

**BYLAWS
OF
FRIENDS OF DOWNTOWN BEND**
An Oregon Nonprofit Corporation

ARTICLE I. PURPOSE

The purpose of FRIENDS OF DOWNTOWN BEND, an Oregon nonprofit corporation, (the "Corporation") is to support the charitable activities of the Bend Downtown Business Association.

ARTICLE II. OFFICES

The principal office of the Corporation in the State of Oregon shall be located at **916 NW Wall Street, Bend, Oregon 97703**. The Board of Directors may change the principal office of the Corporation, or establish such additional offices within or without the State of Oregon, as it may determine from time to time in its sole discretion.

ARTICLE III. MEMBERS

The Corporation shall not have members.

ARTICLE IV. DIRECTORS

Section 4.1 Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors. Members of the Board of Directors need not be residents of the State of Oregon.

Section 4.2 Number and Term of Office. The number of Directors constituting the Board of Directors will be between three (3) and seven (7). The number of Directors on the Board of Directors may be decreased or increased by a vote of two-thirds of the Board. The initial Board of Directors shall serve in office until the first annual election of Directors as provided in these Bylaws. Thereafter, each Director shall hold office until the next annual meeting of Directors and until the Director's successor shall have been duly elected and qualified.

Section 4.3 Annual Meetings. A regular annual meeting of the Board of Directors shall be held.

Section 4.4 Special Meetings. Special meetings of the Board of Directors may be called at the request of the Chairman of the Board, President of the Corporation or by Members of the Board of Directors constituting not less than thirty percent (30%) of the total number of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place, either within or without the State of Oregon.

Section 4.5 Notice of Board of Directors Meetings. Written notice of any regular or special meeting of the Board of Directors shall be provided to Directors not less than five days before the date of such meeting. Such notice shall specify the time and place of the meeting and, in the event of a special meeting, the purpose(s) for which the meeting has been called. The notice shall be delivered either by mail, email, facsimile, or in person at the direction of the President, Secretary/Treasurer or other persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at the Director's address as it appears on the records of the Corporation, with postage thereon prepaid. Any Director may waive notice of any meeting.

Section 4.6 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, and all actions of the Board shall be taken by a majority vote.

Section 4.7 Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors, at any special meeting of the Board called for such purpose.

Section 4.8 Removal of Directors. Any Director may be removed from office by the affirmative vote of two-thirds of the Board of Directors, at any regular or special meeting called for that purpose, with or without cause. Any such Director proposed to be removed shall be entitled to at least five days' notice of the meeting at which such removal is to be voted upon, and shall be entitled to appear and be heard at such meeting.

ARTICLE V. OFFICERS

Section 5.1 Officers. The Corporation shall have the following officers: a President; one or more Vice Presidents; a Secretary/Treasurer, and such other officers as may be elected by the Board of Directors in accordance with the provisions of these Bylaws. Such officers who are elected or appointed by the Board of Directors shall have such authority and perform such duties as are designated from time to time by the Board of Directors. The same person may hold one or more offices, except for the offices of President and Secretary/Treasurer.

Section 5.2 Election and Term of Office. The Board of Directors shall elect the officers of the Corporation on an annual basis at the annual meeting of the Board of Directors, or as soon thereafter as practicable. At any annual meeting the Board of Directors may create such new offices and elect such new officers as they deem appropriate. Each of the Corporation's officers shall hold office until such officer's successor shall be elected or appointed.

Section 5.3 Vacancies. Any office of the Corporation, which becomes

vacant prior to expiration of the normal term for any reason, including resignation, removal, disqualification or death, may be filled by the Board of Directors for the unexpired portion of such normal term.

Section 5.4 Removal of Officers. The Board of Directors may remove any officer of the Corporation at any time, provided they determine that such removal is in the best interests of the Corporation. Such removal shall be without prejudice to the contractual rights of the removed office. In the event an officer is removed prior to the normal expiration of the officer's term of office, a substitute may be appointed by the Board of Directors in accordance with the provisions of Section 5.2., Election and Term of Office, above.

Section 5.5 President. The President of the Corporation shall be the principal officer of the Corporation and shall supervise the affairs of the Corporation. The President shall control the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors of the Corporation. The President may sign, together with the Secretary/Treasurer or any other officer designated by the Corporation, any contract, deed, mortgage, evidence of indebtedness or other document authorized to be executed by the Board of Directors, except where the Board of Directors, these Bylaws or applicable law has authorized execution by other parties. To the extent permitted by applicable law and these Bylaws, the President shall have all powers and perform all duties incident to the office of President, or as otherwise designated or limited by the Board of Directors.

