

SOME IMPORTANT DEFINITIONS FOR FRIENDS AND NEIGHBORS

WHAT IS THE MARY'S RIVER ESTATES PROPERTY OWNERS ASSOCIATION?

The Mary's River Property Owners Association, Ltd (MREPOA) is an Oregon non-profit corporation. Any property owner whose land abuts Mary's River Estates Road or is located within Mary's River Estates or Mary's River Estates First Addition is eligible for membership. Current membership dues are \$20.00 per year.

The Property Owners Association was created to offer the structure of a large, volunteer neighborhood group to residents interested in safety and land use issues. The primary focus of the Association has been to offer education, insight and power for residents concerned about the process by which they can obtain broad-based representation. The Association was designed to be affordable and inclusive, rather than exclusive.

WHAT ARE THE BYLAWS OF THE MREPOA?

The bylaws of the Mary's River Estates Property Owners Association are the rules by which the organization functions. They create a method for enrollment and orderly notification of members, election of representatives to the Board, disbursement of funds and discussion of the issues. The bylaws assure that there is accountability for expenditures or efforts and dues moneys. They emphasize ways to determine matters of interest to the general membership and try to avoid small, special interest groups. In deference to the limited nature of available funds and the more limited nature of the time contributed by volunteer Board members, these bylaws are crucial. Though meetings of the MREPOA are open for attendance by anybody, the bylaws require that only members current on their dues are eligible to vote on matter before the Board.

WHAT IS THE MARY'S RIVER ESTATES ROAD DISTRICT?

Mary's River Estates Road District is not the same body as the Property Owners Association - the Road District is a legal, state recognized, tax collection body. The Road District can spend money on road-related concerns ONLY. The only source of money for all other community concerns is the Property Owners Association.

Mary's River Estates Property Owners Association, Ltd.

(An Oregon non-profit corporation)

By-Laws

1. Membership and Meetings

1.1 Members of the corporation are any property owner:

- 1.1.1 in Mary's River Estates
- 1.1.2 in Mary's River Estates First Addition; or
- 1.1.3 abutting Mary's River Estates Road or access lanes
- 1.1.4 "Owner" as defined by name(s) on deeds

1.2 And who are current on their dues, as determined by the secretary. (see 7.4)

1.3 The ANNUAL MEETING of the members shall be held on the third Tuesday of each January. No notice shall be required unless changes to the bylaws are proposed (see 8.4)

1.4 SPECIAL MEETINGS may be held at any time, at any place, whenever called by action of the board, or by any group of ten percent (10%) of the members

in writing to the secretary, with two (2) weeks notice to allow notification of the members, unless bylaw changes are proposed (see 8.4)

1.5 DUES are \$20 per eligible member per calendar year, payable in January of each year, unless changed by unanimous vote of the directors.

Voting

1.6 VOTING is one vote per property, regardless of the number of names on a deed (if more than one name appears on a deed, those individuals are responsible for deciding their vote) and one vote per person, regardless of the number of properties owned.

2. Board of Directors

2.1 POWERS- the affairs of the corporation shall be managed by the board of directors. Any major issue can be brought for a vote before the board. A major issue must be supported by either a quorum of the board or a minimum of 20% of current members of the corporation.

2.2 Upon approval of these bylaws, the NUMBER of directors will be a Maximum of five, but no less than three, of which the president shall be one. The directors are divided into three groups as follows:

Group A: one board member shall serve a three-year term beginning 1993;

Group B: two board members shall serve a three-year term beginning 1994;

Group C: two board members shall serve a three-year term beginning 1995

2.3 The QUALIFICATION to be a director is to be a member (see 1.1 and 1.2)

2.4 The TERM is for three years. Elections will be held annually at the annual meeting in January.

2.5 VACANCIES will be filled by the board until the next election. At that election, a new board member will be elected to fill the vacancy. Within two months of the occurrence of a board vacancy, all members current on their dues will be notified in writing and are considered eligible to vote.

2.6 VOTING for the Board of Directors is covered in the Articles of Incorporation, and defines that each member, who is a property owner current on their dues, may cast up to three votes (per board member) at an election. Voting may be in person or by proxy at an annual meeting to be held on the third Tuesday of each January.

