

**AMENDED BYLAWS**  
**of**  
**Lincoln County Economic Development Corporation**  
**dba Economic Development Alliance of Lincoln**  
**County**  
**A NONPROFIT MUTUAL BENEFIT CORPORATION**

**SECTION 1. NAME**

This organization shall be known as Lincoln County Economic Development Corporation (LCEDC). LCEDC shall also operate under the assumed business name of Economic Development Alliance of Lincoln County. Its operating area shall include all incorporated and unincorporated areas of Lincoln County.

**SECTION 2. FORM OF ORGANIZATION**

LCEDC is a mutual benefit nonprofit organization, incorporated under ORS chapter 65 and in accordance with IRC 501(c)(6). It shall be operated in compliance with federal, state and local laws governing nonprofit corporations.

Notwithstanding any other provision of these Bylaws, LCEDC shall carry on only those activities permitted to be carried on by an organization exempt from Federal Income Tax under IRC 501(c)(6) or the corresponding section of any future tax code.

**SECTION 3. MISSION AND GOALS**

- 3.1 Mission Statement. To deliver economic development services to create, grow and retain Lincoln County businesses.
- 3.2 Organizational Goals.
  - 3.2.1 Expand, retain, and recruit businesses and industries to include existing and new industry clusters.
  - 3.2.2 Increase per capita income, diversify the economy, and promote managed economic growth through year-round family wage jobs.
  - 3.2.3 Lead delivery of professional economic development services by bringing together multiple organizations' efforts.

**SECTION 4. MEMBERSHIP**

**4.1 Admission.** Membership is available to any governmental entity, agency, chamber of commerce, nonprofit corporation, business and individual that supports the mission

and goals of LCEDC and pays annual dues (if any) to LCEDC. No person shall be admitted as a member, without his or her consent, express or implied. Dues shall be determined by the Board of Directors.

**4.2 Memberships** and membership classification, including benefits and dues for each, shall be set by the Board of Directors by resolution, except for voting rights, which are established in Section 4.14 below.

**4.3 Qualifications.** Qualifications for membership are as follows (1) being a governmental or other entity, business or person with an interest in economic development in Lincoln County, (2) supporting the organization's purpose, and (3) submitting a written request for membership and payment of the prescribed dues in a timely manner.

**4.4 Transfers.** Memberships are not transferable and shall terminate on the death, resignation, dissolution, or expulsion of the member, but the designated voting representative of an organization may be changed at any time by submitting the change in writing to the president, secretary, or executive director, including by fax or electronic mail.

**4.5 Resignation.** A member may resign at any time by delivering written notice to the president, secretary, or the executive director. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**4.6 Expulsion or Suspension.** A member may be expelled or suspended by the board of directors. Prior to expulsion or suspension, the member must (a) be given, by first class or certified mail, not less than 15 days' notice of the proposed expulsion or suspension and the reasons therefore and (b) not less than five days before the effective date of the proposed expulsion or suspension, the member shall have an opportunity to be heard, orally or in writing, by the board of directors. The decision of the board of directors shall be final and shall not be reviewable by any court.

**4.7 Annual Meetings.** An annual meeting of members shall be held in the month of June of each year, on a date, and at a time and place, fixed by the board of directors. At the annual meeting, the president and Executive Director, and any other officer or person whom the president may designate, shall report on the activities and financial condition of the corporation, and the members shall elect at-large directors to fill the positions of any at-large directors whose terms have expired, and may consider and act on other matters that may be raised, except as otherwise provided by the notice requirements of ORS 65.214.

**4.9 Special Meetings.** Special meetings of the members shall be held at the call of the board of directors, or by the call of the holders of at least 10% of the voting power of the corporation by one or more written demands signed, dated, and delivered to the secretary and describing the purpose or purposes for which the meeting is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

**4.10 Place of Meetings.** Meetings of the members shall be held at any place within Lincoln County designated by the board of directors in the notice.

**4.11 Notice of Meetings.** Notice of all meetings of the members shall be given to each member at the last E-mail address or mailing address of record, by E-mail or first class mail at least seven (7) days before the meeting. The notice shall include the date, time, and place of the meeting and the purpose or purposes of a special meeting. However, if a vote is to be taken on any matter or matters that must be approved by members under ORS 65.361 (director conflict of interest transaction), 65.404 (indemnification of a director), 65.414(1)(a) (indemnification and advancement of expenses), 65.437 (amendment of articles of incorporation), 65.464 (amendment of bylaws), 65.487 (merger), 65.534 (sale or disposition of substantially all assets), or 65.624 (dissolution), the notice shall describe any matter or matters to be voted on and must be mailed by first class mail, as required by ORS 65.214(2).

