



BY-LAWS

Revised and Adopted April, 2022

KLAMATH COUNTY ECONOMIC DEVELOPMENT ASSOCIATION BYLAWS

Article I. GENERAL

Section 1.01 NAME

The name of this organization shall be the Klamath County Economic Development Association, hereinafter referred to as “the Association” or KCEDA.

Section 1.03 PURPOSE

KCEDA is organized as a nonprofit 501 (c)(4) organization operated exclusively for the promotion of social welfare if it is primarily engaged in promoting in some way the common good and general welfare of the community. The Corporation’s primary purpose shall be to lead economic development and diversification of Klamath County through marketing, targeted recruitment, business expansion, business retention, new businesses, completion of strategic projects and the formation of effective public/private partnerships.


Section 1.04 KCEDA PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the association is located at 205 Riverside Drive, Suite E, Klamath Falls, Oregon 97601. The Board of Directors (“the Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary and this section will then be amended to state the new location.

Article II. ORGANIZATION

Section 2.01 MEMBERSHIP

There shall be various classes of voting and non-voting membership as shall be established or amended by the Board of Directors (the “Board”) from time to time.

2.1.1 TERM - The term of membership for members or for a particular class of members may be set by the Board. **TERMINATION OF MEMBERSHIP** – Membership may be terminated by the Board after giving the member  at least 15 days written notice by first class mail or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of termination. Reasons for termination include but are but not limited to: verbal abuse of a staff member, leaking confidential information, and other public actions that reflect negatively on the organization. The decision of the Board shall be final. Memberships are nontransferable and will terminate on the death, dissolution, resignation or removal of a member.

Section 2.02 BOARD OF DIRECTORS



- (a) **POWERS**– All corporate powers shall be exercised by or under the authority of and the affairs of the Association will be managed under the direction of a board of directors (“Board”). The number of Directors shall be no less than nine (9)..

- (b) **TERM** - The term of election of a Director shall be set from time to time by the board of directors.
- (c) **UNEXPIRED TERMS** - upon the resignation, death, or inability to continue to perform the duties of a Director, the Executive committee may declare the position vacant and appoint a replacement to fulfill the unexpired term of the vacated position.
- (d) **REMOVAL FROM THE BOARD** – Any Director may be removed by the Board of Directors after giving the Director at least 15 days written notice by first class mail or certified mail of the removal and the reasons for the removal, and an opportunity for the member to be heard by the Board, orally or in writing, no less than five days before the effective date of removal. Reasons for removal are, but not limited to: verbal abuse of a staff member, leaking confidential information, and other public actions that reflect negatively on the organization. The decision of the Board shall be final.
- (e) **EX-OFFICIO MEMBERS** - In addition to the Directors, the Executive Director of KCEDA shall serve as an EX-OFFICIO member and other representatives from business and/or government may be appointed as needed and will be non-voting Ex-officio Members of the Board of Directors. The President shall appoint ex-officio members and the appointments shall be ratified by the Executive Committee.

(f)

- (f) **QUORUM.** A majority of the Board shall constitute a quorum for the transaction of business. A majority vote of those present shall be required for the passage of any motion or resolution.

Section 2.03 EXECUTIVE COMMITTEE

- (a) The Executive Committee shall consist of the officers of KCEDA as defined in  Section 3.01, the immediate Past-President, as voted on by the Board of Directors for a total that is between nine to thirteen (9-13) Executive Committee Members. Additionally the Executive Director of KCEDA is an Ex-officio non-voting Member of the Executive Committee.
- (b) The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions. The Executive Committee shall employ the Executive Director and oversee the Executive Director's management of the business affairs of KCEDA..
- (c) The term of election to the Executive Committee shall be for one (1) year and may be renewed upon nomination and re-election.

