

Lincoln County, Oregon

06/07/2024 12:18:20 PM

2024-03804

DOC-AM/BYLAWS

Cnt=1 Pgs=11 Stn=12

\$55.00 \$11.00 \$60.00 \$10.00 \$7.00 - Total = \$143.00



00241624202400038040110117

I, Amy A Southwell, County Clerk, do hereby certify that the within instrument was recorded in the Lincoln County Book of Records on the above date and time WITNESS my hand and seal of said office affixed.

Amy A Southwell, Lincoln County Clerk



After recording return to:

Bayshore Beach Club, Inc.
13568 SE 97th Avenue, Suite 203 B
Clackamas, Oregon 97015

Send tax statements to:

Bayshore Beach Club, Inc.
1512 NW Oceania Drive
Waldport, OR 97394

**AMENDED AND RESTATED BYLAWS
OF
BAYSHORE BEACH CLUB, INC.**

This document supersedes all previously unrecorded Bylaws of Bayshore Beach Club, Inc.

Grantor : Bayshore Beach Club, Inc.

Grantee: Public

consideration : Q

Article I – Name

Article I – Section 1. The Bayshore Beach Club, Inc. shall maintain offices at the Bayshore Beach Club, 1512 NW Oceania Drive, Waldport, Oregon 97394.

Article II – Purpose

Article II – Section 1. The corporation shall be conducted as a non-profit social and maintenance organization for the purposes set forth in the Articles of Incorporation and for the area of Lincoln County, Oregon, described in Article III of the aforesaid Articles of Incorporation.

Article II – Section 2. The Association does not opt into all otherwise nonapplicable portions of the Oregon Planned Community Act.

Article III – Membership

Article III – Section 1. The membership of the corporation shall consist of and be limited to the owners of lots, tracts, and parcels in the area described in Article III of the Articles of Incorporation.

Article III – Section 2. Memberships shall be inseparably appurtenant to the lots, tracts, and parcels owned. Upon recordation of a conveyance or contract to convey ownership of any such lot, tract, or parcel, the membership shall automatically transfer to the contract purchaser or grantee. No membership may be conveyed or transferred in any other way inter vivos. In the event of the death of a member, the membership shall pass in the same manner and to the same persons as does the real property itself.

Article III – Section 3. Membership may not be withdrawn except upon the transfer of title to, or upon recordation of a contract for the sale of the real estate to which such membership is appurtenant. No compensation shall be paid by the corporation upon any transfer of membership and no member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the corporation.

Article III – Section 4. Any member who has paid their dues and has no outstanding liens or fines is a member in good standing.

Article III – Section 5. Two (2) membership cards, regardless of the number of owners, shall be issued annually for each lot, tract, or parcel if the member is in good standing.

Article IV – Board of Directors

Article IV – Section 1. Subject to any limitations in the Articles of Incorporation, the Declaration of Covenants & Restrictions, hereinafter called C&Rs, as supplemented and amended, these Bylaws, and the laws of the State of Oregon, all the business and affairs of the corporation not otherwise specifically reserved for action by the membership shall be controlled by the Board of Directors (herein known as the Board).

Article IV – Section 2. The number of directors who shall manage the affairs of the corporation shall be no more than nine (9) and no less than five (5), all of whom must be an owners or co-owner of a lot, tract, or parcel; provided however, that if a lot is owned by more than one owner, only one co-owner of that lot may serve on the Board at any time. An officer or employee of a corporation, the

trustee of a trust, the personal representative of an estate, or an employee of a trust or estate may serve on the Board if the corporation, trust, or estate owns a lot, tract or parcel. If possible, there shall be at least one director position designated for election of a director from each division, and no more than two directors from any one division shall be allowed to simultaneously serve on the Board. The number of directors may be changed by a majority vote of the membership by mail-in or electronic ballot for an Annual Meeting of the Members, providing that reducing the number of directors on the Board shall not deprive any elected Board member from serving their full term as elected, unless recalled by the membership under applicable law.

