

**Bylaws of Cape Meares Community Association**

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As amended May 9, 2014

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**BYLAWS of Cape Meares Community Association  
An Oregon Public Benefit Corporation**

**ARTICLE I  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located at 5690 4<sup>th</sup> Street NW, in Tillamook County, Tillamook, Oregon, 97141-8434.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and such changes of address shall not be deemed an amendment of these Bylaws.

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of Oregon, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE II  
PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It shall exist in perpetuity for the benefit of the public. The specific purposes of this corporation are:

- 1. To actively support community projects of an educational, scientific, charitable or historic nature undertaken for the public benefit
- 2. To promote ecologically sound stewardship of the community's natural resources,
- 3. To create a forum and a voice for the community with which to stay in communication with the local government, particularly in land management, emergency services, homeland security, and in communication with the greater Oregon community in order to share ideas, facilitate coordination, and encourage cooperation to better secure the health and safety of the general public.
- 4. To provide a cohesive center within the community where traditions may be honored, and individuals may be brought together with neighbors to build and identify supportive community bonds.

**ARTICLE III  
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of IRS code 501 (c)(3) and no part of the net income or

160 assets of this corporation shall ever inure to the benefit of any director, officer, or member  
161 thereof or to the benefit of any private person. Upon the dissolution or winding up of this  
162 corporation, its assets remaining after payment, or provision for payment, of all debts and  
163 liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or  
164 corporation which is organized and operated exclusively for charitable and educational  
165 purposes meeting the requirements of the Revenue and Taxation Code and which has  
166 established and maintained its tax-exempt status under section 501(c)(3) of the Internal  
167 Revenue Code, or alternatively to a governmental entity described in section  
168 170(b)(1)(A)(v) of the Internal Revenue Code to hold in public trust.

## 170 **ARTICLE IV** 171 **DIRECTORS**

### 172 **SECTION 1. NUMBER**

173 The corporation shall have not fewer than five (5) and not more than fifteen (15) directors  
174 and collectively they shall be known as the Board of Directors ("Board"). These numbers  
175 may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a  
176 new Bylaw, as provided in these Bylaws.  
177

### 178 **SECTION 2. POWERS**

179 Subject to the provisions of the ORS Chapter 65 Nonprofit Public Benefit Corporation Law  
180 and any limitations in the Articles of Incorporation and Bylaws relating to action required or  
181 permitted to be taken or approved by the members, if any, of this corporation, the activities  
182 and affairs of this corporation shall be conducted and all corporate powers shall be exercised  
183 by or under the direction of the Board of Directors.  
184

### 185 **SECTION 3. DUTIES**

186 It shall be the duty of the directors to:  
187

- 188 (a) Perform any and all duties imposed on them collectively or individually by law, by  
189 the Articles of Incorporation of this corporation, or by these Bylaws;
- 190 (b) Appoint and remove, employ and discharge, and, except as otherwise provided in  
191 these Bylaws, prescribe the duties and fix the compensation, if any, of all officers,  
192 agents and employees of the corporation;
- 193 (c) Supervise all officers, agents and employees of the corporation to assure that their  
194 duties are performed properly;
- 195 (d) Meet at such times and places as required by these Bylaws;
- 196 (e) Register their addresses with the Secretary of the corporation such that notices of  
197 meetings mailed or electronically transmitted to them at such addresses shall be valid  
198 notices thereof.  
199

### 200 **SECTION 4. TERMS OF OFFICE**

201 Each director (other than the initial directors, who shall serve staggered terms) shall hold  
202 office for two (2) years or until his or her successor is elected and qualified as specified in  
203 these Bylaws.  
204  
205

**206 SECTION 5. COMPENSATION**

207 Directors shall serve without compensation. No payment is authorized. They shall be  
208 allowed reasonable advancement or reimbursement of expenses incurred in the performance  
209 of their regular duties as specified in Section 3 of this Article. Directors may not be  
210 compensated for rendering services to the corporation in any capacity other than director  
211 unless such other compensation is reasonable for the actual services rendered and is  
212 allowable under the provisions of Section 6 of this Article.

213

**214 SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS and  
215 Conflict of Interest**

216 Director Conflict of Interest shall be determined pursuant to ORS Chapter 65.361, and in  
217 any such case, the director shall act in accordance with the law, and with the Conflict of  
218 Interest Policy of this organization as stated in Article XVII of this document.

219 Notwithstanding any other provision of these Bylaws, not more than forty-nine percent  
220 (49%) of the persons serving on the Board may be interested persons. For purposes of this  
221 Section, "interested persons" means either:

222

223 (a) Any person currently being compensated by the corporation for services rendered  
224 to it within the previous twelve (12) months, whether as a full- or part-time employee,  
225 independent contractor, or otherwise, excluding any reasonable compensation paid to a  
226 director as director; or

227 (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law,  
228 son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

229

**230 SECTION 7. PLACE OF MEETINGS**

231 Meetings shall be held at the principal office of the corporation unless otherwise provided  
232 by the Board or at such place within or without the State of Oregon that has been designated  
233 from time to time by resolution of the Board of Directors. In the absence of such designation,  
234 any meeting not held at the principal office of the corporation shall be valid only if held  
235 with the written consent of all directors given either before or after the meeting and filed  
236 with the Secretary of the corporation or after all Board members have been given written  
237 notice of the meeting as hereinafter provided for special meetings of the Board. Any  
238 meeting, regular or special, may be held by conference telephone or similar communications  
239 equipment, so as long as all directors participating in such meeting can hear one another.

240

**241 SECTION 8. REGULAR AND ANNUAL MEETINGS**

242 Regular meetings of directors shall be held from time to time as designated by the Board.

243

**244 SECTION 9. SPECIAL MEETINGS**

245 Special meetings of the Board of Directors may be called by the President of the Board, the  
246 Vice President, the Secretary, or by any two directors, and such meetings shall be  
247 held at the place, within or without the State of Oregon, designated by the person or persons  
248 calling the meeting, and in the absence of such designation, at the principal office of the  
249 corporation.

250

**251 SECTION 10. NOTICE OF MEETINGS**

252 Regular meetings of the Board may be held without notice. Special meetings of the Board  
253 shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice  
254 delivered personally or by telephone or email. If sent by mail, the notice shall be deemed to  
255 be delivered on its deposit in the US mail, first-class postage affixed. Such notices shall be  
256 addressed to each director at his or her address as shown on the books of the corporation.  
257 Notice of the time and place of holding an continued meeting need not be given to absent  
258 directors if the time and place of the continued meeting are fixed at the meeting adjourned  
259 and if such adjourned meeting is held no more than twenty-four (24) hours from the time of  
260 the original meeting. Notice shall be given of any adjourned regular or special meeting to  
261 directors absent from the original meeting if the adjourned meeting is held more than  
262 twenty-four (24) hours from the time of the original meeting.

263

264 Any member that does not choose to use e-mail as a primary means of notification agrees to  
265 notify the secretary of this preference in writing, take the responsibility to be notified by the  
266 notice board at the community center, and to vote, when necessary, at the community center  
267 between designated hours on designated dates, or by mail, by arrangement with the  
268 secretary.

269

#### 270 **SECTION 11. CONTENTS OF NOTICE**

271 Notice of meetings not herein dispensed with shall specify the place, day and hour of the  
272 Meeting. The purpose of any Board meeting need not be specified in the notice.

