

**SOUTHERN OREGON REGIONAL
ECONOMIC DEVELOPMENT, INC.
(SORED)**

BYLAWS – Amended May 9th, 2023

A Nonprofit Oregon Corporation

ARTICLE I - GENERAL

SECTION 1. NAME This organization is incorporated as a nonprofit corporation under the laws of the State of Oregon and shall be known as Southern Oregon Regional Economic Development, Incorporated. (SORED).

SECTION 2. OBJECTIVES Southern Oregon Regional Economic Development, Inc. is organized for social welfare purposes, as defined by the IRS under section 501(c)(4). Activities include, but are not limited to:

- a. Encouraging and facilitating traded sector businesses, industries and entrepreneurs to launch, relocate and prosper within Jackson and Josephine Counties.
- b. Engaging with and facilitating all levels of government and the community at large, to understand and advance public infrastructure and a regulatory environment supportive of traded sector businesses, industries, and entrepreneurs.
- c. Facilitating local capacity for business enterprises and industrial development by accessing and utilizing funding for infrastructure and site development.
- d. Expanding opportunities to own, manage and operate traded sector business enterprises by facilitating the vitality of locally owned or locally operated business enterprises. Coordination will be with other business service providers such as Chambers of Commerce, Small Business Development Centers, and community based economic development practitioners to assist residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises. In coordination with other local, private and public entities and utilities, regional, State and Federal organizations SOREDI will help form alliances, provide technical assistance, provide financial support for the successful operation of business enterprises, and assist in obtaining such financial support from other sources.
- e. In furtherance of the foregoing community economic and social welfare purposes, the corporation shall have the following objectives:
 1. Subject to Board approval, to solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights, and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the above purposes.
 2. To borrow money, including operating an Intermediary Relending Program (IRP), and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for moneys borrowed, or in payment for property acquired or for

any other purpose of the Corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation.

3. To invest and reinvest funds in such mortgages, bonds, debentures, and any other debt securities of any kind, and property, real, personal or mixed, tangible or intangible, all as the Board of Directors shall authorize and as may be permitted by law.
4. To provide advice, support, credit, funds, capital, and all other lawful forms of assistance, financial and otherwise, to or for use in business enterprises.
5. To furnish managerial, administrative, and other business recommendations, support, training and technical assistance in order to foster the development of necessary skills to successfully operate business ventures in Jackson and Josephine Counties.
6. To obtain information and conduct research, studies and analyses of the opportunities and constraints of Jackson and Josephine Counties and prepare and publish reports and strategies, as to any and all matters that may be of use in furthering the expansion of business enterprises, including information, research, studies, analyses and reports, as to markets, products, services, skills, sources of financing and any and all other matters.
7. To aid, support and assist by loans, including creating and operating a Revolving Loan Fund (RLF), investments and other lawful forms of assisting other persons or organizations seeking to expand the opportunities for local business operators. Such assistance can include organizing, creating, acquiring, and obtaining financing for owning, managing and operating a business.
8. To engage in the activity of operating business ventures only as may be required to preserve equities.
9. To exercise all other rights and powers conferred upon corporations formed under the Oregon Nonprofit Corporation Law, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary purposes of the Corporation.

SECTION 3. LIMITATIONS SOREDI shall observe all local, State, and Federal laws which apply to nonprofit corporations as defined in Section 501(c)(4) of the Internal Revenue Code, and the Oregon Nonprofit Corporation Laws.

SECTION 4. AREA The SOREDI area or economic region shall include all of Jackson and Josephine Counties.

ARTICLE II - BOARD OF DIRECTORS

SECTION 1. GOVERNANCE The government of SOREDI shall be vested in the Board of Directors which shall have control of its property and the direction of its affairs.

SECTION 2. APPOINTING AUTHORITY The Appointing Authority for the SOREDI Board of Directors is the Board of Directors. To conduct business as the Appointing Authority, a quorum is required.

