

**BYLAWS OF THE QUINCY WATER ASSOCIATION  
INCLUDING ALL AMENDMENTS TO MARCH 4, 2014**

**ARTICLE I: GENERAL PURPOSES**

The purpose for which this association is formed and the powers which it may exercise are set forth in the articles of association.

**ARTICLE II: NAME AND LOCATION**

**Section 1**

The name of this association is the Quincy Water Association.

**Section 2**

The principal office of this association shall be located in the City/Village of Quincy, County of Columbia, State of Oregon, but the association may maintain offices and places of business at such other places within or without the state, as the board of directors may determine.

**ARTICLE III: SEAL**

**Section 1**

The seal of the association shall have inscribed thereon the name of the association and the words "Corporate Seal Oregon." (Amended 2011)

**Section 2**

The secretary of the association shall have custody of the seal.

**Section 3**

The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

**ARTICLE IV: FISCAL YEAR**

The fiscal year of the association shall begin the first day of January in each year.

**ARTICLE V: MEMBERSHIP**

**Section 1**

Any bona fide owner of real property having reasonable accessibility to the source of and in need of a water supply for domestic use, livestock or garden purposes from the water system operated by the Quincy Water Association who receives the approval of a majority of the board present at any monthly meeting adhering to Roberts Rules of Order may be admitted to membership. For one membership per person, upon subscribing or otherwise acquiring a membership herein and by signing such agreements for the purchase of water as may be provided and required by the

association; provided that no person otherwise eligible shall be permitted to subscribe for or acquire a membership certificate of the association if the capacity of the association's water system is exhausted by the needs of its existing members. (Amended 8/31/00 & 2002)

### **Section 2**

The full price of each share in this association is the sum of \$4000.00. This sum to be paid in full prior to connection of service to the system. (Amended 9/20/77, 3/1/96, 2002 & 2010)

### **Section 3**

If a membership is in the name of a husband and wife or in the name of either of them, and if the property to which it supplies water is held by them as husband and wife in such manner that upon the death of either of them the survivor owns such property absolutely, then and in that event the membership herein will upon the death of both of them vest automatically to the estate, regardless of whose name the membership is in.

Upon death of a member, if the property furnished with water by virtue of membership herein does not vest automatically in the surviving spouse, the membership herein will pass to the heirs of such member along with such real property as appurtenant thereto, subject to being sold by the personal representative of such deceased member in the same manner as the property to which it furnishes water may be sold. (Amended 2010)

### **Section 4**

Joint membership shall be voted by such of the owners as is present at the meeting, and if more than one is present it shall be voted by such of them as they may agree upon. One vote per membership. (Revised 1999)

### **Section 5**

If a member ceases to be eligible to hold membership as provided herein or willfully fails to comply with these bylaws and other requirements, or willfully obstructs the purpose and proper activities of the association, the association through the board of directors may elect to purchase his membership and terminate his membership upon tender to him, his heirs or legal representatives of the fair value of his membership as unpaid, less any indebtedness then due from him to the association. Any member whose membership is so terminated for cause other than that of ceasing to be eligible may appeal from the action of the board of directors to a vote of the members at the next regular meeting of the members or a special meeting of the members called for that purpose. Provided that it is not mandatory upon the Board of Directors to terminate any membership and purchase the membership, and the face value of the membership is not necessarily that of the cost of the membership subject to the adjustments to the cost as provided herein, but the fair value may be any price the Board of Directors determines to be fair.

### **Section 6**

No member of this association shall be entitled to more than one vote at meetings of the members. Every member upon becoming a member of this association agrees to sign such agreement for the purchase of water from the Association as may from time to time be provided and required by the Association and agrees in case he desires to dispose of a membership certificate, to first offer the same to the association at its fair book value and that he will make no offer of assignment or sale of the same unless the association board of directors shall approve. Provided, that in case of a sale by a member of this association of property being furnished water by this association by virtue of a membership herein, the member has the right to sell said

membership along with the land being sold to a person eligible for membership and in such case he need not offer the share for sale to the association as he would otherwise have to do as provided herein. Any purchaser becomes subject to all the obligations of membership and these bylaws immediately upon such purchase. (Amended 1996)

## **ARTICLE VI: MEMBERSHIP CERTIFICATES**

### **Section 1**

This association shall not have capital stock, but shall be represented by membership certificates.

