

South Benton County Gleaners, Inc

650 Orchard Street, Monroe OR 97456

BY-LAWS of South Benton County Gleaners, INC

As amended on February 15, 2018

Article I. Name

The name of this Corporation is South Benton County Gleaners, Inc., Hereafter referred to as the (SBCG)

Article II. Principle Office

The registered office for the transaction of the business of this entity shall be located in the stated of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon. This entity may also have offices at more than one place in Oregon as the Board of Directors may determine and fix by resolution.

Article III. Purpose

South Benton County Gleaners shall be organized and operated exclusively for charitable purposes; subject to the following: limitations stated in the Articles of Incorporation, the purposes of this Corporation (hereafter known as: south Benton Country Gleaners or SBCG), shall be to engage in any lawful activities, none of which is 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 1954 (or its corresponding future provisions). South Benton County Gleaners shall hold its primary purposes to be: providing basic human needs in the form of: food, aid, wood gleaning, and assistance to low income, elderly and disabled persons in need, while increasing public awareness of Oregon's 501 (c)(3) charitable organizations and strengthening their leadership and organizational capacity.

Article IV. Members

Section 1. Classes of Membership.

South Benton County Gleaners shall have two classes of membership: Gleaner households and Adoptee households.

Section 2. Members

Are defined as Adult persons (over 18 years of age) living in South Benton County and surrounding areas, who can attend monthly meeting and put in at least 8 hours required voluntary hours per month.

Adoptees are defined as household where no adult member is either physically or mentally capable of performing the gleaning group hours of voluntary required service.

Adults are defined as those who have attained the age of 18 or are no longer eligible for high school. Additional consideration for adoptee status may be considered by the SBCG board.

a. All active members of South Benton County Gleaners shall meet the established criteria to be eligible as members (adoptees or volunteers). The Secretary shall have on file a completed application form for each member/family. This form must be signed and dated by the applicant. These forms shall be updated yearly, beginning on or about November 1st and completed by December 31st of the preceding year.

Termination of Membership.

a. Immediate Termination (as directed by these by-laws)

Any individual in a visible form of intoxication, on drugs, stealing, causing irreparable damage; verbal, physical or malicious actions to SBCG organization will be terminated. This is during any occasion we are gathering as the SBCG, whether it be: gleaning, food distribution, fund raisers meetings, etc. IN this we are following the parameters set by Linn-Benton County Food Share and the Oregon Food Bank.

b. Failure to comply with the required 8 volunteer hours per month.

Gleaners must refer to the membership form that they signed which indicated the number of required (8 hours) volunteer time, per month. SBCG provides many opportunities for members to comply with this requirement including: field and

wood gleans, food pick-up at area locations, distribution help, stocking shelves, computer entry, cleaning SBCG gleaning and numerous other opportunities. Members are asked to inquire as to how they might be able to meet their monthly hour requirement. Members are required to sign in and out (to verify their volunteer hours and attendance) at any occasion of the SBCG. The SBCG encourages communication from members to assist them to meet the required monthly hours. Failure to comply with this (8 hours per month) will impact their membership in the SBCG and membership will be terminated.

c. Termination by Board of Directors.

The Board shall give the member at least fifteen (15) days written notice by first class or certified mail of the termination and the reasons for the termination. The Board shall give the member an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination. The decision of the Board shall be final. Except as otherwise required by law or these bylaws, any voting right of a Member and any other rights conferred upon a Member shall cease immediately upon termination of such Member's membership in South Benton County Gleaners.

d. Failure to attend Monthly Meetings.

SBCG gleaners must attend at least 10 of 12 required monthly meetings. In unable to attend, a family member may stand in. Adoptees are exempt, but may attend monthly meetings.

Failure to comply with attendance of monthly meetings:

First time will result in verbal warning.

Second time will result in written notice of suspension.

Upon termination, you may not receive from any gleaning group for 60 days.

Section 3. Voting Rights

Members shall each be entitled to cast one (1) vote for or against the slate of Officers and Directors presented at South Benton County Gleaners Annual Meeting on or near July 1st. Members shall have other voting rights. There shall be no split voting or cumulative voting.

Section 4. Voting by Proxy and written ballots

Proxies. At the Annual Meeting or at a Special Meeting, a Member entitled to vote, may do so by proxy executed in writing and filed with the Secretary for that meeting. Criteria would be unable to travel or illness; anything other may be considered.

Written Ballots.

South Benton County Gleaners has made no provision, at this time, for the written ballot process.

Dues.

Dues are payable by the end of each calendar month beginning January 1st. Your ability to pay dues or give DONATIONS DOES NOT affect your ability to receive food. Monthly dues for individual or family are \$5.00, unless changed by a majority vote of the members at an annual meeting of the full membership.

