

**Bylaws**  
**Gleneden Beach Community Club**  
***An Oregon Corporation***

**Article I: Purpose**

This corporation shall be organized and operated exclusively for charitable, scientific, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and section 501(c)(4) of the Internal Revenue Code (or its corresponding future provisions).

This corporation's primary operations are for social welfare, charitable and educational purposes.

**Article II: Members**

**Section 1. Classes and Voting.**

There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

**Section 2. Qualifications.**

A person shall become a member of the corporation by paying annual dues and living as a full or part time resident within the Gleneden Beach Community Club boundary limits as follows: South to the north boundary of Depoe Bay, city limits; North to the south boundary of Lincoln City, city limits; East of Highway 101 for 10 miles; West to the Pacific Ocean.

**Section 3. Termination of Membership.**

Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

**Section 4. Annual Meeting.**

The annual meeting of the members shall be held on the first meeting of the year at either the Club facility, virtually, or by phone.

*(Article II: Members – Cont.)*

### **Section 5. Special Meetings.**

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

### **Section 6. Notice of Meeting.**

Notice of all meetings of the members shall be given to each member sent via email or posted at the Post Office at least seven days before the meeting. The notice shall include the date, time, place, and purpose of the meeting. General membership meetings will be held monthly except January and July.

### **Section 7. Quorum and Voting.**

Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently. Membership voting may also be handled by ballot, if unforeseen circumstances arise (such as a pandemic), in which case the received ballots shall constitute a quorum.

### **Section 8. Proxy Voting.**

There shall be no voting by proxy.

### **Section 9. Associates**

Non-voting supporters of the corporation may attend and enjoy any of the club activities.

## **Article III: Board of Directors**

### **Section 1. Duties.**

The affairs of the corporation shall be managed by the Board of Directors.

### **Section 2. Number and Qualifications.**

The number of Directors may vary between a minimum of three and a maximum of fifteen. The Officers (i.e. Executive Committee) of the Corporation are also required to be on the Board of Directors and each Director must be a current member of the Corporation.

*(Article III: Board of Directors – Cont.)*

**Section 3. Term and Election.**

The term of office for Directors shall be one year. A Director may be reelected without limitation on the number of terms s/he may serve. The Board shall be elected by the majority of the members at the final membership meeting of the year.

**Section 4. Removal.**

Any Director may be removed, with or without cause, by a majority vote of the members present at a membership meeting called for that purpose.

**Section 5. Vacancies.**

Vacancies on the Board of Directors and newly created board positions shall be filled by a majority vote of the members present at a general membership meeting within a reasonable time after the creation of the vacancy or position.

**Section 6. Quorum and Action.**

A quorum at a board meeting shall be 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.

**Section 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 the date, time, place, or purpose of these meetings is required except as otherwise provided in these Bylaws.

**Section 8. Special Meetings.**

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally, by telephone, or by email not less than one day prior to the special meeting.

**Section 9. Meeting by Telecommunication or Computer.**

Any regular or special meeting of the Board of Directors may be held by telephone or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director can immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

*(Article III: Board of Directors – Cont.)*

#### **Section 10. No Salary.**

Directors shall not receive salaries for their Board services.

#### **Section 11. Action by Consent.**

Any action required or permitted by law to be taken at a meeting of the Board 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 all the Directors. A written communication includes a communication that is transmitted and/or received by electronic means. Signing includes communication from a Director's personal email account that is executed or adopted by a Director with the intent to sign.

### **Article IV: Committees**

#### **Section 1. Executive Committee.**

The Board of Directors includes the Executive Committee. The Executive Committee shall have the authority to make ongoing decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

#### **Section 2. Other Committees.**

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may be advisory committees.

### **Article V: Officers**

#### **Section 1. Titles and Qualifications.**

The officers of this corporation shall be the President, Secretary, and Treasurer. All officers of this corporation must be members of the Board of Directors.

#### **Section 2. Election.**

The Board of Directors shall elect the officers to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

*(Article V: Officers – Cont.)*

### **Section 3. Vacancy.**

A vacancy in any office shall be filled at the first regular or a special called meeting of the Board of Directors following the vacancy.

### **Section 4. Other Officers.**

The Board of Directors may elect or appoint other officers and/or agents 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.

### **Section 5. President.**

The President shall be the chief officer and Executive Director of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

### **Section 6. Secretary.**

The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintenance of current and accurate membership lists; and (e) and any other duties as may be prescribed by the Board of Directors.

### **Section 7. Treasurer.**

The treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

## **Article VI: Corporate Indemnity**

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, volunteer, or agent of the corporation.

## Article VII: Amendments to Bylaws

Both the Board of Directors and the members must vote to amend or repeal these Bylaws or to adopt new ones. The Board of Directors must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. The members must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of the members represented and voting. Prior to the adoption of the amendment, each member shall be given the notice of meeting at least seven days in advance and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Adopted: Carolyn Mullen Date: 03/21/23  
(Carolyn Mullen – President)