

**BYLAWS  
OF  
SOUTHWEST HILLS RESIDENTIAL LEAGUE, INC.,**

A Neighborhood Association  
As amended on January 30, 2008

**Article I. NAME & OFFICES**

The name of this association is the Southwest Hills Residential League, Inc. (SWHRL herein) and the office of the corporation in the State of Oregon shall be located in the City of Portland, County of Multnomah. The corporation may have such other offices, either within or without the State of Oregon, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Oregon a registered office, and a registered agent whose office is identical with such registered office, as required by the Oregon Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Oregon, and the Board of Directors may change the address of the registered office from time to time.

**Article II. BOUNDARY**

Section 1. **Boundary Definition:** The boundary of SWHRL (the "Boundary") is defined below.

Beginning at SW Scholls Ferry Road at its intersection with SW Patton Road and proceeding in a southerly direction along SW Scholls Ferry Road to its intersection with the Washington County Line; then proceeding in a northerly direction along the Washington County Line to the Sunset Highway (Highway 26); then proceeding in an easterly direction along the Sunset Highway to a point below the Sylvan overpass above the Sunset Highway, where SW Skyline Boulevard begins; then in a northeasterly direction along SW Skyline Boulevard to SW Fairview Boulevard; then east along SW Fairview Boulevard to the Portland city limits line; then south along the Portland city limits line to the Sunset Highway; then east along the Sunset Highway to its intersection with SW Jefferson Street; then continuing along SW Jefferson Street to a point beneath the Vista Bridge; then east along SW Market Street to SW 21st Avenue; then along a line due south to its intersection with SW Montgomery Drive; then in a generally easterly direction along SW Montgomery Drive to the Interstate 405 freeway; then following the freeway southerly to SW Broadway Drive; then south along SW Broadway Drive to SW Hoffman Avenue; then along a line due south to SW Terwilliger Boulevard; then west along Terwilliger Boulevard and continuing west along Sam Jackson Park Road, and then up the center of the access road to the Marquam Park Shelter. From the Marquam Park Shelter the boundary runs in a southwesterly direction up the creek at the base of Marquam Hill towards the intersection of SW Fairmount Boulevard and SW Marquam Hill Road. At the point where the Upper Marquam Trail crosses the creek, the boundary follows the trail up to SW Marquam Hill Road, from there up SW Marquam Hill Road to the intersection with SW Fairmount Boulevard, where it continues in a southerly direction along SW Fairmount Boulevard, staying to the east of all residential communities that are accessible only from SW Fairmount Boulevard, including the residences between 3058 and 3084 SW Fairmount Blvd. At the southern boundary of 3061 SW Fairmount

**Blvd** the boundary turns westward along a line that connects to the end of SW Hamilton Street, crossing the entire ridge top until after it again crosses SW Fairmont Boulevard and along the southern boundaries of the properties facing SW Fairmont Boulevard. At the SW corner of 3208 SW Fairmont Boulevard, the line turns north along the western boundaries of properties facing SW Fairmont Boulevard. The boundary line then turns west along the southern border of SW 4445 SW Melville Avenue, then turns NW along the back property lines of the houses fronting onto SW Melville Avenue. At the pedestrian walkway (between 4280 and 4308 SW Chesapeake Avenue) the boundary proceeds SW down the pedestrian walkway to SW Chesapeake Avenue; then it turns NW along the middle of SW Chesapeake Avenue to SW Twombly Avenue, west along the middle of SW Twombly Avenue, and then turns north along the middle of SW Washouga Avenue. At the right of way located just south of 4242 SW Washouga Avenue, the boundary turns west and then northwest to encompass the properties on the both sides of SW Washouga Avenue; then north along the middle of SW Altadena Avenue. The boundary then turns west between 4017 and 4029 SW Altadena Avenue and extends through the block toward SW Martin's Lane, then turning southwest and west to encompass the properties fronting on Martin's Lane; then north along SW Dosch Road to SW Dosch Court; then west on SW Dosch Court until it intersects with SW Tunnelwood Street; then continuing west along SW Tunnelwood Street until the Portland city limits line; then north along the Portland city limits line to SW Patton Road; then west along SW Patton Road to the point of beginning at the intersection with SW Scholls Ferry Road.

Where the Boundary is defined by a public right-of-way such as a street or road, the Boundary shall extend to the centerline of such public right-of-way.

A map of the Boundary is set forth on Exhibit A and, by reference, incorporated into these Bylaws.

Section 2. **Boundary Modification:** Subject to the requirement that it obtain the written approval of any other affected neighborhood association, the Board of Directors may redefine the Boundary from time to time.

