

BYLAWS  
OF  
SURF PINES ASSOCIATION,  
AN OREGON NONPROFIT CORPORATION  
[With amendments through August 2014]

**ARTICLE I**  
DEFINITIONS

1.1 ASSOCIATION shall mean Surf Pines Association, an Oregon nonprofit corporation, its successors and assigns.

1.2 BUILDING SITE shall mean one or multiple contiguous parcels of property under one ownership within the community as defined in Article II of the Articles of Incorporation, as amended, so long as said parcel of property has an existing dwelling or is large enough to obtain a building permit for constructing a dwelling under the applicable land use regulations in effect at the time.

1.3 DWELLING shall mean a single-family residence as defined and permitted under applicable land use regulations.

1.4 COMMON PROPERTIES shall mean all properties, rights of way, easements, and every property right owned by the Association or used by the Association in connection with fire control, street lighting, parks and recreation facilities and other functions of the Association. [Amended 9-94]

1.5 COMMUNITY shall mean the properties lying within the boundaries described in Article II of the Articles of Incorporation of Surf Pines Association, an Oregon nonprofit corporation. [Amended 9-2000]

1.6 MEMBER shall mean any property owner entitled to membership under article VI of the Articles of Incorporation. [Amended 10-09]

1.7 OWNER shall mean the record owner of a fee simple title to any building site or the holder of a recorded contractual right of purchase thereto.

**ARTICLE II**  
PURPOSE

2.1 LIMITATION OF PURPOSE AND ACTIVITIES. *The purpose and activities of the corporation are limited to those authorized by Article II of the Articles of Incorporation. [Amended 10-09]*

2.2 ACTIVITIES. The activities of the Association shall be limited to all lawful acts necessary to accomplish the purposes for which the corporation is formed within the boundaries of the community defined in Article II of the Amended Articles of Incorporation of the Surf Pines Association, an Oregon nonprofit corporation.

2.3 CONFLICTS WITH CC&Rs. *Wherever these bylaws conflict with existing Surf Pines Area Covenants, Conditions & Restrictions (CC&Rs), the CC&Rs take precedence. [Amended 10-09]*

**ARTICLE III**  
OFFICES

3.1 LOCATION. The principal office of the corporation in the State of Oregon shall be the registered office on file with the Oregon Corporation Commissioner. However, for purposes of general business, an office of the corporation shall be located at the street address of the corporation's secretary but the mailing address shall be: Surf Pines Association, 33317 Surf Pines Lane, Warrenton, Oregon

97146.

For practical purposes the corporation may have other offices which may include but are not limited to the homes and places of business of the officers, either within or without the state of incorporation, as the Board of Directors may determine or as the business of the corporation may from time to time require for purposes of convenience. [Amended, 9-2000]

## **ARTICLE IV**

### **MEETING OF MEMBERS**

4.1 **ANNUAL MEETING.** The annual meeting is open to all members of the Surf Pines Association and shall be held at Surf Pines, Oregon, or such other place and at such date and time during the month of July or August of each year as may be prescribed by the Board of Directors and set forth in the notice of meeting. The annual meeting shall be for the purpose of election of directors, adoption of the annual budget, and for the transaction of such other business as may duly come before the meeting. [Amended 9-94 and 9-2000]

4.2 **SPECIAL MEETINGS.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president of the Board of Directors, and shall be called by said president at the written request of not less than 10% of the members of the Surf Pines Association, for the consideration of such business as may duly come before the meeting. No final resolution may be made at such special meeting on any subject other than the one or ones stated in the notice. Such notice shall be delivered not less than ten (10) days or more than thirty (30) days prior to the date of such meeting. [Amended 9-94 and 9-2000]

4.3 **NOTICE.** Written or printed notice stating the place, date and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed by or at the direction of the secretary of the Board of Directors to each member, first class postage prepaid at the address thereof as such appears in the records of the Association. Such notice may be delivered personally, in which case it will be deemed received upon actual personal delivery, or such notice may be mailed in the United States Mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, with the postage fully prepaid. Provided, however, any notice required to be given may be waived in writing, signed by the person or persons entitled to such notice whether it be before or after the time stated therein and shall be equivalent to the giving of such notice. Such notice shall be delivered as defined herein, not less than ten (10) days or more than thirty (30) days prior to the date of such meeting. [Amended 9-94]

