

**RESTATED AND AMENDED BYLAWS
OF
Sabin Community Development Corporation
An Oregon Nonprofit Corporation
April 10, 2014**

Article I: Name and Location

The name of the corporation is Sabin Community Development Corporation (“SCDC”). SCDC is located within the boundaries of the city of Portland, Oregon and targets its efforts in the North and North-East geographical area (the “SCDC Service Area”) with a special focus on the NE Coalition of Neighborhoods.

Article II: Non-Membership

This corporation shall have no members.

Article III: Purpose

SCDC is organized and operated exclusively for charitable, religious, educational, and scientific purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be 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 of 1986, as amended (or its corresponding future provisions).

The primary purpose of SCDC is to enable low- and moderate-income residents to pursue community-based development and self-help projects that address their needs. To carry out this purpose, SCDC shall implement programs:

- 1) to develop opportunities for low and moderate income people to secure quality housing that is affordable on a long-term basis;
- 2) to improve the quality of life and community cohesion of the neighborhood by establishing networks for resource and skill sharing;
- 3) to combat community deterioration by assisting residents in improving the livability and safety, as well as social and economic, well-being of their community;
- 4) to coordinate efforts with neighborhood associations and other neighborhood organizations to ensure the implementation of our neighborhood plans and to address other neighborhood needs as they are identified;
- 5) to identify and further develop leadership skills and encourage residents to solve their own problems and achieve their goals through cooperative efforts;
- 6) to encourage economic opportunities for local residents, hiring them whenever feasible to do the work of SCDC, and assisting in the formation of small socially-responsible businesses that will serve the needs of our neighborhood;

To support the above programs, SCDC shall engage, as needed, in research, information sharing, skills development, and the implementation of projects and programs leading to citizen empowerment and community-based economic development.

Article IV: Board of Directors

Section 1. Duties The affairs of SCDC shall be managed by the Board of Directors, the members of the Board shall be referred to collectively as the Board of Directors (“Board or Directors” or “Board”) or individually as Director (“Director”), which Board shall be responsible including without limitation the following: (a) soliciting, accepting, and expending funds on behalf of SCDC in accordance with the general priorities of the organization in a financially responsible matter; (b) maintaining an accounting of all funds received and expended by SCDC; (c) determining by whom and in what manner deeds, leases, contracts, checks, endorsements, notes and other instruments can be signed on behalf of SCDC; (d) adopting and implementing personnel policies providing for the hiring supervision, and evaluation of employees; (e) forming and monitoring standing and special committees (f) providing current reports and filings legally required of SCDC and keeping minutes of all meetings and decisions; (g) representing SCDC and its policies in other public forums; (h) planning and implementing policies to further the goals and priorities of the organization, including development of resources and training necessary for the operation of SCDC; and (i) approving a proposed annual budget for the next year and recommendations for project priorities.

Section 2. Number and Qualifications. The number of Directors may vary between a minimum of five (5) and a maximum of fifteen (15). At least one-third (1/3) must reside in the SCDC Service Area.

Section 3. Election and Term. The Board of Directors shall be nominated by a current Board member and elected by a majority of the existing Board of Directors. Directors shall be elected for two years. A Director may be reelected without limitation to the number of years he or she may serve. To ensure continuity, ideally, the terms will be staggered so that approximately one-half of the Directors shall assume their board seat every other year.

Section 4. Board Meetings; Action With Meeting.

(a) **Annual Meetings.** The annual meeting of the Board of Directors shall be held in June of each year or at the Board’s discretion but prior to the beginning of the July-June fiscal year. In order to elect the officers (if necessary), proper notice of the annual meeting will be given in accordance with the procedure for all other regular meetings of the Board of Directors.

(b) **Regular Meetings.** Regular meetings of the Board of Directors shall be held not less than eight times a year, at such date, time and place established by the Board of Directors. Directors shall receive notification of each regular meeting and its

agenda prior to the meeting unless a unanimous decision is made by the Board of Directors to waive the notice requirement. All Board of Director meetings shall be open to guests, The Board of Directors may go into executive session to discuss confidential personnel or legal matters or other matters at their discretion. Actions of the Board of Directors shall be taken in open session following any Executive Session.

