

**BY-LAWS OF THE
ALBANY DOWNTOWN ASSOCIATION**
REVISION ADOPTED BY BOARD OF DIRECTORS
Approved October 3, 2019

ARTICLE I
NAME

Section 1.01 The name of this association shall be the Albany Downtown Association (hereafter referred to as the "Association").

ARTICLE II
OFFICE OF RECORD

Section 2.01 The office of this Association shall be located at such location as determined by the Board of Directors of the program.

ARTICLE III
PURPOSE

Section 3.01 The purpose of this Association shall be the economic well-being of downtown Albany; to strengthen the ability of public and private leaders to work together to manage downtown effectively; to enhance the unique physical characteristics of downtown Albany by encouraging the historically sensitive redevelopment and improvement of downtown; and to promote, sponsor, and facilitate cultural, employment, and commercial revitalization with downtown Albany.

Section 3.02 The Association is a non-profit, tax exempt entity pursuant to Section 501 (c) 6 of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the Association shall inure to the benefit of any of its members or any other individual; and the Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 3.03 Upon dissolution of the Association, the residual assets of the corporation shall be distributed to the City of Albany, Oregon to support downtown Albany activities.

ARTICLE IV
POWERS

Section 4.01 The Association shall live, without limitation by the specification thereof the following powers, all of which shall be exercised exclusively in connection with the promoting or carrying out of the purposes of the Association mentioned in Article III hereof: to undertake, either alone or in conjunction or cooperation with others, any lawful acts and engage in any and all lawful activities which may be necessary, useful, suitable or desirable for the furtherance of any or all purposes for which the Association is organized and to aid or assist other organizations, the activities of which are such as to further any such purposes.

ARTICLE V
PROGRAM AREA

Section 5.01 The Program Area of the Association shall be that geographic indicated on the attached map. (Exhibit A)

ARTICLE VI
MEMBERSHIP

Section 6.01 Any business, organization, or individual interested in supporting the purposes of the Association may become a member by filing an application in such form as the Executive Director shall prescribe, and subject to the payment of such dues as the Board of Directors may establish.

Section 6.02 Any member may resign from membership in the Association upon giving written notice. Members who resign from membership shall not be entitled to any refund of dues paid.

ARTICLE VII
MEMBERSHIP MEETINGS

Section 7.01 The Association may convene membership meetings at such time and place as determined necessary by the Board of Directors.

Section 7.02 Written notice of membership meetings shall be given either personally, by email, or by mail to each member not less than fifteen (15) nor more than fifty (50) days before the date of the meeting.

Section 7.03 Ten percent (10%) of the active members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all membership meetings, except as otherwise provided by statute, or by these By-Laws.

ARTICLE VIII
BOARD OF DIRECTORS

Section 8.01 The affairs of the Association shall be determined by its Board of Directors.

Section 8.02 The government and policy making of the Association shall be vested in the Board of Directors which control its property, are responsible for its finances, and direct its affairs.

Section 8.03 The Board of Directors shall consist of no less than nine (9) and no more than fifteen (15) voting members of whom must be members of the Association in good standing.

Section 8.04 Directors shall be owners or managers of downtown retail businesses, downtown professional or service businesses and downtown property owners, residents and at-large representatives.

Section 8.05 Members of the board shall be appointed by the Executive Board consisting of the president, vice-president, secretary and treasurer. New members will be subject to a majority vote of the full board before taking office.

Section 8.06 Terms of office for each Director shall be three (3) years with the opportunity to remain on the board for additional terms pending a majority vote of the full board. No more than one-third of the board shall come up for a three (3) year renewal vote each year at the June meeting date. Those serving on the board longest would be the subject of each renewal vote.

Section 8.07 The officers of the Association shall be President, Vice-President, Secretary and Treasurer. The term for each officer will be one (1) year, subject to re-election for additional terms by a majority vote of the full board.

Section 8.08 Any Director may resign at any time by giving written notice to the Board. Any Director can be terminated from the board due to excess absences, defined as, more than three unexcused absences from board meetings in a year. Any Director may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 8.09 Any vacancy on the Board because of death, resignation, refusal to serve, or otherwise, may be filled for the unexpired term by a vote of the remaining Directors in compliance with section 8.05.

Section 8.10 The Board of Directors may hire an Executive Director, who shall be authorized to hire personnel or enter into such contracts as may be necessary to meet the organization's goals and accomplish its programs. Except as defined in Section 8:12

Section 8.11 Directors shall receive no compensation for their services as Directors. However by resolution, the Board may authorize reasonable reimbursement of expenses incurred in the performance of a Director's duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the Association. Subject to the Association's Conflict of Interest Policy, nothing herein shall preclude a Director from serving the Association in any other capacity and receiving reasonable compensation for such services.