**4.12 Waiver of Notice.** A member may, at any time, waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**4.13 Record Date.** The record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other lawful action shall be as follows:

(a) The record date to determine the members entitled to a notice of a members' meeting shall be seven (7) days before the day that notice is first mailed or otherwise transmitted to members in accordance with Section 4.11 above or, if notice is waived, then seven (7) days before the day on which the meeting is held;

(b) The record date to determine the members entitled to demand a special meeting shall be the date the first member signs the demand;

(c) The record date to determine the members entitled to take action without a meeting shall be the date the first member signs the consent to the action;

(d) The record date to determine the members entitled to vote at a members' meeting shall be the date of the meeting;

(e) The record date to determine the members entitled to exercise any rights in respect of any other lawful action shall be the day on which the board of directors adopts the resolution relating thereto or the 60th day before the date of such other action, whichever is later.

**4.14 Quorum and Voting of Members.** The members present at any meeting of the members shall constitute a quorum. Each member in good standing shall be entitled to one vote on each matter submitted to a vote at any meeting of the members. A majority vote of the members voting is the act of the members, unless these bylaws or the law require a greater percentage.

**4.15 Proxies.** There shall be no voting by proxy.

**4.16 Adjournment.** A majority of votes represented at any meeting of members may adjourn the meeting from time to time to a different date, time and place without further notice to any member, if the adjournment does not exceed 120 days and the new date, time and place is announced at the meeting before adjournment. At the adjourned meeting, any business may be transacted that might have been transacted at the meeting originally held.

**4.17 Action without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is taken by all members entitled to vote on the matter. The action shall be evidenced by one or more written consents describing the action taken, signed by each member entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records reflecting the action taken. Unless the consent specifies an earlier or later effective date, action taken under this section is effective when the last member entitled to vote on the matter signs the consent. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**4.18 Action by Written Ballot.** Any action that may be taken at a members' meeting may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall 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 at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall (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 corporation in order to be counted. Once delivered, a written ballot may not be revoked.

## **SECTION 5. BOARD OF DIRECTORS**

**5.1 Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the board of directors. All scheduled board meetings are open to the members, unless otherwise stated. The board of directors shall hire the Executive Director of LCEDC and establish his or her compensation and benefits. The directors shall also ensure that the work and financial affairs of LCEDC is made available to the membership, and, when appropriate, to the public.

**5.2 Qualifications.** All directors must be members in good standing, or an officer, director, owner, partner, member of the governing body, employee, or similar representative of a member, and must be individuals who are 18 years of age or older. A paid employee of LCEDC may not serve on the Board.

**5.3 Number.** The Board of Directors shall consist of not fewer than 9 persons nor more than 19 persons, not counting ex-officio directors. The number of directors may be fixed or changed periodically, within the minimum and maximum, by the board of directors.

**5.4 Composition of Board.** The Board shall be composed as follows:

**5.4.1 Directors.** As a general guideline, directors shall be recruited from the following functional or industry classifications (including businesses, non-profit, governmental, and other organizations), and from all geographic areas of Lincoln County:

- a. City government (up to three positions from different cities);
- b. Marine, ports, or fisheries;
- c. Tourism and hospitality;
- d. Forestry or forest products;
- e. Health care;
- f. Law;
- g. Finance;
- h. Utilities;
- i. Technology; and
- j. Other businesses or organizations.

**5.4.2 Ex-Officio, Non-Voting directors.** One Lincoln County Commissioner, designated by the County Board of Commissioners, shall be an ex-officio, non-voting, director.

**5.5 Election and Term of Office.** Directors serving at the time these Amended Bylaws are adopted shall remain in office for the duration of their terms, and may be elected for additional terms. Directors to replace directors whose terms are expiring each year shall be elected at the annual meeting of the members. Cumulative voting shall not be allowed. Directors shall serve for terms of three (3) years. There is no limit on the number of terms a director may serve.

**5.6 Nominations.** Nominations for directors may be made by the board of directors, by a nominating committee appointed by the board, or from the floor by any two members at the annual meeting.

