

AMENDED BYLAWS
OF THE
BEAVERTON DOWNTOWN ASSOCIATION, INC. (BDA)

Effective: May 11, 2024

ARTICLE 1

Name and Principal Office of Corporation

Section 1. The name of this corporation shall be the Beaverton Downtown Association, Inc. (hereinafter referred to as "BDA"). The principal offices shall be determined from time to time by the Board of Directors of the BDA.

ARTICLE 2

Purpose & Mission

Section 1. The BDA is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and to operate exclusively for benevolent and charitable purposes within the meaning of ORS 307.130 and, more specifically:

- a) To promote the historic preservation, protection, and use of the City of Beaverton's early and mid-twentieth century traditional downtown area as outlined in Article 4;
- b) To proactively support and advocate the improvement and maintenance of the City of Beaverton's traditional downtown area and thereby promote the City's historic preservation, contribute to its community betterment, and enhance the social welfare while lessening the burdens of the City's government;
- c) To disseminate information of and promote interest in the preservation, history, culture, architecture, and public use of the City of Beaverton's traditional downtown area;
- d) To hold meetings, seminars, and other activities for the instruction of the public in those activities such as building rehabilitation and design, economic vitality, and planning management that foster the preservation of the City of Beaverton's traditional downtown area, and enhance the understanding and appreciation of its history, culture, and architecture;
- e) To aid, work with, and participate in the activities of other organizations, individuals, and public and private entities located within and outside the City of Beaverton engaged in similar purposes;
- f) To solicit and receive and administer funds for educational, benevolent and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person or corporation, any property, real, personal, tangible, or intangible, or an undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the BDA's Directors, will best promote the purposes of the BDA without limitation, except such limitations, if any, as

may be contained in the instrument under which such property is received, the by-laws of the corporation, or any laws applicable thereto.

Section 2. Given the purposes for which the BDA is organized, the BDA's mission is to promote the public use of Beaverton's traditional downtown area and its historical preservation while supporting its physical environment, economic vitality, and inclusive community.

ARTICLE 3

Powers

The BDA has such powers as are now or may hereafter be granted under the laws of Oregon that are in furtherance of the BDA's exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes. In addition, in furtherance but not in limitation thereof, the BDA's powers include 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 of the BDA's exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

ARTICLE 4

Area

The jurisdiction of the Beaverton Downtown Association shall be that geographic area indicated in Appendix B.

ARTICLE 5

Participants

Section 1. Participants shall consist of interested parties for the downtown including residents, business owners, property owners, or members of the larger Beaverton community, who share an interest in the BDA's organizational purpose set forth in Article 2.

Section 2. The BDA shall have one class of non-voting participants. The Board may in its discretion, by resolution, establish the terms and conditions of such participation.

Section 3. The BDA shall have no members as that term is defined by Oregon Revised Statutes Chapter 65 but shall have members for other purposes. These members shall have none of the rights or duties described in ORS Chapter 65 or any corresponding future statute.

ARTICLE 6

Board of Directors

Section 1. The BDA shall be governed by a Board of Directors (Board). The number of Directors which shall constitute the whole Board shall not be more than fifteen, and should not be less than nine, as the Board shall determine from time to time by majority vote. The election of a Director other than to fill a vacancy shall be deemed to be a vote by the Board to increase the authorized number of Directors accordingly.

Section 2. The term of office for each Director shall be three (3) years.

Directors shall be elected at the Annual Meeting of the Board, held in July of each year, by the existing Board members and shall be eligible for two successive terms for a total of six years. Each Director shall hold office for the term for which they are elected and until their successor shall have been elected and qualified.

When a vacancy occurs on the board, it may be filled by appointment of the Board by majority vote following the guidelines outlined in Appendix A.

One position on the Board should be occupied by a Youth Representative who shall represent and promote the interests of young people.

