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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits
the powers and procedures available to nonprofit corporations. Where any questions arise about
the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit
Corporation Act should be consulted.

For assistance in updating or interpreting these bylaws contact David Atkin, attorney, at
Nonprofit Support Services.
ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of McKenzie Community Development Corporation hereinafter referred to as the corporation, are exclusively those allowed for organizations defined under Sec. 501 (c) (3) of the Internal Revenue Code. Within these limits, the purposes of McKenzie Community Development Corporation include:

The encouragement, stimulation and promotion of economic and community development and diversification in the McKenzie River watershed east of the Springfield, Oregon Urban Growth Boundary.

Section 2. No Discrimination. The corporation shall not discriminate against any person on the basis of race, nationality, place of origin, ethnic background, religion, gender, sexual orientation, marital status, economic class, age or mental or physical handicap or disability.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Powers of the Board. The Board of Directors shall govern the activities, financial affairs and property of the corporation, and to do so it may exercise all corporate powers available under its bylaws, Articles of Incorporation and the laws of Oregon.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of the corporation. Further qualifications may be added by resolution.

Section 3. Number of Directors. The Board of Directors shall consist of three to fifteen members. Following the initial year of operation, the Board of Directors shall not be smaller than five members. The number of directors within this range shall be set and may be increased by resolutions passed by the Board of Directors.

Section 4. Selection of Directors. Each new Director shall be elected by the Board at a meeting held for that purpose, unless otherwise resolved by the Board. New directors shall be elected by a voice vote or by a secret ballot vote. The annual election of directors shall take place during the first quarter of the calendar, unless the meeting is set for a different time of the year by resolution of the Board. The exact time and location of the meeting shall be set by resolution of the Board.

Section 5. Terms of Directors. Directors shall serve one year terms. However, unless they formally resign or are removed from office, directors shall remain in office
until their successors are properly elected, designated or appointed. There is no limit to the
number of terms, successive or otherwise, a director may serve.

Section 6. **Removal of Directors.** All or any number of directors may be removed for causes stated in the Bylaws by a two-thirds vote of the directors in office. Proper notice must be given in advance if the removal of a director is to be considered at a meeting of the Board. Thirty-day advance written notice that the board is considering removal, and the reasons for that consideration, shall be sent to the director, and she or he shall be given an opportunity to respond either in writing or orally. A director may be removed for the following causes: repeated failures to attend Board meetings, failing to fulfill the duties required of directors, or intentional acts or omissions which a prudent person could reasonably have foreseen would damage the reputation or interests of the corporation.

Section 7. **Resignation of Directors.** A director may resign at any time. The resignation of a director must be in writing and be delivered to the secretary or the president of the Board.

Section 8. **Filling Vacancies.** The Board of Directors may appoint a director to fill any vacancy in the Board as soon as is practical. If a vacancy is created by an increase in the number of director positions or by other causes, it may be filled by the directors in office, even if they constitute less than a quorum. A director appointed to fill a vacancy shall serve only until the next annual election of directors.

Section 9. **Conduct of Meetings.** The chair of the Board, or any other director or officer selected by the Board, shall preside at the meetings of the Board of Directors. In the absence of the Chair, or the selection by the Board of some other person to preside, the president of the corporation shall preside at Board meetings.

The Chair of the Board, the President or whomever else presides at meetings of the Board, shall remain neutral on issues before the Board so far as possible, and shall abstain from voting on resolutions before the Board unless his or her vote will determine whether the resolution passes.

The current edition of Roberts Rules of Order shall be used to resolve questions or disputes over proper corporate procedures, unless the Board votes otherwise, either in specific instances or for general Board procedures.

Section 10. **Quorum.** At all meetings of the Board of Directors, the presence of a quorum is necessary to allow the transaction of business. A quorum is necessary to allow the transaction of business. A quorum is defined as a majority of the number of directors set by prior resolution or if no specific number of directors has been set then a quorum is a majority of the number of directors in office immediately before the meeting begins. However, if there are so many vacant directors’ positions that it is not possible to achieve a quorum, due to resignation or removal of directors, then the Board may nonetheless meet and appoint new directors to fill the vacant positions.

Section 11. **Decision-Making and Voting.** The directors shall diligently and conscientiously attempt to make decisions by consensus. They shall employ all standard
consensus practices and techniques including the expression and careful consideration of minority views. Where it is apparent that consensus cannot be achieved, any director may request that a vote be taken instead. Each member of the Board of Directors shall have one vote. The affirmative vote of a majority of the directors present at any meeting at which a quorum is present is necessary and sufficient to make a decision of the Board of Directors of the corporation unless, however, a greater proportion is required by law or by these bylaws.

Section 12. **No Proxy Voting.** There shall be no proxy voting allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board. Directors who are unable to attend a meeting of the Board may send a letter to the Board stating their opinion or position on any matter before the Board, and that letter shall be read aloud at that meeting during the discussion of the issue(s) of concern to the absent director.

Section 13. **Regular and Special Meetings.** If the time and place of a director’s meeting is fixed by the bylaws or if the meeting is part of a regularly scheduled series of meetings set in advance by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings. Special meetings of the Board of Directors may be called either by the president, the chair of the Board or by 50% of the directors in office.