**5.7 Vacancies.** A vacancy in the board of directors shall exist on the death, resignation, or removal of any director. A vacancy may be filled by the board of directors. Each director so appointed or elected shall hold office for the balance of the unexpired term of his or her predecessor. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be appointed or elected to take office when the resignation becomes effective.

**5.8 Resignation.** A director may resign at any time by delivering written notice to the corporation. A resignation is effective when notice is received unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**5.9 Removal.** A director may be removed, with or without cause, by vote of the members, provided that the notice of the meeting states that such removal will be an item on the agenda.

**5.10 Meetings.** An annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of members. If the time and place of any other directors' meeting are regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.

**5.11 Action without Meeting by Unanimous Written Content.** Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**5.12 Call and Notice of Meetings.** The annual meeting shall be held without notice. Notice of the date, time and place of all regular and special meetings of the board of directors must be given to each director personally or by telephone, fax or electronic mail at least seven (7) days prior to the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of a meeting. The president or 20% of the directors then in office may call and give notice of a meeting of the board.

**5.13 Waiver of Notice.** A director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly on the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**5.14 Quorum and Voting.** A quorum of the board of directors shall consist of one-third (1/3) of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

**5.14.1 Participation by Electronic Means.** The board of directors may permit any or all directors to participate in a regular or special meeting by telephone or other electronic communication if: (a) all directors participating may simultaneously hear or read each other's communications during the meeting; or (b) all communications during the meeting are

immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. A director participating as provided in this Section is deemed to be present at the meeting.

**5.15 Presumption of Assent.** A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) At the beginning of the meeting, or promptly on the director's arrival, the director objects to holding the meeting or transacting the business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**5.16 Committees.** The board of directors may create one or more committees (other than the executive committee prescribed in Section 7). Members of these committees need not be members of the board of directors. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors or to the members.

**5.16.1 Audit Committee.** The board of directors may appoint an audit committee to assist the treasurer with the examination and study of financial reports, records, and accounts of the Corporation after the end of each fiscal year. A written evaluation and recommendation will be presented to the Board of Directors within sixty (60) days following receipt of all financial records. While the committee will not be charged to conduct an actual audit, it may recommend to the Board of Directors an independent audit or financial review be conducted when appropriate. The written report shall be reviewed by the Board of Directors and be recorded in the minutes of the Corporation.

**5.17 Compensation.** Directors and members of committees may be reimbursed for any expenses that are determined by the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

**5.18 Director Conflict of Interest.**

**5.18.1** A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect conflict of interest.

**5.18.2** For purposes of this Section 5.18, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.

**5.18.3** A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 5.18.4.

**5.18.4** A transaction in which a director has a conflict of interest may be approved either (a) in advance by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors or (b) by the members if the material facts of the transaction and the director's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction in accordance with Section 5.18.6.

**5.18.5** For purposes of clause (a) of Section 5.18.4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section 5.18.4 if the transaction is otherwise approved as provided in Section 5.18.4.

**5.18.6** For purposes of clause (b) of Section 5.18.4, a conflict-of-interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this section. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in Section 5.18.2 may be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict-of-interest transaction under clause (b) of Section 5.18.4. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

## **SECTION 6. OFFICERS.**

**6.1** The officers of LCEDC shall be a president, a vice president, a secretary, a treasurer, and the immediate past president (if still a director) and any other officers that the board of directors may from time to time appoint. All officers must be directors of LCEDC.

**6.2 Election.** The officers of the corporation (except the immediate past president) shall be elected by the Board of Directors at its first meeting held immediately following the annual meeting of the members. The same person shall not hold more than one office.

**6.3 Term of Office.** Each officer shall have a term of one year, but shall serve until a successor is duly elected. There shall be no limit on the number of successive terms an officer may serve.



**6.4 Resignation.** An officer may resign at any time by delivering written notice to the board of directors, the president, or the secretary. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**6.5 Removal.** Any officer may be removed, with or without cause, by the board of directors when judged to be in the best interest of the corporation.

**6.6 Vacancies.** A vacancy in any office shall exist on the death, resignation, or removal of any officer. A vacancy in any office may be filled by the board of directors. Each officer so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the board of directors accepts the resignation of an officer tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

**6.7 President.** The president shall preside at meetings of the members and of the board of directors, shall assure that the board of directors is advised on all significant matters of the corporation's business, shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer, and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.

