

BYLAWS OF THE ST JOHNS BOOSTERS

ARTICLE I - NAME

The name of the Association shall be the ST JOHNS BOOSTERS (SJB).

ARTICLE II PURPOSE OF THE ORGANIZATION

This Association is organized and shall operate exclusively as a mutual benefit corporation 501 (c) 6 as defined in the Oregon Nonprofit Corporation Act, hereinafter called the Act.

Its purposes and objectives are as follows:

To promote growth and development of the St Johns business community and nearby area. The St Johns area is defined as the area of the peninsula westerly of the Railroad 'cut'.

ARTICLE III - MEMBERSHIP

Section 3.1. A member of this association shall be a person, firm, organization, who has paid the annual dues. That member must reside, conduct business or own property within the St Johns area. Such a member shall be entitled to vote on any issue as herein provided. A request for membership may be denied at the discretion of the Board of Directors.

Section 3.2. Dues will be periodically set by the Board of Directors to generate the funds necessary to conduct the affairs of the association.

Section 3.3. In order to vote in the election of the Board of Directors, one must be a member including having paid dues by August 31st of the year in which the election is to be held.

ARTICLE IV - MEETINGS OF THE GENERAL MEMBERSHIP

Section 4.1. NOTICE. Written notice, stating the place, day and hour of any meeting of the members shall be delivered personally, by mail, or email, deemed delivered when sent to email address on record to each member not less than seven (7) nor more than thirty (30) days before the date of the meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of this Association with the postage prepaid.

Section 4.2 An annual meeting of the members of this association for the purpose of hearing reports from all officers and standing committees and for electing Officers and Directors shall be held in the city of Portland, County of Multnomah, on the third Tuesday in November of each year. If said meeting shall not be held on the designated day, the Board of Directors shall cause

the election to be held at a special meeting of the members as soon thereafter as it may be reasonably called, but in no event later than the third Tuesday of December.

Section 4.3. In addition to the annual meeting, regular meetings of the members shall be held at such a time and place as shall be determined by the general membership or by the Board of Directors.

Section 4.4. Special meetings of the membership may be called by the President or, in writing, by a majority of the Board of Directors

ARTICLE V - THE BOARD OF DIRECTORS

Section 5.1. The affairs of the Association shall be managed by the Board of Directors consisting of the President, Vice-President, Secretary, Treasurer, Sergeant-At-Arms and immediate Past-President and three to five, Members-At-Large, the exact number to be determined by the Board.

Section 5.2. Each Director shall be a dues-paying member of the Association prior to holding office and shall hold office until his or her successor has been duly elected and a Board of Director. Each Director shall serve for a term of one (1) year.

Section 5.3. The newly elected Board of Directors shall take office January 1 of the calendar year in which they have been elected to serve.

Section 5.4. The Board of Directors shall meet on the first Tuesday of the month at a time and place it shall select.

Section 5.5. A special meeting of the Board of Directors may be called by or at the request of the President or any four Directors

Section 5.6. Notice of any special meeting of the Board of Directors shall be given at least 24 hours previously thereto by phone, mail, or email, deemed delivered when sent to email address on record to each Board of Director.

Section 5.7. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.8. In the event of a midterm vacancy occurring on the Board of Directors, a Nominating Committee shall recommend a replacement to fill the remainder of the unexpired term. The replacement must be approved by a two-thirds (2/3) vote of the Board members present at any regular meeting of the Board.

Section 5.9. Conflicts of Interest. A conflict of interest transaction is a transaction with the Association in which a Director has a direct or indirect interest as defined under ORS 65.361 of

the Act. A conflict of interest transaction is not voidable by the Association solely because of the Director's interest in the transaction and may be authorized, approved or ratified by the vote of the Board of Directors, or members as provided under this Act.

ARTICLE VI - OFFICERS

Section 6.1. The Officers of the Association shall be the President, Vice-President, Secretary, Treasurer and Sergeant-At-Arms.

Section 6.2. The Officers shall be dues-paying members of the Association prior to being nominated by the Nominating Committee and during their term of Office and shall be elected by the membership and shall serve for a term of one year or until their successors have been elected.

Section 6.3. President. The President shall preside at all meetings of the Association and of the Board of Directors at which he or she is present and shall exercise general supervision of the affairs and activities of the Association and shall serve as member ex-officio of all committees.

Section 6.4. Vice-President. The Vice-President shall assume the duties of the President during the absence of the President.

Section 6.5. Secretary. The Secretary shall keep the minutes of all of the meetings of the Association and of the Board of Directors, which shall be an accurate official record of all business transacted and shall be custodian of all records.

Section 6.6. Treasurer. The Treasurer shall receive all Association funds, keep them in a bank approved by the Board of Directors and pay out funds only on the approval of the Board of Directors. The Treasurer shall be a member ex-officio of the Finance Committee, if any.

Section 6.7. Sergeant-At-Arms. The Sergeant-at-Arms shall maintain order at all meetings and shall also perform such other duties as shall be prescribed by the Board from time to time.

Section 6.8. Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification or otherwise, must be filled within 60 days by vote of the remaining Directors and shall be for the unexpired portion of the term.

Section 6.9.a. Removal. Any Director or Officer may be removed with or without cause by the Board of Directors if (1) the Director or Officer in question is given prior notice to the impending action and an opportunity to speak on his or her own behalf before the Board at a regular Board meeting and; (2) two-thirds (2/3) of the number of Directors then serving and present vote to remove;

Section 6.9.b. Any Director or Officer may be removed with or without cause if two-thirds (2/3) majority of the members present vote to remove.