Article IV – Section 3. Directors shall be elected at each Annual Meeting of the Members to serve for a term of three (3) years or to a shorter term when elected to a vacated term. Each director shall be a member in good standing. Director terms shall be tracked by director position and corresponding remaining term, and staggered terms shall be maintained.

Article IV – Section 4. In the event a director no longer qualifies as an owner of a lot and ceases to be a member, they automatically cease to be a director without any action taken by the Board. Additionally, a director may resign by providing written notice to the Board, its President or Corporate Secretary and the resignation shall be effective upon delivery, unless the notice specifies a later effective date. In either case, the vacancy shall be noted in the minutes of the following meeting and, if possible, shall be filled by appointment by a majority of the remaining directors. A director appointed to fill a vacancy shall hold office until the next Annual Meeting of the Members, at which time the membership shall elect a director to fill the unexpired balance of the term.

Article V – Power and Duties of the Board of Directors

Article V – Section 1. The Board shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or these Bylaws directed to be done by the owners.

Article V – Section 2. In addition to the duties imposed by the Articles of Incorporation and these Bylaws, or by resolutions of the Association, the Board shall have authority to carry out and be responsible for the following matters:

- A. Upkeep of Common Area.** Care, upkeep, and supervision of the Common Area.
- B. Reserves.** Establishment and maintenance of replacement Reserve Account(s) that the Board deems prudent for replacement of Common Area improvements or facilities.
- C. Approve Expenditures.** An individual Board member may approve expenditures up to \$2500, provided those expenditures are in conformance with the approved operating budget. Expenditures of more than \$2500 require approval by the Board.
- D. Assessment Collection.** Fixing and collecting dues, liens, and fines from owners, in accordance with these Bylaws and the C&Rs.
- E. Budget; Invoice System.** Establishment of a budget and payment of all common expenses of the Association, and institution and maintenance of an invoice approval system for payment, which shall require a sufficient number of signatories thereon as may be reasonably necessary to prevent any misuse of Association funds, in accordance with these Bylaws and the C&Rs.
- F. Insurance.** Payment and maintenance of insurance policies and payment of premiums therefor out of the common expense funds.

- G. Personnel.** Designation and dismissal of the personnel necessary for the maintenance and operation of the property.
- H. Financial Statements.** Causing the preparation and distribution of annual financial statements of the Association to each of the owners.
- I. Rules.** Adoption and amendment of administrative rules and regulations governing the details of operation and use of Common Area and administration of the Association, including a fine schedule for violations of these Bylaws, C&Rs or any rules and regulations promulgated thereunder. Provided, however, that any rules and regulations are also subject to rescission or amendment by the Association upon a majority vote of the voting power of the owners. Owners may petition, pursuant to these Bylaws, to call a Special Meeting of the Members for such purpose.
- J. Copies of Documents; Bank Accounts.** Causing the Association to comply with the requirements to maintain association records under applicable Oregon law, depositing all assessments in a separate bank account(s) in the name of the Association, payment of all expenses from the Association's bank account(s), maintenance and distribution of financial statements, and maintenance of copies suitable for duplication of the following: the C&Rs, the Articles of Incorporation, the Bylaws, the current Association rules and regulations, and any amendments thereto, the most recent annual financial statement, and the current operating budget of the Association.
- K. Tax Returns.** Causing the Association to file the necessary tax returns of the Association.
- L. Mailing Address.** Establishing and maintaining a current mailing address for the Association.
- M. Professional Services.** Employment of legal, accounting, and other personnel or consultants for reasonable compensation to perform such services as may be required for the proper purpose of the Association, and preparing and filing the required income tax returns or forms.
- N. Committees.** Appointing committees from among the owners, including Board members, from time to time as the Board decides appropriate to assist in the conduct of the affairs of the Association.

Article V – Section 3. The Board shall do whatever may be necessary and proper for the enforcement of the provisions of the C&Rs.

