**BYLAWS FOR DOWTOWN ROSEBURG ASSOCIATION**

**An Oregon Non-profit Organization**

Adopted June 30, 2010

**ARTICLE 1**

**NAME AND TERM**

*Section 1.10.* The name of this corporation shall be Downtown Roseburg Association (hereinafter referred to as the "Corporation"), and its duration shall be perpetual.

**ARTICLE 2**

**LOCATION**

*Section 2.10.* The office location shall be determined from time to time by the Board of Directors of the Corporation.

**ARTICLE 3**

**PURPOSE**

*Section 3.10.* The purposes for which this Corporation is organized are to stimulate and restore the economic and cultural vitality of Downtown Roseburg.

*Section 3.20.* The mission statement of the Corporation shall be as follows: To promote and develop a healthy, vibrant, user-friendly historic downtown for business owners, property owners, residents and visitors.

*Section 3.30.* The purpose and mission of the Corporation shall be achieved through:

1. **Organization.** Encourage cooperation and build leadership in the business community, and provide and encourage participation in a regular forum for members to share their knowledge, experiences, and solutions to problems.
2. **Promotion**. Create a positive image for historic downtown by promoting the area as an exciting place to live, shop and invest.
3. **Design.** Improve the appearance of historic downtown Roseburg; encourage and give incentive to stakeholders to enhance the design of physical characteristics of the historic downtown in both private and public areas.
4. **Economic Development**. Provide educational and other services to strengthen and expand the economic base of historic downtown; promote effective legal and financing techniques that will further the improvement of the area and its historic character.

*Section 3.40.* The Corporation's activities shall be limited to only those functions that fall within the purview of Section 501(c)(3) 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 Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for any public office.

**ARTICLE 4**

**BOUNDARIES**

*Section 4.10.* The primary focus area of the Corporation shall be that geographic area indicated on the attached map [Exhibit A].

**ARTICLES**

**MEMBERSHIP**

*Section 5.10.* The classes of members of the Corporation shall be as follows:

(1) Contributing member

(2) Associate member; and

(3) Sponsoring member.

*Section 5.20.* The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment and application procedure.

*Section 5.30.* Any business, organization or individual interested in supporting the purposes of the Corporation may become a member by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors may establish. Each active member shall be entitled to one vote.

*Section 5.40.* Any member may resign from the Corporation upon giving written notice

thereof to the Secretary. Members who resign shall not be entitled to any refund of dues

therefore paid.

*Section 5.50.* The Board of Directors may, at its discretion, suspend the voting privilege

of any member who has been and remains in default of his or her financial obligations to

the Corporation for a period of three (3) months or longer.

**ARTICLE 6**

**FISCAL YEAR**

*Section 6. 10.* The fiscal year of the Corporation shall begin on the 1st day of July in each year and end at midnight on the 30th day of June the following year.

*Section 6.20.* In addition to duties described in Section 9.3(4), the Treasurer, within two months after the close of the fiscal year, shall 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.

*Section 6.30.* The Board shall approve a Program budget and work plan for the fiscal year

by July 1st. The approved budget and work plan may be reviewed and revised periodically as deemed necessary by the Board.

**ARTICLE 7**

**MEMBERSHIP MEETINGS**

*Section 7.10.* An annual meeting of the membership shall be held in February each year,

at a time and place determined by the Board of Directors, for the purpose of electing

officers and directors and transacting such other business as may be properly brought

before the meeting. Written notice of the meeting shall be mailed to the last recorded

address of each member at least thirty (30) days prior to the scheduled meeting. All

notices of meetings shall set forth the place, date, time and purpose of the meeting. (Amended)

*Section 7.20.* Special meetings for the membership 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 written petition by at least

twenty-five percent (25%) of the active membership. Notice for any special meeting shall

be provided to the membership by mail at least ten (10) days before the meeting. Notice

of special meetings should also be provided to all property owners and businesses within

the boundaries of Article 4. The Board of Directors shall strive to hold special meetings

that include non-member participants.

*Section 7.30.* Ten percent (10%) of the active members present shall constitute a quorum

for the transaction of business at all meetings of the membership.