### **Article III. PURPOSE**

SWHRL is an association of Members that reside within the Boundary (the "Neighborhood") and is organized as a nonprofit organization in accordance with its Articles of Incorporation as adopted and filed. The purpose of SWHRL is to preserve and enhance the existing generally residential character and livability of the Neighborhood. SWHRL may address any issue or matter that affects the Neighborhood, including, without limitation, issues related to land use and zoning, traffic, transportation and parking, crime and safety, nuisances and conflict resolution, education, social welfare, charitable organizations and communication.

In fulfilling its purpose SWHRL has a responsibility to inform its Membership of issues affecting the Neighborhood's character and livability, to listen to issues brought to SWHRL by Residents regarding such issues, and to assist Residents to take action or to take action on behalf of the corporation regarding such issues as the Membership may deem appropriate.

### **Article IV. BOARD OF DIRECTORS**

Section 1. **General Powers:** The Board of Directors shall manage the day-to-day affairs of the corporation.

Section 2. **Number:** The number of the Directors shall not be less than nine (9), or more than fifteen (15).

Section 3. **Qualifications:** Directors must be Members, and the Officers of the corporation shall automatically be members of the Board of Directors. It is desirable to have Directors from all parts of the Neighborhood.

Section 4. **Nomination:** A slate of persons proposed for election to the Board of Directors shall be chosen by the Nominating Committee of the Board of Directors and presented at the Annual Membership Meeting for election by vote of the Members.

Section 5. **Tenure:** Each Director shall hold office until the next Annual Meeting of Members and until a successor shall have been elected and qualified.

Section 6. **Ex-Officio Representatives:** SWHRL and the Homestead Neighborhood boards will each appoint a non-voting, ex-officio Director to the other board. The ex-officio Directors would have the same obligation to attend meetings as regular Directors.

Section 7. **Annual and Regular Meetings:** An Annual Meeting of the Board of Directors shall be held immediately following the Annual Membership Meeting. The Board of Directors will set the time and place for holding Regular Meetings of the Board.

Section 8. **Emergency Meetings:** The President or any two Directors may call an Emergency Meeting of the Board of Directors. The person or persons who call an Emergency Meeting of the Board shall fix the time and place for holding such meeting.

Section 9. **Meeting Notices:** Notice of any Regular Meeting of the Board of Directors shall be given to each Director at least seven (7) days before any such meeting. Notice of any Emergency Meeting shall be given to each Director at least 24 hours before any such meeting. At the same time, the Board of Directors shall also notify, if time allows, all Members by email or other media of its meeting times, places and general subject matter.

Section 10. **Meeting Place:** All meetings of the Board of Directors shall be held within the Boundary or within five miles of it.

Section 11. **Quorum:** One-third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but, if less than one-third of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 12. **Manner of Acting:** 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 the act of a greater number is required by law or by these Bylaws. No proxy or mailed votes are permitted. Any ten Members may require in writing to the Secretary that an act of the Board of Directors be suspended and referred to a properly noticed next Membership Meeting.

Section 13. **Vacancies:** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. A vacancy on the Board of Directors shall occur upon receipt of the written resignation of a Director or the unexcused absence of a Director at three consecutive meetings of the Board

of Directors. The President shall determine whether an absence is excused in the President's sole discretion.

Section 14. **Compensation:** Directors shall not receive any salaries for their services, but by resolution of the Board of Directors expenses may be reimbursed. Nothing contained herein shall be construed to preclude any Member who is not a Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 15. **Agenda:** Any Resident may request the President or Executive Assistant to include a subject for consideration at any meeting of the Board of Directors. Such request shall be in writing and received by SWHRL at least three (3) days before the notice of the meeting is required by Section 9 of this Article.

## **Article V. OFFICERS**

Section 1. **Officers:** The Officers of the corporation shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, such Officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. The same person may hold any two or more offices, except the offices of President and Secretary.

Section 2. **Election and Term of Office:** The Board of Directors at its Annual Meeting shall elect the Officers of the corporation. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor shall have been duly elected or appointed.

Section 3. **Removal:** The Board of Directors may remove any Officer that it elected or appointed.

Section 4. **Vacancies:** The Board of Directors may fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise for the unexpired portion of the term.