Article V – Section 4. Members of the Board shall receive no compensation for their services to the corporation, but they may authorize reimbursed expenses incurred in pursuance of necessary business of the corporation.

Article VI – Officers

Article VI – Section 1. Immediately following the Annual Meeting of the Members, an Organizational Meeting of the Board of Directors shall be held to elect a President, Vice President, Corporate Secretary, and Treasurer for a one-year term.

Article VI – Section 2. Any officer may be suspended or removed by a majority vote of all the Directors. Any vacancy occurring in an appointive office shall be filled by the Board.

Article VI – Section 3. The Board may authorize, for any officer, reimbursed expenses incurred in pursuance of necessary business of the corporation.

Article VII – Duties of Officers

Article VII – Section 1. The President shall act as Chair at all Meetings of the Members and preside at all Meetings of the Members and the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of president of an association, sign all contracts or instruments for the corporation, and perform such other duties incident to the corporate executive office as may be required by the Board.

Article VII – Section 2. The Vice President shall preside at all meetings in the absence, or inability to act, of the President, and shall assume such duties of the President during periods of extended absence.

Article VII – Section 3. The Corporate Secretary shall issue all notices, have charge of such books and papers as the Board may direct, maintain the minutes, certify elections and review all contracts and other documents requiring attestation. The Corporate Secretary shall perform all the duties of the office of secretary, preside at all meetings in the absence of the President and Vice President, and shall assume such duties of the President during periods of extended absence if the Vice President is unable to do so.

Article VII – Section 4. The Treasurer shall work closely with the bookkeeper to ensure the accounting of receipts, disbursements, along with all funds, securities and liquid assets for the corporation. The Treasurer is responsible for presenting a monthly report for the Board and shall present, at the Annual Meeting of the Members, a Treasurer's report of the financial condition of the corporation.

Article VIII – Insurance

Article VIII – Section 1. The Board shall obtain and maintain at all times insurance of the type and kind and in the amounts hereinafter provided and additional insurance for such other risks of a similar or dissimilar nature as are now or as shall be hereafter customarily covered by insurance obtained by other planned communities similar in construction and design. Such additional insurance shall be governed by this Article.

Article VIII – Section 2. For the benefit of the Association and the Owners, the Board shall obtain and maintain at all times, and shall pay for out of the common expense funds, the following insurance to the extent that it is available at reasonable cost:

- A. Property Damage Insurance.** The Association shall maintain a policy or policies of insurance covering loss or damage from fire, with standard extended coverage and "all risk" endorsements, and other such coverages as the Board may deem desirable. The amount of the coverage shall be for not less than one hundred percent (100%) of the current replacement cost of the improvements on the Common Areas (exclusive of land, foundation, excavation and other items normally excluded from coverage), subject to a reasonable deductible.
- B. Liability.** The Association shall maintain comprehensive general liability insurance coverage insuring the Association, the Board, and the management agent, against

liability to the public or to Owners and their invitees or tenants, incident to the operation, maintenance, ownership or use of the Common Areas, including the legal liability arising out of lawsuits related to employment contracts of the Association. There may be excluded from the policy or policies coverage of an Owner (other than as a member of the Association or Board) for liability arising out of acts or omissions of such Owner and liability incident to the ownership and/or use of the part of the Property as to which such Owner has the exclusive use or occupancy. Limits under such insurance shall not be less than One Million Dollars (\$1,000,000) on a combined single-limit basis. Such policy or policies shall be issued on a comprehensive liability basis and shall provide a cross-liability endorsement wherein the rights of named insureds under the policy or policies shall not be prejudiced as respects his, her or their action against another named insured.

- C. Workers Compensation.** Workers Compensation Insurance to the extent that it is necessary to comply with any applicable laws.
- D. Directors' and Officers' Insurance.** Directors' and officers' insurance insuring the directors and officers.