Section 14. **Telephonic Meetings.** When necessary, and when proper notice is given, meetings may be held by telephone conferences in which all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 15. **Decisions without Meetings.** The Board may make any decision or take any action within its power through a “consent resolution” in writing setting forth the action so taken, signed by all of the directors then in office. The resolution is effective when the last director signs the consent, unless the resolution specifies an earlier or later date. The consent resolution shall be filed with corporate records.

Section 16. **Notice of Meetings.**

A. **REGULAR MEETINGS.** Regularly-scheduled meetings of the Board may be held without separate notice of the time, date, location and purpose of each meeting if the time and place is fixed by resolution, and all directors were originally notified of the schedule. The Board may, by resolution, establish or change the dates for regular meetings, with proper notice given to all directors.

B. **SPECIAL MEETINGS.** Meetings of the Board must be preceded by notice to each director, given not less than two days nor more than 30 days in advance, and if mailed there shall be five days added to the required notice period to allow for delivery. The notice shall state the date, time and place of the meeting. The notice need not describe the purposes of the special meeting unless the articles of incorporation or bylaws require otherwise. Notice may be by mail, hand delivery, e-mail or telephone. Written notice shall be deemed delivered when actually received by the person or when actually delivered to the person’s address on file with the corporation.
Section 17.  **Waiver of Notice.**  Any director may waive notice of any meeting.

a) The attendance of a director at any meeting shall constitute a waiver of notice of 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.

b) Whenever any notice is required to be given of any meeting, a waiver of that notice in writing and signed by the person(s) entitled to such notice shall be the equivalent of giving such notice. The person(s) may sign the waiver before or after the meeting has taken place. Waivers of notice shall be filed with the corporate records.

**ARTICLE III. OFFICERS AND STAFF**

Section 1.  **Officers.**  The officers of the corporation shall carry out the policies and decisions of the Board of Directors, as directed by the Board. The officers shall include a president and a secretary, and may also include a vice-president, a treasurer and a chairperson, and other such officers as may be elected in accordance with this Article. The same person may not hold the offices of president and secretary at the same time. The same person may not hold the offices of secretary and treasurer at the same time. Other than these restrictions on holding the office of president, secretary and treasurer, the same person may hold any other two offices.

Section 2.  **Election and Term of Office.**  The officers of the corporation shall be elected annually for a term of one year by the Board of Directors. As soon as possible following each annual election of directors, the Board of Directors shall meet to elect new officers of the corporation. Each officer shall hold office until her/his successor has been properly elected, unless she or he resigns or is removed.

Section 3.  **Removal.**  Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4.  **Vacancies.**  If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the directors in office, although less than a quorum, may elect or appoint an officer to fill such a vacancy. The elected officer shall hold office for the unexpired portion of the term of that office.

Section 5.  **President.**  The president shall be the principal officer of the corporation and shall, in general supervise and control all of the affairs of the corporation. Unless the Board selects a Chair of the Board or another person to preside at one or more meetings of the Board, the president shall preside at all meetings of the Board. The president shall also perform other duties as may be assigned by the Board of Directors. The president shall serve as an ex-officio member of all committees. When chairing meetings, the president shall remain neutral on issues before the Board so far as possible, and shall abstain.
from voting on resolutions before the Board unless that vote will determine whether the resolution passes or not.

The president may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated to some other officer or agent by the Board of Directors, by these bylaws or by statute.

Section 6. **Vice-President.** In the absence of the president or in the event of the president’s inability to act, the vice-president shall perform the duties of the president. The vice-president, when acting as president, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall also perform other duties assigned by the Board of Directors. More than one vice-president position may be created and duties clarified, through the amendment of this section of these bylaws.

Section 7. **Secretary.** The secretary shall perform or oversee the performance of the following duties: a) Keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) Be custodian of the corporate records; d) Ensure that all required state and federal reports are prepared and filed in a timely fashion; and e) Perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 8. **Treasurer.** The treasurer shall perform or oversee the performance of the following duties: a) Have charge of, custody of, and be responsible for all funds and securities of the corporation; b) Receive and give receipts for money due and payable to the corporation; c) Deposit all such money in the name of the corporation in such banks or other depositaries as shall be selected in accordance with these bylaws; d) Oversee or conduct all financial transactions of the corporation; e) Prepare or assist in the preparation of required state and federal reports with regard to income and disbursements and activities of the corporation; and f) Perform all the duties incident to the office of treasurer and such other duties as may be assigned by the president or the Board of Directors from time to time.

Section 9. **Chair.** The Board may elect a chair to preside at meetings of the Board, and if so elected, the chair shall remain neutral on issues before the Board so far as possible, and shall abstain from voting on resolutions before the Board unless his or her vote will determine whether the resolutions passes or not.

Section 10. **Executive Director and Staff.** The Board shall, as finances permit, employ an executive director, establish duties, fix salaries, and set personnel standards and policies to be adhered to by all staff. The executive director shall attend all regular and special meetings of the Board of Directors when reasonably possible, and shall give verbal or written reports at Board meetings as requested by the Board. The executive director shall have the
power, subject to the rules and regulations set by the Board of Directors and by law, to employ, terminate, fix duties and salaries, establish standards, and evaluate employees of the corporation.

