

BYLAWS OF PHILOMATH COMMUNITY SERVICES

NAME OF CORPORATION: The registered name of this corporation shall be Philomath Community Services, Inc. (hereinafter referred to as corporation) and it shall also do business as Philomath Community Food Bank, June's Kid Klostet, Philomath Community Gleaners, Holiday Cheer, and Philomath Community Gardens.

ARTICLE 1: PURPOSE

1. This corporation shall be organized and operated exclusively for charitable purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any l a d l activities 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 1954 (or its corresponding future provisions).
2. This corporation's primary purpose shall be to provide a variety of appropriate social services to individuals and groups within west Benton County.
3. It is the policy of this corporation to offer Board membership, to make decisions, and to recruit, hire and promote employees without unlawful discrimination on the basis of race, religion, national origin, color, sex, age, marital status, sexual orientation, source of income, disability, or veteran or active military status. Our goal is to focus on qualifications and to avoid unlawful discrimination in decision-making, working conditions, physical facilities, and any terms and conditions of employment.

ARTICLE II: NONMEMBERSHIP

1. This corporation shall have no members.

ARTICLE III: BOARD OF DIRECTORS

1. Duties.
 - 1.1 The affairs of the corporation shall be managed by the Board of Directors.
 - 1.2. The Board of Directors maintains authority over the philosophy of the corporation's service delivery, its general direction of service delivery, its personnel policies and other corporation policies.
 - 1.3 The Board of directors retains the authority to choose, evaluate, and terminate all Program Directors.
 - 1.4. Except as otherwise specified in these bylaws or currently effective corporation policies, all other authority is delegated to the Program Directors, except hiring employees, which must be approved by the Board.

2. Number and Qualifications:

2.1 The number of Directors may vary between a minimum of seven and a maximum of thirteen. Members shall reside within, attend school within, or work within the service area of the corporation.

2.2. The voting members may be as follows but not limited to:

1. Member of the Philomath Rotary Club.
2. Member of the Philomath Lions Club.
3. Member representing the City of Philomath.
4. Member from among the clergy of Philomath area churches.
5. Member from the Philomath academic community.
6. Member from the Philomath Community Foundation.
7. Member to represent community events.
8. Member to represent Hispanic community.
9. Member at large elected by the Board.
10. Member at large elected by the Board.
11. Member at large elected by the Board.
12. Member at large elected by the Board.
13. Member at large elected by the Board.

Nominees need to be approved by a majority of the board.

Program Directors shall be ex officio, non voting members of the Board of Directors.

3. Term and Election.

3. 1. The term of office for Directors shall be two years. A Director may be reelected.

3.2. Board members designated as representatives of community groups shall be elected or appointed by such means as the providing organization shall deem appropriate.

3.3. Members at large shall be elected by a simple majority of the voting members of the Board of Directors at the last meeting preceding the expiration of the terms being filled. A Director shall not vote on that member's own position. Reasonable efforts shall be made to have Directors on the Board who represent the programs of Philomath Community Services.

4. Removal. Any Director may be removed, with or without cause, by a vote of two thirds of the Directors then in office. Failure to attend three regular Board meetings in a calendar year without notifying the President or the Secretary shall result in automatic removal of the Director.

5. Vacancies. Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors then on the Board of Directors ...

6. Quorum and Action. A quorum shall consist of at least one half of the current number of duly elected Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as provided otherwise by these bylaws.

7. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. These meetings must be held quarterly, but

may be held monthly when the business of the Corporation requires. No other notice of the date, time, place, or purpose of these meetings is required.

8. Special Meetings. Special meetings of the Board of the Directors shall be held at the discretion of the President or by agreement of any three Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally, or electronically or by mail not less than three days prior to the special meeting.

9. Meeting by Telecommunication. Any regular or special meeting of the Board of the Directors may be held by telephone or telecommunications in which all Directors participating may hear each other. It shall be the responsibility of each Board member to provide the Board secretary with a current email and/or text address for the purpose of electronic notification.

10. No Salary. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service

11. Action by Consent. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

12. Rules: Meetings of this Corporation will be conducted by a modified consensus format.

ARTICLE IV: COMMITTEES

1. Executive Committee. The Executive Committee shall consist of the four Officers listed in Article V section 1. and one Board member elected by the Board. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions within a budget approved by the Board. Minutes of any meeting shall be presented to the Board members by the next Board meeting.

2. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

3. Quorum and Action. A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

4. Ad Hoc Committees:

4.1 Ad Hoc committees may be established by the Board of Directors from time to time and perform such duties as prescribed by the Board.

4.2. A Chairperson for each Ad Hoc Committee will be appointed by the President and the membership for such time as necessary to complete the assignment of the Committee.

4.3. It shall be the duty of the Chairperson of Standing and Ad Hoc Committees to attend meetings of the Board of Directors and advise the Directors on affairs that relate to the work of their Committee.

5. Gleaning Program Advisory Committee. Participants in Philomath Community Gleaners will annually elect a seven member Advisory Committee that will establish, maintain, and carry out the operational policies of the Gleaning program according to currently accepted standards of the Oregon Food Bank. This committee will make recommendation and requests to the Board of Directors with regards to the operations of the Gleaning program. This committee does not have Board authority.

ARTICLE V: OFFICERS

1. Titles. The officers of this corporation shall be the President, Vice-President, Secretary, and Treasurer.

2. Election. The Board of Directors shall elect from their members all officers to serve one year terms at the regular November meeting of the Board. New officers will assume the office at the first meeting of the New Year.

3. Vacancy. A vacancy of the office of President or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

4. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

5. President. The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors except those of the Secretary.

6. Vice President. The Vice President shall perform the duties of the President in any circumstances wherein the President is unable to carry them out and when so acting shall have all the powers of and be subject to all the restrictions of the office of President. The Vice President shall perform other duties as from time to time may be assigned by the President.

7. Secretary. The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and Executive Committee meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation, (d) maintenance of records of service of Board members and officers, and (e) any other duties as may be prescribed by the Board of Directors.

8. Treasurer. The Treasurer shall have overall responsibility for corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping full and accurate

accounts of all financial records of the corporation; (b) deposit 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 of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

ARTICLE VI: CONTRACTS, GRANTS, CHECKS, DEPOSITS, FUNDS

1. Contracts and Grants: Only the Board of Directors may authorize any Officer or Program Director of the Corporation to enter into any contract, grant application, or to execute and deliver any instrument in the name of and the behalf of the Corporation, and such authority shall be confined to specific instances.
2. Checks, Drafts, Etc.: All checks drawn for under \$200 within an approved budget shall be signed by the Treasurer. All checks drawn for over that amount within an approved budget shall also be signed by another Officer. All checks drawn that will, with all previous checks, exceed a previously approved budget line must be approved in advance by the Executive Committee and signed by two current Officers.
3. Deposits: All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks or other financial institutions as the Board of Directors may select. Contributions and grants shall be acknowledged to the payer promptly with a receipt satisfactory to the standards of the Internal Revenue Service.

ARTICLE VII: CORPORATE INDEMNITY

1. This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

ARTICLE VIII: AMENDMENT TO BYLAWS

1. These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a two-thirds vote of directors present, if a quorum is present. Prior to the adoption of the amendment each Director shall be given at least thirty days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment

Date adopted November 21, 2011