### **Section 2**

The membership certificates shall be issued to each member hereof, and shall be numbered consecutively in accordance with the order of issue. Upon transfer of a membership the membership certificate shall be turned into the association and a new certificate issued in its place. That the new certificate shall bear the same number as the certificate it replaces. Each membership certificate shall bear on its face the following statements:

- A. This membership certificate Number is issued and accepted in accordance with and subject to the conditions and restrictions stipulated in the articles of association and bylaws and amendments to same of Quincy Water Association.
- B. Transfers of membership certificates shall be made only upon the books of association, only to persons eligible to become members.
- C. The full price of the membership represented by this certificate is \$4000.00 per dwelling. (Amended 1995, 1996, & 2002)
- D. The transfer of the membership represented by this certificate is governed by the bylaws of said association.

### **Section 3**

Each member agrees to sign such water users' agreements, as the association shall from time to time provide.

## **ARTICLE VII: MEETINGS OF MEMBERS**

### **Section 1**

The annual meeting of the members of this association shall be held at the City (Village) of Quincy or the City of Clatskanie, County of Columbia, State of Oregon, at 7:00 P.M. on the first Tuesday of March of each year, if not legal holiday, or if a legal holiday, on the next business day following. (Amended 1995, 2002 & 2014)

### **Section 2**

Special meetings of the members of the association may be called at any time by the secretary upon request of the board of directors, or upon the filing of a petition with the secretary which is signed by at least ten percent of the members of the association. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted thereat except such as is specified in the notice. (Amended 2010)

**Section 3**

Notice of meetings of members of the association may be given by a notice mailed to each member record, directed to the address shown upon the books of the association, at least ten (10) days prior to the meeting. Such a notice shall state the nature, time, place and purpose of the meeting, but no failure or irregularity of notice of any annual meeting, regularly held shall affect any proceedings taken thereat.

**Section 4**

The members present at any meeting of the members shall constitute a quorum at any meeting of the association for the transaction of business. The voting powers of the members of this association shall be equal and each member shall have one vote only. Voting by proxy shall be allowed, provided that the proxy shall be in writing, and the proxy must be a bona fide occupant of a part or all of the property being furnished water by virtue of such membership or the proxy must be the spouse of the registered owner of the membership.

**Section 5**

Directors of this association shall be elected at the annual meeting of the members.

**Section 6**

This association's regular meetings and so far as possible all other meetings shall be subject to Robert's Rule of Order.

**Section 7**

The order of business at the regular meetings and so far as possible all other meetings shall be:

1. Calling to order and proof of quorum
2. Proof of notice of meeting
3. Reading and action on any un-approved minutes
4. Reports of officers and committees
5. Election of directors
6. Unfinished business
7. New business
8. Adjournment

**Section 8**

A draft copy of the minutes of the annual members meeting will be made available within 30 days following the annual meeting. (Added 2010)

**ARTICLE VIII: DIRECTORS AND OFFICERS****Section 1**

The board of directors of this association shall consist of five members, all of whom shall be members of the association. At the same meeting of the members at which these bylaws are adopted, the members shall elect five directors who shall serve until the next regular meeting of the members, at which time the members shall elect 3 directors for a term of two years and 2 directors for a term of one year. Thereafter each director shall be elected for a term of two years. Each director shall hold office until his successor has been elected and qualified and entered upon the discharge of his duties.

**Section 2**

The board of directors shall meet within ten days after the first election and within ten days after the annual election of directors and shall elect by ballot a president and vice-president from among themselves and a secretary-treasurer each of whom shall hold office until the next annual meeting and until the election and qualification of his successor unless sooner removed by death, resignation or for cause.

**Section 3**

If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, except by removal from office, a majority of the remaining directors though less than a quorum, shall, by a majority vote, choose a successor who shall hold office for the unexpired term of the director, whose place he fills. This disqualification of a director as a member of the association shall operate to disqualify him as a director and create a vacancy in the office of director.

**Section 4**

A majority of the board of directors shall constitute a quorum at any meeting of the board.

**Section 5**

Compensation of officers may be fixed at any regular or special meeting of the members of the association. Directors shall receive no compensation for their service as such.