Section 2.04 EXECUTIVE DIRECTOR KCEDA AGENT

The Executive Director is the Executive staff member of KCEDA. As the Executive staff member, the Executive Director shall be the agent of KCEDA. As agent of KCEDA, with Board or Executive Committee approval, the Executive Director shall:

- (a) Execute bonds, mortgages, deeds of trust, and other contracts, under the seal of the corporation.
- (b) Ensure the safe keeping of the seal of the corporation, and when authorized by the Executive committee affix the seal to any instrument requiring it, and to attest by signature all corporate documents requiring the same.
- (c) Submit an annual report of the operations of the Association to the Directors and Members, and from time to time report to the Directors and Members all matters within the Executive Director's knowledge that should, in the best interests of the Association, be brought to their attention.
- (d) Be responsible for the day-to-day operations and supervise the operations and the KCEDA Staff.

Article III. OFFICERS

Section 3.01 OFFICERS

- (a) Number - The officers of the Association will be President, Vice President, Secretary, (Treasurer, and any other officer the Board may appoint from time to time.
- (b) Term - The term of office shall be for one (1) year or as otherwise set by the board.
- (c) An officer maybe re-elected to succeeding terms.

Section 3.02 PRESIDENT

The President of the KCEDA shall be the Association's principal officer and shall exercise general supervision and control over all the business and affairs of the Association through the Executive Director. The President shall have the following specific powers and duties:

- (a) To preside at all meetings of the Members, and to perform all duties incident to the office.
- (b) To see that all orders and resolutions of the Regular Membership and/or Board of Directors are carried into effect.
- (c) To supervise the Executive Director.

Section 3.03 VICE PRESIDENT

The vice president shall perform such duties as assigned by the President. The Vice President shall have the powers and shall exercise the duties of the President whenever the President, by reason of illness or other disability, or absence, is unable to act, and at other times when specifically so directed by the President or the Board of Directors.

Section 3.04 SECRETARY


The Secretary of the Association shall be the custodian of, and shall maintain, the corporate books and records, and shall be the recorder of the Association's formal actions and transactions. The secretary shall have the following specific powers and duties:

- (a) To record or have recorded, the minutes and transactions of all meetings of the Board of Directors and other Members, and to maintain official minutes of the proceedings of KCEDA at the principal office of the Association, or such other place as the Board of Directors may order, of all such meetings in the form and manner required by law.
- (b) To keep at the principal office, open to inspection by Members at all reasonable times, the original or a certified copy of the Bylaws of the Association as amended or otherwise altered to date.
- (c) To attend to such correspondence and make such reports as may be assigned.

Section 3.05 TREASURER


The Treasurer of the Association shall be its chief fiscal officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:

- (a) To maintain open to inspection by any Director at all reasonable times, adequate and correct accounts of the properties and business transactions of the Association, which shall include all matters required by law and which shall be in form as required by law.
- (b) To have the care and custody of the funds and valuables of the Association and deposit the same in the name and to the credit of the Association with such depositories as the Board of Directors or the Executive committee may designate.

- (c) To maintain accurate lists and descriptions of all capital assets of the Association, including land, buildings and plants.
- (d) To see to the proper drafting of all checks, drafts, notes, and orders for the payment of money as required in the business of the Association.
- (e) To render to the President and secretary, or to the Board of Directors, whenever they may require it, an account of all transactions as Treasurer, and a financial statement in form satisfactory to them, showing the condition of the Association.
- (f) To ensure that an annual audit or other review of funds is performed and presented to the Board of Directors, as directed and authorized by the Board. 

Article IV. ELECTIONS

Section 4.01 NOMINATING COMMITTEE

- (a) At least Forty-five (45) days prior to the Annual Membership meeting, the President shall appoint a Nominating Committee of no less than three (3) voting members, all of whom shall be members in good standing of the Board of Directors, but which shall include the immediate Past-president, if available, to serve as the Committee Chairperson.
- (b) The Nominating Committee shall prepare recommendations for: members of Board of Directors, to be elected by the membership and for officers and executive committee members to be elected by the Board of Directors. 

