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*MANUFACTURED HOME OWNERS OF OREGON, INC. / OSTA*

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# THE OSTA REVIEW

SPECIAL EDITION

Salem, Oregon

Summer 2008

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## FALL SEMINAR SEPTEMBER 6<sup>th</sup>

### **Important Information that Needs Your Immediate Attention**

The Articles of Incorporation and Bylaws for the restructuring of a new OSTA are presented here for your review. At the September 6<sup>th</sup> general meeting you will be asked to vote on them. As always, our mission is to enhance the livability of manufactured/mobile home park living through interpretation of and improvements in the laws that govern us.

Included is a ballot (page 2) requesting that each member household indicate your willingness to transfer your membership from the old organization to the new OSTA. Our mission, as stated on page 2 of each OSTA Review, is continued dedication to our members.

The restructuring allows us to expand services to you and obtain new sources of revenue through the conversion into a 501(c)(3) non-profit organization. If you are unable to attend the September meeting, please fill out and mail this ballot so that it reaches our office no later than September 5<sup>th</sup> in order to be counted.

If you are able to attend the September 6<sup>th</sup> meeting, but have not registered, please see page 16 for a map to the BPOE Lodge and a registration form to mail in with your check.

# BALLOT

## MANUFACTURED HOME OWNERS OF OREGON, INC. (OSTA)

I approve the formation of the new OSTA under the new Articles and Bylaws and consent to the transfer of my membership to the new organization.

YES

NO

Signature: \_\_\_\_\_

Name (print): \_\_\_\_\_

Address: \_\_\_\_\_

City, State / Zip: \_\_\_\_\_

Date: \_\_\_\_\_

BE CERTAIN TO MAIL YOUR BALLOT IN TIME TO REACH OUR OFFICE  
**NO LATER THAN SEPTEMBER 6<sup>th</sup>.**

**NONPROFIT ARTICLES OF INCORPORATION OF  
MANUFACTURED HOME OWNERS OF OREGON, INC.  
d/b/a OREGON STATE TENANTS ASSOCIATION**

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators under the Oregon Nonprofit Corporation Law, adopt the following Articles of Incorporation:

**ARTICLE 1 – NAME AND DURATION**

The name of the corporation shall be Manufactured Home Owners of Oregon and its assumed name shall be Oregon State Tenants Association (the "Corporation"), and its duration shall be perpetual.

**ARTICLE 2 – PURPOSE**

The Corporation shall be a public benefit corporation. Subject to the limitations set forth in Article 3 below, the Corporation's purposes shall be to engage in charitable and educational activities to carry out the purposes of the Corporation stated below, and to provide and engage in other activities and services that are necessary or appropriate to carry out these purposes and that are otherwise allowed by law.

The primary purposes of the Corporation shall be:

To promote the general welfare of those who live in owner occupied mobile and manufactured homes located in mobile and manufactured home parks in the State of Oregon.

To educate mobile and manufactured home owners as to the rights and responsibilities of homeownership and park tenancy.

To provide advocacy and information on behalf of mobile and manufactured home owners to the state legislature, local governments and citizenry.

To diminish and eradicate discrimination in the acquisition and disposition of mobile and manufactured homes and the use of mobile and manufactured home parks, by undertaking educational and other activities.

To facilitate home owner involvement in the governance of mobile and manufactured home parks to foster healthy habitable communities.

**ARTICLE 3 – LIMITATION ON ACTIVITIES**

Said Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future U. S. Internal Revenue Law).

No part of the net earnings shall inure to the benefit of or be distributable to the members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

No substantial part of the activities of the Corporation shall be attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1984 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE 4 – MEMBERS**

The Corporation shall have members, as set out more fully in the Bylaws of the Corporation.

#### **ARTICLE 5 – BOARD OF DIRECTORS**

The management of the Corporation is vested in the Board of Directors, consisting of at least five (5) and no more than seventeen (17) members. The exact number, qualifications, time and place of meeting, and powers and duties of directors shall be such as are prescribed by the Bylaws of the Corporation.

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Terry Smith  
339 Orth Dr.  
Central Point, OR 97502

Jane Capron  
4055 Royal Ave. #142  
Eugene, OR 97402

Myrna Martinez  
4915 Angie Marie Way NE  
Salem, OR 97305

Susan DeLateur  
4915 Sweigle Rd. NE #41  
Salem, OR 97301

Dick Johnson  
17197 SW Smith Ave. #19  
Sherwood, OR 97140

John Van Landingham  
376 E 11<sup>th</sup> St.  
Eugene, OR 97401

Directors shall be elected by a majority vote of the members present at a properly convened meeting called for that purpose and shall serve for one or more terms of two years each.

#### **ARTICLE 6 – INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation shall be 3000 Market St. NE Suite 426, Salem, OR 97301 and the name of its initial registered agents at such address shall be Terry Smith and Jane Capron. The initial principal office of the Corporation shall be 3000 Market St. NE Suite 426, Salem, OR 97301, and notices shall be sent to this address.

