

**BYLAWS
OREGON ECONOMIC DEVELOPMENT DISTRICTS**

ARTICLE I: NAME & OBJECTIVE

The name of this organization shall be Oregon Economic Development Districts, hereinafter referred to as OEDD.

ARTICLE II. MISSION

The mission of OEDD is to provide a cohesive network for effective, efficient delivery of economic development services benefiting healthy and sustainable communities and businesses.

ARTICLE III: MEMBERSHIP

Section 3.1. OEDD shall not have members; however, all EDA designated economic development districts within the State of Oregon shall be eligible to have a seat on the board of directors if they have paid dues for the year.

Section 3.2. Non-voting affiliate roles may be available to relevant governmental, non-profit and for-profit entities subject to the approval of OEDD Board of Directors.

Section 3.3. Districts of good standing shall be current in payment of any dues and special assessments as established by the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1. OEDD will be governed by a Board of Directors (Board). The Board shall consist of one representative from each EDD in good standing. The Board shall consist of no less than three EDD representatives.

Section 4.2. Each EDD shall be represented by its Executive Director or their designee. A designee must be named in a signed letter or e-mail from the Executive Director to the Secretary of OEDD.

Section 4.3 Each Board member shall have the option of naming an alternate representative to serve in his/her absence. An alternate representative must be named in a signed letter or e-mail from the representative to the Secretary of OEDD.

Section 4.3. Each Economic Development District in good standing shall have one vote in OEDD.

Section 4.4. Two thirds of the directors in office may request that any EDD not be represented by its regular representative or Executive Director and that an alternative representative be the selected to represent the EDD.

ARTICLE V: DUTIES OF DIRECTORS

Each director serving on the Board is responsible to serve as a spokesperson for their individual EDD and to promote EDDs on a statewide basis.

ARTICLE VI: MEETINGS

Section 6.1. Regular meetings of OEDD shall be held at least annually.

Section 6.2. Special meetings of OEDD may be called at any time by any two officers at such time and place as may be deemed necessary. All of the OEDD directors shall be notified of such special meetings at least forty-eight (48) hours prior. Notice of special meetings shall specify the business to be transacted.

Section 6.3. The Annual Meeting date shall be determined by the officers annually with the location to be determined and provided to all directors. Officers and budget for the upcoming year shall be voted upon at the Annual Meeting.

Section 6.4. A quorum at any regular or special meeting shall consist of a simple majority of the directors in good standing. All EDDs in good standing shall be entitled to be represented by a director with all voting rights and privileges. All actions shall be by a majority vote of a quorum.

Section 6.5. Minutes shall be kept of each regular or special meeting of OEDD and copies transmitted to each member prior to approval.

Section 6.6. Meetings may be held at a centralized location, via electronic or other means. Votes may be taken through electronic means so long as all directors participating may simultaneously communicate with each other during the meeting.

ARTICLE VII: OFFICERS

Section 7.1. The Officers of OEDD shall consist of a President, a Vice-President/Secretary, and a Treasurer, elected by the Board of Directors at their Annual Meeting. All officers shall serve for one year or until their successors are elected.

Section 7.2. The President shall preside at all meetings of OEDD and shall appoint the chairs of all committees established by OEDD. S/he shall be responsible for establishing the agendas for all meetings and shall be the official spokesperson for OEDD. The President shall have responsibility for administering the policies established by OEDD. S/he shall have the authority to execute all documents in the name of OEDD when such action is approved by the Board of Directors. The President shall sign all payment vouchers prior to the issuance of checks by OEDD. The President shall not serve more than two consecutive terms.

Section 7.3. The Vice-President/Secretary shall act in the place of the President in the event the President is unable to act. S/he shall give notice of and attend meetings of OEDD, maintain a record of its proceedings and provide filings records as may be required for Association business. The Vice-President/Secretary shall not serve more than two consecutive terms.

Section 7.4. The Treasurer shall be responsible for the safekeeping of OEDD's funds, billing of dues/assessments, paying of authorized debts, reporting OEDD's fiscal condition as well as assuming normal duties related to the office. All sums received shall be deposited in a depository approved by the Directors. The Treasurer shall keep accounting records showing all financial transactions of OEDD in accordance with generally accepted accounting standards and shall make a financial report at each meeting of OEDD and shall permit inspection of all financial records. The Treasurer shall disburse the funds of OEDD in accordance with the adopted budget or as may be otherwise authorized by preparing proper vouchers for such disbursements. The Treasurer shall be responsible for arranging any required audits. The Treasurer shall further carry out other duties and responsibilities normally associated with the office. Due to the nature of the responsibilities of the office, the Treasurer may serve no more than three consecutive terms.

Section 7.5. Any person entrusted with the handling of funds or property of OEDD shall, at the discretion of the Board of Directors, furnish a board-approved fidelity bond in a sum prescribed by the Board at the expense of OEDD.

Section 7.6. Any officer may be removed by a vote of two-thirds of the directors with or without cause.

ARTICLE VIII: STAFF

OEDD may engage such employees and contractors as it deems necessary to carry out its purposes.

ARTICLE IX: BUDGET, DUES, FISCAL YEAR

The officers of OEDD shall prepare a proposed annual budget to be presented to the membership at the annual meeting. Each member organization shall pay to the Treasurer an annual membership fee as determined by the voting membership at the annual meeting. Such fees are due and payable within 45 days after the annual meeting. The fiscal year of OEDD shall be July 1 through June 30 of each year.

ARTICLE X: COMMITTEES

The Board of Directors may authorize the establishment of such committees and task forces as it deems necessary. The President shall appoint members to such committees. The members of the committees may include individuals who are not members of the Board.

If the board authorizes a committee to take board action, then there must be at least two members of the board on the committee.

Article XI: LOANS

No loans can be contracted on behalf of the corporation unless authorized by resolution of the board of directors.

Article XII: Conflict of Interest

All conflicts of interest must be brought to the attention of the board. OEDD has an adopted conflict of interest policy and the procedures outlined in the conflict of interest policy shall be followed by the board.

ARTICLE XIII: LIMITATION ON PERSONAL LIABILITY

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director or officer; and no director or officer of the Corporation shall be liable to the Corporation or other person for any action taken or not taken as a director or officer if the director or officer acts in compliance with the standards of conduct for directors and officers set forth in ORS Chapter 65, provided however, that this provision shall not eliminate the liability of a director or officer for an conduct for which liability may not be eliminated under ORS Chapter 65, including liability of a director or officer for (a) breach of the duty of loyalty to the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) any unlawful distribution, (d) any transaction from which the director or officer derived an improper personal benefit or (e) any act or omission prohibited by ORS Chapter 65 involving conflict of interest, loans or guarantees to directors or officers, or unlawful distributions. No amendment to these Articles that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission that occurs prior the effective date of the amendment.

ARTICLE XIV: AMENDMENTS TO BYLAWS

These Bylaws may be amended, repealed or altered in whole or in part, by a majority vote at any proper meeting of OEDD; provided that a copy of proposed amendments are submitted to all directors of OEDD at least ten (10) days before the meeting at which time the changes are to be considered.

These Bylaws shall take effect upon adoption by two-thirds of the current economic development districts in the state.

Approved: September 24, 2010

Amended: May 20, 2011