

BY-LAWS

HISTORIC DOWNTOWN GRESHAM BUSINESS ASSOCIATION

An Oregon non-Profit Corporation

ARTICLE I – ORGANIZATION

Section 1. Name. The name of this corporation shall be Historic Downtown Gresham Business Association (hereinafter referred to as “the Association”).

ARTICLE II – PURPOSES

Section 1. Purposes. The purposes for which this Association is organized are:

- a. To create a positive image for Historic Downtown Gresham
- b. To promote and stimulate vital economic success
- c. To offer support and enrichment to its membership
- d. To foster community partnerships

ARTICLE III – ASSOCIATION ACTIVITY AREA

Section 1. Activity Area. The Association Activity Area shall be the Historic Downtown Gresham boundaries as defined by the Association.

ARTICLE IV - MEMBERSHIP

Section 1. Membership Classification. Memberships shall be classified as voting and non-voting. The validity of all memberships shall be determined by the Board of Directors. The corporation Secretary shall maintain or cause to be maintained a record of current memberships.

Section 2. Voting Membership. Dues paying business owners, government agencies, nonprofit organizations and other affiliated entities shall be voting members. Each member shall be entitled to one vote.

Section 3. Supporters. Supporters, a.k.a. “Friends of Downtown”, shall be non-voting members.

ARTICLE V – MEETINGS

Section 1. Board Meetings. The Board of Directors shall meet at least quarterly, at a time and place determined at the previous meeting or as determined by the President and set forth in the notice of the meeting. At all meetings of the Board, a majority of the voting members thereof 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, without notice other than announcement at the meeting, until a quorum shall be present.

Section 2. Membership Meetings. The membership shall meet monthly at a time and place determined by the Board of Directors. Notice of the membership meetings will be given through any of the following delivery methods: newsletter, hand delivery, email or mail delivery.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President, the Vice President or any three directors acting together. Notice of special meetings shall be given through any of the following delivery methods: newsletter, hand delivery, email or mail delivery.

Section 4. Quorum. The number of active members present in person or represented by proxy shall constitute a quorum for the transaction of business at all meetings of the membership.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Board of Directors. The Association shall be governed by a Board of up to 7 Directors elected by the members eligible to vote. The Board shall also include one Immediate Past-President of the Board of Directors. Should the term of the Immediate Past-President expire, his or her term of office shall be extended for one year. The term of office for each director shall be three years. Each Director shall hold office for the term for which the Director is elected and until their successor shall have been elected and qualified. Directors in office may be re-elected. The Secretary shall maintain or cause to be maintained a record of board terms.

Section 2. Nominations. Nominations to the Board shall be made by the Nominating Committee appointed by the Board President subject to Board approval. The nominating committee shall present a slate to the Board of Directors and upon approval from the Board shall then be presented at the monthly membership meeting, one month prior to vote.

Section 3. Vacancy. Any vacancy occurring on 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 the Director's 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 a majority of the members of the Board of Directors. Any member of the Board of Directors who is absent from three consecutive meetings without just cause for such absence may be removed as a member of the Board of Directors.

ARTICLE VII – OFFICERS

Section 1. Officers. The Board of Directors shall annually elect officers of the Association from among the members of the Board. The Officers shall consist of a President, President-Elect, Secretary and Treasurer (Secretary and Treasurer positions may be combined) and such other such Officers as may be deemed necessary.

Section 2. Election of Officers. Each Officer, except the President, shall be elected at the annual meeting of the Board of Directors. The President-Elect for the preceding year shall automatically become the President unless a two-thirds majority of the Board of Directors shall vote at the annual meeting to vacate his or her office. If any Officer shall resign or his or her office shall be vacated for any reason, an election shall be held at the next meeting. All Officers shall be elected by a majority of the members of the members of the Board of Directors present in person.

- a. President. The President shall preside at all business meetings, or may at his or her discretion arrange for another Officer to preside at a meeting. The President shall perform such duties as are usually incumbent upon that Officer and such duties as may be directed by resolution of the Board of Directors.
- b. President-Elect. The President-Elect shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.
- c. Treasurer. The Treasurer shall maintain in good order all financial records of the Association. The Treasurer shall also have such other duties as may be assigned by the Board of Directors.

-) Secretary. The Secretary shall maintain or cause to be maintained in good order Minutes of all meetings and all records and correspondence of the Association, and shall make copies available for any interested member. The Secretary shall also have such other duties as may be assigned by the Board of Directors.
- e. Other Officers. The other Officers shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.

ARTICLE VIII – COMMITTEES

- a. Events. The events committee will be responsible for all events sponsored by the Association.
- b. Marketing. The marketing committee will be responsible for all marketing sponsored by the Association.
- c. Nomination. The nomination committee will prepare the slate for new directors of the Association.

ARTICLE IX – FINANCES

Section 1. Finances. The Board of Directors will oversee the payment of invoices and collection of all monies. The Association shall provide financial reports to its members at least quarterly.

Section 2. Budget. An Annual Budget shall be prepared by the Board of Directors for review by the Association members during the first three months of the fiscal year.

ARTICLE X – GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day January and end of the last day of December in each calendar year.

Section 2. Amendments. The members of the Association shall have the power to alter, amend or repeal the ByLaws or adopt new ByLaws by a majority vote of the members present at any duly called meeting of the membership, provided that no such action shall be taken if it would in any way adversely affect the Association's then current non-profit status.

Adopted on 6-10-10

Cara L. Hays
President

Gail Raut
Secretary