

MT. HOOD FOREST HOMEOWNER'S ASSOCIATION

RESTATED BYLAWS

OF

MT. HOOD FOREST HOMEOWNER'S ASSOCIATION

ARTICLE I. NAME

Section 1. Name: The name of this organization is the MT. HOOD FOREST HOMEOWNERS ASOCIATION (hereinafter referred to as MHFHA).

Section 2. Governance: The MHFHA is a nonprofit 501(c)(4) mutual benefit corporation organized in 1992 and existing under the laws of the State of Oregon.

ARTICLE II. PURPOSE

The purpose of MHFHA is to represent the interests of the Homeowners of the MHFHA membership by:

- Being an advocate for MHFHA interests;
- Providing an organization to represent its members with the Mt. Hood National Forest, other governmental authorities and agencies, other permittee associations and others regarding issues common to its members;
- Providing an open process by which all members of the Association may involve themselves in the affairs of the community;
- Maintaining and enhancing the livability of the area by establishing open lines of communication and liaison between the community, government agencies and other associations;
- Initiating and furthering projects and activities which will enhance the livability of the community; and,
- Representing the interests of the MHFHA members when promoting educational and environmental purposes.

Notwithstanding any statement of purposes or powers aforesaid, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

ARTICLE III. USE OF NAME

Section 1. Policies and Program. The policies and program of MHFHA shall be binding on all members and no member shall use the name of MHFHA to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Proper use of Name and Logo. The name and logo of MHFHA may be used only by individuals and groups acting in a lawful and ethical manner, consistent with MHFHA policies and procedures and only with the written consent of the President or Board of Directors.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Individual Memberships: Membership in the MHFHA shall be open to recreation residence permittees, co-owners of recreation residences and their families on land under USFS permit in the Mt. Hood National Forest.

Section 2. Other Types of Memberships: The MHFHA Board of Directors shall have the authority to establish such other types of membership as the Board may determine to be in the best interest of the Association and to prescribe the dues and regulations applicable thereto.

Section 3. Non-Discrimination: The MHFHA shall not discriminate against individuals, or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

Section 4. Dues: The MHFHA annual dues for individual members shall be established by majority vote of the Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount and the rationale for the change at least 30 days prior to the vote. New members may join at any time with dues payable to the Treasurer upon joining and subsequently on or before January 1.

Section 5. Rights of Members: Only dues paying members of the MHFHA shall have the right to be elected to the Board of Directors, to hold an office and to participate, share and enjoy the privileges of the Association.

Section 6. Responsibilities of Members: Every MHFHA member shall be responsible for the dues and assessments recommended by the Board of Directors and may participate, share and enjoy the privileges of the Association.

ARTICLE V. FINANCIAL AFFAIRS

Section 1. Fiscal Year: The fiscal year shall be January 1 through December 31.

Section 2. Financial Policies: The MHFHA shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws including an annual financial examination.

Section 3. Budget: The annual budget for the MHFHA shall be prepared by the Treasurer and the President, with review and approval by the Board of Directors. The Board shall have the authority to revise the budget within available income.

Section 4. Dues, Contributions and Fundraising: Dues or membership fees may be required or charged by the MHFHA. Voluntary contributions to the MHFHA will be accepted. Further, the MHFHA may sponsor and conduct activities to raise funds for the MHFHA if authorized by the membership or the Board of Directors.

ARTICLE VI. MEETINGS OF THE MEMBERSHIP

Section 1. There shall be an annual membership meeting. The Board of Directors shall set the date, place and time of the annual meeting. Written or electronic notice of the time and place of the meeting shall be sent to all members at least thirty (30) days prior to the date of such meeting. The purpose of the meeting shall be to receive reports of the activities and financial condition of the Association, elect Directors, and to transact such other business as may properly come before it.

Section 2. Special membership meetings may be called by the President, a majority of the Board of Directors, or on the written request delivered to the Secretary signed by not less than ten (10) members of the Association. Members shall be notified in writing or electronically of such special meetings no fewer than thirty (30) days before the meeting unless an emergency is declared. The notice for any special meeting must contain the purpose(s) for the meeting.

Section 3. Participation. Any annual or special meeting, or the meetings of any committee of the MHFHA, is open to any member who desires to be heard. All actions or recommendations of the yearly or special meeting, including minority reports, shall be communicated in the next newsletter.

