



**Umpqua Valley Development Corporation
Board Meeting Packet**

October 28, 2019

10:00 am – 11:30 am

**Mercy Medical Center, Board Conference Rm.
2700 NW Stewart Pkwy., Roseburg, OR 97471**



Agenda



**Umpqua Valley Development Corporation
Board Meeting Agenda
October 28, 2019
10:00 am – 11:30 am
Mercy Medical Center, Board Conference Rm.
2700 NW Stewart Pkwy., Roseburg, OR 97471**

1. Welcome and Introductions (10:00 am)
 2. Action: Review and Adoption of By-laws (10:10 am)
 3. Action: Review and adoption of Articles of Incorporation (10:20 am)
 4. Action: Election of Officers (10:30 am)
 - a. Election of President
 - b. Election of Vice President
 - c. Election of Secretary
 - d. Election of Officer to the Board
 5. New Business (10:40 am)
 - a. Officer to the Board Report
 - Administration - Board 101
 - Administration - Secretary of State and IRS Filing
 - Project Update – Southern Oregon Medical Workforce Center
 - Board Work/Meeting Plan
 6. Other Business (11:00 am)
 - a. Karmen Fore, Oregon Solutions
 7. Next Meeting (11:10 am)
 8. Adjournment (11:15 am)
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Review and Adoption of By-Laws

BY-LAWS

UMPQUA VALLEY DEVELOPMENT CORPORATION

1. NAME AND ORIGIN

This organization is an Oregon non-profit corporation known as UMPQUA VALLEY DEVELOPMENT CORPORATION, whose Articles of Incorporation were filed with the Secretary of State of the State of Oregon on November 7, 2019.

2. PURPOSE AND FUNCTIONS

- 2.1** The principal purpose of the corporation is set forth in its Articles of Incorporation.
- 2.2** All money and property, both real and personal, and all interests herein owned by the corporation shall be taken free and clear of any restriction which would conflict with the Articles of Incorporation with these By-Laws.
- 2.3** The officers and agents of the corporation shall, in accepting money, property, or any interest therein on behalf of the corporation from the State of Oregon or the United States of America, strictly comply with all applicable administrative regulations and written instructions or contract documents of the State of Oregon or the United State of America.
- 2.4** All the officers and agents of the corporation shall, in accepting money, property or in the interest therein on behalf of the corporation which is not from the State of Oregon as described above, comply with all applicable laws, rules, and regulations of Oregon law for nonprofit mutual benefit corporations and for corporations organized for the promotion of social welfare within the meaning of Section 501(c)(3) of the Internal Revenue "1986" (26 USC 501(c)(3)).

3. BOARD OF DIRECTORS AND CORPORATE OFFICERS

- 3.1** Corporate officers shall be President, Vice President, Secretary, and the Officer to the Board who shall also serve as Treasurer. The President, Vice President, Secretary, and Officer to the Board are elected annually by the Board of Directors from among its members at its annual meeting. All corporate officers, except the Officer to the Board, shall be voting members of the Board of Directors.
- 3.2** Two seats shall be reserved for the sitting state representative and state senator, whom shall serve as non-voting, ex-officio directors.

3.3 Directors and Corporate Officers. The Board of Directors shall consist of eight (8) directors appointed as provided in the Articles of Incorporation. The directors shall serve from the date of appointment to December 31st of the year of appointment. Thereafter each director shall continue to serve on a calendar year basis until resigning or replaced as provided in the Articles of Incorporation.

3.4 The Board of Directors shall meet at least annually, at times designated by the President, Vice President, or five members of the Board. All Board meetings shall be held within the State of Oregon, shall be open to the public and held as prescribed by the Oregon Open Meeting Law (ORS 192.610 to 192.670 and 192.710).

3.5 A majority of voting members of the Board of Directors shall constitute a quorum of the Board of Directors.

3.6 An appointed member of the Board of Directors may be replaced by a majority vote of the Board of Directors.

3.7 If a Director is chosen to replace a Director who was also an officer, the replacement shall not automatically assume that office. The vacant office shall be filled from the Directors (including the new Director) by majority vote of the Board.