(c) Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or Vice Chair, and shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally, by telephone, by mail, or by email not less than two (2) days prior to the special meeting. Directors may from time to time waive notice of meetings. This notice must be in writing. A Directors attendance at a meeting or participation in it waives any required notice to that Director unless he/she objects to the meeting of business transacted and does not vote or asset to the action.

(d) Actions Without Meetings. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a Board meeting, may be taken without a meeting if the action is taken unanimously by all members of the Board of Directors, if evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken.

(e) Meeting by Telephone/Other Communication Device/Email. Any annual, regular, or special meeting of the Board of Directors may be held by telephone or other telecommunication device provided all Directors are able to hear each other. A Director may participate in any annual, regular or special meeting by telephone or other telecommunication device provided all Directors can hear each other, and any Director participating by telephone or other telecommunication device is deemed to be present in person at such meeting.

(f) Quorum. A quorum for any meeting of the Board shall consist of at least 2/3 Directors if the number of Directors is 5 a quorum is 3; if the total number of Directors is greater than six, then a simple majority of Directors present constitutes a quorum. If less than a quorum is present at a Board meeting, any Director present may adjourn until such time as a quorum is assembled. Any act by a majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board, unless a greater number is required by the Restated Articles, the Restated Bylaws, or the Act.

(g) Decision-Making. Each Director shall be entitled to one vote. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these bylaws. Before a decision is made on any proposal, all Board members present shall have a reasonable opportunity to express their opinions on the proposition.

Section 5. Nominations. Nominations shall be made by the Nominating Committee of which the Executive Director shall participate but shall not have a vote,

and shall be presented to the Board at least (1) one month before the Annual Meeting. An opportunity shall be given for nominations from the floor at the Annual Meeting. Individuals may be nominated only after they have consented to serve, either in writing or in person at the annual meeting.

Section 6. Director Elections. The nominating Committee shall conduct the elections, or, in the case of conflict of interest, may delegate this duty to other Directors. If requested, a ballot vote shall be taken. The candidates receiving the highest number of votes shall be elected.

Section 7. Conflict of Interest. Board Members shall fully disclose the specific nature of any potential conflict of interest on matters being considered by the Board. No Director shall vote on any matter in which such Director or any parent, spouse, child, partner, employer, or similar related business entity has a direct or indirect interest in any property or business that would be substantially affected by such action especially if that transaction provides for personal benefit. If the transaction was fair to SCDC at the time it was entered into or if it was approved by the Board or a committee, and the material facts of the transaction and the Director's interest are disclosed and known to the Board or a committee, the transaction is not voidable nor is there basis of imposing liability on a Director. In unusual transactions, SCDC may seek approval of the Attorney General or the Circuit Court of Multnomah County. Transactions with real and apparent conflict of interest may be approved by a majority of Directors who have no direct or indirect interest in the transaction as long as the transaction is in the best interests of Sabin CDC. The Director with the direct or indirect interest shall not be present for the vote.

Section 8. Vacancies. Any vacancies of the Board will be filled by an election at a regular Board meeting after proper notification that shall include nominations made by the remaining Board. At the meeting, an opportunity shall be given for additional nominations from the floor. Newly appointed Directors shall assume their Board seats immediately following the above-referenced election by the Directors. Vacancies may occur if a Board member gives written notice of intent to resign or if the position is declared vacant. If a Director fails to attend three consecutive meetings without proper notification of continuing interest and notification of good cause for the absence to the Board Chair or their designee, the position will be considered vacant. Intent to declare the position vacant requires written Board notification to the absentee member.

Section 9. Removal. Any Director or Officer may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of those entitled to vote at an election of Directors.

Section 10. Resignation. Any Director or Officer may resign at any time by serving written notice, which is effective when received by SCDC at its next regularly scheduled board meeting.

Article V: Committees

Section 1. Nominating Committee. The Board of Directors may elect a nominating committee (the "Nominating Committee"). The Nominating Committee consisting of three (3) to five (5) Voting Members, the majority of whom must be current Directors and must include the current Chair / President plus the Executive Director. The Committee may add non Board members to the nominating committee. The Nominating Committee shall have the power to nominate a slate of candidates for seats on the Board of Directors.

