

**BYLAWS**  
**OF**  
**WESTON AREA DEVELOPMENT ASSOCIATION**

**ARTICLE I - NAME**

**Section 1.** The name of this corporation shall be WESTON AREA DEVELOPMENT ASSOCIATION, hereinafter referred to as the Corporation or WADA.

**ARTICLE II - PURPOSES**

**Section 1.** Mission. The Corporation is dedicated to the preservation of Weston's historic resources through education, promotion and advocacy.

**Section 2.** Goals.

- 2.1 Promote communication between the public and the Corporation in support of historic preservation in Weston, Oregon and develop a network of preservation supporters.
- 2.2 Educate and inform the public about historic preservation through a quarterly newsletter, workshops, and other means.
- 2.3 Initiate, monitor, and support legislation to promote historic preservation in Weston, Oregon.
- 2.4 Provide assistance to local historic preservation projects.
- 2.5 Serve as liaison between local owners of historic properties and local, state, and federal resources.
- 2.6 Establish an endowment to support historic preservation in Weston, Oregon.

**ARTICLE III - STATUS**

**Section 1.** The Corporation shall be a private local, non-profit corporation, operated for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and, more specifically, for the purposes specified in Article II above.

**Section 2.** The principal office of the Corporation will be in Weston, Oregon.

**Section 3.** Officers and Directors shall not receive any stated compensation for their services, but the Board of Directors (hereinafter referred to as the Board) may authorize reimbursement of expenses incurred in the performance of duties. The Board may hire a clerical administrator to assist the Executive Director at a salary to be determined by the Board. In the event that an Executive Director is not hired, the Board may hire additional staff as needed at a salary to be determined by the Board.

**Section 4.** Executive Director. The Executive Director is appointed by a majority vote of the Board and shall be the chief operating officer of the Corporation responsible for the general and active management of the affairs and property of the Corporation. The Executive Director shall see that orders and resolutions of the Board are carried into effect and perform duties outlined in the position description developed by the Executive Committee. The Executive Director

supervises the staff, maintains an effective committee structure including interfacing with committee chairs and coordinating committee activities.

**Section 5.** The Corporation shall use its funds only to accomplish the purposes specified in Article II above, and no part of said funds shall inure, or be distributed to members.

#### **ARTICLE IV – MEMBERS**

**Section 1.** Any individual or organization interested in supporting the purposes of the Corporation may become a general member of the Corporation by filing an application in such form as the Board shall prescribe, and subject to the payment of such dues as the Board shall establish from time to time. Each paid general member shall be entitled to one vote.

Section 2. The Board may, in its discretion, suspend the voting privileges of any member who has been and remains in default in his financial obligations to the Corporation for a period of one (1) year or longer.

#### **ARTICLE V - MEMBERSHIP DUES**

**Section 1.** The Board may determine the amount of annual membership dues. The annual dues are for twelve (12) consecutive months and shall become due on the first day of the one-year anniversary of that membership year paid the preceding year.

#### **ARTICLE VI - MEETING OF MEMBERS**

**Section 1.** There shall be an annual meeting of the Corporation held in the fourth quarter of *the year* by the Board. A report of the meeting and of the activities of the Corporation for the preceding year will be sent to all members following the annual meeting. Publication of this information within the newsletter or on the WADA website will meet this requirement.

**Section 2.** Special meetings of the members may be called by the President, Executive Director, or one-third of the Board, and shall be called by the President upon written application of ten (10) percent of the members of the Corporation.

**Section 3.** Ten percent of the entire membership possessing voting rights shall constitute a quorum at any membership meeting of the Corporation.

**Section 4.** Notice of the annual meeting or any special meeting of the membership shall be mailed to each member or included in the newsletter at least fifteen (15) days in advance, subject to waiver of notice as provided in the Weston, Oregon Nonprofit Corporation Act.

**Section 5.** The rules contained in “Robert’s Rules of Order Newly Revised” shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Corporation may adopt.

