

**FIRST AMENDED AND RESTATED BYLAWS  
OF  
OREGON FOREST HOMEOWNERS ASSOCIATION**

These First Amended and Restated Bylaws restate and replace any previously enacted bylaws of the corporation.

**SECTION 1. MEMBERS**

**1.1 Designation and Admission.** Members of the corporation shall be the Tract representatives that have been appointed by the Owners of each Tract to act as Tract representatives to the corporation. Each Tract shall be entitled to select only one (1) Tract representative, and such representative shall be a “member” for purposes of these Bylaws. A Tract representative must be an Owner within the Tract in which he or she is appointed. In no event shall the corporation be obligated to recognize more than one (1) representative of each Tract, and each Tract representative shall be obligated to provide such proof, as the board of directors may reasonably require, establishing the representatives status as an elected Tract representative. The procedure for appointing a Tract representative is vested in the discretion of the Owners within each individual Tract. No person shall be admitted as a member without his or express or implied consent. For purposes of these bylaws, an “Owner” shall mean persons and/or entities holding or co-holding a Special Use Permit, as granted and administered by the United States Forest Service, authorizing the Owner’s use and occupancy of a cabin or home within a certain Tract. For purposes of these bylaws, a “Tract” means a collection of cabins or homes located within a Special Use Permit zone as designated by the Federal agency administering such property in the state of Oregon.

**1.2 Transfers.** Memberships are nontransferable and shall terminate on the death or resignation of the member, or removal of the member by the Tract from which the member was appointed.

**1.3 Resignation.** A member may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board.

**1.4 Termination, Expulsion, or Suspension.** A member may be expelled or suspended, and membership in the corporation may be terminated or suspended, if the member loses his or her status as an Owner, or a new Tract representative has been selected by the Tract from which the member was appointed.

**1.5 Annual Meetings.** An annual meeting of members shall be held within the first six (6) months of the calendar year, unless a different date or time is fixed by the board of directors and stated in the notice of the meeting. The failure to hold an annual meeting within the stated timeframe shall not affect the validity of any corporate action. At the annual meeting, the president, and any other officer or person whom the president may designate, shall report on the activities and financial condition of the corporation and the members shall consider and act on

other matters that may be raised consistent with the notice requirements of ORS 65.214.

**1.6 Special Meetings.** A special meeting of members shall be held (a) on the call of the board of directors or (b) if the holders of at least 10% of the voting power of the corporation sign, date, and deliver to the secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

**1.7 Place of Meetings.** Meetings of the members shall be held at any place in or out of Oregon designated by the board of directors. If a meeting place is not designated by the board of directors, the meeting shall be held at the corporation's principal office.

**1.8 Telephonic Meetings.** The members may permit any or all of the members to participate in an annual meeting or a special meeting, or to conduct the meeting, by using any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present in person at the meeting.

**1.9 Proxies.** Members may participate in a meeting by written proxy duly executed and filed with the secretary. No proxy shall be valid after the conclusion of the meeting for which the written proxy was executed. Participation by proxy at subsequent meetings must be renewed by the member, pursuant to this Section, for each meeting a proxy is desired.

**1.10 Action by Written Ballot.** Any action that may be taken at a members' meeting may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter other than election of directors, and (c) specify a reasonable time by which a ballot must be received by the corporation in order to be counted. Once delivered, a written ballot may not be revoked.

**1.11 Notice of Meetings.** The corporation shall notify its members and the Owners of the place, date, and time of each annual and special meeting of members no fewer than seven (7) days before the meeting. Notice of the meeting shall be made by email and given to members and Owners who provide the corporation with his or her email address.

