

# BYLAWS OF The St Johns Boosters Business Association

## ARTICLE I NAME

The name of the association shall be St Johns Boosters Business Association, hereinafter known as SJBBA. Incorporated under the laws of the State of Oregon, SJBBA shall operate as a mutual benefit corporation as defined in the Oregon Nonprofit Corporation Act (ORS 65) hereinafter called the Act.

## ARTICLE II PURPOSE

**Section 2.1 General Purpose.** SJBBA is organized and operated exclusively for non-profit and mutual benefit purposes. SJBBA promotes the general welfare of the St Johns Business District in Portland, Oregon.

**Section 2.2 Mission.** St Johns Boosters promotes the growth and development of the St Johns Business District through engagement in the community which is defined as the area of the peninsula west of the Railroad cut.

## ARTICLE III MEMBERSHIP

**Section 3.1 Eligibility; Membership.** Any business, organization or person within the St Johns Business District boundaries as defined in Section 2.2 or having a demonstrated interest in the St Johns Business District is eligible for membership. To be considered a member a business must pay annual dues to St Johns Boosters Business Association, Inc.

**Section 3.2. Dues.** The Board shall, from time to time, set membership dues.

**Section 3.3. Annual Membership Meeting.** An annual meeting of the general membership shall be scheduled at the discretion of the board and at such time as the Board of Directors shall designate for the purpose of electing Directors and the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated for the annual meeting of the members, or any adjournment of, the Board of Directors shall cause the election to be held at a special meeting of the members as soon after as convenient.

**Section 3.4 Special Meetings.** Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, the Board of Directors, or at the request of not less than a majority of the members. Business transacted at any special meeting shall be confined to the purpose or purposes stated in the notice of such meeting. Notice for special meetings shall be given in accordance with the Oregon Nonprofit Corporation Act.

**Section 3.5 General Meetings.** Notice of General Meetings will be posted on the SJBBA website. Regular meetings of the members shall be held at such time and place as shall be determined by the General membership or by the Board of Directors.

**Section 3.6 Place of Meetings.** The annual meeting or special meetings of the members may be held at the principal office of SJB or such other place within or without the state of

Oregon as the Board of Directors may from time to time designate.

**Section 3.7 Record Date.** For purposes of determining members entitled to notice of a members' meeting, to demand a special meeting, or to vote at or take any other lawful action at any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the record date shall be fixed as follows: August 31 of the present year.

**Section 3.8 Members' Lists.**

(a)SJB shall prepare an alphabetical list of the names, addresses and membership dates of all its members. The list must show each member that is entitled to vote at the meeting if applicable, or in the event of written or electronic ballot, the day preceding the delivery of ballots.

(b)The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at SJBBA's principal office or at a reasonable place identified in the meeting notice in the city or other location where the meeting will be held. A member, or a member's agent or attorney, is entitled, on request setting forth a proper purpose, to inspect and to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection. "Proper purpose" does not include solicitation or other commercial uses of the members list.

(c)SJB shall make the list of members available at the meeting, and any member, or the member's agent or attorney, is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.

**Section 3.9 Quorum; Vote.** The members present at a meeting shall constitute a quorum for the transaction of business, provided that at 20 members are represented. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the membership. Action is by majority vote of the members attending.

## **ARTICLE IV DIRECTORS**

**Section 4.1 Duties.** The affairs of the corporation shall be managed by or under the authority of the Board of Directors.

**Section 4.2 Eligibility; Number.** To be eligible to be a Director, you must be a member for at least one (1) year. The Board of Directors shall consist of at least 5 and no more than 11 members.

**Section 4.3 Election and Term.** Nominations must be submitted to SJBBA no less than **14 days** prior to the Annual Membership Meeting. The membership elects the Directors at the Annual Meeting per election policies and procedures. Each member has one vote. Each **Elected** Director shall serve for a term of two years. Terms begin at the time of the election except when vacancies are filled. Prior to the first General meeting in January of the following year, the boards, both the old and newly elected, will meet to pass on and discuss all information pertinent to the functioning of SJBBA.

**Section 4.4 Term Limits of Directors.** Directors shall serve for a term of two years or until their successors are elected. Directors may serve a maximum of three consecutive terms on the board and shall not be eligible again for the board until after the lapse of two years.

