

Washington Park Transportation Management Association

## Bylaws

1. **Purpose.** Washington Park Transportation Management Association (the “Corporation”) is organized and operated exclusively for charitable, scientific, and educational purposes. Subject to the limitations stated in the Articles of Incorporation (“Articles”), the Corporation’s purposes are to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

The Corporation's purpose is to implement governmental & nonprofit agreements to help ensure the long-term success of the City of Portland’s Washington Park and its venues and to minimize the impact of Park visitors on the Park and adjacent neighborhoods by maximizing safe and convenient access to, from and within Washington Park, its venues and adjacent neighborhoods.

2. **Stakeholders.** The Corporation and its stakeholder organizations (“Stakeholders”) have mutual interests. The Stakeholders are City of Portland, through its Bureau of Parks and Recreation; Metro through Oregon Zoo; World Forestry Center; Portland Children’s Museum; Japanese Garden Society of Oregon; Hoyt Arboretum Friends Foundation, Inc.; TriMet, Sylvan Highlands Neighborhood Association, and Arlington Heights Neighborhood Association.

3. **Board of Directors.**

- 3.1 Duties; Leadership. The Corporation’s affairs shall be managed by its Board of Directors (“Board”). All members of the Board support the purpose of the organization. The Board will be led by a Chair and Vice Chair who will be elected by the Board and serve at the Board’s discretion.

- 3.1.1 Chair. The Chair shall preside over all Board meetings and designate the members and officers of all Board committees, except as otherwise provided in these Bylaws or by Board policy, subject to Board approval. Pursuant to Oregon law, the Chair will serve as president. The Chair is an *ex officio* member of all committees. The Chair will have any other powers and duties as may be prescribed by the Board.

- 3.1.2 Vice Chair. The Vice Chair shall act in the Chair’s place if the Chair is unwilling or unable to act. The Vice Chair will have any other powers and duties as may be prescribed by the Board.

- 3.2 Number; Term. The Board is comprised of 11 directors (“Directors”). A Director’s term is three (3) years. A Director may be reappointed without limitation on the number of terms the Director may serve.

- 3.3 Composition. Each Stakeholder shall appoint its executive director or a senior level management representative to serve as a Director on the Board. Directors from neighborhood associations shall be a neighborhood association board member. Each Director should have a designated senior level alternate representative (“Alternate”) to serve in the event that its Director cannot attend a Board meeting or otherwise serve. In the absence of a Director, an Alternate will be treated as the Stakeholder’s Director for all purposes, except as provided differently in these Bylaws.

In addition, there will be two (2) at-large positions, appointed by the Portland Parks Commissioner. These positions are intended to represent a diversity of residents within the Metro jurisdiction. At-large representatives may not be Board members or staff of existing stakeholder organizations, and may not be individuals living, working or owning property within Arlington Heights Neighborhood Association or Sylvan Highlands Neighborhood Association. A Metro Councilor may suggest to the Parks Commissioner candidates for at-large board members. The Parks Commissioner may appoint Metro Councilors' nominated candidate(s) or appoint other residents of the metro region. The Parks Commissioner shall appoint the two at-large representatives to the board, as well as their alternates.

- 3.4 Removal. A Director may be removed with or without cause by the Stakeholder that appointed the Director. The Stakeholder removing the Director shall provide written notice of the removal to the Director and either the Corporation's Chair and/or Secretary. Any Director may also be removed, with or without cause, by a Board vote of two-thirds of the Directors then in office.
- 3.5 Resignation. Any Director may resign at any time by sending written notice to the Board, Executive Director and the Stakeholder that appointed the Director. Such resignation will take effect when the notice is effective under ORS 65.034 unless the notice specifies a later effective date.
- 3.6 Vacancies. A Board vacancy created by the death, resignation or removal of a Director shall be filled by the appropriate Stakeholder.
- 3.7 Meetings. All Board meetings will be held in the Portland, Oregon metropolitan area or as otherwise determined by the Board. Board meetings may be supplemented by online meeting, conference call or similar technology as long as all attendees can participate on a real time basis.
- 3.8 Regular Meetings. Regular Board meetings will be held at the time and place to be determined by the Board. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.
- 3.9 Special Meetings. Special Board meetings may be called by the Chair and must be called by the Chair upon written request of at least three (3) Directors. Written notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director not less than seven (7) days prior to the special meeting. If the notice is mailed, postpaid and addressed to the Director at the address shown in the Corporation's records, the date of the notice is the postmark date.
- 3.10 Quorum; Action. A quorum for a Board meeting is a majority of the Directors. An Alternate does not count towards the quorum. For the Board to take action an affirmative vote of the Directors and Alternates greater than or equal to a quorum is required, except as otherwise provided by these Bylaws. An Alternate may vote only if the absent Director provides prior written notice to the Board that the Alternate may act in the Director's behalf. Such notice must specify the specific date of the Alternate's authorization and cannot be an ongoing authorization. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles, to sell assets not in the regular course of business, to merge or dissolve or for other matters, such action is taken by that majority as required by law.
- 3.11 Action by Consent. Any action required or permitted by law to be taken at a Board meeting may be taken without a meeting if a written consent, setting forth the action to be or so taken, is signed by all Directors and such consent is filed with the Corporation's records. A written communication includes a communication that is transmitted or received by electronic means.

Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

4. **Committees.** The Board may establish committees as it deems necessary or desirable. Such committees may be advisory or exercise Board authority as delegated by the Board.
  - 4.1 Composition of Committees Exercising Board Functions. Any committee that exercises any Board authority shall be composed of Board approved committee members and include at least one Director.
  - 4.2 Quorum; Action. A quorum at a committee meeting is a majority of all committee members immediately before the meeting begins. If a quorum is present, an action is taken by a majority vote of committee members present.
  - 4.3 Limitations on the Authority of Committees. No committee may: authorize payment of a dividend or any part of the Corporation's income or profit to Directors or officers; approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor adopt, amend, or repeal the Articles, Bylaws, or any Board resolution.
5. **Officers.** The Corporation's officers will be the Chair, Vice Chair, Secretary, Treasurer and Executive Director.
  - 5.1 Election; Term. Except for the Executive Director who is not elected to a term, the Board shall elect the officers to serve two (2) year terms. An officer may be reelected without limitation on the number of terms the officer may serve. With Board approval, one person may hold the positions of Secretary and Treasurer.
  - 5.2 Vacancy. An officer's vacancy should be filled not later than the first regular Board meeting following the vacancy. If such a vacancy occurs the Board shall elect a replacement officer to complete the remainder of the term.
  - 5.3 Personnel. The Board may elect, appoint, authorize employment of and terminate other officers, agents and/or Executive Director (collectively, personnel) as it deems necessary or desirable. Such personnel will serve at the Board's discretion and have authority and perform duties as determined by the Board. The Executive Director shall appoint and supervise such staff as the Board may authorize.
  - 5.4 Secretary. The Secretary is responsible for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) recording minutes of all Board meetings and actions; (b) providing notice of all Board meetings; (c) authentication of the Corporation's records; and (d) any other duties as may be prescribed by the Board. The Board shall elect the Secretary and the Secretary serves at the Board's discretion.
  - 5.5 Treasurer. The Treasurer is responsible for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintain full and accurate accounts of all financial records of the Corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board; (c) disburse funds when proper to do so; (d) present financial reports of the Corporation's transactions and financial condition to the Board; and (e) any other duties as may be prescribed by the Board. The Board shall elect the Treasurer and the Treasurer serves at the Board's discretion. If required by the Board, the Treasurer shall deliver to the Chair, and keep in force, a bond in for an amount determined by the Board to ensure faithful performance of the

Treasurer's duties and to restore to the Corporation all books, paper, vouchers, money, and property of whatever kind belonging to or in the possession of the Corporation in case of the treasurer's death, resignation or removal from office.

- 5.6 Executive Director. The Executive Director is responsible for managing the Corporation's business and assets on a day-to-day basis and shall see that all Board orders and resolutions are carried into effect. The Executive Director is an *ex officio* non-voting member of the Board and all committees. The Board shall elect the Executive Director and the Executive Director serves at the Board's discretion.
6. **Miscellaneous.**
- 6.1 Compensation. Except for the Executive Director, all Directors and Officers serve as volunteers without monetary compensation. Subject to Board approval, Directors and Officers may be reimbursed for reasonable expenses incurred in the Corporation's behalf.
- 6.2 Fiscal Year; Audit or Review. The Corporation's fiscal year begins on July 1 and ends on June 30. An audit or review shall be made annually of the Corporation's financial affairs by an independent auditor appointed by the Board.
- 6.3 Contracts. The Board may authorize any Officer(s) or agent(s) to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation. Such authorization shall be written and made part of the Corporation's official records. The Board shall determine whether such contractual authority will be general or confined to specific instances.
- 6.4 Loans. No loan shall be made by or to the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a Board resolution. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its directors, officers or members.
- 6.5 Signatures. Physical or digital signatures of Directors and Officers are equally acceptable for corporate actions.
- 6.6 Parliamentary Authority. Robert's Rules of Order, Newly Revised shall govern the conduct of business at all the Corporation meetings in all cases whenever they are applicable and not in conflict with the Articles of Incorporation or Bylaws.
7. **Amendments to Bylaws**. These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board at a Board meeting. Prior to the adoption of the amendment, the Secretary shall provide all Directors at least seven (7) days' notice of the meeting date, time and place at which the proposed amendment is to be considered, state that a meeting purpose is to consider a proposed Bylaws amendment and contain a copy of the proposed amendment.

#### Certification

It is hereby certified that these Bylaws were duly adopted by the Corporation's Board of Directors on September 12, 2013.

  
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Dave Malcolm, Treasurer