273

#### 274 **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

275 The transactions of any meeting of the Board, however called and noticed or wherever held,  
276 are as valid as though the meeting had been duly held after proper call and notice, provided  
277 a quorum, as hereinafter defined, is present and provided that either before of after the  
278 meeting each director not present signs a waiver of notice, a consent to holding the meeting,  
279 or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed  
280 with the corporate records or made a part of the minutes of the meeting.

281

#### 282 **SECTION 13. QUORUM FOR MEETINGS**

283 A quorum shall consist of a majority of the directors. Except as otherwise provided in these  
284 Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall  
285 be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not  
286 present, and the only motion which the Chair shall entertain at such meeting is a motion to  
287 adjourn. However, a majority of the directors present at such meeting may adjourn from  
288 time to time until the time fixed for the next regular meeting of the Board. When a meeting  
289 is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and  
290 place of the continued meeting or of the business to be transacted at such meeting, other  
291 than by announcement at the meeting at which the adjournment is taken, except as provided  
292 in Section 10 of this Article. The directors present at a duly called and held meeting at  
293 which a quorum is initially present may continue to do business notwithstanding the loss of  
294 a quorum at the meeting due to a withdrawal of directors from the meeting, provided that  
295 any action thereafter taken must be approved by at least a majority of the required quorum  
296 for such meeting or such greater percentage as may be required by law, or the Articles of

297 Incorporation or Bylaws of this corporation.

298

299 **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

300 Every act or decision done or made by a majority of the directors present at a meeting duly  
301 held at which a quorum is present is the act of the Board of Directors, unless the Articles of  
302 Incorporation or Bylaws of this corporation, or provisions of the Oregon Nonprofit Public  
303 Benefit Corporation Law, particularly those provisions relating to ratification or approval of  
304 self dealing transactions and indemnification of directors , require a greater percentage or  
305 different voting rules for approval of a matter by the Board.

306

307 **SECTION 15. CONDUCT OF MEETINGS**

308 Meetings of the Board of Directors shall be presided over by the President of the  
309 corporation or, in his or her absence, by the Vice President of the corporation or, in the  
310 absence of each of these persons, by a Chairperson chosen by a majority of the directors  
311 present at the meeting.

312

313 The Secretary of the corporation shall act as secretary of all meetings of the Board, provided  
314 that, in his or her absence, the presiding officer shall appoint another person to act as  
315 Secretary of the Meeting. Meetings shall be governed by cooperative group management as  
316 such rules may be revised from time to time, insofar as such rules are not inconsistent with  
317 or in conflict with these Bylaws, with the Articles of Incorporation of the corporation, or  
318 with provisions of law.

319

320 **SECTION 16. ACTION BY WRITTEN CONSENT WITHOUT MEETING**

321 Any action required or permitted to be taken by the Board of Directors under any provision  
322 of law may be taken without a meeting, if all members of the Board shall individually or  
323 collectively consent in writing to such action. For the purposes of this Section only, "all  
324 members of the Board" shall not include any "interested director" as defined in Section of  
325 the ORS Chapter 65.361, Nonprofit Public Benefit Corporation Law. Such written consent  
326 or consents shall be filed with the minutes of the proceedings of the Board. Such action by  
327 written consent shall have the same force and effect as the unanimous vote of the directors.  
328 Any certificate or other document filed under any provision of law which relates to action so  
329 taken shall state that the action was taken by unanimous written consent of the Board of  
330 Directors without a meeting and that the Bylaws of this corporation authorize the directors  
331 to so act, and such statement shall be prima facie evidence of such authority.

332

333 **SECTION 17. VACANCIES**

334 Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of  
335 any director, and (2) whenever the number of authorized directors is increased.

336

337 The Board of Directors may declare vacant the office of a director who has been declared of  
338 unsound mind by a final order of court, or convicted of a felony, or been found by a final  
339 order or judgment of any court to have breached any standard of conduct or duty prescribed  
340 under the ORS Chapter 65.327 Nonprofit Public Benefit Corporation Law. Absence of a  
341 director from four or more consecutive Board meetings shall constitute cause for removal. If  
342 this corporation has any members, then, if the corporation has less than fifty (50) members,



343 directors may be removed by a majority of all members, or, if the corporation has fifty (50)  
344 or more members, by vote of a majority of the votes represented at a membership meeting at  
345 which a quorum is present.

346

347 If this corporation has no members, directors may be removed without cause by a majority  
348 of the directors then in office. Any director may resign effective upon giving written notice  
349 to the Chairperson of the Board, the President, the Secretary, or the Board of Directors,  
350 unless the notice specifies a later time for the effectiveness of such resignation. No director  
351 may resign if the corporation would then be left without a duly elected director or directors  
352 in charge of its affairs, except upon notice to the Attorney General. Vacancies on the Board  
353 not created by a removal may be filled by approval of the Board or, if the number of  
354 directors then in office is less than a quorum, by either (1) the unanimous written consent of  
355 the directors then in office, (2) the affirmative vote of a majority of the directors then in  
356 office at a meeting held pursuant to notice or waivers of notice complying with this Article  
357 of these Bylaws, or (3) a sole remaining director. If this corporation has members, however,  
358 vacancies created by the removal of a director may be filled only by the approval of the  
359 members. The members, if any, of this corporation may elect a director at any time to fill  
360 any vacancy not filled by the directors.

361

362 A person elected to fill a vacancy as provided by this Section shall hold office until the next  
363 annual election of the Board of Directors or until his or her death, resignation, or removal  
364 from office. Absence of a director from four (4) or more consecutive Board meetings shall  
365 constitute cause for removal.

366

#### 367 **SECTION 18. NON-LIABILITY OF DIRECTORS**

368 The directors shall not be held personally liable for the debts, liabilities, or other obligations  
369 of the corporation.

370

#### 371 **SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, 372 OFFICERS, EMPLOYEES AND OTHER AGENTS**

373 To the extent that a person who is, or was, a director, officer, employee, or other agent of  
374 this corporation has been successful on the merits in defense of any civil, criminal,  
375 administrative, or investigative proceeding brought to procure a judgment against such  
376 person by reason of the fact that he or she is, or was, an agent of the corporation, or has been  
377 successful in defense of any claim, issue, or matter, therein, such person shall be  
378 indemnified against expenses actually and reasonably incurred by the person in connection  
379 with such proceeding.

380

381 If such person either settles any such claim or sustains a judgment against him or her, then  
382 indemnification against expenses, judgments, fines, settlements, and other amounts  
383 reasonably incurred in connection with such proceedings shall be provided by this  
384 corporation but only to the extent allowed by, and in accordance with the requirements of  
385 ORS Chapter 65.394, of the Nonprofit Public Benefit Corporation Law.

386

#### 387 **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

388 The Board of Directors may adopt a resolution authorizing the purchase and maintenance of

389 insurance on behalf of any agent of the corporation (including a director, officer, employee,  
390 or other agent of the corporation) against any liability other than for violating provisions of  
391 law relating to self-dealing (ORS Chapter 65.391) Nonprofit Public Benefit Corporation  
392 Law) asserted against or incurred by the agent in such capacity or arising out of the agent's  
393 status as such, whether or not the corporation would have the power to indemnify the agent  
394 against such liability under the provisions of Section of the Oregon Nonprofit Public Benefit  
395 Corporation Law.

## 396 **ARTICLE V** 397 **OFFICERS**

### 398 399 **SECTION 1. NUMBER OF OFFICERS**

400 The officers of the corporation shall be a President, a Secretary, and a Chief Financial  
401 Officer who shall be designated the Treasurer. The corporation may also have, as  
402 determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries,  
403 Assistant Treasurers, or other officers. Any number of offices may be held by the same  
404 person except that neither the Secretary nor the Treasurer may serve as the President of the  
405 Board.

