

CEDAR BEND GOLF ASSOCIATION, INC.  
BY LAWS  
(Revised as of March 26, 2019)

ARTICLE 1  
Name and Location

SECTION 1 . The name of the corporation is CEDAR BEND GOLF ASSOCIATION, INC.

SECTION II. The principal office of the association shall be the permanent club house facility, at 34391 Cedar Valley Road, Gold Beach, Oregon 97444.

SECTION III. The association may also have offices at such other places as the Board of Directors may from time to time determine or as the business of the association may require.

ARTICLE II  
Purpose

FIRST, to stimulate interest in golf at Cedar Bend Golf Association by bringing together a group of golfers, desirous of maintaining a golfing organization.

SECOND, to promote and foster among the members a closer bond and fraternity for their joint and mutual benefit and to promote and converse the best interests and true sprit of the game of golf as embodied in it's ancient and honorable traditions.

THIRD, To encourage conformance to the USGA rules of golf by creating a representative authority.

FOURTH, to maintain a uniform system of handicapping as set forth in the USGA handicap system and issue USGA handicap Indexes to the Members.

FIFTH, to provide an authoritative body to govern and conduct club competitions.

### ARTICLE III Membership

SECTION I. Membership shall be available to all men/women 18 years of age or older and such other persons as are eligible and approved as provided in the articles of incorporation and bylaws. In addition, the Board of Directors may from time to time provide for organizational memberships as hereinafter defined, e.g. Business, Youth, and "Snowbird" categories.

SECTION II. There shall be kept a computerized membership list as part of the records of the corporation. Said list shall be kept at the clubhouse facility

SECTION III. The Board of Directors shall from time to time prescribe by rules application and procedures for persons and/or organizations to apply for membership in the association.

SECTION IV. Approval of any applications shall be made by a resolution adopted by a majority of the entire Board of Directors which resolution shall contain the amount, if any, of initiation fees and dues to be paid.

All membership categories, fees, and dues, shall be established by the Board of Directors from time to time in such amounts as they deem to be adequate to operate and maintain the club. Members shall be liable for dues until their written resignation has been received and accepted. All monies collected shall accrue to the benefit of the membership.

SECTION V. Any member may withdraw from the association by delivering his or her oral or written notice of withdrawal together with the payment of any fees and dues then owing to the club house manager. No part of the initial membership fee shall be refunded in case of withdrawal.

SECTION VI. A family membership shall be considered to cover only those in the immediate family and does not include married children or children twenty-one years of age or older. A family membership shall give all members of the family the right to use the facilities, subject to the rules and regulations of the corporation.

ARTICLE IV.  
Meeting of Members

SECTION I. The annual meeting of the members shall be held as provided in Section III of this Article, on the Fourth Sunday in the month of June in each year, beginning with the year 1971, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If for unavoidable reasons, the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be possible.

SECTION II. Special meetings of the members, for any purpose or purposes, may be called by the president or by the request of not less than one-fourth of all members of the association.

SECTION III. All meetings of the members shall be held at the club facilities owned by the association.

SECTION IV. Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be posted at the club house, e-mailed to the membership and/or delivered not less than seven (7), nor more than fifty days before the date of the meeting, either personally or by e-mail, or at the direction of the President, or the secretary, or the officers or persons calling the meeting, to each member of record and entitled to vote at such meeting.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the membership book of the corporation, with postage thereon paid. If notice is sent by e-mail it shall be presumed to be received on the day it was transmitted.

**SECTION V.** Twenty members of the association represented in person shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of a majority of the members at the meeting shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or Bylaws. If less than a majority is represented in person at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally scheduled. The members present at the duly reconvened meeting may continue to transact business until adjournment, notwithstanding the early departure of some members so as to leave less than a quorum.

**SECTION VI.** Each family membership shall be entitled to two votes upon each matter submitted to a vote at a meeting of members.

Cumulative voting shall not be allowed. Proxy voting is permitted. The existence of proxy votes shall not be considered in determining the existence of a quorum.

**SECTION VII.** At each election for directors, every member shall have a right to vote for as many persons as there are directors to be elected. Secret balloting shall be had on all directors at one time, for nominations made and seconded at the meeting and the nominees receiving the greatest number of votes shall be declared elected to the positions to be filled.

