

# **Heart of Medford Mutual Benefit Association**

## **Bylaws (Revised 7/1/08)**

### **ARTICLE 1 Name and Term**

The name of this Corporation shall be the Heart of Medford Association, hereafter referred to as HMA, and its duration will be perpetual.

### **ARTICLE 2 Offices**

A. Principal Office: The principal office of the HMA shall be in the State of Oregon, County of Jackson, and City of Medford. Further, it shall be located within the boundaries of the Medford Downtown Development Association.

B. Registered office: The registered office of the HMA shall 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 3 Purposes**

A. Organization: HMA shall organize and promote constructive relationships between local government bodies and private business and citizens. HMA shall support other charitable and educational organizations whose primary interest is to preserve and develop the quality and economic stability of Medford. HMA shall represent the concerns of the downtown area at the city, county and special district level.

B. Promotions: HMA shall promote and sponsor discussion groups and educate and inform citizens and members on topics of interest and concern to the downtown area. HMA shall maintain information regarding revitalization in the downtown area. HMA shall sponsor cultural, employment and commercial district revitalization activities in the downtown area. HMA shall provide a forum for sharing knowledge, common experiences and problems. HMA shall issue publications and information regarding its activities and other information relevant to downtown revitalization. Such publications may include the following:

1. planning studies
2. an organization brochure
3. informational brochures, maps, and guides
4. special event flyers, pamphlets, and posters
5. a newsletter

C. Economic Restructuring: HMA shall help to educate and assist downtown business owners and property owners in matters of preservation and promotion. HMA shall help recruit new stores to minimize the affects of vacancies and to diversify the retail mix.

D. Design: HMA shall advocate for the planning and coordinating design of improvements in, or adjacent to the downtown area. HMA shall promote and assist in city beautification projects. HMA shall participate in the planning and development of public interest projects in the downtown area. HMA shall promote effective redevelopment efforts and assist in planning for the stabilization and revitalization of the downtown area. HMA shall, whenever possible, recommend appropriate uses and design standards for downtown development compatible with historic preservation.

#### **ARTICLE 4 Powers**

A. General Powers: HMA shall have all powers granted it by Oregon law. It shall 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 HMA is organized.

B. Investment Powers: HMA may invest both assets secured by HMA, and services provided by HMA resulting in development, as program related investments. Any returns from such investment shall be used by HMA for the furtherance of any or all purposes for which the HMA is organized. No portion of the returns shall inure to the benefit of any member, Director, Officer or staff member of HMA.

#### **ARTICLE 5 Boundaries and Membership**

A. Boundaries: The primary focus area of the downtown district shall be defined for HMA purposes as businesses on the boundaries of Bear Creek on the East, 10<sup>th</sup> Street on the South, Newtown Street to 4<sup>th</sup> and Fir Street on the West, and Jackson on the North. See attached boundary map

B. Membership: Any individual, business, or organization interested in becoming a member of HMA may file an application for membership in such form as the Board of Directors prescribes. Each active member shall be entitled to one vote on matters that come before the membership. The Board of Directors will establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment. Members who resign from membership shall not be entitled to vote or receive refund of dues therefore paid.

C. Definitions of HMA Membership:

1) General Membership: To hold a General Membership with full benefits and privileges in HMA, the member shall pay the full membership dues as established by the membership. Any business inside or outside of the HMA boundaries may be a full Member with full voting rights. The primary focus of HMA activities will be to enhance the downtown core.

2) Non-Profit Membership: This category is open to non-profit organizations only. The 501 (C) (3) definition and guidelines shall be used for non-profit determination. A Non-Profit Member shall pay 50% of the annual dues required by that of the General Members. Non-Profit Members are entitled to the same benefits, privileges and voting rights as offered to General Members.

3) HMA will give reciprocity membership to like organizations.

