

# **Baker City Downtown**

## **Bylaws**

### **ARTICLE I Name and Term**

The name of this corporation will be Baker City Downtown, hereafter referred to as the BCD, and its duration will be perpetual.

### **ARTICLE II Offices**

A. **Principal Office:** The principal office of the BCD will be in the State of Oregon, County of Baker, City of Baker City. Further, it will be located within the boundaries of Baker City Downtown.

B. **Registered Office:** The registered office of the BCD will be maintained in the State of Oregon, and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by resolution of the Board of Directors.

### **ARTICLE III Corporate Seal**

BCD will have no corporate seal.

### **ARTICLE IV Purposes**

A. **Organization:** BCD will organize and promote constructive relationships between local government bodies and private business and citizens. BCD will support other charitable and educational organizations whose primary interest is to preserve and develop the quality and economic stability of Baker City. BCD will represent the concerns of the downtown area at the city, county, and special district level.

B. **Promotions:** BCD will promote and sponsor discussion groups and will educate and inform citizens and supporters on topics of interest and concern to the downtown area. BCD will maintain information regarding revitalization in the downtown area. BCD will sponsor cultural, employment and commercial district revitalization activities in the downtown area. BCD will provide a forum for sharing knowledge, common experiences and problems. BCD will issue publications and information regarding its activities and other information relevant to downtown revitalization.

Such publications may include the following:

1. planning studies
2. an organization brochure
3. informational brochures, maps, and guides
4. special event flyers, pamphlets, and posters
5. a newsletter
6. website and social media

C. **Economic Vitality:** BCD will help to educate and assist downtown business owners and property owners in matters of preservation, promotion, and finance. BCD will help recruit new stores to minimize the effects of vacancies and to diversify the retail mix. BCD will aid in acquisition of adequate financing for new and existing businesses and for renovation of historic structures.

D. **Design:** BCD will advocate for the planning and coordinating design of improvements in, or adjacent to the downtown area. BCD will aid in providing design services for buildings and signage. BCD will provide information on painting, construction, historic renovation, and preservation. BCD will promote and assist in city beautification projects. BCD will participate in the planning and development of public interest projects in the downtown area. BCD will promote effective redevelopment efforts and assist in planning for the stabilization and revitalization of the downtown area. BCD will, whenever possible, recommend appropriate uses and design standards for downtown development compatible with historic preservation. Participation in the Historic District Design Review Committee is encouraged.

## **ARTICLE V Powers**

A. **General Powers:** BCD will have all powers granted by Oregon law. It will also have the power to undertake, either alone or in cooperation with others, any lawful activity which may be necessary or desirable for the furtherance of any or all purposes for which the BCD is organized.

B. **Investment Powers:** BCD may invest both assets secured by BCD, and services provided by BCD resulting in development, as program related investments. Any returns from such investment will be used by BCD for the furtherance of any or all purposes for which the BCD is organized. No portion of the returns will inure to the benefit of any supporter, Director, Officer or staff member of BCD.

## **ARTICLE VI Boundaries and Membership**

A. **Boundaries:** The primary focus area of the downtown district will be defined in Exhibit A.

B. **Supportership:** Any individual, business, or organization interested in becoming an official supporter of the BCD can file an application for supportership in such form as

the Board of Directors prescribes. Each active supporter will be entitled to one vote on matters that come before the supportership.

The Board of Directors will establish annual dues as it deems appropriate. Such establishment of dues will include method of payment. Any supporter may resign from supportership in the Corporation upon giving written notice thereof to the Secretary or the Executive Director of the Corporation. Supporters who resign from supportership will not be entitled to vote or receive refund of dues therefore paid.

## **ARTICLE VII Supportership Meetings**

A. **Annual Meeting**: The annual meeting of the BCD supportership will be the last Thursday in January or such other time as the Board of Directors may direct. Members will be notified by either regular mail or electronic mail at the address listed on their supportership application more than 30 days before the meeting convenes. The purpose of the annual meeting will be to complete tallying and announce the Board of Directors of BCD for the following year, and such other business as the Board of Directors brings before the supportership.

B. **Special Meetings**: Special meetings for the supportership will be held at any time and place as may be designated in the notice of said meeting upon call of the President of the Board of Directors, or a majority of the Board of Directors, or upon the written petition by at least twenty-five percent (25%) of the active supportership. A notice stating the place, date, and time of meetings will be provided either personally or by regular or electronic mail to each supporter at least ten days prior to the meeting. Other interested parties will be given such notice of meetings as the Board of Directors deem appropriate.