#### **ARTICLE VII - BOARD OF DIRECTORS**

**Section 1.** The Corporation shall be governed by a Board of no fewer than *three (3)* and no more than eleven (11) Directors. The regular term of office for each Director shall be three (3) years with the term starting at the beginning of the new Corporation year as defined in Article XIV Section 1. A minimum of one (1) Director, as dictated by term expirations and/or resignations, shall be elected at each annual meeting of the members. Nominations shall be made by a Nominating Committee headed by the Vice-President. Directors in office may be elected for one or more additional terms. The Nominating Committee shall use a Matrix as a guideline for Board needs (Attachment 1). Regardless of the number of Directors in office at any

given time, a minimum of the majority number of Directors shall constitute a quorum to conduct official business of the Corporation.

**Section 2.** Board of Director terms are limited to two three-year terms and then the director must step down for a minimum of one year. A board member whose term has expired at the end of the six-year period may be appointed to serve on a committee or to the advisory board by the incoming executive committee.

**Section 3.** 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 the affirmative majority vote of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his/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.

**Section 4.** The Oregon State Historic Preservation Officer may be an Ex Officio member of the Board.

**Section 5.** Former Directors in good standing may be invited by the Board to be an Emeritus member of the Board.

#### **ARTICLE VIII - BOARD MEMBER RESPONSIBILITIES**

**Section 1.** Directors are expected to commit sufficient time and effort to be of benefit to WADA. Each will serve on a minimum of one standing committee. Board Members will communicate local preservation activities, contribute to the newsletter, recruit new members and actively advocate for historic preservation. Members of the Board will make reasonable efforts to attend all Board meetings.

#### **ARTICLE IX - MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1.** Meetings of the Board, regular or special, may be held within or without the State of Weston, Oregon upon not less than two (2) days' notice to each Director, personally or by mail, telephone, e-mail, text message, or facsimile, subject to waiver of notice as provided in the Weston, Oregon Nonprofit Corporation Act. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at the very least quarterly unless otherwise decided by the Board. Special meetings of the Board may be called by the President or by the written request of a majority of the Directors in office. Attendance at a Board meeting may be either in person or by telephone/teleconference.

**Section 2.** A majority of the number of Directors fixed by the Bylaws shall constitute a quorum for the transaction of business. All questions coming before the Board shall be decided by a majority vote with each member of the Board actually in attendance being entitled to one vote. Proxy voting will not be permitted. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present. Voting may occur in person or by telephone/teleconference. In the event that urgent business comes before the Board at times when the board cannot meet in person or by teleconference, voting may take place by a telephone poll or e-mail of the Directors. For this type of vote to pass or fail requires unanimous response from all Directors. If one person is in opposition of the majority, the matter will require the vote to be taken at the next available meeting. If a telephone or e-mail poll passes, the item will be listed in the next meeting agenda to be formally accepted into the minutes.

**Section 3.** Ex Officio and Emeritus members of the Board may be considered a voting member of the Board in the event a quorum is not established at a regular meeting.

**Section 4.** Board members with three concurrent unexcused absences are subject to removal from the Board and will be notified by the Board President in person or by mail, telephone, e-mail, text message, or facsimile.

**Section 5.** The Board shall hold an annual planning meeting within the same quarter as the annual meeting of members to develop the next year's strategic plan for the Corporation. The strategic plan is to be adopted by the first Board meeting of the new Corporation year or as soon thereafter as is possible if the draft of the strategic plan under development is not yet in a final agreed upon version at the first meeting of the new Corporation year.

#### **ARTICLE X – OFFICERS**

**Section 1.** The officers of the Corporation shall be elected annually by the Board and shall consist of a President, a Vice President, a Secretary and a Treasurer. Officers will be regular members of the Corporation and Board members. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2.** The Board of Directors may require any of the officers or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned upon the faithful performance of the duties of their respective office or employments.

**Section 3.** Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote of two-thirds of the Directors in office.

**Section 4.** THE PRESIDENT. The President shall be the chief elective officer of the Corporation, shall preside at meetings of the Corporation, and shall perform such other duties necessarily incident to the office of president.

**Section 5.** THE VICE PRESIDENT. The Vice President shall perform the duties of the President in the absence or disability of the President. The Vice President shall respectively have such powers and perform such duties as may be assigned by the Board of Directors or the President. The Vice President chairs the Nominating Committee and is responsible for long range fiscal planning and development.

