

# **COLUMBIA-PACIFIC ECONOMIC DEVELOPMENT DISTRICT OF OREGON**

## **BY-LAWS**

### **ARTICLE I (GENERAL)**

#### **Section 1: Name**

This organization is incorporated under the laws of the State of Oregon as a non-profit corporation and shall be known as the "Columbia-Pacific Economic Development District of Oregon": (Col-Pac EDD).

#### **Section 2: Mission**

The Columbia-Pacific Economic Development District is to diversify and expand the economic base of the district by actively supporting existing businesses and promoting new business development.

- a. Advocate the economic development interests of the region.
- b. Promote coordination, cooperation, and communication among economic development groups and organizations.
- c. Provide access to financial incentives for business and industry in the region.
- d. Import outside capital into the region for economic development and public works projects.
- e. Conduct research to identify new economic opportunities in the region.
- f. Provide supporting services for marketing the region for business and industrial expansion.

#### **Section 3: Area**

The boundary of this district will include the counties of Clatsop, Columbia, Tillamook and the western portion of Washington in the State of Oregon. The Boundary of the District in western Washington County shall be defined as follows: a line extending from the North beginning at a point from the Columbia County border where Dairy Creek-East Fork intersects it, then following Dairy Creek East Fork from north to south to the junction of Dairy Creek, then to its intersection with Highway 219, southwest of Hillsboro, then following Highway 219 to its intersection with the southern border of Washington County. The Boundary shall also include the City of North Plains, in western Washington County, in its entirety.

### **ARTICLE II (MEMBERSHIP)**

#### **Section 1: Eligibility**

Membership in the Columbia-Pacific Economic Development District shall be a 17-member Board of Directors as defined in Article IV.

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership on the Board of Directors.

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply as a General Associate and serve in an advisory non-voting capacity. Applications for general associates investments shall be in writing on forms provided for that purpose and signed by the applicant.

#### **Section 2: Investments**

Board of Director and General Associate membership shall be at such rate or rates, schedule or formula as prescribed by the Board of Directors and payable in advance.

### Section 3: Voting

In any proceeding in which voting by the Board of Directors is called for, each Director shall be entitled to one vote. The district board shall use a commonly accepted system of parliamentary procedures.

### Section 4: Exercise of Privileges

Any county, city, port, firm, association, corporation, partnership or estate holding Board of Director membership shall name individuals, whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its representative upon written notice.

Any firm, association corporation, partnership or estate holding general associate status shall name individuals, whom the holder desires to exercise the privileges of a General Associate covered by its subscriptions, and shall have the right to change its representative upon written notice.

## ARTICLE III (MEETINGS)

### Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during October of each year and shall be open to the public. The time and place shall be fixed by the Board of Directors and published at least four weeks in advance.

### Section 2: Additional Meetings

General meetings of the District may be called by the President at any time, or upon petition in writing of any ten (10) percent of those members in good standing. a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings. b) Board meetings may be called by the President or by the Board of Directors upon application of three (3) members of the Board. c) Committee meetings may be called at any time by the President or respective committee directors or chair.

### Section 3: Quorums

At any duly called General Meeting of the District, Directors present shall be counted in determining a simple majority quorum. For committee meetings, a simple majority of committee members shall constitute a quorum except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

### Section 4: Meeting Options

Meetings of the Board of Directors or any sub-board or committee may be accomplished by telephone conference or other electronic communication. Notices of such meetings, where provided, shall state that the meeting will be conducted by electronic means. The location of the speaker or other device shall be located in Clatsop, Columbia, Tillamook or Western Washington county in the State of Oregon and such place shall be deemed the place where the meeting does occur. All Directors shall be furnished copies of necessary documents for review in making decisions, prior to the meeting, such documents may be furnished by any means including facsimile. For purposes of a quorum, all Directors who are attending the meeting through telephonic or other electronic communication, shall be counted as present for purposes of the simple majority quorum. The minutes of the meeting shall reflect their method of attending. All other business matters shall be conducted in accordance with the Rules and By-Laws of the Columbia-Pacific Economic Development District.