Section 4. Voting. Only one vote may be cast for each permit represented at a meeting of the members. The vote for a permit may be cast by any permittee, co-owner, or family member of the permit as set forth below. The member voting must be present at the meeting. Proxies are not permitted. The vote for a permit cannot be divided. The member entitled to cast the vote on behalf of a permit is as follows:

- a. Where a vote cast on behalf of a permit is cast by a permittee, the vote shall be the vote for the permit notwithstanding the protest or contrary vote by any one or more of the co-owners or family members of the permit.
- b. Where a permit is represented by two or more members who are permittees who do not agree regarding the vote to be cast, the vote for the permit cannot be cast.
- c. In the absence of a member who is a permittee, any co-owner or family member of the permit may cast the vote for the permit in the absence of a protest or contrary vote by any other member who is a co-owner or family member of the permit. Where a protest or contrary vote is made by another member who is a co-owner or family member of the permit, the vote cannot be cast.

Section 5. Quorum. The members present and entitled to vote at any yearly or special meeting shall constitute a quorum. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of noticed business except that a two-thirds (2/3) vote shall be required to adopt amendments to these Bylaws.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee shall nominate candidates for the Board of Directors.

- a. Composition and Appointment: The Committee shall be composed of three (3) applicants from the membership appointed by the Board of Directors. The Board shall appoint one of the three as Chair for the Committee.
- b. Terms: The Nominating Committee shall be appointed at least three (3) months prior to the annual meeting and serve for one year or until their successors are appointed.

Section 2. Nominations

- a. The Board shall notify the Chair of the Nominating Committee the number of Directors to be elected by the membership and request nominations.
- b. The Nominating Committee shall submit the names of one or more willing nominees for each position to be filled. The names shall be published for the membership at least 30 days prior to the election.
- c. The election shall occur at the annual meeting of the membership.
- d. For election to the Board of Directors a plurality of the votes cast shall be necessary.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Members. The Directors, including the elected Officers, shall constitute the Board of Directors of MHFHA and are entrusted with the administrative authority and responsibility of this Association.

Section 2. Powers and Duties. The Board of Directors shall have the general power to:

- a. Provide oversight to ensure the proper administration of the affairs of MHFHA; elect the Officers of the Association; carry out its policies, financial administration, and programs; exercise control and oversight of its website and supervise the Webmaster; and perform such acts as permitted by law, the adopted Parliamentary Authority and/or these Bylaws;
- b. Act for the MHFHA between meetings of the membership;
- c. Adopt rules to govern its proceedings;
- d. Designate standing committees consistent with the means and purposes of the MHFHA;
- e. Establish special committees as needed;
- f. Determine date and location for any official meetings of the board or the MHFHA membership;
- g. Perform other duties as needed.

Section 3. Meetings

- a. Regular quarterly meetings. Regular meetings of the Board of Directors shall be held on a quarterly basis at such time and place as may be designated. All elected Directors including the Officers are expected to be in attendance. General business of the MHFHA will be discussed and reported to its members via newsletter that is sent to all members no less than once per year and posted on the official Website.
- b. Special Meetings. Special meetings of the Board may be called by the President, a majority of the Board of Directors or a written request delivered to the Secretary signed by not less than ten (10) members of the Association. Written or electronic notice of the time and place of the meeting shall be sent to all members at least thirty (30) days prior to the date of such meeting.

Section 4. Participation. The Board of Directors may allow any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating may simultaneously hear or read the others communications during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Board will take effect if passed by the majority (6) of the fixed number of Directors.(11)

Section 5. Voting between Meetings. Between meetings of the Board of Directors, a written and/or an electronic vote may be taken at the request of the President on any question submitted to the Board members in writing. Voting shall close ten (10) days after the question has been submitted to the members of the Board of Directors. Responses must be received from two-thirds (2/3) of the members of the Board of Directors and the response from each member of the Board must be filed with the minutes of the Board of Directors meeting. The vote shall be counted and shall have the same effect as if cast at an in-person Board meeting.

Section 6. Quorum. The quorum for a meeting of the Board of Directors shall be a majority (6) of the fixed number of Directors (11) unless otherwise specified by these Bylaws. There shall be no proxy voting.

ARTICLE IX. DIRECTORS AND OFFICERS

Section 1. Board of Directors: The Board of Directors of the MHFHA shall be members of the MHFHA and shall be elected by the membership at the annual meeting. There will be eleven (11) Directors.

Section 2. Elected Officers: The Board of Directors shall elect Officers from its membership at or as soon after the annual meeting as may be practical. The elected Officers shall be a President, Vice President, Secretary and Treasurer.

- a. Term: The term of office begins with the close of the meeting at which he/she is elected. Each Officer shall serve for a period of three (3) years or until their successor is elected or appointed and takes office or until their resignation or removal.
- b. Resignation: An Officer or Director may submit a resignation at any time to the President or Secretary. If any Director is absent three (3) consecutive meetings without good and sufficient reason, the Board may consider that member to have resigned and shall so notify him/her in writing.
- c. Removal from Office. An Officer or Director of the Association may be removed for any reason by a two-thirds (2/3) vote at an in-person meeting of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors.
- d. Vacancies. If for any reason a vacancy in any of the Offices or Directors of the MHFHA should occur, the Nominating Committee shall submit recommendations to the Board. The vacancy then will be filled by a majority vote of the Board of Directors for the remaining portion of the term.

