

BYLAWS OF
NESKOWIN COMMUNITY ASSOCIATION, INC.

ARTICLE I
Name and Purpose

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

SECTION 1.02: PURPOSE. These Bylaws shall govern the Association and facilitate the fulfillment of the purposes provided in the Restated Articles of Incorporation and in the Mission Statement.

ARTICLE II
Definitions

SECTION 2.01: MEMBERSHIP AREA. The term “Membership Area” as used in these Bylaws refers to property situated within the following boundaries:

North boundary - Nestucca Bay
South boundary - Cascade Head
East boundary - ¼ mile east of the eastern boundary of Slab Creek Road
West boundary - Pacific Ocean

SECTION 2.02: PROPERTY OWNER. The term “Property Owner” as used in these Bylaws means any owner of real property within the Membership Area.

SECTION 2.03: MEMBERSHIP YEAR. The Association’s Membership Year shall be May 1 through April 30.

ARTICLE III
MEMBERSHIP

SECTION 3.01: ELIGIBILITY FOR MEMBERSHIP. Any Property Owner and any individual whose primary residence is in the Membership Area is eligible for one membership in the Association upon full payment of annual dues for the Membership Year. 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 annual dues.

SECTION 3.02: ASSOCIATE MEMBERSHIP. Any person who is not eligible for membership as provided in Section 3.01 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 be an associate member.

SECTION 3.03: ANNUAL DUES. The amount required for annual dues shall be determined by the Board of Directors. Annual dues must be paid on or before May 31 of the Membership Year. 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 who is a Property Owner 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 to the President or Secretary of the Board of Directors.

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 annual dues for the Membership Year on or before May 31.
- (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 or an associate 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 by delivering written notice of the appeal to the President or Secretary of the Board no later than ten days before the next annual or semi-annual meeting of the members. The appeal will

be considered and decided by a vote of the members at the next annual or semi-annual meeting of the members.

ARTICLE IV BOARD OF DIRECTORS

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

SECTION 4.02: NUMBER OF DIRECTORS. The Board of Directors will consist of not less than three individuals, and not more than eleven individuals as determined by the Board of Directors. The number of directors as determined by the Board of Directors may be increased or decreased by an affirmative vote of a majority of Association members at the annual meeting.

SECTION 4.03: Election of Board of Directors. The election of the Board of Directors shall be held at the annual membership meeting of the Association by a majority vote of a quorum of the members in attendance ("quorum" as defined in Section 6.08).

SECTION 4.04: TERM OF OFFICE. Directors shall serve three-year terms. Directors' terms 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 4.05: POWERS AND AUTHORITY. The Board of Directors shall have the powers and authorities set forth in these Bylaws and the Restated 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 4.06: REMOVAL. A director may be removed with or without cause by a vote of two-thirds of directors then in office, or may be removed with or without cause by a majority vote of a quorum of the members present at a membership meeting ("quorum" as defined in Section 6.08).

SECTION 4.07: FILLING BOARD VACANCIES. 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 by the Board to fill any vacancy shall hold office for the unexpired term of the previous director.

A director selected by the Board to fill a newly-created position shall hold office for a period of three years from the date of selection by the Board.

SECTION 4.08: MEETINGS.

- (a) The Board of Directors shall hold at least three regular meetings during each Membership Year.
- (b) Regular meetings of the Board of Directors may be held at such times and places as the Board of Directors may from time to time designate.
- (c) 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 a time and place designated by the President.
- (d) Any meeting of the Board of Directors may be conducted remotely by use of any means of communication by which all directors participating may simultaneously speak to and hear each other during the meeting.

SECTION 4.09: 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 4.10: MEETING ATTENDANCE. Directors may, with approval of the President, attend regular Board meetings remotely, in person, or through any means of communication that allows all directors present or participating remotely to speak to and hear each other during the meeting.

SECTION 4.11: 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 presented to the Board. The Board may take action on the specific matter by email without a meeting. For such action, all Board members must send an email vote (yes or no). If a majority of the directors vote in favor of the action, the Secretary will record the question and vote. If all directors do not vote, the matter will be reconsidered at the next regular Board meeting.

SECTION 4.12: COMMITTEES AND AGENTS.

- (a) 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.
- (b) 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 4.13: COMPENSATION. No Board member shall be paid for services as a director.

ARTICLE V OFFICERS

SECTION 5.01: OFFICERS. The Association shall have four 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 issue notices for all meetings of the Board of Directors and for all meetings of the Association. The President may request that notices be issued by the Secretary. The President shall preside at all meetings of the Board of Directors and at all Association meetings. 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 and at the semi-annual meeting.
- (v) Complete and submit annually when due the following required filings and reports:
 - (1) Appropriate IRS Form 990 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 keep Association records and shall record and maintain minutes of all Board meetings and all meetings of the Association. If requested by the President, the Secretary shall issue notices for meetings of the Board of Directors and for meetings of the Association.