#### **ARTICLE 7 - INCORPORATORS**

The names and addresses of the incorporators are:

Terry Smith  
339 Orth Dr.  
Central Point, OR 97502

Jane Capron  
4055 Royal Ave. #142  
Eugene, OR 97402

#### **ARTICLE 8 - DISSOLUTION**

On dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future

United States Internal Revenue Law), as the Board of Directors shall determine. The Board of Directors shall at all times have the power to convey any or all of its property to any governmental entity. Any such assets not so disposed of shall be disposed of by the appropriate court of competent jurisdiction in the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and are operated exclusively for such purposes.

#### **ARTICLE 9 – LIMITATION ON PERSONAL LIABILITY**

No member, director, or uncompensated officer of the Corporation shall be liable to the Corporation or its members for conduct as a member, director, or officer for any act or omission occurring after the date when these Articles are filed with the Oregon Secretary of State, except such release of liability shall not eliminate or limit the liability of a member, director, or uncompensated officer for: (a) any breach of the director's or officer's duty of loyalty to the Corporation or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any unlawful distribution; (d) any transaction from which the director or officer derived an improper personal benefit; and (e) any act or omission in violation of ORS Chapter 65 involving conflict of interest, loans or guarantees to directors or officers, or unlawful distributions. No amendment to these Articles that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a member, director, or officer for any act or omission that occurs prior to the effective date of the amendment.

#### **ARTICLE 10 - INDEMNIFICATION**

The Corporation shall indemnify up to the fullest extent allowed by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (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 against liability incurred in the proceeding if: (a) the conduct of the individual was in good faith; (b) the individual reasonably believed that the individual's conduct was in the best interests of the Corporation or at least not opposed to its best interests; (c) in the case of any criminal proceeding, the individual had no probable cause to believe the conduct of the individual was unlawful; and (d) the conduct did not violate any of Article 9 provisions (a) through (e).

The Corporation shall not indemnify a director or officer: (a) In connection with a proceeding by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation; or (b) in connection with any other proceeding charging improper personal benefit to the director or officer in which the director or officer was adjudged liable on the basis that personal benefit was improperly received by the director or officer. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.

Indemnification permitted under this section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding. If the director or officer requests the Corporation to pay for or reimburse those reasonable expenses in advance of final disposition of the proceeding, the Corporation shall do so if it has no probable cause to believe the director or officer is not entitled to indemnification.

This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors or officers included in any statute, bylaw, agreement, general or specific action of the Board of Directors, or other document or arrangement, except that such person shall not apply for court-ordered indemnification.

No amendment to these Articles that further limits indemnification shall affect the liability of a director or officer for any act or omission that occurs prior to the effective date of the amendment.

#### **ARTICLE 11 - AMENDMENTS**

The Board of Directors of the Corporation, by a majority vote, may amend these Articles with respect to any matter permitted in ORS 65.434, as it may be amended from time to time. All other amendments to these Articles shall require approval of the voting members of the Corporation. Voting members must authorize amendments to the Articles by two thirds of the votes cast or a majority of the voting power, whichever is less. Once amended, the Corporation shall deliver to the Secretary of State Articles of Amendment, in accordance with the Oregon statutes. Approval of amendments to the Bylaws is reserved to the voting members of the Corporation and the approval may be by a simple majority of those members voting.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation this September \_\_\_\_\_, 2008.

\_\_\_\_\_  
Terry Smith  
Incorporator

\_\_\_\_\_  
Jane Capron  
Incorporator

State of OREGON                    )  
  )ss.  
County of \_\_\_\_\_            )

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_ 2008 by Terry Smith and Jane Capron.

\_\_\_\_\_  
Notary Public for Oregon  
My Commission Expires \_\_\_\_\_

**BYLAWS OF  
MANUFACTURED HOME OWNERS OF OREGON, INC.  
d/b/a OREGON STATE TENANTS ASSOCIATION, INC.**

**ARTICLE 1, NAME AND CORPORATE OFFICE**

**Name.** The name of the Corporation shall be Manufactured Home Owners of Oregon and its assumed name shall be Oregon State Tenants Association, Inc. (the “Corporation”).

**Principal Office.** The principal place of business shall be established by the Board of Directors (the “Board”). The location of the office may be changed by the Board. The change must be transmitted to the Oregon Secretary of State’s office.

**Location of Principal Office.** The location of the office until changed by the Board is 3000 Market St NE Suite 426, Salem, OR 97301.

**ARTICLE 2, MEMBERS**

**Types of Membership.** The Corporation shall have two types of membership: Home Owner Members and Associate Members.

**Home Owner Members.** Owners of mobile and manufactured homes located in mobile and manufactured home parks in the State of Oregon are eligible for Home Owner Membership.

