

**BYLAWS  
OF THE  
NESKOWIN COMMUNITY ASSOCIATION, INC.**

**ARTICLE I.  
NAME AND PURPOSE**

**SECTION 1.01: NAME.** The name of this organization shall be the Neskowin Community Association, hereafter referred to as the Association. The Association shall be a nonprofit organization incorporated under the laws of the State of Oregon.

**SECTION 1.02: PURPOSE.** The Bylaws shall govern the Association and its members and shall facilitate the fulfillment of the purposes provided in the Articles of Incorporation and in the Mission Statement.

**ARTICLE II.  
DEFINITIONS**

**SECTION 2.01: DEFINITIONS.**

**(a) MEMBERSHIP AREA.** The term “Membership Area” as used in these Bylaws refers to property within the 97149 postal zip code.

**(b) PROPERTY OWNER.** The term “Property Owner” as used in these Bylaws means any owner of real property within the Membership Area.

**(c) MEMBERSHIP YEAR.** The Association’s membership year shall run from May 1 through April 30.

**ARTICLE III.  
MEMBERSHIP**

**SECTION 3.01: ELIGIBILITY FOR MEMBERSHIP.** Any Property Owner or any individual whose primary residence is in the Membership Area is eligible for one membership in the Association upon full payment of the annual dues. A Property Owner may hold only one membership, regardless of the number of parcels or condominiums owned. If a single parcel or condominium unit is owned by two or more persons, each such owner is eligible for one membership upon payment of the annual dues.

**SECTION 3.02: ASSOCIATE MEMBERSHIP.** Any person who is not eligible for membership may become an associate member of the Association, upon application and approval by the Board of Directors, and upon payment of annual associate membership dues in an amount established by the Board of Directors. Associate membership entitles the associate member to receive a copy of each newsletter published after the associate membership is established. Associate membership does not include voting rights. A person who is eligible for membership as provided in Section 3.01 may not become an associate member.

**SECTION 3.03: ANNUAL DUES.** The amount required for annual dues shall be \$30.00 each year, unless changed by a majority vote of the members in attendance at an annual meeting of the Association. Payment of annual dues entitles the member to full membership privileges for the Membership Year.

**SECTION 3.04: VOTING RIGHTS.** Each household shall be entitled to one vote at meetings of the Association regardless of the number of members in the household. Members must vote in person. An entity member such as a corporation, limited liability company, or partnership, shall appoint a voting representative. A member may designate the member's tenant as a voting representative to vote in person in the member's place by providing a written proxy designation with the President or Secretary.

**SECTION 3.05: TERMINATION OF MEMBERSHIP.**

**(a) FAILURE TO PAY ANNUAL DUES.** Membership in the Association is automatically terminated when the member fails to pay the annual dues on or before September 1.

**(b) DEATH OF A MEMBER.** Upon the death of a member, the surviving Property Owner or the person who owns the deceased member's property by operation of law shall be entitled to membership rights for the remainder of the membership year.

**(c) TERMINATION FOR CAUSE.** A member may be removed by a majority vote of the Board of Directors. Any member whose membership is terminated by the Board of Directors may appeal the Board's action to a vote of the members at the next annual or semi-annual meeting of the Association, or at a special meeting of the members called to consider the appeal.

**ARTICLE IV  
BOARD OF DIRECTORS**

**SECTION 4.01: MANAGEMENT.** The Association shall be managed by a Board of Directors. Each member of the Board of Directors must be a member of the Association.

**SECTION 4.02: TERM.** Directors shall serve three-year terms. Elections of directors will be held at the annual meeting of the Association. Directors' terms of office will be staggered for continuity, with no more than three directors' terms expiring in any membership year. Directors may serve an unlimited number of consecutive terms.

**SECTION 4.03: POWERS AND AUTHORITY.** The Board of Directors shall have the powers and authorities set forth in these Bylaws and the Articles of Incorporation, and as provided under Oregon law. No member, director, officer, committee member, or Board-appointed agent shall have the authority to speak on behalf of or otherwise bind the Association except as authorized by the Board of Directors.

