

**DAYTON COMMUNITY DEVELOPMENT ASSOCIATION, INC.
BYLAWS**

ARTICLE ONE
Name

The name of the organization shall be the Dayton Community Development Association Inc., a/k/a the Dayton Community Association, hereinafter referred to as the DCDA or DCA.

ARTICLE TWO
Objectives and Policies

Section 1. Foundational Premise.

A small town that offers a high quality of life for its citizens must have a 'downtown' that:

- Is economically vibrant, diversified and sustainable
- Offers locally produced/value-added products and services
- Is aesthetically beautiful
- Is 'livable' for downtown residents
- Offers social, cultural and recreational activities or events for children and adults
- Is ecologically conscientious
- Embraces its historic aspects and its regional uniqueness
- Attracts visitors
- Is economically and socially 'connected' to its rural surroundings

Section 2. Objectives.

The objectives of the organization are and shall be:

To enhance the quality of life for all citizens of Dayton by:

- Helping to revitalize, improve and maintain the economic, physical, social, aesthetic and cultural environment of Dayton, Oregon.
- Focusing our efforts and resources primarily on Dayton's traditional downtown commercial core (as defined by the board of directors)
- Helping to preserve the architectural, aesthetic and cultural heritage of Dayton where appropriate.
- Continually cultivating a pool of new community leaders who possess a broad understanding of those factors that enhance quality of life in the community.
- Establishing specific goals and action steps that are congruent with our objectives.
- Promoting the Dayton Community, its resources and assets to all interested persons and groups and to the public at large.
- Providing a communication forum for meaningful discussion of issues pertinent to the community.
- Collaborating with local government, commercial, public, private or other groups or individuals in order to achieve our objectives.
- Assisting and/or promoting those recreational, cultural/artistic, charitable, spiritual/religious and/or educational events/activities/programs and/or facilities in Dayton that are congruent with our objectives. But, not to offer our resources for any partisan political activity.
- Expanding the geographic scope of our efforts beyond the downtown area when necessary. (i.e. For issues or projects that directly affect the downtown)

Section 3. Not-for-profit framework . The DCDA is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. Policies. The Board of Directors of the DCDA, the composition of which is described in these Bylaws, may adopt policies and procedures consistent with these Bylaws, which policies shall be binding on the DCDA and its members.

ARTICLE THREE Membership

Section 1. Single Class. The membership of the DCDA shall consist of a single class, each member shall be eligible to vote for directors at the annual membership meeting. Members are eligible to sit on and chair committees unless otherwise noted herein.

Section 2. Members. The membership of the DCDA shall consist of those adult persons who express a desire to be a member and who pay prescribed dues and are either:

- (1) Individual residents within the area/boundaries of the Dayton Community as those boundaries shall be set by the Board of Directors;
- (2) Families residing within the area/boundaries as defined by the b.o.d.
- (3) Businesses located within the area/boundaries as defined by the b.o.d.
- (4) Owners of property located within the area/boundaries as defined by the b.o.d.
- (5) Other associations and organizations located within the area/boundaries as defined by the b.o.d.

Such families, businesses, churches, associations, commercial property owners, corporations or other organizations that are accepted for membership by the Board of Directors shall have only one designated representative to act and vote on their behalf. The b.o.d. may create member categories, non-member categories and dues rates.

ARTICLE FOUR Officers

Section 1. Officers of the DCDA. The officers of the DCDA shall be a President, a Vice President, a Secretary and a Treasurer. All officers are 'ex officio' members of the board of directors.

Section 2. Nominations and Elections of Officers. Officers shall be nominated and elected according to the procedures contained herein. New officers shall assume their duties January 1.

A. Nominations by Board of Directors. At the meeting of the Board of Directors immediately preceding the annual membership meeting, the board shall create a list of member candidates for the offices of Vice President, Treasurer and Secretary, with no more than two (2) candidates for each office. A member whose name is on this list shall have agreed to serve if elected.

B. Additional Nominations. One additional nomination may be made by petition of five (5) or more members and with the consent of the candidate. This petition must be filed with the Secretary of the Board prior to the scheduled election. There shall be no other means of making additional nominations.