**Associate Members.** Those who do not own a mobile or manufactured home within a mobile or manufactured home park, but are interested in the objectives of the Corporation, the welfare of mobile and manufactured home owners, or issues pertaining to mobile and manufactured home parks are eligible for Associate Membership.

**Households.** One or more members at the same address shall be considered one Household. Each member shall have all the rights and responsibilities of membership, except that dues shall be assessed on the basis of a Household, regardless of the number of members, and each Household shall have only one vote.

**Change of Membership Type.** Any Home Owner Member who moves from a mobile or manufactured home to another type of residence shall become an Associate Member. Any Associate Member who becomes a mobile or manufactured home owner shall become a Home Owner Member.

**Approval of Applications for Membership.** Persons wishing to become members shall fill out a membership application. The application shall indicate whether they are Home Owner or Associate Members and the names of each person in the Household wishing to become a member. Membership shall become effective upon approval by the Corporation and receipt of the membership dues.

**Dues.** Dues shall be charged per Household, regardless of the number of members in the Household. Dues shall be established and adjusted by resolution of the Board.

**Effective Date of Dues Adjustments.** Adjustments in dues approved by resolution of the Board shall take effect on the first day of the next fiscal year unless otherwise specified by a resolution of the Board.

**Voting Rights.** Each Household shall have one vote regardless of the number of members in the Household. Each Household shall be considered one “voting member” or “member entitled to vote” for purposes of these Bylaws and the applicable Oregon statutes.

**Entitlement to Vote.** Each Household which is current in the payment of dues and which has at least one member in good standing shall be entitled to vote.

**Record Date.** The record date for determining the memberships entitled to vote shall be set by the Board of Directors.

**Proxy Voting.** Proxy voting is not allowed.

**Termination of Membership.** A member may be suspended or expelled by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, at least five (5) days before the suspension or expulsion is to take effect. A member may be suspended for any conduct prejudicial to the interest of the Corporation. The decision of the Board is final.

**Reinstatement.** Any member suspended or expelled by the Board in the above action may request, in writing,

reinstatement. The reinstatement request must be signed by the former member and filed with the Secretary of the Board. The Board may reinstate such former member to membership upon such terms as the Board may deem appropriate.

**Transfer of Membership.** Membership in this Corporation is not transferable or assignable.

**Liability.** Members shall not be liable for any debts or obligations of the Corporation.

### ARTICLE 3, MEMBERSHIP MEETINGS

**Annual Meeting.** The Corporation shall hold an annual meeting of the membership each year at a time and a place determined by the Board. The President of the Board, or such other person designated by the President, shall report to the members on the activities and financial condition of Corporation. The meeting shall be for the purpose of electing directors and for the transaction of such other business as may come before the Corporation.

**Special Meetings.** Special meetings of the membership may be called by the President, any three members of the Board, or not less than 20% of the membership, at any time or place designated by the Board of Directors.

**Meeting Notices.** Meeting notices shall include the time, date and location of any annual, regular or special membership meeting and shall be delivered in person or by mail, to each member entitled to vote at such meeting. The purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notices of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member as it appears on the records of the Corporation.

**Notice of Meeting by First Class or Registered Mail.** If notice of an annual, regular or special meeting is given by first class or registered mail, notice shall be given no fewer than seven (7) days before such meeting.

**Meeting Notice by Other than First Class Mail.** If notice of an annual, regular or special meeting is given by other than first class or registered mail, notice must be given no fewer than 30 days nor more than 60 days before the such meeting.

**Waiver of Notice.** A member may at any time waive any notice required by law, these Bylaws or the Articles of Incorporation. The waiver must be in writing, be signed by the member entitled to the notice, specify the meeting(s) for which notice is waived and be filed with the minutes or corporate records. A member's attendance at or participation in a meeting waives any required notice to the member of the meeting, unless the member at the beginning of the meeting, or promptly upon the member's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**Quorum.** Those votes represented at a meeting of the membership shall constitute a quorum.

**Action Without a Meeting.** Any action which may be taken at a meeting of the members may be taken without a meeting if the action is consented to by all members entitled to vote on such action. The action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

**Effective Date of Action Taken Without a Meeting.** Action taken under this section is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date.

**Action by Written Ballot.** Any action which may be taken at a meeting of the 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 the proposed action; provide an opportunity to vote for or against each proposed action; indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than an election of directors; and specify a reasonable time by which a ballot must be received by the Corporation in order for the ballot to be counted.

**Quorum for Written Ballot.** A quorum for a written ballot shall be valid if the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. Unless otherwise provided in these Bylaws, the number of approvals must meet or exceed 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.



## ARTICLE 4, BOARD OF DIRECTORS

### Duties of Board.

**Corporate Powers.** All corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors (“the Board”). The business and affairs of the Corporation shall be managed under the direction of the Board.

