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**BYLAWS of Cape Meares Community Association
An Oregon Public Benefit Corporation
Adopted unanimously by CMCA community May 13, 2023**

**ARTICLE I
OFFICES**

SECTION 1. PRINCIPAL OFFICE

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

SECTION 2. CHANGE OF ADDRESS

The Board of Directors may 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.

**ARTICLE II
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

This association is a nonprofit public benefit corporation recognized as tax exempt under 501(c)(3) of the Internal Revenue Service Code 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 association are:

- (a) To actively support community projects of an educational, scientific, charitable or historic nature undertaken for the public benefit and to engage in any lawful activity permitted by IRC section 501(c)(3) organization and for which such corporations may be organized pursuant to Chapter 65 of the Oregon Revised Statutes.
- (b) To promote ecologically sound stewardship of the community's natural resources including acquiring property or interests in property by gift, purchase or otherwise, including conservation easements, and managing such property to conserve and protect it in perpetuity in accordance with the conservation values of stewardship and preservation of the Cape Meares community and its surrounding natural areas.
- (c) To create a forum and a voice for the community with which to stay in communication with the local and state governments, particularly in regard to land management, conservation, and emergency services.
- (d) To provide a cohesive center within the community where traditions may be celebrated and individuals are brought together with neighbors to build and nourish supportive community bonds.

ARTICLE III
DEDICATION OF ASSETS
(What happens if CMCA dissolves)

The property of this association is irrevocably dedicated to charitable and educational purposes meeting the requirements of Internal Revenue Service Code 501 (c)(3) and no part of the net income or assets of this association shall ever inure to the benefit of any Director, officer, or Member thereof or to the benefit of any private person. Upon the dissolution or winding up of this association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and has established and maintained its tax-exempt status under section 501(c)(3) of the Internal Revenue Code, or alternatively to a governmental entity described in section 170(b)(1)(A)(v) of the Internal Revenue Service Code to hold in public trust.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. NUMBER

The association shall have not fewer than five (5) and not more than fifteen (15) Directors and collectively they shall be known as the Board of Directors ("Board"). These numbers may be changed by amendment of this Bylaw.

SECTION 2. POWERS

Subject to the provisions of the ORS Chapter 65 Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws the activities and affairs of this association shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties, including fiduciary, imposed on them collectively or individually by law, by the Articles of Incorporation of this association, or by these Bylaws.
- (b) Appoint or remove and, except as otherwise provided in these Bylaws, prescribe the duties of all officers and agents of the association.
- (c) Supervise all officers and agents of the association to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws, or as arranged by the Directors.
- (e) Register their addresses with the Secretary of the association such that notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

(e) Make all decisions in the best interest of the community.

SECTION 4. TERMS OF OFFICE

Each Director shall hold office for two (2) years or until his or her successor is elected and qualified as specified in these Bylaws.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the association in any capacity other than Director unless such other compensation is reasonable for the actual services rendered and is allowable under the provisions of Section 6 of this Article.

SECTION 6. CONFLICTS OF INTEREST

A Director's conflict of interest shall be determined pursuant to ORS Chapter 65.361 and all Directors shall act in accordance with the law.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held, in person or electronically, at the principal office of the association unless otherwise provided by the Board or at such place within or without the State of Oregon that has been designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

SECTION 8. REGULAR AND SPECIAL MEETINGS OF THE BOARD

Regular meetings of Directors shall be held from time to time as designated by the Board. Special meetings of the Board of Directors may be called by any officer of the Board or by any two Directors.

SECTION 9. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon forty-eight (48) hours' notice delivered personally or by telephone, text, or email.

SECTION 10. QUORUM AND DECISIONS BY MAJORITY VOTE

A quorum shall consist of a majority of the Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this association, or by law, no business shall be considered by the Board at any meeting at which a quorum as defined above, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

SECTION 11. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by a chairperson chosen by a majority of the Directors present at the meeting.

The Secretary of the association shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

SECTION 12. ACTION BY WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all Members of the Board shall individually or collectively consent in writing or by email to such action.