C. Elections. The membership shall vote on the nominated candidates in person at annual membership meeting of the DCDA. Those persons who receive the highest number of votes at such annual meeting of the membership at which a quorum of the membership is present shall be deemed to have been elected. In the event of a tie, the President shall cast a vote.

Section 3. Terms of Office. Each officer shall serve a two (2) year term or until their successors are elected and qualified. Initial terms of office shall be adjusted so that President and Vice President are voted on in different years from Secretary and Treasurer. (i.e. Initial President and VP term shall be 3 years, instead of two)

Section 4. Duties.

A. President. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership. The President, unless otherwise ordered by the Board of Directors, shall have authority to appoint such special committees as he or she may deem proper, and shall define the powers and duties of all committees, appoint committee chairmen, and fix the period of the existence of each during his or her administration. The President may vote only if, after each director and officer present at any directors' meeting has cast his or her vote on a question, a tie vote is recorded, then the President may cast another vote to break the deadlock. In addition to powers and duties specifically set forth herein the president shall have such powers as are ordinarily incumbent upon the chief corporate officer including those established by Oregon statute except where specifically limited herein.

B. Vice President. The Vice President shall be the board's default liaison to municipal and regional government, unless another officer, executive director or staff are assigned to this position. In the absence or inability of the President, the Vice President shall perform the duties and exercise the powers ordinarily delegated to the president. In addition, the President may delegate to the Vice President such of his or her powers as he or she sees fit during his or her administration. Should the President be unable to fulfill the duties of office by resignation or another action, the Vice President shall assume the office and subsequently, an interim VP shall be appointed by the board.

C. Treasurer. The Treasurer shall keep and maintain all records of monies collected and disbursed, in the form and manner prescribed by the Board of Directors. He or she shall generally perform such duties as are ordinarily incumbent upon a Treasurer. He or she shall present a written financial report at each regularly scheduled meeting of the Board of Directors and shall present a written financial report at the annual membership meeting.

D. Secretary. The Secretary shall keep and maintain the minutes of all directors meetings and membership meetings, all records of membership and attendance and shall conduct such correspondence as may be required by the President and/or the Board of Directors. The Secretary shall be responsible for notice of any meeting of the Board of Directors or membership meeting. Secretary shall be in charge of recording, maintaining and renewing memberships and shall chair any membership recruitment committee that is formed.

Section 5. Compensation. Compensation, if any, for officers shall be approved by a majority of the Board of Directors at a regularly or specially called meeting and by a majority of the membership present at any regularly or specially called meeting.

Section 6. Vacancies. Vacancies for any officer position which occur between annual elections shall be filled by majority vote of the Board of Directors at any regular or special meeting of the Board of Directors at which a quorum of a majority of the directors and officers are present.

ARTICLE FIVE Directors

Section 1. Board of Directors. The business of the DCDA shall be conducted by the Board of Directors. It shall exercise all corporate powers not otherwise delegated. It shall determine and pass upon matters of policy and business concerning the DCDA

and may delegate the execution of the policies and business of the DCDA to any officer or officers or to any committee or committees. The Board of Directors shall set and retain control over membership dues and fees, if any. The Board may consider and express an official position on issues, whether political or not, which directly affect the Dayton community if such issues are not to be decided by popular vote. The Board shall not endorse any candidate or political party, nor make any contributions to a candidate or political party.

Section 2. Nominations, Election and Term. In addition to the four (4) officers, the DCDA shall have up to five (5) directors-at-large, serving without compensation, who shall be members of the DCDA. At each annual meeting of the members, the DCDA shall elect up to five (5) directors-at-large who shall serve for one (1) year or until their successors are elected and qualified. In addition to the above directors, the four (4) elected officers shall also be 'directors ex officio' thus creating a board of up to nine (9) directors. Directors other than ex officio directors shall be nominated and elected according to the procedures contained herein. New directors shall assume their duties January 1.

A. Nominations by Board of Directors. At the meeting of the Board of Directors immediately preceding the annual membership meeting, the board shall create a list of member candidates for any open director positions, with no more than two (2) candidates for each position. A member whose name is on this list shall have agreed to serve if elected.

B. Additional Nominations. One additional nomination may be made by petition of five (5) or more members and with the consent of the candidate. This petition must be filed with the Secretary of the Board prior to the scheduled election. There shall be no other means of making additional nominations.