**ARTICLE 6**  
**Membership Meetings**

A. Annual Meeting: The Annual Meeting of The HMA membership shall be held on a day in March at such a place and time as the Board determines. Members shall be notified by either regular mail or electronic mail at the address listed on their business license, membership application, or other periodically updated list more than 30 days before the meeting convenes. The purpose of the annual meeting will be to complete and announce the Board of Directors of HMA for the following year, and such other business as the Board of Directors brings before the membership.

B. Special Meetings: Special meetings for the membership shall 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 of Directors, or a majority of the Board of Directors, or upon the written petition by at least twenty-five percent (25%) of the active membership. A notice stating the place, date, and time of meetings shall provided either personally or by regular or electronic mail to each member prior to the meeting. Other interested parties shall be given such notice of meetings as the Board of Directors deem appropriate.

**ARTICLE 7**  
**Directors**

A. Duties: The Board of Directors shall manage, set the policy for, and oversee the management of the affairs of HMA. They shall control its property, be responsible for its finances, formulate its policy, and direct its affairs. The Board of Directors may hire an Executive Director who shall be responsible for carrying out the policies of the Board of Directors on a day to day basis and supervise support personnel. The Executive Director, by resolution of the Board of Directors may enter into contracts necessary to accomplish HMA goals.

B. Qualifications: There shall be ten members on the Board of Directors. Any member, employee of a member business, or partner or associate in a member business of HMA may be a Board Director. However, there must be a Board of Director from both retail and non-retail businesses within the primary focus area of HMA. There shall not be a majority of any one type of business on the Board. Board Directors must be of sound mind and of legal age.

C. Term: Every Board Director will be elected for a (3) year term. However, the initial Board of Directors shall serve staggered terms. Directors on the initial Board shall be elected by lot: (4) years, three for two (2) years and three until the first annual meeting.

D. Nominations to the ballot slate shall be made either: 1) by petition submitted to the HMA office more than 25 days in advance of the annual meeting, signed by five members; or 2) by a nominating committee appointed by the Board. In the event of a tie, a runoff election shall be held by written ballot at the annual meeting.

E. Elections: Board Directors shall be elected by the membership by 1) electronic ballot or 2) paper ballot available at Annual meeting. Tallying of ballots will be completed, and the new Directors announced at the Annual Meeting.

F. Board Vacancies: A Board Director may resign at any time by giving notice to the Executive Board. Any vacancy on the Board occurring because of death, resignation, refusal to serve, or otherwise shall be filled for the unexpired term by action of a majority of the remaining Board Directors. Three consecutive unexcused absences from regular Board of Director's meetings shall be considered a resignation and Board vacancy.

G. Meetings: The Board of Directors shall meet at least monthly unless prevented by circumstances such as: no quorum, death, and holiday. The President and/or any three Directors may call a meeting of the Board. At a duly called meeting of the Board of Directors, six (6) members shall constitute a quorum. All business of the Board of Directors shall be transacted at a duly called meeting of the Board. The President may call for an e-mail vote if he/she so deems necessary and quorum of (6) members shall be effective.

H. Compensation: Board Directors shall receive no compensation for their services as Board Directors, but the Board of Directors may, by resolution, authorize reasonable reimbursement for expenses incurred in the performance of their duties. HMA may advance expenses where appropriate. Nothing herein will preclude a Director from serving HMA in any other capacity and receiving reasonable compensation for such service. In case of conflict, a Board Director may excuse himself.

G. Liability: Board Directors shall not be personally liable for the Association's debts, liabilities, or other obligations.

**ARTICLE 8**  
**Officers**

A. Number of Officers: The Board of Directors shall have a President, Vice President, Treasurer, and such additional Members as the Board of Directors may from time to time designate. 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 Membership meeting. Additional officers will be assigned by Board directive.

B. Duties of President: The President shall preside at all meetings of the Board of Directors, and at the Annual Meeting ending his or her term of office. The President shall be entitled to the same vote as any other Board Director. The president shall sign all checks and documents pertaining to HMA for which the President's signature is necessary or desirable.