Section 3. Any Director may resign at any time by submitting a written notice of resignation to the Chair or Secretary. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chair or Secretary of the Board. Formal acceptance of a resignation shall not be necessary to make it effective.

Section 4. 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 who is absent from three consecutive regular meetings without just cause for such absence may be removed as a member of the Board.

Section 5. The Board may have two ex-officio members including the Executive Director and the City Liaison. These members participate without a voting obligation.

Section 6. The Board may hold regular and special meetings. Regular meetings shall be held not less than six (6) times each year. Special meetings of the Board may be called by the Chair or by the Executive Committee or by four or more Directors. Written notice of the time, place, and agenda for both regular and special meetings shall be given to each Director either by personal delivery or by mail, E-mail, internal electronic communication channel, at least five (5) days before the meeting.

Section 7. At all meetings of the Board, a majority of the Board shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. A majority is defined as more than fifty percent of the filled member seats.

Section 8. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if two-thirds of all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the next regular meeting of the Board. Such consent shall have the same force and effect as a majority vote of the Board.

Section 9. Directors shall not receive any salary for their services as Directors or as members of committees. Nothing herein contained shall be construed to preclude any Director from serving the BDA in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

Section 10. All new members of the Board shall participate in an orientation program familiarizing them with the goals and objectives of the BDA and with their responsibilities.

ARTICLE 7

Officers

Section 1. The officers of the Board shall consist of a Chair, Vice Chair, Secretary, Treasurer and such other officers and assistant officers as may be deemed necessary. The Chair, Vice Chair, Secretary and Treasurer shall constitute the BDA's Executive Committee.

- a) *Chair.* The Chair shall preside at all business meetings but may at their discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings. The Chair shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board.
- b) *Vice Chair.* The Vice Chair shall have such duties and responsibilities as the Chair or Board may from time to time prescribe.
- c) *Secretary.* The Secretary shall record and maintain in good order Minutes of all Board meetings and all corresponding records of that board meeting and shall send copies of the Minutes of each Board meeting to all Board members within 5 calendar days from the conclusion of each meeting. The Secretary shall also have such other duties as may be assigned by the Board.
- d) *Treasurer.* The Executive Director and the Treasurer shall maintain in good order all financial records of the BDA. The Treasurer shall also have such other duties as may be assigned by vote of the Board.

Section 2. Officers shall be elected by the Directors at the Annual Meeting to hold office for a term of one (1) year and until their successors are elected and duly qualified or until their earlier resignation, removal from office or death. All vacancies occurring between annual elections among any of the officers shall be filled by appointment of the Directors.

Section 3. Except as hereinafter provided, the officers of the BDA 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.

Section 4. Temporary Officers. In case of the absence or disability of any officer of the BDA and of any person authorized to act in their place during such periods of absence or disability, the Chair may from time-to-time delegate the powers and duties of such officer to any other officer or any other member.

ARTICLE 8

Executive Director

The Executive Director of the BDA shall manage the daily operations of the BDA. The Executive Director shall be responsible for coordinating the implementation of the BDA's policies and projects and such other duties as the Board may require. The Executive Director shall receive for their services such compensation as may be determined by the Board. The Executive Director is an employee of the BDA and serves at the pleasure of the Board.

ARTICLE 9

Committees

Section 1. The BDA shall have four (4) standing committees entitled Organization, Economic Vitality, Design, Promotion, or otherwise entitled as the Board shall determine from time to time by majority vote. Each standing committee shall consist of not fewer than three (3) members and shall meet no fewer than six (6) times per year. The members of each standing committee shall elect a Committee Chair at the first committee meeting of a calendar year. The term for the Committee Chair is one (1) year. The Committee Chair shall preside at all business meetings and shall perform such other duties as are usually incumbent upon that officer or as may be directed by the Board or by resolution of the committee members. Each Committee shall send a member to Board of Directors meetings for the purposes of coordinating the affairs of the committee and serving as a communication liaison. A written report may be sent in lieu of attendance if approved at least five (5) days in advance of the board meeting by the Board Chair. The Committee Chair may delegate the powers and duties of the Committee Chair to other members of their committee as needed.

