shall serve without compensation for services unless also an employee of the corporation. An officer may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the board of directors or executive committee.
- 3.7 President. The president shall be the principal executive officer of the corporation, who shall put into effect the decisions of the board of directors and have general supervision; direction, and control of the business and affairs of the corporation. The president, if present, shall preside at the meetings of the board of directors. The president shall have the general powers and management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors. The president shall also be a nonvoting ex officio member of any committee established pursuant to Article VI hereof.
- 3.8 Vice President. In the absence of the president, or in the event of his or her death, inability, or refusal to act, the vice president 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. Each vice president shall perform such duties as from time to time may be assigned to him or her by the president or by the board of directors.
- 3.9 Secretary. The secretary shall prepare and keep (or cause to be prepared and kept) the minutes of all meetings of the board of directors and any committees of the board of directors and shall have custody of the minute books and other records pertaining to corporate business. The secretary shall give or cause to be given such notice of the meetings of the board of directors as is required by the bylaws. The secretary shall be responsible for authenticating resolutions and other records of the corporation and shall countersign on behalf of the corporation all contracts, agreements, and other instruments. The secretary shall perform such other duties as may be prescribed by the board of directors.
- 3.10 Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. He or she shall perform such duties as from time to time may be assigned to him or her by the president or by the board of directors.
- 3.11 Other Officers. Subject to any specific assignment of duties made by the board of directors, the officers shall act under the direction of the president.

ARTICLE IV

COMMITTEES

- 4.1 Creation. The board of directors may, by resolution adopted by a majority of the directors then in office, designate and appoint an executive committee and such other committees as may be deemed appropriate.
- 4.2 Authority. Each committee appointed by the board of directors shall have and may exercise such powers and authority as may be conferred by the board of directors, but no committee shall in any event have the power or authority to (a) amend, alter, or repeal these bylaws or the Articles of Incorporation, (b) elect, appoint, or remove

any director or officer, (c) approve dissolution or merger or any sale, pledge, or transfer of all or substantially all of the corporation's assets, or (d) authorize any distribution of the assets of the corporation. The designation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the board of directors or any individual director of any responsibility imposed by law. The board of directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge the executive and any other committee.

- 4.3 Executive Committee. The executive committee shall consist of the president and at least two other directors, and the president shall act as chair of the committee. Between meetings of the board of directors, the executive committee shall, subject to such limitations as may be imposed by resolution of the board of directors or applicable law, have and exercise all the power and authority of the board of directors in the management of the corporation.
- 4.4 Other Committees. All other committees shall consist of at least one director and may include such members of the corporation as may be appointed thereto by the board of directors. The president shall be nonvoting ex officio member of all other committees.
- 4.5 Meetings. Members of committees shall meet at the call of the chair at such place as the chair shall designate after reasonable notice has been given to each committee member. Each committee shall keep minutes of its proceedings and within a reasonable time thereafter make a written report to the board of directors of its actions. Any action that may be taken by a committee a meeting may be taken without a meeting if a consent in writing setting forth the action taken and signed by all members of the committee entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.
- 4.6 Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business at any committee meeting, and any transaction of a committee shall require a majority vote of the quorum present at the meeting.

ARTICLE V

ADVISORY POLICY

The initial formal process (the "Resident Advisory Policy") developed by the board of directors to afford low-income individuals designed to benefit under LIHPRHA the opportunity to advise the board on its decisions regarding the acquisition, rehabilitation, and management of affordable housing is attached hereto as Exhibit A. The Resident Advisory Policy may be amended, modified, or replaced by another Resident Advisory Policy as directed by the board of directors without amending the bylaws.

ARTICLE VI

FINANCIAL STANDARDS

The corporation shall utilize standards of financial accountability that conform to OMB Circular No. A-110 (amended 09/30/99), "Standards for Financial Management Systems."

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 7.1 Generally. The corporation shall to the fullest extent permitted by law (but only to the extent covered by insurance) indemnify any person who is or was a director or officer of the corporation against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of the corporation, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgements, fines, costs and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, agreement, or otherwise.
- 7.2 Actions by or in the Right of the Corporation. In connection with any proceeding brought by or in the right of the corporation, the corporation may not indemnify any person who is or was a director or officer of the corporation if such person has been adjudged by a court of law to be liable to the corporation, unless the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.
- 7.3 Self-Interested Transactions. The corporation may not indemnify any person who is or was a director or officer of the corporation in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.
- 7.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper shall be made by the majority vote of a quorum consisting of the directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full board of directors shall select special legal counsel to determine whether indemnification is proper.
- 7.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses shall be made by the majority vote of a quorum consisting of directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the board of directors, consisting of at least two directors who were not parties to the proceeding. If there are not two directors who were not parties to the proceeding, the full board of directors, including directors who were parties to the proceeding, shall evaluate the reasonableness of expenses.

- 7.6 Notice to the Attorney General. A director or officer shall not be indemnified by the corporation until 20 days after the effective date of written notice to the Attorney General of the proposed indemnification.
- 7.7 Advance of Expenses. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the corporation prior to the final disposition of such proceeding if (a) the director or officer provides written affirmation to the corporation of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the director or officer gives the corporation a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking shall be a general obligation of the director or officer, but need not be secured and may be accepted by the board of directors without reference to the director or officer's financial ability to make repayment.
- 7.8 Insurance. The board of directors shall have the power to purchase insurance on behalf of any individual who is or was an officer or director of the corporation against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the corporation, whether or not the corporation would have the power to indemnify such individual against liability under the provisions of this article.

ARTICLE VIII

AMENDMENT

The board of directors may amend or repeal these bylaws or adopt new bylaws, by the affirmative vote of a majority of the directors then in office, at any meeting of the board of directors. The meeting notice shall state that a purpose of the meeting is to consider an amendment to the bylaws and shall contain a copy or summary of the proposed amendment. Notwithstanding the foregoing, these bylaws may not be amended without the prior written approval of any such amendment by CCHA.

Exhibit A

RESIDENT ADVISORY POLICY

Pursuant to the requirements of the Low Income Housing Preservation and Resident Homeownership Act of 1990, the board of directors of Woodland Apartments Preservation, Inc., hereby adopts this Resident Advisory Policy in order to establish a formal mechanism by which residents or potential residents of the Woodland Apartments may inform the board of concerns regarding the acquisition, rehabilitation or management of Woodland Apartments:

1. Each new resident of Woodland Apartments will be provided with the name, address, and telephone number of the Managing Agent of Woodland Apartments Preservation, Inc.
2. Residents will be advised by the Managing Agent of the date, time, and location of each annual meeting of Woodland Apartments Preservation, Inc. Such notice will be provided to residents not less than seven (7) days prior to the annual meeting by the following means:
 - a. Notices will be mailed or posted by the Managing Agent to each occupied unit, and
 - b. A notice will be posted in the laundry room at the Woodland Apartments.

The agenda of the annual meeting will include time to hear from residents of the Woodland Apartments.

This Resident Advisory Policy shall remain in effect unless otherwise modified by the Board of Directors of Woodland Apartments Preservation, Inc.

Adopted this 14th day of April, 2005.

This is to certify that this is a true and correct copy of the Bylaws of Woodland Apartments Preservation, Inc.

By: Margaret Thomas

Its: _____

Title: President

WOODLAND APARTMENTS PRESERVATION, INC.

This is to certify that the bylaws of the above referenced organization
changed April 14, 2005.

WOODLAND APARTMENTS
PRESERVATION, INC.

Margaret Thomas

By:

President

Its:

April 14, 2005

Date: