

Adopted: February 15, 1978  
Amended: March 3, 1983  
November 17, 1986  
January 2, 1991  
July 30, 1992  
December 15, 1993  
July 21, 2004  
December 14, 2005  
June 21, 2006

**AMENDED AND RESTATED BYLAWS  
CENTRAL CITY CONCERN**

**ARTICLE I. OFFICE**

The registered office shall be located in the City of Portland, County of Multnomah, State of Oregon.

**ARTICLE II. MEMBERS**

The corporation has no members.

**ARTICLE III. PURPOSE**

The purpose of Central City Concern is to serve low and moderate income people's need for community development and community self-help.

**ARTICLE IV. DIRECTORS**

Section 1. Board of Directors

The business affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not inconsistent with any state or the Articles of Incorporation.

Section 2. Number and Qualifications

The number of Directors of the corporation shall be no less than nine (9) and no more than fifteen (15). Directors may be, but need not be, elected for one or more of the following

reasons: (i) to represent the Burnside and lower Southwest Portland neighborhoods and community-based organizations; (ii) because they are low income residents of Burnside or lower southwest Portland; or (iii) because they have special expertise.

### Section 3. Board Selection

New members of the Board of Directors shall be selected by the existing members of the Board of Directors.

At one or more of its regular meetings, Directors shall select persons to fill vacancies on the Board of Directors created by expiring terms. No reduction in the number of Directors shall shorten the term of any incumbent Director. Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor is selected or appointed and qualified or the number of Directors is decreased. A Director may serve an unlimited number of terms, whether consecutive or not.

### Section 4. Classification and Term

Unless otherwise provided in the Articles of Incorporation, each Director shall hold office for three (3) years or until removed.

### Section 5. Vacancies

Any vacancy occurring on the Board of Directors due to death, removal or resignation of a Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, at any meeting of the Board. All Directors shall receive notice, personally or by mail, that one of the purposes of such meeting is to fill such a vacancy on the Board of Directors. A Director so elected shall serve for the unexpired portion of the term of his or her predecessor in office.

## Section 6. Meetings

Meetings of the Board of Directors must be held in The City of Portland, State of Oregon.

## Section 7. Annual Meeting

The annual meeting of the Board of Directors shall be held in February or March each year, or at such other time as the Board of Directors may prescribe, for the purpose of electing Directors and for the transaction of other business as may come before the meeting. Written notice of the time and place of the annual meeting shall be given either in person or by mail to each Director no less than 14 days nor more than 30 days prior to the date of said annual meeting.

## Section 8. Regular Meetings

Regular meetings of the Board of Directors shall be held at a time and place as shall be determined by the Board for the transaction of any business as may come before the meeting. Written notice of such a meeting shall be given either in person or by mail to each Director no less than seven (7) days prior to the date of said regular meeting. The first regular meeting after each annual meeting shall include, for one of its purposes, the appointment of officers.

## Section 9. Special Meetings

Special meetings of the Board of Directors may be called by an officer or by any three (3) Directors on three (3) days notice to each Director, given either in person or by mail.

## Section 10. Meeting by Telephone Conference

Directors may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communications by which all Directors participating may simultaneously hear each other during the meeting. Participation in a meeting by this means shall constitute presence in person at the meeting.

### Section 11. Quorum

If Section 2 of Article IV permits a variable-range size board, a majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless the Articles of Incorporation require a greater number. If less than a quorum is present at any meeting, a majority of the Directors present may continue the meeting to a later time by announcement at the meeting and written notice mailed to all Directors.

### Section 12. Action

At any meeting at which a quorum is present, the act of the majority of Directors present at such meeting shall be the act of the Board of Directors, unless otherwise provided in the Oregon Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. Voting shall be in person only and not by proxy.

### Section 13. Presumption of Assent

A Director who is present at a meeting of the Board Of Directors or a committee of the Board of Directors shall be deemed to have assented to the action taken at the meeting unless (a) the Director's dissent or abstention from the action is entered in the minutes of the meeting, (b) the Director delivers a written notice of dissent or abstention to the action to the presiding officer of the meeting before any adjournment or to the corporation immediately after the adjournment of the meeting or (c) the Director objects at the beginning of the meeting or promptly upon the Director's arrival to the holding of the meeting or transacting business at the meeting. The right to dissent or abstain is not available to a Director who voted in favor of the action.

