

TIGARD DOWNTOWN ALLIANCE

BYLAWS

ARTICLE I: NAME AND TERM

The name of this corporation will be the Tigard Downtown Alliance, hereafter referred to as TDA or the corporation, and its duration will be perpetual.

ARTICLE II: OFFICES

A. Principal Office: The principal office of the TDA will be in the State of Oregon, County of Washington, City of Tigard. Further, it will be located within the boundaries of the primary focus area of the TDA.

B. Registered Office: The registered office of the TDA will be maintained in the State of Oregon, and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by resolution of the Board of Directors.

ARTICLE III: CORPORATE SEAL

TDA will have no corporate seal.

ARTICLE IV: PURPOSES

Subject to the limitations stated in the Articles of Incorporation, the purposes of the TDA shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

As the steward-stakeholders of Downtown Tigard, the TDA's primary mission is to work as facilitators, together with partners, to catalyze the changes needed for a vibrant and thriving Downtown, to the benefit of the entire community.

ARTICLE V: BOUNDARIES AND MEMBERSHIP

A. Boundaries: The primary geographic focus area of the TDA will coincide with the area of the Tigard Downtown Urban Renewal District. Provided, the focus area of the TDA will automatically expand to include any area added to the Urban Renewal District. Provided further, the TDA Board of Directors can enlarge or adjust the focus area of the TDA by resolution, without a vote of the membership.

B. Membership: Any individual, business, or organization who supports the mission of the TDA and is interested in becoming a member of the TDA can file an application for membership in such form as the Board of Directors prescribes. Each activemember of the TDA shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation during attendance at any General or Special meeting. The Board of Directors will establish annual dues as it deems appropriate. Such establishment of dues will include method of payment. Any member may resign from membership in the Association upon giving written notice thereof to the

Secretary or the Executive Director of the TDA. Members who resign from membership will not be entitled to vote or receive refund of dues thereof paid.

ARTICLE VI: MEMBERSHIP MEETINGS

A. Annual Meeting. The annual meeting of the TDA, not including the initial organizational meeting, shall be held on any date in the months of June or December as scheduled by the Board of Directors.

B. Special Meetings. Special meetings of the TDA shall be held at the call of the Board of Directors.

C. Regular Meetings. Regularly scheduled meetings (regular meetings are those that are not annual or special meetings) of the TDA may be held as determined by the Board of Directors.

D. Notice of Meetings. Members will be notified by either regular mail or electronic mail at the address listed on their membership application at least ten but not more than thirty days before the meeting. The Notice shall include the date, time, place, and purpose of the meeting. Notices of regularly scheduled meetings that will take place may be by any reasonable means selected by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

A. Duties. The affairs of the TDA shall be managed by the Board of Directors.

B. Qualifications. There will be a minimum of four and a maximum of seven members on the Board of Directors. Board members shall be representative of the downtown community. Any member, employee of a member business, or partner or associate in a member business of TDA, may be a Director. There will not be a majority of any occupation on the Board. Directors must be of sound mind and of legal age.

C. Term. The term of office for Directors shall be three years. Provided, the term of office for the members of the initial Board of Directors shall begin on their election by the membership at the organizational meeting of the TDA, and shall end on December 31st of the third full year following the year in which the organizational meeting occurred.

D. Nominations. The Board of Directors shall, no later than two weeks before the annual meeting (but not including the initial organizing meeting), appoint a Nominating Committee consisting of three members, which shall include the President and Vice President of the corporation. The Nominating Committee shall solicit names of candidates for the upcoming Board vacancies. The Nominating Committee shall distribute through regular mail or electronically the list of nominees to the membership no later than one week before the annual meeting. Additional candidates may be proposed by nomination from the floor at the initial organizing meeting or the annual meeting.

E. Elections. The initial members of the Board of Directors shall be elected at the initial organizing meeting. Thereafter, Directors will be elected by the membership at the annual meeting. Voting at the initial organizing meeting shall be by voice vote or show of hands, at the option of the person presiding

at the meeting. Thereafter, voting on all issues at annual meetings and at all other meetings of the TDA membership shall be by voice vote or show of hands, at the option of the officer presiding at the meeting, unless the Board of Directors determines in advance of such meeting that voting on a particular matter shall be by secret written ballot. Every member in attendance will have one vote for each available Director's position. Tallying of votes will be completed, and the new Directors announced, at the meeting during which the election is held. In the event of a tie, a runoff election will be held prior to adjournment of the meeting.

F. Resignation. Any Director may resign at any time by giving written notice to the TDA President or Vice President.

G. Vacancies. Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors then on the Board of Directors. Three consecutive unexcused absences from regular Board of Director's meetings will be considered a vacancy.

H. Quorum and Action. A quorum at a board meeting shall be a majority of the number of all Directors in office, immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present. However, to establish those committees that exercise Board functions, to amend the Articles of Incorporation or the Bylaws, to sell assets not in the regular course of business, or to merge or to dissolve, such action shall be taken by a majority of all Directors in office when the action is taken.