Section 5. **President:** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all Board of Directors and Membership Meetings. The President may sign, with the Secretary or any other proper Officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or statute to some other officer or agent of the corporation. In general the President shall perform all duties incident to the office of a president of a corporation and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. **Vice-Presidents:** The First Vice-President shall discharge the duties incident to the office of a vice-president of a corporation, and shall chair the Nominating Committee for the nomination of Directors at the Annual Membership Meeting, and such other duties as may be prescribed from time to time by the Board of Directors. The First Vice-President may also serve as the President-elect, and may succeed to the office of the President. The Second Vice-

President shall discharge the duties incident to the office of a vice-president of a corporation, and such other duties as may be prescribed from time to time by the Board of Directors.

Section 7. **Secretary:** The Secretary shall keep the minutes of the Membership Meetings and of the Board of Directors in books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; ensure that the corporate records are properly maintained and preserved; ensure that the records of all Members shall be accurately maintained; and in general perform all duties incident to the office of a secretary of a corporation and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

Section 8. **Treasurer:** The Treasurer of the corporation shall be the legal custodian of all the corporate funds and securities. The Treasurer shall deposit all funds in the name of the corporation in a bank or banks as the Board of Directors shall specify by resolution, shall keep proper account books, and shall perform the duties incident to the office of a treasurer of a corporation and all other duties as may be imposed by the Board of Directors.

## **Article VI. COMMITTEES**

Section 1. **Committees:** The Board of Directors may designate and appoint one or more standing or special committees, each of which shall include at least one Director, to investigate, analyze, report and make recommendations to the Board of Directors with respect to issues and matters relating to:

- a. **Land-use/Planning/Zoning:** land use, zoning, environmental, taxation and other concerns relating to the occupation, use and function of property within the Boundary;
- b. **Public Safety/Crime Prevention:** health, crime, fire, natural disasters and working with related public agencies;
- c. **Communications/Newsletter:** communicating with the Membership, the public and various governmental agencies and bodies;
- d. **Transportation/Traffic/Parking:** pedestrian, bicycle and motor vehicle transportation, traffic and parking within the Boundary;
- e. **Membership Development:** developing the Membership;
- f. **Housing:** suitability of new housing and changes to existing housing to the character and function of the affected portions of the Neighborhood;
- g. **Nominating:** nominations of Officers and Directors; and
- h. **Any other matter or issue** requested by the President or Board of Directors in fulfillment of the purposes of SWHRL.

Section 2. **Term:** Each member of a committee shall continue as such until the next Annual Membership Meeting and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. **Chair:** The President shall appoint one member of each committee as the chair.

Section 4. **Vacancies:** The Board of Directors may remove any member from a committee and may fill any vacancies on a committee.

Section 5. **Quorum:** Unless otherwise provided in the resolution of the Board of Directors designating the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. **Rules:** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **Article VII. MEMBERSHIP**

Section 1. **Resident:** A Resident of the Neighborhood is defined as:

- a. Any natural person who is at least sixteen years old and resides on property within the Boundary and who can show identification or other demonstration of residence within the Boundary; and
- b. Any one and only one individual who represents a natural person, corporation, partnership, limited liability company, trust or other legally recognized entity that owns real property or operates a business within the Boundary.
- c. Any person, who resides within any previous SWHRL boundaries, was previously a SWHRL Member, and is designated by the Board of Directors in its discretion as a "Legacy Member," although such status shall not be transferable and shall be revocable at any time at the discretion of the Board of Directors.

Section 2. **Member:** A Resident may apply for status as a Member of SWHRL and then be entitled to receive notices and other communications and be entitled to other privileges granted by these Bylaws. An application to become a Member may be made in writing or by oral request to any Officer, Director, or the Executive Assistant. The applicant shall provide the applicant's name, address within the Boundary, mailing address if different, phone number, email address and such other information as the Secretary or Executive Assistant may reasonably request. An application is a necessary formality to determine that an applicant qualifies as a Resident and to obtain contact information for purposes of notices and other communications.

Section 3. **Eligibility to Vote:** Only a Member is eligible to vote at any Membership Meeting, and only if he or she is a Resident, has applied and is qualified to be a Member, as required by Section 2 of this Article, before or at the first Membership Meeting where he or she wishes to vote.

Section 4. **Dues:** There shall be no mandatory dues except that Membership contributions may be collected on a voluntary basis only. Residents may be encouraged to make such voluntary contributions and the Board of Directors may approve actions designed to raise such voluntary contributions.

Section 5. **Associate Members:** Associate Members may be admitted to Membership upon application. Associate Members are persons who do not qualify as Residents. Associate Members shall not be entitled to vote, nor shall the corporation be obligated to aid or assist Associate Members in opposing projects or plans deemed inadvisable by such Associate Member or in promoting projects or plans by such Associate Members.

Section 6. **Non-Discrimination:** SWHRL and its Board of Directors shall not discriminate against any person or group on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, decisions, recommendations, or actions.