4.4 **VOTING.** All voting at the Annual Meeting and on amendments to the Articles of Incorporation or these Bylaws shall be by written ballot cast in person or by proxy. The Board of Directors, at its discretion, may employ written ballots for all other matters. Candidates for positions on the Board of Directors receiving the highest number of votes shall be deemed elected. [Amended 9-94 and 8-01]

## **ARTICLE V**

### **BOARD OF DIRECTORS**

5.1 **VACANCIES.** In the case of the death, incapacity, resignation, or removal of a director, a successor shall be elected by a majority vote of the remaining directors to fill the unexpired term of such director. A director who is no longer a member as defined by Section 1.6 herein and Article VII of the Articles of Incorporation or who is absent from three regular meetings of the Board in a twelve month period without the consent of the Board shall be considered to have resigned his or her position as a director. [Amended, 9-2000; 8-2002]

5.2 NOMINATION OF DIRECTORS. The president shall appoint a nominating committee consisting of at least three members, which nominating committee shall make as many nominations of members as it shall determine to be appropriate in its sole discretion, but not fewer than the number of vacancies that are to be filled at the annual meeting. Nominations also may be made from the floor by members duly qualified to vote at the annual meeting.

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

6.1 REGULAR MEETING. Within ten days after each annual meeting of the members, the directors elected at such meeting and those holding over shall hold an organizational meeting for the purposes of electing officers of the Board of Directors who shall be considered the officers of the corporation as hereinafter provided, and for transaction of such other business as may come before the meeting. The Board of Directors may by resolution establish the date, time and place for other regular meetings of the board to be conducted without specific notice.

6.2 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President and shall be called by the President upon written request of at least three directors to be held within or without this state and upon not less than 24 hours prior notice to each Director delivered in writing by mail, by e mail, hand delivered or personally by phone. [Amended, 9-2000]

6.3 QUORUM. At any meeting of the directors, a majority of the directors fixed by the Articles of Incorporation shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting.

6.4 NOTICES. No notice need be given of regular meetings held pursuant to resolution of the Board of Directors as herein above specified.. [Amended 9-94 and 9-2000]

6.5 BOARD ACTION. The act of the majority of the directors present at a meeting in which a quorum is present shall be the act of the Board of Directors. [Amended 9-94]

6.6 DIRECTOR ASSENT. A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless a director's dissent shall be entered in the minutes of the meeting by the secretary.

6.7 ACTION WITHOUT A MEETING. Directors may take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of a majority of directors to such action. Any action taken shall have the same effect as though taken at a meeting of the directors. [Amended 9-94]

6.8 OPEN MEETING. All meetings of the directors shall be open to the members of the corporation, except that the President may declare an Executive Session at a regular, special or emergency meeting to:

1. Consider the employment of an officer, employee staff member or individual agent
2. To consider the dismissal or disciplining of, to hear complaints or charges concerning, or to review and evaluate the employment-related performance of an officer, employee or staff member.
3. Consult with counsel concerning legal rights and duties with regard to current litigation or litigation likely to be filed. [Amended 8-99]

## **ARTICLE VII**

### **OFFICERS**

7.1 The officers of this corporation shall be president, vice president, secretary and treasurer, each of whom shall be members of the Board of Directors. The Board of Directors may appoint an assistant secretary and an assistant treasurer by resolution entered on its minutes. The officers shall be elected at the organizational meeting of the Board of Directors each year, and the term of office shall be for one year or until their successors are elected and assume office, unless such officer ceases to serve upon the Board of Directors.

7.2 **REMOVAL RESIGNATION AND VACANCIES.** Any officer may be removed from office with cause by the Board. A vacancy in said office shall be filled by an election of the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

7.3 **PRESIDENT.** The president shall preside at all meetings of the members of the Association and of the Board of Directors. The president shall sign for the Association such contracts and other documents as the president may be authorized by the Board of Directors to sign and shall perform all acts and duties usually and customarily performed by a president or as prescribed by all members of the Board of Directors.

7.4 **VICE PRESIDENT.** In the absence of the president, the vice president shall preside and perform the duties of the president. The vice president shall also perform such other duties as may be designated to the vice president by the president of the Board of Directors.

