

BYLAWS of the Bend Downtowners Association
Revised January 2009

ARTICLE 1

The name of the corporation shall be:
Bend Downtowners INC (dba The Bend Downtowners Association)
And herein referred to these bylaws as the "Corporation"

ARTICLE II

PURPOSES

Section II: The purpose for which this corporation is organized is to encourage the development, redevelopment, and improvement of downtown Bend; to provide a forum for members of this corporation to share knowledge, common experiences and problems; the organization of retail promotions and advertising, encouraging new uses for older structures, the encouragement of housing and recreation in downtown Bend; to promote and encourage the implementation of more effective comprehensive legal and financing techniques and devices that will further development, redevelopment, and improvement of downtown areas.

Section II.2: The Corporation shall only engage in activities that are in the purview of Section 501 © (6) of the Internal Revenue Code of 1974 as now or hereinafter amended. No part of the net earnings of the corporation shall inure to the benefit of any of its members or any other individuals and the association shall not participate in or intervene in any political campaign on behalf of any candidate for any public office.

ARTICLE III

Membership

Section III.1: Any individual, partnership, corporation, or other business entity who owns property or a business within the Downtown Economic Improvement District is considered a member.

Section III.2: Annual Enrollment: The Corporation will conduct an annual business search within the district to determine changes in membership.

Section 111.3 Participation: Only members in good standing with the corporation shall be eligible to receive benefits of the Economic Improvement District, participate in its business meetings or to serve in any of its elective or appointed positions.

ARTICLE IV

Marketing

Section IV.1 Marketing Projects: The Board of Directors will determine specific corporation marketing projects in which members may participate.

Section IV.2: Payment of Fees: Fees for marketing projects shall be payable to the corporation or directly to the marketing coordinator as determined by the board of directors.

Section IV.3 Default and Termination : The Board will notify any member in default that unless payment is received within 5 business days from the date of the default notice, that their participation in the marketing campaign will be terminated and any funds due the corporation for participation in said marketing campaign will be billable and due within 10 days of this notice.

ARTICLE V

Meetings of Members

Section V.1 Annual Meetings: The annual meeting of the members shall be held in or during the month of June in each year as set by the Board of Directors. The purpose of the meeting will be for election of the Board of Directors and for receiving the annual reports of officers directors, and committees, and the transaction of other business. The notice of the meeting will be publicized at least 30 days in advance of meeting date.

All notices of meetings shall set forth the place, date, time and purpose of the meeting.

Section V.2 Special Meetings: Special meetings of the members may be called by the Board of Directors at their discretion. Upon the written request of 20 members, the Board of Directors shall call a special meeting. Notice for any special meeting shall be given in the same manner as the annual meeting. No business other than that specified in the notice of meetings shall be transacted at any special meeting of the members of the Corporation.

Section V.3 Quorum: The presence in person or by proxy of twenty percent of the members of the corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section V.4 Voting: Any member of a firm or an officer of a corporation may represent it at any meeting. Any firm or corporation may be represented at any meeting by any of its staff delegated by it for that purpose; but each firm or corporation shall be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy.

Section V.5 Proxies: Every member of the corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxies specified, it shall be invalid after 11 months from the date of its execution.

Section V.6 Order of Business: The order of business shall be as follows at all the meetings of the Corporation, Board of Directors:

- A. Calling of the roll
- B. Proof of notice of meeting or waiver of notice
- C. Reading of the minutes
- D. Receiving communications
- E. Election of officers and new members
- F. Reports of officers
- G. Reports of committees
- H. Report by staff
- J. Unfinished business
- I. New business

Any question as to priority of business shall be decided by the Chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

ARTICLE VI

Directors

Section VI.1: Number: The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors, consisting of seven to nine directors 35% of which must be property owners in the Downtown District or their representatives. The members of the Board shall, upon election or appointment, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected/appointed and qualified. Any firm or corporation may be represented on the board by any of its staff delegated by them for that purpose.

Section VI.2: Election of Directors and Term: At the annual meeting, vacancies within the Board of Directors shall be filled. The current Board of Directors may appoint additional nonvoting board members for a term of one year. Upon the expiration of the term of the President, he/she shall remain on the Board for a period of one (1) year as the "Past President" Board Member. There shall be an election by ballot to fill the remaining positions for a term of two years. At each subsequent annual meeting, the City of Bend and Bend Metro Park and Recreation District shall each appoint one representative to serve as director for a one-year term, and a number of directors equal to that of those whose terms have expired shall be elected. At the Expiration of any term, any director may be re-elected or re-appointed.

Section VI.3: Duties of Directors: The Board of Directors may: (1) hold meetings at such times and places as it thinks proper; (2) appoint committees on particular subjects from the member of the Board, or from other members of the Corporation; (3) edit bills and disburse the funds of the Corporation; (4) print and circulate documents and publish articles; (5) carry on correspondence and communicate with other associations interested in downtown Bend; (6) employ agents; (7) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the corporation and to best protect the interests and welfare of the members; (8) take any other action permitted by law; and (9) each director shall assume an active role on one of the Standing Committees and/or active role in a major event.