Section 7. **Political Activity:** No Member shall use, directly or indirectly, such Member's Membership in this corporation for the purposes of candidate politics. SWHRL shall not support, oppose or endorse any candidate for public office or political party. The SWHRL Membership may take positions on ballot measures or referendums that affect the Neighborhood.

Section 8. **Authority to Act:** Except as set forth in these bylaws or as approved by the Board of Directors, no Member, Director, Officer, agent, or employee of SWHRL shall have the authority to represent, contract, bind or otherwise act on behalf of SWHRL.

## **Article VIII. MEMBERSHIP MEETINGS**

Section 1. **General Powers:** The Membership in any duly called Membership Meeting has the ultimate authority to act to control SWHRL, including overruling any act of the Board of Directors.

Section 2. **Location:** All Membership Meetings shall be held within the Boundary or within five miles of it.

Section 3. **Date and Time of Membership Meetings:**

a. **Annual Membership Meetings:** Annual Membership Meetings for the election of Directors, and for the transaction of such other business as may properly come before the meeting, shall be held each year at 7:00 P.M. on a date during the month of April at a time and place designated by the Board of Directors. If the Annual Membership Meeting is not held in April, the President may call the Annual Membership Meeting within ninety (90) days after April by notice. If the Annual Membership Meeting is not held in April or during the ninety-day period thereafter, then any ten (10) Members may call the Annual Membership Meeting at any time.

b. **Regular Membership Meetings:** The Board of Directors shall set a time and place for Regular Membership Meetings on a date in at least the months of July, October, and January.

c. **Emergency Membership Meetings:** The President, any three Directors, or any ten (10) Members by written request to the Secretary may call an Emergency Membership Meeting for any purpose other than those regulated by statute. The person or persons who call an Emergency Membership Meeting shall fix the time and place for holding such meeting.

Section 4. **Membership Meeting Order of Business:** At a Membership Meeting, the order of business shall be as follows:

- a. Call the meeting to order;
- b. Proof of notice of the meeting;
- c. Publish and adopt the minutes of the last Membership Meeting;
- d. Reports of Officers and committees, if any;
- e. If an Annual Membership Meeting, the Report of the Nominating Committee and Election of Directors; and
- f. Other business referred by the Board of Directors, required by Article IV, Section 12, or required by Section 10 of this Article.

**Section 5. Membership Meeting Procedures:**

- a. Each person attending a Membership Meeting must sign a register with their name, residence address, phone number, email address, and indicating whether they are SWHRL Members, and whether they would like to be Members. If a Resident would like to become a Member, they will be given an Application for Membership form, asked to return it immediately, and informed if they are eligible to vote at the current meeting.
- b. The Secretary or other designated Director will then determine if a Member is eligible to vote as defined in Article VII, Section 3, and each Member may be required to show proof of residence as defined in Article VII, Section 1.
- c. Each Member who is eligible to vote will then also be required to sign a register preprinted with the sentence, "I declare that I am a Member of SWHRL and eligible to vote", and will be given a colored card that may be used for voting during the meeting.

**Section 6. Procedures for Election of Directors:**

- a. After signing in for an Annual Membership Meeting, each Member who is eligible to vote will be given a paper ballot preprinted with the names of the Members nominated by the Nominating Committee as Directors, and extra spaces for Members nominated from the floor.
- b. At the appropriate time in the agenda, the Chair will appoint a Tally Committee, ask for the report of the Nominating Committee, and then ask for nominations and seconds from the floor for Directors.
- c. When the nominations are closed, the Chair will give each nominated Member the opportunity to speak for at least one minute regarding their background, qualifications, sub-neighborhood where they live, and objectives for SWHRL.
- d. Balloting will be by the approval method of voting: Each Member who is eligible to vote will place a mark beside the name of each candidate that they approve of for election to the Board of Directors, marking as few or as many as they deem proper.
- e. The Tally Committee will collect the ballots, retire to count the ballots, validate the number of ballots to the number of Members eligible to vote at the meeting, report back to the Annual Membership Meeting before it adjourns, and declare the winning candidates with the most votes up to the maximum allowed number of Directors.

**Section 7. Membership Meeting Notice:** The Board of Directors shall give notice to Members of the time, place and subject matter or proposed agenda of a Membership Meeting at least seven (7) days and not more than fifty (50) days before the meeting. The Board of Directors will ensure that such notice is as widely publicized as is practical within the Neighborhood such as through newsletters, websites, email, newspapers, and other media.