## ARTICLE IV (BOARD OF DIRECTORS)

### Section 1: Composition of the Board

The Board of Directors shall be composed of 17 Directors, and shall be constituted as follows:

- a. Four county Directors each representing one of the counties of Clatsop, Columbia, Tillamook and Washington;
- b. Four city Directors: representing one city in Clatsop County, one city in Tillamook County, one city in Columbia County and one city in Western Washington County;

- c. Three Directors each representing one of the Port Districts in Clatsop, Tillamook and Columbia counties;
- d. One Director representing the Minority community in the District;
- e. One member representing workforce, labor, unemployed and/or under employed in the District;
- f. Must include at a minimum a simple majority of elected public officials of general purpose local governments or employees of such local governments who have been appointed to represent general purpose local governments;
- g. Four private Directors who are neither elected officials nor employees of a general purpose unit of local government requiring that at least one-fifth of the members of the Board of Directors be of this status;
- h. Private citizens, part-time elected officials, and or minority representatives on the Board of Directors shall include at least one person from each of the following: private sector lending institution, community organization, business organization, education, traded sector employment.

The government and policy making responsibilities of the District shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

## Section 2: Selection and Election of Directors

- a. The Directors designated in Section 1 a, b, c, d and e shall be selected by the organizations they represent. Board of Directors members expressed in Section 1 g, shall be selected by the organizations or community sector they represent, ~~or by the County Commissioners~~ from each county, or by a nominating committee of the Board of Directors, in this order.
- b. Directors shall serve two-year terms effective, with the terms of office for all Directors set at a staggered schedule by the Board of Directors effective October through September.
- c. Two months prior to the Annual Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three Directors to review candidates proposed for new and/or returning terms of office. The President shall designate a chair of the Nominating Committee. Prior to the Annual Board meeting, the Nominating Committee shall present to the President a slate of candidates to serve the open two-year terms. Each candidate shall have agreed to accept the responsibility of a directorship.
- d. At the Annual Board Meeting, the Board of Directors shall then elect the Board Directors from the candidate list.

## Section 2.5: Director Alternates

- a. All Board Directors selected in accord with either, Section 2 or Section 5 of this article, shall nominate a designated alternate to the Board of Directors, to serve in their absence, on the Board of Directors, and to attend meetings of the Board of Directors.
- b. The Board of Directors, shall elect the alternate Board Directors, at the Annual Board Meeting. In the event, that the Board does not approve the nominated Alternate Board Director, they will request further nominations from the respective Director.
- c. Alternate Board Directors, in the absence of the designated Board Director, shall enjoy all the rights and privileges granted Board members under these By-Laws. Alternate Board Directors are given the power to vote on all matters before the Board in the absence of the designated Board Director whom the Alternate is representing.

## Section 3: Seating of New Directors

All newly elected Board members shall be seated at the first regular October Board meeting and shall be voting members thereafter as determined by their term of office.

## Section 4: Attendance

Board Directors absent for three consecutive meetings of the Board can be removed from the Board unless the absences are excused by the President and recorded in the minutes.

## Section 5: Vacancies

Vacancies on the Board of Directors shall be filled by that organization or constituency that causes the vacancy. Should that organization decline to select a replacement to fill the vacancy, then the obligation to fill the vacancy shall be the County Commissioners from that county in which the vacancy occurred. Those selected shall complete

the unexpired term of the Director they replace.

Vacancies of an Officer title, as defined in Article V, shall be replaced by an election of the Board of Directors. Those Board Directors(s) elected to an officer position shall complete the unexpired term of the officer they replace.

#### Section 6: Management

The Board of Directors shall employ district staff to direct District activities according to the established job description. The Board shall fix the salary and other considerations of employment.

#### Section 7: Indemnification

The District may, by resolution of the Board of Directors, provide for indemnification by the District of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors of the District, except in relation to matters as to which such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

#### Section 8: Comprehensive Economic Development Strategy (CEDS) Committee

The Board of Directors shall also serve as the Comprehensive Economic Development Strategy (CEDS) Committee.

#### Section 9: Parliamentary Procedure

Meetings of the Board of Directors and its committees shall be governed by their own procedural rules, or in absence of such rules Robert's Rules of Order, Newly Revised, except that no motion shall require a second, 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.

### ARTICLE V (OFFICERS)

#### Section 1: Election of Officers

The Nominating Committee established under ARTICLE IV, Section 2b shall nominate a slate of officers for election at the Annual Board Meeting. Officers shall be Directors who's terms of office shall not expire prior to October of the following year. All officers shall serve a term of one year or until their successors assume the duties of office. Terms of office shall start October 1<sup>st</sup>. Officers shall be voting members of the Board.

