

BYLAWS OF
ROADS END IMPROVEMENT ASSOCIATION, INC.

ARTICLE I: PURPOSE

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

This corporation's primary purposes shall be:

1. To improve the services and viability for the residents and property owners of the area historically known as Roads End, Lincoln County, State of Oregon, an area annexed to City of Lincoln City on July 1, 2013 and whose boundaries are described in the attached map ["Roads End"].

2. To monitor the actions and activities of contractors, builders, and land users in the area, and if the resulting land use and buildings are not in accordance with current City, County, and State building codes, to urge and advocate that government officials take appropriate action.

3. To petition for such community services as may be beneficial for the health, safety and protection, comfort, and welfare of all residents, property owners, and visitors to the area.

4. To keep all members of the Corporation and interested residents informed of the activities of the Corporation through general meetings, newsletters, website, email, press releases, radio announcements or other available means.

5. To monitor City, County, and State regulatory bodies and to urge and advocate that their ordinances, zoning laws, and regulations are compatible with the environmental character of the Roads End area.

ARTICLE II: MEMBERS

Section 1. Classes and Voting. There shall be one class of members of this corporation. Each member shall be entitled to one vote on the Bylaws, dues amount, elections, removal of directors, major expenditures of \$1,000.00 or more, dissolution of organization, and major policy positions.

Section 2. Qualifications. A member is any property owner or resident of Roads End who applies for membership and is current in the payment of dues and is 18 years of age or older.

Section 3. Annual Meeting. The annual meeting will be held in March at a date determined by the Board of Directors. The annual meeting agenda will include the announcement for Board of Directors' nominations and Budget development.

Section 4. Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of at least five percent of the members of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 5. Notice of Meeting. Notice of all meetings of the members shall be given to each member at the last email address of record, or by first class mail, or by posting notice on the website and on road signs, or by any other reasonable means at least 6 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 6. Quorum and Voting. Fourteen (14) Members and the President or Vice President and the Secretary or designee shall constitute a quorum at all meetings of the membership. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provide differently.

Section 7. Voting by Ballot. The board may decide that any action which shall or may be taken at any annual, regular or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid when 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 was the same as the number of votes cast by ballot. The solicitation materials for the ballot shall indicate that the number of responses received will meet quorum requirements, shall state the percentage of responses necessary to approve each matter other than the election of directors and shall specify the date by which the ballot must be received by the corporation in order to be counted.

Section 8. Proxy Voting. There shall be no voting by proxy.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties. The affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number and Qualification. The number of Directors shall be seven. All Directors must be members.

Section 3. Term and Election. The term of office for Directors shall be two years and the

terms shall be staggered so that approximately one-half of the terms expire each year. A Director may be reelected without limitation on the number of terms s/he may serve.

The Board shall be elected by the Members, by Ballot, by mail-in election. The candidates receiving the most votes shall be elected to the open seats.

Section 4. Removal. Any Director may be removed, with or without cause, at a membership meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

Section 5. Vacancies. Board positions shall be identified as positions #1, #2, #3, #4, etc. and each position shall have a two-year term. If any Board position becomes vacant for any reason, the replacement individual shall continue the term assigned to that Board position. Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors on the Board of Directors.

Section 6. Quorum and Action. A quorum at a Board meeting shall be four Directors and one of the Directors must be the President or Vice President. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.

Section 8. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Special meetings of the board may be called by the President, by a majority of the Board or upon the written request of at least 15 members of the corporation delivered to the Secretary describing the purpose of the meeting. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail or email not less than two days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the Director at the address shown in the corporate records, is effective when mailed.

Section 9. Meeting by Telecommunication or Computer. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 10. Action by Consent. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

Section 11. No Compensation. No Director or officers shall receive compensation for performing their duties as director or officer.

ARTICLE IV: OFFICERS

Section 1. Titles. The officers of this corporation shall be the President, Vice President, Secretary and Treasurer. All officers must be Directors of the corporation. The Board of Directors shall prescribe the duties and authority of the officers.

Section 2. Election. The Board of Directors shall elect the officers to serve one year terms. An officer may be reelected without limitation on the number of terms s/he may serve.

Section 3. Vacancy. A vacancy of any office shall be filled by the Board of Directors for the duration of the vacancy.

Section 4. Removal. An officer may be removed with or without cause by the Board of Directors by a vote of a majority of the Directors present.