SECTION 5.04: POWERS AND AUTHORITY. 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 5.05: REMOVAL FROM OFFICE. Any officer may be removed from office with or without cause by a majority vote of the Board of Directors.

SECTION 5.05: FILLING VACANCIES. 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.

ARTICLE V 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. The annual meeting shall be held in person at a time and location determined by the Board of Directors. The annual meeting shall be held each year on the Saturday or Sunday nearest in time to the Monday Labor 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.

SECTION 6.03: SEMI-ANNUAL MEETING. The semi-annual meeting shall be held in person at a time and location determined by the Board of Directors. The semi-annual meeting shall be held each year on the Saturday or Sunday nearest in time to the Monday Memorial Day holiday, if possible. At the semi-annual meeting, the members shall receive reports on the affairs of the Association and transact any other business within the power of the members.

SECTION 6.04: EMERGENCY CONDITIONS. If an in-person meeting cannot be held due to emergency conditions such as natural disaster or pandemic, the Board President or Board Secretary may send an email notice to members scheduling an annual meeting, semiannual meeting, or special meeting to be conducted entirely remotely by use of electronic means of communication such as video conference or telephone conference. Notice of a meeting scheduled under this Section 6.04 shall be sent at least fourteen (14) days prior to the meeting.

SECTION 6.05: ORDER OF BUSINESS. At the annual and semi-annual meetings, the order of business shall be as follows:

- Meeting called to order
- Reading of minutes of last Association meeting
- Special agenda items
- Officers' reports, including Treasurer's financial report
- Committees' reports
- Election of directors (Annual meeting)
- Old business
- New business

SECTION 6.06: VOTING. Except as provided in Sections 3.04 and 6.04, members must vote in person.

SECTION 6.07: SPECIAL MEETINGS. Special meetings 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 a special meeting to the President or Secretary.

SECTION 6.08: QUORUM. The members present at any properly-noticed meeting shall constitute a quorum at such meeting.

SECTION 6.09: TIME AND PLACE OF MEETINGS. Meetings shall be held in the Membership Area, at such times and places as determined from time to time by the Board of Directors.

SECTION 6.10: MINUTES. Official actions taken by the Association must be recorded in the minutes of each meeting. Meeting minutes shall include the record of attendance, all motions, resolutions, and votes taken, and the substance of any discussion.

SECTION 6.11: RECORD OF ATTENDANCE. The record of attendance shall consist of a sign-up sheet or sheets on which each member who is entitled to vote affixes his or her printed name and signature and the address of the member's real property within the Membership Area. If a meeting is conducted remotely by electronic means as provided in Section 6.04, the record of attendance shall be the members registered in the electronic record of the meeting.

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 banks or financial institutions 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 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.

SECTION 7.03: DISSOLUTION. Upon the dissolution of this Corporation the assets shall be disbursed as follows:

- (a) All remaining debts and bills of the Corporation shall be paid in full.
- (b) All remaining assets of the Corporation shall be distributed as provided in ARTICLE VII of the Restated Articles of Incorporation filed in September 2025. This is a mandatory requirement. For the purposes of clarity and emphasis a copy of this ARTICLE VII is attached to these Bylaws and is by this reference incorporated herein.

ARTICLE VIII NOTICES

SECTION 8.01: NOTICE. The Secretary or President shall issue notices for all Board of Directors meetings and for all meetings of Association members.

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 by email sent at least fourteen (14) days and not more than sixty (60) 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. Notice of the annual meeting and semi-annual meeting shall state the place, day, and hour of the meeting.

SECTION 8.03: SPECIAL MEETING NOTICE. Notice of a special meeting of Association members shall be given by email sent at least fourteen (14) 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. 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. Attendance at a meeting constitutes waiver of notice.

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. At the discretion of the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE X AMENDMENT

SECTION 11.01: AMENDMENT BY BOARD OF DIRECTORS. The Board of Directors shall have the power to amend and/or restate these Bylaws and Restated Articles of Incorporation. Any such amendment and/or restatement shall be presented to the Association members and approved by a majority of the members in attendance 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 Bylaws or Articles of Incorporation, or amend or repeal any existing or new Bylaws or Articles of Incorporation which may have been amended, restated 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 and/or Articles of Incorporation.

ARTICLE XI 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.

ATTACHED TO AND INCORPORATED IN THESE BYLAWS:

ARTICLE VII OF THE RESTATED ARTICLES OF INCORPORATION

Distribution of Assets Upon Dissolution

The assets and future assets of this corporation, in whatever form they may be, are permanently dedicated for exempt purposes as they are described under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Revenue Law and regulations). In the event of the dissolution of this corporation, the Board of Directors, shall after paying or making provisions for the payment of all of the liabilities of the corporation, dispose and distribute all of the remaining assets of the corporation to an organization or organizations organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary or educational, fostering national or international amateur sports competition, or preventing cruelty to children or animals purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future Internal Revenue Code); or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.