

# HISTORIC HILLSBORO DOWNTOWN PARTNERSHIP dba HILLSBORO DOWNTOWN PARTNERSHIP

## BYLAWS

Bylaws of the Historic Hillsboro Downtown Partnership, an Oregon nonprofit corporation.

### **ARTICLE 1. NAME**

The name of this corporation shall be the Historic Hillsboro Downtown Partnership (hereinafter referred to as the "Corporation"), doing business as Hillsboro Downtown Partnership. Its duration shall be perpetual.

### **ARTICLE 2. OFFICES**

The principal office of the Corporation will be located within Downtown Hillsboro. The registered office will be identical with the principal office and may be changed from time to time by the Board of Directors ("Board").

### **ARTICLE 3. BOUNDARIES**

The primary focus area of the Corporation shall be that geographic area indicated on the attached map [Exhibit A].

### **ARTICLE 4. MEMBERSHIP**

**Section 4.1.** There shall be four classes of membership, as follows:

Class 1: Entities that pay special district assessments that the Corporation is contracted to manage and surrounding areas;

Class 2: Businesses within the Downtown district;

Class 3: Non-assessed properties within the Downtown district; and

Class 4: Community members.

**Section 4.2.** Special assessment ratepayers (Class 1) shall be assessed dues based on the laws governing the assessment. Dues for each other Class of membership may be different and may be adjusted from time to time by the Board.

**Section 4.3.** Membership Qualifications. Any individual, business, or organization interested in becoming a member of the Corporation can apply in such form as the Board prescribes. Each active member will be entitled to one vote on matters that come before the membership and that require approval of the membership and may include the election of new Directors. The Board will establish annual dues as it deems appropriate to be paid by active members. Such establishment of dues will include method of payment. Any member may resign from membership in the Corporation upon giving written notice thereof to the Secretary or the President.

Members who resign from membership will not be entitled to vote or receive a refund of dues previously paid. The Board may, at its discretion, suspend the voting privilege of any member who is in default of his or her financial obligations to the Corporation for a period of three (3) months or longer.

**Section 4.4.** Until such time as there are members in addition to Class 1, membership will be limited to Class 1.

## **ARTICLE 5. PURPOSE**

**Section 5.1.** The Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation 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).

The primary purpose for which this Corporation is organized is to stimulate and restore the economic and cultural vitality of Downtown Hillsboro.

**Section 5.2.** The purpose and mission of the Corporation shall be achieved through:

1) **Organization:** The Corporation will organize and promote constructive relationships between local government bodies and private business citizens. The Corporation will support other charitable and educational organizations whose primary interest is to preserve and develop the quality and economic stability of Hillsboro. The Corporation will encourage cooperation and build leadership in the business community and provide and encourage participation in a regular forum for members to share their knowledge, experiences, and solutions to problems.

2) **Promotion:** The Corporation will promote and sponsor discussion groups and will educate and inform citizens and members on topics of interest and concern to the downtown area. The Corporation will maintain information regarding revitalization in the Downtown area. The Corporation will sponsor cultural, employment, and commercial district revitalization activities in the Downtown area including special events and activities. The Corporation will provide a forum for sharing knowledge, common experiences, and problems. The Corporation will issue publications and information regarding its activities and other information relevant to downtown revitalization. Such publications may include the following:

- a) Planning studies
- b) An organization brochure
- c) Informational brochures, maps, and guides
- d) Special event flyers, pamphlets, and posters
- e) Newsletters

3) **Design:** The Corporation will improve the appearance of historic downtown Hillsboro by planning, coordinating, and encouraging stakeholders to enhance the design of physical characteristics of the historic Downtown in both private and public areas.

4) **Business Development.** The Corporation will work with the Hillsboro Urban Renewal Agency on economic development and help to educate and assist Downtown business owners and property owners in matters of preservation, promotion, and finance. The Corporation will help recruit new

businesses to minimize the effects of vacancies and to diversify the retail mix. The Corporation will work with the Hillsboro Urban Renewal Agency & Hillsboro 2035 in developing financing programs for new and existing businesses and for preservation/renovation of historic structures.