Section 5.6 Vice President. In the absence of the President, the Vice President (or, if there are more than one vice president, the senior Vice President as determined by the Board of Directors) shall act in place of the President and possess all the authority, powers and duties of the President during such time. To the extent permitted by applicable law and these, the Vice President shall have all powers and perform all duties incident to the office of Vice President, or as otherwise designated by the Board of Directors.

Section 5.7 Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of all meetings of the Board of Directors and provide appropriate individuals with notice of such meetings; act as custodian of the corporate records; execute documents on behalf of the Corporation as provided by these, authority of the Board of Directors, or applicable law. To the extent permitted by applicable law and these Bylaws, the Secretary/Treasurer shall have all powers and perform all duties incident to the office of Secretary/Treasurer, or as otherwise designated by the Board of Directors. The Secretary/Treasurer shall be responsible for preservation and maintenance of all funds, securities and related items of the Corporation, and shall maintain full and complete books of account. The Secretary/Treasurer shall deposit funds of the Corporation in such banks or other depositories and in such manner as is provided in these Bylaws or as directed by the Board of Directors. To the extent permitted by applicable law and these Bylaws,

the Secretary/Treasurer shall have all powers and perform all duties incident to the office of Secretary/Treasurer, or as otherwise designated by the Board of Directors.

Section 5.8 Other Officers. The Board of Directors, in addition to the offices of the Corporation specified above, may create such additional offices of the Corporation as it deems appropriate, and may designate duties and impose terms of office on such office(s) in a manner consistent with these Bylaws and applicable law.

Section 5.9 General. The Board of Directors in its sole discretion may require the holders of any of the offices described above to submit such bonds, sureties or other assurances as the Board may determine to ensure the faithful performance of such officeholder's duties to the Corporation.

ARTICLE VI. COMMITTEES

Section 6.1 Formation and Powers of Committees of Directors. The majority of the Board of Directors may from time to time designate and appoint one or more committees, each of which committees shall have two or more Directors as Members. To the extent provided in the resolution authorizing creation of such committee(s), or as otherwise provided in these Bylaws or the Corporation's Articles of Incorporation, shall have the authority of the Board of Directors. Provide, however, that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any Member of any committee or any Director of officer of the Corporation; adopting a plan of merger or sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 6.2 Term of Office and Vacancies. Members of committees of the Board of Directors shall have a term of office designated by the Board.

Section 6.3 Liability. The designation and appointment of any committee of the Board of Directors and the delegation of any authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

ARTICLE VII. CONTRACTS, CHECK, DEPOSITS AND FUNDS

Section 7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of any on behalf of the Corporation, and such authority may

be general or confined to specific instances.

Section 7.2 Checks, Other Instruments. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer, officers or agent(s) and in such manner as shall be designated by the Board of Directors from time to time. In the absence of such designation, such instruments shall be signed by the Secretary/Treasurer or President of the Corporation.

Section 7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 7.5 Transactions with Directors and Officers. The Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, provided that (a) any such contract or transaction shall be at arm's length with full disclosure of the interest of the Director(s) or officer(s) in such contract or transaction, and (b) such contract or transaction does not violate the prohibition in the Articles of Incorporation of the Corporation against the application of funds for private use or otherwise violate applicable state or federal law.

ARTICLE VIII. BOOKS AND RECORDS

The Corporation shall keep and maintain books and records of account, minutes of all meetings of the Board of Directors and any committee. In addition, the Corporation shall keep and maintain, and make available for inspection, such records as may be required by applicable provisions of the Internal Revenue Code or regulations promulgated hereunder, and the Oregon Nonprofit Corporation Act.

ARTICLE IX. AMENDMENT TO BYLAWS

These Bylaws may be amended, or repealed and new Bylaws adopted, by a majority of the Board of Directors at any regular annual meeting or at any duly noticed and constituted special meeting.

IN WITNESS WHEREOF, the undersigned hereby certify that these Bylaws of the Corporation were adopted at a duly constituted meeting of the Board of Directors held on _____, 2016.

_____, President

_____, Secretary/Treasurer