**Duty of Care.** Directors shall discharge their duties in good faith, with due care, and in the best interests of the Corporation.

**Meeting Attendance.** Directors shall prepare for and regularly attend meetings, ask questions when a problem exists, use informed judgment and common sense, and give their undivided loyalty to the corporation.

**Reliance on Information of Others.** Unless a director has knowledge that makes such reliance unwarranted, a director may rely on information, opinions, reports or statements, if prepared or presented by (a) an officer or employee whom the director reasonably believes is reliable and competent in the matter(s) presented; (b) lawyers, accountants or other persons as to matters the director reasonably believes are within the person’s professional or expert competence; or (c) a committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.

**Number of Directors.** The number of directors of the Corporation shall be at least five (5) but not more than seventeen (17). The initial number of directors shall be seven (7). The number of directors shall be set from time to time by the Board of Directors.

### Qualification of Directors.

**Eligibility.** All applicants for positions on the Board of Directors must be members in good standing.

**Membership Representation.** A majority of the Directors shall be Home Owner Members.

**Household Representation.** No two board members may be from the same Household.

**Term of Directors.** Directors shall be elected for a term of two years beginning January first and ending December thirty-first of the following year, or until their successors have been duly elected or the number of directors is decreased. One-half of the initial Directors of the Corporation shall be elected for a one year period in order to create staggered terms. The Board shall make provisions to stagger the terms of directors so that, as closely as possible, each year the terms of one-half of the directors shall expire. Directors shall be elected annually by the members to fill vacancies caused by staggered terms. No reduction in the number of directors shall shorten the term of any incumbent director. Directors may serve successive terms.

**Compensation.** The officers and directors shall serve without compensation, but may either be reimbursed for actual expenses related to service on the Board or receive a stipend which is paid only to compensate the director or officer for average expenses incurred over the course of a year.

**Policies.** The Board shall adopt policies regarding the following matters: conflict of interest; whistleblower protection; executive compensation; joint ventures with other organizations; document retention; public inspection of corporate documents; and excess benefits transactions.

**Conflict of Interest.** “Conflict of interest” is a transaction with the corporation in which a director has a direct or indirect interest through business, investment or family. For instance, a director has an indirect interest in a transaction if another entity in which the director or a family member has a material interest or in which the director or a family member is a general partner or member is a party to the transaction, or if another entity of which the director or a family member is a director, officer or trustee is a party to the transaction. Family members include step relationships, grandparents, and spouses of family members.

**Duty to Disclose.** A director with a direct or indirect interest in a proposed transaction or compensation arrangement with the Corporation shall fully disclose all material facts to the Board of Directors prior to Board action.

**Approval by Directors.** 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 who have no direct or indirect interest in the transaction. The director with a direct or indirect interest in the transaction shall not be present for the discussion or the vote on the transaction. A transaction may not be authorized, approved, or ratified by a single director. The Board shall exercise due diligence sufficient to establish that the transaction is fair to the Corporation.

In addition, the Board of Directors shall consider whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**Annual Disclosure.** Annually, each director shall disclose on a form provided by the Corporation any interests through business, investment or family that could give rise to direct or indirect conflicts. The Board of Directors shall review all disclosures and the disclosures shall be kept with the records of the Corporation.

**Midterm Vacancies.** Any vacancy on the Board between annual member meetings, including a vacancy resulting from an increase in the number of directors, may be filled by the Board. A vacancy that will occur at a specified later date, by reason of a resignation or otherwise, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

**Resignation.** Any director may resign by delivering written notice to the Board, the President or the Secretary. Unless the notice specifies a later effective date, a resignation notice shall be effective upon receipt. Once delivered, a resignation notice is irrevocable unless revocation is permitted by the Board.

**Removal.** The members may remove a director, with or without cause, by a vote of a majority of the members voting.

## **ARTICLE 5, MEETINGS OF THE BOARD OF DIRECTORS**

**Regular Meetings.** The Board shall by resolution schedule a time and place for regular meetings of the Board. If a time and place of a directors' meeting is fixed by the Bylaws or is regularly scheduled by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings.

**Meeting Notice.** Notice of the date, time and place of a regular meeting of the Board shall be given at least seven (7) days before the meeting. The manner of notice shall be provided for by resolution of the Board.

**Special Meetings.** Special meetings are all meetings of the Board other than regular meetings.

**Meeting Request.** Special meetings of the Board may be called by the President or 40% of the directors then in office.

**Meeting Location.** The person or persons calling the special meeting of the Board may fix any place in or out of Oregon as the place for holding any special meeting of the Board called by them.

**Special Meeting Notice.** Notice of the date, time, place and purpose of a special meeting of the Board shall be given by the person(s) calling the meeting, at least three (3) days before the meeting. Notice may be oral or written. Notice shall be sufficient if actually received by or on behalf of the director at the required time, or if mailed, with no postage due, by first class mail to the director at the director's business or home address at least three days before the meeting. Notice of any special meeting shall describe the purposes of the meeting. Additional business not described within the notice may be conducted with the consent of all the directors present at the meeting.