5) The Corporation may also:

- a) Advocate for planning and coordination with the Hillsboro Planning Department on the design of improvements in, or adjacent to the Downtown area;
- b) Aid in providing design services for buildings and signage;
- c) Provide information on painting, construction, historic renovation, and preservation issues;
- d) Promote and assist city beautification projects;
- e) Participate in the planning and development of public interest projects in the Downtown area;
- f) Promote effective redevelopment efforts and assist in planning for the stabilization and revitalization of the Downtown area; and
- g) Work with the Urban Renewal Agency & Hillsboro 2035 on identifying, prioritizing and completing economic development and revitalization projects within the Downtown district.

**Section 5.3** The Corporation's activities shall be limited to only those functions that fall within the purview of Section 501(c)(3) of the Internal Revenue Code of 1974 as now or hereinafter amended. No part of the net earnings of the Corporation shall inure to the benefit of any of its members or any other individuals, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for any public office.

## **ARTICLE 6. POWERS**

**Section 6.1.** General Powers: The Corporation will have all powers granted by Oregon nonprofit law. It will also have the power to undertake, either alone or in cooperation with others, any lawful activity which may be necessary or desirable for the furtherance of any or all purposes for which the Corporation is organized.

**Section 6.2.** Investment Powers: The Corporation may invest assets secured by the Hillsboro Downtown Partnership, and services provided related to development, as program related investments. Any returns from such investment will be used by the Corporation for the furtherance of any or all purposes for which the Hillsboro Downtown Partnership is organized. No portion of the returns will inure to the benefit of any member, Director, Officer or staff member of The Corporation.

## **ARTICLE 7. FISCAL YEAR**

**Section 7.1.** The fiscal year of the Corporation shall begin on July 1 of each calendar year and end at midnight June 30 of the following calendar year.

**Section 7.2.** In addition to duties described in the HDP Financial Policies Document, the Treasurer, within two months after the close of the fiscal year, shall 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 Corporation. This statement will be presented to the Board at a regular Board meeting.

## **ARTICLE 8. MEETINGS, QUOROM AND VOTING**

**Section 8.1.** Annual Meeting: The annual meeting of the Corporation will be held by the end of June each year. Members will be notified of the annual meeting through regular mail or electronically at least thirty (30) days prior to the scheduled meeting. The purpose of the annual meeting will be to share success stories, provide project updates, announce Directors, provide direction for the following year, and such other business as may be properly brought before the Corporation. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

**Section 8.2.** Special meetings for the Corporation will be held at any time and place as may be designated in the notice of said meeting upon call of the President of the Board or a majority of the Board or upon written petition by at least twenty-five percent (25%) of the membership. Notice for any special meeting shall be provided to the membership by mail or electronically at least ten (10) days before the meeting. Other interested parties will be given such notice of the meetings as the Board deems appropriate.

**Section 8.3. Quorum and Voting.** Thirty percent (30%) of votes cast at a meeting of members in good standing (e.g. who are current with membership dues) shall constitute a quorum at annual meetings and special meetings. This 30% may consist of electronic votes, and votes made in person at the meeting itself. Votes must be submitted and received in a timely manner. A majority vote of such members voting is the act of the members, unless these Bylaws or the law provide differently. Proxy votes are prohibited.

## **ARTICLE 9. BOARD OF DIRECTORS**

**Section 9.1. Duties:** A Board of at least four (4) Directors appointed by the Board will set the policy for and oversee the management of the Corporation. Specifically, the Board will:

- 1) Control the Corporation's property, be responsible for its finances, formulate its policy and direct its affairs;
- 2) Hold meetings at such times and places as needed;
- 3) Appoint Directors, committees or task forces on particular subjects from the membership, members of the Board, or from other members of the Corporation;
- 4) Audit bills and disburse the funds of the Corporation;
- 5) Utilize the Four Point Approach as prescribed by the National Main Street Center;
- 6) Enter into contracts necessary to accomplish the Corporation's goals as needed;
- 7) Hire an Executive Director and other personnel as needed to accomplish the Corporation's goals;
- 8) Evaluate Executive Director on an annual basis;
- 9) Devise and carry into execution such other measures as it deems proper and expedient to promote; the objectives of the Corporation and to best protect the interests and welfare of the members; and
- 10) Follow Director position descriptions as stated in Board orientation packets.