#### Section 14. Removal

All or any number of the Directors may be removed, with or without cause, at a regular or special meeting of the Directors called expressly for that purpose, when the Board determines that such removal will serve the best interests of the corporation, subject to compliance with the following procedures: (i) prior to any vote to remove a Director, the Director in question must be given reasonable prior notice of the impending action and reasonable opportunity to speak before the Board of Directors at a regular meeting or special meeting called expressly for that purpose, and (ii) the Director in question shall be removed by a vote of two-thirds (2/3) of the remaining Directors.

#### Section 15. Resignation

A Director may resign at any time by giving written notice to the Board of Directors. Unless the notice specifies a later effective date, a resignation notice shall be effective upon the earlier of (a) receipt, (b) five days after its deposit in the United States mails, if mailed postpaid and correctly addressed, or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by addressee. Once delivered, a resignation notice is irrevocable unless revocation is permitted by the Board of Directors. Any Director who without good cause and sufficient reason is absent from three consecutive meetings of the Board of Directors shall be considered to have resigned from the Board of Directors.

#### Section 16. Compensation

All Directors of the corporation shall serve without compensation.

### Section 17. Notice

Whenever, under the provisions of the Oregon Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director, it shall not be construed to require notice delivered in person, but such notice may be given in writing, by mail, addressed to such Director at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

### Section 18. Waiver of Notice

Whenever any notice is required to be given to any Director under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### Section 19. Special Rule

If the notice or waiver of notice provisions of Sections 17 and 18 of this ARTICLE III are not complied with, action taken at a meeting of the Directors shall be valid only if each of the Directors serving at that time but not present at such meeting signs a written approval of minutes of such meeting describing such action.

## Section 20. Action Taken Without a Meeting

Any action required by the Oregon Nonprofit Corporation Act to be taken at a meeting of the Directors or any other action which may be taken at a meeting of the Directors may be taken without a meeting if a consent, or consents, in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. The action shall be effective on the date on which the last signature is placed on the consent, or consents, or at such earlier time as is set forth therein.

## **ARTICLE V. OFFICERS**

### Section 1. Principal Officers

The principal officers of the corporation shall consist of a Chair (also known as President), a Vice Chair (also known as Vice President), a Secretary, and a Treasurer, each of whom shall be appointed by the Board of Directors. One person can occupy only one office except one person may occupy both the office of Secretary and Treasurer.

### Section 2. Qualifications; Appointment

The Board of Directors, at its first regular meeting after each annual meeting, shall elect a Chair, a Vice Chair, a Secretary and a Treasurer, all of whom must be current members of the Board of Directors. The Board may, at any time, appoint such other officers, assistant officers and agents as it shall deem necessary or desirable, who shall hold their offices for such terms (not to exceed three (3) years) and shall have such authority and perform such duties as shall be determined by the Board.

### Section 3. Term

Each principal officer of the corporation shall hold office for a term of one (1) year, and until his or her successor is chosen and qualifies in his or her stead. The term of any other

officer, assistant officer or agent shall be determined by the Board, but shall not exceed three (3) years. Officers may be elected to successive terms of office.

#### Section 4. Vacancy

If any office becomes vacant for any reason, the vacancy shall be filled by the Board of Directors not later than the first regular meeting of the Board following the occurrence of such vacancy.

#### Section 5. Compensation

All officers of the corporation shall serve without compensation.

#### Section 6. Removal

Any officer or agent appointed by the Board of Directors may be removed from that office or position by the Board whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### Section 7. Duties and Powers

(a) Chair. The Chair shall preside at all meetings of the Directors and cause all orders and resolutions of the Board to be carried into effect. The Chair shall have any other powers and duties as the Board of Directors shall prescribe.

(b) vice Chair. In the absence or disability of the Chair, the vice Chair shall perform the duties and exercise the powers of the Chair. The Vice Chairperson shall also have any other powers and duties as the Board of Directors shall prescribe.

(c) Secretary. The Secretary shall cause the minutes of all proceedings to be recorded in a book to be kept for that purpose, and shall perform like duties for any committee when required. In addition, the Secretary shall give, or cause to be given, when required, notice of meetings of

the Board of Directors, shall maintain, or cause to be maintained, an official listing of the current Directors, and shall perform, or cause to be performed, such other duties as may be prescribed by the Board of Directors.

(d) Treasurer. The Treasurer shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the corporation and shall cause all moneys and other valuable effects to be deposited in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall cause the disbursement of the funds of the corporation when proper to do so, and shall render to the Directors, at least four (4) times per year, an account of all his or her transactions as Treasurer and of the financial condition of the corporation.

