

# **BYLAWS OF PINE MEADOW ESTATES ASSOCIATION**

## **ARTICLE I. MEMBERSHIP**

- A. The membership of this association shall be the fourteen properties within the neighborhood. The addresses of these properties whose owners are members are attached as Exhibit A.
- B. Membership shall be established by eligible owners providing a written statement of their intentions to be a member and payment of the annual dues. The failure to pay dues by any member may be a basis for the association membership removing said member.
- C. Only one person per property, who is a member of the association, shall be eligible to vote. Each voting member within the neighborhood shall be entitled to one vote. The President must receive absentee ballots prior to the meeting in which the vote is to be taken. In the event of a tie vote on any matter, the President will be granted an additional vote.
- D. Dues will be determined by the voting members. Yearly dues are to be \$100.00 per property until such as time as the voting members change the yearly dues.
- E. Membership shall not be denied on the basis of views or opinions contrary to the goals and purposes of the association.

## **ARTICLE II. OFFICERS**

The voting members of the neighborhood association shall nominate and elect the officers of the association. The officers of this association shall hold office for a term of one (1) year or until successors are elected. The term of office shall begin at the close of the Annual Meeting. The officers of the association shall be President, a Vice President, and Secretary/Treasurer. The officers of the association will comprise the Board of Directors.

- A. The President shall call and preside at all meetings, shall act for and in behalf of the membership of the association, shall appoint any special committees necessary for the operation of the association business, and shall act as official spokesperson for the association.
- B. The Vice President shall, in the absence of the President, assume all of the duties of that office and shall be responsible for publicity and notifications of meetings of the association.

- C. The Secretary shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the association. The secretary shall transcribe the minutes of each meeting and shall maintain a file copy of same and submit a copy of these minutes to all property owners.
- D. The Treasurer shall keep all financial receipts and a permanent record of all financial business of the association. An up-to-date financial report shall be submitted at each meeting. The Treasurer shall be responsible for membership.
- E. Any officer may be removed from office by a 2/3rds majority vote of the voting members at a special meeting called pursuant to these bylaws.

### **ARTICLE III. COMMITTEES**

- A. The President shall have the power to appoint committees as necessary to implement the purposes of the charter.
- B. The President shall be an ex-officio member of all committees.

### **ARTICLE IV. MEETINGS**

An annual meeting shall be held during the month of January at a time and place designated by the President.

- A. Not less than 2/3 of the Voting Members shall have the privilege of petitioning a special meeting at any time.
- B. The Voting Members present shall constitute a quorum.
- C. At least a 10-day notice shall be provided in advance of any association meeting. Reasonable efforts will be made to notify all interested parties and members of the Association of upcoming meetings either by direct or announcements at regularly scheduled meetings.
- D. All meetings shall be public and open to any interested persons.

### **ARTICLE V. NOMINATION, ELECTIONS, ANNUAL REPORTS AND INSTALLATION OF OFFICERS**

- A. Nominations of officers shall be made from the floor at the annual meeting or a slate presented from a nominating committee would also be acceptable.
- B. Election of officers shall be held on the same day as the nominations.

- C. Upon installation of the officers whose terms begin at the close of the Annual Meeting, all documents, records, and any materials pertaining to the duties of the office as designated in the bylaws which are in the possession of the outgoing officers shall be submitted to the newly elected counterpart within days of the installation.
- D. Any vacancies occurring during the year of any Officer or member of the advocates shall be filled by appointment by the association advocates.

#### **ARTICLE VI. FISCAL RESPONSIBILITY**

- A. Expenditure of funds of the association may not be made without the signatures of at least 1 Officer and the Treasurer.
- B. Financial records and funds of the association shall be reviewed at least once a year by a committee of at least two (2) Voting Members of the Neighborhood Advocates appointed by the President prior to a new Treasurer's taking office.

#### **ARTICLE VII. AMENDMENT OF BYLAWS**

- A. These bylaws may be amended by a majority vote.
- B. Proposed amendments shall be sent to all members at least 30 working days in advance of the annual meeting or with the notice of special meeting at which action.

#### **ARTICLE VIII. GENERAL**

- A. If any part of the Bylaws or the application thereof is hereafter held invalid or unenforceable, the remainder shall not be affected thereby, and only the affected portions are declared eliminated.
- B. No officer, representative, spokesperson or member shall be liable to the association except for claims involving bad faith or dishonesty.
- C. Indemnification of Directors. The Association may indemnify any individual made a party to a proceeding because the individual is or was a member of the Board of Directors of the Association, against liability incurred in the proceeding, but only if the Association has been authorized the payment in accordance with ORS 60.404 and the determination has been made in accordance with the procedures set forth in ORS 60.404 that they Director was no acting in bad faith.

D. The Association shall maintain liability insurance in an amount determined by a vote of the members at the annual or special meeting.

**DATE ADOPTED:** \_\_\_\_\_

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