**Section 9.2. Term of Service:** The term of office for each Director shall be three (3) years. No Director shall serve more than two consecutive terms without stepping down from serving for at least one calendar year.

Directors who are appointed to fill the uncompleted term of a vacancy are eligible to serve for two

consecutive three-year terms.

**Section 9.3.** Composition: The Board shall have at least one Director representing each dues paying membership class: Special assessment members or their assigned agent; business owners or their employees, partners or associates of member businesses; employees, partners, or associates of non-assessed properties within the District; and dues paying community members. Directors must be of sound mind and of legal age.

Voting Directors: There shall be a minimum of four (4) voting Directors.

Non-Voting Ex-Officio: At the discretion of the Board, non-voting ex-officio positions may be established. Generally, ex-officio offices are established for key partners where consistent communication and collaboration is deemed necessary.

**Section 9.4.** Election of Voting Directors. Board applications will be open to the public year-round. Application deadline is February 28 every year for the following term commencing July 1. The Board will review the applications and act as nominating committee. Directors may also be recommended by a member of the Board in good standing.

Directors will be elected by a majority vote of the existing Board. Election to the Board may require service as an officer, described in Article 10, and/or a Committee or Task Force Chair, described in Article 11.

In the case of a tie, the current Board President will break the tie and will choose based on qualifications.

**Section 9.5.** Any vacancy occurring in the Board (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Three consecutive unexcused absences from regular Board meetings may be considered a vacancy.

**Section 9.6.** Any Director may be removed with cause at any time by a majority vote of the Directors present at a special meeting called for that specific purpose by the Board President.

**Section 9.7.** A regular meeting of the Board will generally be held on a monthly or alternative-monthly basis and shall be held not less than six (6) times during the year. Notice of the meeting will be communicated electronically to each member of the Board prior to the appointed meeting time. The President, when deemed necessary, shall call for a special meeting of the Board at the request in writing (in a letter or electronic) by three Directors. A special meeting is considered an extra meeting for any reason of business.

**Section 9.8.** All new members of the Board shall participate in an orientation program familiarizing them with the goals, objectives and expectations of the organization and their responsibilities.

**Section 9.9.** Directors will not be personally liable of the Corporation's debts, liabilities, or any other obligation.

**Section 9.10.** Electronic Voting: Directors, by providing an address to receive electronic transmission, consent to electronic transmission of information (including meeting notices) and to conduct votes via electronic transmission. Such votes are considered final action on the matter if there is majority consent of the Board. After two successive failed attempts to contact a Director by electronic means, consent by that Director will be considered to be revoked.

**Section 9.11.** A quorum at a Board meeting shall be a majority of the number of Directors in office at the time of the meeting. Where the law requires a majority vote of the Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by the majority as required by law.

## **ARTICLE 10. OFFICERS**

**Section 10.1.** The officers of the Board shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary.

**Section 10.2.** Elections of officers are to be held at the first Board meeting after the annual meeting. The President and the Vice President shall be elected from the Board. The Secretary and Treasurer may either be elected or appointed by the Board. A quorum of the full Board must be present for the election of officers.

Following the annual meeting, staff will contact the current Directors to ask for self-nominations for office. Directors will have two weeks to respond, and officers will be elected, or in some cases appointed at the following meeting. A Director must sit on the Board for a minimum of one year before they may be elected as President.