**ARTICLES**

**BOARD OF DIRECTORS**

*Section 8.10.* A Board of nine (9) Directors elected by the members eligible to vote shall

manage, set the policy for, and oversee the management of the Corporation. They will

control its property, be responsible for its finances, formulate its policy and direct its

affairs. Specifically, the Board of Directors may:

(1) Hold meetings at such times and places as needed

(2) Appoint committees on particular subjects from the members of the Board, or from other members of the Corporation

(3) Audit bills and disburse the funds of the Corporation

(4) Print and circulate documents and publish articles

(5) Engage in correspondence and communications with other associations interested in Downtown Roseburg

(6) Utilize the Four Point Approach to Main Street as prescribed by the National Main Street Center

(7) Authorize hiring of personnel or contracting by staff as may be necessary to meet organizations goals and accomplish it programs

(8) Evaluate staff on an annual basis

(9) Devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Corporation and to best protect the interests and welfare of the members

*Section 8.20.* The term of office for each Director shaH be three (3) years, except that the

term of office for the members of the first Board of Directors shall be determined by lot

as follows:

(1) Three shall be elected for one year.

(2) Three shall be elected for two years.

(3) Three shall be elected for three years.

The term of the first board begins July 1 in accordance with the fiscal year set forth in

Article 6.

*Section 8.30.* No member shall serve more than six (6) years on the Board of Directors in

any nine (9) years.

*Section 8.40.* The membership of the Board of Directors shall represent the following:

1. Two (2) directors shall be owners or managers of downtown area retail

 businesses

(2) One (1) director shall be a downtown area property owner

(3) One (1) director shall be a non-retail business or professional operators within

 the downtown area

(4) One (I) director shall be a member at large

(5) One (1) directors shall be from a financial institution located downtown

(6) Ex-officio members may include the past president and a representative from

 the City of Roseburg

Election to the Board of Directors may require service as an officer, described in Article

9, and/or a Committee Chairman, described in Article 11. All directors must be dues

paying and in good standing with the Corporation.

*Section 8.50.* Any vacancy occurring in the Board of Directors (other than a vacancy

resulting from the normal expiration of a term of office) may be filled by the affirmative

vote of a majority of the current members of the Board of Directors. A Director elected to

fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Any Director may resign by submitting written notice of resignation to the Secretary.

Any Director may be removed from office at any time with or without cause by the

affirmative vote of two-thirds of the Directors in office. Any member of the Board of

Directors who is absent from two consecutive regular meetings without just cause for

such absence may be removed as a member of the Board of Directors.

*Section 8.60.* Any Director may be removed with cause at any time by a majority vote of

the board present at a special meeting called for that specific purpose by the chair.

*Section 8.70.* A regular meeting of the Board of Directors shall be on a monthly basis and

no less than (6) times during the year. Notice of the meeting will be communicated to the

last recorded address (postal, fax, electronic, or in person) of each member of the Board

at least five days prior to the appointed meeting time. The President when deemed

necessary shall at the request in writing by three members of the Board, issue a call for a

special meeting of the Board.

*Section 8.80.* All new members of the Board of Directors shall participate in an

orientation program familiarizing them with the goals and objectives of the

Program and with their responsibilities.

**ARTICLE 9**

**OFFICERS**

*Section 9.10.* The officers of the Program shall be elected annually by the membership

and shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary.

*Section 9.20.* Elections of officers are to be held in February of each year. All officers

shall be elected for a term of one year. The President and the Vice President/President

Elect shall be elected from the Board of Directors. The Secretary and Treasurer may

either be elected or appointed by the Board of Directors. A quorum of the board must be

present for the election of officers.

*Section 9.30.* Except as hereinafter provided, the officers of the Program shall each have

such powers and duties as generally pertain to their respective offices, as well as those

that from time to time may be conferred by the membership or the Board of Directors.