3. Meetings of Board of Directors

- 3.1 SPECIAL MEETINGS of the board may be held at any place, at any time, whenever called by the president, the secretary, or two (2) or more directors.
- 3.2 NOTICE of time and place of any meeting of the board shall be given by the secretary, or by the president or the board members calling the meeting, by mail or by personal communication, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction for any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the board need be specified in the notice or any waiver of notice of such meeting.
- 3.3 QUORUM shall be a majority of the board, and is needed to transact any business at a meeting.

4. **Actions by Written Consent**

Any corporate action required or permitted by the Articles of Incorporation, these bylaws, or the laws of the State of Oregon to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by ALL the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

5. **Waiver of Notice**

When any notice is required to be given to any member or director of the corporation by the Articles of Incorporation, these bylaws, or the laws of the State of Oregon, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

6. **Indemnification of Directors and Officers**

Each director and officer serving the corporation and each person who at the request of or on the behalf of the corporation is serving as a director or officer of any other corporation, whether profit or not for profit, and his respective heirs, executors and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by the director or officer in connection with the defense of any action, suit or proceeding in which the director or officer is made a party by reason being or having been such a director or officer, except in relation to matters as to which the director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaws, agreement, vote of the board, members or otherwise.

7. **Officers**

- 7.1 The OFFICERS of the corporation shall be a president, a secretary, a treasurer and may include a vice president and other officers and assistant officers as deemed necessary by the board, each of whom shall be elected by the board and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board may prescribe.
- 7.2 The PRESIDENT must be a director of the corporation. The president shall exercise the usual executive powers pertaining to the office of the president. The president shall preside at meetings of the board and of the members.
- 7.3 Another officer shall act as president in the absence or disability of the president.
- 7.4 The SECRETARY shall keep all records of the proceedings of the board and members; sign and execute with the president all deeds, bonds, contracts, and other obligations, or instruments, except checks, in the name of the corporation and determine members eligible to vote.
- 7.5 The TREASURER shall have the care and custody of and be responsible for all dues collection, funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board. In general, the treasurer shall perform all of the duties incident to the office of treasurer. The treasurer shall present a membership and financial report at the annual meeting.
- 7.6 VACANCIES in any office arising from any cause may be filled by the board at any meeting.
- 7.7 SALARIES or compensation shall not be paid any officer or director provided, however, that an officer or director shall be entitled to reimbursement of out-of-pocket expenses incurred on behalf of the corporation.
- 7.8 REMOVAL of any director or officer may be carried out by the board whenever, in its judgment, the best interests of the corporation will be served thereby.

8. **Administrative and Financial Provisions**

- 8.1 The FISCAL YEAR of the corporation shall be January 1 through December 31.
- 8.2 LOANS PROHIBITED. No loan shall be made by the corporation to any director.
- 8.3 BOOKS and RECORDS shall be kept current and complete both as to records of account and as to minutes of the proceedings of the board, members and committees having any of the authority of the board. All books and records of the corporation may be INSPECTED by any officer or director or the person's agent or attorney, for any proper purpose at any reasonable time. A record of members and their dues status will be available at all times.
- 8.4 AMENDMENT of these BYLAWS may be made ONLY by the members and ONLY after notice of such proposed change is mailed to the members THREE weeks before the changes are to be voted on (see 1.3 or 1.4). Members may give a written proxy to someone else to vote on the changes as described in the notice. A change will be made if approved by over one half of the members attending the meeting in person or by proxy.
- 8.5 The RULES of PROCEDURE at meetings (board or membership) shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure newly revised, so far as applicable and when not inconsistent with these bylaws, the Articles of Incorporation, the laws of the State of Oregon, or any resolution of the board.

9. **Covenants, Conditions, Restrictions and Easements (CC&Rs)**

- 9.1 This corporation has the responsibility to keep the DEED RESTRICTIONS (CC&Rs) in force and updated for the subdivisions represented by members.
- 9.2 Any change(s) to the CC&Rs need to be approved by mail ballot by a majority of property owners in the affected area.

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