**SECTION VIII.** The order of business, so far as applicable, at any meeting of members shall be as follows:

(A) Roll Call



- (B) Reading notices and proof of mailing
- (C) Reading and disposition of minutes of last preceding meeting
- (D) Reports of officers
- (E.) Reports of directors
- (F) Unfinished business
- (G) New business
- (H) Election of directors
- (I) Adjournment provided that, in the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

## ARTICLE V

### Board of Directors

**SECTION 1.** The business property and affairs of the association shall be managed by the Board of nine directors, all of who shall be members of the association. In addition to the seven directors elected by the membership for three (3) year terms, the President of the Cedar Bend Men's Club and the President of the Cedar Bend Women's Club are designated to be members of the Board of Directors during the term of their presidency. Should either of these individuals already be on the Board of Directors, the respective club shall designate an alternate to serve on the Association Board of Directors Unless the provision is waived by a majority vote of the entire board of directors, the following provisions shall apply: a member may not serve on the Board of Directors while employed by Cedar Bend Golf Course, only one member of a family may serve on the Board of Directors, a member may not serve on the Board of Directors if related to an employee of Cedar Bend Golf Course

**SECTION 1(A)** At the annual meeting held June 20, 2017, a resolution was presented and passed by a majority vote of the membership to abolish all term limits on all members of the Board of Directors.

**SECTION II.** A regular meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after and at the same place as the

annual meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION III. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors shall fix the time and place for the holding of such meeting.

SECTION IV. Notice of any special meeting of the board shall be given by written notice personally delivered at least two days previously thereto or e-mailed or mailed at least five days previous thereto to each director at his address as shown by the association's records. If e-mailed such notice shall be deemed to be received on the day of it's transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any , director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

SECTION V. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION VI. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or the bylaws.

**SECTION VII.** Any vacancy or vacancies occurring on the Board of Directors for any reason other than the removal of a director by the membership may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**SECTION VIII.** A director may be removed from office, with or without cause, by a majority vote of the members represented at any meeting at which there is a quorum, provided that notice of such proposed action shall have been duly given to the members in the notice of the meeting. The director involved shall be given full opportunity to be heard at such meeting, in person or by counsel. Any vacancy created by the removal of the director shall be filled by the vote of the members at the same meeting at which such removal shall take place.

**SECTION IX.** Any director may resign from his or her position as a director and any office to which the Board of Directors has elected him, by making a simple statement to that effect in a letter addressed to the Vice President of Clubhouse Operations. Such resignation shall take effect immediately upon receipt of said letter by the Vice President of Clubhouse Operations, who shall thereupon notify the remaining members of the Board.

**SECTION X.** If any director or officer participates in the proceeds realized by any outside business, firm or organization, from dealings with the association or if he or she competes in any way to the detriment of the business of the association on his private account, he shall immediately vacate his directorship and any office he or she may hold in the corporation.

**SECTION XI.** A director of the association who is present at a meeting of the Board of Directors at which action on any association matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Treasurer of the association within twenty-four hours after the

adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION XII. Directors or officers of the association shall not be paid or receive, directly or indirectly, due to their offices, any profit or pecuniary advantage from the corporation, but they may be repaid by the association for any authorized expenses actually incurred by them in the performance of the official business of the corporation.

SECTION XIII. The Board of Directors from time to time may adopt and promulgate such rules and regulations in relation to the operation of the association as it may deem necessary, provided, however, that any rules and regulations so adopted may be altered or amended by a majority vote of the members present at any annual or special meeting. In times of emergency, the Board of Directors may adopt such additional special rules and regulations as may be deemed necessary and expedient for the proper use of the facilities of the association by the members, which special rules and regulations shall cease to be of any force and effect upon termination of the emergency requiring the same.

SECTION XIV. The association shall indemnify its officers, directors, committee members, agents and employees in accordance with these procedures and to the fullest extent allowed under the Oregon Business Corporation Act, ORS Chapter 60.