C. Elections. The membership shall vote on the nominated candidates in person at each annual membership meeting of the DCDA. Those persons who receive the highest number of votes at such annual meeting of the membership at which a quorum of the membership is present shall be deemed to have been elected. In the event of a tie, the President will cast a vote.

Section 3. Vacancies. The normal nominating process may be bypassed and vacancies may be filled by the Board of Directors for the unexpired terms of members who have resigned or have otherwise become disqualified to serve. This may be done at any regular or special meeting of the Board of Directors at which a quorum of the directors are present.

Section 4. Board Meetings. The Board of Directors shall hold regularly-scheduled meetings at least quarterly, at such time and place as the Board may establish. General notice of such regularly scheduled meetings shall be given, unless the Board shall decide otherwise. Members who are not directors may attend regular and special board of director meetings (except for director-only meetings), but may not vote. Special Board of Director meetings, including "Director-only" meetings, may be held at any time on the call of the President or upon written request of a majority of directors, with such request stating the purpose of the meeting. Notice of special meetings must state the specific purpose for such meetings and shall be given to all officers and directors at least three days prior to such meeting time. No business shall be transacted at a special meeting other than that for which the meeting is called. The Board of Directors may establish Operations and Procedures regarding the agenda, and rules of conduct for meetings. A modified, simplified version of Robert's Rules of order is recommended.

Section 5. Special Director-only meetings. This format shall only be used when it is determined that privacy and/or confidentiality is of high importance. The actual reason for this format need not be publicized but proper notice still must be given.

Section 6. Board of Directors' Quorum. A quorum for any action by the entire Board of Directors shall be defined as 50% or more of directors, excluding any recused directors.

Section 7. Notification Procedure. Active contact such as e-mail shall be considered direct and/or written notification. Passive notices such as website postings shall be considered general and/or official notification with respect to meetings. Each member is responsible to supply the secretary with accurate email contact information and each member is responsible to periodically check the designated website for meeting-related information.

ARTICLE SIX Disqualification for Cause

Section 1. Removal. Any officer or director who fails to perform the duties of his or her office as hereinabove set forth may be removed from office. However, any officer, director or member whose personal status changes such that they would no longer be qualified for membership, may complete their current term, should they so choose. For example: A member or director who moves out of the defined geographic membership area before the end of their membership term may retain their membership privileges until the conclusion of that term.

Section 2. Removal for Non-Attendance. Any officer or director who fails to attend the majority of regularly scheduled meetings during his or her term may be removed from office by action of the Board or by vote of the general membership.

Section 3. Removal Procedure. An officer or director may be removed from office by a majority vote of the Board of Directors at a regularly scheduled or specially called meeting at which a quorum of the directors and officers shall be present. Additionally, an officer or director may be removed from office at any meeting of the general membership by vote of 2/3rds of the entire general membership.

Section 4. Notice of Removal Action. The officer or director at issue shall be given at least ten (10) days written notice of such meeting and the specific facts to be presented. In any meeting at which a vote for removal is to be taken, the officer or director at issue shall have a full and adequate opportunity to present arguments, facts, and other information to support his position, and if not present, shall be informed in writing of the Board's actions.

ARTICLE SEVEN Membership Meetings

Section 1. Annual Meetings of Members. The annual membership meeting of the DCDA shall be held in or near the month of October, on such date, hour, and place as designated by the Board of Directors, and upon at least ten (10) days notice thereof to the membership.

Section 2. Special Meetings of Members. Except as herein otherwise provided, special meeting of the membership may be called at any time by the Board of Directors or upon the written request to the President of a majority of members of the DCDA.

Section 3. Notice of Special Meetings of Members. The Secretary shall be instructed to call such special membership meetings by giving members five (5) days notice in advance thereof. No business shall be transacted at a special meeting other than that for which the meeting is called.

Section 4. Vote. At any membership meeting where the membership is to vote, each member present shall be entitled to one vote per candidate/question/issue. A majority of the members voting shall determine any question put before the membership.

Section 5. Quorum. At any properly-announced annual or special meeting of the membership, the members present, in person, shall constitute a quorum for the transaction of member voting.