7.5 **SECRETARY.** The secretary shall keep a full and complete record of the meetings of the Association and of the Board of Directors; mail or personally deliver notice of the meetings of the Board of Directors and of the members; keep accurate current records showing the members of the Association together with their addresses; perform such duties as he or she is required to perform in connection with assessments; sign for the Association such contracts and other documents as he or she may be authorized by the Board of Directors to sign; and perform such other duties as may be required by the Board. The assistant secretary, which may be authorized by the Board of Directors, may be delegated the duties of the secretary.

7.6 **TREASURER.** The treasurer shall keep such records, make such reports, and perform such other duties as may be required from time to time by the Board of Directors. The treasurer may be required to be bonded by the Directors, the premium costs shall be paid the Association. The assistant treasurer, which may be authorized by the Board of Directors, may be delegated the duties of the treasurer.

7.7 **DELEGATION AND CHANGE OF DUTIES.** In the event of absence or disability of any officers, the Board of Directors may delegate during such absence or disability the powers or duties of such officer to any other officer or other director, except for voting.

## **ARTICLE VIII**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

8. 1 **GENERAL POWERS.** The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of common properties and facilities provided by the Association, and the personal conduct of members and their guests thereon, and to establish penalties for the infraction thereof,
- (b) Exercise for the Association all powers, duties and authority in or delegated to the Association and not reserved for the membership by other provisions of the

Bylaws or the Articles of Incorporation;

- (c) Conduct or otherwise acquire the use of any and all kinds of recreation and athletic facilities for the use and benefit of the members of the Association and enter into management contracts for the management of such facilities;
- (d) Employ a manager or other employees and officials, prescribe their duties and fix their compensation;
- (e) Require members to maintain their property free of hazardous conditions or general nuisances including but not limited to:
  - 1. Unprotected excavations more than four feet in depth;
  - 2. An accumulation of dead or dying trees, brush or other flammable materials;
  - 3. Unused refrigerators, freezers or similar appliances accessible and dangerous to children;
  - 4. Structurally unsafe buildings such as one damaged by fire;
  - 5. Garbage or odorous materials;
  - 6. Dogs allowed to run freely out of sight of the owner [Aug. 2003]
  - 7 *Burning that threatens property and/or health. [Amended 10-09]*
  - 8 *Dead or uprooted trees not removed 30 days after a Board order for removal. [Amended 10-09]*

- (f) Require lot owners to comply with the following construction and use standards deemed necessary to preserve the existing character of Surf Pines: [Amended 8-06]

These standards will not apply to any construction or subdivision that is either completed or fully permitted by governmental authorities on the effective date of this bylaw.

The term “residence” in these standards means a main residential structure attached to a fixed foundation and attached or detached accessory structures such as garages, decks, and storage sheds. If in doubt terms herein shall be interpreted consistent with Clatsop County Ordinance 80-14 Sec 1.030.

**Purpose: To maintain open yards. Requirements:**

No part of the residence may be located in the yards required herein. The required front yard shall be 20 feet. The required rear yard shall be 20 feet, except that on a corner yard it shall be 10 feet. The required side yards shall be ten feet, except that on a corner lot the minimum street side yard shall be 20 feet. Exceptions:

- (1) For lots created prior to September 30, 1980 that are less than minimum size, side yards must be at least five feet.
- (2) Accessory structures separate from the main building may be located within five feet of a side or rear lot line.
- (3) The main building front steps may project into the front open space. Gutters, chimneys, eaves, and similar architectural features may project not more than two feet into required yards, and surface structures (such

as patios) not more than 30 inches high may be located within required yards.

