

**RESTATED BYLAWS**  
**OF**  
**SOUTH BEACH ROAD ASSOCIATION**  
**An Oregon Non-Profit Corporation**

**ARTICLE I**

The name of this Association is and shall remain South Beach Road Association.

**ARTICLE II**

**Purpose**

The Association's primary purpose is to establish an organization among and between the property owners of the Neskowin South Beach Community to maintain the roadways and common areas located in the Neskowin South Beach Community area, together with the associated duties or activities necessary for control, ownership and maintenance of said roadways and common areas.

**ARTICLE III**

**Members**

**3.1 Classes.** There shall be one class of members of the Association

**3.2 Qualification.** A person or persons shall be entitled to become a member or members of the Association pursuant to the following:

**3.2.1** The person or persons own, individually or jointly, one (1) or more parcels of real property in the Neskowin South Beach Community;

**3.2.2** The person or persons pay, when due, the annual dues for membership in the Association as specifically provided for in Article 4 of these Restated Bylaws; and

**3.2.3** The person or persons pay, when due, the maintenance assessments specifically provided for in Article 5 of these Restated Bylaws.

**3.3 Voting.** It is the intent of the Association that a vote of members be determined on the basis of one (1) vote per parcel of real property. Therefore, on all matters for which a vote of the members is permitted by the Oregon Non-Profit Corporation Act (the "Act"), the Restated Articles of Incorporation and these Restated Bylaws, each member shall be entitled to one (1) vote on all matters, subject to the following limitations:

**3.3.1** In the event multiple members own one or more parcels of real property, said members, jointly, shall be entitled to one vote; and

**3.3.2** In the event a member owns one or more parcels of real property, that member shall be entitled to one (1) vote.

**3.4 Termination of membership.** A person or persons' membership in the Association shall be terminated in the event said person or persons' fail to pay, within (60) days after becoming due and payable, the annual dues for membership in the Association as specifically provided for in Article 4 hereof and/or the maintenance assessments as specifically provided for in Article 5 hereof.

**3.5 Reinstatement of Membership.** A terminated member shall be reinstated if all past dues and assessments are brought current and shall have no voting rights while terminated. Upon payment of all past dues and assessments, the voting rights shall be returned to the member.

**3.6 Annual Meeting of Members.** The annual meeting of members shall be held once per year between the months of May and September. The annual meeting shall be held for the purpose receiving the annual reports of the officers of the Association, electing new officers, and conducting any other business appropriately brought and/or raised at the annual meeting.

**3.7. Special Meeting of Members.** A special meeting of the members shall be held at the call of the board of directors, or by the call of the holders of at least ten percent (10%) of the voting power of the Association by a written demand, signed, dated and delivered to the Association's Secretary. Such demand by the members shall describe the purpose of the special meeting.

**3.8 Notice of Meeting of Members.** Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least ten (10) days before the meeting, or by means other than first class mail at least thirty (30) but not more than sixty (60) days before the meeting. The notice shall include the date, time, place and purpose of the meeting.

**3.9 Quorum and Voting.** Those members present at a meeting shall constitute a quorum. A majority vote of the members voting is the act of the members, unless otherwise provided by the Act, Restated Articles of Incorporation or these Restated Bylaws.

**3.10 Proxy Voting.** The board of directors may allow proxy voting by members.

**3.11 Action by Consent.** Any action required by the Act or to be taken at meeting of members, or any action which may be taken at meeting of members, may be taken without a by meeting if a consent in writing, setting forth the action to blt taken or so taken, shall be signed the majority of the members.

## ARTICLE IV

### Annual Dues for Membership

The annual dues for membership in the Association shall be payable on or before June 30 of the year for which said annual dues for membership in the Association become due. The annual dues for membership in the Association shall be set by majority vote of the board of directors. The board of directors may waive, by majority vote, the annual dues for membership for all members' current in payment of their respective assessments allocated by the board of directors pursuant to Article 5.

## ARTICLE V

### Maintenance Assessment

**5.1 Allocation.** The board of directors shall estimate the costs and expenses to maintain the roadways, walkways, easements, gates and associated improvements within the Neskowin South Beach Community. The amount of the maintenance assessment allocated to each member will be based on an amount reflecting the past costs and expenses and future estimate of the costs and expenses for maintaining said roadways, walkways, easements, gates and associated improvements within the Neskowin South Beach Community.

**5.2 Special Assessment.** The board of directors may authorize a special assessment to acquire and maintain designated common areas in and for the Neskowin South Beach Community.

**5.3 Payment.** Each member's respective maintenance assessment shall be due and payable to the Association within sixty (60) days of member receiving written notice of said maintenance assessment. In the event a member fails to make payment of their respective maintenance assessment, within (60) days of said maintenance assessment becoming due and payable, the Association shall be entitled, in addition to an other remedies the Association may have at law, or in equity, to an injunction or other appropriate orders to restrain nonpayment, to proceed with appropriate collection efforts in order to collect said maintenance assessments.