**SECTION 4.04: NUMBER OF DIRECTORS.** The Board of Directors will consist of no more than nine and no fewer than five individuals. The number of Directors may be increased by affirmative vote of a majority of Association members at the annual meeting.

**SECTION 4.05: VACANCIES AND REMOVAL.** Except as otherwise provided in the Articles of Incorporation, vacancies on the Board of Directors arising from death, removal, resignation, incapacity, or any other reason may be filled by vote of a majority of the remaining directors at a regular or special meeting of the Board. A director selected to fill any vacancy shall hold office for the unexpired term of the previous director.

**SECTION 4.06: MEETINGS OF THE BOARD OF DIRECTORS.** The Board of Directors shall hold no fewer than two regular meetings during each Membership Year. Regular meetings of the Board of Directors may be held at such place or places as the Board of Directors may from time to time designate. Special meetings of the Board of Directors may be called at any time by the President, or by three directors providing written notice to the President requesting a special meeting and stating the reason for the special meeting. The special meeting may be held at such place or places designated by the President, or by telephone conference call as designated by the President.

**SECTION 4.07: QUORUM.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business requiring approval by the Board.

**SECTION 4.08: MEETING ATTENDANCE AND VOTING.** Directors may attend regular Board meetings in person or by telephone.

**SECTION 4.09: BOARD ACTION WITHOUT A MEETING.** From time to time, matters may arise that require immediate Board consideration and action. At such times, the President or Secretary may send an email to all Board members stating the specific matter for consideration and the question posed to the Board. The Board may take action by email consent without a meeting if 100% of the entire Board agrees with the action. For such action, all Board members must send an email stating that the Board member votes in favor of the proposed action. The Secretary will retain proof of the Board members' consent.

**SECTION 4.10: COMMITTEES AND AGENTS.** The Board of Directors may from time to time appoint Board members and other Association members to standing committees or temporary committees. The Board of Directors may invest such committees with powers as approved by the Board. All committees shall report committee activities at regular meetings of the Board.

The Board of Directors may employ or designate agents as it shall deem necessary or expedient to the business of the Association. Said agents shall represent or advise the Board or exercise such powers and perform such duties as shall be determined from time to time by the Board.

**SECTION 4.11: COMPENSATION.** No Board member shall be paid for services as a Board member.

## **ARTICLE V OFFICERS**

**SECTION 5.01: OFFICERS.** The Association shall have the following officers: President, Vice President, Treasurer, and Secretary. All officers must be members of the Board of Directors. All officers must be members of the Association.

**SECTION 5.02: TERM OF OFFICE.** Officers will serve one-year terms. Officers will be elected by the Board of Directors at its regular meeting on the same day as the annual meeting of the Association. Officers may serve an unlimited number of consecutive terms.

**SECTION 5.03: OFFICER DUTIES.**

**(a) PRESIDENT.** The President shall preside at all meetings of the Board of Directors and at all meetings of Association members. The President shall represent the Association at public events as necessary to carry out the business of the Association as approved by the Board. The President shall have general supervision of the affairs of the Association and shall make reports to the Board of Directors. The President shall perform duties incident to the office or as approved by the Board of Directors, and shall sign contracts and other documents on behalf of the Association as authorized by the Board of Directors.

**(b) VICE-PRESIDENT.** The Vice-President shall assist the President as requested by the President, and shall represent the Association as requested or approved by the President or as directed by the Board of Directors. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President.

**(c) TREASURER.** The Treasurer shall

- (i) collect and safeguard all funds collected in the name of the Association.
- (ii) disburse Association funds as approved by the Board of Directors for payment of Association obligations.
- (iii) keep regular books of the Association and shall make periodic reports to the Board of Directors at its regular meetings.
- (iv) present a financial report to the members of the Association at the annual meeting.
- (v) complete and submit annually when due the following required filings and reports:
  - (1) IRS Form 990n to the Internal Revenue Service
  - (2) Oregon Form CT-12 to the Oregon Department of Justice
  - (3) Annual report and fee to the Oregon Secretary of State.

