

**BAYSHORE BEACH CLUB  
BYLAWS**

**ARTICLE I  
Purposes**

**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.

**Section 2.** The purposes for which this corporation has been created may be altered, modified, enlarged or diminished by the vote of two-thirds of the members present in person or by proxy at an Annual Meeting or at any Special Meeting duly called for that purpose.

**Section 3.** The Bayshore Beach Club, Inc. shall maintain offices at the Bayshore Beach Club, 1512 NW Oceania Drive, Waldport, Oregon 97394.

**ARTICLE II  
Membership**

**Section 1.** The membership of the corporation shall consist of and be limited to the owners or purchasers of lots, tracts, and parcels in the area described in Article III of the Articles of Incorporation. The privileges and facilities of the Club shall be extended to the spouse and children of a member, and may be extended to guests, under such rules and regulations as the Board of Directors may prescribe.

**Section 2.** Memberships shall be inseparably appurtenant to the lots, tracts, and parcels owned or being purchased by the members, and upon the transfer of ownership or the making of a contract for the sale of any such the membership appurtenant thereto shall be deemed to be transferred 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, his membership shall pass in the same manner and to the same persons as does the real property itself.

**Section 3.** No member may withdraw except upon the transfer of title to, or upon contracting for the sale of, the real estate to which his 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  
Meetings**

**Section 1.** Annual Meetings of the members of the corporation shall be held at the principal place of business of the corporation, on the third Saturday in May of each year at One PM. Notice thereof shall be given by the Secretary/Treasurer in writing, postage prepaid, by U.S. Mail to the address of each member appearing on the books of the corporation; the mailing date thereof to be not less than 20 days prior to the meeting. At such meetings the members shall elect Directors as provided in the Standing Rules for Elections and transact such other business as may properly come before them.

**Section 2.** The Board of Directors shall meet at the Clubhouse on the third Saturday at 1:00 p.m. each month except December. The Board of Directors shall hold an organizational meeting immediately following the Annual Meeting of the members on the third Saturday in May. Special Meetings of the members of the corporation may be called at any time by the President or a majority of the Board of Directors or by the Corporate Secretary upon receipt of written request therefor signed by members owning at least ten percent of the lots within the jurisdiction of the corporation. Notice of a Special Meeting, 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.

**Section 3.** At all annual and special meetings of the members of the corporation fifty members, present in person 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 members' meeting. 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. Members present at any duly called Annual or Special Meeting 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. A majority of the votes of the members constituting a quorum shall be sufficient to transact business unless a greater number of votes is required by law, the Articles of Incorporation, or these Bylaws with respect to some specified action.

**Section 4.** Members shall be entitled to cast one vote per lot, tract, or parcel owned or being purchased by them, but no more than one vote shall be cast per lot, tract, or parcel regardless of the number of owners thereof. The vote for any lot, tract, or parcel owned by a single marital community may be cast by either spouse without presentation of authority from the other. The vote for any other lot, tract, or parcel held or being purchased by more than one person under some other form of joint or several ownership may be cast by any one of such persons upon presentation of written authority by proxy from them in their absence. All elections shall be conducted in accordance with the Bayshore Beach Club Standing Rules for Elections.

#### **ARTICLE IV Directors**

**Section 1.** The corporate powers of this corporation shall be vested in and exercised by or under the authority of a Board of Directors. The number of Directors who shall manage the affairs of the corporation shall be not less than five\*. At any Annual or Special Meeting of the members duly called for that purpose, the members may change that number to not more than nine. All Divisions shall be represented on the Board if possible, with not more than two Directors from any one Division.

**Section 2.** Directors shall be elected at each Annual Meeting to serve for a term of three years and until their successors are duly elected and qualified, to replace the Directors whose terms have expired. Each Director shall be a member in good standing. No Director shall serve more than two consecutive terms. The Board in existence at the time these Bylaws go into effect shall be determined by lot: two members to serve one year terms; two members to serve two year terms; and three members to serve for three year terms.

**Section 3.** In the event a Director can no longer qualify as an owner or purchaser of a lot and ceases to be a member he shall thereupon also automatically cease to be a Director and his office shall become vacant without the necessity of any action by the Board, which shall nonetheless spread that fact upon the Minutes of its next meeting. Any vacancy occurring in the Board of Directors 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 they shall elect a Director to fill the unexpired balance of the term, if any, of the office in which the vacancy occurred.

**Section 4.** The Corporate Secretary shall give each Director notice personally, verbally, or by mail or telephone or wire of all regular and special meetings sufficient to enable each Director to attend, and in any case at least seven days in advance unless a majority of Directors concur in the call for the meeting. A written Waiver of Notice signed by any Director, whether before or after the time fixed in the required notice, or want of notice, shall be deemed the equivalent of the required notice for all purposes.