Article VIII – Section 3. For the benefit of the Association, the Board may obtain a fidelity bond naming such persons as may be designated by the Board as principals and the Association as obligees, for the amount determined by the Board. The Board may pay for such bond out of the common expenses of the Association. In addition, the Board may require that all officers and employees of the Association handling or responsible for Association funds obtain adequate fidelity bonds and may pay for the premiums thereon.

Article VIII – Section 4. All insurance policies obtained under this Article shall be written by a company licensed to do business in Oregon and holding a "Commissioner's Rating" of "B+" and a size rating of "IX," or better, by Best's Insurance Reports, or as may be otherwise acceptable to the Board.

Article VIII – Section 5. The Association shall have no responsibility to procure or to assist Owners or Occupants in procuring property loss insurance or liability insurance other than as expressly provided above. Owners and Occupants shall procure all insurance coverage that they deem necessary or prudent for their protection, and shall be obligated to carry property insurance with extended coverage endorsements in the amount of the replacement value of such Owners' homes.

Article VIII – Section 6. At least annually, the Board shall review all insurance carried by the Association, which review shall include a consultation with a representative of the insurance carrier writing the master policy. The insurance maintained by the Association shall comply with the requirements of the Oregon Planned Community Act.

Article VIII – Section 7. The Board may negotiate the amount of the deductible in all Association insurance policies at such limits as are reasonable and customary under the circumstances and the deductible amount may be set at different levels for different insured risks.

Article IX – Quorum, Voting and Proxies

Article IX – Section 1. At all Annual and Special Meetings of the Members of the corporation, fifty members, present in person, by an electronic meeting system, or by written proxy filed with the

Corporate Secretary at or before the meeting, shall constitute a quorum for the transaction of any business appropriate to a Meeting of the Members.

Article IX – Section 2. In the absence of a quorum, any Meeting of the Members may be adjourned from time to time by a vote of a majority of those present, but no other business may be transacted.

Article IX – Section 3. Members present at any duly called Annual or Special Meeting of the Members at which a quorum is originally present may continue to do business notwithstanding the withdrawal of members to the extent that less than a quorum may thereafter be present.

Article IX – Section 4. A majority of the votes of the members constituting a quorum shall be sufficient to transact business on matters reserved for action by owners unless a greater number of votes is required by law, the Articles of Incorporation, or these Bylaws with respect to some specified action.

Article IX – Section 5. Members shall be entitled to cast one vote per lot, tract, or parcel owned, but no more than one vote shall be cast per lot, tract, or parcel regardless of the number of owners. When any lot, tract, or parcel is owned by two or more persons jointly according to the records of the Association, the vote may be exercised by any one of the owners present, in the absence of protest by a co-owner. In the event of such protest, no one co-owner shall be entitled to vote without the approval of all co-owners. In the event of disagreement among the co-owners, the vote of such lot, tract, or parcel shall be disregarded for all purposes, except for determining whether a quorum is present.

Article IX – Section 6. Members unable to attend the Annual or Special Meeting of the Members may designate another member as their proxy. A valid proxy must state who is being given the proxy, the scope of authority being given and must be signed and dated. All proxies will be registered with the designated representative in charge of verifying the validity of the proxy.

Article IX – Section 7. A member is encouraged, but not required to use, the standard proxy template. If the proxy has the required information and does not purport to be revocable without notice, it is valid. Proxies are used to obtain a quorum only. Proxies are not used for elections or any other matter where mail-in ballots are utilized.

Article IX – Section 8. Board members may not use proxies for any Meeting of the Board of Directors.

Article X – Meetings of the Members

Article X – Section 1. The Annual Meeting of the Members shall be held on the third Saturday in May of each year.

Article X – Section 2. At the Annual Meeting of the Members, owners shall elect new members of the Board in accordance with these Bylaws to replace directors whose terms have expired or who are serving as appointed following a resignation or other director vacancy. Owners may transact such other business of the Association as may properly come before them. Annual Meeting of the Members may not be conducted by written ballot, although the election of Board members and any other business requiring a vote of owners shall be required to be conducted by mail-in or electronic

ballot. The Board, or any committee convened by the membership for this purpose, shall count the ballots within 48 hours of the voting deadline.