#### Section 2: Duties of Officers

A. President. The President shall serve as the chief elected officer of the District and shall preside at the meetings of membership, Board of Directors and Executive Committee. The President shall assign directors to divisional or departmental responsibility subject to the approval of the Board of Directors.

B. Vice President. The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. Other duties of the Vice-President shall be such as the title by general usage would indicate and those that may be assigned by the President and the Board of Directors.

C. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the District and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall make monthly reports to the Board of Directors.

#### Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session and shall account to the Board for its actions at the next regular Board of Directors meeting. It shall be composed of the President; Vice-President; Treasurer; and one other Board of Director member selected by the Board, and the

District Staff, a non-voting member. The President will serve as head of the Executive Committee.

Section 4: Officer Indemnification

The District may, by resolution of the Board of Directors, provide for indemnification by the District of any and all of its officers or former officers as spelled out in ARTICLE IV, Section 7, of these By-Laws.

**ARTICLE VI**  
(COMMITTEE AND DIVISIONS)

Section 1: Appointment and Authority

The President with the approval of the Board of Directors shall establish or discontinue all committees and shall appoint or discharge all committee chair-persons, for the term of his or her office. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority

Action by any member, except by the Executive Committee covered by ARTICLE V, Section 3, committee, division, employee, Director or officer shall not be binding upon, or constitute an expression of, the policy of the District until it shall have been approved or ratified by the Board of Directors.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Loan Administration Board (LAB)

The Board of Directors of the Columbia-Pacific Economic Development District of Oregon (Col-Pac EDD) shall establish a Loan Administration Board (LAB). The LAB shall be a standing committee with the following purpose, functions and procedures.

4.1 Purposes and Function

- 4.1.1 The principal purpose of the LAB is to administer on behalf of the Col-Pac EDD the "Intermediary Relending Program" established by the U.S. Department of Agriculture, Rural Business Cooperative Service (RBS).
- 4.1.2 The primary activities of the Loan Administration Board are:
  - a. Approve or decline applications for financing, including revisions of the proposed terms and conditions if indicated;
  - b. Approve or decline borrower requests to release, substitute, subordinate or modify in any manner the collateral liens in favor of Col-Pac EDD;
  - c. Approve or decline loan workout agreements or collection actions for borrowers in default of loans, terms or conditions;
  - d. Monitor and report (through staff) loan program activities to the Col-Pac EDD Board of Directors;
  - e. Recommend to the Board of Directors procedural changes for loan program application, closing, servicing and collection activities;
  - f. Assist staff with loan program promotional and marketing efforts.

4.2 Board Members & Officers

- 4.2.1 The Loan Administration Board shall consist of seven members appointed as provided in this ARTICLE VI. Loan Administration Board members shall serve at the pleasure of the appointing authority. The seven members of the Loan Administration Board shall consist of the following: two professionals from the commercial lending field, an elected or appointed public official, one attorney, one representative of a small business, and two at-large positions. The Treasurer of Col-Pac EDD shall serve as an ex-officio member. The LAB members shall serve terms of three (3)

years. There shall be no limitation on the number of consecutive terms a Loan Administration Board member can serve.

