

After Recording Return To:
Vial Fotheringham LLP
7000 SW Varns St.
Portland, OR 97223

**SECOND AMENDMENT
TO
BYLAWS OF LINCOLN SCHOOL
CONDOMINIUMS OWNERS' ASSOCIATION**

This Second Amendment to Bylaws of Lincoln School Condominiums Owners' Association is made by Lincoln School Condominiums Owners' Association, an Oregon nonprofit corporation ("Association").

RECITALS

1. Lincoln School Condominiums was created pursuant to the following documents recorded on January 2, 2007 in Lane County, Oregon:
 - (a) The *Declaration of Condominium Ownership for Lincoln School Condominiums*, document number 2007-000129 ("Declaration");
 - (b) The *Bylaws of Lincoln School Condominiums Owners' Association*, recorded as Exhibit D to the Declaration ("Bylaws");
 - (c) The *First Amendment to the Bylaws of Lincoln School Condominiums Owners' Association*, document number 2013-042088; and
 - (d) The Plat of Lincoln School Condominiums, document number 2007-000128.
2. The Association was formed pursuant to the Declaration, Bylaws, and Articles of Incorporation filed October 27, 2006 in the office of the Oregon Secretary of State, Corporation Division.
3. Pursuant to Article 10 of the Bylaws, the unit owners of the Association have voted to amend Sections 3.1 of the Bylaws.

[AMENDMENT ON FOLLOWING PAGE]

AMENDMENT

NOW, THEREFORE, pursuant to Article 11 of the Bylaws, the Association and unit owners hereby amend the Bylaws in the manner set forth below:

1. Section 3.1 of the Bylaws is amended in its entirety and replaced with the following:

3.1 Number, Term and Qualification. The affairs of the Association shall be governed by the Board of Directors, which shall consist of three (3) to five (5) persons. Election by the Owners shall be by plurality. At the expiration of the term of office of each Director elected at the prior annual meeting of the Association, his or her successor shall be elected as provided in this Section 3.1 to serve for a term of two (2) years. The Directors shall hold office for the term herein fixed and until their successors have been qualified and elected. The terms of each Director shall be staggered so at least two (2) but no more than four (4) Directors are elected each year. The term of any Director may be limited to one (1) year in order to achieve staggered terms.

Regardless of the number of directors serving on the Board, a majority of the members of the Board of Directors currently serving shall constitute a quorum for the transaction of business. Pursuant to Section 3.7 below, the votes of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

There shall be no limit on the number of successive terms a Director may serve on the Board of Directors, if elected as herein provided. All Directors shall be Owners and no Director shall continue to serve on the Board of Directors after he or she ceases to be an Owner. For purposes of this Section 3.1, the officers of any corporation, the trustee of any trust, the partners of any partnership, or the members or managers of any limited liability company that owns a Primary Unit shall be considered co-owners of any such Unit.

The Board of Directors can select two (2) alternate Directors to serve a one-year term from any qualified and nominated candidate receiving votes from the most recent Board member election. The alternate Directors shall have all the rights and responsibilities of a Director except voting on matters before the Board; however an alternate Director is permitted to vote or act in the place of any absent or suspended Director at any meeting of the Board of Directors.

DATED: _____

**LINCOLN SCHOOL CONDOMINIUMS OWNERS'
ASSOCIATION**, an Oregon nonprofit Corporation

By: _____
Chairperson

By: _____
Secretary

CERTIFICATION

The undersigned Chairperson and Secretary of the Association hereby certify that the foregoing Second Amendment was adopted in accordance with the Declaration, Bylaws and ORS 100.410 of the Oregon Condominium Act.

Chairperson
Lincoln School Condominiums Owners'
Association

STATE OF OREGON)
) ss.
County of Lane)

The foregoing instrument was acknowledged before me this _____ day of _____, 2015, by _____, Chairperson of **LINCOLN SCHOOL CONDOMINIUMS OWNERS' ASSOCIATION**, an Oregon nonprofit corporation, on its behalf.

Notary Public for Oregon

Secretary
Lincoln School Condominiums Owners'
Association

STATE OF OREGON)
) ss.
County of Lane)

The foregoing instrument was acknowledged before me this _____ day of _____, 2015, by _____, Secretary of **LINCOLN SCHOOL CONDOMINIUMS OWNERS' ASSOCIATION**, an Oregon nonprofit corporation, on its behalf.

Notary Public for Oregon