C. **Supporter Meetings**: Supporters shall be invited to attend all monthly board meetings as mentioned in Article VIII Section F. Supporters will be notified by either regular mail or electronic mail on their supportership application at least ten (10) days before the meeting convenes. The purpose of these monthly meetings will be to discuss all business, receive committee reports and review financials.

## **ARTICLE VIII Directors**

A. **Duties**: The Board of Directors will manage, set the policy for, and oversee the management of the affairs of BCD. They will control its property, be responsible for its finances, formulate its policy, and direct its affairs. The Board of Directors may hire an Executive Director and support personnel. The Board of Directors may enter into contracts necessary to accomplish the BCD goals.

B. **Qualifications**: The BCD shall have a Board of Directors consisting of no less than 5 and no more than 11 Directors. Any supporter, employee of a supporter business, or partner or associate in a supporter business of BCD may be a Director. It is suggested, but not mandatory, that there are at least 4 Directors from both retail and non-retail

businesses, as well as a real property owner from within the primary focus area of the BCD. There will not be a majority of any occupation on the Board. Directors must be of sound mind and of legal age.

C. **Term:** Every Director will be elected for a three (3) year term. However, the initial Board of Directors will serve staggered terms. Directors on the initial Board will be elected by lot: two for three (3) years, two for two (2) years and one until the first annual meeting. No Director shall serve more than two consecutive three-year terms without stepping down from serving for at least one year.

D. **Elections:** Directors will be elected by the supportership by mailed ballot. Tallying of ballots will be completed, and the new Directors announced at the Annual Meeting. Every supporter will have one vote for each available Director's position. Nominations to the ballot slate will be made either: 1) by petition submitted to the BCD office more than 25 days in advance of the annual meeting, signed by five supporters; or 2) by the nominating committee, which will consist of the outgoing Directors and the President. Ballots will be mailed to each supporter more than 14 and less than 24 days before the annual meeting. Ballots must be received at the BCD office by 5 p.m. on the day before the annual meeting. In the event of a tie, a runoff election will be held by written ballot at the annual meeting. In the event there is not a Director elected from the three categories listed in Article VIII, B; then the new Director with the fewest votes will not be named, and an election for that position will be held by written ballot at the annual meeting.

E. **Vacancies:** A Director may resign at any time by giving written notice to the BCD President, Vice President, or Executive Director. Any vacancy in the Board occurring because of death, resignation, refusal to serve, or otherwise, will be filled for the unexpired term by action by the majority of the remaining Directors. Three consecutive unexcused absences from regular Board of Directors meetings and/or absence from 25% of regular Board of Directors meetings will be considered a vacancy.

F. **Meetings:** The Board of Directors will meet at least monthly. The President and/or any three Directors may call a meeting of the Board. At a duly called meeting of the Board of Directors, a majority of the officers shall constitute a quorum. All business of the Board of Directors will be transacted at a duly called meeting of the Board.

G. **Compensation:** Directors will receive no compensation for their services as Directors, but the Board may, by resolution, authorize reasonable reimbursement for expenses incurred in the performance of their duties. Nothing herein will preclude a Director from serving BCD in any other capacity and receiving reasonable compensation for such service. If a BCD Director receives this compensation, the BCD Board will have written and approved consent put into the organization's minutes.

H. **Liability:** Directors will not be personally liable for the Corporation's debts, liabilities, or other obligations.

I. **Electronic Voting:** Directors, by providing an address to receive electronic transmission, consent to electronic transmission of information (including meeting notices) and to conduct votes via electronic transmission. Such votes are considered final action on the matter if there is unanimous consent of the board. After two

successive failed attempts to contact a Director by electronic means, consent by that Director will be considered to be revoked.

## **ARTICLE IX Officers**

A. **Number of Officers:** BCD will have a President, Vice President, Secretary, Treasurer, and such additional officers as the Board of Directors may from time to time designate. Each officer will serve a one year term, which may be renewed by election until their term has concluded. Officers will be elected by the Board of Directors at the first Board meeting following the Annual Meeting of supportership.

B. **Duties of President:** The President will preside at all meetings of the Board of Directors, and at the annual meeting ending his or her term of office. The President will be entitled to the same vote as any other Director. The president shall sign all checks and documents pertaining to BCD for which the President's signature is necessary or desirable.