Section 4.02 EFFECTIVE DATE/TIME OF OFFICE

The effective date/time of office for newly approved Directors shall commence upon their approval.

Article V. MEETINGS

Section 5.01 MEMBERSHIP MEETINGS

- (a) **ANNUAL MEETING** - The members of the Association ("Members") shall meet annually to elect or re-elect, as needed, members of the Board of Directors. The annual meeting shall be scheduled by agreement of a majority of the Executive Committee. The time and place shall be fixed by the Executive Committee and communicated to each Member at least thirty (30) days before said meeting.
- (b) **SPECIAL MEETINGS** - Special meetings of the Members of the association shall be held whenever called by the President or by a majority of the Executive Committee.
- (c) **QUORUM** – A quorum for any meeting of the Members shall consist of one-third (1/3) of the Members eligible to vote, and may include those participating by remote communication in accordance with ORS 65.205.

Section 5.02 BOARD OF DIRECTORS MEETINGS

- (a) **REGULAR MEETINGS** - Regular meetings of the Board of Directors shall be held quarterly during the fiscal year and each year immediately prior to and after the annual meeting of the Membership (at which time it shall elect or re-elect its officers), or at such other times and such other places as the Board of Directors, by vote, may determine, and if so determined, no notice thereof need be given.
- (b) **EXECUTIVE SESSIONS** - The meetings of the Board of Directors will be open to all members of KCEDA, except when an Executive Session is called for by the President or Board.
- (c) **SPECIAL MEETINGS** - Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors and may be held at the same location as regular meetings or at such a location as the Directors may determine.
- (d) **QUORUM** – A quorum for any meeting of the Board shall consist of one-third (1/3) of the Directors in office immediately before the meeting or the action to be taken.

Section 5.03 EXECUTIVE COMMITTEE MEETINGS

- (a) REGULAR MEETINGS - Regular meetings of the Executive Committee shall be held each month of the fiscal year of the Association, or at such other times as may be set by the President or the Executive Committee.
- (b) SPECIAL MEETINGS - special meetings of the Executive Committee may be called by or at the request of the President or any three (3) members of the Executive Committee and may be held at the same location as regular meetings or at such a location as the President may determine.

Section 5.04 MEETING NOTICES

- (a) SPECIAL MEETINGS - Notice of any special meeting shall be given at least two (2) days previous thereto by written notice delivered personally or sent by mail or telegram to each Member or Director as appropriate at their address as shown on the records of the Association. The business to be transacted at the meeting shall be specified in the notice. The two (2) day minimum may be waived for Executive Committee meetings when the meeting is approved verbally by a majority of Committee members.
- (b)

Section 5.05 ACTION WITHOUT MEETING BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted to be taken by a Member, Board member or Executive Committee member may be taken without a meeting if the action is taken by all participants entitled to take a vote on the matter. The action must be evidenced by one or more written consents describing the action taken signed by each participant entitled to vote and delivered to the Secretary for inclusion in the written records of the Association. Emails sent by or the electronic signature of each participant entitled to vote consenting to an action shall constitute a written consent. A consent under this section has the effect of a meeting vote and may be described as such.

Section 5.06 ACTION BY WRITTEN BALLOT. Any action that may be taken at a Members' meeting may be taken by written ballot if the Association delivers a written ballot to every Member entitled to vote on the matter (which may be delivered electronically). A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Action by written ballot will be valid only when the number of votes cast by ballot equals or exceeds a quorum of the Members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter. All solicitations for votes by written ballot must: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter other than election of Directors; and (c) specify a reasonable time by which a ballot must be received by the Association in order to be counted. Once delivered (including electronically), a written ballot may not be changed or revoked.

