

TOLEDO FOOD PANTRY BY LAWS

NAME OF CORPORATION: Toledo Food Share Pantry

ARTICLE 1.

This organization shall be organized and operated exclusively for charitable and educational purposes. The organization will not engage in any activity which constitutes "Unrelated Business Taxable Income."

The mission of the Toledo Food Share Pantry is to provide food assistance to those in need living in the Toledo/Elk City/Sawyers Landing areas. This organization's primary purpose shall be to provide strategic leadership to build an economically and environmentally sustainable local food system for the Toledo and surrounding area of Lincoln County, Oregon and to assure that all residents of this region have access to high quality, locally-produced, nourishing, affordable, and culturally diverse foods.

ARTICLE II: NONMEMBERSHIP

This organization shall have no members as members are defined by the Oregon Nonprofit Corporations Act.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties. The affairs of the organization shall be managed by the Board of Directors.

Section 2. Number. The number of Directors may vary between a minimum of five and a maximum of fifteen.

Section 3. Advisory Council. The Board may have ex-officio directors and advisors who do not have a vote.

Section 4. Term and Election. The term of office for Directors shall be two years, with one year appointments at the onset of the Board. Terms will be staggered. A Director may be reelected without limitation on the number of terms s/he may serve. The board shall elect its own members, except that a Director shall not vote on that member's own position.

Section 5. Removal. Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 6. 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.

Section 7. Quorum and Action. A quorum at a board meeting shall be a majority of the number 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. A quorum is not required to conduct a meeting of the Directors but no officially recognized motions can be made, seconded, or accepted. Where the law requires a majority vote of the directors in office to exercise Board functions, to amend the By-Laws, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters,

such action is taken by that majority as required by law.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 9. Special Meetings. Special meetings of the Board of the Directors 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 or by telephone or by mail (including email) not less than two days prior to the special meeting.

Section 10. Distance Meetings. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications during which all directors may hear or read each other's communications with prior notification .

Section 11. Compensation. No member of the Board of Directors shall receive compensation for their services thereon, except that reimbursement for expenses incurred may be authorized by the Board of Directors.

Section 12. 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, including an e-mail, setting forth the action to be taken or so taken, shall be signed, including an e-mail signature, by all the Directors. Board business conducted by email shall be copied and replied to all board members and recorded by the Secretary.

Section 13. Conflicts of Interest and Whistle blowing Policies. Directors shall disclose their personal interest when discussing any issue that may provide a conflict. A conflict of interest is a transaction with the organization in which money, property or other compensation is exchanged (except for donations to the organization) between the organization and a director, family member of a director or business or organization in which the director is an owner or employee. In the event of a conflict of interest between a director or directors and the organization, the Board shall follow the conflict of interest policy adopted by the board. Specifically, the board member who has the conflict shall excuse him or herself from voting on any issue when a conflict of interest exists. The Board shall also follow its whistle blowing policies for any unethical or illegal conduct which may be observed.

ARTICLE IV: COMMITTEES

Section 1. Executive Committee. The Executive Committee consists of the Chairperson, Vice Chairperson, Secretary, and the other Board members. The Executive Committee shall have the power to make administrative decisions between Board meetings, but strategic recommendations will be brought to the full Board. The Executive Committee is subject to Section 3 and Section 4 of this Article because it is a committee that exercises a function of the Board.

Section 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.

Section 3. Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of all Directors in office at that time.

Section 4. 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.

Section 5. Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporations 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 V: OFFICERS

Section 1. Titles. The officers of this organization shall be the Chairperson, Vice-Chairperson, and Secretary. Should the Chairperson's position become vacant before the term of the position is up, the Vice-Chairperson will automatically assume the position of Chairperson. Should the Chairperson and Vice-Chairperson positions become vacant, a special election to elect a new Chairperson shall be held. The special election is to be held at the next regularly scheduled board meeting where a quorum of board members are present. .

Section 2. Election. The Board of Directors shall elect the Chairperson, Vice-Chairperson, Secretary to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Vacancy. A vacancy of the office of Chairperson, Vice-Chairperson, Secretary and Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 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.

Section 5. The Board shall have the authority to appoint or hire such staff as it deems necessary to execute its mission.

Section 6. Chairperson. The Chairperson shall be the chief officer of the organization and shall act as the Chair of the Board. The Chairperson shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 7. Vice-Chairperson. The Vice-Chairperson shall assume the duties of the Chairperson in the absence of the Chairperson. The Vice-Chairperson is responsible for coordination of all committee activities and reports.

Section 8. Secretary. The Secretary shall have overall responsibility for all record keeping and

all organizational records. 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 meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the organization; (d) any other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be appointed by the board and shall have overall responsibility for (a) keeping of full and accurate accounts of all financial records of the organization; (b) deposit of all monies and other valuable effects in the name and to the credit of the organization 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 organization to the Board of Directors; (e) assuring that annual reports are reviewed by the Board and filed with the appropriate governmental agencies and (f) any other duties as may be prescribed by the Board of Directors.

Section 10 Expenditures. The Pantry Manager and staff shall be authorized expenditures of \$2,000 per month to operate the food pantry and maintain equipment.

ARTICLE VI: CORPORATE INDEMNITY

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to the board members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set in the purpose clause hereof. No substantial part of the activities of the organization shall be the carry on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

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

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

Amended by the board of directors at their board meeting 7/11/13.

(signature of board officer)

(date)