**1.12 Record Date.** The record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other lawful action shall be as follows:

- (a) The record date to determine the members and Owners entitled to a notice

of a members' meeting shall be 10 days before the day that notice is first mailed or otherwise transmitted to members in accordance with ORS 65.034 or, if notice is waived, then 45 days before the day on which the meeting is held;

(b) The record date to determine the members entitled to demand a special meeting shall be the date the first member signs the demand;

(c) The record date to determine the members entitled to take action without a meeting shall be the date the first member signs the consent to the action;

(d) The record date to determine the members entitled to vote at a members' meeting shall be 45 days before the date of the meeting;

(e) The record date to determine the members entitled to exercise any rights in respect of any other lawful action shall be the day on which the board of directors adopts the resolution relating thereto or the 60th day before the date of such other action, whichever is later.

**1.13 Quorum and Voting.** A quorum of the members shall consist of no fewer than two-thirds (2/3) of the members eligible to vote. The affirmative vote of a majority of members present is sufficient to act.

## **SECTION 2. DIRECTORS**

**2.1 Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the board of directors.

**2.2 Qualifications.** All directors must be individuals who are 18 years of age or older. The directors may set such other qualifications for directors as it may from time to time determine.

**2.3 Number.** The board of directors shall consist of the Tract representatives that have been selected by the Tracts located in Federally owned property within the State of Oregon. Currently the following Tracts have been identified by the board of directors as existing in Oregon:

Crescent Lake  
Delta & Scott Creek  
Devils Creek & Breitenbush  
Diamond Lake  
Elk Lake  
Fish Lake  
Floodwater Flats  
Hoodoo  
Lake of the Woods  
Marion Forks  
Metolius  
Mount Hood

Odell Lake  
Recreation Creek  
Spout Springs  
Stahlman  
Union Creek/Upper Rogue

To be eligible to serve as a board member, a person must also be an Owner elected by their respective Tract to be a Tract representative.

In addition, there may be up to four (4) “At Large” board members who may be selected by the current board of directors. Persons eligible for an “At Large” board membership may be from any of the above-mentioned Tracts or from a Tract not mentioned, so long as the Tract conforms with the definition of Tract as provided in Section 1.1. (“Members”). The requirement that a board member be a member is waived for purposes of “At-Large” board membership eligibility. At-Large board members shall serve for one (1) year terms; provided, however, the At-Large board member may be elected for additional terms at the termination of each preceding term. In the event more than four (4) prospective At-Large board candidates are nominated in a particular year, the then existing board, other than then acting At-Large board members, shall vote for four (4) At-Large board members from among the candidates, and the four (4) candidates who received the highest votes of the existing board members shall be selected as the At-Large board members.

**2.4 Election and Tenure of Office.** Each Tract representative shall be entitled to act on the board of directors. Except for At-Large board members, whose terms are defined in Section 2.3 above, directors shall serve as long as the director continues to be a Tract representative. A director’s term shall expire in the event a new Tract representative is selected by the Tract Owners.

**2.5 Vacancies.** A vacancy in the board of directors shall exist on the death, resignation, or removal of any director. A vacancy in the board of directors will be filled by election of a new Tract representative from the Tract in which the former director was a representative.

**2.6 Resignation.** A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**2.7 Removal.** A director may be removed at any time, with or without cause, by vote of a majority of the board of directors, and a director will also be removed upon selection of a new Tract representative of the Tract from whom the director was selected..

**2.8 Meetings.** The board of directors shall hold an annual meeting immediately preceding the corporations annual membership meeting. The board may also set a time and location for regular meetings of the board. All other meetings are special meetings. The board of

directors may hold annual, regular, or special meetings in or out of Oregon.

**2.9 Telephonic Participation.** The board of directors may permit any or all of the directors to participate in a regular or special meeting by, or to conduct the meeting, by using any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**2.10 Action Without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**2.11 Call and Notice of Meetings.** The annual meeting and regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least 7 days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by email, telephone or fax, to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The president or 30% of the directors then in office may call and give notice of a meeting of the board.

**2.12 Quorum and Voting.** A quorum of the board of directors shall consist of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

**2.13 Presumption of Assent.** A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (a) At the beginning of the meeting, or promptly on the director's arrival, the director objects to holding the meeting or transacting the business at the meeting;
- (b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who

votes in favor of the action taken.