I. Regular Meetings. Regular meetings of the Board of Directors shall be held, at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

J. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice shall be delivered to each Director personally or by telephone, by email, or by mail not less than seven days prior to the special meeting.

K. Compensation. Directors will receive no compensation for their services as Directors, but the Board may, by resolution, authorize reasonable reimbursement for expenses incurred in the performance of their duties. Nothing herein will preclude a Director from serving TDA in any other capacity and receiving reasonable compensation for such service.

L. Liability. Directors will not be personally liable for the Association's debts, liabilities, or other obligations.

M. Action by Consent. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

ARTICLE VIII: COMMITTEES

A. Committees. The Board of Directors may establish such committees as it deems necessary and desirable. Such Committees may exercise functions of the Board of Directors or may be advisory committees. Committees will report monthly to the Board of Directors. Committees need not be limited in membership to TDA members, but can have representatives from other relevant areas of the community.

B. Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board of Directors shall be composed of at least one Director, elected by the Board of Directors by a majority vote of the number of Directors in office at that time.

C. Quorum and Action. A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Committee members present.

D. Limitations on the Powers of Committees. No committee may authorize payment of any sum to the corporation's directors or officers; no committee can incur or create any debt or expense, which is precursor to payment; no committee may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; no committee may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; and no committee may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

ARTICLE IX: OFFICERS

A. Titles. The Directors of this corporation shall, at a minimum, be the President, Vice-President, Secretary, and Treasurer, and such additional officers as the Board of Directors may from time to time designate.

B. Election. Each officer will serve a one year term. Officers will be elected by the Board of Directors at the first board meeting following the Annual Meeting of membership. Officers (President, Vice President, Secretary and Treasurer/Fiscal Agent) shall be elected from the current year's Board of Directors.

C. Duties of President. The President shall be chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors. The President shall sign all checks and documents pertaining to TDA for which the President's signature is necessary or desirable.

D. Duties of Vice President. In the absence of the President, or his or her inability to act, the Vice President will possess all the President's powers and discharge all the Presidential duties. The Vice President may also sign any checks or documents necessary for TDA.

E. Duties of Secretary. The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication Of the records of the corporation; and (d) signing checks and documents deemed necessary for TDA and any other duties deemed necessary by the Board.

F. Duties of Treasurer/Fiscal Agent. The Treasurer/Fiscal Agent shall have overall responsibility for all corporate funds. The Treasurer/Fiscal Agent shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) maintaining accurate membership lists; and (f) signing documents deemed necessary for TDA and any other duties as may be prescribed by the Board of Directors.

ARTICLE X: FINANCES AND GENERAL PROVISIONS

A. Fiscal Year. The fiscal year of the TDA will begin on the first day of July in each year, and end on the last day of June in the succeeding year. On the first year of incorporation, the fiscal year will begin upon incorporation and end on the last day of June.

B. Year End Closure. Within two months after the close of the fiscal year, the Treasurer/Fiscal Agent will 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 TDA. This statement will be presented to the Board at a regular board meeting.

C. Books and Records. Correct books of account of the activities and transactions of the TDA shall be kept at the office of the Corporation. These shall include an annual 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. All minutes will also be stored digitally and accessible on the TDA website.

ARTICLE XI: CORPORATE INDEMNITY

A. Corporate Indemnity. The TDA may indemnify any Officer/ Director, or a former Officer/ Director, their heirs or assigns, for any and all judgments, settlement amounts, attorney's fees and litigation expenses incurred by reason of his or her having been made a party to litigation due to his or her capacity or former capacity as Officer or Director of the TDA. The TDA 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 or after the adoption of these Bylaws. The rights of indemnification set forth herein are not exclusive.

B. Cause of Action. An Officer/ Director is not entitled to indemnification if the cause of action is brought by the TDA itself against the Officer/ Director, or if it is determined in judgment that the Officer/ Director was derelict in the performance of his duties, or had reason to believe his action was unlawful.

C. Personal Liability. No Director, trustee or any uncompensated officer of the TDA will be personally liable to the corporation or its members for monetary damages for conduct as a Director, trustee, or any uncompensated officer 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 eliminated of liability is not permitted under the Oregon Nonprofit Corporation Act.

ARTICLE XII: CONFLICT OF INTEREST

Any member of the TDA Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and refrain from discussion and voting on said item.

ARTICLE XIII: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the TDA Board of Directors by a majority vote of Directors present, at a duly called meeting of the Board, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least five days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

This document is a complete and correct copy of the TDA's bylaws, adopted by the membership of the TDA on the date stated below and are now in effect.

Date Adopted: _____

Signed: _____

Office: _____

Signed: _____

Office: _____

Signed: _____

Office: _____

Signed: _____

Office: _____