*\*Minimum number of Directors changed from seven to five as per By Law change approved by members in May 2017.*

#### **ARTICLE V Powers and Duties of Directors**

**Section 1.** Subject to any limitations in the Articles of Incorporation and these Bylaws, and the laws of the State of Oregon, all the business and affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, and subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers and duties.

**Section 2.** To elect and remove all other officers, agents and employees of the corporation, prescribe

and post in the Clubhouse such powers and duties for them as may be consistent with the laws of Oregon, the Articles of Incorporation, and these Bylaws, fix their compensation, if any, and require from them security for faithful performance.

**Section 3.** To cause to be kept and posted in the Clubhouse a complete record of all Minutes, and to present a current statement to the regular Annual Meeting of the members, showing in detail the condition of the financial affairs of the corporation.

**Section 4.** To fix the annual dues of the members of the corporation as provided in Section 2 of Article III of that Declaration of Covenants and Restrictions recorded in Book of Deeds in the records of Lincoln County, Oregon, and as provided elsewhere in these Bylaws.

**Section 5.** To appoint an Architectural, Planning and Zoning Committee, to be known as the "Planning Committee", of not less than three (3) nor more than five (5) members, for the purpose of carrying out and enforcing the covenants, restrictions, terms and conditions of the various Declarations of Covenants and Restrictions, and any amendments, as have been placed of record affecting Bayshore Divisions 1 through 7, inclusive, and particularly the provisions of Article I; Sections 1—16, inclusive, of Article II; Section 3, Article III; and Section 3, Article V, of said Declaration. All appointed members of this committee shall be members in good standing. This shall be a Standing Committee, of which a majority shall constitute a quorum, and said committee shall meet upon the same notice, given by the same officers, as is required by Section 4, Article IV, of these Bylaws for special meetings of the Board of Directors. Nothing herein shall be construed to prevent the members of such committee from waiving notice of such meeting.

**Section 6.** To do whatever may be necessary and proper for the enforcement of the provisions of the Declaration of Covenants and Restrictions described in Section 4 of this Article V, pursuant to Section 3 of Article V of the aforesaid Declaration.

**Section 7.** Members of the Board of Directors shall receive no compensation for their services to the corporation, but shall be reimbursed by it for such reasonable expenses as they may necessarily incur in pursuance of the business of the corporation.

**Section 8.** Prior to the Annual Meeting of the Board of Directors they shall have prepared a financial statement for the current year to date which shall be mailed to all members with the notice of the Annual Meeting.

**Section 9.** A proposed budget for the succeeding year shall be prepared by the Board and presented to the membership for consideration at the Annual Meeting.

**Section 10.** A majority vote by the Board of Directors shall be necessary to authorize emergency expenditures exceeding budgeted amounts when necessary for the protection of club property or interests.

## **ARTICLE VI Officers**

**Section 1.** The Board of Directors, at its Annual Meeting, immediately following the Annual Meeting of the members in May of each year, shall elect a President, Vice-President, and Corporate Secretary, who shall be members of the Board, for terms of one year and until their successors are duly elected and qualified. The Board shall appoint a Secretary/Treasurer, who need not have membership in the corporation. All Divisions should be represented on the Board if possible with not more than two Directors from any one Division.

**Section 2.** Any officer may be suspended or removed by a majority vote of all the Directors. Any vacancy occurring in an elective office shall, and any vacancy occurring in an appointive office may, be filled by the Board of Directors.

**Section 3.** Officers shall be reimbursed by the corporation for such reasonable expenses as they may necessarily incur in pursuance of the business of the corporation. The Board of Directors may authorize compensation for any officer.

**Section 4.** Any officer, other than the President, may occupy two offices concurrently if the Board of Directors so desires.

## **ARTICLE VII Duties of Officers**

**Section 1.** The President shall act as Chairman at all meetings of the members and preside at all meetings of the Board of Directors. He shall sign as President all contracts or instruments for the corporation, and perform such other duties as may be required of him by the Board of Directors.

**Section 2.** The Vice-President shall preside at all meetings in case of the absence or disability of the President, assuming all duties of the President during such periods of absence or disability, and shall perform such other duties as the Board of Directors may require.