**Section 6**

Any members bringing charges against an officer or director shall file them in writing with the secretary of the association, and the secretary shall immediately notify the officer or director of the charges filed against him. The officer or director may then file with the secretary a statement giving concisely his defense against the charges made. The board of directors shall take the matter up at its next meeting and take such action as it deems to be for the good of the association. If the charges are accompanied by a petition requesting the removal of the officer or director, signed by ten percent of the members, and are filed with the secretary at least fourteen days previous to any general or special meeting, the secretary shall prepare and mail to each member with the regulate notice a ballot calling for a vote upon the removal of the officer or director. Accompanying the notice and ballot, the secretary shall enclose a statement giving the charges against the officer or director, and at the request of the accused officer or director, the secretary shall enclose with this statement to each member a copy of the written defense as filed. By a vote of the majority of the total membership present or represented by ballot, the association may remove the officer or director and fill the vacancy.

**ARTICLE IX: DUTIES OF DIRECTORS****Section 1**

All members of the association have the responsibility and duty to be good stewards of the environment and its resources; of the land and its waters in all actions, transactions and associations.

**Section 2**

The board of directors, subject to restrictions of law, the articles of incorporation, or these bylaws, shall exercise all of the powers of the association, and without prejudice to or limitation upon their general powers; it is hereby expressly provided that the board of directors shall have and are hereby given, full power and authority (to be exercised by resolution adopted by a majority vote of all the members of the Board of Directors) in respect to the matters and as hereinafter set for;

- A. To pass upon the qualifications of new members and to cause to be issued appropriate certificates of membership to be delivered along with the bylaws and a water user's agreement. (Amended 2010)
- B. To select and appoint all officers, agents or employees of the association, or remove such officers, agents or employees of the association for just cause, prescribe such duties and designate such powers as may not be inconsistent with these bylaws, fix their compensation and pay for faithful services. (Amended 2010)
- C. To borrow from any source, money, goods, or services, and make and issue notes and other negotiable and transferable instruments, mortgages, deeds of trust and trust agreements and to do every act and thing necessary to effectuate the same.
- D. To prescribe, adopt and amend, from time to time, such equitable uniform rules and regulations as, in their discretion may be deemed essential for the conduct of the business and affairs of the association and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof. (Amended 2010)
- E. To order at least once each year an annual review of the books and accounts of the association by a public auditor or accountant. The report prepared by such auditor or accountant shall be submitted by individual copy to each of the members of the association present at their annual meeting. (Amended 2010, 2011)
- F. To fix the charges to be paid by each member for services rendered by the association to him, the time of payment and the manner of collection. Increases in these charges shall be limited to no more than 10% annually, unless approved by a majority vote of the membership at any annual meeting or special meeting called for that purpose. (Amended 2010)
- G. To require all officers, agents and employees charged with responsibility for custody of any of the funds of the association to give adequate bonds, the cost thereof to be paid by the association, and it shall be mandatory upon the directors to so require.
- H. To select one or more banks or credit unions to act as depositories of the funds of the association and to determine the manner of receiving, depositing, and disbursing the funds of the association and the form of checks and the person or persons by whom the same shall be signed, with the power to change such banks or credit unions and the person or persons signing such checks and the form thereof at will. (Amended 2010)
- I. The association board of directors shall develop and adopt an operating budget for each fiscal year.
- J. The board of directors shall be responsible to communicate to the members (in a timely manner) any major problems, concerns, plans, requests for studies, or any other major issue that concern the membership. Notice of all monthly board meetings will be published in the local newspaper. (Added 2010)

**ARTICLE X: DUTIES OF THE OFFICERS****Section 1**

Duties of president: The president shall preside over all meetings of the association and the board of directors; call special meetings of the board of directors; perform all acts and duties usually performed by an executive and presiding officer; and sign all membership certificates and such other papers of the association as he may be authorized or directed to sign by the board of directors, provided the board of directors may authorize any person to sign any or all checks, contracts and other instruments in writing on the behalf of the association. The president shall perform such other duties as may be prescribed by the board of directors.

**Section 2**

Duties of the vice-president: In the absence or disability of the president, the vice-president shall perform the duties of the president; provided however, that in case of death, resignation, or disability of the president, the board of directors may declare the office vacant and elect his successor.