Article X – Section 3. Special Meetings of the Members may be called at any time by the President or a majority of the Board or by the Corporate Secretary upon the receipt of a written request signed by a minimum of 10% of the membership. For a Special Meeting of the Members, called by the President or the Board and not because of petition by the owners, if a vote of owners is required it must be conducted by mail-in ballot. Notice of a Special Meeting of the Members, stating the purpose thereof, shall be given by the Corporate Secretary to all members in the same manner as notice is given for the Annual Meeting of the Members. No other business shall be transacted at the Special Meeting of the Members except the specific agenda item(s) included within the Notice of Special Meeting of the Members.

Article X – Section 4. All Meetings of the Members shall be conducted according to the latest edition of Robert's Rules of Order published by the Robert's Rules Association. However, a decision of the Association may not be challenged because the appropriate rules of order were not used unless a person entitled to be heard was denied the right to be heard and raised an objection at the meeting at which the right to be heard was denied. A decision of the Association is deemed valid without regard to procedural errors related to the rules of order one year after the decision is made unless the error appears on the face of a written instrument memorializing the decision.

Article XI – Meetings of the Board of Directors

Article XI – Section 1. The Board shall meet on the third Saturday at each month except December. The Board shall hold an Organizational Meeting of the Board of Directors immediately following the Annual Meeting of the Members. The purpose of the Organizational Meeting of the Board of Directors is to elect officers and set dues for the following year.

Article XI – Section 2. Special Meetings of the Board of Directors may be called at any time by the President or a majority of the Board. Notice of a Special Meetings of the Board of Directors, stating the purpose, shall be given by the Corporate Secretary to all members.

Article XI – Section 3. For other than Emergency Meetings of the Board of Directors, notice of Special Meetings of the Board of Directors shall be posted at a place or places on the property at least three days prior to the meeting and/or notice shall be provided by any legal method.

Article XI – Section 4. All Meetings of the Board of Directors shall be conducted according to the latest edition of Robert's Rules of Order published by the Robert's Rules Association. However, a decision of the Board may not be challenged because the appropriate rules of order were not used unless a person entitled to be heard was denied the right to be heard and raised an objection at the meeting at which the right to be heard was denied. A decision of the Board is deemed valid without regard to procedural errors related to the rules of order one year after the decision is made unless the error appears on the face of a written instrument memorializing the decision.

Article XII – Standing Committees

Article XII – Section 1. The Board shall appoint all members of committees at their full discretion. Members of committees serve at the pleasure of the Board and can be removed from a committee at any time by majority vote of the Board. All those appointed shall be members in good standing

and shall agree to implement and be bound by the Association's Articles of Incorporation, C&Rs, as amended and supplemented, the Bylaws, rules and regulations, and the Board's adopted policies and procedures as a condition of their committee service. A committee may seek additional support from those with needed skills or knowledge, but that individual will be a guest and not a voting member. A majority shall constitute a quorum. Committees shall meet regularly as defined, and pursuant to the policies and procedures adopted by the Board.

Article XII – Section 2. The Architectural, Planning and Zoning Committee, to be known as the Planning Committee shall consist of no fewer than 3 members with at least one member being from the Board. The Board has the right to appoint and remove members of the Planning Committee. The Board may appoint itself or any of its members to the Planning Committee. If a Planning Committee has not been appointed, the Board shall serve as the Planning Committee. The purpose of the committee is to carry out and enforce the covenants, restrictions, terms and conditions of the various C&Rs, and any amendments, as have been placed of record affecting Bayshore Divisions 1 through 7, and pursuant to the policies and procedures adopted by the Board.

Article XIII – Dues

Article XIII – Section 1. In accordance with the C&Rs and the Articles of Incorporation the annual dues may be increased without an owner vote in any one year over the rate in effect for the year immediately preceding and shall be set by a majority vote of the Board at the Organizational Meeting of the Board of Directors. The maximum permissible annual dues increase is defined in the C&Rs.