Section 5.07 ACTION VIA EMAIL. Provided the Association has valid email addresses for every director, the Board may use email to discuss matters and to vote. To vote, the President shall first send an email to all Directors announcing that a vote will be taken, including a description of the matter and the deadline for the vote, which must be at least forty-eight (48)

hours from the time of the initial announcement. Directors may then vote by email, and may change their vote at any time prior to the specified deadline. An affirmative vote of a majority of Directors in office is effective as an act of the Board, with the same effect as a vote taken at a meeting. The effective date will be the date specified in the initial email notice, or such other date as stated therein. The Secretary shall retain, as part of the minutes of the Association, a copy of the initial email notice and announcement, and shall keep a record of the Director's votes.

Article VI. COMMITTEES

Section 6.01 COMMITTEES

Committees may be created to facilitate any particular activities as needed.

- (a) The President shall direct the appointment of all committees and committee chairpersons as will facilitate the work of KCEDA.
- (b) The President and Executive Director shall be Ex-officio Members of all KCEDA committees.

The Executive Director shall be an Ex-officio Member of all KCEDA committees with the exception of the Personnel Committee when it is attending to matters directly affecting the Executive Director.



Article VII. Misc provisions

Section 7.01 CONFIDENTIALITY

Each Member, Director and staff of KCEDA shall abide by the confidentiality rules as set forth in the "Klamath County Economic Development Association: Employee Policies and Procedures," as may be amended.

Section 7.02 LIMITATION OF POWERS

No action of any Member, Committee, employee, Director , officer or agent shall be binding upon, or constitute an expression of, the policy of KCEDA until it has been approved or ratified by the Board of Directors.

Section 7.03 PUBLIC STATEMENT

Members, Directors, staff, committees and Committee Members shall refrain from making public statements representing that the statements are endorsed by KCEDA. Only those statements approved and endorsed by the Executive Committee or the Board of Directors shall be represented as representing KCEDA.

Section 7.04 PARLIAMENTARY AUTHORITY

The proceedings of the Association shall be governed by, and conducted according to the latest edition of Robert's Rules Simplified.

Article VIII. BUDGET

Section 8.01 Budget

The Executive Director shall annually present to the Board of Directors, for their approval and adoption, an annual budget for the subsequent year at the Board's fourth quarter meeting.

Article IX. AMENDMENTS TO BY-LAWS

Section 9.01 AMENDMENTS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least ten days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Article X. INDEMNIFICATION

Section 10.01 INDEMNIFICATION

The Klamath County Economic Development Association may, by resolution of the Board of Directors, provide for indemnification by KCEDA 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 Klamath County Economic Development Association, except in relation to matters as to which such Director shall be adjudged in 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.

Article XI. DISSOLUTION

Section 11.01 DISSOLUTION

KCEDA shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation and the By-Laws and as set forth in the annual budget and work program, and no part of said funds shall inure, or be distributed to Directors, Directors Emeritus or Members of KCEDA. Upon the dissolution of the Association the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association to one or more organizations organized exclusively for the promotion of social welfare and not for profit as shall at that time qualify as an exempt organization under Section 501 (c)(3) or 501 (c)(4) of the IRS code (or the corresponding provisions of any future United States IRS laws), or appropriate local government entities as the Board shall determine.

Article XII. SEVERABILITY

Each article, section, subsection or part of these By-Laws shall stand alone, if any article, section, subsection or part of these By-Laws should be found to be deficient, defective, improper or unlawful for any reason, it shall have no impact upon the remaining document, articles, sections, subsections or parts. Each shall remain valid and in force unless and until such time as each shall be determined to be, separately, invalid.

HISTORY:

These By-Laws were originally adopted by the Board of Directors in 1974-5. These By Laws have been subsequently amended on the following dates:

November 4, 1975
March 1, 1977
August 1, 1978
May 14, 1985
February 2, 1989
February 28, 1991
May 15, 1991
August 10, 1994
August 1, 1997
May 8, 2007
September 22, 2011
February 7, 2013
September 14,
2014

September 14, 2015
September 14, 2015