

PROSPER PORTLAND

Portland, Oregon

RESOLUTION NO. 7251

**AMENDING BYLAWS OF PROSPER PORTLAND REGARDING THE TITLE
OF OFFICERS**

BE IT RESOLVED, that the individual members of the Prosper Portland Board of Commissioners hereby waive the 10 day notice associated with bylaw amendment;

BE IT FURTHER RESOLVED, that the use of the term Secretary used throughout the bylaws is hereby amended and replaced by the term Treasurer;

BE IT FURTHER RESOLVED, that, as amended, the bylaws shall now be as attached hereto as Exhibit A; and

BE IT FURTHER RESOLVED, that this resolution shall become effective immediately upon its adoption.

Adopted by the Prosper Portland Budget Committee on August 9, 2017



Pam Micek, Recording Secretary

BYLAWS

of

PROSPER PORTLAND OF PORTLAND, OREGON

ARTICLE I

THE COMMISSION

Section 1. Name: The Department of Civic Development & Promotion as created by Charter Amendment shall be administered by the Portland Development Commission composed of five members who shall be appointed by the Mayor, subject to approval of the Council. The Portland Development Commission does business under the name, and shall be known as, Prosper Portland. Section amended August 9, 2017.

Section 2. Powers and Authority of the Commission: Powers and authority as provided under various sections of the amendment to the Charter of the City of Portland establishing Prosper Portland shall be vested in the Board of Commissioners (Board) in office from time to time. Section amended August 9, 2017.

ARTICLE II

OFFICERS

Section 1. Officers: The Officers of the Prosper Portland Board shall be Chair, Vice Chair, and Treasurer. Section amended June 25, 2014 and August 9, 2017.

Section 2. Chair: The Chair shall preside at all Prosper Portland Board meetings. Except as otherwise authorized by resolution of the Commissioners, the Chair shall sign all contracts, deeds and other instruments made by Prosper Portland. At each meeting the Chair shall submit such recommendations and information as they may consider proper concerning the business, affairs and policies of Prosper Portland. Section amended June 25, 2014 and August 9, 2017.

Section 3. Vice Chair: The Vice Chair shall perform the duties of the Chair in the absence or in capacity of the Chair; and in case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the members of the Board shall select a new Chair. Section amended June 25, 2014 and August 9, 2017.

Section 4. Treasurer: The Treasurer shall perform the duties of the Chair in the absence or incapacity of both the Chair and the Vice Chair, and shall perform the duties of the Vice Chair when the latter acts as Chair. Section amended June 25, 2014 and August 9, 2017.

Section 5. Additional Duties: The Officers of Prosper Portland Board shall perform such other duties and functions as may arise from time to time be required by Prosper Portland

or by the by-laws or rules and regulations of Prosper Portland. Section amended August 9, 2017.

Section 6. Election: The Chair, Vice Chair, and Treasurer shall be elected annually by the Prosper Portland Board from among its members at the first regular meeting of the Prosper Portland Board in July of each year or at another time or in a special meeting if so desired by a majority of the Prosper Portland Board. An officer duly elected pursuant to this section shall serve for a term of one year or until the next election of officers. Section amended June 25, 2014 and August 9, 2017.

Section 7. Vacancies: Should the office of Chair, Vice Chair, or Treasurer become vacant during the term of that office the members of the Prosper Portland Board shall elect a successor from among its membership at either a regular or special meeting and as soon as is practicable following the vacancy. Section amended June 25, 2014 and August 9, 2017.

Section 8. Personnel: The Prosper Portland Board may create such positions and appoint such personnel as it may from time to time find necessary or convenient to perform its duties and obligations at such compensation as may be established by the Prosper Portland Board, which appointments shall continue at the pleasure of the Prosper Portland Board or until resignation. Section amended August 9, 2017.

ARTICLE III

MEETINGS

Section 1. Regular Meetings: Regular meetings shall be held without official notice at such time and place as may from time to time be determined by resolution of the Prosper Portland Board. In the event a day of regular meeting shall be a legal holiday, said meeting shall be held on the next succeeding day. All meetings shall be held at the Prosper Portland office in the City of Portland, Oregon, or at such other place as the Chair shall determine. Section amended June 25, 2014 and August 9, 2017.