### 406 407 **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

408 Any person may serve as officer of this corporation. Officers shall be nominated by the  
409 Board and by the members, and elected by Board and by the members of the Association at  
410 the Annual May meeting, and each officer shall hold office for two years or until he or she  
411 resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall  
412 be elected, whichever occurs first.

### 413 414 **SECTION 3. SUBORDINATE OFFICERS**

415 The Board of Directors may appoint such other officers or agents as it may deem desirable,  
416 and such officers shall serve such terms, have such authority, and perform such duties as  
417 may be prescribed from time to time by the Board of Directors.

### 418 419 **SECTION 4. REMOVAL AND RESIGNATION**

420 Any officer may be removed, either with or without cause, by the Board of Directors, at any  
421 time. Any officer may resign at any time by giving written notice to the Board of Directors  
422 or to the President or Secretary of the corporation. Any such resignation shall take effect at  
423 the date of receipt of such notice or at any later date specified therein, and, unless otherwise  
424 specified therein, the acceptance of such resignation shall not be necessary to make it  
425 effective. The above provisions of this Section shall be superseded by any conflicting terms  
426 of a contract that has been approved or ratified by the Board of Directors relating to the  
427 employment of any officer of the corporation.

### 428 429 **SECTION 5. VACANCIES**

430 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of  
431 any officer shall be filled by the Board of Directors. In the event of a temporary vacancy in  
432 any office other than that of President, such vacancy may be filled temporarily by  
433 appointment by the President until such time as the Board or the members shall fill the  
434 vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board

435 may or may not be filled as the Board shall determine.

436

437 **SECTION 6. DUTIES OF THE PRESIDENT**

438 The President shall be the chief executive officer of the corporation and shall, subject to the  
439 control of the Board of Directors, supervise and control the affairs of the corporation and the  
440 activities of the officers. He or she shall perform all duties incident to his or her office and  
441 such other duties as may be required by law, by the Articles of Incorporation of this  
442 corporation, or by these Bylaws, or which may be prescribed from time to time by the Board  
443 of Directors. If applicable, the President shall preside at all meetings of members. Except as  
444 otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws,  
445 he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds,  
446 contracts, checks, or other instruments which may from time to time be authorized by the  
447 Board of Directors.

448

449 **SECTION 7. DUTIES OF VICE PRESIDENT**

450 In the absence of the President, or in the event of his or her inability or refusal to act, the  
451 Vice President shall perform all the duties of the President, and when so acting shall have all  
452 the powers of, and be subject to all the restrictions on, the President. The Vice President  
453 shall have other powers and perform other duties as may be prescribed by law, by the  
454 Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of  
455 Directors.

456

457 **SECTION 8. DUTIES OF SECRETARY**

458 The Secretary shall: Certify and keep at the principal office of the corporation the original,  
459 or a copy, of these Bylaws as amended or otherwise altered to date.

460

461 (a) Keep at the principal office of the corporation or at such other place as the Board  
462 may determine, a book of minutes of all meetings of the directors, and, if applicable,  
463 meetings of committees of directors and of members, recording therein the time and  
464 place of holding, whether regular or special, how called, how notice thereof was given,  
465 the names of those present or represented at the meeting, and the proceedings thereof.

466 (b) See that all notices are duly given in accordance with the provisions of these  
467 Bylaws or as required by law.

468 (c) Keep at the principal office of the corporation a membership book containing the  
469 name and address of each and any members, and, in the case where any membership  
470 has been terminated, he or she shall record such fact in the membership book together  
471 with the date on which such membership ceased.

472 (d) Exhibit at reasonable times to any director of the corporation, or to his or her agent  
473 or attorney, on request therefor, the Bylaws, the membership book, and the minutes of  
474 the proceedings of the directors of the corporation.

475 (e) In general, perform all duties incident to the office of Secretary and other such  
476 duties as may be required by law, by the Articles of Incorporation of this corporation,  
477 or by these Bylaws, or which may be assigned to him or her from time to time by the  
478 Board of Directors.

479

480 **SECTION 9. DUTIES OF TREASURER**

481 Subject to the provisions of these Bylaws relating to the "Execution of Instruments,  
482 Deposits, and Funds," the Treasurer shall:

483

484 (a) Have charge and custody of, and be responsible for, all funds and securities of the  
485 corporation, and deposit all such funds in the name of the corporation in such banks,  
486 trust companies, or other depositories as shall be selected by the Board of Directors.

487 (b) Receive, and give receipt for, monies due and payable to the corporation from any  
488 source whatsoever.

489 (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed  
490 by the Board of Directors, taking proper vouchers for such disbursements.

491 (d) Keep and maintain adequate and correct accounts of the corporation's properties  
492 and business transactions, including accounts of assets, liabilities, receipts,  
493 disbursements, gains, and losses.

494 (e) Exhibit at all reasonable times the books of account and financial records to any  
495 director of the corporation, or to his or her agent or attorney, on request therefor.

496 (f) Render to the President and directors, whenever requested, an account of any and  
497 all of his or her transactions as Treasurer and of the financial condition of the  
498 corporation.

499 (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial  
500 statements to be included in any required reports.

501 (h) In general, to perform all duties incident to the office of Treasurer and such other  
502 duties as may be required by law, by the Articles of Incorporation of this corporation,  
503 or by these Bylaws, or which may be assigned to him or her from time to time by the  
504 Board of Directors.

505

#### 506 **SECTION 10. COMPENSATION**

507 The salaries of the officers, if any, shall be fixed from time to time by resolution of the  
508 Board of Directors, and no officer shall be prevented from receiving such salary by reason  
509 of the fact that he or she is a director of the corporation, provided, however, that such  
510 compensation paid a director for serving as an officer of this corporation shall only be  
511 allowed if permitted under the provisions of Article IV, Section 6 of these Bylaws. In all  
512 cases, any salaries received by officers of this corporation shall be reasonable and given in  
513 return for services actually rendered for the corporation which relate to the performance of  
514 the charitable or public purposes of this corporation.

515

516

### 517 **ARTICLE VI** 518 **COMMITTEES**

519

#### 519 **SECTION 1. EXECUTIVE COMMITTEE**

520 The Board of Directors may, by a majority vote of directors, designate two (2) or more of its  
521 members (who may also be serving as officers of the corporation) to constitute an Executive  
522 Committee and delegate to such committee any of the powers and authority of the Board in  
523 the management of the business and affairs of the corporation, except with respect to:

524

525 (a) The approval of any action that, under law or the provisions of these Bylaws,  
526 requires the approval of the members or of the majority of all of the members.

- 527 (b) The filling of vacancies on the Board or on any committee that has the authority of
- 528 the Board.
- 529 (c) The fixing of compensation of the directors for serving on the Board or on any
- 530 committee.
- 531 (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- 532 (e) The amendment or repeal of any resolution of the Board.
- 533 (f) The appointment of committees of the Board or the members thereof.
- 534 (g) The expenditure of corporate funds to support a nominee for director after there are
- 535 more people nominated for director than can be elected.
- 536 (h) The approval of any transaction to which this corporation is a party and in which
- 537 one or more of the directors has a material financial interest, except as expressly
- 538 provided in Chapter 65 of the Oregon Nonprofit Public Benefit Corporation Law of
- 539 ORS.