**Section 3.** The Secretary-Treasurer shall issue all notices and shall attend and keep the minutes of all meetings of the members and of the Board. He shall receive, keep safely, and deposit in such bank or banks as may be designated by the Board of Directors all funds, securities and liquid assets of the corporation, in its name and for its account. He shall disburse funds of the corporation only under the direction of the Board on checks signed by any two of the President, Vice-President or Secretary-Treasurer. He shall keep full and accurate books of account and shall make such reports of the finances and transactions of the corporation as may be required by the Board of Directors, and shall prepare and present at the Annual Meeting of the members a full statement showing in detail the financial condition of the affairs of the corporation.

**Section 4.** The Corporate Secretary shall attest with his signature and impress with the corporate seal all instruments executed for the corporation. He shall perform all such other duties as are incidental to his offices or as may be required by the Board of Directors.

**Section 5.** All officers or other persons authorized to handle or disburse the funds of the corporation shall be bonded, at the expense of the corporation, in such amount as the Board shall determine to be adequate for the protection of the corporation.

**Section 6.** In the absence of or incapacity or death of the Secretary-Treasurer, any member of the Board of Directors may be authorized to sign checks and disburse funds for the corporation in his absence.

## **ARTICLE VIII Dues**

**Section 1.** The annual dues may be increased in any one year not more than ten dollars over the rate in effect for the year immediately preceding. The annual dues, and the millage rate thereof, shall be fixed by the affirmative vote of a majority of the members of the Board of Directors for each year at the Annual Meeting of the Board held immediately following the Annual Meeting of the members held in May of each year.

**Section 2.** The annual dues shall be due and payable on or before the 30th day of June next following the Annual May Meeting at which they have been fixed. Within two weeks from the date of that May meeting the Directors shall cause a statement of the annual dues to be mailed to each member at his address of record with the Secretary-Treasurer. Any dues not paid by the 30th of June shall thereafter be delinquent and bear interest at the rate of 10% per annum. Upon becoming delinquent such dues shall constitute a lien upon the lot or lots against which they have been levied, and the corporation may file within 120 days after said delinquency a statement of charges in the office of the County Clerk of Lincoln County, Oregon. A release of such lien shall be filed by the corporation upon payment in full of said dues. Said lien may be enforced by the corporation as may any lien upon real property under the law, and if said lien is foreclosed, the lot owner shall be liable for the costs and disbursements, including reasonable attorney's fees, of the corporation therein, all of which costs, disbursements and fees shall be

secured by such lien. Members shall nonetheless have personal liability for dues. 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 thereon, and shall be subject to the enforcement provisions of this Section.

## **ARTICLE IX Miscellaneous**

**Section 1.** Definition. That certain Declaration of Covenants and Restrictions mentioned in Section 4 of Article V of these Bylaws, and subsequently therein, recorded in Book of Deeds in the records of Lincoln County, Oregon, shall wherever mentioned in these Bylaws be deemed to incorporate and include for all purposes herein all subsequent Declarations whereby additional Plats of Bayshore are made subject thereto.

**Section 2.** Corporate Seal. The seal of the corporation shall be circular in form and shall contain the words, "BAYSHORE BEACH CLUB, INC." and "Corporate Seal" and "Oregon" and "1963", in the form and style as hereinafter impressed upon these Bylaws.

**Section 3.** Membership Cards. A membership card signed by an officer or Director of the corporation shall be issued annually to each member of the corporation whose dues are current and who is otherwise in good standing, and individual cards shall likewise so be issued to the spouse.

**Section 4.** Fiscal Year. The fiscal year of this corporation shall end on June 30th in each year.

**Section 5.** Nominating Committee. The nominating committee shall each year consist of one member of the Board of Directors and two members from the membership at large. The Board member shall be selected by the Board, and the two from the membership at large shall be approved by the Board. The Board member shall not be the Board President. The committee shall be selected not less than 60 days before the Annual Meeting. The committee shall nominate a list of candidates for election to the Board of Directors and provide that list to the membership in the Annual Meeting notice. At the Annual Meeting, nominations may be made from the floor, provided that the member nominated shall have been contacted in advance and agreed to serve if elected. All seven Bayshore Divisions shall be represented on the Board if possible, with not more than two Directors from any Division.

**Section 6.** 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.

**Section 7.** These Bylaws may be amended at any Annual Meeting or Special Meeting of the membership called for that purpose, by a two-thirds majority vote of the members present in person or by proxy, and constituting a quorum, provided that notice of the proposed changes or amendments has been given in writing to the membership fifteen or more days prior to the meeting. Amendments approved by the members shall become effective at the close of the meeting.

*Revised:           August, 1974  
                      December 8, 1979  
                      May 19, 1984  
                      May 19, 1990  
                      May 15, 1993  
                      May 21, 2012  
                      May 20, 2017*