**(d) SECRETARY.** The Secretary shall issue notices for all meeting of the Board of Directors and for all Association membership meetings. The Secretary shall keep Association records and shall provide minutes of all meetings of the Board and all meetings of the Association members.

The duties of the officers shall not be limited as enumerated above, and the officers may discharge such additional duties as are assigned by the Association Membership.

Unless authorized by the Board of Directors, no officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it financially liable for any purpose or in any amount.

**SECTION 5.04: VACANCIES AND REMOVAL FROM OFFICE.** Vacancies in any office arising from death, removal, resignation, incapacity, or any other reason may be filled by the Board of Directors at any regular or special meeting of the Board of Directors. An officer selected to fill any vacancy shall hold office for the unexpired term of the previous officer. Any officer may be removed from office by affirmative vote of a majority of the entire Board of Directors.

**ARTICLE VI**  
**MEETINGS OF ASSOCIATION MEMBERS**

**SECTION 6.01: MEETINGS.** The Association shall hold two meetings each year, an annual meeting and a semi-annual meeting.

**SECTION 6.02: ANNUAL MEETING.** An annual meeting of the members shall be held in the month of May each year on the Saturday or Sunday nearest in time to the Monday Memorial Day holiday, if possible. At the annual meeting, the members shall receive reports on the affairs of the Association, elect directors, and transact any other business within the power of the members. If an annual meeting is not held on the designated holiday weekend, the Board of Directors may call the annual meeting at a time fixed by the Board and not later than July 30 by notice to the Members not less than 30 days before the meeting. The notice shall designate the meeting as the annual meeting. If the Annual Meeting is not held during the designated holiday weekend or by July 30, the annual meeting may be called by members having 5% of the votes entitled to be cast at the meeting. Notice shall be given at least fourteen calendar days prior to the annual meeting as provided in Article VIII of these Bylaws. If an annual meeting has not been called and held within six months after the time designated for it, any member may call the annual meeting and give notice of the annual meeting as provided in Article VIII of these Bylaws.

**SECTION 6.03: SEMI-ANNUAL MEETING.** A semi-annual meeting of the members shall be held in the month of September each year on the Saturday or Sunday nearest in time to the Monday Labor Day holiday, if possible.

**SECTION 6.04: ORDER OF BUSINESS.** At the annual and semi-annual meetings of members, the order of business shall be as follows:

- Calling the meeting to order
- Proof of notice of the meeting or filing waiver of notice
- Reading of minutes of last Association meeting
- Officers' reports, including Treasurer's financial report
- Committees' reports
- Election of directors (Annual meeting)
- Old business
- New business

**SECTION 6.04: VOTING.** Except as provided in Section 3.04, each member must vote in person.

**SECTION 6.05: SPECIAL MEETINGS.** Special meetings of the members may be called by a majority of the Board of Directors, or by five percent (5%) or more of the members eligible to vote by providing a written request for special meeting to the President or Secretary.

**SECTION 6.06: QUORUM.** The members present at any properly noticed meeting shall constitute a quorum at such meeting.

**SECTION 6.06: PLACE OF MEETINGS.** Meetings of Association members shall be held in the Membership Area, at such place or places as determined from time to time by the Board of Directors.

## **ARTICLE VII FINANCES**

**SECTION 7.01: ASSOCIATION FUNDS.** All funds paid to and collected in the name of the Association shall be deposited in an account in the name of the Association at such bank or banks as the Board of Directors shall designate from time to time. Association funds shall be drawn or disbursed only by persons designated and authorized by resolution of the Board of Directors.

