

BYLAWS OF THE TIERRA DEL MAR COMMUNITY ASSOCIATION

Revised September 5, 2026

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

1. Mission & 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.
2. Federal Tax-Exempt Purpose. The Association is an Oregon nonprofit corporation according to its Amended and Restated Articles of Incorporation and is organized and operated exclusively as an organization not operated for profit but operated exclusively for the promotion of social welfare and the net earnings of which are devoted exclusively to educational, charitable or recreational purposes as defined in section 501(c)(4) of the Internal Revenue Code.
3. Annual Filing Requirements The Board shall make certain that the Association files annually: (1) registration form and payment with the Oregon Secretary of State/Corporation Division (2) Form CT-12 and payment with the Oregon Department of Justice/Charitable Activities Section and (3) Form 990 with the IRS. The due date for the Oregon Secretary of State/Corporation Division annual filing is in August of each year. The due dates for the CT-12 and Form 990 are October 15 for a fiscal year ending in May.

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 on the Association. All members pay annual dues of Fifteen Dollars (\$15.00). Annual dues shall become due as of the same date as the Annual Community meeting.

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 filed with the Board and, unless limited by its terms, shall be deemed valid until revoked by member.

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

ARTICLE V- MEETINGS

1. Time and Place of Meetings. Meetings of the Association shall be at Tierra Del Mar Community Hall unless an alternative location or meeting method is deemed necessary by the Board due to emergency conditions such as natural disaster or pandemic. Meetings of the Association shall be held on a quarterly basis, with one annual meeting, and three regular meetings with dates and times to be determined by the Board.
2. Annual Meeting. The annual meeting of the Association shall be held on the Saturday in May prior to Memorial Day each year. At such meetings there shall be elected, by a vote of the members present 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 come before them.
3. Regular Meetings: General membership meetings are held quarterly or as determined by the Board of Directors.
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. Members will be notified at least fourteen days prior to the date of the Special Meeting.
5. Quorum. At any meeting of the Association, seven (7) members entitled to vote in accordance with the requirements of Section I of Article IV of the Bylaws, present in person or by proxy, shall constitute a quorum and the concurring vote of a majority 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 may be as follows:
 - a. Call meeting to order
 - b. Reading of the minutes of preceding meeting
 - c. Treasurer's Report
 - d. Agenda Items
 - e. Committee Reports
 - f. Adjournment
7. Rules of Order. Roberts Rules of Order shall be the authority of all questions not covered by the Bylaws of the Association.

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: Chair, Vice-Chair, Treasurer, Secretary, and Member-at- Large. All Directors shall have a term of two years. The Chair and Treasurer shall have the same term expiration, and the three remaining Director terms shall expire the alternate year. Nominations may also be taken from the floor at the Annual Meeting. A majority of votes cast shall constitute an election. Officers may serve an unlimited number of consecutive terms.
2. Management. The Board of Directors shall be vested with the management of all affairs of the Association, including, but not 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 without the enactment of a resolution authorizing said purchases by a majority of all voting members of the Association.
3. Vacancies. Vacancies on 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 a 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 such meeting of the Association; provided, however, that the notice of such meeting shall have stated that such removal was to be considered.
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 Chair 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. Chair. The Chair shall preside over all meetings of the Board of Directors and the Association at which they shall be present. 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 Chair shall be entitled to vote only in case of a tie vote and that vote shall be final.
2. Vice-Chair. The Vice-Chair shall preside in the absence of the Chair. In the event that the Chair and Vice-Chair will both be absent, the Chair shall appoint another officer to preside at any such meeting. Shall be the clerk of all elections. Shall maintain an accurate list of the membership to verify eligibility of voters.
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.
4. Treasurer. The Treasurer shall keep all the Association's financial records and books of account and have custody of all the funds and securities of the Association and be responsible for the safekeeping of all money, notes, bonds, and other money instruments belonging to the Association. They shall pay all vouchers and assure expenditures over \$500 shall require the approval of the Chair and approval of the Board of Directors. Shall present annual budget and audit financial report.
5. Member-at-Large. The Member-at-Large shall represent the community and may be tasked with other duties as needed.

ARTICLE VIII – COMMITTEES

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 on their activities at Board meetings, and at quarterly member meetings as needed. Committees may be established and discontinued at the direction of the Chair and Board of Directors.

ARTICLE IX – AMENDMENT

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 at the preceding regular or annual meeting. All members shall be notified of any proposed amendment at least 30 days prior to action by the Association.