4. DUTIES OF THE OFFICERS

4.1 The President shall:

4.1.1 Preside over and conduct meetings;

4.1.2 Appoint chairs of all standing and special committees and serve *ex officio* as a member of such committees without obligation to attend meetings or undertake specific tasks within the committee;

4.1.3 Sign all contracts and other legal documents on behalf of the corporation with prior approval of the Board except as provided herein. The President may, without prior approval of the Board, enter into any contract on behalf of the corporation which does not bind the corporation to the payment of more than \$2,500 in any fiscal year.

4.2 The Vice President shall:

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- 4.2.1** Perform the duties of the President in the latter's absence or temporary inability to act, and otherwise assist the President in any way deemed advisable by the President and the Board.

4.3 The Secretary shall:

- 4.3.1** Act as the custodian of official corporation records. This duty involves ensuring the organizational records are maintained according to law and are available upon request by authorized board members;
- 4.3.2** Co-sign with the President and Vice President checks and drafts on the accounts of the corporation.

4.4 The Officer of the Board shall:

- 4.4.1** Keep and maintain the financial records of the corporation;
- 4.4.2** Prepare financial statements and records for annual audit, and cause appropriate tax returns and other forms to be filed with the Internal Revenue Service, the Oregon Department of Revenue, the Secretary of State, the Oregon Department of Insurance and Finance, and any other federal, state, or local taxing or regulatory agency requiring such filings;
- 4.4.3** Keep minutes of the meetings of the Board of Directors;
- 4.4.4** Attest the official acts of the corporation and its Board of Directors, and attest the signature of the President on any document where required;
- 4.4.5** Give notice to each director of every meeting of the Board, give any other notice and provide every document on behalf of the corporation where such is required by the Articles of Incorporation, these By-Laws, or otherwise required by law;
- 4.4.6** Receive and forward correspondence to the appropriate officer; prepare and mail correspondence as the President or Board may direct;
- 4.4.7** Keep record of the expiration dates and coverage of all policies of insurance purchased by the corporation and report to the President and the Board the impending expirations thereof to allow for renewal without lapse in coverage.

- 4.5** Directors shall, in addition to attendance at meetings and participating in deliberations and votes of the Board, have such duties as committee members or in performance of special projects as the President or Board may delegate and the Director agrees to accept.

5. PARLIAMENTARY PROCEDURE

5.1 Meetings of the Board of Directors and its committees shall be governed by *Robert's Rules of Order, Newly Revised*, and the chair may waive or relax any procedural formality which in his or her judgment and subject to appeal of the chair's ruling, unnecessarily complicates or delays the work of the Board.

6. Effective Date and Amendments

6.1 These By-Laws shall become effective on the date of their approval by action of the Board of Directors.

6.2 These By-Laws may be amended only upon written approval of the Board of the Directors.

ADOPTED BY RESOLUTION OF THE BOARD OF DIRECTORS this 28th day of October, 2019.

ATTEST:

President

Officer of the Board



Review and Adoption of By-Laws

ARTICLES OF INCORPORATION

UMPQUA VALLEY DEVELOPMENT CORPORATION

An Oregon Nonprofit Corporation

Article I. Corporate Names and Status

Section 1.01 The name of the Corporation is: Umpqua Valley Development Corporation.

Section 1.02 This Corporation is a public benefit corporation.

Article II. Initial Incorporation Information

Section 2.01 The Corporation's initial registered agent, office address, and alternate corporate mailing address as described in ORS 65.047(c) and (e) are:

Ryan Tribbett
8600 SW St. Helens Dr.
Wilsonville, OR 97070

-and-

Ryan Tribbett
8600 SW St. Helens Dr.
Wilsonville, OR 97070

Section 2.02 The Incorporators' names and addresses are:

Richard Heard
578 Rogers Rd.
Roseburg, OR 97471

Kelly Morgan
846 Southridge Way
Roseburg, OR 97470

Steve Loosley
1940 NW Excello Dr.
Roseburg, OR 97471

Linda Samek
414 N. Meridian St.
Newberg, OR 97132

Lisa Yop
165 Danielle Dr.
Winston, OR 97496

Ryan Tribbett
8600 SW St Helens Dr.
Wilsonville, OR 97070

Ex-Officio, Dallas Heard
13595 Old Hwy 99 S
Myrtle Creek, OR 97457

Ex-Officio, Gary Leif
986 NW Southwater Dr.
Roseburg, OR 97471

Section 2.03 The initial Directors of the Corporation and their addresses are:

Richard Heard
578 Rogers Rd.
Roseburg, OR 97471

Kelly Morgan
846 Southridge Way
Roseburg, OR 97470

Steve Loosley
1940 NW Excello Dr.
Roseburg, OR 97471

Linda Samek
414 N. Meridian St.
Newberg, OR 97132

Lisa Yop
165 Danielle Dr.
Winston, OR 97496

Ryan Tribbett
8600 SW St Helens Dr.
Wilsonville, OR 97070

Ex-Officio, Dallas Heard
13595 Old Hwy 99 S
Myrtle Creek, OR 97457

Ex-Officio, Gary Leif
986 NW Southwater Dr.
Roseburg, OR 97471

Section 2.04 The undersigned incorporator(s) certify that each of the foregoing initial Directors has declared his or her consent to the server as an initial director of the Corporation.

Article III. Corporate Purpose and Restrictions

Section 3.01 This Corporation is organized exclusively for the promotion of social welfare within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 (26 USC 501(c)(3)). The Corporation shall not conduct or carry on any activity or make any expenditure or investment not permitted to be conducted or made by an organization described in such section and the regulations pertinent thereto, as they now exist or may hereafter be amended. This restriction on purposes and activities is intended, by reference to the restrictions and limitations of the Internal Revenue Code of 1986, to adopt expressly and without reservation all such restrictions and limitations as may apply to a tax-exempt organization such as this Corporation, including all future amendments to and replacements to such Code.

Section 3.02 This principal purpose of this Corporation shall be to support and sustain economic and community development.

All funds acquired by this Corporation shall be devoted to the principal purpose described in this section, subject to the conditions and restrictions set forth elsewhere in these Articles, and further subject to the terms of any loan documents to which this Corporation executes that are in compliance with all applicable federal, state, and local laws, ordinances, and administrative regulations.

Section 3.03 Within the forgoing limitations, the Corporation may engage in any activity and exercise every power lawful under the provisions of Oregon law for nonprofit corporations.

Article IV. Members

Section 4.01 The Corporation shall have no members.

Article V. Board of Directors and Officers

Section 5.01 Administration and management of the affairs of this Corporation shall be vested in a Board of Directors consisting of eight (8) persons. The Board of Directors shall have all lawful powers necessary to effectuate the purposes of this Corporation except as may be restricted by these Articles or the By-Laws.

Section 5.02 Officers of the Corporation shall be a President, Vice President, Secretary, and Officer to the Board, who shall also serve as Treasurer. Officers shall be Directors of the Corporation and shall be sustained by a majority vote of the Board.

Section 5.03 Terms of Directors and Officers shall be set by a vote of a majority of Board of Directors.

Section 5.04 The Board shall meet at least annually and as often as provided in the By-Laws. The By-Laws shall provide for emergency Board meetings at the call of the President or a majority of members of the Board.

Section 5.05 Directors and officers of this Corporation shall serve without pay, compensations, or remuneration except the reimbursement of actual and necessary expenses incurred in performance of their duties as such and approved by the Board of Directors.

Section 5.06 This Corporation shall employ no persons as employees for any purpose. All services engaged by the Board of Directors for the Corporation shall be obtained from uncompensated volunteers or from bono fide contractors.

Section 5.07 Directors, officers, and volunteers serving this Corporation shall adhere to the standards and practices required of public officials under ORS Chapter 244, whether or not otherwise bound by law to such standards and practices.

Article VI. By-Laws

Section 6.01 The Board of Directors of this Corporation shall adopt and may, from time to time, amend the By-Laws of this Corporation. Such By-Laws shall provide for the structure, regulation, and internal affairs of the Corporation consistent with the applicable laws and these Articles of Incorporation. No amendment to the By-Laws shall be effective unless approved in writing by two-thirds of the Directors.

Except as expressly approved above, the original Articles of Incorporation remain in full force and effect.