The association shall indemnify any and all of its directors, officers former directors, former officers, employees and any person who may have served at its request against reasonable expenses, including without limiting the generality of the foregoing, attorney's fees, costs and amounts paid as fines actually incurred by such person in the defense, compromise or settlement of any claim, or any actual or threatened action, suit, or proceeding including administrative, civil or criminal proceedings, in which such person is, was, or may be made a party by reason of being or having been a director or officer, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the

corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The determination that indemnification is permissible and the determination to pay for or reimburse reasonable expenses shall be made by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding. If a disinterested quorum cannot be obtained, then by a majority vote of the members of the association assembled at a special meeting.

The provisions of this Section for indemnification and advance of expenses are not deemed to be a limitation on any indemnification, insurance or other rights by the corporation's directors, officers, employees and agents and former directors, officers, employees and agents.

Any indemnification of a director, including any payment or reimbursement of expenses, shall be reported to the members within thirty days in writing.

## ARTICLE VI

### Officers

SECTION I. The officers of the association shall be a President, a Vice-President Grounds Operations, Vice President Club House Operations, and Secretary. Each officer shall be a Director and shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

SECTION II. The officers of the association to be elected by the Board of Directors shall be elected at the first meeting of the Board and annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinbefore provided.

**SECTION III.** The Board may remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interests of the association would be served thereby. The Board of Directors for the unexpired portion of the term may fill a vacancy in any office from any cause.

**SECTION IV.** The president shall have the following powers and duties.

(A) He or she shall be the principal executive officer of the association and, subject to the control of the Board of Directors, shall have the general supervision and management of the business of the corporation.

(B) He or she shall preside at all meetings of members and of the Board of Directors.

(C) He or she shall see that all orders and resolutions of the Board of Directors are carried into effect.

(D) He or she may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

(E) He or she shall in general perform all other duties and exercise all powers incident to the office of President and as may be prescribed by the bylaws or by the Board of Directors.

**SECTION V.** The Vice-President of Club House Operations, in the absence of the President, or, in the event of his death, or his inability or refusal to act, shall perform the duties of the President, and when so acting, the Vice-President of Club House Operations, shall have all the powers and be subject to all the restrictions applicable to the President and he shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

**SECTION VI.** The Vice-President Grounds Operations, shall be the officer responsible for:

(A) The management of all activities involving the care and



maintenance of the fairways, greens and grounds equipment and facilities.

(B) The preparation of the yearly budget for the above mentioned activities to be approved by the members of the Association.

(C) Reporting any budget variance to the Board on a monthly basis.

SECTION VII. The Vice-President Club House Operations, shall be the officer responsible for:

(A) The management of all activities in the Club House and the cart storage area.

(B) Implementing the pricing policy approved by the Board and Association members.

© The preparation of the yearly budget for the above activities to be approved by the members of the Association.

(D) Reporting any budget variance to the Board on a monthly basis.

(E) Arranging the receiving, disbursing and giving receipts for monies due and payable to the association from any source whatsoever, and shall deposit all funds of the association not otherwise employed to the credit of the association in such depositories as may be selected by the Board of Directors.

(F) Shall give to the Board of directors, whenever requested, an account of all his or her transactions as Vice-President of Club House Operations and of the financial condition of the corporation.

(G) He or she shall coordinate the preparation of the yearly budget and audit its implementation.

(H) He or she shall oversee the activities of the Association's accountants.

SECTION X. The Secretary shall have the following powers and duties:

(A) He or she shall attend all meetings of the members and of the Board of Directors and preserve in the books of the association true minutes of the proceedings of all such meetings.

(B) He or she shall conduct the correspondence of the association and see that all notices are duly given in accordance with the bylaws or as required by law.

(C) He or she shall be custodian of the records and the seal of the



association and see that the seal is affixed to all documents of the association the execution of which on behalf of the association under its seal is duly authorized.

(D) He or she shall have general charge of the membership book of the corporation.

(E) He or she shall in general perform all other duties and exercise all powers incident to the offices of Secretary and as may be prescribed by the bylaws or by the Board of Directors.