Adoptees are exempt from paying dues.

Section 5. Meetings of the Membership.

a. Annual Meeting.

The Annual Meeting of South Benton County Gleaners shall be held at a time and place to be determined by the Board of Directors; most usually on or about July 1st. Most usually at the SBCG local distribution center at 650 Orchard Street, Monroe Oregon 97456.

b. Special Meetings.

Special meetings shall be held at the call of the Board of Directors; officers of SBCG or by a call of at least ten (10) percent of the Members of South Benton County Gleaners. Notice will be made by verifiable South demand will be made and notification made (3) days prior to the date of the meeting.

c. Notice of Meetings.

Notice of all special meetings of the Members shall be given to each member at the last address of record by first class mail at least seven (7) days before the meeting or by means other than first class mail at least 30 but not more than 60

days before the meeting. The notice shall include the date, time, place, and purpose of the meeting.

d. Monthly Meetings.

South Benton County Gleaners will be on the first Wednesday of each month at 6:00 p.m. usually and normally held at 668 Commercial St, Monroe OR 97456.

e. Business at meeting.

In order for the organization to conduct business a quorum is required. A quorum shall consist of two (2) officers, two (2) board members and 10% of the active membership.

f. Quorum and Voting.

For the election of Directors, one-tenth (1/10th) of the number of Members then in good standing and present in person or by proxy at any annual meeting shall constitute a quorum for the election of Officers and Directors. A majority vote of the Members represented and voting is the act of the Members, unless these Bylaws or the law provide differently. Alternatively, the election of Directors may be conducted by written ballot in such manner as the Board of Directors may by resolution determine.

Article V Board of Directors

Section 1. General Powers

The business and affairs of South Benton County Gleaners shall be conducted and governed by its Board of Directors.

Section 2. Number and Classes.

The number of directors of South Benton County Gleaners shall consist of no less than three (3) and no more than seven (7) directors. The Board shall have one class of directors: (1) directors that are representatives of Membership.

Section 3. Qualification.

Membership on the Board of Directors shall be open to all persons with a demonstrated commitment to advancing the interests of Oregon's nonprofit sector and specifically, South Benton County Gleaners, and will not be restricted on the basis of race, color, religion, age, national origin, gender, or sexual orientation.

Section 4. Nomination and Election.

The current Board of Directors shall be responsible for identifying prospective candidates for election to the Board of Directors and shall solicit nominations from Membership. No later than thirty (30) days before the Annual Meeting, the Board of Directors will review a slate of candidates composed of representatives or Members. There will be a list of candidates on the slate, the term for which each is nominated, and relevant biographical information about each candidate shall be available to the Members, along with the notice of the Annual Meeting.

Section 5. Terms.

The term of office of each director of South Benton County Gleaners elected at the Annual Meeting shall be one, two or three years. Directors may be elected to successive terms of office. A director may serve on the Board three consecutive terms unless otherwise voted and approved by the membership.

Section 6. Removal

Any director may be removed, with or without cause, by a vote of two thirds of the directors then in office.

Section 7. Vacancies.

Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the directors then in office at a regular or special meeting called for that purpose. The Board of Directors shall nominate the candidate for a vacant position. A successor director shall serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, shall be eligible for a one, two, or three-year term as recommended by the South Benton County Gleaners.

Section 8. Quorum and Action.

At any meeting of the Board of Directors a majority of the directors then in office shall constitute a quorum. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws. Where the law or these bylaws requires a majority vote of the directors in office, such action is taken by that majority as required.

Section 9. Proxies.

Proxy voting is a form of voting whereby some members may delegate their voting power to other members of the same body, to vote in their absence.

Section 10. Regular Meetings.

Regular meetings of the Board of Directors shall be held at a time and place as shall be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required.

Section 11. Special Meetings.

Special meetings of the Board may be called by the President of the Board, by any two members of the Executive Committee, or by written notice filed with the Secretary of the Board by one-third (1/3) of the directors then in office. Notice of special meetings of the Board of Directors shall be delivered to each director personally by telephone, or by mail or by electronic mail or by fax not less than two (2) business days prior to said special meeting.

Section 12. Alternative Meeting Venue.

Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all board members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 13. No Salary.

Directors shall not receive salaries for their board services but may be reimbursed for authorized expenses related to Board service.

Section 14. Action by Consent.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the directors.

Article VI: Committees Section.

Section 1. Standing Committees. There may be five standing committees of the Board of Directors: Executive, Governance, Finance, Public Policy/Marketing, and Audit. Standing committees shall be chaired by a director and shall have at least one additional director as a member.

a. Executive Committee.