**Section 8. Quorum:** Except as otherwise required by law, fifteen (15) Members constitute a quorum for any Annual, Regular, or Emergency Membership Meeting. Once a quorum is established at a Membership Meeting, it shall not be again questioned during that meeting.

**Section 9. Manner of Acting:** The votes of a majority of those Members present, eligible to vote and voting at any properly called meeting at which a quorum is established, shall be sufficient to transact business. No proxy or mailed votes are permitted.



Section 10. **Agenda:** Any Resident may request that the President or Secretary include a subject for consideration at any Membership Meeting. Such request shall be in writing and received by SWHRL at least three (3) days before the notice of the meeting is required.

## **Article IX. BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees, and shall maintain the records of the Members. The books and records of the corporation shall be made available for inspection by any Member, or authorized representative, at such time and place as the President or the Board of Directors may reasonably determine and as otherwise required by the laws of the State of Oregon governing Oregon public records and meetings.

## **Article X. FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

## **Article XI. PAID POSITIONS**

Section 1. **Executive Assistant:** The Board of Directors may engage an Executive Assistant who shall assist the Officers of SWHRL and shall perform such administrative duties as the President may reasonably determine and request. SWHRL may compensate the Executive Assistant for such services in such manner and amount as approved by the Board of Directors.

Section 2. The Board of Directors shall have the authority to engage and supervise such persons as may be necessary to further the aims of SWHRL. The Board of Directors shall determine the compensation and terms of any such engagement.

## **Article XII. GRIEVANCE PROCEDURE**

Any person or group may initiate a grievance if such person or group (a) claims to be adversely affected by a decision of the Board of Directors, the Membership, or any committee, Officer or agent of SWHRL, (b) desires that the Membership or Board of Directors reconsider any recommendation or policy adopted or (c) desires to remove any member of the Board of Directors. The person or group initiating the grievance review shall submit within forty-five days of an alleged incident a signed petition to the Board of Directors stating the nature of the complaint and the suggested remedy. At the next meeting of the Board of Directors, it shall decide whether the Board of Directors, a committee appointed by the Board of Directors, or the Membership should review the grievance. The Board of Directors shall act upon the grievance and respond in writing with supporting findings of the decision within sixty (60) days of receipt. Notice of any meeting considering the grievance shall be given to the initiating person or group and any affected Members at least seven days before such meeting. Any conflict involving SWHRL may, by mutual consent of the parties involved, be referred to Resolutions Northwest for mediation.

## **Article XIII. PROCEDURES**

Section 1. **Notices:**

a. All notices shall comply with the requirements of the public meeting laws of the State of Oregon and the "Standards for Neighborhood Associations, District Coalitions, Business District Associations, and the Office of Neighborhood Involvement" of the City of Portland.

b. Waiver: Except as otherwise provided by the laws of the State of Oregon governing public records and public meetings, any person may waive notice in writing. Attendance by a person at any meeting for which notice is required constitutes a waiver of any deficiency in notice, unless attendance is specifically for the purpose of objecting to the form or lack of notice.

Section 2. **Procedure:** All SWHRL meetings and all of its committees shall be conducted in accordance with the latest edition of *Roberts Rules of Order*.

Section 3. **Public Records and Meetings:** All SWHRL meetings and meeting minutes are open to the public, according to the law. SWHRL shall abide by the laws of the State of Oregon and the "Standards for Neighborhood Associations, District Coalitions, Business District Associations, and the Office of Neighborhood Involvement" of the City of Portland governing public meetings, records and executive sessions. Official actions of SWHRL shall be on record in the minutes of the meeting in which such action was taken, including a record of attendance at the meeting and the result of any vote taken.

Section 4. **Conflict of Interest:** Whenever an Officer, Director or Member determines that they have a conflict of interest relating to a proposal under consideration, they must inform the body (membership, board or committee meeting) considering the proposal that the conflict of interest exists, and this must be recorded in the minutes. The person with the conflict of interest may elect to abstain from voting on the proposal.

Section 5. **Personal Liability:** The personal liability of a Director or uncompensated Officer of this corporation to the corporation or its Members for monetary damages for conduct as a Director or Officer is hereby eliminated to the fullest extent allowed by law.

## **Article XIV. AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Members present, eligible to vote, and voting. Adoption requires such votes at any two consecutive Membership Meetings that are Annual or Regular Membership Meetings. The intention to alter, amend, repeal, or adopt new Bylaws shall be included in the required notice for such meetings.

These amended Bylaws of SWHRL were duly approved and adopted by the Board of Directors at its duly called and lawfully held Regular Meeting on April 20, 2006.

### **Exhibit A Map of Boundary**