Section 3. Duties: All Directors are expected to attend all quarterly board meetings, annual meetings and special meetings. Officers and Directors shall perform the duties described by these Bylaws, and/or the Parliamentary Authority adopted by the Association.

a. President. The President shall preside at all meetings of the membership and appoint the chairs and members of the various committees of MHFHA except the Nominating Committee. The President shall be the Chief Executive Officer of the MHFHA, may sign for receipts and disbursements, and shall have the general supervision and control of the business of the Association. The President shall be an ex-officio member of all committees except the Nominating Committee, and may appoint special committees as needed. The President shall be the official spokesperson of the Association.

b. Vice President. The Vice President shall assume the office of the President in the event of a vacancy in that office; perform all the duties of the President and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall have such other duties as may be prescribed by the President.

c. Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of the MHFHA. The minutes shall include a record of attendance, the substance of any topic and any discussion, and any motion, proposals, and/or resolutions and their disposition, and the results of all votes taken. Minutes of all regular and special meetings will be posted on the MHFHA Website and available for access by MHFHA members. The Secretary may supervise all correspondence of the Association.

d. Treasurer. The Treasurer shall keep or maintain or cause to be kept or maintained accurate and correct accounts of the business transactions of the MHFHA, including accounts of its receipts, disbursements, and surpluses or deficits. The Treasurer shall also keep an up-to-date roster of the members. The Treasurer shall give a report on the financial health of the Association at the annual membership meeting. The Treasurer shall have other duties as may be prescribed by the State of Oregon, the MHFHA President and by the adopted Parliamentary Authority.

ARTICLE X. COMMITTEES

Section 1. The Board of Directors of MHFHA will designate Standing and Special Committees as needed. The President will appoint MHFHA members to the Committees with the approval of the Board. Committees should have at least one Director appointed to each Committee and as many members to the Committee as needed.

a. Standing Committees:

(i). Website/Webmaster shall be under the supervision of and shall report to the Board of Directors. The Webmaster shall keep an up-to-date roster of the membership. That database is the exclusive property of the MHFHA. The President, one (1) Board member and the Webmaster shall determine content and access to the website;

(ii). Membership Committee: the Membership Committee will focus on recruiting, retaining and reclaiming members to the MHFHA;

(iii) Security Committee: the Security Committee will focus on issues of safety to MHFHA members and their personal properties;

(iv). Newsletter Committee: A MHFHA newsletter will be available at least once a year with additional issues when conditions warrant. The MHFHA newsletter will be available on the Website for access by members or by regular or email when requested to the committee chair.

(v). Others: Other Standing Committees may be appointed as needed.

b. Special Committees. The President may appoint Special Committees or Task Forces consistent with the means and purposes of the Association.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The MHFHA shall follow the most current edition of *Robert's Rules of Order Newly Revised* in the conduct of all meetings except where inconsistent with these Bylaws or with the requirements of the State of Oregon.

ARTICLE XII. INDEMNIFICATION

The Association shall indemnify to the fullest extent permitted by Oregon law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, administrative, investigative, or otherwise (including an action, suit, or

proceeding by or in the right of the organization) by reason of the fact that the person is or was a Director of the Association, or serves or served at the request of the organization as an Officer. This indemnification is provided if the person proceeded in good faith, reasonably believed the conduct was in the organization's best interests, the person had no reasonable cause to believe the conduct was unlawful. The right to and the amount of indemnification shall be determined by the Board of Directors, in accordance with the provisions of Oregon law in effect at the time of the determination.

ARTICLE XIII. AMENDMENTS TO THE BYLAWS

The provisions of these Bylaws may be amended at any yearly or special membership meeting by a two-thirds (2/3) vote of those members present and voting thereon, provided notice of the proposed amendments shall have been sent to each member at least thirty (30) days prior to the meeting at which such amendment(s) shall be acted upon; or if previous notice has not been given, by unanimous vote of those members eligible and voting. An amendment to the Bylaws of this Association shall become effective at the close of the meeting wherein adopted.

Adopted by the Steering Committee of the MHFHA on December 1, 1993

Amended March 2, 1994 at the Steering Committee meeting

Amended October 23, 2006 at the Board Meeting

Amended June 27, 2015 at the Annual Membership Meeting

Restated Bylaws adopted _____, 2016 at the Annual Membership Meeting