October 5, 2026 Bylaws and Articles

BYLAWS OF PINE GROVE COMMUNITY HOUSE, INC.
A NOT-FOR-PROFIT CORPORATION

ARTICLE I: ORGANIZATION

The name of the organization shall be "Pine Grove Community House, Inc."

ARTICLE II: PURPOSE

A. Pine Grove Community House, Inc. ("Pine Grove") shall be organized, operated and exist exclusively to provide to the community cultural activities focused on charity, education, science, literature and the historic preservation of its building facility located at 225 Laneda Avenue, Manzanita, Oregon 97130, a property listed on the National Register of Historic Places.

B. Subject to the limitations stated in the Articles of Incorporation, the purpose 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 and Section 501(c)(3) of the Internal Revenue Service.

ARTICLE III: MEMBERSHIP

A. Members of Pine Grove provide financial support to the organization through payment of dues. Additionally, members assist the organization in the fulfillment of its purpose through organizing and supporting activities. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

B. Any person may become a member on payment of dues for the current calendar year, except that such dues for the current year shall be waived for a person joining the organization in the fourth quarter of a calendar year, with payment of dues for the next year.

C. Annual membership dues shall be based on a calendar year. A member whose dues are unpaid for the previous calendar year shall be ineligible to serve as an officer or member of the Board of Directors in the current year and shall be removed from the membership list.

D. The amount of annual membership dues shall be fixed and may be changed from time to time, by vote of the membership, upon recommendation of the Board of Directors.

ARTICLE IV: MEETINGS

A. The annual membership meeting of the Pine Grove Community House shall be held on the third Tuesday of November each year. If, for any reason, the meeting cannot be held on that date, the Board of Directors shall fix the date, but it shall not be more than one month from the date fixed by these Bylaws. At the annual meeting, the President and any other officer the Board of Directors or the President may designate, shall report on the activities and financial condition of the corporation and shall elect Directors in accordance with Article VI C and any applicable provision of Oregon law.

B. Membership meetings shall be held monthly, at least ten times each year, on the third Tuesday of each month, except for July and August, at the Pine Grove Community House.

C. Special Meetings of the membership:
    a. Shall be held on the call of the President or on the call of 5% of the membership who shall submit a written demand for the meeting to the Secretary describing the purpose for such meeting.
    b. The Secretary of the Board of Directors shall give notice of a special meeting to members in a fair and reasonable manner and shall describe the date, time, place and purpose of the meeting in accordance with any applicable provision of Oregon law.
    c. No other business shall be acted upon at such a meeting.
    d. The presence of at least ten percent (10%) active members at a Special Meeting shall constitute a quorum and a majority of votes will represent the will of membership.

ARTICLE V: VOTING

A. The presence of at least ten percent (10%) active members shall constitute a quorum and shall be necessary when a vote of the membership is required.

B. If a quorum is present, the majority of votes represented, and voting is an act of the membership in accordance with any applicable provision of Oregon law.

C. At all meetings, all votes shall be by voice with a raise of hands if votes need to be counted.

D. At the request of five or more members, voting may be by ballot, in a manner that will not indicate who cast such ballot. Three independent individuals appointed by the President prior to the vote shall count ballots.

E. Alternatively, if circumstances preclude an in-person meeting, a virtual/video meeting of the membership where all attending members can hear each other may be called by the Board of Directors. Finally, if an in-person or virtual meeting is not possible, voting may be offered via electronic (i.e., email) ballot at the discretion of the Board

of Directors. An email ballot will be sent to the membership with a deadline of at least 48 hours before the votes are counted. On the "Vote by" date, the President or other officer of the Board will count all votes that have been cast. If a quorum of 10% of active members' votes are returned, a majority vote will prevail.