The Board may authorize the Executive Director to sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated to some other officer or agent by the Board of Directors, by these bylaws or statute.

ARTICLE IV. COMMITTEES

Section 1. Establishment.

A. The Board may establish “policy” committees which are delegated the power to propose and recommend policy. Such committees shall be established by resolution, through a majority vote of all directors then in office and shall consist of two or more directors. Additional committee members are not required to be directors.

B. “Implementing” committees which do not have the Board’s power to set policy or make decisions for the corporation shall also be established by resolution but the members of these committees do not have to be members of the Board of Directors.

C. The Board of Directors shall always have the power to amend, alter or repeal the decisions of its committees.

Section 2. Members.

Each member of a committee shall continue as such until his or her successor is appointed unless the committee is terminated, the member is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 3. Chair.

One member of each committee shall be selected or appointed chair by the Board, or by the president subject to later confirmation by the Board.

Section 4. Committee Procedures.

Each policy committee may adopt procedures for its own governance not inconsistent with these bylaws or with resolutions adopted by the Board of Directors. Unless otherwise specified, policy committee meetings shall operate with the same quorum and voting requirements as the full Board. Minutes shall be recorded and filed with the secretary for all meetings of policy committees.

Section 5. Powers.

The Board of Directors shall specify the powers and mission of each policy committee by written resolution at the time the committee is created or thereafter. Each committee shall have and exercise the authority equivalent to the Board of Directors in the management of the corporation to the extent specified in the written resolution creating the committee, in the Articles of Incorporation and in the bylaws of the corporation. However, such committee may not a) Have the authority to amend or alter the Articles of Incorporation or bylaws; b) Elect, appoint or remove any director from a committee or from the Board of Directors; c) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; d) Authorize the voluntary
dissolution of the corporation or revoke proceedings thereof; or e) Amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 6. **Executive Committee.** An Executive Committee may be established by a resolution of the Board, and authorized to exercise the full authority of the Board so far as is allowed by law and the Articles and bylaws of this corporation. The Executive Committee shall comply with the provisions of the bylaws concerning the full Board so far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions shall be in the form of written resolutions which shall be submitted to the full Board. Any director may be a member of the Executive Committee. The Board may at any time pass a resolution modifying or revoking the authority of the Executive Committee, or changing the persons serving on the Executive Committee, or increasing or decreasing the number of persons who serve on the Executive Committee. There shall be no less than three persons on the Executive Committee.

Section 7. **Advisory Committees.** Advisory committees not having or exercising the authority of the Board of Directors in the management of the corporation may be created. The Board of Directors shall determine how members of these committees are appointed and removed. The advisory committees need not have any directors as members.

**ARTICLE V. MISCELLANEOUS PROVISIONS**

Section 1. **Conflict of Interest.** Directors shall declare the existence of any direct or indirect conflict of interest, financial or otherwise, disclose its nature on the record, and abstain from voting on that matter. A conflict of interest is always present when a vote concerns a director’s personal financial interests or those of his family. Directors and officers of the corporation may enter into transactions or contracts with the corporation, subject to the limitations of law, the Articles of Incorporation and these bylaws regarding such dealings. All transactions of the corporation involving the personal financial interests of directors, officers or employees shall adhere to standard business practices without special considerations, special compensation, or special benefit to any person as a result of the corporate role of a director, officer or employee.

Section 2. **Compensation of Officers and Directors.** The corporation may pay compensation to its officers, directors or employees, so long as no member of the Board of Directors shall receive any compensation for fulfilling the responsibilities of a director. The Board may pay directors reimbursement for expenses incurred in the course of fulfilling their responsibilities. Directors may serve concurrently as officers, employees or independent contractors of the corporation and may be compensated for work in that capacity.

Section 3. **Tax Year.** The tax year of the corporation shall be the calendar year.
Section 4. Corporate Records. The corporation shall make and keep up-to-date two sets of complete books and records of the minutes of all meetings of the Board and authorized committees. One set of records shall be designated the “archive records” and kept in a safe secure location. The other set of records shall be kept in the corporation’s principal office and shall be available for inspection and use.

ARTICLE VI. AMENDMENTS

Section 1. Articles of Incorporation. The Board of Directors shall have power to amend the Articles of Incorporation by a majority of the directors then in office, except as otherwise limited by law, the Articles or Bylaws. Proper written notice must be given in advance including either a copy of the proposed amendments or a summary of those amendments.

Section 2. Bylaws. Unless otherwise provided by law, the Articles or elsewhere in these bylaws, the Board of Directors may amend the bylaws by a two-thirds vote of the directors then in office. Proper written notice of amendments must be given in advance including either a copy of the proposed amendments or a summary of those amendments.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that the foregoing bylaws constitute the bylaws of the McKenzie Community Development Corporation, as duly adopted at a meeting of the Board of Directors properly held on the 19th day of May, 2016.

Signed this 19th day of May, 2016.

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Secretary of the McKenzie Community Development Corporation