Section 5. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 6. President. The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 7. Vice President. The Vice President shall act in the place of the President if the President is unwilling or unable to act. The Vice President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 8. Secretary. The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintenance of current and accurate membership lists; and (e) any other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

ARTICLE V: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

ARTICLE VI: AMENDMENTS TO BYLAWS

The Members may vote to amend or repeal the Bylaws or adopt new ones by majority vote of the members voting by ballot. If at least five percent of the members of the corporation submit a proposed amendment to the Bylaws in writing to the Board, the Board shall submit the proposed amendment to the membership within 30 days of the receipt of the proposed amendment. Each member shall be given the notice of meeting required by these Bylaws and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. In amending or repealing a particular Bylaw, the members may provide expressly that the Board may not amend or repeal that Bylaw.

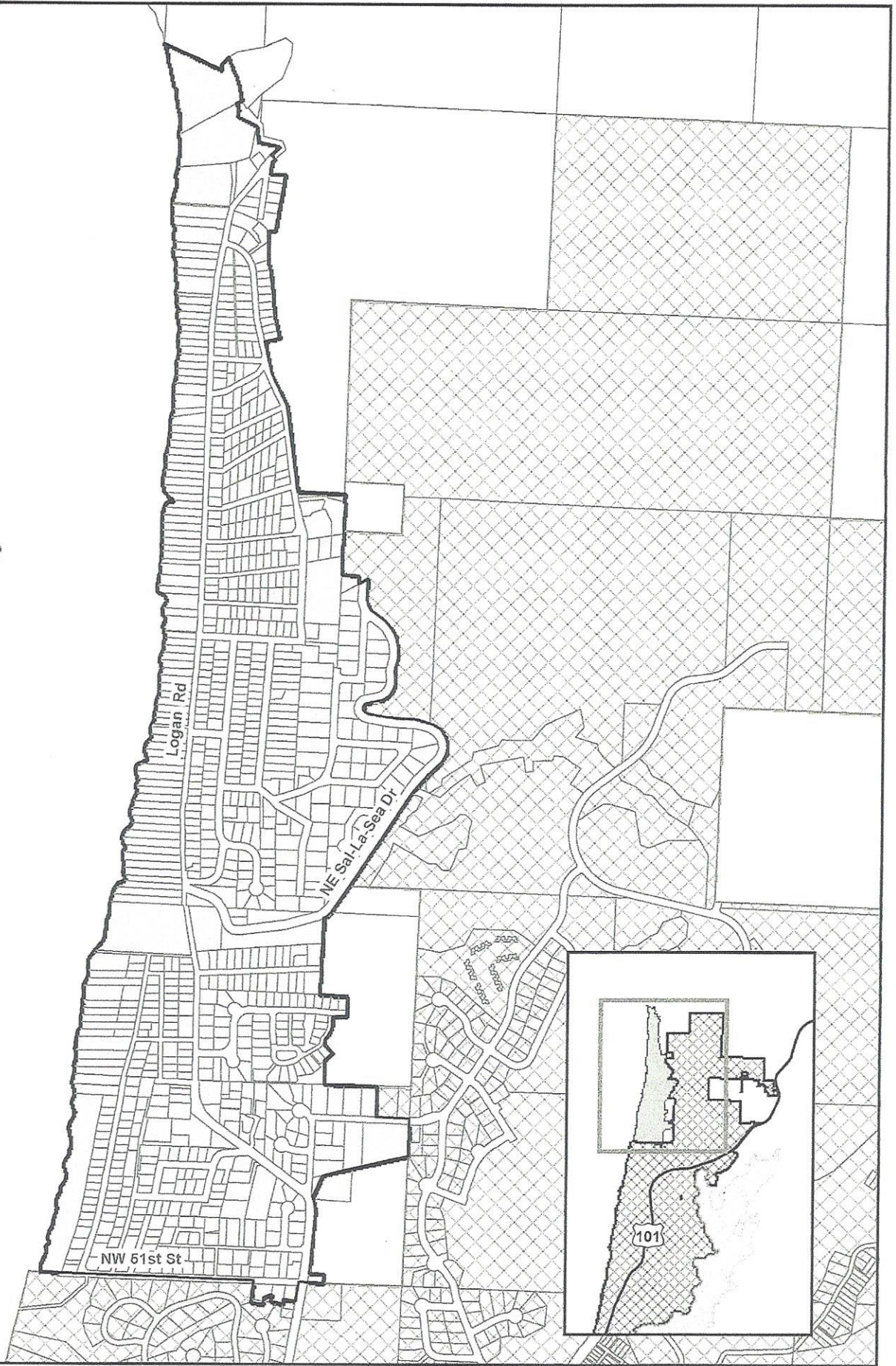
DATE ADOPTED: June 11, 2014

I certify that these Bylaws are a true copy of the Bylaws of this corporation.

SIGNATURE BY CORPORATE OFFICER:

Diana Hintz DATE: June 11, 2014

Pacific Ocean



Roads End Neighborhood Boundary



Annexation Boundary



Urban Growth Boundary



City Limits



March 1, 2012