**Section 6.** THE SECRETARY. The Secretary, or his/her designated representative, shall keep the minutes of all meetings. The Secretary shall submit a copy of the minutes to the staff for distribution within two weeks of a meeting. He/she shall give such notice of all meetings and shall perform such other duties as are assigned to him/her by the Board of Directors, the President or Executive Director. The Secretary will send an acknowledgement letter with membership card and list of Board members to new or renewing members or ensure done so by staff.

**Section 7.** THE TREASURER. The Treasurer shall have the custody of the corporate funds and securities, shall maintain a record of all receipts and disbursements in books belonging to the Corporation, and shall be responsible for depositing all monies in the name and to the credit of the Corporation in a financial institution approved by the Board. He/she shall be responsible for disbursing the funds of the Corporation in accordance with the directions of the Board, and shall render to the Board, at its regular meetings or when requested, an account of financial transactions and of the financial condition of the Corporation. The Treasurer keeps track of membership dues received, coordinates financially related activities, and files annual IRS reports. If a Bookkeeper or CPA is hired by the Board to record all receipts, disbursements,

deposits, reconciliation, financial reports, and other related financial services the treasurer's duties may be transferred to that person. The funds, books, and vouchers maintained by the Treasurer shall at all times be subject to inspection and verification by the Board.

## **ARTICLE XI – COMMITTEES**

**Section 1.** The standing committees of the Corporation shall include Membership, Fundraising, Education, Public Relations, Finances, Partnership Outreach, Legislative, and also an Executive Committee comprised of the elected Board Officers. The Vice President will chair the Nominating Committee.

**Section 2.** The Executive Committee shall oversee the operations of the Board and act on behalf of the Board during on-demand activities that occur between meetings. These activities are to be presented to the Board for review at the next Board meeting following the action and for incorporation into the minutes.

**Section 3.** The President or Board may appoint such special committees as may be required by the Bylaws, or as deemed advisable.

**Section 4.** The designation and appointment of any standing or special committee and the delegation of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon them by law.

**Section 5.** Committees shall recommend plans and policy for the Corporation; such plans and policies are subject to approval by the majority of the Board.

**Section 6.** The Executive Committee shall consist of the Officers of the Corporation.

**Section 7.** A Special or Ad-hoc Committee may be created by the majority of Directors at a regular or special business meeting of the Board to attend to a specific program, activity, or corporation Issue. When a Special or Ad-hoc Committee is formed, clear goals and objectives should be written so its members know exactly the need for such a Committee. An established lifespan of the Committee may or may not be established at its creation and may be dissolved by the majority of Directors at any regular or special Board meeting.

## **ARTICLE XII - COMMITTEE CHAIRS**

**Section 1.** A Committee Chair will be selected for each standing and/or special committee (Article XI). The Committee Chair may be a Director or member and will be selected by majority vote of the committee at the first meeting of the fiscal year of that committee.

**Section 2.** The Committee Chairs shall be responsible for supervision on behalf of the Board of all matters relating to their area of assignment. Chairs will be responsible for timely fulfillment of committee goals. Chairs will regularly update the Executive Director and will render reports or delegate a committee member to make a report at each Board meeting.

## **ARTICLE XIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1.** Except as the Board may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Treasurer or by such other officers, or agents or employees of the Corporation, as may, from time to time, be designated by the Board.

All instruments of transfer of personal property other than securities, all instruments of conveyance of real property, and all contracts and agreements shall be signed by such officers or agents as the Board shall direct, and in any event, they may be signed by any two (2) of the following officers, namely the President, Vice President, Executive Director, Secretary or Treasurer.

The Board may authorize and empower one or more officers or agents of the Corporation to execute and deliver any and all papers and documents or to do other acts or things on behalf of the Corporation, including any required or convenient in dealing with governmental authorities. No conveyance of real property is authorized in the absence of a resolution of the Board.

**Section 2.** Deposits. All Funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depository as the Board may select.

**Section 3.** The Executive Committee may authorize the expenditure of up to \$500.00 without board approval. Expenditure must be reported to the entire board as soon as possible.