SECTION 3. NUMBER OF DIRECTORS AND TERMS The Board of Directors shall consist of at least thirteen (13) Directors whose respective organizations are SOREDI members in good standing and meet the following requirements:

- a. There is a broad representative of the following interests:
 1. The principle economic interests of the district, including, but not limited to business, industry, finance, transportation, utilities, the professions, labor, agriculture, and education. In meeting this requirement, the representatives of the principle economic interest may be private citizens, elected officials, or minority representatives.
 2. Minority groups. Minority representatives shall be selected in accordance with Civil Rights guidelines.
 3. Endeavor to achieve representation of Jackson and Josephine Counties in approximate ratio to population.
- b. There is approximately one-third of its membership who are elected officials of, or employees of appointed to represent, a general purpose unit of local government.
- c. There is approximately two-thirds of its membership who are private citizens representative of traded sector businesses, industries, tribes, higher education institutions, chambers of commerce, and entrepreneurs.

Board of Directors will serve revolving four (4) year terms, with no more than seven (7) of the Director's term expiring in each year. A Director with a term that has expired, or will expire, may be nominated and re-appointed for an additional term(s). Reappointment to the Board of Directors shall be made by the Appointing Authority. Directors may serve a maximum of twelve (12) consecutive years. In extraordinary circumstances, approval to serve one (1) additional four (4) year term, or portions thereof, may be granted by the Appointing Authority as recommended by the Executive Committee.

The Board of Directors may, at its discretion, grant special two-year terms for a chamber of commerce executive, to be rotated among regional chambers. Such special chamber executive Director position will not be eligible for an Officer or Executive Committee position.

All terms for non-elected officials will begin on July 1 and end on June 30. Elected official terms will generally begin in January or when they officially take office.

SECTION 4. ELIGIBILITY Board of Directors are recommended for appointment by the Executive Committee and appointed by the Appointing Authority. Members of the Board of Directors from the private sector will be selected from within the current membership.

SECTION 5. VACANCIES When any vacancy occurs in the Board of Directors or officer position, said vacancy will be filled by the Appointing Authority, and the person appointed will hold office for the remaining unexpired term. Time served in a partial term shall count toward the applicable term limits.

SECTION 6. ATTENDANCE In the interest of continued efficient functioning of SOREDI, Board Members are expected to attend Board meetings on a regular basis. The Executive Committee will review board member attendance and will make recommendations for termination to the Appointing Authority. The Appointing Authority may declare vacant the office of any Board Member moving away from the area or failing to attend meetings for three (3) consecutive or a total of five (5) meetings annually. Removals may be made without a vote. Upon favorable recommendation by the President, the Appointing Authority may, at its discretion, reinstate said Board Member. The Board may grant a written request for leave of absence to any Board Member.

SECTION 7. OFFICER ELECTIONS The Executive Committee is responsible for seeking Officer nominations every two years, or as may otherwise be necessary, and recommends to the Board of Directors a slate of officers for approval by the Appointing Authority. The election of Officers of the Board will be held by the Board at the last scheduled Board meeting of the fiscal year. As feasible, the President will alternate between Jackson and Josephine County. Other officers that may be deemed necessary will be nominated and elected in like manner.

SECTION 8. REMOVAL Any Board member may be removed for cause, conduct unbecoming of a member or prejudicial to the stated purposes, objectives or reputation of SOREDI, by a majority vote of the Appointing Authority at a regularly scheduled meeting with quorum present. If the President or other Officer is removed, his/her successor will be elected by the Board of Directors.

SECTION 9. OFFICER ELIGIBILITY

Members of the Board of Directors must meet the following criteria:

- a. Be a current member of the Board of Directors in good standing.
- b. Not currently be an elected official.

SECTION 10. OFFICER DUTIES The duties of the officers shall be as their titles by general usage would indicate and as required by the bylaws and by law. Further duties may be assigned to them by the Board of Directors.

- a. **PRESIDENT** The President shall preside at all meetings of the Board and Executive Committee. The President shall perform all duties incident to the offices and advise such action as might be deemed likely to increase the effectiveness of SOREDI.
- b. **VICE PRESIDENT** In the absence/disability of the President, the Vice President shall perform all of the duties of the President; and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice President is a member of the Executive Committee and shall have other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the by-laws or as assigned by the President.

SECRETARY/TREASURER The Secretary/Treasurer shall be responsible for overseeing the organization's finances, records and official minutes. At each meeting of the Board of Directors and of the general membership it shall be the responsibility of the Secretary/Treasurer and/or delegated SOREDI staff to present the minutes of the appropriate meetings and, at least quarterly, the current financial statements. The Secretary/Treasurer is a member of the Executive

Committee and shall have the other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the by-laws or as assigned by the President.