Article XIII – Section 2. The annual dues shall be due and payable on or before the 30th day of June which is the end of the Fiscal Year. A statement regarding the annual dues will be mailed to each member within two weeks of the Annual Meeting of the Members.

Article XIII – Section 3. Any dues not paid by the 30th of June shall be delinquent and bear interest at the rate of 10% per annum. Delinquent dues shall constitute a lien upon the lot or lots against which they have been levied. Upon default, the corporation may file a notice of claim of lien for unpaid assessments in the office of the County Clerk of Lincoln County, Oregon. The lien shall be a continuing lien and shall accumulate all future assessments or installments, interest, fines, attorney's fees (whether or not suit or action is instituted), actual administrative costs, and other appropriate costs properly chargeable to an owner by the Association, until such amounts are fully paid. Recording of the Declaration constitutes record notice and perfection of the lien. Said lien may be foreclosed at any time, as provided in the Declaration. A release of such lien shall be filed by the corporation upon payment in full of said dues.

Article XIII – Section 4. Persons becoming members after the levy of dues, whether by accepting a deed to, or by executing a contract to purchase, a lot to which unpaid dues are allocated, shall become personally obligated to pay such dues, including any interest and shall be subject to the enforcement provisions of this section.

Article XIV – Amendments

Article XIV – Section 1. Any proposed amendments to the Bylaws shall come before the membership by mail-in or electronic ballot as allowed by law. As long as at least a quorum of owners vote, a two-thirds majority of all votes cast by mail-in or electronic ballot shall be required to approve any proposed amendments. Notice of the proposed amendments shall be given in writing to the

membership concurrently with the mailing/sending of ballots for the Annual Meeting of Members or fifteen or more days prior to any meeting at which an amendment is on the agenda. If adopted by the membership, the amended Bylaws shall be promptly recorded in the deed records of Lincoln County, and shall be effective upon recording.

Article XV – Miscellaneous

Article XV – Section 1 The premises of the Bayshore Beach Club shall not be rented to any commercial or non-commercial organization for soliciting orders for, or the actual sale and delivery at the time of the meeting, of any material item or service. Any non-profit organization which may be sponsored by the Bayshore Beach Club is exempted from this Bylaw.

Article XV – Section 2. All notices to the Association or to the Board shall be sent to the principal office of the Association or to such other address as the Board hereafter may designate from time to time. To the extent that electronic notice is permitted under the Oregon Planned Community Act, and an Owner has not opted out of receiving notices electronically, notice provided to an Owner through electronic means shall be deemed effective upon transmission. All other written notices to any Owner shall be sent to such address as may have been designated by such Owner from time to time, in writing, to the Board, or if no address has been designated, then to such Owner's Lot.

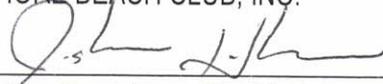
Article XV – Section 3. No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof that may have occurred and the number of times that the pertinent restriction, condition, obligation, or provision was not enforced.

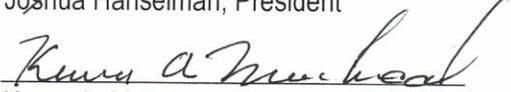
Article XV – Section 4. The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of these Bylaws. As used herein, the singular shall include the plural, and the plural the singular. The masculine and neuter shall each include the masculine, feminine, and neuter, as the context requires. All captions used herein are intended solely for convenience of reference and shall in no way limit any of the provisions of these Bylaws.

Revision History
August 1974
December 8, 1979
May 19, 1984
May 19, 1990
May 15, 1993
May 21, 2012
May 20, 2017
May 18, 2024

DATED this 5 day of June, 2024.

BAYSHORE BEACH CLUB, INC.

By: 
Joshua Hanselman, President

By: 
Karen A. Moorhead, Secretary