C. **Duties of Vice President:** In the absence of the President, or his or her inability to act, the Vice President will possess all the President's powers and discharge all Presidential duties. The Vice President may also sign any checks or documents necessary for BCD.

D. **Duties of the Secretary:** The Secretary will record and maintain a full and correct record of the proceedings of BCD. The Secretary may also sign any checks or documents necessary for BCD, and will perform such other duties as the Board may from time to time direct.

E. **Duties of Treasurer:** The Treasurer will maintain in good order all financial records of the Association. The Treasurer may sign checks for the BCD. At the annual meeting, and at regular Board of Directors' meetings, the treasurer will provide a report and summary statement on the financial affairs of BCD.

F. **Temporary Officers:** In cases of absence or disability of an officer of the Corporation, the remaining Officers may vote to delegate the powers and duties of such officer to any other officer or Director of the Board.

## **ARTICLE X Committees**

BCD will have the following standing committees:

1) Outreach & Resources, 2) Events, 3) Design.

BCD will also have such other committees as the Board of Directors may from time to time establish. Committees will report at least monthly to the Board of Directors. At least one Director will serve on every committee. Committees will be appointed by the President with the approval of the Board of Directors. Committees need not be limited

in support to BCD supporters, but can have representatives from other relevant areas of the community.

## **ARTICLE XI Finances and General Provisions**

A. The fiscal year of the Corporation will begin on the first day of January, and end on the last day of the December in each year. On the first year of incorporation, the fiscal year will begin upon incorporation and end on the last day of December.

B. Except as the Board of Directors may otherwise authorize, all checks, drafts, and other instruments used for payment of money and all instruments of transfer of securities will be signed by the Treasurer and one Officer, or by the Treasurer and the Executive Director. In the absence of the Treasurer, any two Officers or one Officer and the Executive Director may sign in the place of the Treasurer.

C. Within two months after the close of the fiscal year, the Treasurer will prepare a year-end financial statement showing in reasonable detail the source and application of the previous year's funds and the financial condition of the Corporation. This statement will be presented to the Board of Directors at a regular board meeting.

## **ARTICLE XII Books and Records**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

## **ARTICLE XIII Indemnification**

A. BCD may indemnify any Officer or Director, or a former Officer or Director, their heirs or assigns, for any and all judgments, settlement amounts, attorneys fees and litigation expenses incurred by reason of his or her having been made a party to litigation due to his or her capacity or former capacity as Officer or Director of BCD. BCD may advance expenses where appropriate. Payments of Indemnification shall be reported at the next annual meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these Bylaws also. The rights of indemnification set forth herein are not exclusive.

B. An Officer or Director is not entitled to indemnification if the cause of action is brought by BCD itself against the Officer or Director, or if it is determined in judgment that the Officer or Director was derelict in the performance of his duties, or had reason to believe his action was unlawful.

C. No Director, trustee or any uncompensated officer of the BCD will be personally liable to the corporation or its supporters for monetary damages for conduct as a Director, trustee, or any uncompensated officer provided that this Article will not eliminate the liability of a Director or any uncompensated officer for any act or omission occurring prior to the date when this Article becomes effective and for any act or omission for which elimination of liability is not permitted under the Oregon Nonprofit Corporation Act.

#### **ARTICLE XIV Conflict of Interest**

Any Director of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item. If, while a Director has temporarily vacated his/her seat due to conflict of interest, there is a tie among the remaining Directors, then the three committee chairs will come up with ONE vote to break the tie.

#### **ARTICLE XV Non Discrimination**

BCD does not and shall not discriminate on the basis of race, color, religion (creed), gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provisions of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

BCD is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

#### **ARTICLE XVI Dissolution**

The Corporation shall be dissolved on the affirmative vote of two-thirds (2/3) of all the voting members. Upon dissolution, the assets will be distributed in accordance with the Articles of Incorporation.

#### **ARTICLE XVII Amendments**

The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by a quorum vote at a duly called meeting of the Board, provided that no such action will be taken if it would in any way adversely affect the BCD's qualifications under the Internal Revenue Code or corresponding provisions of any subsequent Federal tax law.

This document is a complete and correct copy of the BCD's bylaws, adopted by the Board of Directors on this date, April 22, 2024, and are now in effect.

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Secretary  
Baker City Downtown

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Date