SECTION 11. OFFICER TERM All officers shall serve a term of two (2) years and may be eligible for election to any office in any subsequent year as long as their term as Board Member has not been completed. The term of office for all Officers shall begin July 1 and end June 30.

SECTION 12. RESOLUTIONS Any resolutions adopted in meetings of the Board of Directors of SOREDI shall become effective when adopted. All proposed resolutions must be in writing and must be preceded by a brief statement of the subject matter therein, except for matter of an emergency nature in which case they may be presented orally, if there is no objection, from any member of the Board.

SECTION 13. MEETINGS QUORUM and VOTING Board of Director's Meetings shall be scheduled at least bimonthly at such times as provided by the Board. Special Board meetings may be called by the President or by the request of eight (8) Board Members. A simple majority of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board. Each member of the Board of Directors shall have one vote.

- a. Notice of Meetings Notice of time and place of regularly scheduled Board meetings shall be provided electronically at least fourteen (14) days prior to the meeting. Notice of special membership and board meetings shall be provided electronically at least seven (7) days prior to the meeting. Such notice shall generally state the business to be taken up at such meeting.
- b. Rules of Order In an effort to promote the free and fair exchange of ideas and ensure orderly discussion, SOREDI shall reinforce Robert's Rules as necessary.
- c. Committees The members present at any duly called committee meeting shall constitute a quorum.
- d. Lack of Quorum Any Board of Director's meeting that lacks a quorum may be adjourned by the President or its chairman until a quorum is obtained or continue the meeting and use an e-mail vote to reach a quorum on action items. Email votes must be requested the next business day and voting completed within 5 business days of the meeting.
- e. Voting A majority of those voting shall be sufficient for the adoption of any matter of business voted upon unless a greater proportion is required by the Bylaws, Articles of Incorporation, or the laws of the State or the United States.

SECTION 14. MANAGERS The Board of Directors may employ an Executive Director who shall serve at the pleasure of the Board. The Executive Director may hire such staff as required, to support programs funded in the approved budget.

ARTICLE III - ORGANIZATION

SECTION 1. ORGANIZATION SOREDI shall function with an Executive Committee and other committees as hereinafter described as approved by the Board of Directors.

SECTION 2. APPOINTMENT AND AUTHORITY The President, by and with the approval of the

Board of Directors may establish or dissolve committees, and appoint committee chairs. The Board of Directors may recommend such ad hoc committees and their chairpersons as they deem necessary to carry out SOREDI programs. It shall be the function of the committees to execute the charge of the committee as established by the Board of Directors, and to carry on such activities as may be delegated by the Board.

SECTION 3 COMMITTEES There is hereby created an Executive Committee, Loan Committee, and such other task oriented ad hoc committees as from time to time may be appointed with the duties and responsibilities as hereinafter provided.

- a. **Executive Committee:** The Executive Committee shall consist of the following members who, to the extent permitted by the Oregon Nonprofit Corporation Act, shall have and exercise the authority of the Board of Directors in the management of the corporation:
 1. Ex officio members:
 - Immediate Past President
 - President
 - Vice President
 - Secretary/Treasurer
 - Executive Director
 2. In addition, the Board of Directors shall appoint two (2) At Large board members. Members will serve revolving two (2) year terms. A member with a term that has expired, or will expire, may be nominated and re-appointed to an additional term(s). Members may serve a maximum of ten (10) consecutive years. Approval to serve one (1) or more additional two (2) year terms, or portions thereof, may be granted by the Board of Directors.

- b. **Loan Committee:** The Loan Committee shall consist of the following members who, to the extent permitted by the Oregon Nonprofit Corporation Act, shall have and exercise the authority of the Board of Directors in the management of the loan program(s):
 1. Ex officio members:
 - Executive Director
 2. In addition, the Board of Directors shall appoint at least four (4), but no more than six (6) At Large committee members. Members will serve revolving two (2) year terms. A member with a term that has expired, or will expire, may be nominated and re-appointed to an additional term(s). Members may serve a maximum of ten (10) consecutive years. Approval to serve one (1) or more additional two (2) year terms, or portions thereof, may be granted by the Board of Directors.

- c. **Other Ad Hoc Committees:** The President, by and with the approval of the Board of Directors, may from time to time appoint one or more Ad Hoc Committees or task groups to address specific needs or issues. These committee or task group appointments will expire at the completion of the assigned task.