Section 2. Special Meetings: The Chair may, when they deem it expedient, and shall, upon the written request of two members of the Prosper Portland Board, call a special meeting of the Prosper Portland Board to be held at such time and place as they shall appoint, for the purpose of transacting any business designated. Notice of such meeting shall be given to each member of the Prosper Portland Board. Such notice may be given either verbally or in writing when given directly to the member at least twenty-four hours before such meeting; otherwise notice shall be given in writing by sending it to the business or home address of the member at least forty-eight hours before such meeting. Presence of any member at any meeting shall be deemed to be a waiver of notice of such meeting. Section amended June 25, 2014 and August 9, 2017.

Section 3. Quorum: Three members of the Prosper Portland Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Action may be taken by the Prosper Portland Board upon a vote of a majority of the full

membership of the Prosper Portland Board. Section amended August 9, 2017.

Section 4. Manner of Voting: The voting on formal resolutions, matters to any federal, state, county, or city agency, and on such other matters as may be requested by a majority of the members of the Prosper Portland Board shall be by roll call, and the ayes and nays, and members present and not voting shall be entered upon the minutes of such meeting. Section amended June 25, 2014 and August 9, 2017.

ARTICLE IV

PROCEDURE

Section 1. Standing or Special Committees: The Chair is authorized to refer items to standing or special committees for recommendation and report. All committees shall be appointed by the Chair unless otherwise ordered by the Prosper Portland Board. The Prosper Portland Board member first named shall act as Chair thereof. Appointments to such committees need not be restricted to members of the Prosper Portland Board. Section amended June 25, 2014 and August 9, 2017.

Section 2. Authorization of Expenditures: Authorization and approval of the expenditures of money may be made only at a regular meeting or at a special meeting called for that purpose. Provided, that no authorization or approval of expenditures of money may be made at a special meeting unless all members of the Prosper Portland Board have been advised in advance of said meeting that such authorizing action is intended to be taken or considered. Section amended August 9, 2017.

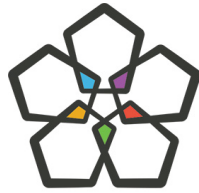
Section 3. Order of Business: The following shall be the order of business except by a vote without debate by the Commission: (1) Roll call and determination of quorum; (2) Correction and approval of the minutes of the preceding meeting; (3) Reading of the communications; (4) Reports of standing committees; (5) Reports of special committees; (6) Unfinished business; (7) New business; (8) Adjournment.

Section 4. Rules of Order: Robert's "Rules of Order" shall govern the conduct of the meetings of the Prosper Portland Board in any matter not covered by these rules and regulations. Section amended August 9, 2017.

ARTICLE V

AMENDMENTS

Amendments to By-Laws: The by-laws of the Prosper Portland Board shall be amended only with the approval of at least three of the members of the Prosper Portland Board at a regular or special meeting, but no such amendment shall be adopted unless at least ten (10) days written notice thereof has been previously given to all of the members of the Prosper Portland Board. Section amended August 9, 2017.



**PROSPER
PORTLAND**
Building an Equitable Economy

RESOLUTION NO. 7251

RESOLUTION TITLE:

AMENDING BYLAWS OF PROSPER PORTLAND REGARDING THE TITLE OF OFFICERS

Adopted by the Prosper Portland Commission on August 9, 2017

PRESENT FOR VOTE	COMMISSIONERS	VOTE		
		Yea	Nay	Abstain
<input checked="" type="checkbox"/>	Chair Gustavo J. Cruz, Jr.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input checked="" type="checkbox"/>	Commissioner Alisha Moreland-Capuia MD	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input checked="" type="checkbox"/>	Commissioner Francesca Gambetti	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input checked="" type="checkbox"/>	Commissioner Peter Platt	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	Commissioner William Myers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Consent Agenda		<input checked="" type="checkbox"/> Regular Agenda		

CERTIFICATION

The undersigned hereby certifies that:

The attached resolution is a true and correct copy of the resolution as finally adopted at a Board Meeting of the Prosper Portland Commission and as duly recorded in the official minutes of the meeting.

	Date: August 25, 2017
Pam Micek, Recording Secretary	