ARTICLE EIGHT Committees

Section 1. Committees. Each committee chairperson shall report at regularly-scheduled directors' meetings unless the President shall otherwise direct. It is recommended, but not essential that all committees be chaired by a member of the board of directors. No board member shall serve on more than two (2) committees. Committee chairs are responsible for recruiting and maintaining the committee members. Non DCDA members may be appointed to committees. Committees shall be less formal in their operation than director meetings. Committee Chairpersons shall determine any operating procedures of their committees.

Section 2. Standing Committees.

A. Executive Committee. There shall be a standing Executive Committee of the Board of Directors composed of the officers of the DCDA. The Executive Committee shall be chaired by the President and may meet independently of the Board of Directors. Except for the power to restate or amend Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Special Committees. There shall be such special committees as shall be appointed by the President by virtue of powers hereinbefore enumerated. The special committees' powers, specific duties, purpose and period of existence during his or her administration shall be fixed by the President. Such powers, duties, and existence shall continue until and unless the President shall otherwise direct.

Examples of special committees are:

- 'Main Street/Downtown' Organizational Committee
- Design and Aesthetics(Beautification) Committee
- Promotion and Events Committee

- Economic Restructuring Committee
- Membership Committee.

ARTICLE NINE Amendments

Section 1. Amendments to articles/bylaws. The Board of Directors may elect to re-state, amend, alter or repeal these bylaws by the vote of at least two-thirds of the Board of Directors present at any regular or special meeting at which a quorum of the Board of Directors is present. This vote must be ratified by the vote of at least two-thirds of the general membership present at either the regular or designated special membership meeting.

ARTICLE TEN Voting

Section 1. Ballots. The Board of Directors may choose to establish rules regarding ballots, issues or elections by either the Board of Directors or the DCDA membership within Operations and Procedures.

Section 2. Expedited Voting. The Board of Directors may discuss and vote on time sensitive issues by email, telephone conference or other electronic means. Such use of technology must allow each Director to see or hear any discussion between members and comment, and votes must be cast by name (not anonymous). The Board may make additional requirements within its procedural guidelines.

ARTICLE ELEVEN Conflicts of Interest and Confidentiality

Section 1. Recusal. A Board Member shall not participate in the Board's activities regarding any item before the Board in which they have a unique, direct and substantial material interest in, and shall inform the Board immediately upon recognizing the conflict and state recusal. During the period of recusal a Board Member shall not present an issue, lobby the Board, or speak for or against an item before the Board. The Board may make additional requirements within Operations and Procedures.

Section 2. Confidentiality. Written and verbal communication between Board members, outside the open meetings of the DCDA, shall be treated as confidential, and not be disseminated without the approval of the author.

ARTICLE TWELVE Operations and Procedures

Section 1. Operations. The Board of Directors may establish procedural guidelines for activities of the Board, including but not limited to, meetings, voting procedures, announcement format and timing, and Committee operations. Such guidelines shall be publicly available to the same extent as the Bylaws of the Organization.

ARTICLE THIRTEEN Executive Director and/or Contracted Staff/Consultants

Section 1. Executive Director. Should an executive director be hired by the board, they shall be responsible for the day-to-day business of the organization. The Executive Director will attend all board of director meetings (except special board of director-only meetings) and report of the status and progress of the organization and carry out all duties described within the job description.

Section 2. Contracted Staff. The directors may elect to temporarily contract special staff and/or consultants to carry out more specific goals or objectives.

ARTICLE FOURTEEN Indemnification

Section 1. Right to Indemnification. Any person who at any time serves or has served as a director or officer of the corporation, or who, while serving as a director or officer of the corporation, serves or has served, at the request of the corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him or her in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitative action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him

or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

Section 2. Payment of Indemnification. The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the members of the corporation for any decision to indemnify.

Section 3. Binding and Non-Exclusive. Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

ARTICLE FIFTEEN Dissolution

Section 1. Distribution of Assets. Upon the 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 the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amended: 05/19/2011

President: Name: _____ Signature: _____
_____ Date: _____

Vice President: Name: _____ Signature: _____
_____ Date: _____

Treasurer: Name: _____ Signature: _____
_____ Date: _____