The members of the Executive Committee shall be the President, the Vice-President, the Secretary, the Treasurer and the chairs of the standing committees. The Executive Committee shall have the power to exercise all of the powers of the Board between Board meetings, except, those powers specified in Section 7 below; shall cause strategic, long-range planning to be done; shall act as a Personnel Committee and Executive Compensation Committee as needed; and shall perform other duties as the Board of Directors may prescribe from time to time. Action may be taken by an affirmative vote of a majority of Committee members, provided quorum is present. Executive Committee actions shall be reported in full to the Board of Directors at its next regular meeting.

b. Governance Committee.

The Governance Committee *shall nominate new directors* to the Board, shall nominate existing directors for successive terms, shall nominate officers of the Board, shall annually assess Board performance and satisfaction, shall recommend action to address problems identified in the assessment, shall periodically review these bylaws and recommend amendments as needed, shall

ensure that future leadership of the Board is identified and cultivated, and shall perform other duties as the Board of Directors may prescribe from time to time. The President shall not be a member of the Governance Committee.

c. Finance Committee.

The Finance Committee shall recommend the annual budget to the Board of Directors for its approval, shall regularly review and assess South Benton County Gleaner's financial status and shall report on finances at all regular meetings of the Board and at other times as requested, shall recommend financial policies to the Board of Directors, shall review annually South Benton County Gleaners IRS 990 Form and recommend its acceptance by the Board, and shall perform other duties as the Board of Directors may prescribe from time to time. The Treasurer shall chair the Finance Committee.

d. Public Policy/Marketing Committee.

The Public Policy/Marketing Committee shall advise the Board of Directors in setting the public policy goals and objectives of South Benton County Gleaners. The Marketing committee develops the strategy used to promote the SBCG mission. Marketing strategies may also target potential volunteer workers to donate their time and skills on behalf of the organization. A basic marketing strategy works on three levels which involve: 1. finding potential patrons 2. obtaining donations and 3. developing a loyal patron following. Committees then target their marketing message to prompt potential patrons to donate. Follow-up will happen after each donation or participation. This may be in the form of a written acknowledgement. The last part of the marketing strategy works to keep existing patrons connected with SBCG mission and causes, which increases the likelihood that they will donate to future causes. The Committee shall perform other duties as the Board of Directors may prescribe from time to time.

e. Audit Committee.

The Audit Committee shall hire the auditor who performs the annual audit, shall receive copies of all correspondence related to the audit, shall advise the Board

on the auditor's findings and recommendations, shall recommend acceptance of the audit by the Board, and shall perform other duties as the Board of Directors may prescribe from time to time. The Finance Committee Chair/Treasurer shall not be a member of the Audit Committee.

Section 2. Other Committees.

The Board may designate additional standing, temporary, advisory, ad-hoc and support committees and may invest such committees with such powers and responsibilities as it sees fit. There may be: Fund-Raising Grant Writing, Newsletter, Steering Committee and such. All Committees shall report periodically to the Board of Directors and their plans may then be taken to the general membership meeting, with approval by the Board of Directors. They will not initiate any action on their own.

Section 3. Committee Chairs.

With the exception of the Finance Committee, the President shall appoint the chair of each committee.

Section 4. Committee Members.

In consultation with the committee chair, the President shall appoint the Board members of each committee. With the exception of the Executive Committee, committee chairs may recruit non-Board members to their committee's subject to the approval of the President and in line with SBCG goals.

Section 5. Terms.

The term of a committee chair and committee members shall be two years. Chairs and members may be appointed to successive terms. The President will appoint in such a manner that member terms will expire in alternate years.

Section 6., Quorum and Action.

A quorum at a meeting of a standing committee 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 those present.

Section 7. Limitations on the Powers of Committees.

No committee may authorize payment of a dividend or any part of the income or profit of South Benton County Gleaners to its directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws or any resolution by the Board of Directors.

Article VII. Officers

Section 1. Titles.

The officers of this Corporation shall consist of a President (may be referred to commonly as Coordinator), Vice-President or Co-coordinator, Treasurer, Secretary, and other such officers as the Board may appoint. All officers may be selected from the Board of Directors and may be members of the Board of Directors.

Section 2. Nomination and Election.

Officers shall be nominated by the confirmed membership and shall be elected or re-elected at the first Board meeting; following the Annual Meeting, by a majority vote of quorum of the Board.

Section 3. Terms.

Officers shall serve for a term of three years or until their successors are duly elected except that no officer shall be elected by the same office for more than three consecutive terms. Terms of officers will be staggered so that the ends of their terms will not coincide. We recognize the need to have officers serving at all times that have experienced the Board of Directors procedures. Terms of office begin immediately upon election.