**2.14 Board Committees.** The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of one or more directors, who shall serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors, but no committee of the board of directors may:

- (a) Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;
- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- (d) Adopt, amend, or repeal the articles of incorporation or bylaws.

**2.15 Other Committees.** The board of directors may create one or more other committees. Members of these committees need not be members of the board of directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

**2.16 Compensation.** Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

**2.17 Director Conflict of Interest.**

- (a) A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect conflict of interest.
- (b) For purposes of this Section 2.18, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.

(c) A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 2.18(d).

(d) A transaction in which a director has a conflict of interest may be approved in advance by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors.

(e) A conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction under Section 2.18(d), does not affect the validity of any action taken under Section 2.18(d).

### **SECTION 3. OFFICERS**

**3.1 Designation; Appointment.** The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and any other officers that the board of directors may from time to time appoint. The officers shall be appointed by, and hold office at the pleasure of, the board of directors. The same person may simultaneously hold more than one office, except for the offices of president and secretary.

#### **3.2 Compensation and Term of Office.**

(a) The compensation, if any, and term of office of each officer of the corporation shall be fixed by the board of directors.

(b) Any officer may be removed, with or without cause, at any time by action of the board of directors.

(c) An officer may resign at any time by delivering notice to the board of directors, the president, or the secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

(d) No removal or resignation as provided in Section 3.2(b) or 3.2(c) shall prejudice the rights of any party under a contract of employment.

**3.3 President.** The president shall preside at meetings of the board of directors, shall assure that the board of directors is advised on all significant matters of the corporation's

business, shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer, and shall have other powers and duties that may be prescribed by the board of directors or the bylaws.

**3.4 Vice President.** The vice president shall preside at meetings of the board of directors at which the president is absent and, in the absence of the president, shall have the other powers and perform the other duties of the president. The vice president also shall have other powers and perform such other duties that may be prescribed by the board of directors.

**3.5 Secretary.** The secretary shall prepare minutes of meetings of the board of directors and authenticate records of the corporation. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. If the corporation has a seal, the secretary shall keep the seal in safe custody. The secretary also shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

**3.6 Treasurer.** The treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with those depositories that may be designated by the board of directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the board of directors, and shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws. If required by the board of directors, the treasurer shall give the corporation a bond in an amount and with the surety specified by the board of directors for the faithful performance of the duties of the treasurer's office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The treasurer also shall have other powers and perform other duties that may be prescribed by the board of directors.

**3.7 Assistants.** The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Those assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform those duties that are prescribed by the board of directors.

## **SECTION 4. NONDISCRIMINATION**

The corporation shall not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

## **SECTION 5. INDEMNIFICATION**

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit



Business Corporation Act any person who has been made, or is threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Business Corporation Act in effect at the time of determination.

## **SECTION 6. GENERAL PROVISIONS**

### **6.1 Amendment of Bylaws.**

(a) The board of directors may amend or repeal these bylaws or adopt new bylaws by majority vote.

(b) Whenever an amendment or a new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in that book and place.

**6.2 Inspection of Books and Records.** All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required by law.

**6.3 Checks, Drafts, etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by the person or persons and in the manner that shall be determined from time to time by resolution of the board of directors.

**6.4 Deposits.** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board of directors or officers of the corporation designated by the board of directors select, or be invested as authorized by the board of directors.

**6.5 Loans or Guarantees.** The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. The corporation may not lend money to or guarantee the obligation of a director of the corporation unless the corporation's board of directors determines that the loan or guarantee benefits the corporation and either approves the specific loan or guarantee or a general plan authorizing the loans and guarantees. The fact that a loan or guarantee is made in violation of this Section 6.5 does not affect the borrower's liability on the loan.

**6.6 Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or

engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

**6.7 Insurance.** The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

**6.8 Severability.** A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

The foregoing bylaws were duly adopted by the board of directors of \_\_\_\_\_ on \_\_\_\_\_, 2017.

/s/  
Secretary