**Section 4.5 Resignation and Removal.**

**(a) Resignation.** Any Director may resign at any time by giving written notice to **President**. A resignation is effective when the notice is provided, unless the notice specifies a later effective date.

**(b) Removal.** Any Director may be removed, either with or without cause, at a membership meeting called for that purpose by the President, or at the request of not less than 50% of the members. Such Director may be removed only if 2/3 majority of the members in attendance and voting approve the removal.

**Section 4.6 Vacancy.** A vacancy on the Board of Directors shall exist upon the death, resignation or removal of any Director. The Nominating Committee may nominate a replacement for election by the Board. A Director appointed to fill a vacancy shall be appointed for the unexpired portion of the term of his or her predecessor in office.

#### **Section 4.7 Conflicts of Interest.**

(a) A transaction in which a Director of SJBBA has a conflict of interest is prohibited unless approved:

(1) By the vote of the Board of Directors if the material facts of the transaction and the Director's interest are disclosed or known to the Board of Directors; or

(2) By obtaining approval of the:

(A) Attorney General; or

(B) The circuit court in an action in which the Oregon Attorney General is joined as party.

(b) A conflict of interest transaction is a transaction with SJBBA in which a Director of SJBBA has a direct or indirect financial or other interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction is approved as provided in Subsection (a) of this Section.

(c) For the purposes of this Section, a Director of SJBBA has an indirect interest in a transaction if:

(1) Another entity in which the Director, or a member of the director's family, has a current or potential material ownership, investment or other pecuniary interest is a party to the transaction; or

(2) Another entity of which the Director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of SJBBA.

(3) The Director has a compensation arrangement with SJBBA or with any entity or individual with which SJBBA has a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(d) For purposes of subsection (a) of this Section, and in accordance with subsection (f) of this Section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section by a single Director. If a majority of the Directors, who have no direct or indirect

interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section.

(e) After disclosure of a direct or indirect material interest and all material facts relating thereto, and after any discussion with the interested Board member, the Board of Directors may require the interested Director to leave the meeting of the Board of Directors while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists. In the event that the Board of Directors determines that a conflict of interest exists, the interested Director shall be allowed to make a presentation at the meeting of the Board of Directors, but after the presentation, the Board of Directors may require the interested director to leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(f) The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement in which a conflict of interest exists. After exercising due diligence, and where appropriate, the Board of Directors shall determine whether SJBBA 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by majority vote of the disinterested Directors whether the transaction or arrangement is in SJBBA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, SJB shall make its decision as to whether to enter into the transaction or arrangement.

**Section 4.8 Compensation.** Directors shall not receive any stated salaries for their services.

## **ARTICLE V OFFICERS**

**Section 5.1 Officers.** The principal officers of the Corporation shall consist of four positions, President, Vice-President, Secretary and Treasurer. The Corporation may also have such other officers, and assistant officers, and/or agents as deemed necessary and as elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, with the exception of President and Treasurer.

**Section 5.2 Eligibility; Election.** Directors must serve on the SJBBA Board for at least one year before becoming an officer. The Board of Directors shall elect a President, Vice-President, Secretary and Treasurer, each of whom must be a member of the Board of Directors, at its first regular meeting after the Annual Membership Meeting. Officers begin their positions upon election.

**Section 5.3 Term.** Officers shall serve for a term of two years or until their successors are elected. Officers may serve a maximum of two consecutive terms in one office and shall not be eligible again for that same office until after the lapse of two years.

**Section 5.4 Vacancy.** If the office of any of the officers becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. A Director eligible to serve as an officer shall be elected for the unexpired portion of the term of his or her predecessor in office.

**Section 5.5 President.** The President shall be the chief executive officer of the Corporation; they shall preside at meetings of the members and Board of Directors; they shall have

general and active management of the business of the Corporation; they shall supervise the execution of all orders and resolutions of the Board of Directors; and they shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. While in office, the President shall be an authorized signer on all bank accounts. The President is authorized to speak on behalf of SJBBA. The previous director may remain in office until the election of a new President, contingent on a vote by the directors at the meeting following the election of directors.

**Section 5.6 Vice President.** In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as the Board of Directors shall prescribe.