## **ARTICLE VI. COMMITTEES OF THE BOARD**

### **Section 1. Generally**

The Board may from time to time designate committees, which shall consist of two (2) or more Directors appointed by the Chair from among the Directors, for purposes as set forth by the Board. The creation of a committee and appointment of members to it must be approved by a majority of all Directors in office when the action is taken. The Board can delegate such powers as are necessary and proper. In order to be valid and binding upon the corporation, all matters transacted by any committee in the name of the corporation shall be submitted to and ratified by the Board at its next regular meeting or at a special meeting called for that purpose.

### **Section 2. Executive Committee**

The Board may appoint an Executive Committee which shall consist of at least three (3) Directors. Vacancies in the membership of the Executive Committee shall be filled by the Chair at a regular meeting or at a special meeting called for that purpose.

The Executive Committee may meet at stated times or upon notice to all of its members given by anyone of its members.

The Board may delegate to the Executive Committee the authority of the Board, except the Board shall not delegate the authority to: amend, alter or repeal these Bylaws; elect, appoint or remove any Director or officer of the corporation; elect, appoint or remove any member of any committee of the Board other than a subcommittee of the Executive Committee; amend the Articles of Incorporation; adopt a plan of merger, consolidation or voluntary dissolution; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; do any act otherwise prohibited by the Oregon Nonprofit Corporation Act.

In order to be valid and binding upon the corporation, all business transacted by the Executive Committee must be submitted to and ratified by the Board at its next regular meeting or at a special meeting called for that purpose.

### Section 3. Changes of Size and Function

Subject to the provisions of law, the Board of Directors shall have the power at any time to change the number of committee members, fill committee vacancies, change any committee members and change the functions and terminate the existence of a committee.

### Section 4. Conduct of Meetings

Each committee shall conduct its meetings in accordance with the applicable provisions of these Bylaws, relating to meetings and action without meetings of the Board of Directors. Each committee shall adopt any further rules regarding its conduct, keep minutes and other records and appoint subcommittees and assistants as it deems appropriate.

## **ARTICLE VII. INDEMNIFICATION**

The corporation shall indemnify to the fullest extent not prohibited by law, any current or former Director or officer of the corporation who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that such person is or was a Director, officer, employee or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a Director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The corporation may pay for or reimburse the reasonable expenses incurred by any such current or former Director or officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this Article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to these Bylaws that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later to occur of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of Directors, officers, employees, agents and fiduciaries that may be included in the Articles of Incorporation or any statute, bylaw, agreement, general or specific action of the Board of Directors or other document or arrangement.

## **ARTICLE VIII. GENERAL PROVISIONS**

### **Section 1. Checks**

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

### **.Section 2. Loans**

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.

### **Section 3. Contracts**

Except as otherwise provided by law, the Board of Directors may authorize any officers or agents to execute and deliver any contract or other instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances.

### **Section 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 or officers of the corporation designated by the Board of Directors select, or be invested as authorized by the Board of Directors.

### **Section 5. Accounting Year**

The accounting year of the corporation shall end on June 30.

### **Section 6. Articles Govern**

In the event any provision of these Bylaws is inconsistent with the Articles of Incorporation, the Articles shall govern.

### Section 7. Nondiscrimination

It shall be the policy of the corporation not to discriminate against any person on the basis of race, sex, national origin, creed, affectional preference, marital status or handicapping condition. This policy includes, but is not exclusive of: hiring, firing, layoffs, promotions, wages, training, disciplinary action, or any other terms, privileges, conditions, or benefits of employment, as well as nondiscrimination in the providing of any services or activities of the corporation.

### Section 8. Gender

References in these Bylaws to the masculine gender shall be construed to include the feminine or neuter gender or both as appropriate.

### Section 9. 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.

## **ARTICLE IX. AMENDMENTS**

These Bylaws and any amendments thereto may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the number of Directors fixed by these Bylaws. Prior to any meeting at which change or repeal of these Bylaws will be considered, notice shall be given at least 10 days but not more than 60 days prior to said meeting. Such notice shall state that one of the purposes of such meeting is to consider a change in the Bylaws.

Effective Date

These Bylaws were adopted on June 21, 2006 and replace the Bylaws which were previously in effect.

I, Marilyn Webber, do affirm that the preceding document is the true, complete and unaltered copy of the Bylaws of Central City Concern.

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Marilyn Webber, Secretary

Central City Concern Board of Directors