Article VII. Liability and Indemnification of Directors

Section 7.01 The Directors and officers of this Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a director or officer, provided that no officer or director shall be absolved from liability for any act or omission occurring prior to the date of incorporation or for any of the acts or omissions described in ORS 65.047(2)(c)(A) through (E).

Section 7.02 Consistent with ORS 65.391, this Corporation shall indemnify, defend, and hold harmless its officers and Directors against all claims which may arise out of or in connection with their official duties, subject to the limitations of ORS 65.391(4), and subject further to the limitation that the Corporation shall not indemnify any officer or director against any claim arising out of an act or omission described in ORS 65.047(2)(c)(A) through (E).

Article VIII. Distribution of Assets on Dissolution

Section 8.01 Upon dissolution or final liquidation of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of this Corporation, liquidate all the assets of this Corporation unless restricted by the terms of any outstanding contract, judgment, or other legal obligation which cannot be absolved by dissolution of the Corporation.

Article IX. Amendments to Articles of Incorporation

Section 9.01 These Articles of Incorporation may be amended or restated only as provided in ORS 65.431 to 65.457; or by the Board of Directors.

IN WITNESS WHEREOF, I/we, the undersigned incorporator(s) of this Corporation have set my/our hand(s) as of the date set forth below, certifying the accuracy of all information contained in these Articles of Incorporation, and declaring my/our intent and understanding to create the Corporation according to the provisions and restrictions herein.

_____	_____
Incorporator	Date
_____	_____
Incorporator	Date
_____	_____
Incorporator	Date
_____	_____
Incorporator	Date
_____	_____
Incorporator	Date
_____	_____
Incorporator	Date
_____	_____
Incorporator	Date



Election of Officers



Duties of the Board President

By-Laws: Section 4

4.1 The President shall:

- 4.1.1 Preside over and conduct meetings;
- 4.1.2 Appoint chairs of all standing and special committees and serve ex officio as a member of such committees without obligation to attend meetings or undertake specific tasks within the committee;
- 4.1.3 Sign all contracts and other legal documents on behalf of the corporation with prior approval of the Board except as provided herein. The President may, without prior approval of the Board, enter into any contract on behalf of the corporation which does not bind the corporation to the payment of more than \$2,500 in any fiscal year.

Duties of the Board Vice President

By-Laws: Section 4

4.2 The Vice President shall:

- 4.2.1 Perform the duties of the President in the latter's absence or temporary inability to act, and otherwise assist the President in any way deemed advisable by the President and the Board.

Duties of the Board Secretary

By-Laws: Section 4

4.3 The Secretary shall:

- 4.3.1 Act as the custodian of official corporation records. This duty involves ensuring the organizational records are maintained according to law and are available upon request by authorized board members;
- 4.3.2 Co-sign with the President and Vice President checks and drafts on the accounts of the corporation.



Duties of the Officer to the Board

By-Laws: Section 4

4.4 The Officer of the Board shall:

- 4.4.1 Keep and maintain the financial records of the corporation;
- 4.4.2 Prepare financial statements and records for annual audit, and cause appropriate tax returns and other forms to be filed with the Internal Revenue Service, the Oregon Department of Revenue, the Secretary of State, the Oregon Department of Insurance and Finance, and any other federal, state, or local taxing or regulatory agency requiring such filings;
- 4.4.3 Keep minutes of the meetings of the Board of Directors;
- 4.4.4 Attest the official acts of the corporation and its Board of Directors, and attest the signature of the President on any document where required;
- 4.4.5 Give notice to each director of every meeting of the Board, give any other notice and provide every document on behalf of the corporation where such is required by the Articles of Incorporation, these By-Laws, or otherwise required by law;
- 4.4.6 Receive and forward correspondence to the appropriate officer; prepare and mail correspondence as the President or Board may direct;
- 4.4.7 Keep record of the expiration dates and coverage of all policies of insurance purchased by the corporation and report to the President and the Board the impending expirations thereof to allow for renewal without lapse in coverage.
- 4.4.8 Directors shall, in addition to attendance at meetings and participating in deliberations and votes of the Board, have such duties as committee members or in performance of special projects as the President or Board may delegate and the Director agrees to accept.