Section 4. Vacancy.

A vacancy in any office shall be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported. The confirmed membership shall nominate the candidate for the vacancy.

Section 5. Other Officers.

The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as determined by the SBCG By-Laws and the Board of Directors.

Section 6. Removal.

Any person elected or appointed by the Board may be removed from office by a vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.

Section 7. President.

The President of the Board of Directors shall oversee the governance of the SBCG; shall preside at all meetings of the Board of Directors; shall appoint the chair of each committee except the Finance Committee and shall appoint each Board member to a committee; shall approve the appointment of any non-Board member to a committee; shall coordinate the Board's supervision, and evaluation of fellow Board Members. Shall counsel and advise and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any other powers and duties as may be prescribed from time to time by the Board of Directors. The President is an ex-officio member of all committees.

Section 8. Vice-President

In the absence of the President or in the event of her/his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President of the Board of Directors.

Section 9. Secretary.

The Secretary of the Board of Directors shall have overall responsibility for all record keeping of the Board and the general membership meetings. Under the direction and supervision of the President of the Board of Directors, the secretary shall perform, or cause to be performed, the following duties:

- (a) Official recording of the minutes of all proceedings of regular and special meetings of the Members of this Corporation;
- (b) Official recording of the minutes of all proceedings of the Board of Directors meetings and actions;
- (c) provision for notice of all regular and special meetings of Members of this Corporation and of regular and special meetings of the Board of Directors;
- (d) review revisions to the Articles of Incorporation as needed;
- (e) preside at meetings of the Board of Directors in the absence of the President and Vice-President;
- (f) retain all records relating to the hiring and performance review and termination of any Board of Directors member or members of the general membership.
- (g) Retain the Board Policy Manual and ensure that it is up to date; and
- (h) Any other duties as may be prescribed by the Board of Directors.

Section 10. Treasurer.

The Treasurer of South Benton County Gleaners shall have overall responsibility for all SBCG funds. The Treasurer shall perform, or cause to be performed, the following duties;

Note: Treasurers draft and present the annual budget to the board, prepare and present a treasurer's report at board meetings, check accounting work for errors and fraud, sign or approve checks and other payments, and sign the annual tax return for the organization, known as a Form 990. And understand that you might be personally liable for the damage done by fraud perpetuated by others if the IRs deems you and your board did not perform your fiduciary responsibility to exercise reasonable care of the organization's finances.

- (a) keeping of full and accurate accounts of all the financial records of the SBCG; and shall make available all financial records to the Board of

- Directors. All monies received and all monies expended shall be posted to the proper budget line item. The same for Grant monies and how they are to be expended. Any funds received as revenue shall be deposited that same day or the next banking day. The Treasurer will present a financial statement at the monthly membership meeting and to the Board of Directors.
- (b) The deposit of all monies and other valuable effects in the name and to the credit of South Benton County Gleaners in such depositories as may be designated by the Board of Directors.
 - (c) The disbursement of funds when proper to do so in accordance with and following SBCG Board of Directors directives and within the boundaries of a 501c(3). Any all accounting of any disbursements must be done in a manner so as to be above reproach and only by funds that have been deposited. The keeping of petty cash is to be no more than \$30.00 and in small denominations. There will be an accurate accounting of the petty cash monies to the Board of Directors and at the monthly SBCG meeting.
 - (d) making financial reports as to the financial condition of the South Benton County Gleaners and to the Board of Directors; and any other duties as may be prescribed by the Board of Directors.

Article VIII. Non-Discrimination Policy.

It shall be the operational policy of South Benton County Gleaners not to discriminate against any person on the basis of race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, or political belief. This policy includes, but is not exclusive of, hiring, firing, layoffs, promotions wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment, as well as non-discrimination in the providing of any services offered by South Benton County Gleaners.

Article IX, Amendment of By-Laws.

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by an affirmative vote of two-thirds of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least ten 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.

Original Bylaws adopted by the Board: April 1, 1977 Original Bylaws previously amended by the Board of Directors; May 13, 1977; August 12, 1999; June 10, 2003, February 17, 2009; June 21, 2010; September 20, 2010.

These Bylaws adopted as amended November 30, 2016, May 1, 2017, October 4, 2017, February 15, 2018, December 18, 2018.

Submitted by Judith L Jeremiah, Board of Directors at the direction of the Board.

Amendment for December 18, 2018 submitted by Angela Godwin, Board of Directors at the direction of the Board.

***SBCG is used in place of the full name/identity of the: South Benton County Gleaners**