

# BY-LAWS

## UMPQUA VALLEY DEVELOPMENT CORPORATION

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### 1. NAME AND ORIGIN

This organization is an Oregon non-profit corporation known as UMPQUA VALLEY DEVELOPMENT CORPORATION, whose Articles of Incorporation were filed with the Secretary of State of the State of Oregon on November 26, 2019.

### 2. PURPOSE AND FUNCTIONS

**2.1** The principal purpose of the corporation is set forth in its Articles of Incorporation.

**2.2** All money and property, both real and personal, and all interests herein owned by the corporation shall be taken free and clear of any restriction which would conflict with the Articles of Incorporation with these By-Laws.

**2.3** The officers and agents of the corporation shall, in accepting money, property, or any interest therein on behalf of the corporation from the State of Oregon or the United States of America, strictly comply with all applicable administrative regulations and written instructions or contract documents of the State of Oregon or the United States of America.

**2.4** All the officers and agents of the corporation shall, in accepting money, property or in the interest therein on behalf of the corporation which is not from the State of Oregon as described above, comply with all applicable laws, rules, and regulations of Oregon law for nonprofit mutual benefit corporations and for corporations organized for the promotion of social welfare within the meaning of Section 501(c)(3) of the Internal Revenue "1986" (26 USC 501(c)(3)).

### 3. BOARD OF DIRECTORS AND CORPORATE OFFICERS

**3.1** Corporate officers shall be Chair, Vice Chair, Secretary, and the Officer to the Board who shall also serve as Treasurer. The Chair, Vice Chair, Secretary, and Officer to the Board are elected annually by the Board of Directors from among its members at its annual meeting. All corporate officers, except the Officer to the Board, shall be voting members of the Board of Directors.

**3.2** Directors and Corporate Officers. The Board of Directors may consist of between five (5) and nine (9) directors, but no less than five (5). Directors shall be appointed as provided in the Articles of Incorporation. The directors shall serve from the date of appointment to December 31<sup>st</sup> of the year of appointment. Thereafter each director

shall continue to serve on a calendar year basis until resigning or replaced as provided in the Articles of Incorporation.

- 3.3** Seats shall be reserved for the sitting legislators representing Douglas County, who may attend as ex-officio board guests.
- 3.4** The Board of Directors shall meet at least annually, at times designated by the Chair, Vice Chair, or five members of the Board. All Board meetings shall be held within the State of Oregon, shall be open to the public.
- 3.5** A majority of voting members of the Board of Directors shall constitute a quorum of the Board of Directors. If a quorum is present, the affirmative vote of the majority of the votes represented and voting shall be the act of the board.
- 3.6** An appointed member of the Board of Directors may be replaced by a majority vote of the Board of Directors.
- 3.7** If a Director is chosen to replace a Director who was also an officer, the replacement shall not automatically assume that office. The vacant office shall be filled from the Directors (including the new Director) by majority vote of the Board.
- 3.8** Conflict of Interest. Conflicts of interest may arise in situations where a board member has an actual or potential financial interest in the matter before the Board. In accordance with state law, an actual conflict of interest is one that would be to the private financial benefit of a board member, a relative or a business with which the board member is associated. A potential conflict of interest is one that could be to the private financial benefit of a board member, a relative or a business with which the board member is associated. A relative means the spouse, children, siblings or parents of a board member. A board member must publicly announce potential and actual conflicts of interest, and, in the case of actual conflict of interest, must refrain from participating in debate on the issue or from voting on the issue unless allowed by state law.

#### **4. DUTIES OF THE OFFICERS**

**4.1** The Chair shall:

- 4.1.1** Preside over and conduct meetings;
- 4.1.2** Appoint chairs of all standing and special committees and serve *ex officio* as a member of such committees without obligation to attend meetings or undertake specific tasks within the committee;
- 4.1.3** Sign all contracts and other legal documents on behalf of the corporation with prior approval of the Board except as provided herein. The Chair may, without

prior approval of the Board, enter into any contract on behalf of the corporation which does not bind the corporation to the payment of more than \$2,500 in any fiscal year.

**4.2** The Vice Chair shall:

- 4.2.1** Perform the duties of the Chair in the latter's absence or temporary inability to act, and otherwise assist the Chair in any way deemed advisable by the Chair and the Board.

**4.3** The Secretary shall:

- 4.3.1** Act as the custodian of official corporation records. This duty involves ensuring the organizational records are maintained according to law and are available upon request by authorized board members;
- 4.3.2** Co-sign with the Chair and Vice Chair checks and drafts on the accounts of the corporation.

**4.4** The Officer of the Board shall:

- 4.4.1** Manage and maintain the financial records of the corporation, which includes management of UVDC bank accounts (i.e., opening and closing accounts and management of associated names to the accounts, other financial responsibilities as requested by the board);
- 4.4.2** Prepare financial statements and records for annual audit, and cause appropriate tax returns and other forms to be filed with the Internal Revenue Service, the Oregon Department of Revenue, the Secretary of State, the Oregon Department of Insurance and Finance, and any other federal, state, or local taxing or regulatory agency requiring such filings;
- 4.4.3** Keep minutes of the meetings of the Board of Directors;
- 4.4.4** Attest the official acts of the corporation and its Board of Directors, and attest the signature of the Chair on any document where required;
- 4.4.5** Give notice to each director of every meeting of the Board, give any other notice and provide every document on behalf of the corporation where such is required by the Articles of Incorporation, these By-Laws, or otherwise required by law;
- 4.4.6** Receive and forward correspondence to the appropriate officer; prepare and mail correspondence as the Chair or Board may direct;

4.4.7 Keep record of the expiration dates and coverage of all policies of insurance purchased by the corporation and report to the Chair and the Board the impending expirations thereof to allow for renewal without lapse in coverage.

4.5 Directors shall, in addition to attendance at meetings and participating in deliberations and votes of the Board, have such duties as committee members or in performance of special projects as the Chair or Board may delegate and the Director agrees to accept.

## 5. PARLIAMENTARY PROCEDURE

5.1 Meetings of the Board of Directors and its committees shall be governed by *Robert's Rules of Order, Newly Revised*, and the chair may waive or relax any procedural formality which in his or her judgment and subject to appeal of the chair's ruling, unnecessarily complicates or delays the work of the Board.

## 6. Effective Date and Amendments

6.1 These By-Laws shall become effective on the date of their approval by the action of the Board of Directors.

6.2 These By-Laws may be amended only upon written approval of the Board of Directors.

RE-ADOPTED BY VOTE OF THE BOARD OF DIRECTORS this May 1, 2023.

ATTEST:

  
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Steve Loosely, Chair

  
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Ryan Tribbett, Officer of the Board