**Section 10.3.** Except as hereinafter provided, the officers of the Board shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership of the Corporation or the Board. The officers are:

**President.** The President shall preside at the meetings of the Corporation and of the Board. The President shall also, at the annual meeting of the Corporation and such other times as deems proper, communicate to the membership or to the Board such matters and make such suggestions as may tend to promote the prosperity and welfare and increase the usefulness of the Corporation. The President shall perform such duties as are necessarily incident to the office of the President. The President may also sign any documents for which the President's signature is necessary or desirable.

**Vice President.** In case of the President's inability to fulfill the duties of the office, due to death or President's absence, the Vice President shall perform the duties of the office of President. The President may delegate other duties to the Vice President incident to the office of Vice President.

**Secretary.** The Secretary will record and maintain a full and correct record of the proceedings of the Corporation and is responsible for authentication of the records of the Corporation. The Secretary may sign any documents necessary for the Corporation and will perform such other duties as the Board may from time to time direct.

**Treasurer.** The Treasurer will maintain in good order all financial records of the organization. At the annual meeting, and at regular Board of Director meetings, the Treasurer will provide a report and summary statement on the financial affairs of the Corporation. Treasurer may call a Finance Committee meeting as needed and may appoint other Directors to sit on the Finance Committee.

All vacancies in any office shall be filled by the Board without undue delay at its regular meeting or at a meeting especially called for that purpose.

## **ARTICLE 11. COMMITTEES OR TASK FORCES**

**Section 11.1.** The Corporation may have committees or task forces to carry out the general activities of the Corporation based on the Four-Point model developed by the National Main Street Center: Organization, Design, Promotion, and Business Development.

**Section 11.2.** The Corporation will also have such other committees or task forces as the Board may from time to time establish. Each committee or task force chairperson shall report as the Board sees fit. It is recommended that each committee have a Director as liaison. Multiple Directors may sit on any given committee. Individual Directors shall not sit on more than one committee.

Committee or task force chairs are responsible for recruiting and maintaining the committee or task force members. Committees or task forces shall be less formal in their operation than Director meetings. Committee or task force chairs shall determine any operating procedures of their committees or task forces. Committees or task forces need not be limited in membership to Corporation members but can have representatives from other relevant areas of the community.

## **ARTICLE 12. EXECUTIVE DIRECTOR AND/OR CONTRACTED STAFF/CONSULTANTS**

**Section 12.1.** Executive Director. Should an executive director be hired by the Board, he/she shall be responsible for the day-to-day business of the organization. The Executive Director will attend all Board of Director meetings when schedule permits (except special Board of Director-only meetings) and report on the status and progress of the organization and carry out all duties described within the job description.

**Section 12.2.** Contracted Staff. The Board may elect to temporarily contract special staff and/or consultants to carry out more specific goals or objectives.

## **ARTICLE 13. GENERAL PROVISIONS**

**Section 13.1.** Compensation. Members will receive no compensation for their services as Directors, Officers, or Committee/Task Force Members, but the Board may, by resolution, authorize reasonable reimbursement for expenses incurred in the performance of their duties.

*Section 13.2.* Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a 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.

#### **ARTICLE 14. INDEMNIFICATION**

The Corporation will indemnify to the extent allowed by law any person who was a party to or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is or was a director, officer, employee or contracted agent of the Corporation, provided that the person was acting in good faith in furtherance of a Purpose stated in Article 5.

#### **ARTICLE 15. DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Washington County, exclusively for such purposes or to such organization or organizations as said County shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE 16. HISTORICAL DOCUMENTS**

All historical documents and records will be archived at a location approved by the Board.

#### **ARTICLE 17. AMENDMENTS**

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the Board at any duly organized meeting provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualifications under Section 501 (c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. The proposed changes shall be sent by mail or electronically to the last recorded address of each Director at least seven (7) days before the time of the meeting, at which a change may be considered.

**This document is a complete and correct copy of the Corporation's bylaws, with amendments approved and adopted by the Board on this date, August 21, 2018 and are now in effect. These Bylaws were initially adopted by the Board on December 9, 2014.**



Exhibit A



**Downtown Economic Improvement District (EID)**