

BYLAWS OF SWTRAILS PDX

ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c) (3) of the Internal Revenue Code (or its corresponding future provisions).

Without limiting the activities in which the corporation may be legally engaged, the corporation's primary purpose shall be as a non-profit educational and public service organization providing events and opportunities for residents of the Southwest Portland, Oregon (and neighboring vicinities), to promote and be involved in the construction, maintenance, and enjoyment of pedestrian and bicycle routes. More specifically, SWTrails PDX will participate in planning and constructing a network of urban bicycle, pedestrian and handicapped trails throughout SW Portland and neighboring vicinities, and negotiating with property owners and government agencies for easements as necessary. Additionally, SWTrails PDX will promote changes to law and/or regulation that streamline and ease permitting requirements for trails, represent the views of concerned residents to the city's Safe Routes to Schools program, and recommend actions and positions, as appropriate, to the respective neighborhoods, neighborhood boards, and various city, county, metro, state and other governmental agencies.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II: MEMBERS

This Corporation shall be a Membership Corporation.

2.1 *Classes and Voting.* There shall be one class of Members of this corporation. Each member shall be entitled to one vote on all matters for which a Membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

2.2 *Qualifications.* Membership shall be open to any individual who subscribes to the purposes of SW Trails PDX, and who makes timely payment of all Membership dues and assessments. Membership shall be effective upon payment of dues.

2.3 *Termination of Membership.* Membership may be terminated by a majority vote of other members at a meeting called for such purpose after giving the member subject to termination at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the other members, orally or in writing, not less than five days before the effective date of the termination. The decision of the members shall be final and shall not be reviewable by any court.

2.4 *Dues.*

2.4.1 *Dues.* ~~Membership Dues shall be US \$5 per calendar year, or part thereof, or such other amount as approved at the Annual Meeting. The dues schedule may be changed with the approval of the Board of Directors. Unless otherwise determined by the Board of Directors, dues paid after September 1 of any calendar year shall also cover the following calendar year.~~

Proposal #1: *Membership dues may be adjusted by the membership at the Annual Meeting. The dues period shall be the calendar year.*

Proposal #2: *Membership Dues shall be determined by the Members at the time of the Annual Meeting. The period of membership is the calendar year. Unless otherwise determined by the Board of Directors, Dues paid after September 1 of any calendar year shall also cover the following calendar year.*

2.4.2 *Failure to Pay.* A member's failure to pay dues or assessments within 60 days after the billing date shall result in automatic termination of Membership, without prejudice with respect to a subsequent reapplication.

2.5 *Annual Meeting.* The annual meeting of the Members shall be held in **February or March** during the 4th quarter of each calendar year on a date as established by the Board.

2.5.1 *Action to be taken at Annual Meeting*

The Membership shall take the following action at the annual meeting:

- (1) Election of Board Members for upcoming terms.
- (2) Setting Membership Dues for the following year.
- (3) Ratifying the budget for the following year.
- (4) Election of Officers
- (5) Such other action that may properly be called before the Membership and not reserved for the Board.

2.6 *Notice of Meeting.* Notice of all meetings of the Members shall be given to each member at the last address of record, by first class mail or email at least 7 days before the meeting, or by means other than first class mail or email at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting. Members shall have the option to receive meeting notices via email in lieu of first class mail.

2.7 *Quorum and Voting.* Those votes represented at a meeting of Members shall constitute a quorum. A majority vote of the Members voting is the act of the Members, unless these bylaws or the law provide differently.

2.8 *Proxy Voting.* There shall be no voting by proxy.

2.9 *Action by Consent.* Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a Members' meeting, may be taken without a meeting if a consent in writing or electronic mail, setting forth the action to be taken or so taken, shall be signed by all the Members.

ARTICLE III: BOARD OF DIRECTORS

3.1 *General Powers.* All corporate powers not expressly reserved for the Members shall be exercised by, and all business of SW Trails PDX shall be managed by, or under the direction and authority of, the Board of Directors. The Board of Directors shall adopt such policies and procedures from time to time for conduct of business as the Board of Directors deems appropriate or necessary.

3.2 *Number.* ~~The Board of Directors shall initially have 5 Members.~~ The number of Directors may be **established** increased or decreased by majority vote of sitting directors to any number between a minimum of three and a maximum of fifteen, provided, however a decrease in the number of Directors shall not have the effect of reducing the term of a sitting Director.

3.3 *Term.*

3.3.1 *Initial Terms of Newly Created Director Positions.* In order to maintain ~~create~~ staggered terms, **the Board, at its discretion, may create initial terms of one or two years.** ~~two initial directors shall have terms of one year; two initial directors shall have terms of two years, and one initial director shall have a term of three years.~~

3.3.2 *Subsequent Terms.* The term of office for Directors (other than as set forth in Article 3.3.1) shall be two years. A Director may be reelected without limitation on the number of terms she or he may serve.