**Section 3**

Duties of the secretary/treasurer: The secretary/treasurer shall keep a complete record of all meetings of the association and of the board of directors and shall have general charge and supervision of the books and records of the association. He shall sign all membership certificates with the president and such other papers pertaining to the association as he may be authorized or directed to do so by the board of directors. He shall serve all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to his office to the members at the annual meeting. He shall keep the corporate seal and membership certificate issued, and affix said corporate seal to all papers requiring. He shall keep proper membership certificate record, showing the name of each member of the association, and date of issuance, surrender, cancellation, or forfeiture. He shall make all reports required by law and shall perform such other duties as may be required of him by the association of the board of directors. Upon the election of his successor, the secretary/treasurer shall turn over to him all books and other property belonging to the association that he may have in his possession. He shall also perform such duties with respect to the finances of the association as may be prescribed by the board of directors.

**ARTICLE XI: BENEFITS AND DUTIES OF MEMBERS****Section 1**

If a share is purchased through the Association, the cost of the service line or lines from the distribution pipe line or lines, of the association to the property line (or other legally designated location) of each member, shall be paid by the association. The association will install, maintain and operate a main distribution pipe line or lines from the source of the water supply and service lines from the main distribution pipe line or lines to the property line (or other legally designated location) of each member of the association. At which points, (designated as delivery points), meters to be purchased, installed, owned and maintained by the association shall be placed. The association will also purchase and install a cut-off valve in each service line from its main distribution line or lines, such cut-off valve to be owned and maintained by the association. The association shall have the sole and exclusive right to use such cut-off valve and to turn it on and off. If a share is transferred or purchased from a source other than through the Association, the

board shall set the price for a new service connection and/or a meter removal resulting from the transfer or purchase of the share at the time when the board grants approval of the new owner.

## **Section 2**

No new service line or change in an existing service line may be made which will interfere with an existing service line or the delivery of water therein. Each service line shall connect with the association's water system at the nearest available place to the place of desired use by the member if the association's water system shall be sufficient capacity to permit the delivery of water through a prior service line. If the association's water system shall be inadequate to permit the delivery of water through a service line installed at such place without interfering with the delivery of water through a prior service line then such service line shall be installed at such place as may be designated by the association. Each member will be required to dig or have dug a ditch for connection of the service line or lines from the property line of the member to his dwelling or other portion of his premises and will also be required to purchase and install the portion of the service line or lines from his property line to the place of use on his premises and to maintain such portion of such line or lines which shall be owned by the member, at his expense, provided that the association may, if the board of directors so determine, purchase the pipe or install such portion of such service line or lines, the cost of which will, however, be paid by the individual members. (Amended 1995)

## **Section 3**

Each member shall be entitled to purchase from the association, pursuant to such agreements as may from time to time be provided and required by the association, such water for domestic, livestock and garden purposes as a member may desire, subject however, to the provisions of these bylaws and to such rules and regulations as may be prescribed by the board of directors. Each member shall be entitled to have delivered to him through a single service line only such water as may be necessary to supply the needs of the persons residing in a single dwelling and of the livestock owned by such persons and to irrigate a garden of not to exceed 1/8 of one acre. The water delivered through each service line shall be metered and the charges for such water shall be determined separately, irrespective of the number of service lines owned by a member. The exception to a single dwelling shall conform to Columbia County Zoning Ordinance 1505.3, and will be reviewed annually by the board. (Amended 2000, 2010)

## **Section 4**

In the event the total water supply shall be insufficient to meet all of the needs of the members or in the event there is a shortage of water, the association may prorate the water available among the various members of such basis as is deemed equitable by the board of directors, and may also prescribe a schedule of hours covering use of water for garden purposes; provided that if at any time the total water supply shall be insufficient to meet all of the needs of all the members for domestic, livestock and garden purposes, the association must first satisfy all of the needs of all of the members for domestic purposes before supplying any water for garden purposes. (Amended 2010)

## **Section 5**

The board of directors shall, prior to the beginning of each calendar year, and at such other times as they may determine necessary, determine the flat minimum monthly rate to be charged each member during the following calendar year for a specified quantity of water, such flat minimum monthly rate to be payable irrespective of whether any water is used by a member during any month, and the amount of additional charges, if any, for additional water which may be supplied



the members, and shall fix the date for the payment of such charges and the dates for the payment thereof. A member to be entitled to the delivery of water shall pay such charges at the office of the association at or prior to the dates fixed by the board of directors. The failure to pay water charges duly imposed or payments on the price of the membership when due shall subject the member to the following penalties at the option of the board of directors.