Section 2. In addition to the standing committees, the Board, by resolution adopted by a majority of Directors, may designate or appoint one or more additional standing committees including an Executive Committee, composed of the four officers, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board in the management of the BDA.

Section 3. Other committees not having and exercising the authority of the Board in the management of the BDA may be designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon them by law.

ARTICLE 10

Finances

Section 1. Except as the Board may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the BDA by the Executive Director or any two members of the Executive Committee.

Section 2. All funds of the BDA shall be deposited from time to time to the credit of the BDA in such banks, trust companies or other depositories as the Board may select.

Section 3. Any Board member may accept on behalf of the BDA any contribution, gift, bequest, or device for the general purposes or for any special purpose of the BDA.

Section 4. Each year in May, the Board shall approve a comprehensive budget for the upcoming fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

ARTICLE 11

General Provisions

Section 1. The fiscal year of the BDA shall begin on the first day of July and end on the last day of June in each year.

Section 2. The corporate seal shall have inscribed thereon the name of the BDA and the words "Corporate Seal" and "[state]". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise shown. In the event it is inconvenient to use such a seal at any time, the signature of the Executive Director or Board Chair followed by the word "Seal" enclosed in parentheses shall be deemed the seal of the BDA.

Section 3. Not later than three months after the close of each fiscal year, the BDA shall prepare:

- a) A balance sheet showing in reasonable detail the financial condition of the BDA at the close of the fiscal year;
- b) A statement of the source and application of funds showing the results of the operation of the BDA during the fiscal year.

Section 4. The BDA's programs and services are offered with respect to any and all federal, state or local law, regulation, or ordinance designed to protect all individuals on the basis of race, color, religion, gender, national origin, ancestry, age, disability, medical condition, genetic information, veteran status, marital status, pregnancy, gender expression, gender identity, sexual orientation, or any other characteristic protected by federal, state or local law, regulation, or ordinance.

ARTICLE 12

Indemnification

Section 1. BDA will 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 their having been made a party to litigation due to their capacity or former capacity as Officer or Director of BDA. BDA 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.

Section 2. An Officer or Director is not entitled to indemnification if the cause of action is brought by BDA itself against the Officer or Director, or if it is determined in judgment that the Officer or Director was derelict in the performance of their duties or had reason to believe their action was unlawful.

Section 3. No Director, trustee or any uncompensated officer of the BDA will be personally liable to the corporation or its members for monetary damages for conduct as a Director, trustee, or any uncompensated officer while acting in good faith of the organization 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 state law.

ARTICLE 13

Books and Records

Correct books of account of the activities and transactions of the Corporation shall be recorded and maintained for a period of no less than 3 years or as required by IRS guidelines. 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.

ARTICLE 14

Amendments

The Board shall have the power to alter, amend or repeal the bylaws or adopt new bylaws by a simple majority vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the BDA's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

The bylaws shall be reviewed and ratified at least once per calendar year no later than April 30th.

THE UNDERSIGNED OFFICER HEREBY CERTIFIES THAT THE FOREGOING BYLAWS HAVE BEEN ADOPTED BY THE BOARD OF DIRECTORS AS THE BYLAWS OF THE BDA IN ACCORDANCE WITH THE REQUIREMENTS OF OREGON NONPROFIT CORPORATION LAW.

DATED: January 11, 2023

BOARD OF DIRECTORS FOR THE BEAVERTON
DOWNTOWN ASSOCIATION

Kirsten Agard, Chair of the Board

APPENDIX A – BOARD MEMBERSHIP

ARTICLE 1

Purpose

The purpose of the Appendix is to outline the eligibility requirements, expectations, and process for the election of Board Members.

