

OREGON CONDOMINIUM ACT

AS SECTION IS EXPECTED TO READ IN THE PUBLISHED 2009 EDITION OF ORS

100.417 Board of directors of association; powers and duties. (1) The board of directors of an association of unit owners may act on behalf of the association except as limited by the declaration or bylaws. In the performance of their duties, officers and members of the board of directors shall be governed by this section and the applicable provisions of ORS 65.357, 65.361, 65.367, 65.369 and 65.377 whether or not the association is incorporated under ORS chapter 65.

(2) Unless otherwise provided in the bylaws, the board of directors of an association may fill vacancies in its membership for the unexpired portion of any term.

(3) At least annually, the board of directors of an association shall review the insurance coverage of the association.

(4) The board of directors of the association annually shall cause to be filed the necessary income tax returns for the association.

(5) The board of directors of the association may record a statement of association information as provided in ORS 94.667.

(6) The board of directors, in the name of the association, shall maintain a current mailing address.

(7) The board of directors shall cause to be maintained and kept current the information required to enable the association to comply with ORS 100.480 (11).

(8) Unless otherwise provided in the declaration or bylaws:

(a) The unit owners may remove any member of the board of directors of the association, other than members appointed by the declarant or persons who are ex officio directors, with or without cause, by a majority vote of all owners present and entitled to vote at any meeting of the owners at which a quorum is present.

(b) Removal of a member of the board of directors is not effective unless the matter of removal is an item on the agenda and stated in the notice for the meeting required under ORS 100.407. [1999 c.677 §63; 2001 c.766 §42; 2003 c.669 §32]

100.419 Assent of director to board action. (1) A director of an association of unit owners who is present at a meeting of the board of directors at which action is taken on any association matter is presumed to have assented to the action unless the director votes against the action or abstains from voting on the action because the director claims a conflict of interest.

(2) When action is taken on any matter at a meeting of the board of directors, the vote or abstention of each director present must be recorded in the minutes of the meeting.

(3) Directors may not vote by proxy or by secret ballot at meetings of the board of directors.

(4) Notwithstanding subsection (3) of this section, officers may be elected by secret ballot. [2007 c.409 §22]

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100.420 Board meetings; executive sessions. (1)(a) All meetings of the board of directors of the association of unit owners shall be open to unit owners except that, in the discretion of the board, the board may close the meeting to unit owners and meet in executive session to:

(A) Consult with legal counsel; and

(B) Consider the following:

(i) Personnel matters, including salary negotiations and employee discipline;

(ii) Negotiation of contracts with third parties; and

(iii) Collection of unpaid assessments.

(b) Except in the case of an emergency, the board of directors of an association shall vote in an open meeting whether to meet in executive session. If the board of directors votes to meet in executive session, the presiding officer of the board of directors shall state the general nature of the action to be considered, as precisely as possible, when and under what circumstances the deliberations can be disclosed to owners. The statement, motion or decision to meet in executive session must be included in the minutes of the meeting.

(c) A contract or an action considered in executive session does not become effective unless the board of directors, following the

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executive session, reconvenes in open meeting and votes on the contract or action, which must be reasonably identified in the open meeting and included in the minutes.

(d) The meeting and notice requirements in this section may not be circumvented by chance or social meetings or by any other means.

(2) Except as provided in subsection (3) of this section, board of directors' meetings may be conducted by telephonic communication or by the use of a means of communication that allows all members of the board of directors participating to hear each other simultaneously or otherwise to be able to communicate during the meeting. A member of the board of directors participating in a meeting by this means is deemed to be present in person at the meeting.

(3) In condominiums where the majority of the units are the principal residences of the occupants, meetings of the board of directors shall comply with the following:

(a) For other than emergency meetings, notice of board of directors' meetings shall be posted at a place or places on the property at least three days prior to the meeting or notice shall be provided by a method otherwise reasonably calculated to inform unit owners of such meetings.

(b) Only emergency meetings of the board of directors may be conducted by telephonic communication or in a manner described in subsection (2) of this section.

(4) Subsection (3)(a) of this section first applies to property submitted to the provisions of this chapter prior to October 3, 1979, upon receipt by the board of directors of the association of unit owners of a written request from at least one unit owner that notice of board of directors meetings be given in accordance with subsection (3)(a) of this section.

(5) As used in this section, "meeting" means a convening of a quorum of members of the board of directors at which association business is discussed, except a convening of a quorum of members of the board of directors for the purpose of participating in litigation, mediation or arbitration proceedings. [Formerly 94.164; 1999 c.677 §49; 2001 c.756 §43; 2003 c.569 §33; 2009 c.641 §28]