**Waiver of Notice.** A director may at any time waive any notice required by law, these Bylaws or the Articles of Incorporation. With the exception of a director's attendance at a meeting, the waiver must be in writing, be signed by the director entitled to the notice, specify the meeting for which notice is waived and be filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting, unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**Quorum.** A majority of the number of directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. However, if there are vacancies on the Board, a quorum may not consist of less than one third of the fixed number of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.

**Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless a different number is required by law, the Articles of Incorporation or these Bylaws. A director is considered present regardless of whether the director votes or abstains from voting.

**Meeting by Telephone Conference or Other Means.** Any or all directors may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication if all participating directors can simultane-

ously 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. A participating director by this means is deemed to be present in person at the meeting. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

**Action without Meeting.** Any action that is required or permitted to be taken at a meeting of the Board may be taken without a meeting if one or more written consents describing the action taken are signed by all of the directors then in office and included in the minutes or filed with the corporate records reflecting the action taken. The action shall be effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. Consent by email or other electronic means shall be considered signed written consent.

**Presumption of Assent.** A director who is present at a meeting of the Board or a committee of the Board shall be deemed to have assented to the action taken at the meeting unless (a) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to the holding the meeting or transacting business at the meeting; (b) the director's dissent or abstention from the action is entered in the minutes of the meeting; or (c) the director delivers a written notice of dissent or abstention to the action to the presiding officer of the meeting before adjournment or to the Corporation immediately after the adjournment of the meeting. The right to dissent or abstain is not available to a director who voted in favor of the action.

## ARTICLE 6, COMMITTEES OF THE BOARD

**Committees.** The Board may by resolution create one or more committees and appoint members of the Board to serve on them. Each committee shall consist of at least two directors. The Board shall have the power at any time to change the number of committee members, fill committee vacancies, change any committee members and change the functions and terminate the existence of a committee.

**Standing Committees.** The Board shall maintain two standing committees: the Executive Committee and the Financial/Audit Committee. All members of the standing committees shall be members of the Board. Each committee shall have at least two members. The appointment of members to the standing committees must be approved by a majority of all of the directors then in office. The Board shall have the power at any time to change the number of committee members, fill committee vacancies, add or modify committee responsibilities or change any committee members. Standing committees may not be terminated.

**Executive Committee.** The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President of the Board (if a current member of the Board of Directors) and shall have the power to act on behalf of the Board of Directors between meetings of the Board, including financial and budgetary decisions.

**Finance/Audit Committee.** The Finance/Audit committee shall have the responsibility of drafting the annual budget and overseeing the annual audit.

**Limitations on Committees.** The functions, scope and term of service of such committees shall be determined by the Board. However, no committee may (a) authorize distributions, (b) approve or recommend a 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 or Bylaws.

**Conduct of Committee Meetings.** Each committee shall conduct its meetings in accordance with the applicable provisions of these Bylaws relating to meetings and action without meetings of the Board; except that a quorum for committee meetings requires a majority of committee members, provided that at least two directors are present. Each committee shall adopt any further rules regarding its conduct, keep minutes and other records and appoint subcommittees and assistants as it deems appropriate. All committees shall make their reports through the chairman of the committee in question which shall be in writing when so requested by the Board.

## ARTICLE 7. OFFICERS

**Election of Officers.** The Board at its first meeting following its election each year shall elect from among its members a President, Vice President, Secretary and Treasurer. The same person may simultaneously hold more than one office, except for the offices of President and Vice President, and the offices of President and Secretary. The Board may elect or appoint any other officers, assistant officers and agents with such duties and authority as it deems necessary or appropriate.

**Officers.** The Corporation shall have the following officers, who shall have the following duties and responsibilities.

Officers shall discharge their duties in the same manner as directors (see Article 4). At the conclusion of their terms of office, officers shall turn over to their successors all records and property of the Corporation.

**President:** The President shall preside at all meetings of the Corporation and is authorized to sign all official documents of the Corporation. The President shall make all nominations to fill all vacancies occurring in the office between elections. The President shall submit a written or oral annual report covering the work and accomplishments of his office and including recommendations if any. The President shall also discharge such other duties and responsibilities as are normally associated with the office of President, and those set forth in these Bylaws or assigned by the Board.

**Immediate Past President.** If a current member of the Board of Directors, the Immediate Past President shall serve as an officer of the Board and shall act as an advisor to the President and to the Board.

**Vice-President:** The Vice President shall have the duties prescribed from time to time by the Board or the President. In the absence or disability of the President, the President's duties shall be performed by the Vice President.