540  
 541 By a majority of its members then in office, the Board may at any time revoke or modify  
 542 any or all of the authority so delegated, increase or decrease but not below two (2) the  
 543 number of its members, and fill vacancies therein from the members of the Board. The  
 544 Committee shall keep regular minutes of its proceedings, cause them to be filed with the  
 545 corporate records, and report the same to the Board from time to time as the Board may  
 546 require.

547  
 548 **SECTION 2. OTHER COMMITTEES**

549 The corporation shall have such other committees as may from time to time be designated  
 550 by resolution of the Board of Directors. Such other committees may consist of persons who  
 551 are not also members of the Board. These additional committees shall act in an advisory  
 552 capacity only to the Board and shall be clearly titled as "advisory" committees.

553  
 554 **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

555 Meetings and action of committees shall be governed by, noticed, held, and taken in  
 556 accordance with the provisions of these Bylaws concerning meetings of the Board of  
 557 Directors, with such changes in the context of such Bylaw provisions as are necessary to  
 558 substitute the committee and its members for the Board of Directors and its members,  
 559 except that the time for regular meetings of committees may be fixed by resolution of the  
 560 Board of Directors or by the committee. The time for special meetings of committees may  
 561 also be fixed by the Board of Directors. The Board of Directors may also adopt rules and  
 562 regulations pertaining to the conduct of meetings of committees to the extent that such rules  
 563 and regulations are not inconsistent with the provisions of these Bylaws.

564  
 565 **ARTICLE VII**  
 566 **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

567  
 568 **SECTION 1. EXECUTION OF INSTRUMENTS**

569 The Board of Directors, except as otherwise provided in these Bylaws, may by resolution  
 570 authorize any officer or agent of the corporation to enter into any contract or execute and  
 571 deliver any instrument in the name of or on behalf of the corporation, and such authority  
 572 may be general or confined to specific instances. Unless so authorized, no officer, agent, or

573 employee shall have any power or authority to bind the corporation by any contract or  
574 engagement or to pledge its credit or to render it liable monetarily for any purpose or in any  
575 amount.

576

#### 577 **SECTION 2. CHECKS AND NOTES**

578 Except as otherwise specifically determined by resolution of the Board of Directors, or as  
579 otherwise required by law, checks, drafts, promissory notes, orders for the payment of  
580 money, and other evidence of indebtedness of the corporation shall be signed by the  
581 Treasurer and countersigned by the President of the corporation.

582

#### 583 **SECTION 3. DEPOSITS**

584 All funds of the corporation shall be deposited from time to time to the credit of the  
585 corporation in such banks, trust companies, or other depositories as the Board of Directors  
586 may select.

587

#### 588 **SECTION 4. GIFTS**

589 The Board of Directors may accept on behalf of the corporation any contribution, gift,  
590 bequest, or devise for the charitable or public purposes of this corporation.

591

592

### ARTICLE VIII

593

### CORPORATE RECORDS, REPORTS, AND SEAL

594

#### 595 **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

596 The corporation shall keep at its principal office as defined in Article I, Section 2 in  
597 Tillamook County, Oregon on in a secured location in the “cloud”:

598

599 (a) Minutes of all meetings of directors, committees of the Board and, if this  
600 corporation has members, of all meetings of members, indicating the time and place of  
601 holding such meetings, whether regular or special, how called, the notice given, and  
602 the names of those present and the proceedings thereof;

603 (b) Adequate and correct books and records of account, including accounts of its  
604 properties and business transactions and accounts of its assets, liabilities, receipts,  
605 disbursements gains and losses;

606 (c) A record of its members, if any, indicating their names and addresses and, if  
607 applicable, the class of membership held by each member and the termination date of  
608 any membership;

609 (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to  
610 date, which shall be open to inspection by the members, if any, of the corporation at all  
611 reasonable times by appointment.

612

#### 613 **SECTION 2. CORPORATE SEAL**

614 The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be  
615 kept at the principal office of the corporation. Failure to affix the seal to corporate  
616 instruments, however, shall not affect the validity of any such instrument.

617

#### 618 **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

619 Every director shall have the absolute right at any reasonable time to inspect and copy all  
620 books, records and documents of every kind and to inspect the physical properties of the  
621 corporation.

622

#### 623 **SECTION 4. MEMBERS' INSPECTION RIGHTS**

624 Each and every member shall have the following inspection rights, for a purpose reasonably  
625 related to that person's interest as a member:

626

627 (a) To inspect and copy the record of all members' names, addresses and voting rights,  
628 at reasonable times, upon five (5) business days' prior written demand on the  
629 corporation, which demand shall state the purpose for which the inspection rights are  
630 requested.

631 (b) To obtain from the Secretary of the corporation, upon written demand and payment  
632 of a reasonable charge, a list of the names, addresses and voting rights of those  
633 members entitled to vote for the election of directors as of the most recent record date  
634 for which the list has been compiled or as of the date specified by the member  
635 subsequent to the date of demand. The demand shall state the purpose for which the  
636 list is requested. The membership list shall be made available on or before the later of  
637 ten (10) business days after the demand is received or after the date specified therein  
638 as of which the list is to be compiled.

639 (c) To inspect at any reasonable time the books, records, or minutes of proceedings of  
640 the members or of the Board or committees of the Board, upon written demand on the  
641 corporation by the member, for a purpose reasonably related to such person's interests  
642 as a member.

643

#### 644 **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

645 Any inspection right under the provisions of this Article may be made in person or by agent  
646 or attorney and the right to inspection includes the right to copy and make extracts.

647

#### 648 **SECTION 6. ANNUAL REPORT**

649 The Board shall cause an annual report to be furnished not later than one hundred and  
650 twenty (120) days after the close of the corporation's fiscal year to all directors of the  
651 corporation and to any members who request it in writing, which report shall contain the  
652 following information in appropriate detail:

653

654 (a) The assets and liabilities, including the trust funds, of the corporation as of the end  
655 of the fiscal year;

656 (b) The principal changes in assets and liabilities, including trust funds, during the  
657 fiscal year;

658 (c) The revenue or receipts of the corporation, both unrestricted and restricted to  
659 particular purposes, for the fiscal year;

660 (d) The expenses or disbursements of the corporation, for both general and restricted  
661 purposes, during the fiscal year;

662 (e) Any information required by Section 7 of this Article.

663

664 The annual report shall be accompanied by any report thereon of independent accountants,

665 or, if there is no such report, the certificate of the authorized officer of the corporation that  
666 such statements were prepared without audit from the books and records of the corporation.

667  
668 If this corporation receives FIFTY THOUSAND DOLLARS (\$50,000), or more, in gross  
669 revenues or receipts during the fiscal year, this corporation shall send the above annual  
670 report to all members, in such manner, at such time, and with such contents, including an  
671 accompanying report from independent accountants or certification of a corporate officer, as  
672 specified by the above provisions of this Section relating to the annual report.

673  
674 **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO**  
675 **MEMBERS**

676 This corporation shall mail or deliver to all directors and any and all members a statement  
677 within one hundred and twenty (120) days after the close of its fiscal year which briefly  
678 describes the amount and circumstances of any indemnification or transaction of the  
679 following kind: Any transaction in which the corporation was a party, and in which any  
680 director or officer of the corporation had a direct or material financial interest. (A mere  
681 common directorship shall not be considered a material financial interest).

682 The above statement need only be provided with respect to a transaction during the previous  
683 fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was  
684 one of a number of transactions with the same persons involving, in the aggregate, more  
685 than FIFTY THOUSAND DOLLARS (\$50,000).