Section 6.9.c. Any Director or Officer shall be subject to removal if he or she misses three board meetings unexcused in any twelve-month period. Notice of intent to be absent should be given to the Secretary or president of the Association for an excused absence.

Section 6.9.d. Any Director or Officer may be removed from office as provided in the Act.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Association shall be January 1 to December 31.

ARTICLE IX - COMMITTEES

The Board of Directors shall create such committees and appoint such committee chairs as deemed necessary from time to time. The Board of Directors shall define the purpose of such committees created, specify their tenure, receive monthly progress reports from the committee chairs at the monthly Board meetings, and dissolve such committees as appropriate.

ARTICLE X - INDEMNIFICATION, INSURANCE, AND LIMITATION OF LIABILITY

Section 10.1. Indemnification. The Association may indemnify an Indemnifiable Party against reasonable expenses actually incurred by the Director in connection with a proceeding when the Director is wholly successful in the defense of any proceeding to which the Director was a party because of being a Director of the Association. The Association shall have the authority to indemnify an Indemnifiable Party but only upon a determination pursuant to ORS 65.404 that the standard conduct set forth in ORS 65.391 has been met.

Section 10.2. Advancement of Expenses. Upon resolution duly made, the Association may advance expenses incurred by an Indemnifiable Party in defending a Proceeding in advance of the final disposition of such Proceeding at the written request of such Indemnifiable Party, if the Indemnifiable Party furnishes the Association: (1) A written affirmation of such Indemnified Person's good faith belief that such Indemnifiable Party is entitled to be indemnified by the Association under the Act or under any other indemnification rights granted by or on behalf of such Indemnifiable Party; and (2) A written undertaking by or on behalf of such Indemnifiable Party to repay such an advance to the extent it is ultimately determined by a court that such Indemnifiable Party is not entitled to be indemnified by the Association under the Act or under any other indemnification rights granted by the Association to such Indemnifiable Party. Such advances shall be made without regard to the Indemnifiable Party's ability to repay such advances and without regard to the Indemnifiable Party's ultimate entitlement to indemnification under this Article or otherwise.

Section 10.3 Definitions. (1) The term "Indemnifiable Party" shall mean any person who is or was a Director, officer, member of a committee, employee or, to the extent authorized by the Board of Directors in the specific case, an agent of the Association.

Section 10.4 Non-Exclusivity and Continuity of Rights. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation or any

statute, agreement, general or specific action of the Board of Directors, or otherwise, and shall continue as to a person who has ceased to be a person described within the definition of Indemnifiable Party. Such indemnification and advancement of expenses shall inure to the benefit of the heirs, executors and administrators of such an Indemnifiable Party and shall extend to all claims for indemnification and advancement of expenses made after the adoption of this Article. The Association may enter into Agreements to indemnify any Indemnifiable Party.

Section 10.5 Limitation of Liability. The civil liability of Directors, officers and other members shall be limited to the fullest extent permitted under the Act.

Section 10.6 Insurance. Upon resolution duly made, the Association shall be hereby authorized to purchase and maintain in effect a policy or policies of insurance covering any liability of Directors, officers, committee members, employees and agents of the Association, regardless of whether the Association would have the power to indemnify such persons against the liability so insured.

ARTICLE XI - AMENDMENTS

Section 11.1. Any proposed amendments to these bylaws may be submitted in writing to the members of the association 30 days prior to a membership meeting. Such proposed amendments shall be discussed and voted upon at the next meeting of the members. Such proposed amendments shall become effective when approved by a two-thirds (2/3) vote of the members present at a general meeting.

Section 11.2. Amendments by the membership may be considered only at April and October general membership meetings.

ARTICLE XII - GRIEVANCE PROCEDURES

Section 12.1. Eligibility to grieve. A person or group who believes he, she or it is adversely affected by a decision or policy of the Association may submit in writing a complaint to the President via the Registered Agent of the Association who will establish a Grievance Committee (the President and two board members).

Section 12.2. Complaint response. Within thirty days of receipt of the complaint, the committee shall arrange with the petitioner a mutually acceptable place, day, and hour for a review of the complaint, and will, in writing, recommend a resolution to the petitioner. If Board approval is deemed necessary, such approval may be sought at the next regular meeting, or at the committee's discretion, a special meeting called for that purpose.

Section 12.3. Petitioner does not accept recommendation. If the committee and the petitioner cannot reach an agreement, final resolution of the complaint shall be by vote of a majority of the Board attending a meeting called for that purpose.

ARTICLE XIII - GENERAL PROVISIONS

Section 13.1. Parliamentary authority. The parliamentary rules contained in Robert's Rules of Order shall govern in all cases where they do not conflict with any other rules of procedure adopted by this association.

Section 13.2. Action without a meeting. Any action required or permitted to be taken at any meeting of the members or the Board of Directors or any committees may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all persons entitled to vote with respect to the subject matter thereof. A telephone or email vote may be taken if all Board members are contacted and the results are appended to the minutes of the next regular meeting. Such consent shall have the same force and effect as a unanimous vote.

Section 13.3. Waiver of Notice. A waiver of notice of any members, Board of Directors or committee meeting in writing, signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of the time and place of holding an adjourned meeting need not be given if such time and place are fixed at the meeting adjourned.

Accepted by Board to be presented to General Membership: 3 May 2011

Presented to General Membership: 17 May 2011

Mailed to General Membership: 26 and 31 May 2011

Meeting at which General Membership voted to adopt: 21 June 2011

Old bylaws Repealed: 21 June 2011

Adopted: 21 June 2011