**Section 3.** Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

**Section 4.** Annual Budget The Finance Committee is responsible for preparing an annual budget of estimated income and expenses for the ensuing fiscal year for presentation to the Executive Committee. Approval of the budget shall take place at the last Board meeting of the present fiscal year. Upon approval of the budget, the Treasurer shall be authorized by the President to disburse funds in accordance with programs approved by the Board.

**Section 5.** Annual Audit The President shall appoint an Audit Committee to perform an annual audit of the accounts of the Corporation or at the discretion of the board an auditor or auditing firm may be hired to perform the annual audit.

#### **ARTICLE XIV - FISCAL YEAR**

**Section 1.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year and may also be called the Corporation year.

#### **ARTICLE VIII. INDEMNIFICATION**

Chapter 65 – Nonprofit Corporations

Section 1 General

Chapter 06. Oregon Corporations Code.

Section 65.407 Indemnification of officers, directors, employees, and agents; insurance.

**65.407 Indemnification of officers, employees and agents.** Unless a corporation's articles of incorporation provide otherwise:

(1) An officer of the corporation is entitled to mandatory indemnification under ORS 65.394, and is entitled to apply for court-ordered indemnification under ORS 65.401 in each case, to the same extent as a director under ORS 65.394 and 65.401.

(2) The corporation may indemnify and advance expenses under ORS 65.387 to 65.411 an officer, employee or agent of the corporation who is not a director to the same extent as to a director. [1989 c.1010 §104]

[https://www.oregonlegislature.gov/bills\\_laws/ors/ors065.html](https://www.oregonlegislature.gov/bills_laws/ors/ors065.html)

## **ARTICLE XV – AMENDMENTS**

**Section 1.** These Bylaws may be amended, rescinded, repealed, or altered, in whole or in part, by a majority of Directors in office at any regular or special meeting, provided that no such action shall be taken if it would in any way adversely affect the Corporation’s qualification under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XVI - ADVISORY BOARD**

**Section 1.** The Board of Advisors [herein after considered Advisors] may be established in recognition of the need for advice and counsel of persons with preservation, business, and professional training, experience and interest in Weston’s prehistoric and historic resources, and the desirability of greater interest and participation in the affairs of WADA by representatives of the Weston, Oregon community it serves and are called upon as needed.

**Section 2.** Responsibility for the management of WADA shall rest with the Board of Directors, the Board of Advisors function being advisory only.

**Section 3.** Advisors shall advise the Board and the membership on positions and policies adopted and considered by the Board and to aid the Board and membership in promoting and achieving the goals of WADA. Advisors are encouraged to assist in fund raising; to help in designating projects for WADA sponsorship; to aid in outreach to districts around the state, including the recruiting of new members; to provide news and information about preservation activities and projects in their local communities.

**Section 4.** The membership of the Advisors shall be unlimited and shall maintain a current membership of the Corporation.

**Section 5.** Members shall be appointed by the Board upon recommendation of its Nominating Committee and shall serve at the discretion of the Board. The Ex Officio and all Emeritus are automatically considered Advisors. Geographic representation shall be among the factors considered in making the appointments.

**Section 6.** Members of the Advisors shall receive no compensation for their services, but will be reimbursed by WADA for necessary expenses approved in advance by the Executive Director or other appointed Board member.

**Section 7.** Members of the Advisors will keep themselves informed with respect to WADA objectives, needs, and activities.

**Section 8.** To facilitate the performance of the Advisors, the Board shall keep the Advisors informed concerning the plans, activities, and policies of WADA.

## **ARTICLE XVII - DISSOLUTION**

**Section 1.** On dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all Corporation liabilities, dispose of all remaining assets by paying them over to a non-profit organization of the Board’s choice.

**Attachment**

**BOARD NEEDS MATRIX**

| Name | Grant Writing | Passion/Drive | Financial | Business | Cultural Sensitivity | Knowledge of | Non-profit Experience | Fund Development | Parliamentarian | Political Contacts | Public Relations | Educator | Public Presenter | Media Tech | Advocator |
|------|---------------|---------------|-----------|----------|----------------------|--------------|-----------------------|------------------|-----------------|--------------------|------------------|----------|------------------|------------|-----------|
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