**Section 5.7. Secretary,** or they designate, shall (i) attend sessions of the members and Board of Directors and record the minutes of all proceedings; (ii) authenticate such records of SJB as required; (iii) give, or cause to be given, notice of all meetings to the members and members of the Board of Directors; (iv) until the Treasurer is elected perform the duties of the Treasurer as set forth below; (v) be custodian of the corporate records; (vi) maintain the roster of elected Directors; (vii) maintain the roster of current members; and (viii) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board of Directors.

**Section 5.8 Treasurer.** The Treasurer, or his or her designee, shall review all financial reports and documentation; provide oversight of the corporate funds and securities; keep full and accurate accounts of receipts and disbursements in the Corporation books; and shall oversee the deposit all moneys and other valuables in the name and to the credit of the Corporation, in the depositories designated by the Board of Directors. While in office, the Treasurer shall be an authorized signer on all bank accounts.

**Section 5.9 Compensation.** Officers shall not receive any stated salaries for their services.

#### **Section 5.10 Resignation and Removal.**

**(a) Resignation.** Any officer may resign at any time by giving written notice to the President. A resignation is effective when the notice is provided, unless the notice specifies a later effective date.

**(b) Removal.** Any officer may be removed, either with or without cause, at a Board meeting called for that purpose by the President, or at the request of not less than a majority of the Directors. Such officer may be removed only if 2/3 majority of the Directors in attendance and voting approve the removal.

### **ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS**

**Section 6.1 Attendance.** Attendance at meetings of the Board of Directors is the responsibility of each director. Any director with 3 unexcused absences during his or her term shall be considered to have resigned and shall be so notified.

**Section 6.2 Regular Meetings.** Meetings of the Board of Directors, regular or special, may be held either within or without the State of Oregon. The Board shall meet monthly or a minimum of ten times a year.

**Section 6.3 Special Meetings.** Special meetings of the Directors for any purpose or purposes, unless otherwise prescribed by statute, may be called by the SJBBA President or at the request of not less than 3 of the Directors. Business transacted at any special meeting shall be confined to the purpose or purposes stated in the notice of such meeting.

**Section 6.4 Alternative Means of Communication for Meetings.** Meetings of the Board of Directors, or any committee, may occur by means of telephone conference, electronic mail or similar communications equipment by means of which all persons in the meeting can simultaneously hear or read each other's communications, or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. Such participation in a meeting shall constitute presence in person at the meeting. Directors shall be notified of the forum in which the meeting will be conducted.

**Section 6.5 Notice for Special Meetings.** Notice of the time and place of any special meeting of the Board of Directors shall be delivered at least 3 days previously thereto by written notice delivered personally or sent by mail or sent electronically to each Director. To the extent allowed by law, notice of a special meeting of the Board of Directors may be fulfilled by electronic mail or such other form of computer communication whereby Directors either directly or indirectly receive notice of the meeting. If mailed via the U.S. Postal Service, such notice shall be deemed to be delivered on the earlier of the date receipt or five days after being deposited in the United States mail in a postage prepaid, sealed envelope appropriately addressed to said Director. If sent via electronic mail or other form of computer communication, such notice shall be deemed to be delivered on the day following the sending of such computer communication. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice for such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6.6 Quorum.** 50% of the total number of the directors then in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. Once established, the quorum will hold until the meeting is adjourned. The act of the majority of the Directors present at a meeting attended by a quorum shall be the act of the Board of Directors.

**Section 6.7 Vote.** Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board of Directors.

**Section 6.8 Action Without Meeting.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed or signed off electronically by all of the Directors. Such consent shall have the same force and effect as a unanimous vote.

## **ARTICLE VII COMMITTEES**

**Section 7.1 Committees, Membership, and Vote.** All committees must have 2 or more members, at least one which is a member of the Board of Directors. A majority of members of the committee shall constitute a quorum for that committee, and a majority vote of the members present at a meeting with a quorum shall constitute the decision of the committee. In addition to the committees established by these bylaws, the Board may establish such ad hoc committees as it deems appropriate. Committee recommendations must be approved by the Board.

**Section 7.2 Executive Committee.** This committee, chaired by the President, shall consist of the officers. This committee is empowered by the Board to act on behalf of the organization between Board meetings and in times of emergency.

