

BYLAWS OF MARION-POLK FOOD SHARE

(Revised April 28, 2016)

The name of this corporation shall be MARION-POLK FOOD SHARE.

ARTICLE I

PURPOSE

1.1 Purpose

The purpose of this CORPORATION is as follows:

- (a) To feed the hungry by collecting and distributing food throughout Marion and Polk counties and by addressing the root causes of hunger
- (b) To foster hunger awareness and increase community involvement in the solution to hunger

This CORPORATION is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) and 509(a)(1) of the Internal Revenue Code.

ARTICLE II

NONMEMBERSHIP

2.1 Nonmembership

The CORPORATION shall have no "members" as that term is used in Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

ARTICLE III

BOARD OF DIRECTORS

3.1 General Powers

The affairs of this CORPORATION shall be managed by the Board of Directors. It shall employ a chief executive officer upon the recommendation of the Executive Committee of the Board.

3.2 Number

The number of Directors shall be at least nine (9), but not more than twenty-five (25) members.

3.3 Board Terms, Term Limits, and Elections

- (a) Board Terms: The term of office of Directors shall be one, two, or three years.
- (b) Term Limits: A Director may be re-elected without limitation on the number of terms he or she may serve.
- (c) Board Elections: The Board shall elect its own members, except a Director seeking re-election may not vote on their own position.

3.4 Resignation or Removal

Any member of the Board may resign by submitting his or her resignation in writing to the Board. Any Director may be removed with or without cause by a vote of two-thirds of the Directors then in office.

3.5 Vacancies

Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors currently in office.

3.6 Quorum

A majority of the members of the Board currently in office shall constitute a quorum at any meeting of the Board. If the quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, 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.

3.7 Regular Meetings

Regular meetings of the Board shall be held 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, except as otherwise provided in these Bylaws.

3.8 Special Meetings

Special meetings of the Board 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, e-mail or by traditional mail not less than two (2) days prior to the special meeting. Written notice must be mailed postpaid and correctly addressed to the Director at the address shown in corporate records.

3.9 Meetings by Telecommunication or Computer

Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Directors 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.

3.10 Action by Consent

Any action required or permitted by law to be taken at a meeting of the Board 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 Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

Article IV Committees

4.1 Executive Committee

The Board of Directors may establish an Executive Committee. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions. All board actions taken by the Executive Committee will be reported to the board as soon as reasonably possible.

4.2 Other Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors only when explicitly authorized by a vote of the Board at a Board meeting. When committees are not exercising the authority of the Board, the committee is serving in an advisory role providing perspective and recommendations to staff or the Board as a whole.

4.3 Composition of Committees Exercising Board Functions

Any committee that exercises any authority of the Board of Directors shall be composed of at least two (2) Directors designated by a majority vote of all Directors in office at that time.

4.4 Quorum and Action

A quorum at a Committee meeting exercising Board authority shall be a majority of all committee member Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

4.5 Limitations on the Authority of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the CORPORATION to its Director or officers; may approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the CORPORATION's 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 of Incorporation, Bylaws, or any resolution by the Board of Directors.

ARTICLE V

OFFICERS

5.1 Titles

The Officers of the Board of Directors shall be Chair, Administrative Vice-Chair, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined in one person as Secretary-Treasurer.

The Officers of the Board of Directors shall serve as models to the entire Board in fulfilling the *Board Roles & Expectations*. (See *BPM*)

5.2 Election

The Board of Directors shall elect the officers. The officers of the Board shall be elected to serve a one (1) year term. An officer may be reelected without limitation on the number of terms he or she may serve. (See *BPM*)

5.3 Vacancy

A vacancy in any office shall be filled for the remainder of the term no later than the first regular meeting of the Board of Directors following the vacancy.

5.4 Other Officers

The Board of Directors may elect or appoint other officers, as it deems necessary and desirable.

5.5 Board Chair

The Board Chair shall be an ex-officio member of all committees. The Chair as necessary shall appoint members to standing committees and other committees established by the Board, and shall perform such other duties as the Board may from time to time authorize. (See *BPM*)

5.6 Administrative Vice-Chair

The Administrative Vice-Chair shall, in the absence of the Chair, act as the Chair and in general shall perform all of the duties incident to the office of Vice-Chair as designated by the Board. (See *BPM*)

5.7 Secretary

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties:

- (d) Official recording of the minutes of all proceedings of the Board of Directors meetings and actions
- (e) Provision of notice for all meetings of the Board of Directors
- (f) Authentication of all records of the CORPORATION
- (g) Any other duties as may prescribed by the Board of Directors

5.8 Treasurer

The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- (a) Maintenance of full and accurate accounts of all financial records of the CORPORATION
- (b) Deposit of all monies and other valuable effects in the name and to the credit of the CORPORATION in such depositories as may designated by the Board of Directors
- (c) Disbursement of all funds when proper to do so
- (d) Presentation of financial reports as to the financial condition of the CORPORATION to the Board of Directors
- (e) Any other duties as may be prescribed by the Board of Directors

ARTICLE VI
CHIEF EXECUTIVE OFFICER

6.1 Appointment

The Board of Directors shall, by a majority vote of all Directors currently in office, appoint a President to serve as the Chief Executive Officer of the CORPORATION.

6.2 Duties

The President shall serve as the Chief Executive Officer in managing the business and operations of the CORPORATION. The Chief Executive Officer shall be a non-voting ex-officio member of all committees. The duties of the Chief Executive Officer include, without limitation, the preparation and execution of the budget, ensuring that accurate books of accounts of the CORPORATION's business are maintained and reported to the Board, and shall carry out the resolutions and orders of the Board of Directors, and execute contracts and agreements. The Board shall review the performance of the President annually and shall provide such performance review to the President. Compensation of the President is proposed by the Executive Committee of the Board and approved by a vote of the full board. (See *BPM*)

6.3 Removal

The President shall be subject to removal by majority vote of all of the Directors currently in office.

ARTICLE VII
INDEMNITY OF DIRECTORS AND OFFICERS

7.1 Indemnity

The CORPORATION will indemnify to the fullest extent not prohibited by Oregon law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the CORPORATION or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the CORPORATION. No amendment to this Article that limits the CORPORATION's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The CORPORATION shall interpret this indemnification provision to extend to all the persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

ARTICLE VIII
AMENDMENTS

8.1 Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be 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 ten (10) 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.

ARTICLE IX
DISSOLUTION

9.1 Action of Directors

The CORPORATION may be dissolved by action of the Board of Directors at a meeting called for such purpose, provided that written notice of the proposed dissolution is given in the meeting notice. A resolution to dissolve must be approved by an affirmative vote of two-thirds of all the Directors currently in office.

9.2 Plan of Distribution

In the event a resolution to dissolve is approved, a plan of distribution of assets shall be prepared. Such plan shall provide for full compliance with all applicable laws.

9.3 Articles of Dissolution

Following the transfer of corporation assets, the Chair or Vice Chair and Secretary shall file Articles of Dissolution in such form required by the Oregon Corporation Commissioner.

Bylaws revised and adopted April 28, 2016.

Board Chairperson _____ President _____
Alex Beamer Rick Gaupo