SECTION 4. LIMITATIONS No action by any member, committee, director, or officer shall be binding upon or constitute an expression of the policy of SOREDI until it shall have been approved or ratified by the Board of Directors.

ARTICLE IV - MEMBERSHIP

SECTION 1. ELIGIBILITY Any reputable business firm, individual, government entity, educational institution, association, corporation, partnership or estate having an interest in the above objectives shall be eligible to apply for membership in SOREDI. Applications for membership in SOREDI shall be accompanied by payment of membership dues.

SECTION 2. MEMBERSHIP DUES Membership dues shall be at such rate(s), schedules, or formulas as may be, from time to time, enacted by the Board of Directors. The Executive Director may allow substitute payment of dues for in-kind service. Membership rights shall not exist until dues have been paid or in-kind services have been approved.

SECTION 3. VOTING PRIVILEGES Every member of SOREDI in good standing is entitled to one vote in any vote falling under the jurisdiction of the Membership. Voting by proxy or by alternate members shall be permitted, upon seven (7) days advance request for any vote. Votes may be taken electronically, in person, or via mail.

SECTION 4. MEMBERSHIP REPRESENTATIVES Each corporate member shall designate a representative in writing. Each member may also designate in writing an individual who shall be an alternate representative. Alternate representatives may attend and participate in any meeting as the member's representative with such privileges as provided herein.

SECTION 5. TERMINATION Each member shall be responsible for payment of membership dues until such member's written resignation has been received by the Executive Director or such member is delinquent in the payment of membership dues for more than one hundred and twenty (120) days. Members shall be automatically dropped from the membership rolls in the event of such delinquency unless the Executive Director authorizes otherwise. Any member may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting with a quorum present for conduct unbecoming a member or prejudicial to the aims or repute of SOREDI. Notice and opportunity for a hearing before the SOREDI Board of Directors must be afforded such member.

SECTION 6. MEETINGS

- a. Location Membership meetings or committee meetings, other than the annual meeting, may be held in such place or places, including electronically, as may be designated by the President.
- b. Annual Membership Meeting The annual membership meeting may be held in person, or otherwise, any month within the fiscal year. The Annual Membership Meeting shall provide prior year SOREDI organizational updates. The location, if feasible, shall alternate between the communities of Jackson and Josephine Counties. (Updated 9/13/22)
- c. Membership Meetings Membership meetings shall be held at least annually in conjunction with the annual membership meeting, or more often when called by the President, or when requested by a written petition signed by not less than fifteen (15) percent of members in good standing.

- d. Notice of Meetings Notice of time and place of regularly scheduled membership meetings shall be given electronically at least fourteen (14) days prior to the meeting. Notice of special membership and board meetings shall be given electronically at least seven (7) days prior to the meeting. Such notice shall generally state the business to be taken up at such meeting.
- e. Rules of Order In an effort to promote the free and fair exchange of ideas and ensure orderly discussion, SOREDI shall reinforce Robert's Rules as necessary.

ARTICLE V – QUORUM AND VOTING

- a. Annual or Special Membership Meetings Those members or alternate members in good standing present at any annual or special meeting shall constitute a quorum.
- b. Board of Directors Meetings A simple majority of the Board of Directors shall constitute a quorum at any regular or special meetings of the Board.
- c. Committees The members present at any duly called committee meeting shall constitute a quorum.
- d. Lack of Quorum Any meeting that lacks a quorum may be adjourned by its chairman until a quorum is obtained.
- e. Voting A majority of those voting shall be sufficient for the adoption of any matter of business voted upon unless a greater proportion is required by the Bylaws, Articles of Incorporation, or the laws of the State or the United States.

ARTICLE VI - OPERATING POLICY

SECTION 1. AUTHORITY The operations of SOREDI shall be in accordance with these BYLAWS and the SOREDI Policy, Procedures, & Programs Manual.

SECTION 2. RESPONSIBILITY All employees shall be responsible to the Executive Director who is responsible to the SOREDI Board through the President.

ARTICLE VII - FINANCES

SECTION 1. AUTHORITY The Board of Directors shall be the final authority on all fiscal matters, including approval of the annual budget, pertaining to SOREDI unless otherwise required by these BYLAWS.

