

Saint Helens Economic Development Corporation DBA St. Helens Main Street Alliance

BYLAWS

As revised and adopted August 31, 2021

ARTICLE I

Name and Term

The name of this corporation will be the Saint Helens Economic Development Corporation, doing business as (“DBA”) The St. Helens Main Street Alliance hereafter referred to as “St. Helens Main Street,” and its duration will be perpetual.

ARTICLE II

Offices

A. Principal Office: The principal office of St. Helens Main Street will be in the State of Oregon, County of Columbia, and City of Saint Helens.

B. Registered office: The registered office will be maintained in the State of Oregon and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by resolution of the Board of Directors, as defined in Article VI below.

ARTICLE III

Boundaries and Membership

A. Boundaries: Saint Helens Commercial Historic Areas includes the following business districts of Saint Helens: (1) the nationally registered “Saint Helens Downtown Historic District”; (2) the “Houlton Business District”; (3) that area of Columbia Boulevard connecting the two; and 4) the future Riverfront Redevelopment area, all referred heretofore as the “St. Helens Mainstreet Corridor.”

B. Membership: Any individual, business, or organization interested in participating is welcome, but the organization will not have any members.

ARTICLE IV

Purposes

The St. Helens Main Street will organize in accordance with the Main Street America and Oregon Main Street 4 -approach. The goal of St. Helens Main Street is to build high quality, livable and sustainable community that will grow St Helens’ economy while maintaining a sense of place.

A. Organization: St. Helens Main Street will organize and promote constructive relationships between local government bodies and private business and citizens. St. Helens Main Street will support other charitable and educational organizations whose primary interest is to preserve and develop the beauty and economic stability of Saint Helens. St. Helens Main Street will represent the concerns of the St. Helens Mainstreet Corridor area at the city, county and special district level.

B. Promotion: St. Helens Main Street will promote and sponsor discussion groups and will educate and inform citizens and members on topics of interest and concern to the St. Helens Mainstreet Corridor area. St. Helens Main Street will maintain information regarding revitalization in the St. Helens Mainstreet Corridor area. St. Helens Main Street will sponsor cultural, employment and commercial district revitalization activities in the St. Helens Mainstreet Corridor area. St. Helens Main Street will provide a forum for sharing knowledge, common experiences and challenges. St. Helens Main Street will issue publications and information regarding its activities and other information relevant to St. Helens Mainstreet Corridor revitalization. Such publications may or may not include planning studies; an organization brochure; informational brochures, maps, and guides; special event flyers, pamphlets, and posters; a newsletter; and social media campaigns.

C. Economic Vitality: St. Helens Main Street will help to educate and assist St. Helens Mainstreet Corridor business owners and property owners in matters of preservation, promotion, and finance. St. Helens Main Street will help recruit new business to minimize the effects of vacancies and to diversify the retail mix. St. Helens Main Street will aid in acquisition of adequate financing for new and existing businesses and for renovation of historic structures.

D. Design: St. Helens Main Street will advocate for the planning and coordinating design of improvements in, or adjacent to the St. Helens Mainstreet Corridor area. St. Helens Main Street will aid in providing design services for buildings and signage. St. Helens Main Street will provide information on painting, construction, historic renovation, and preservation. St. Helens Main Street will promote and assist in city beautification projects. St. Helens Main Street will participate in the planning and development of public interest projects in the St. Helens Mainstreet Corridor area. St. Helens Main Street will promote effective redevelopment efforts and assist in planning for the stabilization and revitalization of the St. Helens Mainstreet Corridor area. St. Helens Main Street will, whenever possible, recommend appropriate uses and design standards for St. Helens Mainstreet Corridor development compatible with historic preservation.

ARTICLE V

Powers

A. General Powers: St. Helens Main Street will have all powers granted by Oregon law. It will also have the power to undertake, either alone or in cooperation with others, any lawful activity which may be necessary or desirable for the furtherance of any or all purposes for which St. Helens Main Street is organized.

B. Investment Powers: St. Helens Main Street may invest both assets secured by St. Helens Main Street, and services provided by St. Helens Main Street resulting in development, as program related investments. Any returns from such investment will be used by St. Helens Main Street for the furtherance of any or all purposes for which St. Helens Main Street is organized. No portion of the returns will inure to the benefit of any member, Director, Officer or staff member of St. Helens Main Street.

