

BYLAWS
OF THE TIERRA DEL MAR
COMMUNITY ASSOCIATION

~~September 4, 1982~~
Revised November 26, 1983
REVISED MAY 23, 1998

ARTICLE I -- NAME

This organization shall be named the "Tierra Del Mar Community Association", hereinafter referred to as the "Association".

ARTICLE II -- PURPOSE

The purpose for which the Association is organized is: For the purpose of organizing the landowners of the area into an organization to promote the betterment and common good of the community.

ARTICLE III -- MEMBERSHIP

All landowners of Tierra Del Mar, Oregon, within the subdivisions of Tierra Del Mar, Tierra Del Mar Beach, Lakesea, First Addition, and Myers Addition, as currently subdivided as of July 3, 1982 shall be eligible for membership in the Association.

ARTICLE IV -- VOTING

1. Voting Rights. Each parcel of property shall be entitled to one vote regardless of the number of property owners holding title to that parcel, except that multiple parcel owners shall be limited to one vote. Only paid-up members shall be eligible to vote.

2. Proxies. A proxy may be given by a member to any person to represent such member at meetings of the Association. Proxies shall be in writing and signed by such member, shall be filed with the Board of Directors and, unless limited by its terms, shall be deemed valid until revoked in writing.

3. Mail Ballots. Mail ballots shall be used for all matters deemed necessary by the Board of Directors.

ARTICLE V -- MEETINGS

1. Place of Meetings. Meetings of the Association shall be at Tierra Del Mar Community Association Hall.

2. Annual Meeting. The annual meeting of the Association shall be held at 1:00 o'clock p.m. on the Saturday in May prior to Memorial Day of each year. At such meetings there shall be elected, by ballot of the members, a Board of Directors in accordance with the requirements of Section I of Article IV of these Bylaws. The members may also transact such other business of the Association as may properly come before them.

3. Regular Meetings. The regular meetings of the Association shall be held at 1:00 o'clock p.m. on the Saturday of the following holiday weekends: Labor Day weekend, Thanksgiving weekend, Washington's-birthday weekend. (, unless otherwise designated by the Chairman,) (Presidents' Day)

4. Special Meetings. Special meetings of the Association may be called at any time by the Board of Directors or upon the request of not less than one-third of the membership. Mailed notices shall be sent to all members at least fourteen days prior to the date of Special Meeting.

5. Quorum. At any meeting of the Association, ^{seven (7) members} ~~twenty-five~~ percent-(25%) of the membership entitled to vote in accordance with the requirements of Section I of Article IV of these Bylaws, present in person or by proxy, shall constitute a quorum and the concurring vote of a majority of such members present and constituting a quorum shall be valid and binding upon the Association, except as otherwise provided by law or by these Bylaws.

6. Order of Business. The order of business at all Association meetings shall be as follows:

- a. Roll call of officers.
- b. Reading of the minutes of preceeding meeting.
- c. Introduction of new memembers.
- d. Treasurer's Report.
- e. Communications.
- f. Reports of Standing Committees.
- g. Reports of Special Committees.

- h. Unfinished business.
- i. New business.
- j. Adjournment.

7. Rules of Order. Roberts Rules of Order shall be the authority of all questions not covered by the Bylaws of the Association.

TDPCA / BOARD / Bylaws
ARTICLE VI -- BOARD OF DIRECTORS

1. Election. The members shall elect from among themselves a Board of Directors consisting of five persons. The initial five Directors shall be elected as follows: The Chairman and Treasurer shall have a term of two years, and the three remaining Directors shall have a term of one year; thereafter, each and every Director elected shall have a term of two years, so that the terms of at least two Directors shall expire annually. A nominating committee shall be appointed by the Chairman at the February regular meeting of the Association to present two names for each position of the Board of Directors that will become vacant. The nominating committee shall prepare a printed ballot. Nominations shall also be taken from the floor at the Annual Meeting. A majority of votes cast shall constitute an election.

2. Powers The Board of Directors shall be vested with the management of all the affairs of the Association, including, but without being limited to, the power to direct the purchase of the Association of such property as the purposes thereof shall require, to provide for the incurring of debts on behalf of the Association, and the issuance of notes or other evidences of such debts; provided, however, that the individual purchases of the Board of Directors of expenditures for the Association may not exceed the current assets of the Association without the enactment of a resolution authorizing said purchases by a majority of all voting members of the Association.

3. Vacancies. Vacancies in the Board of Directors caused by any reason shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each such person so elected shall be a Director until a successor is elected for the unexpired term at the next annual meeting of the Association.

4. Removal. Any Director may be removed from office at any time, with or without cause, upon majority vote of the members at any meeting of the Association; provided, however, that the notice of such meeting shall have stated that such removal was to be considered, and provided further that a substitute Director shall be elected at the same meeting for the then unexpired term of the one so removed.

5. Compensation. The Directors, as such, shall serve without compensation.

6. Board Meetings. The Board of Directors may hold meetings when and in such place as the Chairman shall designate, and all Board members shall be notified of said meetings.

7. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, and in every case the affirmative vote of a majority of the whole Board shall be necessary to the validity of any act of the Board.

ARTICLE VII -- OFFICERS

1. Chairman. The Chairman shall preside over all meetings of the Board of Directors and the Association at which he shall be present. He shall appoint all chairmen of Standing or Special Committees, and shall serve as an ex-officio member of all committees. He shall sign all orders drawn upon the Association treasury, when approved by the membership, and shall have the powers and perform all other duties customarily incidental to the office. The Chairman shall be entitled to vote only in case of a tie vote and his vote shall be final.

2. Vice Chairman. The Vice Chairman shall preside in the absence of the Chairman; ~~and in~~ case of disability of the Chairman, the Vice Chairman shall assume that office. The Vice Chairman shall be clerk of all elections, and shall check eligibility of voters with the Secretary.

(. In the event that the Chairman and Vice-Chairman will both be absent, the Chairman shall appoint another officer to preside at any such meeting. In)

3. Secretary. The Secretary shall keep the minute books wherein all resolutions duly passed and all other action taken at any meeting by the Association and by the Board of Directors shall be recorded. The Secretary shall maintain an accurate list of the membership, and shall give written notice of all meetings of the Association.

4. Treasurer. The Treasurer shall keep all the Association's financial records and books of account and have custody of all funds and securities of the Association and be responsible for the safe-keeping of all moneys, notes, bonds, and other money instruments belonging to the Association. He shall render statements in such form and as often as requested by the Board of Directors of the Association. He shall pay all vouchers approved by the Board of Directors. All checks shall require the signature of the Chairman and Treasurer.

5. Member at Large.

ARTICLE VIII -- STANDING COMMITTEES

The Standing Committees of the Association shall be:

- a. Fund Raising.
- b. Good and Welfare.
- c. Hall Maintenance and Repair.
- d. Membership.
- e. Street Lights.

All Standing Committee Chairmen shall be appointed by the Chairman.

ARTICLE IX -- OBLIGATIONS OF THE MEMBERS

*OR
No Specific
Amount*

1. Assessments. All members are obligated to pay ~~an initiation fee of Fifteen Dollars (\$15.00);~~ ^{(Fifteen Dollars (\$15.00))} and yearly dues of ~~Ten Dollars (\$10.00)~~. Yearly dues shall become due as of the same date as the annual meeting.

ARTICLE X -- AMENDMENT

These Bylaws may be amended at any meeting of the Association by a two-thirds vote of the members present and voting; provided, however, that such amendment has been submitted in writing and read at the preceeding regular or annual meeting. All members shall be notified by mail of any proposed amendment at least thirty days prior to action by the Association.