SECTION 13. VACANCIES

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

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any standard of conduct or duty prescribed under the ORS Chapter 65.327 Nonprofit Public Benefit Corporation Law. Absence of a Director from four or more consecutive Board meetings shall constitute cause for removal. Directors may be removed by vote of a majority of the votes represented at a community meeting at which a quorum of fifteen (15) Members is present without cause.

SECTION 14. NON-LIABILITY OF DIRECTORS

The Directors shall not be held personally liable for the debts, liabilities, or other obligations of the association.

SECTION 15. INDEMNIFICATION

To the extent that a person who is, or was, a Director, officer, employee, or other agent of this association has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the association, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding but only to the extent allowed by, and in accordance with the requirements of ORS Chapter 65.394, of the Nonprofit Public Benefit Corporation Law.

SECTION 16. INSURANCE FOR CORPORATE AGENTS

The Board shall purchase and maintain insurance on behalf of any agent of the association (including a Director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (ORS Chapter 65.391 Nonprofit Public Benefit Corporation Law).

ARTICLE V OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the association shall be a President, a Secretary, and a Treasurer. The association may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member may serve as officer of this association. The President is elected by the Members of the association at the Annual May meeting. Other officers are chosen by the Board Members. The President and the Board appointed officers shall hold office for two years or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected, whichever occurs first.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. FILLING VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. A vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. A person appointed to fill a Board vacancy shall hold office until the next annual election of the Board of Directors.

SECTION 5. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the association and the activities of the officers. He or she shall perform all duties as may be required by law, by the Articles of Incorporation of this association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of Members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or

by these Bylaws, he or she shall, in the name of the association, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be authorized by the Board of Directors. If the Board has not appointed a Vice-President the Board shall designate who should fulfill the duties of President in the President's absence.

SECTION 6. DUTIES OF SECRETARY

The Secretary shall certify and keep at the principal office of the association the original or a copy of these Bylaws as amended or otherwise altered to date. The Secretary shall:

- (a) Keep at the principal office of the association or at such other place as the Board may determine, a book of minutes of all meetings of the Directors.
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (c) Exhibit at reasonable times to any Director of the association on request, the Bylaws, and the minutes of the proceedings of the Board of the association.
- (d) In general, perform all duties incident to the office of Secretary and other such duties as may be required by law, by the Articles of Incorporation of this association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 7. DUTIES OF TREASURER

The Treasurer shall:

- (a) Have charge and custody of, and be responsible for all funds and securities of the association, and deposit all such funds in the name of the association in such banks or other depositories selected by the Board.
- (b) Receive and give receipt for monies due and payable to the association from any source whatsoever.
- (c) Disburse, or caused to be disbursed, the funds of the association as directed by the Board.
- (d) Keep and maintain adequate and correct accounts of the association's properties and business transactions, including accounts of assets, liabilities, receipts and disbursements.
- (e) Track all online login credentials associated with financial obligations, registrations, and philanthropic partnerships.
- (f) Participate in and be made aware of all contractual arrangements having a financial obligation before said contracts are finalized.
- (g) Upon request exhibit at all reasonable times the books of accounts and financial records to any Director or his or her agent or attorney.
- (h) Render to the President and Directors, whenever requested, an account of any and all of his or her transactions as Treasurer and of the financial condition of the association.
- (i) In general, perform all duties incident to the position of Treasurer and such other duties as required by law, the Articles of Incorporation or these Bylaws, or which are assigned to him or her from time to time by the Board.

SECTION 8. COMPENSATION

Directors and officers shall not receive compensation.

**ARTICLE VI
COMMITTEES**

SECTION 1. EXECUTIVE COMMITTEE

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

- (a) The approval of any action that, under law or the provisions of these Bylaws, requires the approval of Members.
- (b) The filling of vacancies on the Board or on any committee that has the authority of the Board.
- (c) The amendment or repeal of these Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board.
- (e) The approval of any financial transaction to which this association is a party.