The Nominating Committee will make every effort to consider as potential Directors a broad cross-section of the community including representatives from major community organizations, resident representatives from the various Housing and Community Development ("HCD") areas designated by federal guidelines, and skilled advisors. To reflect the community as a whole, particular effort will be made to involve a diversity of individuals from a broad cross-section of the neighborhood in terms of class, race, gender, age, culture, etc.

Section 2. Other Committees. The Board of Directors may establish such other committees, as it deems necessary and desirable. Each committee shall consist of a minimum of one (1) Director who serves at the pleasure of the Board of Directors and may include other at large community members. Such committees may exercise functions of the Board of Directors or may be advisory committees at the Board of Directors discretion.

Section 3. Limitations on the Powers of Committees. No committee may (a) authorize payment of a dividend or any part of the income or profit of SCDC to its Directors or officers; (b) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of SCDC's assets; (c) elect, appoint, or remove Directors or fill vacancies on the Board; or (d) adopt, amend or repeal the Articles of Incorporation, the Bylaws, or any resolution by the Board of Directors.

Article VI: Officers

Section 1. Titles; Other Officers. The Officers of SCDC shall consist of a President (who will also serve as the Chair of the Board), a Secretary, and a Treasurer. The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable, who shall have such authority and perform such duties as shall be determined by the Board of Directors.

Section 2. Election; Term of Office. The officers will be elected by the Board of Directors at the first Board Meeting following the Annual Meeting. Officers shall serve for two-year terms and are limited to three consecutive terms.

Section 3. Duties of Officers. The Officers shall perform those specific duties delegated to them by the Board of Directors and defined in the procedural guidelines

and rely on information, opinion, reports, financial statements and other financial data, if presented by officers or employees of SCDC, who the Director reasonably believes to be reliable and competent. A Director can also rely upon information presented by legal counsel, public accountants, and other professionals, as to matters the Director reasonably believes are within the person's professional or expert competence. The Duties of Officers shall thusly be discharged in good faith, as an ordinarily prudent person would in like circumstances, and in a manner reasonably believed to be in the best interest of SCDC; such duties include without limitation the following general responsibilities:

a) President. The President shall preside at SCDC board meetings and will insure that the decisions of the Board are carried out. The President will prepare the agenda in consultation with the Executive Director and other Board members and will communicate regularly with the officers and committees of SCDC regarding the fulfillment of their duties.

b) Secretary. The secretary shall have overall responsibility for all SCDC recordkeeping, and shall perform, or cause to be performed, the following duties: (i) official recording of the minutes of all proceedings of the Board of Directors' meetings and actions; (ii) providing for notice of all meetings of the Board of Directors; (iii) authenticating the records of SCDC; (iv) assisting with correspondence responsibilities as needed; and (v) any other duties as may be prescribed by the Board of Directors.

c) Treasurer. The Treasurer shall have overall responsibility for all SCDC funds, and shall perform, or cause to be performed the following duties: (i) keeping full and accurate accounts of all financial records of SCDC; (ii) depositing all monies and other valuable effects in the name and to the credit of SCDC in such depositories as may be designated by the Board of Directors; (iii) disbursement of all funds when proper to do so; (iv) making financial reports as to the financial condition of SCDC to the Board of Directors; and (v) any other duties as may be prescribed by the Board of Directors.

d) Vice-Chair. The Vice-Chair will assist the Chair/President with his or her duties and will preside at meetings in the absence of the Chair/President.

Section 4. Removal. Any officer may be removed, with or without cause, at a meeting of the Board of Directors, called for that purpose, at which quorum exists.

Article VII: Dissolution and Final Liquidation

Section 1. Dissolution. A decision to dissolve SCDC and to distribute its assets in a particular manner requires a 2/3 vote of the entire Board of Directors of SCDC at a meeting called for this purpose. Written notice of such meeting shall include a full description of the plan for dissolution and shall be given to the Directors at least thirty (30) days prior to such a meeting.