**6.8 Immediate Past President.** The immediate past president shall, in the absence of the president and vice president, preside at any meetings of the members and of the board of directors, shall serve on the executive committee, and shall have other powers and duties as may be prescribed by the board of directors.

**6.9 Vice President.** The vice president shall preside at meetings of the members and of the board of directors at which the president is absent and, in the absence of the president, shall have the other powers and perform the other duties of the president. The vice president also shall have such other powers and perform such other duties as may be prescribed by the board of directors.

**6.10 Secretary.** The secretary shall audit minutes of meetings of the members, the board of directors, and the executive committee, and authenticate records of the corporation. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of the members, the board of directors, and the executive committee. If the corporation has a seal, the secretary shall keep the seal in safe custody. The secretary also shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

**6.11 Treasurer.** The treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and

records of accounts and of the properties and business transactions of the corporation. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with those depositories that may be designated by the board of directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the board of directors, and shall have other powers and perform such other duties that may be prescribed by the board of directors or these bylaws. If required by the board of directors, the treasurer shall give the corporation a bond in an amount and with the surety specified by the board of directors for the faithful performance of the duties of the treasurer's office.

**6.12 Assistants.** The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Those assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform those duties that are prescribed by the board of directors.

**6.13 Compensation.** Officers may be reimbursed for any expenses that are determined by the board of directors to be just and reasonable. Officers shall not otherwise be compensated for service in their capacity as officers.

## **SECTION 7. COMMITTEES.**

**7.1 Executive Committee.** The executive committee shall have and exercise the authority of the board of directors in the management of the Corporation during the period between meetings of the board of directors, unless expressly limited by the board of directors. However, the executive committee shall not have authority to:

- (a) Authorize distributions;
- (b) Approve or recommend to members dissolution or merger of the corporation, or the sale, pledge, mortgage or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint or remove directors or members of the executive committee, or fill vacancies on the board or executive committee; or
- (d) Adopt, amend or repeal the articles of incorporation, bylaws, or any resolution of the board of directors.

**7.2 Composition of the Executive Committee.** There shall be five (5) voting members of executive committee, consisting of the president, vice president, secretary, treasurer, and immediate past president. If the immediate past president is no longer a director or declines to serve on the executive committee, the board of directors may elect a director-at-large to serve on the executive committee. The Executive Director shall also serve as a non-voting member of the executive committee.

**7.3 Meetings of the Executive Committee.** The executive committee may provide the date, time and place for the holding of regular meetings. Special meetings may be called by the president or any member of the executive committee with twenty-four (24) hours prior verbal or electronic notice. Neither the business to be transacted at, nor the purpose of, any special meeting of the executive committee need be specified in the notice or waiver of notice of the meeting.

**7.4 Quorum and Voting of the Executive Committee.** A majority of the members of the executive committee shall constitute a quorum. The affirmative vote of a majority of the members of the executive committee who are present when an act is taken is the act of the executive committee. Section 5.14.1 of these bylaws, regarding participation by electronic means, shall apply to the executive committee. Executive committee members may not vote by proxy.

## **SECTION 8. NONDISCRIMINATION**

The corporation shall not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

## **SECTION 9. GENERAL PROVISIONS**

**9.1 Amendment of Bylaws.** These bylaws may be amended or repealed, or new bylaws may be adopted, by majority vote of the directors present at a meeting at which a quorum is present. The notice of the meeting given to each director as required by Section 5.12 shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and contain a copy of the proposed amendment.

**9.2 Inspection of Books and Records.** All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required by law.

**9.3 Checks, Drafts, etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by one officer, if the amount is less than \$500.00, or by two officers, if the amount is \$500.00 or more. The executive director is given the authority to sign checks for under \$100 for expenses that may arise in the normal course of business, and will be subjected to all set audit procedures in place.

**9.4 Deposits.** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board of directors may select, or be invested as authorized by the board of directors.

**9.5 Loans or Guarantees.** The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. The corporation shall not make a loan to or guarantee an obligation of a director of the corporation except as permitted by ORS 65.264(2).

**9.6 Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or the executive director to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the board of

directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

**9.7 Insurance.**

**9.7.1 Directors and Officers Insurance.** The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

**9.7.2 Other Insurance.** The corporation may purchase such other insurance, with such terms and limits, as the board of directors may determine.