ARTICLE VI

Directors

A. Duties: The Board of Directors will manage, set the policy for, and oversee the management of the affairs of St. Helens Main Street. They will control its property, be responsible for its finances, formulate its policy, and direct its affairs. The Board of Directors may hire an Executive Director or other leadership staffperson, but the responsibilities of the day-to-day operations will be the responsibility of the Executive Director or other leadership staffperson. The Board of Directors may enter into contracts necessary to accomplish St. Helens Main Street's goals. St. Helens Main Street may only enter into contracts upon approval of the Board.

B. Qualifications: There will be between nine and thirteen Directors on the Board of Directors. The number of directors is set at the discretion of two-thirds of currently seated directors. Any person may be a Director. However, there must be a Director from both retail and non-retail businesses, as well as a real property owner from within the primary focus area of St. Helens Main Street. There will not be a majority of any occupation on the Board. Directors must be of sound mind and of legal age.

C. Term: Every Director will be elected for a three (3) year term. However, the Board of Directors will serve staggered terms. Directors on the Board of 2021 will be elected to their terms by lot: three for three (3) years, three for two (2) years and three until December 2022. Appointments are normally made in December with terms of office to commence on January 1st. Members may serve two consecutive terms as a voting director with at least one year elapsed off the Board as a non-Director before any subsequent application to serve as a voting Director.

D. Elections: Directors will be elected by the directors with a vote of two-thirds of the members when vacancies arise.

E. Vacancies: A Director may resign at any time by giving written notice to the St. Helens Main Street's President, Vice President, or the Executive Director or other leadership staffperson. Any vacancy in the Board occurring because of death, resignation, refusal to serve, or otherwise will be filled for the unexpired term by action of a majority of the remaining Directors.

F. Nominations: Nominations for new Directors, due to vacancies or term limits, will be made after the interested party has attended 2 St. Helens Main Street meetings including committee meetings, and expressed interest in joining the board.

G. Removal/Resignation: A Director may be removed by a vote of a two-thirds of sitting directors. Cause for removal includes but is not limited to misconduct or nonperformance of duties, violation of government standards and practices, conviction of a crime, including the crime of official misconduct, as well as any other actions or conduct by the director which is detrimental to the reputation and good will of St. Helens Main Street. Any director shall be subject to removal by two-thirds majority vote of the Board of Directors, whenever in its judgment; the best interests of the corporation will be served thereby. Notwithstanding the above provisions for removal, a director who is absent from three consecutive regular meetings may be deemed to have resigned their position and may be removed upon a two-thirds majority vote of the Board of Directors.

H. Meetings: The Board of Directors will meet at least every other month. The President and/or any three Directors may call a meeting of the Board. At a duly-called meeting of the Board of Directors a majority of members will constitute a quorum. All business of the Board of Directors will be transacted at a duly-called meeting of the Board, unless the Board of Directors at its discretion decides to appoint an Executive Committee or establish any other Committee necessary to serve the purposes of the organization. St. Helens Main Street values open community engagement so meetings are considered open to the public and visitors are welcome to attend meetings. Visitors, however, may not vote and may be asked to leave by the Board of Directors in order to consider matters of a confidential nature such as consulting with legal counsel, personnel matters, or discussions regarding real property transactions. Notice to Directors of any meetings shall be made 7 days in advance.

I. Compensation: Directors will receive no compensation for their services as Directors, but the Board of Directors may, by resolution, authorize reasonable reimbursement for expenses incurred in the performance of their duties. Nothing herein will preclude an individual Director from serving St. Helens Main Street in any other capacity and receiving reasonable compensation for such service.

J. Liability: Directors will not be personally liable for St. Helens Main Street's debts, liabilities, or other obligations, including without limitation any and all costs, claims, actions, liabilities or expenses of whatsoever nature or character, including property damage, bodily injury or death, which may be imposed upon or claimed against or incurred by St. Helens Main Street.

K. Electronic Meetings and Voting: Directors, by providing an address to receive electronic transmission, consent to electronic transmission of information (including meeting notices) by email. In order for any voting to take place, meetings must be held by means of a conference telephone call, live call or via other electronic means so that all Directors participating in the meeting can hear each other. Such electronic meetings as outlined in this paragraph shall constitute a regular meeting of the Board pursuant to paragraph H. Participation in electronic meetings held by conference telephone call, live call or via other electronic means shall constitute presence of the Director at the meeting.