**Purpose: To preserve existing view lines. Requirements:**

- (1) *No part of any residence or other construction, nor any other object intruding on views to the west of the ocean-front setback line defined herein, may be placed to the west of that line. Trees, bushes and other vegetation west of that line before October 17, 2009 may be maintained, but no vegetation that may obstruct views may be planted west of the line after that date. [Amended 10-09]*
- (2) If there are buildings to both the north and south of the lot, the ocean front setback line for the lot is a line drawn from the most seaward parts of the foundations of the nearest buildings to the north and south. Otherwise, the ocean setback line is a line parallel to the Ocean Drive right of way drawn at a distance from the midpoint of that right of way equal to the shortest distance from the midpoint of the right of way to the most seaward part of the foundation of the nearest building to the north or south of the lot.
- (3) "Building" for the purpose of establishing a setback line means a principal residence structure attached to a fixed foundation and does not include decks and similar accessory structures.
- (4) No subdivision, lot reconfiguration or similar action may create a right to build beyond the lines set forth in these rules.
- (5) *No part of any residence, or any other object except flagpoles in compliance with county ordinances, shall be built or installed above a maximum height of 26 feet east of the Ocean Drive right of way or 18 feet west of the Ocean Drive right of way. The height of a structure or other object is measured from the average height of undisturbed ground at the 4 principal corners of the main structure. This subsection does not apply to trees or other vegetation. [Amended 10-09]*

**Purpose: To maintain low density. Requirements:**

- (1) Minimum lot size is one acre. Minimum lot width is 100 feet. Width:length ratio may not exceed 1:3.
- (2) Each lot may be used only for one single-family residence.

***Purpose: To establish residential construction standard.***

*All residential structures shall be constructed on-site (pre-cut, on-site assembled homes are permitted). All trailers, mobile homes, and modularly built homes pre-constructed off-site for movement over highways are prohibited.*

***Purpose: To establish residential use standard. [Amended 10-09]***

*No structure or object other than a permanent residence affixed to a foundation, including a trailer, camper, basement, shed, garage, or barn, may be used as a temporary residence for more than 14 days within a one-year period without prior Board approval or as a permanent residence. [Amended 10-09]*

***Purpose: To establish residential maintenance standard.***

*Owners must repair seriously deteriorated building structures, exterior walls, roofs, fences, driveways, sidewalks, walkways and parking areas.*

***Purpose: To prohibit outdoor storage. [Amended 10-09]***

*Storage of items (other than stacked firewood) including but not limited to tires, lumber, household appliances, furniture, fixtures or inoperable vehicles is permitted only within the confines of a house, garage or storage port .*

***Purpose: To screen certain outdoor parking and repairs.***

*Except as provided herein, the following must be screened from view from the street by being kept either within the confines of an enclosed garage or storage port, or behind shrubbery or a screening fence: Boats, trailers, campers, truck campers, light recreational vehicles, light recreational equipment, trucks (other than pickups), more than four autos or pickups, or vehicle repairs other than emergency repairs. Exception: The foregoing objects may be parked in view from the street on a temporary basis (not more than 120 hours). [Amended 10-09]*

(g) Perform such other functions as are ordinarily performed by directors and permitted by the Articles of Incorporation and the statutes of the State of Oregon.

(h) *Enforce these bylaws as follows:*

*If it appears probable to the Board at any time that a violation of these bylaws has occurred, is occurring or is about to occur, the Board shall schedule a hearing not less than 30 days after notice of the hearing and its purpose is mailed by certified mail to the owner at the address that appears in the records of the association or actual residence. If at the hearing the Board finds that a non-continuous violation has occurred the Board may assess the owner a maximum of \$20. If it determines that a continuous violation is occurring or is about to occur the Board shall give notice thereof in the manner provided above. 30 days thereafter the Board may take any action allowed by law or these bylaws to enforce its decision, including imposing assessments of a maximum of \$20 a day for each day that the violation continues after the 30-day notice period. Assessments shall be collected in accordance with section 9.6. The Board also may bring in the name of the association an action in court for damages or for an injunction or for such other remedy as may be available. All decisions of the Board under this subsection shall be binding on the parties. [Amended 10-09]*

## 8.2 DUTIES OF THE DIRECTORS.

- (a) Cause to be kept a complete record of all its acts in the proceedings of its meetings and cause to be presented at the annual meeting of the members a report reviewing the business and affairs of the association;
- (b) Procure and maintain adequate liability and hazard insurance on the property owned, leased or otherwise used by the Association to the extent such insurance is available at a cost considered reasonable and prudent by the Board of Directors.
- (c) *Cause the common properties to be maintained. The Board may impose assessments under subsection 8.1(h) for trees, plantings, fencing, structures, parking, storage or other modifications or intrusions upon the right-of-ways or other common properties done without written approval by the Board. Owners*

*shall comply with any order of the Board requiring removal or correction of such conditions. [Amended 10-09]*