3.4 *Election.* The Board shall be elected by the Members at the annual meeting of the Members by a majority vote of the Members represented and voting.

3.5 *Removal.* Any Director may be removed, with or without cause, at a meeting called by the Directors for that purpose, by a vote of a majority of the Members entitled to vote at an election of Directors.

3.6 *Out of Cycle Vacancies.* ~~Vacancies on the Board of Directors and newly created Board positions may be filled for an interim term by persons selected by a majority vote of the Directors then on the Board of Directors. Such interim term will expire as of the date of the next Annual Meeting.~~ **Vacancies on the Board of Directors may be filled for the remainder of the term by a majority vote of the Directors.**

3.7 *Quorum and Action.*

3.7.1 *Standard Actions.* A quorum at a Board meeting shall be a majority of the number of all Directors in office immediately before the meeting begins. Unless a different voting standard is required pursuant to

Articles 3.7.2 or 3.7.3 below, action may be taken by a majority vote of directors present at any meeting with a quorum.

3.7.2 *Majority Actions.* Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other such matters, action must be taken by the majority of the total Board as required by law.

3.7.3 *Actions by Super Majority.* Where required by these Bylaws or the Articles of Incorporation, action may be taken by the vote of at least 3 quarters of the total Board.

3.7.4 *Regular Meetings.* Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Board of Directors meetings shall be open to Members.

3.7.5 *Special Meetings.* Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone, email or by mail not less than two days prior to the special meeting.

3.7.6 *Alternative Meeting Venue.* Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

3.7.7 *Action by Consent.* Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

3.8 *No Salary.* Directors shall not receive salaries for their Board services but may be reimbursed for expenses related to Board service.

ARTICLE IV: COMMITTEES

4.1 *Executive Committee.* The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make ongoing decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

4.2 *Other Committees.* The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

4.3 *Composition of Committees Exercising Board Authority.* Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote.

4.4 *Limitations on the Powers of Committees.* No Committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

ARTICLE V: OFFICERS

5.1 *Titles.* The officers of this corporation shall be the President, **Vice President**, Treasurer, Secretary, and such other officers as the Board shall deem necessary and desirable.

5.2 *Election.* The Board of Directors shall propose a slate of officers for ratification by Members at the annual Meeting.

5.3 *Term.* Officers shall serve for one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

5.4 *Qualification.* Officers must be a member of the Board of Directors to be eligible to serve as an Officer.

5.5 *Multiple Positions Permitted.* A qualified person may concurrently hold multiple Officer positions. **The office of president and vice president shall not be held by the same person, however.**

5.6 *Vacancy.* A vacancy of an office may be filled by appointment by the Board for the remaining term of the vacancy.

5.7 Removal. Any Officer may be removed, with or without cause, by a super majority vote of the Directors, as defined in section 3.7.3.

5.8 *President.* The President shall be the chief officer of the corporation.

5.9 Vice President. *The Vice President assumes the powers and duties of the office of president in the event of the president's absence, incapacity, or resignation, and any other duties as may be prescribed by the Board of Directors.*

5.10 Secretary. The Secretary shall have overall responsibility for all recordkeeping, and shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and Members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and Members; (c) authentication of the records of the corporation; (d) maintaining current and accurate Membership lists; and (e) and any other duties as may be prescribed by the Board of Directors.

5.11 Treasurer. The Treasurer shall have overall responsibility for (a) keeping full and accurate accounts of all financial records of the corporation; (b) deposit of money and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of funds when proper to do so; (d) making financial reports as to the financial condition of the Corporation to the Board of Directors; and (e) and any other duties as may be prescribed by the Board of Directors.

ARTICLE VI: AMENDMENTS TO BYLAWS

The Board of Directors may amend or vote to amend or repeal these Bylaws or to adopt new ones by a Supermajority vote, subject to ratification by the Members at the Annual Meeting. No vote to amend, repeal or adopt new Bylaws may be taken unless, prior to the adoption of the amendment, each Director shall be given at least two 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. The Members must vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of the Members represented and voting. Prior to the adoption of the amendment, each member shall be given the notice of meeting required by these Bylaws 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. A Member may initiate a proposal to amend the bylaws by submitting a proposed amendment to the Board at least 30 days prior to the next Annual Meeting and requesting that such proposed amendment be noticed and placed for vote at the next Annual Meeting.

ARTICLE VII: DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

DATE ADOPTED: January 8, 2012

SIGNATURE BY CORPORATE OFFICER:

Signed Don Baack, President