**9.8. Indemnification.** The corporation shall indemnify its directors, officers, and the executive director to the fullest extent allowed by current or future Oregon law.

**9.9 Fiscal Year.** The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in the following year.

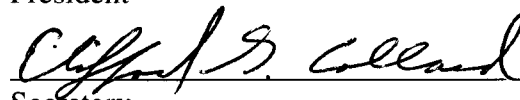
**9.10 Corporate Seal.** The board of directors may adopt a corporate seal, but the affixing of the seal on any agreement, instrument, or other document shall not be required in order to make the agreement, instrument, or other document binding and effective.

**9.11 Severability.** A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

The foregoing bylaws were duly adopted by the board of directors of Lincoln County Economic Development Corporation on September 3, 2015.



President



Secretary

BOARD RESOLUTION ADOPTING FIRST AMENDMENT  
TO THE AMENDED BYLAWS OF  
LINCOLN COUNTY ECONOMIC DEVELOPMENT CORPORATION

Whereas the Board of Directors for the Lincoln County Economic Development Corporation is empowered pursuant to the following section to Amend the Bylaws:

**9.1 Amendment of Bylaws.** These bylaws may be amended or repealed, or new bylaws may be adopted, by majority vote of the directors present at a meeting at which a quorum is present. The notice of the meeting given to each director as required by Section 5.12 shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and contain a copy of the proposed amendment.

Whereas the Board of Directors unanimously vote to waive any notice required by Section 9.1 and unanimously agree to amend Section 4.7 regarding annual meetings to state as follows:

4.7 Annual Meetings. An annual meeting of members shall be held prior to the month of July 1 of each year, on a date, and at a time and place, fixed by the board of directors. At the annual meeting, the president and Executive Director, and any other officer or person whom the president may designate, shall report on the activities and financial condition of the corporation, and the members shall elect at-large directors to fill the positions of any at-large directors whose terms have expired, and may consider and act on other matters that may be raised, except as otherwise provided by the notice requirements of ORS 65.214.

This resolution, being adopted by vote at a meeting this 6<sup>th</sup> day of May, 2021, the First Amendment to the Amended Bylaws of the The Lincoln County Economic Development Corporation is hereby immediately effective.

  
Secretary

5-17-2021

**BYLAW AMENDMENT**

Lincoln County Economic Development Corporation  
dba Economic Development Alliance of Lincoln County

Required for Adoption: majority vote of directors at a meeting at which a quorum is present

PROPOSED BY: Board membership process ad hoc committee (Doug Holbrook, Kerry Kemp, Birgitte Ryslinge, Paul Schuytema)

ADOPTED: 11/5/2020 by unanimous vote

**That the bylaws of the Lincoln County Economic Development Corporation, Section 5.6 be amended as:**

5.6 Nominations. Nominations for directors may be made by the board of directors, by the strategic alignment and governance committee, or from the floor by any two members at the annual meeting.

Original:

5.6 Nominations. Nominations for directors may be made by the board of directors, by a nominating committee appointed by the board, or from the floor by any two members at the annual meeting.

**That the bylaws of the Lincoln County Economic Development Corporation, Section 5.16.2 be amended with this addition:**

5.16.2 Strategic Alignment and Governance Committee. The board of directors shall appoint a strategic alignment and governance committee to recommend potential new directors to the board, periodically review organizational goals and alignment with those goals and, when vacancies arise in the board of directors, seek to recommend incoming directors that best align with organizational goals. Other responsibilities of this committee include recommending directors to officer positions (to be nominated by the board of directors) and providing guidance and stewardship on organizational transparency.

Officer: Tracy A Bailey

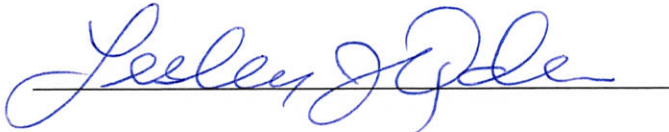
Signed: [Signature]

Date: 11/30/2020

**POLICY 20-2-1:**

*The Economic Development Alliance of Lincoln County shall require one check signer for amounts under \$750.00; or two signers over \$750.00.*

Adopted February 6, 2020

A handwritten signature in blue ink, written over a horizontal line. The signature is cursive and appears to read "Leelan J. Gable".