



15245 SW 116th Avenue, King City, OR 97224 • 503.639.6565 phone • 503.639.8815 fax www.mykcca.com

Board of Directors Emergency Meeting Minutes

Tuesday, October 18, 2022,
Emergency Meeting: 11:00 am
Virtual via Zoom

President

- 1) Call to order by Secretary Melanie Sagebear
- 3) Roll call of directors: Present [Jim Minor](#), [Bill Enyart](#), [Mary Delamarter](#), [Melanie Sagebear](#) President [Faramarz Khozouiee](#); also in attendance Attorney [Chris Tingey](#).

Agenda Items:

1. Accept resignation of Gary Davis as Treasurer and Board Director

Motion:

I move the Board to accept the resignation of the Treasurer position from Gary Davis tendered October 15, 2022 as presented.

Moved by Sagebear, seconded by Minor. Accepted by unanimous decision.

Motion:

I move the Board to accept the resignation of Gary Davis as a Director of the KCCA Board. Moved by Sagebear, seconded by Minor. Accepted by unanimous decision

Mr. Davis is no longer on the KCCA Board in any capacity. The tendered resignation is accepted as presented.

Adjournment:

I make a motion to adjourn the meeting motion by Delamarter, seconded by Minor.

Notes:

ORS 65.321 Resignation of directors

1. A director may resign at any time by delivering written notice to the board of directors, its presiding officer or to the president or secretary.
2. A resignation is effective when the notice is effective under [ORS 65.034 \(Notice\)](#) unless the notice specifies a later effective date.
3. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors. [1989 c.1010 §76]

ORS 65.034 Notice

1. Notice may be oral or written unless otherwise specified for a particular kind of notice.
2. Notice may be communicated in person, by telephone, electronically or by mail or private carrier, including publication in a newsletter or similar document mailed to a member's or director's address. If personal notice is not possible, notice may be communicated by



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a

newspaper of general circulation in the area where the meeting is to be held, or by radio, television or other form of public broadcast communication.

3. A notice is effective only if the notice is communicated in a comprehensible form.
4. Oral notice is effective when communicated.
5. Electronic notice in writing is effective at the earlier of:
 - a. When the notice is received; or
 - b. Two days after the notice is sent, if the notice is correctly addressed.
6. Notice by mail or private carrier is effective at the earlier of:
 - i. (A) Five days after the notice is deposited in the United States mail, if the notice is correctly addressed and has first class postage affixed;
 - ii. (B) On the date shown on the return receipt, if the notice is sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
 - b. (C) On the date that the articles of incorporation or bylaws specify with respect to notice to members or directors.
 - c. (6) (a) Written notice is correctly addressed to a member or director of a corporation if the notice is addressed to the most recent address the member or director provided for receiving notice from the corporation.
 - d. A written notice or report delivered as part of a newsletter, magazine or other publication sent to a member constitutes a written notice or report if the newsletter, magazine or other publication is addressed or delivered to the member's address as the address appears in the corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the corporation's current list of members, if the newsletter, magazine or other publication is addressed or delivered to one of the members at the address appearing on the current list of members.
 - e. (c) Written notice is correctly addressed to a domestic corporation or a foreign corporation that is authorized to transact business in this state, other than in the corporation's capacity as a member, if the notice is addressed to the corporation's registered agent or, if the corporation does not have a registered agent on record, to the principal office shown in the corporation's most recent annual report or, if the corporation has not filed an annual report, in the articles of incorporation or in the corporation's application for a certificate of authority to do business.
7. (7) If [ORS 65.214 \(Notice of meeting\)](#) or any other provision of this chapter prescribes different notice requirements for particular circumstances, those requirements govern. If articles of incorporation or bylaws prescribe different notice requirements that are more stringent than the provisions of this section or other provisions of this chapter, the requirements in the articles of incorporation or bylaws govern. [1989 c.1010 §15; 2019 c.174 §15]

Bylaws:

Article IV, section 5: Resignation of a Director

A director may resign upon giving written notice to the Board, the President, or the Secretary. Such resignation shall become effective when accepted by the Board.



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Article V, Section 2: Special Meetings

A special meeting of the Board may be called by the President of the Association or by any three (3) Directors. Notice of the time and place of the special meeting and the agenda shall be given to all Directors, not less than twenty-four (24) hours prior to the meeting and posted at a prominent place at the Association office. Only items on the agenda may be acted on at such a special meeting.

Article V, Section 3: Quorum

A majority of the members of the Board of Directors shall constitute a quorum.

The vote of a majority of the Directors present at a meeting at which a quorum has been established shall constitute the act of the Board, unless a different vote is expressly provided for in the Association Documents.

Article IV Section 6: Vacancies on the Board

A vacancy on the Board created by removal or resignation of a Director shall be filled by the vote of the majority of the remaining Directors within sixty (60) days of such vacancy, except that if there are less than four (4) Directors remaining, such vacancies shall be filled by the Resident-Members at a special election held within sixty (60) days of the last such vacancy.

Each Director elected to fill a vacancy shall serve for the remainder of the term of the replaced Director.

Article VI Section 4: Filling Vacancies

A vacancy in an office shall be filled by election by the Board. The officer elected to such vacancy shall serve for the remainder of the term of that office.