**Secretary:** The Secretary shall perform or direct the performance of the duties of the office of Secretary, including keeping permanent records, in written form or capable of being converted to written form, of the bylaws, Articles of Incorporation, written minutes of all meetings of the Corporation, all corporate action taken by the directors without a meeting, all actions taken by committees of the board in place of the board on behalf of the corporation, and a list of the names and business or home addresses of current directors and officers. The Secretary shall authenticate records of the corporation and shall also assume such duties and responsibilities as are set forth in these Bylaws or assigned by the Board. In the absence or disability of the Secretary, the Secretary's duties shall be performed by the President or the President's designee.

**Treasurer:** The Treasurer shall maintain the financial accounts of the corporation, and shall regularly report on the financial status of the corporation. The Treasurer shall complete and keep a copy of the most recent annual report delivered to the Secretary of State, and a copy of the last three annual financial statements (balance sheet and statement of operations), if any, which statements may be consolidated or combined statements of the corporation and one or more of its subsidiaries or affiliates. The Treasurer shall also assume such duties and responsibilities as are set forth in these Bylaws or assigned by the Board. In the absence or disability of the Treasurer, the Treasurer's duties shall be performed by the President or the President's designee.

**Installation.** Election of officers of the Corporation will be made at the first Board meeting following the membership meeting at which new directors are elected. Installation may occur at the same meeting as nominations are made and elections are held or at the following meeting. New officers will assume their duties upon installation.

**Term.** The term of office of all officers commences on their installation date and continues for one year, or until their successors are duly elected. Any vacancy in any office of the Corporation may be filled by the Board.

**Compensation.** The officers shall serve without compensation, but may be reimbursed for actual expenses related to service as an officer.

## ARTICLE 8, EMPLOYEES

**Employees.** The Board of Directors may appoint an Executive Director to serve at the pleasure of the Board. Subject to the direction and policies established by the Board, the Executive Director shall direct and supervise the business and affairs of the corporation. The salary of the Executive Director shall be established by the Board of Directors and shall be reviewed annually.

**Other Employees.** The Board of Directors may establish such other positions of employment as it deems desirable from time to time and shall fix the salaries for such positions. The Executive Director shall hire and discharge employees of the Corporation

## ARTICLE 9, CONTRACTS, LOANS, CHECKS, RECORDS AND OTHER INSTRUMENTS

**Contracts.** Except as otherwise provided by law, the President is authorized to, and the Board may authorize any other directors, officers, employees or agents to, sign and deliver any contract or other instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances.

**Loans.** The Corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless

authorized by the Board. This authority may be general or confined to specific instances. The Corporation must not make loans to its directors, officers, or employees or guarantee loans made to such persons.

**Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed in the manner and by the officers or agents of the Corporation as designated from time to time by resolution of the Board.

**Signatures.** The Treasurer and two other members of the Board designated by the President shall have the power to sign on behalf of the Corporation. Two of the three signatures will be required. The three designated signatories must be unrelated.

**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 shall select, or invested as otherwise authorized by the Board.

#### **Financial Accountability.**

**General Accounting Principles.** The financial records of the Corporation shall be kept according to generally accepted accounting principles for nonprofit corporations.

**Compliance with Funding Requirements.** The Corporation shall comply with all requirements related to the receipt and use of funds from grants and government sources, so long as the requirements comply with federal, state and local laws.

**Fiscal Year.** The fiscal year shall be from October 1st to September 30th. The Board of Directors may from time to time change the fiscal year, by resolution.

**Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, the Board and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any member or member's agent or attorney, for any proper purposes at any reasonable time. The Board shall cause an audit of the records of the Corporation to be made each year by a competent auditor.

**Records Retention Policy.** The Corporation shall create and maintain a policy of records retention complying with all Federal and State retention schedules. The Board shall have the power to designate a Director or the Executive Director to assure compliance with the policy.

**Inspection Rights of Members.** The account records and the minutes of the Board are open for inspection at the principal office of the association upon written request by a member whose sole purpose for doing so is reasonably related to his/her interest as a member.

**Membership Lists.** Without the consent of the Board, no membership list, in whole or part, may be used for purposes the Corporation believes is/or could be harmful, or for any commercial purpose, or in competition with the association, nor is it for sale to any person or entity.

### **ARTICLE 10, INDEMNIFICATION**

**Mandatory Indemnification.** Subject to any provision in the Articles of Incorporation, the Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation against reasonable expenses actually incurred by the director in connection with the proceeding.

#### **Allowable Indemnification.**

**Director's Conduct.** The Corporation may indemnify an individual made party to a proceeding because he or she is or was a director against liability incurred in the proceedings if (a) the conduct of the individual was in good faith; (b) the individual believed that the conduct was in the best interest of the corporation or at least not opposed to its best interest; and (c) in the case of criminal proceedings, the individual had no reasonable cause to believe the conduct was unlawful. Conviction, settlement, judgment or a plea of *nolo contendere* or its equivalent is not by itself determinative that the director did not meet the standard of conduct in this section.