686  
687 Similarly, the statement need only be provided with respect to indemnifications or advances  
688 aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous  
689 fiscal year to any director or officer, except that no such statement need be made if such  
690 indemnification was approved by the members pursuant to ORS Nonprofit Public Benefit  
691 Corporation Law. Any statement required by this section shall briefly describe the names of  
692 the interested persons involved in such transactions, stating each person's relationship to the  
693 corporation, the nature of such person's interest in the transaction and, where practical, the  
694 amount of such interest, provided that in the case of a transaction with a partnership of  
695 which such person is a partner, only the interest of the partnership need be stated.

696  
697 Should this corporation provide all members with an annual report according to  
698 the provisions of Section 6 of this Article, then such annual report shall include the  
699 information required by this Section.

700  
701 **ARTICLE IX**  
702 **FISCAL YEAR**

703  
704 **SECTION 1. FISCAL YEAR OF THE CORPORATION**

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

707  
708 **ARTICLE X**  
709 **AMENDMENT OF BYLAWS**

710



711 **SECTION 1. AMENDMENT**

712 Subject to any provision of law applicable to the amendment of Bylaws of public benefit  
 713 nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed  
 714 and new Bylaws adopted as follows:

- 715
- 716 (a) Subject to the power of members, if any, to change or repeal these Bylaws under  
 717 Section 5150 of the Corporations Code, by approval of the Board of Directors unless  
 718 the Bylaw amendment would materially and adversely affect the rights of members, if  
 719 any, as to voting or transfer, then a Bylaw specifying or changing the fixed number of  
 720 directors of the corporation, the maximum or minimum number of directors, or  
 721 changing from a fixed to variable Board or vice versa, may not be adopted, amended, or  
 722 repealed except as provided in subparagraph (b) of this Section; or  
 723 (b) By approval of a majority of the members of this corporation.

724

725 **ARTICLE XI**  
 726 **AMENDMENT OF ARTICLES**

727

728 **SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS**

729 Before any members have been admitted to the corporation, any amendment of the Articles  
 730 of Incorporation may be adopted by approval of the Board of Directors.

731

732 **SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS**

733 After members have been admitted to the corporation, amendment of the Articles of  
 734 Incorporation may be adopted by the approval of a majority of the Board of Directors and  
 735 by the approval of the members of this corporation.

736

737

738 **ARTICLE XII**  
 739 **PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

740

741 **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND**  
 742 **ASSETS**

743 No member, director, officer, employee, or other person connected with this corporation, or  
 744 any private individual, shall receive at any time any of the net earnings or pecuniary profit  
 745 from the operations of the corporation, provided, however, that this provision shall not  
 746 prevent payment to any person of reasonable compensation for services performed for the  
 747 corporation in effecting any of its public or charitable purposes, provided that such  
 748 compensation is otherwise permitted by these Bylaws and is fixed by resolution of the  
 749 Board of Directors; and no such person or persons shall be entitled to share in the  
 750 distribution of, and shall not receive, any of the corporate assets on dissolution of the  
 751 corporation. All members of the corporation shall be deemed to have expressly consented  
 752 and agreed that on such dissolution or winding up of the affairs of the corporation, whether  
 753 voluntary or involuntary, the assets of the corporation, after all debts  
 754 have been satisfied, shall be distributed as required by the Articles of Incorporation (See  
 755 Article III).

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## ARTICLE XIII MEMBERSHIP

### SECTION 1. ELEGIBILITY

A person is eligible to become a member if he or she is a resident or property owner within the geographic boundaries of the Association, or the domestic partner or resident roommate of such a title owner or renter; is a general partner in a partnership that owns such property in its name; or is the owner of not less than 25% of the voting equity in any corporation which owns such property. Individuals who are limited partners for investment purposes, who own 24% or less of the voting equity in any corporation, or hold only a security interest do not "own property in the Cape Meares Area" for purposes of qualifying as members in this corporation. Anyone temporarily residing in the Cape Meares designated area shall acquire membership eligibility after notification to the Secretary of temporary residence, and then 120 days of subsequent residence without more than 5 consecutive days of absence at one time.

### SECTION 2. GEOGRAPHIC BOUNDARIES

The geographic boundaries of the Cape Meares Community include all properties accessed by Bayocean Road west of the dike, and all and only properties adjacent to the south and southwest shores of Lake Meares, in Tillamook County, Oregon.

### SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership on signing an agreement with the Secretary and paying the first annual dues.

### SECTION 4. FEES, DUES AND ASSESSMENTS

- (a) The following fee shall be charged for making application for membership in the corporation: none.
- (b) The annual dues payable to the corporation by members shall be in such amounts as may be determined from time to time by the Board of Directors. Annual dues may be waived on written request to the Board of Directors.
- (c) Memberships shall be non-assessable.

### SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

### SECTION 6. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation by appointment. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

**803 SECTION 7. NONLIABILITY OF MEMBERS**

804 A member of this corporation is not, as such, personally liable for the debts, liabilities, or  
805 obligations of the corporation.

806

807

**ARTICLE XIV  
MEETINGS OF MEMBERS**

808

809

**810 SECTION 1. PLACE OF MEETINGS**

811 Meetings of members shall be held at the principal office of the corporation or at such other  
812 place or places within or without the State of Oregon as may be designated from time to  
813 time by resolution of the Board of Directors.

814

**815 SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS**

816 The members shall meet annually on the second Saturday in May in each year, at 10:00 AM,  
817 for the purpose of electing directors and transacting other business as may come before the  
818 meeting.

819

820 The candidates for directors shall be voted upon individually and in the case of more  
821 nominees than available positions, those with the highest number of votes shall be deemed  
822 successfully elected. The highest number of votes up to the number of directors to be elected  
823 shall be elected. In the case of more candidates running than there are available positions,  
824 voting will be by written ballot, and each member will vote for the number of candidates  
825 needed to fill the number of available positions. The annual meeting for the purpose of  
826 electing directors shall be deemed a regular meeting and any reference in these Bylaws to  
827 regular meetings of members refers to this annual meeting. In addition to the annual meeting,  
828 the three other quarterly meetings shall be held on the second Saturday of August, the  
829 second Saturday of November, and the second Saturday of February, always at 10:00 am,  
830 unless, in case of emergency, adjustments must be made within 48 hours prior to the  
831 meeting.

832

833 If the day fixed for the annual meeting or other regular meetings falls on a legal holiday,  
834 such meeting shall be held at the same hour and place on the next business day.

835

**836 SECTION 3. SPECIAL MEETINGS OF MEMBERS**

837 Persons Who May Call Special Meetings of Members: the Board of Directors, The President  
838 of the corporation, and in addition, special meetings of the members for any lawful purpose  
839 may be called by TEN (10) or more of the members.

840

**841 SECTION 4. NOTICE OF MEETINGS**

842 (a) Time of Notice. Whenever members are required or permitted to take action at a  
843 meeting, a written notice by email of the meeting shall be given by the Secretary of the  
844 corporation not less than ten (10) nor more than ninety (90) days before the date of the  
845 meeting to each member who, on the record date for the notice of the meeting, is  
846 entitled to vote thereat. The notice of the meeting will also be posted at the primary  
847 office of the corporation.

848

849 Members are responsible for notifying the Secretary of email changes. Members  
850 wishing to be notified in some other way may specify in writing to the secretary their  
851 choice of notification, and if there is a cost to that form, shall leave deposit annually of  
852 sufficient funds for that purpose.

853 (b) Manner of Giving Notice. Notice of a members' meeting or any report shall be  
854 given by email or other means of written communication specified in writing as noted  
855 in (a), publication of notice of the meeting on the external notice board of the  
856 Community Center. Notice shall be deemed to have been given at the time when sent  
857 by email.