SECTION X. In addition to the officers herein provided for, the Board of Directors may appoint and fix the duties and salaries or compensation of any attorney or attorney in fact, general manager and such other agents and employees as the Board may deem necessary to carry on the business of the corporation, provided however, that such appointees shall not be directors or officers of the corporation.

## ARTICLE VII

### Contracts, Loans, Checks and Deposits

SECTION I. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the names of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION II. No loan shall be contracted on behalf of the association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, and no loan. (Any more than \$30,000 shall be contracted on behalf of the corporation unless also approved by the membership convened in a regular or special meeting).

SECTION III. All checks, drafts or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION IV. All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE VIII

### General Management and Fiscal Policies

SECTION I. The fiscal year of the association shall commence on the 1st day of May of each year and shall end on the 30 day of April of the following year.

SECTION II. The Vice President of Clubhouse Operations shall, after the end of each fiscal year, prepare and submit to the association a statement of the finances of the corporation, including such items as total income from all sources, total expenses, reserves and net worth. The Board of Directors shall, prior to the annual meeting, prepare a budget and submit the same at the annual meeting for approval.

SECTION III. The books of the Vice President of Clubhouse Operations shall be audited at least yearly by such public accountant as the Board of Directors may designate, and the report of audit shall be submitted to the association at each annual meeting. The books of the Treasurer shall be open at any reasonable time for inspection by any member of the corporation.

SECTION IV. The Board of Directors may suspend any member's membership privileges if such dues, fees or assessments are not paid within fifteen days after their due date. The Board may cancel any member's membership certificate if such dues, fees, or assessments are not paid within forty-five days from their due date. Additionally, the Board may pursue such other legal means of collection of any amounts owing to the association as the Board may determine expedient.

SECTION V. An officer of the association authorized to receive or disburse money for or on behalf of the association shall be required to give the association such bond for the proper discharge of his or her duty as the directors may require.

SECTION VI. All disbursements of the funds of the association when paid in cash shall be evidenced by proper receipt.

SECTION VII. The Board of Directors may establish and collect such fees as it

determines proper for the use of the facilities of the association by non-members if such use is permitted by the corporation.

SECTION VIII. The Board of Directors may fix and enforce such penalties to be applied against users of the facilities of the corporation, including the suspension or cancellation of membership rights, as the board determines necessary to assure the proper carrying out by the association of its purposes, the protection of property of the corporation, and the equitable use of the facilities of the association by all users.

SECTION IX. The Board of Directors is empowered to employ a manager for the facilities and such additional labor required for maintenance and improvements on association controlled property. The duties and responsibilities of such manager and employees shall be determined by the Board.

SECTION X. The Board of Directors may levy assessments upon the members of the association for the purpose of paying operation and maintenance expense, and obligations of the corporation. The Board of Directors may levy assessments for the acquisition by the association by purchase, lease or otherwise of additional land, or for improvements, provided however, that no such levy for land acquisition or improvements shall be made unless sixty six percent (66%) of the members have given their written consent thereto. In the event an assessment is made, the Secretary shall give written notice thereto to the members and include in said notice the due date of the assessment.

Upon failure of any member of the association to pay such assessment within forty-five days after the same shall become due, the association, in addition to the remedies set forth in Section IV above, may recall and repossess the delinquent member's membership, with or without legal process. The Board of Directors shall levy assessments upon the membership in the event there are insufficient funds for operation, management and debt retirement. The written consent of the membership shall not be necessary to such an assessment.

## ARTICLE IX

### Waiver of Notice

Unless otherwise specifically provided herein or by statute, whenever any notice is required to be given to any member or director of the association under the provisions of the bylaws, the articles of incorporation, or the laws of

the State, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X  
Action Without a Meeting

Any action required by the bylaws, the articles of incorporation, or the laws of the State to be taken at a meeting of the members or directors of the corporation, or any action which may be taken at a meeting of members or directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or all of the directors, as the case may be.

ARTICLE XI  
Amendments to the Bylaws

The Board of Directors shall have the power to repeal or amend any of these bylaws provided that such action shall not be effective until approved by a majority vote of the members of the Cedar Bend Golf Association, Inc. At a meeting held in accordance with these bylaws.

- Amended October 2016, June 2018, and March 2019