**Indemnity Determination.** In order to indemnify a director, the board must authorize in each specific case that the director met the standard of conduct in 10.2.1. A determination that indemnification of a director is allowable shall be made (a) by the board by majority vote of a quorum consisting of directors not at the time parties to the

proceedings, or (b) if a quorum cannot be obtained, then by a majority vote of a committee of two or more directors not at the time parties to the proceeding or (c) by special legal counsel selected in the manner prescribed in (a) or (b) or if the selection in (a) and (b) is not possible, by a majority vote of the full board.

Subject to any provision in the Articles of Incorporation, and subject to Article 10.3 below, the Corporation may, but is not required to, indemnify up 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 proceeding, whether civil, criminal, administrative, investigative or other (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, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise.

This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the Board or other document or arrangement, except that such person shall not apply for court-ordered indemnification.

**Prohibited Indemnification.** The Corporation shall not indemnify a director in connection with (a) a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation, or (b) any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

**Advance for Expenses.** The Board by resolution may direct the Corporation to pay for or reimburse only the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition, if the director furnishes the corporation with (a) a written affirmation of the director's good faith belief that the director met the standard of conduct in 10.2.1. and (b) a written undertaking to repay the advance if it is ultimately determined the director did not meet the standard of conduct in 10.2.1.

## ARTICLE 11. MERGER AND DISSOLUTION

**Merger.** The Corporation may merge with another 501(c)(3) tax exempt public benefit corporation, provided that the plan of merger is approved by a majority of the directors then in office. The plan of merger must also be approved by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less. The Corporation shall provide at least seven (7) days notice of any meeting at which the plan of merger is to be considered. The notice must state that one of the purposes of the meeting is to consider the plan of merger and shall be accompanied by a copy or summary of the plan of merger. The question of merger may also be submitted to the members by a mailed ballot or for approval by unanimous consent without a meeting as provided by these Bylaws.

**Dissolution.** Dissolution must be approved by a majority vote of the directors in office at the time the dissolution is approved. Dissolution must also be approved by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less. The Corporation shall provide at least seven (7) days notice of any meeting at which the dissolution is to be considered. The notice must state that one of the purposes of the meeting is to consider dissolution of the Corporation, and the notice must contain or be accompanied by a copy or summary of the plan of dissolution. The question of dissolution may also be submitted to the members by a mailed ballot or for approval by unanimous consent without a meeting as provided in these Bylaws. The plan of dissolution shall indicate to whom the assets owned or held by the Corporation will be distributed after all creditors have been paid. Once the membership has authorized dissolution, the Corporation may dissolve by delivering to the Office of the Secretary of State for filing articles of dissolution. The Corporation shall deliver to the Attorney General written notice that it intends to dissolve at or before the time it delivers articles of dissolution to the Secretary of State. The Corporation may distribute assets as part of dissolution no sooner than 20 days after giving notice to the Attorney General.

## ARTICLE 12, CHAPTERS

**Establishment.** The Board shall have the power to recognize as a Chapter any local association of mobile or manufactured home owners consisting of at least 10 Households who are Home Owner Members in good standing and who petition the Board of Directors for recognition of the Chapter. The Board of Directors may by resolution provide for the contents of the petition.

**Responsibilities.** A Chapter shall be responsible for carrying out the primary purposes of the Corporation as stated in the Articles and as directed by the Board.

**Supporting the Mission.** A Chapter shall operate in such a way as to support the charitable and educational purpose of the Corporation, and in compliance with the Articles of Incorporation and the operational limits of an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

**Prohibitions.** A Chapter may not engage in activities in violation of the charitable and educational purposes of the Corporation, the statute governing the Corporation, or Section 501(c)(3) of the Internal Revenue Code. In addition, the following limitations shall apply to the activities of Chapters:

No substantial part of the activities of the Chapter shall be attempting to influence federal, state or local legislation.

No Chapter shall participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

No Chapter shall engage in solicitations for tax-deductible charitable donations. This activity shall be reserved to the Corporation.

**Sanctions.** A Chapter may be sanctioned or terminated, for cause, by vote of not less than a majority of the Board members present at a Board meeting, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Chapter has been informed in writing of the charges leveled against it at least ten (10) days before such meeting.