**Section 7.3 Nominating Committee.** This committee, chaired a Director appointed by the President, shall prepare a list of candidates for officers as provided by Section V.

**Section 7.4 Limits on Authority of Committees.** No committee, including the Executive Committee, may do any of the following:

- (a) Authorize distributions unless otherwise authorized by the Board of Directors;
- (b) Approve or recommend to members dissolution, merger or the sale, pledge or transfer of substantially all of SJBBA's assets;
- (c) Elect, appoint or remove Directors or fill vacancies on the Board of Directors; or
- (d) Adopt, amend or repeal the Articles of Incorporation or bylaws.

#### **ARTICLE VIII LOANS TO DIRECTORS AND OFFICERS PROHIBITED**

SJB shall make no loan to its directors or officers. The Directors of SJBBA who vote for or assent to the making of a loan to a Director or Officer of SJBBA, and any Officer or Officers participating in the making of such loan, shall be jointly and severally liable to SJBBA for the amount of such loan until the repayment thereof.

Any Director against whom a claim shall be asserted under or pursuant to this Article shall be entitled to contribution from the other Directors who voted for the action upon which the claim is asserted. To the extent that any Director is required to pay such claim, they shall be subrogated to the rights of SJBBA against the debtor on the loan.

#### **ARTICLE IX CORPORATE INDEMNITY**

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director or Officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise. In addition, the corporation shall pay for or reimburse any reasonable expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Oregon Nonprofit Corporation Act. Indemnification provided hereunder shall continue to cover any Director, Officer, trustee, employee or agent after such person ceases to serve in said capacity and shall inure to the benefit of such person's heirs, executors and administrators. The right to indemnification conferred by this Article shall be considered a contract right between the corporation and any such person entitled to indemnity hereunder.

#### **ARTICLE X PARLIAMENTARY AUTHORITY**

Parliamentary authority shall be the current edition of *Robert's Rules of Order Newly Revised* in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

## **ARTICLE XI NON-DISCRIMINATION**

SJBBA embraces our diversity. St Johns Boosters Business Association, Inc will not discriminate against individuals or groups based on race, creed, religion, color, sex, marital status, familial status, sexual orientation, gender identity, age, mental or physical disability, legal citizenship, military status, national origin, income, or political affiliation or opinion in any of its policies, recommendations or actions.

## **ARTICLE XII DISSOLUTION OF THE CORPORATION**

After paying or adequately providing for the debts and obligation of the corporation the remaining assets shall be distributed to a non-profit fund, foundation, or corporation doing similar work which has established tax exempt status under Section 501 (c) of the Internal Revenue Code.

## **ARTICLE XIII AMENDMENT OF BYLAWS**

The Bylaws of the Corporation may be amended by the following procedure:

- The proposed amendment must be presented at a regular meeting of the Board of Directors. A notice of such meeting shall be sent to each director and such notice must include designation of the amendment.
- The proposed amendment may not be voted on any earlier than at the following regular or special meeting of the Board of Directors. The notice of such meeting must include designation of the amendment.
- In order to become effective, the proposed amendment must have the affirmative vote of majority of the total number of board members of SJBBA present and voting at the regular meeting or a special meeting called for that purpose.

## **ARTICLE XIV CONTRACTS, LOANS, CHECKS, DEPOSITS**

**Section 15.1 Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SJBBA and such authority may be general or confined to specific instances.

**Section 15.2 Loans.** No loans shall be contracted on behalf of SJB and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 15.3 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of SJBBA shall be signed by such Officer or Officers, agent or agents of SJBBA and in such manner as shall from time to time be determined by resolution of the Board of Directors or as otherwise set forth in these bylaws.

**Section 15.4 Deposits.** All funds of SJBBA not otherwise employed shall be deposited from time-to-time to the credit of SJBBA in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE XV BOOKS AND RECORDS**

**Section 16.1 Books and Records.** SJBBA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and



committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of SJBBA may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

**Section 16.2 Financial Statements.** At the discretion of the board, the Directors shall engage an independent certified public accountant to prepare a financial statement and annual tax returns for SJBBA.

#### **ARTICLE XVI FISCAL YEAR**

The fiscal year of SJBBA shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

#### **Article XVII Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the SJBBA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Date approved: 2/5/2020**