Section 2. Limitation Upon Distribution of Assets at Dissolution. No Director, officer, employee or agent of SCDC, nor any private individual, shall be entitled to share in the distribution of any of the SCDC assets upon dissolution of SCDC or the winding up of its affairs. Upon such dissolution or winding up, after paying or making

adequate provisions for the payment of all of the liabilities of SCDC, all remaining assets of SCDC shall be distributed by the Board of Directors to an organization or organizations dedicated to providing quality housing, community, and related services to low-income individuals in the SCDC Service Area, provided that such an organization or organizations qualifies for exemption under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or to the federal government or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of Multnomah County, Oregon, exclusively for such purposes or to such an exempt organization as such Court shall determine.

Article VIII: Limitation of Director Liability

No Director or uncompensated Officer shall be personally liable to SCDC for monetary damages for conduct as a Director or Officer, except for:

- a. any breach of the Director's or Officer's duty of loyalty to SCDC;
- b. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. any unlawful distribution; or
- d. any transaction from which the Director or Officer derived an improper personal benefit.

Article IX: Director and Officer Indemnification

Section 1. Mandatory Indemnification: SCDC shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because of being a director or officer of the SCDC, against reasonable expenses actually incurred by the director or officer in connection with the proceeding.

Section 2. Permissive Indemnification: SCDC may indemnify a director or officer against liability incurred in a proceeding to which the individual was made a party because the individual is or was a director or officer if: the individual was acting in good faith; the individual reasonably believed that the individual's conduct was in the best interests of the SCDC, or at least was not opposed to the SCDC's best interests; and in the case of a criminal proceeding, the individual did not have reasonable cause to believe the conduct of the individual was unlawful.

A director's or officer's conduct with respect to an employee benefit plan for a purpose the director or officer reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of this permissive indemnification clause. Terminating a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or the equivalent of nolo contendere does not, of itself, determine that the director or officer did not meet the standard of conduct

described in this section. SCDC may not indemnify a director or officer in connection with:

A proceeding by or in the right of SCDC in which the director or officer was adjudged liable to SCDC; or A proceeding that charged the director or officer with and adjudged the director or officer liable for improperly receiving a personal benefit. Indemnification permitted under this section in connection with a proceeding by or in the right of the SCDC is limited to reasonable expenses incurred in connection with the proceeding. When SCDC provides indemnification to a director or officer in accordance with the its articles of incorporation or bylaws, SCDC may not amend the articles of incorporation or bylaws so as to eliminate or impair the director's or officer's right to indemnification after an act or omission occurs that subjects the director or officer to a proceeding or to liability for which the director or officer seeks indemnification under the terms of the articles of incorporation or bylaws.

Section 3. Determination and Authorization of Indemnification.

SCDC shall determine and authorize indemnification pursuant to ORS 65.404.

Article X: Records and Reports

Section 1. Records Retention. SCDC shall maintain an accurate set of permanent records. These records shall be in written form and include, but are not limited to:

- a) records of minutes of Board Meetings;
 - b) records of Board Actions taken without a meeting;
 - c) records of Actions taken by a Committee in place of the Board of Directors;
 - d) a list of the names and business or home addresses of its current Directors and Officers;
 - e) accurate accounting records, including the last three financial statements and last three annual public accountant's financial reports;
- articles of Incorporation, as restated or amended;
- f) bylaws as restated or amended; and
 - g) the annual reports to the Secretary of State.

Section 2. Records Inspection. Records will be retained at SCDC offices both in originals and electronic copies and are open to inspection by tenants, grantors or their attorneys.

Section 3. Annual Report. SCDC is required to file an Annual Report with the Office of the Secretary of State. The information included in this report must be current within 30 days of SCDC's anniversary. The annual report must include:

- a) the name of the corporation and the state in which it is located;
- b) the street address of the registered office and name of the registered agent;
- c) the names and addresses of the President and the Secretary;
- d) a description of the nature of the corporation's activities;
- e) whether or not the corporation is a membership organization; and
- f) that it is a public benefit corporation.

Article XI: Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by a two-thirds (2/3) vote of the Board of Directors, if quorum exists, at any annual, regular or special meeting; provided, however, that proper notice of the proposed amendment and any explanatory materials have been given at least seven (7) days prior to the Board meeting.

Original Bylaws Adopted March 26, 1992
As Amended on July 16, 1992
As Amended on March 11, 1993
As Amended on August 12, 1993
As Amended on August 27, 1997
As Restated on September 27, 2005
As Amended and Restated on April 10, 2014