**SECTION 7.02: EXPENDITURES.** The Board of Directors shall consider and approve all expenditures of Association funds. Expenditures of funds totaling more than \$30,000.00 for a single item or event must be approved by majority vote of the members present at any properly-noticed meeting of the Association members.

**SECTION 7.03: DISSOLUTION.** Association funds shall not be paid to any member. Upon dissolution of the Association, and after payment of just debts, the Board of Directors may by majority vote approve distribution of any remaining Association funds to any non-profit entity or organization for any purposes approved by the Association and permitted by Oregon law.

## **ARTICLE VIII NOTICES**

**SECTION 8.01: NOTICE.** The Secretary or other person designated by vote of a majority of the Board of Directors shall issue notices for all meetings of the Association members and for all meetings of the Board of Directors.

**SECTION 8.02: ANNUAL AND SEMI-ANNUAL MEETING NOTICE.** Notice of the time and place of the annual meeting and semi-annual meeting of Association members shall be given at least ten days and not more than sixty days prior to the meeting. Notice shall be sent to the member's last known email address appearing in the membership records of the Association, or by regular US Mail to the member's postal address if the member has requested mailed notices by sending a written request to the Secretary. Notices of the annual and semi-annual meetings shall be published in the Association newsletter preceding the meeting.

**SECTION 8.03: SPECIAL MEETING NOTICE.** Notice of a special meeting of Association members shall be given at least ten days prior to the special meeting. Notice shall be sent to the member's last known email address appearing in the membership records of the Association, or by regular US Mail to the member's postal address if the member has requested mailed notices by sending a written request to the Secretary. Notice of a special meeting shall state the place, day, and hour of the special meeting, and the business proposed to be considered at the special meeting.

**SECTION 8.04: WAIVER OF NOTICE.** Any member of the Association may waive notice of any meeting in writing at any time. A waiver of notice as provided herein shall be deemed equivalent to notice. Any director of the Association may waive notice of any Board of Directors meeting in writing at any time.

**SECTION 8.05: DELIVERY OF WAIVER OF NOTICE.** Written waiver of notice of any meeting shall be delivered to the President or Secretary by email or by US Mail.

## **ARTICLE IX INDEMNIFICATION AND INSURANCE**

**SECTION 9.01: INDEMNIFICATION OF DIRECTORS AND OFFICERS.** The Association shall indemnify any officer or director who may be made a party to any proceeding as a result of the officer or director being or having been an officer or director.

**SECTION 9.02: DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY.** The Association shall maintain a directors and officers policy of insurance in the form and at the coverage amounts determined by the Board of Directors.

## **ARTICLE X PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT**

**SECTION 10.01: PUBLIC MEETINGS LAWS.** The Association shall abide by Oregon statutes relative to public meetings and public records. Official actions taken by the Association must be recorded in the minutes of each meeting. The minutes shall include a record of attendance and the results of any votes taken. A summary of discussion, including dissenting views, shall be included in the minutes.

**SECTION 10.02: RECORD OF ATTENDANCE.** A record of attendance at every meeting of the Association members shall consist of a sign-up sheet or sheets on which each member who is entitled to vote will affix his or her printed name and signature.

## **ARTICLE XI AMENDMENT**

**SECTION 11.01: AMENDMENT BY BOARD OF DIRECTORS.** The Board of Directors shall have the power to amend these Bylaws. Any such amendment shall be presented to the Association members at the next annual or semi-annual meeting of the Association.

**SECTION 11.02: AMENDMENT BY MEMBERS.** The Association members at any annual, semi-annual, or special meeting may adopt new Bylaws, or amend or repeal any existing or new Bylaws which may have been amended or adopted by the Board of Directors, provided that the notice of said Association meeting specifically states that the agenda will include amendment, repeal, or adoption of Bylaws.

**ARTICLE XII**  
**SEAL**

**SECTION 12.01: SEAL.** The corporation shall have no seal. The Board of Directors may amend this Article XII and adopt a seal by majority vote.