Section VI.4: Meetings of Board: Regular meetings of the Board of Directors shall be held immediately succeeding the annual election in June and on at least a monthly basis during the year. The President may, when he/she deems necessary, or the secretary shall, at the request in writing of three members of the Board, issues a call for a special meeting of the Board, and only five day's notice shall be required for such special meetings.

Section VI.5: Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day.

Section VI.6: Absence: Should any member of the Board of Directors absent himself unreasonably from three consecutive meetings of the Board without sending a communication to the President or Executive Director stating his/her reason for so doing, and if his/her excuse should not be accepted by the members of the Board, his/her seat on the Board may be declared vacant, and the President may forthwith proceed to fill the vacancy.

Section VI.7: Vacancies: Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within 60 days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting, or until his/her successor shall have been chosen at a special meeting of the members.

Section VI.8: Removal of Directors: Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

ARTICLE VII

Officers

Section VII.1: Number: The officers of this Corporation shall be a President, a Vice President, a 2nd Vice President, a Secretary, and a Treasurer- also known as the Executive Board of Directors.

Section VII.2: Method of Election: The Board of Directors shall elect all officers for a term of one year, the President, Vice President and 2nd Vice President being elected from the Board of Directors. A majority of a quorum present shall be necessary to conduct elections.

Section VII.3: Duties of Officers: The duties and powers of the officers of the Corporation shall be as follows:

President

The President shall preside at the meetings of the Corporation and the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee. The President is the chairman of the Organization committee and the official spokesperson for the organization.

Vice President

In case of the absence or death of the President, or of his/her inability from any case to act, the Vice President shall perform the duties of his/her office. The Vice President assumes the chairmanship of one of the standing committees. He/she is the automatic nominee for the office of President for the following year.

Secretary

It shall be the responsibility of the Secretary to execute all correspondence and record all decisions and votes taken during all board of Directors meetings, in the form of written minutes. The Secretary will distribute a copy of these minutes to be approved by a vote of the Board of Directors prior to each monthly board meeting.

Treasurer

The Treasurer shall keep an account of all money received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved by any member of the Executive Board of Directors. He/she shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of at least two Executive Board members.

The funds, books, and invoices in his/her hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control. At the Expiration of his/her term of office, he/she shall deliver over to his/her successor all books, money's, and other property, or, in the absence of a Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Executive Committee may appoint a Treasurer pro tem. The office of Secretary and Treasurer may be held by the same person.

Section VII.4 Bond of Treasurer: The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his/her duties as the Board may direct.

Section VII.5 Vacancies: All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section VII.6 Compensation of Officers: The officers shall receive no salary or compensation as determined by the Board of Directors.

ARTICLES VIII

Committees

Section VIII.1. Committee on Nominations: During the month of March in each year, the Board of Directors shall appoint a Nominating Committee of three members, none of whom shall be a member of the Board, whose duty it shall be to nominate candidates for directors to be elected at the next annual meeting. They shall notify the Secretary in writing, at least 45 days before the date of the annual meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided, shall mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

Section VIII.2 Independent Nominations: Nominations for directors may also be made if forwarded to the Secretary at least 45 days prior to the annual meeting of the Corporation.

Section VIII.2 Other Committees: At the first meeting of the Board of Directors after their election or as soon thereafter as practicable, the President shall, subject to its approval appoint the following committees to consist of as many members as seems advisable.

The members of such committees shall hold office until the appointment of their successors.

Section VIII.4 Special Committees: The President may, at any time, appoint other committees on any subject for which there are not standing committees.

Section VIII.5 Committee Quorum: A majority of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section VIII.6 Committee Vacancies: The various committees shall have the power to fill vacancies in their membership

Article IX

Seal

The seal of the Corporation shall be as more particularly shown in the following impression.

Article X

Indemnification/liability

To the fullest extent permitted by law, no Director or Officer of this corporation shall be personally liable to the corporation for the Director's or Officer's conduct in such capacity and no amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any Director or Officer of the corporation for or with respect to any acts or omissions prior to such amendment or repeal. No change in the law in the future shall reduce or eliminate the rights and protections set forth in this article unless the change in law specifically requires such reduction or elimination. If, without limitation to the provisions of this article, provisions of the law, as amended after this article become effective, authorize further corporate action eliminating or limiting personal liability of Directors or Officers of the corporation, then said liability of the Directors and Officers shall be eliminated or limited to the fullest extent permitted by the law as so amended. The corporation may indemnify to the fullest extent permitted by law, any person who is or may be a party or witness to or otherwise involved in any legal proceeding, whether civil, criminal, administrative or otherwise, by reason of the fact that that person was a Director, Officer, Employee or Agent of the corporation. Any such indemnification provided for herein shall be in addition to and not exclusive of any other rights which said person may be entitled to under the Articles of Incorporation or Bylaws of this corporation or by any other agreement, statute, insurance policy or otherwise.

ARTICLE XI

Amendments

The Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the Corporation or by a quorum of the board Directors. The proposed change shall be mailed to the last recorded address of each member at least ten days before the time of the meeting which is to consider the change.