



BYLAWS
OF THE
OREGON COAST AQUATIC PARK

Article I Purpose

This corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and '501(c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This corporation's primary purpose shall be the support of the development, construction and maintenance of the Oregon Coast Aquatic Park.

The corporation shall encourage residents and visitors to participate in a variety of family-oriented swimming activities including water aerobics, therapy instruction, swim team, water walking, etc. through the use of the aquatic park facilities to foster an awareness of good health practices through water exercise and play; to provide incentives to arouse and maintain the public's participation in water exercise and its benefits; to enlist the support of other groups interested in advancing the above purposes.

Article II Nonmembership

This corporation shall have no members.

Article III Board of Directors

3.1 Management. The Board of Directors of this corporation shall have the general management of its affairs and shall elect all officers of this corporation.

3.2 Vacancy. If the office of any Director or Directors becomes vacant by reason of resignation, death, retirement, disqualification, removal from office, or otherwise, the vacancy shall be filled by a majority vote of the Directors then on the Board of Directors.

3.3 Number - Election. The Board of Directors shall consist of not less than 4 and not more than 15 persons. The term of office for Directors shall be three years. A Director may be reelected without a limitation on the number of terms that Director may serve. The board shall elect its own members, except that a Director shall not vote on that member's own position.

3.4 Meeting Place. The Board of Directors may hold its meetings at such places, whether in the state of Oregon or in any other state, as the majority of the Directors may from time to time decide.

3.5 Removal. Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

3.6 Additional Authority. In addition to the powers and authorities by these Bylaws expressly conferred upon it, the Board of Directors may exercise all of such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation of this corporation or by these Bylaws directed or required to be exercised or done by the directors and in all actions shall be guided by the reasonable prudent person rule.

3.7 Meetings. The annual meeting of the Board of Directors for the election of officers for the ensuing year and for such other business as may properly come before it shall be held during the month of June of each year. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

3.8 Action without Meeting. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

3.9 Quorum. At all meetings of the Board of Directors, a quorum sufficient for the transaction of business shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If, however, such quorum shall not be present at any such meeting, the Director or Directors present at such meeting shall have the power to adjourn the meeting from day to day without notice, until a quorum shall be present. Once a quorum is present, a simple majority of a quorum shall be sufficient to pass or act upon any matter before the Board, although that number is less than a majority of the entire Board. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

3.10 Waiver of Notice. Any Director may in writing, either before or after the meeting, waive notice thereof; and without notice any Director by attendance at and participating in the action taken at any meeting of the Board of Directors shall be deemed to have waived notice thereof.

3.11 Salary. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

3.12 Non-Voting Board Members Non-voting members shall have the power to act in an advisory capacity, but shall have no power to vote.

Article IV Officers

4.1 Number - Compensation. The officers of this corporation shall be chosen by the Directors and shall be a President, Vice President, and Secretary-Treasurer, and such other officers as the Board of Directors may from time to time deem advisable. The Board of Directors may fix the powers, duties, and compensation of any officers not specifically provided for herein. Any two or more offices may be held at the same time except that the same person shall not hold at the same time the office of President and Treasurer. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

The officers of this corporation shall be appointed and hold their respective offices until the next succeeding annual meeting of the Directors of the corporation and thereafter until their successors shall have been elected and shall have qualified, unless sooner replaced. Any officer may be removed at any time by the Board of Directors with or without cause. In case of the death, disqualification, absence or inability to act of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers, duties, or any of them, of any such officer to any other officer or to any Director.

4.2 Vacancy. The Board of Directors may fill all vacancies in any such office of this corporation, the person so elected to fill any such vacancy to hold office for the unexpired term in respect to which such vacancy occurs.

4.3 President. The President shall preside at all meetings of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all contracts or instruments requiring the signature of the corporation and shall have the general powers and duties usually vested in the office of the President of a corporation and shall have such other powers and duties as the Board of Directors may from time to time prescribe.

4.4 Incapacity of President. In case of the death, disqualification, absence or incapacity of the President, the Vice President shall have all of the powers and perform all the duties of the President, and at such other times shall have such powers and perform such duties of the President as the Board of Directors may from time to time determine.

4.5 Secretary- Treasurer. The Secretary-Treasurer shall attend the meetings of the Board of Directors and record all votes and minutes of all proceedings of the Board of Directors in a book to be kept for that purpose. The Secretary-Treasurer shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President, under whose supervision the Secretary-Treasurer shall serve. The Secretary-Treasurer shall have the general responsibility of preparing and filing reports or official statements required of the company or official statements required to be filed by the corporation.

The Secretary-Treasurer shall have the care and custody of the corporate funds and securities and shall disburse the funds of the corporation as may be ordered from time to time by the Board of Directors. The Secretary-Treasurer shall supervise the keeping of full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects and all securities and other valuable effects of the corporation in the name and to the credit of the corporation in such depositories as may be designated from time to time by the Board of Directors. Except to the extent that some other person or persons may be specially authorized by the Board of Directors to so do, in accordance with Article 6 of these Bylaws, the Secretary-Treasurer shall make, execute and endorse all checks and other commercial paper on behalf of the corporation. The Secretary-Treasurer shall report the financial condition of the corporation at the annual meeting of the members in each year and at all other times when requested by the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

Article V Corporate Records

All proper and necessary books of account and other books requisite to a full and complete record of the business transactions of the corporation shall be kept in such manner as is usual in like corporations or as shall be directed by the Board of Directors.

5.1 Bookkeeper: Will work under the direction of the Secretary-Treasurer and provide statements and reports required by the Board of Directors and its designated Certified Public Accountant.

Article VI Corporate Instruments

All checks, promissory notes and other commercial paper and all other contracts necessary or proper to be executed in the current business of the corporation may be signed by such officer or officers or such person or persons as the Board of Directors shall by resolution from time to time authorize for that purpose.

Article VII Amendment of Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Article VIII Corporate Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Article IX Conflict of Interest Policy

9.1 Purpose. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

9.2 Definitions

9.2.1 Interested Person.

Any Director, principal officer or member of a committee with Board- delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

9.2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the corporation has a transaction arrangement;
- b. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 9.3.2, a person who has a financial interest may have a conflict of interest only if the appropriate Board or Board-delegated committee decides that a conflict of interest exists.

9.3 Procedures

9.3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committee with Board-delegated powers considering the proposed transaction or arrangement.

9.3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

9.3.3 Procedures for Addressing the Conflict of Interest.

- a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or committee shall determine 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

9.3.4 Violations of the Conflict of Interest.

a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary corrective action.

9.4 Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest, in fact, existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken in connection with the proceedings.

9.5 Compensation.

a. A member of the Board of Directors who receives compensation, directly or indirectly, from the corporation for services, is precluded from voting on matters pertaining to that member's compensation.

b. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

9.6 Annual Statements. Each Director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy;

b. Has read and understands the policy;

c. Has agreed to comply with the policy, and

d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

9.7 Periodic Reviews. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

9.8 USE OF OUTSIDE EXPERTS.

When conducting the periodic reviews as provided for in Section 9.7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors its responsibility for ensuring periodic reviews are conducted.

Adopted: May 11, 2012.

Donald J. Bertuleit, Director

Karen Butler, Director

George Mpitsos, Director

Katherine M. Pedersen, Director

Our mission is to provide a quality aquatic facility for residents of and visitors to the central Oregon Coast.

www.swimocac.org