1. ***President.***The President shall preside at the meetings of the Corporation and of the Board of Directors, and may be a member ex-officio, with right to vote on all committees. The President shall also, at the annual meeting of the Corporation and such other times as deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and welfare and increase the usefulness of the Corporation. The President shall perform such duties as are necessarily incident to the office of the President.
2. ***Vice President/President Elect.***In case of the President's inability to fulfill the

duties of the office, due to death or other causes, the Vice President/President

Elect shall perform the duties of the office of President. The President may

delegate other duties to the Vice President/President Elect incident to the office of

Vice President/President Elect. The Vice President/President Elect will be

expected to assume the duties of the President at the next election of officers.

1. ***Secretary****.* It shall be the duty of the Secretary to give notice, keep records of the

proceedings and attend all meetings of the Corporation. The Secretary and staff

shall prepare, at the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation, and generally devote their best

efforts to promoting the business and advancing the interests of the Corporation.

In the case of absence or disability, of the Secretary, the executive committee may

appoint a Secretary pro tern.

1. ***Treasurer****.* The Treasurer shall collect annual dues and keep an account of all

moneys received and expended by the Corporation. The Treasurer or staff shall

deposit all sums received in a bank(s) or trust company approved by the Board of

Directors, and make a report at meetings or when called upon by the President.

Funds may be drawn only upon any two signatures of the Treasurer, President,

Vice President/President Elect, or staff. The funds, books and vouchers shall at

all times be under the supervision of the Board of Directors and subject to its

inspection and control. The Treasurer shall, if required by the Board of Directors,

give to the Corporation such security for the faithful discharge of the duties as the

Board may direct. At the expiration of the Treasurer's term of office, the

Treasurer shall deliver to the successor all books, moneys, 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 Board of Directors may appoint a treasurer pro

tern.

*Section 9.40.* All vacancies in any office shall be filled by the Board of Directors without

undue delay at its regular meeting or at a meeting especially called for that purpose.

**ARTICLE 10**

**EXECUTIVE DIRECTOR**

*Section 10.10.* The Executive Director shall be responsible for coordinating the

implementation of the Corporation's policies and projects and such other duties as the

Board of Directors may require. The Executive Director shall receive for his or her

services such compensation as may be determined by the Board of Directors.

**ARTICLE 11**

**COMMITTEES**

*Section 11.10.* The Corporation shall have the following standing committees:

(1) Organization

(2) Design

(3) Promotion

(4) Economic Development

*Section 11.20.* The Corporation 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 membership to Corporation members, but can have

representatives from other relevant areas of the community.

**ARTICLE 12**

**GENERAL PROVISIONS**

*Section 12.10.* Roberts Rules of Order. The rules contained in the current edition of

Robert's Rules of Order (newly revised) shall govern this organization in all cases to

which they are applicable and in which they are not inconsistent with these bylaws.

*Section 12.20.* Compensation. Members will receive no compensation for their services

as Directors, Officers, or Committee Members, but the Board may, by resolution,

authorize reasonable reimbursement for expenses incurred in the performance of their

duties.

*Section 12.30.* 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 13**

**INDEMNIFICATION**

*Section 13.10.* The Corporation may indemnify to the extent allowed by law any person

who was a party to or who is threatened to be made a party to any threatened, pending or

completed action, suit or proceeding, whether civil, criminal, administrative or

investigative by reason of the fact that the person is or was a director, officer, employee

or agent of the Corporation.

**ARTICLE 14**

**DISSOLUTION**

*Section 14.10.* In the event of dissolution, the net assets of the Corporation shall be

distributed to a 501 (c)3 organization whose purposes are similar to this Corporation.

**ARTICLE 15**

**HISTORICAL DOCUMENTS**

*Section 15.10.* **All** historical documents and records will be archived at a location

approved by the Board.

**ARTICLE 16**

**AMENDMENTS**

*Section 16.10.* These bylaws may be amended, repealed, or altered in whole or in part by

a majority vote of the Board of Directors at any duly organized meeting provided that no

such action shall be taken if it would in any way adversely affect the Program's qualifications under Section 501 (c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. The proposed changes shall be mailed to the last recorded address of each board member at least ten (10) days before the time of the meeting, at which a change may be considered.

This document is a complete and correct copy of the Corporation's bylaws, adopted by

the Board of Directors on this date June 30, 2010 and are now in effect.

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Downtown Roseburg Association

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