**ARTICLE IX**  
**FISCAL MATTERS**

9.1 DUTIES OF THE DIRECTORS.

(A) It shall be the duty of the directors to cause an annual budget to be formulated in which the Board shall estimate the annual common expenses in advance for each fiscal year. Such common expenses shall include but not be limited to: [Amended, 9-2000]

- (a) Cost of maintaining the facilities within the area from which the membership of the corporation is comprised.
- (b) Cost of goods, supplies and services to be provided for the maintenance, repair and operation of the common facilities and to carry out the duties and responsibilities of the corporation.
- (c) Cost of insurance and bonds required by these Bylaws.
- (d) Management, legal and accounting costs for operation of the corporation and enforcement of the Bylaws and Articles of Incorporation or other responsibilities attributable to the corporation.
- (e) Such other reasonable costs and expenses as may be paid for on behalf of promoting the interest of the corporation including an amount for contingency expenses. [Amended, 9-2000]
- (f) Said annual budget shall be presented for approval at the annual meeting of the members. Included in the budget report shall be a comparison of the proposed budget to prior year's budget and the actual income and expenses of the prior year. [Amended, 9-2000]

(B) It shall be the duty of the directors to maintain a record of the annual assessments against each dwelling or property and special assessments as approved by the membership as set forth in the Articles of Incorporation and give the members subject thereto written notice of such charges or assessments at least 30 days prior to the due date thereof and cause to be prepared a roster of property subject to assessments and charges applicable to each such property and keep such roster in the Association office subject to inspection by any member.[Amended, 9-2000]

(C) The directors shall present a review of the financial accounts of the Association by a Certified Public Accountant to the annual meeting every third and sixth year with an audit every ninth year beginning with the annual meeting of 2016. [Amended 8-14]

9.2 LIMITATION. The Board of Directors shall not obligate the corporation for costs in excess of the amount of assessments, charges and dues approved by the membership pursuant to the Articles of Incorporation or emergency assessment pursuant to paragraph 9.3 below.

9.3 EMERGENCY ASSESSMENT. Notwithstanding the provisions of Section 9.2 above, if a true emergency arises, the Board of Directors may assess up to \$100 per year to each parcel of property for which the owner or owners are entitled to cast a membership vote.

9.4 USE OF FUNDS. The assessments, charges and dues levied by the Association shall be exclusively for the purpose of promoting the recreation, health and safety, enjoyment, common good and welfare of the members and for the improvement and maintenance of the property, services and facilities



devoted to such purpose and related to the use and enjoyment of the common properties.

9.5 BILLINGS. The initial quarterly billing of assessments shall be on October 1, 1988, with assessments to be billed at 3-month intervals following said date.

9.6 COLLECTION. [Amended 8-06]

- a. Membership dues are payable upon receipt but not later than the last day of the month of the dues statement and are delinquent thereafter. All unpaid dues are subject to a late charge of \$15 for each month the balance remains unpaid, beginning the first business day of the month following the invoice date.
- b. Assessments and fees are payable upon receipt but not later than the last day of the month of the invoice and are delinquent thereafter. All unpaid assessments and fees are subject to a late charge of \$15 or 5% of the unpaid balance, whichever is larger, for each month the balance remains unpaid, beginning the first business day of the month following the invoice date.
- c. Should any owner fail or refuse to pay the invoice amount including the late charges, the Board of Directors is authorized to bring any and all necessary and appropriate action, including but not limited to placing a lien and foreclosing on the assessed property. The Association shall be entitled to collect its attorneys' fees and any and all costs incurred during the lien and/or foreclosure process. [Amended 8-08]
- d. The Board of Directors may adjust the late charges as necessary to cover increases in billing and handling costs. Revised charges will commence upon notification of the membership by publishing the changes in the Breeze.

9.7 REIMBURSEMENT. Directors may be reimbursed for reasonable expenses directly attributable to the performance of their duties and responsibilities as directors.

## **ARTICLE X**

### **FISCAL YEAR**

10.1 The fiscal year of the corporation shall begin on July 1st of each year.

## **ARTICLE XI**

### **AMENDMENTS**

11.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the members of the Association, voting in person or by proxy at any regular or special meeting of the membership called therefore, with notice specifying such purpose provided not less than ten (10) days in advance.