858 (c) Contents of Notice. Notice of a membership meeting shall state the place, date, and  
859 time of the meeting and (1) in the case of a special meeting, the general nature of the  
860 business to be transacted, and no other business may be transacted, or (2) in the case of  
861 a regular meeting, those matters which the Board, at the time notice is given, intends  
862 to present for action by the members. Subject to any provision to the contrary  
863 contained in these Bylaws, however, any proper matter may be presented at a regular  
864 meeting for such action. The notice of any meeting of members at which directors are  
865 to be elected shall include the names of all those who are nominees at the time notice  
866 is given to members.

867 (d) Notice of Meetings Called by Members. If a special meeting is called by members  
868 as authorized by these Bylaws, the request for the meeting shall be submitted in  
869 writing, specifying the general nature of the business proposed to be transacted and  
870 shall be delivered personally or sent by registered mail or by email to the President of  
871 the Board, the Vice President or Secretary of the corporation. The officer receiving the  
872 request shall promptly cause notice to be given to the members entitled to vote that a  
873 meeting will be held, stating the date of the meeting. The date for such meeting shall  
874 be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety  
875 (90) days after the receipt of the request for the meeting by the officer. If the notice is  
876 not given within twenty (20) days after the receipt of the request, persons calling the  
877 meeting may give the notice themselves.

878 (e) Waiver of Notice of Meetings. The transactions of any meeting of members,  
879 however called and noticed, and wherever held, shall be as valid as though taken at a  
880 meeting duly held after regular call and notice, if a quorum is present either in person  
881 or by electronic participation.

882 (f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be  
883 taken or is taken with respect to the following proposals, such action shall be invalid  
884 unless unanimously approved by those entitled to vote or unless the general nature of  
885 the proposal is stated in the notice of meeting or in any written waiver of notice:

- 886 1. Removal of directors without cause;
- 887 2. Filling of vacancies on the Board by members;
- 888 3. Amending the Articles of Incorporation; and
- 889 4. An election to voluntarily wind up and dissolve the corporation.

890

## 891 SECTION 5. QUORUM FOR MEETINGS

892 A quorum shall consist of 10 of the voting members of the corporation.

893 The members present at a duly called and held meeting at which a quorum is initially  
894 present may continue to do business notwithstanding the loss of a quorum at the meeting

895 due to a withdrawal of members from the meeting provided that any action taken after the  
896 loss of quorum must be approved by at least twelve members.

897

898 In the absence of a quorum, any meeting of the members may be adjourned from time to  
899 time by the vote of a majority of the votes represented in person at the meeting, but no other  
900 business shall be transacted at such meeting.

901 When a meeting is adjourned for lack of a sufficient number of members at the meeting or  
902 otherwise, it shall not be necessary to give any notice of the time and place of the  
903 replacement meeting or of the business to be transacted at such meeting other than by  
904 announcement at the meeting at which the adjournment is taken of the time and place of the  
905 replacement meeting.

906

907 However, if after the adjournment a new record date is fixed for notice or voting, a notice of  
908 the rescheduled replacement meeting shall be given to each member who, on the record date  
909 for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned  
910 for more than forty-five (45) days.

911

#### 912 **SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

913 Every act or decision done or made by a majority of voting members present in person at a  
914 duly held meeting at which a quorum is present or by email is the act of the members, unless  
915 the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater  
916 number.

917

#### 918 **SECTION 7. VOTING RIGHTS**

919 Each member is entitled to one vote on each matter submitted to a vote by the members.  
920 Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be  
921 by ballot.

922

923 Unless a member abstains to a specific item put to a vote, all nonvoting members shall be  
924 deemed in agreement with and subject to the outcome determined by the voting members.

925

#### 926 **SECTION 8. PROXY VOTING and ABSENTEE VOTING**

927 Members entitled to vote shall not be permitted to vote or act by proxy. No provision in this  
928 or other sections of these Bylaws referring to proxy voting shall be construed to permit any  
929 member to vote or act by proxy. However, members who specifically arrange two (2) days  
930 before the meeting, with the Secretary, to vote by email shall be accommodated by email  
931 and/or telephone at the time of the meeting, unless conditions make communication  
932 unsuccessful, in which case arrangements will be made within 48 hours after the meeting to  
933 take the member's vote into consideration should there be a close election or count. If there  
934 is an overwhelming conclusion to a vote, such that a distance or absentee vote could not  
935 have impacted the outcome, the member will be notified by email of that outcome.

936

#### 937 **SECTION 9. CONDUCT OF MEETINGS**

938 Meetings of members shall be presided over by the President of the Board, or, in his or her  
939 absence, by the Vice President of the Board, or, in the absence of both of these persons, by a  
940 Chairperson chosen by a majority of the voting members, present in person. The Secretary

941 of the corporation shall act as Secretary of all meetings of members, provided that, in his or  
942 her absence, the presiding officer shall appoint another person to act as Secretary of the  
943 Meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be  
944 revised from time to time, insofar as such rules are not inconsistent with or in conflict with  
945 these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of  
946 law.

947

#### 948 **SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

949 Any action that may be taken at any regular or special meeting of members may be taken  
950 without a meeting if the corporation distributes a written ballot to each member entitled to  
951 vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to  
952 specify approval or disapproval of each proposal, provide that where the person solicited  
953 specifies a choice with respect to any such proposal the vote shall be cast in accordance  
954 therewith, and provide a reasonable time within which to return the ballot to the corporation.  
955 Ballots shall be mailed or delivered in the manner required for giving notice of meetings  
956 specified in Section IV(b) of this Article.

957

958 All written ballots shall also indicate the number of responses needed to meet the quorum  
959 requirement and, except for ballots soliciting votes for the election of directors, shall state  
960 the percentage of approvals necessary to pass the measure submitted. The ballots must  
961 specify the time by which they must be received by the corporation in order to be counted.  
962 Approval of action by written ballot shall be valid only when the number of votes cast by  
963 ballot within the time period specified equals or exceeds the quorum required to be present  
964 at a meeting authorizing the action, and the number of approvals equals or exceeds the  
965 number of votes that would be required to approve the action at a meeting at which the total  
966 number of votes cast was the same as the number of votes cast by ballot.

967 Directors may be elected by written ballot. Such ballots for the election of directors shall list  
968 the persons nominated at the time the ballots are mailed or delivered. If any such ballots are  
969 marked "withhold" or otherwise marked in a manner indicating that the authority to vote for  
970 the election of directors is withheld, they shall not be counted as votes either for or against  
971 the election of a director. A written ballot may not be revoked after its receipt by the  
972 corporation or its deposit in the mail, whichever occurs first.

973

#### 974 **SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES**

975 This corporation shall make available to members reasonable nomination and election  
976 procedures with respect to the election of directors by members. Such procedures shall be  
977 reasonable given the nature, size and operations of the corporation, and shall include:

978

- 979 (a) A reasonable means of nominating persons for election as directors.  
980 (b) A reasonable opportunity for a nominee to communicate to the members the  
981 nominee's qualifications and the reasons for the nominee's candidacy.  
982 (c) A reasonable opportunity for all nominees to solicit votes.  
983 (d) A reasonable opportunity for all members to choose among the nominees.  
984 Upon the written request by any nominee for election to the Board the corporation  
985 shall, within ten (10) business days after such request (provided content has been  
986 provided) Email to all members or such portion of them that the nominee may

987 reasonably specify, any material which the nominee shall furnish and which is  
988 reasonably related to the election, unless the corporation within five (5) business days  
989 after the request allows the nominee, at the corporation's option, the right to either of  
990 the following:

- 991 1. inspect and copy the record of all members' names, addresses and voting rights,  
992 at reasonable times, upon five (5) business days' prior written demand upon the  
993 corporation, which demand shall state the purpose for which the inspection rights  
994 are requested; or
- 995 2. obtain from the Secretary, upon written demand and payment of a reasonable  
996 charge, a list of the names, addresses and voting rights of those members entitled  
997 to vote for the election of directors, as of the most recent record date for which it  
998 has been compiled or as of any date specified by the nominee subsequent to the  
999 date of demand.