ARTICLE 2

Board Member Assessment

Section 1. A board member assessment shall be conducted each year to evaluate the effectiveness of the board as well as assess individual board member strengths and identify areas of the opportunity for growth and development of both the individual and board.

Section 2. Each year prior to the Annual Meeting, all board members continuing into the new fiscal year shall complete a Board Member self-assessment. The assessment will function as a tool to reflect on their own role as a board member in preparation for a general discussion at the Annual Meeting.

Section 3: At least once per year, the Board shall review the results of member self-assessments and engage in a planning workshop to develop or revise a multi-year board recruitment plan.

ARTICLE 3:

Board Member Recruitment and selection

Section 1. At least once per year, the board shall review and revise the multi-year board member recruitment plan including setting goals for the recruitment process and identifying potential board members.

Section 2. The board shall maintain a list of potential board members who are strong candidates to enable the organization to fulfill its mission.

Section 3. The board, with assistance from the Executive Director, is responsible for maintaining a board recruitment packet. The packet shall contain such information as to educate potential members on the mission and purpose of the organization, responsibilities of board membership, annual highlights, names and biographies of current board members and the latest annual report.

ARTICLE 4:

Eligibility Requirements and Competencies

Section 1. To be eligible for board membership, the interested party must be a community member with a strong commitment to the Organization's mission.

Section 2. The BDA requires board members to have a set of general competencies to further the interest of the organization including but not limited to:

- Demonstrated leadership capability including the ability to think strategically, manage complexity and act decisively.
- Ability and willingness to work effectively and collaboratively with a group including via virtual methods of communication.
- Demonstrated professionalism including a high level of personal and professional integrity, trust worthiness, ethics, and values.
- Brings diversity to the board, offering unique experiences and points of view.
- Display's willingness to commit time and to participate actively in the Board's development of knowledge in the areas of nonprofit governance and nonprofit financial literacy.

ARTICLE 5:

Board Member Financial Commitment

Section 1. Board members agree, as a requirement of membership, to commit to the financial wellbeing of the organization and its diversified funding goals.

Section 2. Each year during the annual budgeting process board members shall agree to a minimum commitment amount for the upcoming fiscal year. This commitment shall be no less than \$500.00. Youth representatives of the board are exempt from financial commitments.

Section 3. Annual commitment amounts are due to be paid, donated, or fundraised no later than March 31 of each fiscal year. Amounts paid, donated, or raised in excess of the minimum amount may be credited forward to the next fiscal year so long as the monies are not tied to specific stipulations by the provider.

Section 4. A member may fulfill their financial commitment in any combination of the following:

- Personal direct contributions
- In-Kind donations for major scheduled events and activities of the organization
- Recruiting recurring donors for Raise Up
- Corporate or business sponsorships
- Corporate matching giving programs

Board members are individually responsible to track and submit their contributions to the Treasurer and Executive Director on a quarterly basis.

Section 5. Should a board member find themselves with financial hardship, they may appeal all or some of their commitment to the Executive board. The executive board will evaluate the financial need and decide as to the best way to suspend, reduce, or offset the members commitment.

APPENDIX B – Downtown Beaverton Geographic Area (Primary/Secondary Boundary)



ADDENDUM TO BYLAWS OF THE BEAVERTON DOWNTOWN ASSOCIATION

CONFLICT OF INTEREST POLICY

ARTICLE 1

Purpose

The purpose of the conflict of interest policy is to protect the tax-exempt Beaverton Downtown Association's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE 2

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial as defined by the IRS under Revenue Procedures 90-12 and 92-49. A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE 3

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter the transaction or arrangement.

4. Violation of the Conflicts of Interest Policy

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 4

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE 5

Compensation

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 6

Annual Statements

Each Director, Principal Officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Organization is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 7

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. the period reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable. based on competent survey information, and the results of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE 8

Use of Outside Experts

While conducting the periodic reviews as provided for in Article 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.