Section 8.12 At a duly called meeting of the Board, a simple majority of voting Directors shall constitute a quorum. Decisions regarding employment of the Executive Director, and financial obligations not reflected in the budget approved by the board require a majority vote of the full board.

Section 8.13 Ideally, the Board shall meet at least monthly, at such times and place as determined by the Directors. The Executive Board may convene e-board meetings as they deem necessary. Any decisions made at these meetings must be voted on by the board, either at the next regular board meeting or by phone and email as provided for in Section 8.14

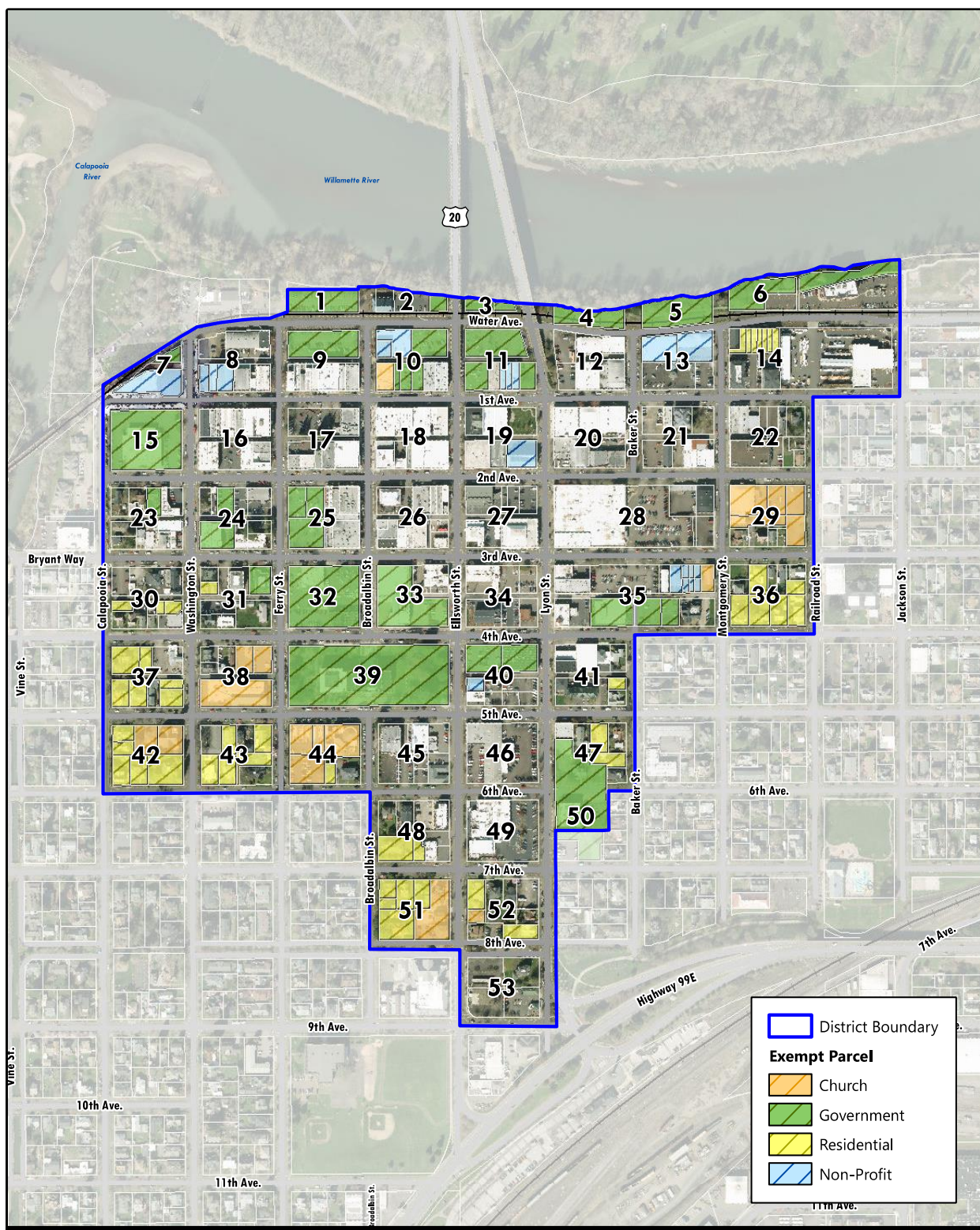
Section 8.14 The Board may vote by telephone or by e-mail. Decisions voted on by telephone or e-mail require a majority vote of the full board.

ARTICLE VIII AMENDMENTS

Section 9.01 The By-Laws may be amended by resolution at any time upon an affirmative vote of at least Three-Quarters (3/4) of the Directors.

ADA Mission:

“Promote the heart, vitality and uniqueness of Downtown Albany's historic buildings and business”.



Economic Improvement District - 2018