F. There shall be no proxy voting.

ARTICLE VI: BOARD OF DIRECTORS

A. DUTIES: The affairs of the Pine Grove Community House shall be managed by the Board of Directors. The Directors shall be responsible for the management and maintenance of the building and its surrounding grounds. Officers and Directors of the Pine Grove Community House will act in conformance with established policies as agreed upon by the Board of Directors

B. NUMBER: The number of Directors may vary between a minimum of five (5) and a maximum of thirteen (13). This number shall include the officers of the Organization, as described in Article VII, and shall also include ex-officio members who have voting and/or non-voting privileges.

C. DIRECTOR ELECTION: Directors shall be elected by the members by majority vote at the annual membership meeting of the Pine Grove Community House. The Nominating Committee (Article VIII, Section B, Item 2) shall present a slate of eligible candidates for election to the Board of Directors, and the President shall allow for nominations from the membership. Directors shall be elected for a term of three years, with one third of the Directors elected each year, on a staggered basis.

D. OFFICER ELECTION: Following election of Directors in the annual meeting, Directors-elect shall be invited to attend the December board meeting. At the December board meeting, the Nominating Committee shall present a slate for officers, for vote only by current Directors, although Directors-elect of the Board shall be invited to ask questions of the nominating committee regarding the slate.

E. TERMS: Directors and officers shall take office January 1st following the November annual meeting. Each Director may serve no more than two consecutive three-year terms without at least one year's absence from the Board. A Director thus absent from a board position may serve without restriction on an appointed committee. Each officer shall serve a one-year term and may be re-elected to office within their terms as Directors.

F. EX-OFFICIO MEMBERS:
    1. The President of the North Tillamook County Women's Association (NTCWA), or her designee, shall serve as a Director with full voting privileges. Her term of office as a Director will be governed by her position as elected by the membership of the NTCWA.

2. A representative of the Nehalem Valley Historical Society shall serve as a non-voting Director. Their term is at the discretion of the Nehalem Valley Historical Society.
3. Ex-officio members are not subject to the term limits described in section VI, C, above.

G. VACANCIES AND REMOVAL: A Director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The members may remove a Director with or without cause by a majority vote of the membership at a meeting called for such purpose with notice per applicable Oregon law. All vacancies created by written resignation, death or removal may be filled by majority vote of the remaining Directors at any meeting, upon recommendation of the Nominating Committee. A Director thus elected to fill any vacancy shall hold office for the unexpired term of the predecessor and will be eligible to serve two complete three-year terms upon subsequent election.

H. MEETINGS:

1. The Board of Directors of the Pine Grove Community House shall meet monthly at a time decided upon by the Directors, preferably one week prior to each of the ten monthly meetings of the Membership, and during July and August, as deemed necessary by the President and Directors.
2. A majority of the number of Directors then serving on the Board of Directors shall constitute a quorum. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors except in the following situations where the law requires a majority vote of all Directors in office: (1) in the event the Board amends the Articles of Incorporation, or (2) establishes committees with board functions as provided under Oregon law, or (3) sells assets not in the course of business, mergers, or dissolutions.
3. Special meetings of the Board of Directors may be called by the President or any three Directors. Notice of special meetings, describing the date, time, place and purpose of the meeting shall be delivered to each Director either personally, by telephone, by email or by mail, not less than two days prior to the special meeting.
4. Meetings by Remote Communication. Unless otherwise provided in the Articles of Incorporation or Bylaws, any regular or special meeting of the Board of Directors may be held by any means of communication—including telephone conference or video communication—by which all Directors participating can simultaneously hear and communicate with each other during the meeting. All participating Directors shall be deemed present in person at such meeting.
5. Voting at meetings of the Board of Directors shall follow the same format as at membership meetings, as set forth in Article V, sections B and C.

I. COMPENSATION: The members of the Board of Directors of the Pine Grove Community House shall serve without compensation, provided, however, that the Directors may be reimbursed for actual expenses incurred while acting as a Director in accordance with internal control policies adopted by the Finance Committee.

J. ACTION BY CONSENT: Any action required by law or by these Bylaws to be taken at a meeting of the Board of Directors, or any action that may be taken at a Board of Directors meeting, may be taken without a meeting if a consent in writing, including email which can be seen by all directors, setting forth the action to be taken or so taken, shall be approved by all Board Members.