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

D. Duties of Treasurer: The Treasurer shall maintain in good order all financial records of the Association. At the Annual Membership Meeting, and at regular Board of Directors' meetings, the treasurer shall provide a report and summary statement on the financial affairs of HMA.

E. Temporary Officers: In cases of absence or inability of an Officer of HMA, the remaining Officers may vote to delegate the powers and duties of such Officer to perform assigned duties to any other Officer or Board Director.

**ARTICLE 9**  
**Committees**

HMA shall have the following standing committees:

1) Organization, 2) Promotion, 3) Design, 4) Economic Restructuring.

HMA shall also have such other committees as the Board of Directors may from time to time establish. Committees shall report at least monthly to the Board of Directors. At least one Board Director shall serve on each committee. Committees shall be appointed by the President with approval of the Board of Directors. Committees need not be limited in membership to HMA members, but can have representatives from other relevant areas of the community. [Chairperson and members of Standing Committees shall be appointed for one (1) year and shall be eligible for re-appointment with approval of the Board of Directors.]

**ARTICLE 10**  
**Finances and General Provisions**

A. The financial fiscal year of HMA shall begin on the first day of January, and end on the last day of the December in each year.

B. Except as the Board of Directors may otherwise authorize, all checks, drafts, and other instruments used for payment of money and all instruments of transfer of securities shall be signed by the Treasurer and one Officer, or by the Treasurer. In the absence of the Treasurer, any two Board Executives may sign.

C. Within two months after the close of the financial fiscal year, the Treasurer 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 HMA. This statement shall be presented to the Board of Directors at a regular board meeting prior to the Annual Membership Meeting for acceptance by resolution.

**ARTICLE 11**  
**Corporate Seal**

HMA will have no corporate seal.

**ARTICLE 12**  
**Indemnification**

A. HMA may indemnify any Board Officer or Executive Director, or any former Board Officer or Executive Director, their heirs or assigns, for any and all judgments, settlement amounts, attorneys 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 Board Officer or Executive Director of HMA. Payments of Indemnification shall be disclosed at the next annual meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these By-Laws. The rights of indemnification set forth herein are not exclusive.

B. A Board Officer or Executive Director is not entitled to indemnification if the cause of action is brought by HMA itself against the Board Officer or Executive Director, or if it is determined in judgment that the Board Officer or Executive Director was derelict in the performance of his/her duties, or had reason to believe his/her action was unlawful.

C. No Board Officer or Trustee, or any uncompensated Board Officer of the HMA shall be personally liable to the corporation or its members for monetary damages for conduct as an Executive Director, trustee, or any uncompensated Board Officer provided that this Article will not eliminate the liability of a Executive Director, Trustee, or any uncompensated Board officer for any act or for any act or omission occurring prior to the date when this Article becomes effective and for any act or omission for which elimination of liability is not permitted under the Oregon Nonprofit Corporation Act.

**ARTICLE 13**  
**Awards**

A. The President's Award shall be given every year at the Annual Membership Meeting. This award shall be presented to one individual by the current President. The President shall determine who will receive this award. The criteria for the recipient of the President's Award shall be the individual working with HMA who has performed the most outstanding service in assisting the President and HMA during the award Year. This award shall be give to remind all members of the dedication required to the organization and inspire continued service by all members, current members and future members.

B. Other awards shall be chosen by the Board of Directors. The Board at their discretion may forgo awards for any particular year.

**ARTICLE 14**  
**Amendments**

A. The Board of Directors shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws by a quorum vote at a duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the HMA qualifications under the Internal Revenue Code or corresponding provisions of any subsequent Federal tax law.

This document is a complete and correct revised copy of the current HMA Bylaws, adopted by the Board of Directors on this date, \_\_\_\_\_, and are now in effect.

\_\_\_\_\_  
Brian Rogers, President  
Heart of Medford Association

\_\_\_\_\_  
Date

Attest:

\_\_\_\_\_  
Betsy Manual  
Executive Director

\_\_\_\_\_  
Date