- 4.2.2 LAB Members shall perform their duties in good faith and shall exercise such degree of care as they would exercise in the handling of their most important personal affairs.
- 4.2.3 Loan Administration Board Officers shall be a Chair, Vice-Chair, Treasurer and Secretary. The Chair, Vice-Chair and Secretary are elected annually by the Loan Administration Board from among its members at its annual meeting. The Treasurer shall be the Treasurer of the Col-Pac EDD. All LAB officers except the Treasurer, are voting members of the Loan Administration Board.
- 4.2.4 The Loan Administration Board shall meet at least annually, at times designated by the Chair, Vice-Chair, or three members of the LAB. All LAB meetings shall be held within Clatsop, Columbia, Tillamook or Western Washington counties in the State of Oregon. All Loan Administration Board business meetings shall be open to the public and held as prescribed by the Oregon Open Meeting Law, with the exception of consideration of loan applications, borrower requests to modify loan terms and agreements, work out agreements, or collection actions, which meetings will be held in executive session and closed to the public.
- 4.2.5 A majority of voting members of the Loan Administration Board shall constitute a quorum of the Board, so long as one of which has business lending experience.
- 4.2.6 A member of the Loan Administration Board may be removed by the Col-Pac EDD upon any of the following grounds:
  - a. Death or written resignation of the member.
  - b. Determination by a two-thirds majority of the Col-Pac EDD that the member is physically, mentally, or legally without the capacity to perform the duties of his or her office, and likely to remain so for the remainder of his or her term.
  - c. Determination by a two-thirds majority of the Col-Pac EDD that the member has been absent without good cause for three or more Board meetings.
- 4.2.7 Should a Loan Administration Board Member be removed due to any of the above listed reasons, the Board of Directors of Col-Pac EDD shall appoint a replacement member who represents the same sector as the seat that was vacated.
- 4.2.8 If a replacement Loan Administration Board Member replaces a Member who was also an officer, the replacement shall not automatically assume that office as well. The vacant office shall be filled from the membership (including the new Member) by majority vote of the LAB.
- 4.2.9 Members and Officers of the LAB shall serve without pay, compensation or remuneration except the reimbursement of actual and necessary expenses incurred in the performance of their duties and approved in advance by the Col-Pac EDD Board of Directors.
- 4.2.10 The LAB members and officers shall not be personally liable to the Col-Pac EDD for monetary damages for conduct as a board member or officer, provided that no officer or board member shall be absolved from liability for any acts and omissions described in ORS 65.047(1)(c)(A) through (E).
- 4.2.11 Col-Pac EDD shall indemnify, defend, and hold harmless the LAB Members against all claims which may arise out of or in connection with their official duties, subject to the limitations of ORS 65.391(4), and subject further to the limitation that the Col-Pac EDD shall not indemnify any officer or board member against any claim arising out of an act or omission described in ORS 65.047(1)(c)(A) through (E).

#### 4.3 Duties Of Officers

- 4.3.1 The Chair of the Loan Administration Board shall:
- a. Preside over and conduct meetings;
  - b. Appoint chairs and members 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;
- 4.3.2 The Vice-Chair of the Loan Administration Board shall 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.
- 4.3.3 The Treasurer for the Columbia-Pacific Economic Development District shall also serve as Treasurer for the LAB and shall:
- a. Keep and maintain the financial records of the Columbia-Pacific Intermediary Relending Program;
  - b. Co-sign with the President or Vice-President checks and drafts on the accounts of the Columbia-Pacific Intermediary Relending Program;
  - c. 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.
  - d. Be a Director of the Col-Pac EDD and ex-officio member of the LAB.
- 4.3.4 The Secretary shall:
- a. Keep minutes of the meetings of the LAB;
  - b. Maintain the records of the Columbia-Pacific Intermediary Re-Lending Loan Program;
  - c. Attest the official acts of the LAB;
  - d. Give notice to each member of every meeting of the LAB, give any other notice and provide every document on behalf of the LAB as required by the Articles of Incorporation, these By-Laws, or otherwise required by law;
  - e. Receive and forward correspondence to the appropriate officer; prepare and mail such other correspondence as the Chair may direct;
  - f. The Secretary's responsibilities may be delegated to a staff person of the Col-Pac EDD.

### ARTICLE VII (FINANCES)

#### Section 1: Funds

All money paid to the District shall be placed in a general operating fund. Funds unused from the current year's budget shall be placed in reserve.

#### Section 2: Disbursements

Upon budget approval by the Board of Directors, the District Staff is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check and signed by two of the following: President, Vice-President, Treasurer or one other Director designated by the Board of Directors.

#### Section 3: Fiscal Year

The fiscal year of the District shall close on September 30.

#### Section 4: Budget

At the meeting preceding the September Board of Directors meeting a Budget and Finance Committee shall

propose the upcoming annual fiscal budget for adoption by the Board of Directors. Final adoption will be at the September meeting.

Section 5: Bonding

District Staff and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid by the District.

**ARTICLE VIII**  
(DISSOLUTION)

Section 1: Procedure

The District shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed to the members of the District. On dissolution of the District, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 ( c ) (3).

**ARTICLE IX**  
(AMENDMENTS)

Section 1: Revisions

These By-Laws may be amended or altered by a simple majority of the membership responding through a mail ballot or at a Board of Directors Meeting, with a minimum response of a simple majority of the total membership. Any proposed amendments or alterations shall first be submitted to the Board of Directors, who are responsible for conducting the voting in a manner similar to the election of new directors.

Originally enacted March 17, 1994.

Amended June 20, 1997.

Amended July 8, 1997.

Amended April 24, 1998.

Amended February 19, 1999.

Amended June 18, 1999.

Amended March 17, 2000.

Amended October 5, 2001.

Amended April 4, 2003

Amended June 11, 2004