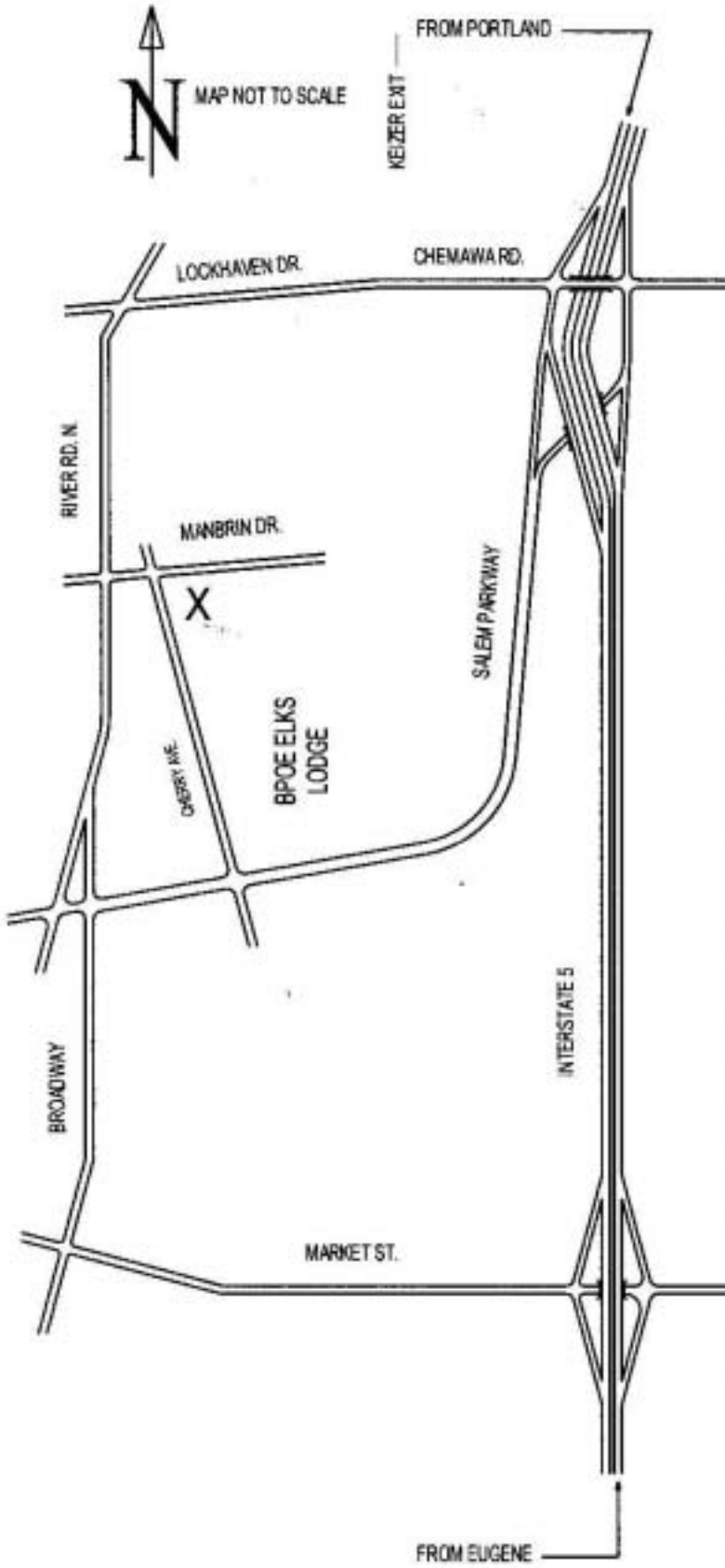
**Reinstatement.** Any Chapter terminated by the Board may request reinstatement by filing a written request stating what actions have been taken to correct the cause of the termination. The reinstatement request must be signed by the member in good standing on behalf of the former Chapter and filed with the Secretary of the Board. The Board may reinstate such former Chapter upon such terms as the Board may deem appropriate.

## ARTICLE 13 AMENDMENTS

These Bylaws may be amended or repealed and new bylaws may be adopted at a meeting of the members by a majority of the voting memberships of the Corporation, by a mailed ballot, or by unanimous consent without a meeting as provided by these Bylaws. The Corporation shall provide at least seven (7) days notice to the members of any meeting at which the amendment of these bylaws is considered. The notice must state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws, and the notice must be accompanied by a copy or summary of the amendment.

Adopted: \_\_\_\_\_, 2008

\_\_\_\_\_  
Secretary



----- DETACH ALONG LINE -----

## SATURDAY SEPTEMBER 6 AT 10:00 AM SALEM SEMINAR REGISTRATION

NAME: \_\_\_\_\_  
 ADDRESS: \_\_\_\_\_  
 CITY: \_\_\_\_\_ SPACE: \_\_\_\_\_  
 TELEPHONE NO. (     ) \_\_\_\_\_ ZIP: \_\_\_\_\_  
 PARK NAME: \_\_\_\_\_

MAIL TO: OSTA  
 3000 MARKET ST. NE  
 SUITE 426  
 SALEM, OR 97301

COST IS \$20.00 PER PERSON WHICH INCLUDES LUNCH AND REFRESHMENTS. RESERVATIONS WITH YOUR CHECK MUST BE IN THE OSTA OFFICE NO LATER THAN SEPTEMBER 2.