ARTICLE VIII

Officers

A. Number of Officers: St. Helens Main Street will have a President, Vice President, Secretary, Treasurer, and such additional officers as the Board of Directors may from time to time designate. Each officer will serve a one-year term. Officers will be elected by the Board of Directors at the meeting adopting these Bylaws, to serve through December 2022, and annually at the first meeting in January thereafter.

B. Duties of President: The President will preside at all meetings of the Board of Directors. The President will be entitled to the same vote as any other Director. The President shall sign all checks and documents pertaining to St. Helens Main Street for which the President's signature is necessary or desirable.

C. Duties of Vice President: In the absence of the president, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

D. Duties of Treasurer: The Treasurer will maintain in good order all financial records of the organization. The Treasurer may sign checks for St. Helens Main Street. The Treasurer will provide a report and summary statement on the financial affairs of St. Helens Main Street annually or as requested by the Board of Directors.

E. Duties of Secretary: The Secretary shall certify and keep a copy of these bylaws as amended or otherwise altered to date, keep the minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof. The Secretary is custodian of the records of the corporation including a roster containing the name, contact information and term of Directors. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned from time to time by the board of directors.

D. Temporary Officers: In cases of absence or disability of an officer, the remaining officers may vote to delegate the powers and duties of such officer to any other officer or member of the Board.

E. Removal of Officer: Any officer shall be subject to removal by a two-thirds majority vote of the Board of Directors, whenever in its judgment; the best interests of the corporation will be served thereby.

ARTICLE IX

Committees

St. Helens Main Street will have the following standing committees:

- 1) Organization
- 2) Design
- 3) Promotion; and
- 4) Economic Vitality.

St. Helens Main Street may also have such other committees as the Board of Directors may from time to time establish. Committees will report to the Board of Directors at regular meetings. At least one Director will serve on every committee. Committees will be appointed by the President with the approval of the Board of Directors. Committees need not be limited to St. Helens Main Street directors but can have representatives from other relevant areas of the community.

ARTICLE X

Finances and General Provisions

A. The fiscal year of the St. Helens Main Street will begin on the first day of January, and end on the last day of the December in each year.

B. Except as the Board of Directors may otherwise authorize, all checks, drafts, and other instruments used for payment of money and all instruments of transfer of securities will be signed by the Treasurer and one Officer, or by the Treasurer and the staff coordinator. In the absence of the Treasurer, any two Officers or one Officer and the staff coordinator may sign in the place of the Treasurer. Expenditures less than \$100 may be signed and paid without Board approval. All expenditures in excess of \$100.00 must be approved by the Board.

C. Within two months after the close of the fiscal year, the Treasurer will prepare, or cause to be prepared, a year-end financial statement showing in reasonable detail the source and application of the previous year's funds and the financial condition of the organization. This statement will be presented to the Board of Directors at a regular board meeting.

ARTICLE XI

Corporate Seal

St. Helens Main Street will have no corporate seal.

ARTICLE XII

Indemnification; Insurance

A. St. Helens Main Street shall indemnify any Officer or Director, or a former Officer or Director, their heirs or assigns, for any and all judgments, settlement amounts, attorney's fees and litigation expenses incurred by reason of the Officer or Director having been made a party to litigation due to their capacity or former capacity as Officer or Director of St. Helens Main Street. St. Helens Main Street may advance expenses where appropriate. Payments of Indemnification shall be reported at the next annual meeting. The provisions of this section

apply to any cause of action arising prior to the adoption of these By Laws also. The rights of indemnification set forth herein are not exclusive.

B. St. Helens Main Street shall establish and maintain a directors' and officers' liability insurance policy or other similar liability insurance policy covering each member of the Board of Directors that provides insurance coverage that is reasonable in relation to the duties of the Board of Director's during their term of office.

ARTICLE XIII

Amendments

The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by a two-thirds majority vote at a duly called meeting of the Board, provided that no such action will be taken if it would in any way adversely affect the St. Helens Main Street's qualifications under the Internal Revenue Code or corresponding provisions of any subsequent Federal tax law. Notice of changes to the bylaws shall be distributed to all directors with 10 days in advance of any meeting to consider bylaw amendments.

This document is a complete and correct copy of the St. Helens Main Street's bylaws, adopted by the Board of Directors on this date, and is now in effect as of the date signed below. Any and all prior bylaws adopted by the St Helens Economic Corporation (SHEDCO) or the St Helens Main Street Alliance, are hereby revoked in their entirety and shall be considered null and void.

Secretary
St. Helens Main Street

August 31st, 2021