ARTICLE VII: OFFICERS

A. Officers of the Pine Grove Community House shall be President, Vice President, Secretary and Treasurer. The Nominating Committee shall make a slate of candidates available to the members a week in advance of the annual meeting.

B. Ex-officio Board Members shall be ineligible to serve as officers while serving in their ex-officio positions.

C. The President, Vice President, Secretary and Treasurer shall be elected for one year, and may be reelected to office within their terms as Directors, as set forth in Article VI, section D.

D. A vacancy of the office of President, Vice President, Secretary or Treasurer shall be filled by the Board, based upon the recommendation of the Nominating Committee, no later than the first regular meeting of the Board of Directors following the vacancy. An officer filling a vacancy shall hold office for the unexpired term of the predecessor. An officer may resign at any time by delivering notice in the manner described for a Director in Article VI. Sec. E. An officer may be removed with or without cause by a vote of the majority of the Directors then serving.

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

F. Duties of Officers

1. The President shall be the chief executive officer of the Pine Grove Community House and shall act as Chair of the Board of Directors and shall perform or cause to be performed the following duties:
    a. Set the agenda for and convene the monthly meetings of the Board of Directors as well as the monthly meeting of the membership.

b. Appoint chairs of standing committees from the membership of the Board of Directors as described in Article VIII, except as otherwise defined by these Bylaws.

In addition, The President shall have such other duties as may be prescribed by the Board of Directors and may serve on every committee, except for the Nominating Committee.

2. The Vice President shall perform the duties and exercise powers of the President at such time as the President is unable to act, and such other duties as the Board of Directors shall prescribe.
3. The Secretary shall perform, or cause to be performed, the following duties:
   c. Official recording of the minutes of all proceedings of the Board of Directors
   meetings and actions
   d. Official recording of the minutes of the general membership meetings and actions
   e. Provision for notice for all meetings of the Board of Directors and for notice for special meetings of the membership
   f. Authentication of the records of the Pine Grove Community House
   g. Availability of approved Board minutes to the general membership
   h. Performance of other duties as may be prescribed by the Board of Directors
4. The Treasurer shall have overall responsibility for all corporate assets. The Treasurer shall chair the Finance Committee, as described in Article VIII. In addition, the Treasurer shall perform, or cause to be performed, the following duties:
   a. Keeping full and accurate accounts of all financial records of the corporation,
   b. The deposit of all monies and other valuable effects in the name and to the credit of the Pine Grove Community House in such depositories as may be designated by the Finance Committee,
   c. The disbursement of all funds when proper to do so,
   d. Making financial reports as to the financial condition of the Pine Grove Community House to the Board of Directors, and
   e. Any other duties as prescribed by the Board of Directors.

ARTICLE VIII: COMMITTEES

A. The Executive Committee shall include all the officers of the Pine Grove Community House and may include other Directors as the Board may appoint.
   1. The Executive Committee shall have such powers and shall perform such duties as may be delegated and assigned to the Executive Committee by the Board of Directors.
   2. All actions taken by the Executive Committee shall be by majority of those serving on the Committee if taken at a meeting or by unanimous written approval if taken without meeting. Action by the Executive Committee shall be reported to

the Board of Directors and shall be subject to revision or approval by the Board of Directors.

3. Meetings of the Executive Committee shall be called from time to time, at the request of any member thereof. Vacancies in the membership of the Executive Committee shall be filled by the President.
4. The Executive Committee shall be responsible for maintaining and executing a conflict of interest and recusal policy for Officers and Directors of the Pine Grove.

