

Bylaws violations: Minutes Attachment 4 October 4, 2012

Excluding Program directors from PCS Board meetings -- normal for program directors to be "ex-officio" members -- that is board members that have voice but no vote, in board deliberations. However, by excluding program directors from board meetings, they are not even given voice. In addition, program directors have not been allowed to read the minutes of these meetings, so they do not have any knowledge of what actions the voting board members may have taken regarding their programs.

The current board officers, especially the President have made decisions on behalf of the entire board without any record of the board's actual approval of that action. The controversy over the possibility of removing the gleaner program from PCS just last summer is only one example of this action.

According to the Guidelines for Non-profit Boards for the State of Oregon, Board members have a three main duties: 1. duty of care, includes the obligation to inquire into any problems that take place. The board has not made inquiries into the allegations of abuse by several volunteers by the president of the board.

The board also has the duty of loyalty. That, is, simply that all transactions between the non-profit and any individual board member should be avoided. However, if such transactions do take place, there must be a full discussion regarding the possibility of conflict of interest between the board member and the possible business advantage. At the very least, alternative bids should be obtained to insure that the service or product chosen is clearly in the best interest of the nonprofit. To avoid these problems, the board should have a clear written policy regarding conflict of interest. The current board of PCS does not have such a written policy, and has often made decisions that benefited a board member's business (or a friend's business) without a discussion of the conflict of interest, or without another bid from another service provider or company.

The third duty of nonprofit board members is the duty of obedience. This means that the board is to operate by its own bylaws and also follow the best practices of nonprofit boards. There are at least 4 current board members who are serving on the board long past the maximum term of service. In some sets of bylaws, this is 6 years; in others, it is 4 years. Either way, these officers and board members of Philomath Community Services are not fulfilling their duty of obedience. The current board president has served as president for almost 7 consecutive years. This is not obedience to the bylaws of the PCS.

Finally, both the Gleaners and the Food Bank have clear guidelines for appropriate behavior for volunteers and clients/participants. Food bank guidelines require simple courtesy and respect. Philomath Gleaners must not participate in any foul, disrespectful, or abusive language, rumors, gossip, complaining or negative interactions.... Any of these actions can result in immediate termination from all Linn Benton Food Share Gleaner programs." As volunteers and program directors of Philomath Community Services, we believe that all board members should be held to the same standard of basic decency and respect. In addition to the abuse and intimidation several have experienced from the current board president, in today's paper Jeff Lamb referred to our volunteers as children. That is much less than the respect our hard working volunteers deserve. We believe that rude and abusive behavior (or abrasive behavior) cannot be tolerated from anyone at Philomath Community Services.