SECTION 2. FINANCIAL REPORTS Financial reports will be prepared regularly on behalf of SOREDI. Management may engage outside contractors in the preparation of such financial reporting.

SECTION 3. FISCAL YEAR The fiscal year shall begin July 1 and end June 30 of the following year.

ARTICLE VIII - MISCELLANEOUS

SECTION 1. ENDORSEMENTS SOREDI may make endorsements by letter, through the press or otherwise, of any private product, proposal, project, company products, individual or agency, when

such is for the benefit of the community as a whole. No Officer, Board Member, Committee Member, Contractor or SOREDI Staff shall represent SOREDI in advocacy of, or in opposition to, any matter of public interest without specific authority from the Board of Directors.

SECTION 2. PUBLICITY No publicity concerning SOREDI and its actions shall be released by any member except on the authority of the Executive Director or President. Board Members, volunteers, and employees are instructed to direct all media inquiries (regardless of forum) to the Executive Director and/or President.

SECTION 3. ADVERTISING

- a) Board members may state that they are a member of the SOREDI Board of Directors and display such membership emblem as may be issued, but the use of the name of SOREDI in any other form for advertising or publicity purposes is prohibited, except under the express authority of the Executive Director or President.
- b) Members and sponsors may state they are a supporter of SOREDI and display such membership emblem as may be issued, but the use of the name of SOREDI in any other form for advertising or publicity purposes is prohibited, except under the express authority of the Executive Director or President.

SECTION 4. DIRECTORS AND OFFICERS LIABILITY INSURANCE SOREDI shall purchase and maintain "directors and officers liability insurance" to protect all current and past directors, officers, employees, trustees, and agents of the corporation.

SECTION 5. INDEMNIFICATION

1. The Corporation shall indemnify to the fullest extent not prohibited by law any Indemnified Person (as hereinafter defined) who was or is a party or is threatened to be made a party to any Proceeding (as hereinafter defined) against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such Proceeding.
2. ADVANCEMENT OF EXPENSES Expenses incurred by an Indemnified Person in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such proceeding at the written request of such Indemnified Person, if the Indemnified Person furnishes the Corporation:
 - a. A written affirmation of the Indemnified Person's good faith belief that such Indemnified Person is entitled to be indemnified by the Corporation under this Article or under any other indemnification rights granted by the Corporation to such indemnified Person; and
 - b. A written undertaking by or on behalf of such Indemnified Person to repay such advance to the extent it is ultimately determined by a court that such Indemnified Person is not entitled to be indemnified by the Corporation under this Article or under any other indemnification rights granted by the Corporation to such Indemnified Person.

Such advances shall be made without regard to the Indemnified Person's ability to repay such advances and without regard to the Indemnified Person's ultimate entitlement to indemnification under this Article or otherwise.

3. DEFINITIONS

- a. The term *Indemnified Person* shall mean any person who is or was (i) 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 Corporation, or (ii) serving at the request of the Corporation as a director or officer of another Corporation, partnership, joint venture, trust or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

b. The term *Proceeding* shall include any threatened, pending or completed action, suit or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact that the person is an Indemnified Person.

4. **NON-EXCLUSIVITY AND CONTINUITY OF RIGHTS** The indemnification and entitlement to 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, shall continue as to a person who has ceased to be a person described within the definition of Indemnified Person, shall inure to the benefit of the heirs, executors and administrators of such an Indemnified Person and shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article. The Corporation may enter into agreements to indemnify any Indemnified Person.

SECTION 5. AMENDMENTS TO BYLAWS

- a. **AMENDMENTS** The Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors provided notice of the proposed change shall have been sent to the Board of Directors a week prior to such meeting.
- b. **EFFECTIVE DATE** These Bylaws shall become effective immediately upon approval of this document by the Board of Directors.

THE FOREGOING CONSTITUTES THE BYLAWS OF SOUTHERN OREGON REGIONAL ECONOMIC DEVELOPMENT, INC.

Approved by the Board of Directors on the 9th day of May, 2023.

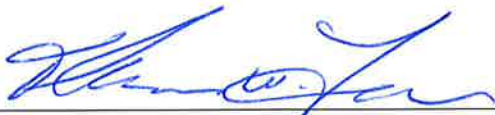
Approved by the Membership on the 9th day of May, 2023.

APPROVED:



President, Chris DuBose

ATTEST:



Vice-President, Tom Fischer