1000

1001 The demand shall state the purpose for which the list is requested and the membership list  
1002 shall be made available on or before the later of ten (10) business days after the demand is  
1003 received or after the date specified therein as the date as of which the list is to be compiled.  
1004

1005 If the corporation distributes any written election material soliciting votes for any nominee  
1006 for director at the corporation's expense, it shall make available, at the corporation's expense,  
1007 to each other nominee, in or with the same material, the same amount of space that is  
1008 provided any other nominee, with equal prominence, to be used by the nominee for a  
1009 purpose reasonably related to the election.  
1010

1011 Generally, any person who is qualified to be elected to the Board of Directors shall be  
1012 nominated at the annual meeting of members held for the purpose of electing directors by  
1013 any member present at the meeting in person or by email. Should the number of members  
1014 increase to over 500, these measures may be adjusted by vote of the members.  
1015

#### 1016 **SECTION 12. ACTION BY WRITTEN CONSENT WITHOUT MEETING**

1017 Except as otherwise provided in these Bylaws, any action required or permitted to be taken  
1018 by the members may be taken without a meeting, if all members shall be given the  
1019 opportunity to individually consent in writing to the action. The written consent or consents  
1020 shall be filed with the minutes of the proceedings of the members. The action by written  
1021 consent shall have the same force and effect as the in-person vote of the members.  
1022

#### 1023 **SECTION 13. RECORD DATE FOR MEETINGS**

1024 The record date for purposes of determining the members entitled to notice, voting rights,  
1025 written ballot rights, or any other right with respect to a meeting of members or any other  
1026 lawful membership action, shall be fixed and posted on the website of the Corporation.  
1027

#### 1028 **SECTION 14. HONORARY OR NONVOTING "MEMBERS"**

1029 The Board may, at its option, establish such categories of nonvoting or honorary members  
1030 as it may wish, and may set dues and other requirements for such nonvoting or honorary  
1031 members at its discretion. Such persons may be referred to by the terms "supporting  
1032 members," "contributing members," "honorary members"; however, such persons shall not

1033 in any way be deemed "members" and shall have no powers or rights to participate in the  
 1034 governance of the corporation nor to vote in its affairs.

1035

1036

**ARTICLE XV  
 NON-DISCRIMINATION POLICY**

1037

1038  
 1039 Cape Meares Community Association’s position on discrimination. This policy applies to all  
 1040 CMCA employees, volunteers, members, clients, and contractors.

1041 Cape Meares Community Association does not discriminate on the basis of race, creed,  
 1042 color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age,  
 1043 height, weight, physical or mental ability, veteran status, military obligations, and marital  
 1044 status.

1045

1046 This policy also applies to internal promotions, training, opportunities for advancement,  
 1047 terminations, outside vendors, organization members and customers, service clients, use of  
 1048 contractors and consultants, and dealings with the general public.

1049

1050

**ARTICLE XVI  
 WHISTLEBLOWER POLICY**

1051

1052

**SECTION 1. GENERAL CODE OF ETHICS AND CONDUCT**

1053 Cape Meares Community Association requires directors and officers to observe high  
 1054 standards of business and personal ethics in the conduct of their duties and responsibilities.  
 1055 As representatives of the Cape Meares Community Association, Directors and Officers must  
 1056 practice honesty and integrity in fulfilling their responsibilities and must comply with  
 1057 applicable laws and regulations.  
 1058

1059

**SECTION 2. REPORTING RESPONSIBILITIES**

1060 It is the responsibility of all directors and officers to comply with this code of ethics and  
 1061 conduct and to report violations or suspected violations in accordance with this  
 1062 Whistleblower Policy.  
 1063

1064

**SECTION 3. NO RETALIATION**

1065 No director or officer who in good faith reports a violation of the code of ethics and conduct  
 1066 shall suffer harassment, retaliation or adverse consequences. Any director or officer who  
 1067 retaliates against someone who has reported a violation in good faith is subject to discipline  
 1068 up to and including termination of his/her position on the Board. This Whistleblower Policy  
 1069 is intended to encourage and enable directors and officers to raise serious concerns within  
 1070 the organization prior to seeking resolution outside the organization.  
 1071

1072

**SECTION 4. REPORTING VIOLATIONS**

1073 The code of ethics and conduct also addresses the Cape Meares Community Association  
 1074 open door policy and asks that directors and officers share their questions, concerns,  
 1075 suggestions or complaints with someone who can address them properly. In particular,  
 1076 concerns or complaints regarding corporate accounting practices, internal controls or  
 1077 auditing must be addressed. Directors and Officers are required to report suspected  
 1078 violations of the code of ethics and conduct to the President of the Board, who has  
 1079



1080 responsibility to investigate all reported violations. If a member is not satisfied or  
1081 uncomfortable with contacting the President, the Vice-President should be contacted. For  
1082 suspected fraud, individuals should contact the President (or Vice-President) immediately.  
1083

#### 1084 **SECTION 5. ACCOUNTING AND AUDITING MATTERS**

1085 The President (or Vice-President) is responsible for investigating all reported complaints  
1086 and allegations concerning violations of the code of ethics and conduct. The President (or  
1087 Vice-President) shall immediately notify and advise the Board of Directors of the  
1088 investigation. The Board shall address all reported concerns or complaints, and the Board  
1089 shall have final authority to resolve the issue.  
1090

#### 1091 **SECTION 6. ACTING IN GOOD FAITH**

1092 Anyone filing a complaint concerning a violation or suspected violation of the code of ethics  
1093 and conduct must act in good faith and have reasonable grounds for believing the  
1094 information disclosed indicates a violation. Any allegations that prove not to be  
1095 substantiated and which prove to have been made maliciously or knowingly to be false will  
1096 result in the termination of that person's position on the Board and/or membership in the  
1097 corporation.  
1098

#### 1099 **SECTION 7. CONFIDENTIALITY**

1100 Violations or suspected violations may be submitted on a confidential basis by the  
1101 complainant or may be submitted anonymously. Reports of violations or suspected  
1102 violations will be kept confidential to the extent possible, consistent with the need to  
1103 conduct an adequate investigation.  
1104

#### 1105 **SECTION 8. HANDLING OF REPORTED VIOLATIONS**

1106 The President (or Vice-President) will notify the sender and acknowledge receipt of the  
1107 reported violation or suspected violation. All reports will be promptly investigated and  
1108 appropriate corrective action will be taken if warranted by the investigation.  
1109

1110

1111

1112

1113

### 1111 **ARTICLE XVII** 1112 **CONFLICT OF INTEREST POLICY**

#### 1114 **SECTION 1. PURPOSE**

1115 The purpose of the conflict of interest policy is to protect this corporation's interest  
1116 when it is contemplating entering into a transaction or arrangement that might benefit  
1117 the private interest of an officer or director of the corporation or might result in a  
1118 possible excess benefit transaction.