B. Committees and Task Forces:
   1. Finance Committee:
      a. The Finance Committee is a standing committee that shall be responsible for preparing and overseeing the annual budget of the Pine Grove Community House and presenting it to the Board of Directors for approval.
      b. The Finance Committee shall be chaired by the Treasurer of the Pine Grove Community House and shall include such others as the President may appoint.
      c. The Finance Committee shall be responsible for maintaining and executing an internal control policy.
   2. Nominating Committee:
      a. The Nominating Committee is a standing committee that shall present a slate of nominees to the Board of Directors and the general membership, to be voted on at the annual meeting of the Membership in November of each year.
      b. The Nominating Committee shall present a slate of Nominees for officers to the Board of Directors to be voted on at the Board of Director's meeting in December. Directors and officers thus elected shall take office on January 1st.
      c. The Nominating Committee shall, from time to time nominate individuals to fill vacancies as they occur on the Board of Directors or Officers.
      d. The Nominating Committee shall be comprised of three Directors and two individuals from the general membership. Every effort shall be made to stagger terms so that one third of the Board membership will retire each year.
      e. The Nominating Committee shall be chaired by a member of the Board of Directors.
   3. Other Committees:
      a. The President, on advice from the Board of Directors, may establish such other committees as it deems necessary and desirable. Such committees shall be advisory committees and shall report to the Board of Directors.
   4. Committee Operations:
      a. Committee chairs shall be responsible for developing an annual checklist of procedures to be followed by its members for presentation and approval by the Board of Directors.

b. Committee chairs shall be responsible for preparing an itemized budget request to the Finance Committee for preparation of the annual budget prior to the annual meeting.
c. All matters transacted by a committee in the name of the Pine Grove Community House shall be submitted and ratified by the Board of Directors at its next regular meeting or special meeting.
d. Membership on any committee shall include at least one (1) member of the Board of Directors and no less than two (2) individuals from the general membership. Exceptions are the Nominating Committee, which, in addition to at least 2 individuals from the general membership, shall include three (3) individuals from the Board of Directors; and the Finance Committee which, in addition to at least 2 individuals from the general membership, shall include two (2) individuals from the Board of Directors.

5. Task Forces:
   a. The President, on advice from the Board of Directors, may establish such task forces as it deems necessary and desirable. Task Forces are generally established for a limited duration to address a specific and short-term need of the organization.
   b. Task forces include membership that the President deems appropriate to accomplish the task, including Directors, individuals from the general membership and / or from the community.
   c. Task forces report to the Board of Directors.

ARTICLE IX: INDEMNITY

A. 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, or volunteer 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 occurred prior to the later effective date of the amendment or date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to the extent of all persons covered by its provisions the most liberal possible indemnification, substantively, procedurally, and otherwise.

B. Pine Grove Community House, Inc. will, at all times, maintain commercial property insurance coverage with adequate limits for replacement of the structure and its contents in the event of an insurable loss. Third party liability and Directors & Officers liability insurance coverage will also be maintained at all times with insurable limits to be determined by the Board of Directors.

ARTICLE X: AMENDMENTS

These Bylaws may be amended, in whole or in part, by vote of the membership, or special meeting called for that purpose, as described in Article V, provided that notice of

the meeting shall state that one of the purposes of the meeting is to consider the amendment(s), and such proposed amendment(s) be made available at least seven days prior to the meeting.

ARTICLE XI: DISSOLUTION

In the event of liquidation, dissolution or termination of the Pine Grove Community House for any reason, following a vote by a two-thirds majority of the entire membership to ratify that event, the remaining assets and other property of the corporation, if any, shall be used for the benefit of, or be distributed to, any nonprofit organization which, in the opinion of those Directors then presiding, most closely adheres to the Pine Grove Community House's stated purpose.

- Original Bylaws adopted on March 16, 1993
- Adopted and amended on November 15th, 2005, by vote of Pine Grove Membership
- Adopted as amended by vote of the Pine Grove membership on May 16th, 2017
- Adopted as amended by vote of the Pine Grove membership on Dec 19th, 2021
- Adopted as amended by vote of the Pine Grove membership on Oct 19th, 2024
- Adopted as amended by vote of the Pine Grove membership on Nov 18th, 2025
- Adopted as amended by vote of the Pine Grove membership on Oct 5th, 2026