- A. Non-payment on the due date will be subject to penalty fee as listed in our Water Rates & Policies Schedule. The board of directors shall be responsible for setting the fee and conditions. (Added 2010, Amended 2011 & 2013)
- B. Non-payment for 60 days after due. The water may be cut off from the delinquent member's property, and whenever the water is turned back on there shall be an administrative charge as listed in the association Water Rates & Policies Schedule. The board of directors shall be responsible for setting the fee and conditions. (Amended 9/20/77 & 1997 & 2013)
- C. Non-payment for 120 days. Membership in this association may be terminated and the membership certificate purchased as provided for in Article V of these bylaws.

### **Section 6**

The board of directors shall be authorized to require each member to enter into water users' agreements which shall embody the principles set forth in the foregoing section of this article.

### **Section 7**

Each member shall be requested to install a back flow device to prevent draining of his water heater at such times when water is not in the main lines. Where required by alternative water supply said device shall be an Oregon Health Division approved testable back flow prevention assembly. Such devices are subject to inspection by State of Oregon Certified Back Flow Assembly Testers. Non-compliance with this Quincy Water Association bylaw shall result in termination of water service. The association shall not be liable for any damage caused by water or lack of water. (Amended 9/20/77, 1998, 2001, 2010)

### **Section 8**

Each member who owns automatic filling stock watering tanks shall be required to install a device which prevents overflow of water, to be subject to disconnection of water service. (Added 9/20/77)

### **Section 9**

Non-compliance with any Quincy Water Association bylaw may result in termination of water services. When the Board of Directors has determined that a member is in non-compliance, the member will be given a notice to comply within 60 days from the date the notice is issued. If a member disagrees with the non-compliance notice, the member shall have 10 days from the date the notice is issued to request a hearing with the Board of Directors. If the member fails to file a request for hearing, or has not complied within 120 days from the date the notice of non-compliance is issued, the member's water service shall be terminated. The Board of Directors may then choose to enter into the process of membership termination as provided in Article V, Section 5. (Added 2010)

**ARTICLE XII: DISTRIBUTION OF SURPLUS FUNDS**

**Section 1**

It is not anticipated that there will be any net income. If there should be any, then at the end of the fiscal year, after paying the expenses of the association for operation and otherwise and after setting aside reserves for depreciation on all buildings, equipment and office fixtures and such other reserves as the board of directors may deem proper and after providing for payments of interest and principal of obligations and amortized debts of the association, and after providing for the purchase of proper supplies and equipment, the net earnings shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repairing the system and property of the association and for such other purposes as the board of directors may determine to be for the best interests of the association. The said surplus fund or any portion thereof may from time to time, at the discretion of the board of directors, be distributed to the members as provided in the bylaws, on the basis of the assessments and charges made and levied against and paid by such members during the year.

**Section 2**

Any part of the whole of such apportionment may be credited, at the discretion of the board of directors, to the indebtedness of the members, should any credit, and in such case as the members shall be notified in writing of the amount so applied.

**ARTICLE XIII: AMENDMENTS**

These bylaws may be repealed or amended by a vote of a majority of the members present at any regular meeting of the association, or at any special meeting of the association called for that purpose, except that the member shall not have the power to change the purposes of the association as to decrease its right and powers under the laws of the state, or to waive any requirements of bond or provision for the safety and security of the property and funds of the association or its members, or to amend the bylaws as to effect a fundamental change in the policies of the association. Notice of any amendment to be made at a special meeting of the members must be given at least ten (10) days *before* such meeting and must set forth the amendments to be considered. (Amended 2010)

I hereby CERTIFY that the foregoing bylaws consisting of ten pages, were the bylaws adopted by the shareholders of the Quincy Water Association on the \_\_\_\_ of March \_\_\_\_\_, and that they are the whole thereof exactly as adopted and that I make this certificate to identify the same pursuant to the instruction of the board of directors.

\_\_\_\_\_  
Quincy Water Association Secretary

\_\_\_\_\_  
Quincy Water Association President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date