#### 1119 **SECTION 2. DEFINITIONS**

1120 1. Interested Person. Any director, officer, or member of a committee with governing  
1121 board delegated powers, who has a direct or indirect financial interest, as defined  
1122 below, is an interested person.

- 1123 2. Financial Interest. A person has a financial interest if the person has, directly or  
1124 indirectly, through business, investment, or family:
- 1125 (a) An ownership or investment interest in any entity with which the corporation  
1126 has a transaction or arrangement,
  - 1127 (b) A compensation arrangement with the corporation or with any entity or  
1128 individual with which the Cape Meares Community Association has a transaction  
1129 or arrangement, or
  - 1130 (c) A potential ownership or investment interest in, or compensation  
1131 arrangement with, any entity or individual with which the corporation is  
1132 negotiating a transaction or arrangement.

1133

1134 Compensation includes direct and indirect remuneration as well as gifts or favors that are  
1135 not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article  
1136 IV, Section 6, a person who has a financial interest may have a conflict of interest only if a  
1137 majority of the appropriate governing board or committee decides that a conflict of interest  
1138 exists.

1139

### 1140 SECTION 3. PROCEDURES

1141 1. Duty to Disclose. In connection with any actual or possible conflict of interest, an  
1142 interested person must disclose the existence of the financial interest and be given the  
1143 opportunity to disclose all material facts to the directors considering the proposed  
1144 transaction or arrangement.

1145 2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial  
1146 interest and all material facts, and after any discussion with the interested person, he/she  
1147 shall leave the governing board meeting while the determination of a conflict of interest is  
1148 discussed and voted upon. The remaining board or committee members shall decide if a  
1149 conflict of interest exists.

1150 3. Procedures for Addressing the Conflict of Interest

1151 (a) An interested person may make a presentation at the governing board or committee  
1152 meeting, but after the presentation, he/she shall leave the meeting during the  
1153 discussion of, and the vote on, the transaction or arrangement involving the possible  
1154 conflict of interest.

1155 (b) The chairperson of the governing board or committee shall, if appropriate, contact  
1156 legal counsel about the concerns of a conflict of interest.

1157 (c) After exercising due diligence, the governing board or committee shall determine  
1158 whether the Cape Meares Community Association can obtain with reasonable efforts a  
1159 more advantageous transaction or arrangement from a person or entity that would not  
1160 give rise to a conflict of interest.

1161 (d) If a more advantageous transaction or arrangement is not reasonably possible  
1162 under circumstances not producing a conflict of interest, the governing board or  
1163 committee shall determine by a majority vote of the disinterested directors whether the  
1164 transaction or arrangement is in the Cape Meares Community Association's best  
1165 interest, for its own benefit, and whether it is fair and reasonable. To determine if the  
1166 transaction is fair and reasonable, the board will evaluate compensation paid to  
1167 similarly situated persons of similar organizations. The board shall make its decision

1168 as to whether to enter into the transaction or arrangement.

1169

1170 **SECTION 4. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY**

1171 If the governing board has reasonable cause to believe a member has failed to disclose

1172 actual or possible conflicts of interest, it shall inform the member of the basis for such

1173 belief and afford the member an opportunity to explain the alleged failure to disclose.

1174 If, after hearing the member's response and after making further investigation as warranted

1175 by the circumstances, the governing board or committee determines the member has failed

1176 to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary

1177 and corrective action.

1178

1179 The minutes of the governing board shall contain:

1180 (a) The names of the persons who disclosed or otherwise were found to have a

1181 financial interest in connection with an actual or possible conflict of interest, the

1182 nature of the financial interest, any action taken to determine whether a conflict of

1183 interest was present, and the governing board's or committee's decision as to whether a

1184 conflict of interest in fact existed.

1185 (b) The names of the persons who were present for discussions and votes relating to

1186 the transaction or arrangement, the content of the discussion, including any

1187 alternatives to the proposed transaction or arrangement. and a record of any votes

1188 taken in connection with the proceedings.

1189

1190 **SECTION 5. COMPENSATION**

1191 a. A voting member of the governing board who receives compensation, directly or

1192 indirectly, from the Cape Meares Community Association for services is precluded from

1193 voting on matters pertaining to that member's compensation.

1194 b. A voting member of any committee whose jurisdiction includes compensation matters

1195 and who receives compensation, directly or indirectly, from the Cape Meares Community

1196 Association for services is precluded from voting on matters pertaining to that member's

1197 compensation.

1198 c. No voting member of the governing board or any committee whose jurisdiction includes

1199 compensation matters and who receives compensation, directly or indirectly, from the Cape

1200 Meares Community Association, either individually or collectively, is prohibited from

1201 providing information to any committee regarding compensation.

1202

1203 **SECTION 6. ANNUAL STATEMENTS**

1204 Each director, principal officer and member of a committee with governing board delegated

1205 powers shall annually sign a statement which affirms such person:

1206 (a) Has received a copy of the conflicts of interest policy,

1207 (b) Has read and understands the policy,

1208 (c) Has agreed to comply with the policy, and

1209 (d) Understands the corporation is charitable and in order to maintain its federal tax

1210 exemption it must engage primarily in activities that accomplish one or more of its

1211 tax- exempt purposes.

1212

1213 **SECTION 7. PERIODIC REVIEWS**

1214 To ensure the corporation operates in a manner consistent with charitable purposes and  
1215 does not engage in activities that could jeopardize its tax-exempt status, periodic reviews  
1216 shall be conducted as determined by the Board. The periodic reviews shall, at a minimum,  
1217 include the following subjects:

- 1218
- 1219 (a) Whether compensation arrangements and benefits are reasonable, based on
- 1220 competent survey information, and the result of arm's length bargaining.
- 1221 (b) Whether partnerships, joint ventures, and arrangements with management of the
- 1222 corporation conform to the Organization's written policies, are properly recorded,
- 1223 reflect reasonable investment or payments for goods and services, further the
- 1224 corporation's charitable purposes and do not result in inurement, impermissible private
- 1225 benefit or in an excess benefit transaction.
- 1226

1227 **SECTION 8. ANNUAL STATEMENT OF DIRECTORS**

1228 This policy shall be distributed to each Director in January of each fiscal year, and be signed  
1229 and reaffirmed by the following statement:

1230 I have received a copy of the Conflict of Interest Policy adopted by the board of directors  
1231 and I have read and understood this Conflict of Interest Policy. I agree to disclose any direct  
1232 or indirect financial interest in any transaction with the Cape Meares Community  
1233 Association as described in this policy, and I agree to comply with the terms of this Policy. I  
1234 understand that Cape Meares Community Association is charitable organization and must  
1235 engage primarily in activities that accomplish its tax-exempt purposes under section  
1236 501(c)(3) of the Internal Revenue Code. A copy to be submitted to each Director in  
1237 duplicate, and signed copy to be retained in CMCA records filed in Primary Document File,  
1238 retained until Director leaves office  
1239

1240 CERTIFICATE

1241

1242 This is to certify that the foregoing is a true and correct copy of the Bylaws of the  
1243 corporation named in the title thereto and that such Bylaws were duly adopted by the Board  
1244 of Directors of said corporation on the date set forth below.

1245  
1246 Dated: \_\_\_\_\_

1247  
1248 Name \_\_\_\_\_

1249  
1250 Name \_\_\_\_\_

1251  
1252 Name \_\_\_\_\_

1253  
1254 Name \_\_\_\_\_

1255  
1256 Name \_\_\_\_\_

1257

1258 Name \_\_\_\_\_

1259

1260

1261 Name \_\_\_\_\_

1262

1263

signature

printed name

title