SECTION 2. OTHER COMMITTEES

The association shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also Members of the Board. These additional committees shall act in an advisory capacity only to the Board.

**ARTICLE VII
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the association to enter into any contract or execute and deliver any instrument in the name of or on behalf of the association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the association shall be signed by the Treasurer or President. Monthly reports of checks signed and other financial transactions shall be provided by _____ the Treasurer to the President.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS AND GRANTS

The Board of Directors may accept on behalf of the association any contribution, gift, grant, bequest, or devise for the charitable, conservation or public purposes of this association.

**ARTICLE VIII
ASSOCIATION RECORDS AND REPORTS**

SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS

The association shall keep at its principal office as defined in Article I, Section 2 in Tillamook County, Oregon or at a location chosen by the Board:

- (a) Minutes of all meetings of Directors and of all community meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts and disbursements.
- (c) A copy of the association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members of the association at all reasonable times by appointment.

SECTION 2. DIRECTORS' AND MEMBER'S INSPECTION RIGHTS

Every Director and member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the association.

SECTION 3. ANNUAL REPORT

The Treasurer shall provide an annual report to the Members at the May annual meeting which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities of the association as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities during the fiscal year.
- (c) The revenue or receipts of the association, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the association, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report of independent accountants, or, if there

is no such report, the statement by the Treasurer of the association that such statements were prepared without an audit.

**ARTICLE IX
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE ASSOCIATION

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

**ARTICLE X
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a vote of fifteen (15) Members.

**ARTICLE XI
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENT OF ARTICLES

Amendment of the Articles of Incorporation may be adopted by the approval of a majority of the Board of Directors.

**ARTICLE XII
MEMBERSHIP**

SECTION 1. ELIGIBILITY

A person becomes a member if he or she is a resident or property owner within the geographic boundaries of the Association.

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 properties adjacent to the south and southwest shores of Lake Meares, in Tillamook County, Oregon.

SECTION 3. NUMBER OF MEMBERS

There is no limit on the number of Members.

SECTION 4. NON-LIABILITY OF MEMBERS

A member of this association is not, as such, personally liable for the debts, liabilities, or

obligations of the corporation.

ARTICLE XIII COMMUNITY MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of Members shall be held at the principal office of the association or electronically.

SECTION 2. ANNUAL AND REGULAR COMMUNITY MEETINGS

An Annual Community Meeting shall be on the third Saturday in May in each year for the purpose of electing Directors, reviewing the financial status of the association and transacting other business as may come before the Members.

Reasonable notice shall be given for the meetings including posting on community bulletin and by social media. In addition to the annual community meeting, at least three other quarterly meetings shall be held. The purpose of the community meetings are to discuss issues of concern and provide input to the Board of Directors.

SECTION 3. QUORUM FOR MEETINGS

A quorum shall consist of fifteen (15) of the Members of the association. The Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Members from the meeting provided that any action taken after the loss of quorum must be approved by at least ten (10) Members.

SECTION 4. VOTING RIGHTS

Each Member is entitled to one vote on each matter submitted to a vote of the Members.

SECTION 5. PROXY VOTING AND ABSENTEE VOTING

Members shall not be permitted to vote or act by proxy. However, Members who specifically arrange two (2) days before the meeting with the Secretary to vote by email or text shall be accommodated.

SECTION 6. CONDUCT OF MEETINGS

Meetings of Members shall be presided over by the President of the Board, or, in his or her absence, by a chairperson chosen by the Board. The Secretary of the association shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this association, or with any provision of law.

SECTION 7. REASONABLE NOMINATION AND ELECTION PROCEDURES

This association shall make available to Members reasonable nomination and election procedures with respect to the election of Directors. Such procedures shall include:

- (a) A reasonable means of nominating persons for election as Directors.
- (b) A reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy.

**ARTICLE XIV
NON-DISCRIMINATION POLICY**

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

CERTIFICATE

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

Dated: _____

Name _____
printed name President

Name _____
Signature

Name _____
printed name Secretary

Name _____
Signature

Name _____
printed name Treasurer

Name _____
signature