## ARTICLE VI

### Board of Directors

**6.1 Duties.** The affairs of the Association shall be managed by the board of directors.

**6.2 Number.** There shall be five (5) directors.

**6.3 Term and Election.** The term of office for the directors shall be four (4) years and shall be served in staggered terms as set forth in Schedule A attached hereto and by this

reference incorporated herein. A director may be reelected without limitations on the number of terms she or he may serve. The board of directors shall be elected by the members at the annual meeting of members.

**6.4 Removal.** Any director may be removed, with or without cause, at a meeting called for that purpose, by a majority vote of the members entitled to vote at an election of directors.

**6.5 Vacancies.** Vacancies on the board of directors shall be filled by a majority vote of the directors then on the board of directors.

**6.6 Quorum and Action.** A quorum at a meeting of the board of directors shall be a majority of the number of directors prescribed by the board of directors, or if no number is prescribed, by a majority of all directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish a committee, amend the Restated Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

**6.7 Regular Meetings.** Regular meetings of the board of directors shall be held at the time and place to be determined by the board of directors. No other notice of date, time place, or purpose of these meetings is required.

**6.8 Special Meetings.** Special meetings of the board of directors shall be held at such time and place to be determined by the board of directors. Notice if such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each director personally or by telephone or by mail not less than two (2) days prior to the special meeting.

**6.9 Meeting by Telecommunication.** Any regular or special meeting of the board of directors may be held by telephone or telecommunications, as long as all directors can hear each other.

**6.10 No Salary.** Directors shall not receive a salary for their respective service of the board of directors, but may be reimbursed for expenses related to their respective service on the board of directors.

**6.11 Action by Consent.** Any action required by law to be taken at a meeting of the board of directors, or any action which may be taken at a meeting of the board of directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by a majority of the directors.

## **ARTICLE VII**

### **Committees**

**7.1 Committees.** The board of directors may establish such committees as it deems necessary and desirable. Such committees may exercise functions of the board of directors or may be advisory committees.

**7.2 Composition of Committees Exercising Powers of Board of Directors.** Any committee that exercises any function of the board of directors shall be composed of two (2) or more directors, elected by a majority vote of the board of directors.

**7.3 Quorum and Action.** A quorum at a committee meeting exercising any function of the board of directors shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present.

**7.4 Limitations on Powers of Committees.** No committee may authorize and approve the dissolution, merger, or the sale, or transfer of all or substantially all of the Association assets; may elect, appoint, or remove directors or fill vacancies on the board of directors or on any of its committees, nor may adopt, amend, or repeal the Restated Articles of Incorporation, these Restated Bylaws, or any resolution of the board of directors.

## **ARTICLE VIII**

### **Officers**

**8.1 Titles.** The officers of this Association shall be the President, Treasurer and Secretary.

**8.2 Election.** The board of directors shall elect the President, Secretary and Treasurer to serve a two-year term. An officer may be reelected without limitation as to the number of terms that officer has served.

**8.3 Vacancy.** A vacancy of the office of President, Treasurer, or Secretary shall be filled not later than the first regular meeting of the board of directors following the effective date of said vacancy.

**8.4 Other Officers.** The board of directors may elect or appoint other offices, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the board of directors.

**8.5 President.** The President shall be the chief officer of the Association and shall act as the chairperson of the board of directors. The President shall be one of the five directors and shall have any and all other powers and duties as may be prescribed by the board of directors.

**8.6 Secretary.** The Secretary shall have the overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (i) official recording of the minute of all proceedings of the board of directors and meetings and actions of the members; (ii) provide for notice of all meetings of the board of directors and members; (iii) authentication of the records of the Association; (iv) maintaining accurate and up to date membership lists; and (v) and any other duties as may be prescribed by the board of directors.

**8.7 Treasurer.** The Treasurer shall have overall responsibility for all financial bookkeeping and Association funds. The Treasurer shall perform, or cause to be performed, the following duties; (i) keeping full and accurate accounts of all financial records of the Association; (ii) deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the board of directors; (iii) disbursement of funds when proper to do so; (iv) making financial reports as to the financial condition of the Association to the board of directors; and (v) sending statements for fees and assessments to the members.

## **ARTICLE IX**

### **Indemnity**

This Association will indemnify its officers and directors to the fullest extent allowed by the current or future laws of the State of Oregon.

## **ARTICLE X**

### **Amendments to the Restated Bylaws**

These Restated Bylaws may be amended or repealed, and new Restated Bylaws adopted, by the board of directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of new Restated Bylaws, each director shall be given at least two (2) days notice of the date, time, and place of the meeting at which the new Restated Bylaws are to be considered, and the notice shall state that one of the purposes of the meeting is to consider the new Restated Bylaws and shall contain a copy of the new Restated Bylaws.