

BYLAWS OF FRIENDS OF THE UNSHELTERED

An Oregon Nonprofit Public Benefit Corporation
(the “Corporation”)
As Created November 13, 2019
(the “Bylaws”)

Article I. Purposes.

The principal purpose of this Corporation is to advance the interests and promote the welfare of the economically disenfranchised and homeless people in Clatsop County by offering a welcoming environment to provide respite, nutrition, opportunity, and support. Further, **the Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.**

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Laws for charitable purposes. Board Members, Directors and Officers of the Corporation shall be accepted and chosen without discrimination on the basis of race, religion, national origin, ethnicity, gender or gender identification, sexual orientation, physical challenges, or age.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its 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 purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, 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, or the 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 the corresponding section of any future federal tax code.

Article II: Name, Offices, and Area Served

Section 1. The name of the corporation shall be **Friends of the Unsheltered**, as registered with the Corporate Division in the Office of the Secretary of State, State of Oregon.

Section 2. The principal office of the Corporation for the transaction of its business is 357 Commercial Street Astoria, Oregon 97301, (916) 307-9790 or (916) 662-4501. The area served shall be Clatsop County, Oregon.

Section 3. The Board of Directors as identified in Article V, may at any time establish branch or subordinate offices at any place or places within or outside the State of Oregon where the Corporation is qualified to do business.

Article III: Composition of the Board of Directors

Section 1. The Board of Directors shall be responsible for the governance of **Friends of the Unsheltered**. The board shall consist of not less than three (3) directors nor more than fifteen (15) directors.

Section 2. The Advisory Board shall be responsible for giving non-binding advice to and supporting of the mission and vision of **Friends of the Unsheltered**. This is an informal, non-voting board, with no requirements to attend the Board of Directors meetings.

Article IV: Meetings of Board of Directors

Section 1. A new board member shall be elected by the sitting board after review and recommendation.

Section 2. Regular meetings of the Board of Directors shall be held a minimum of quarterly (including the Annual Meeting), or according to the schedule determined by the board.

Section 3. Special meetings of the Board of Directors may be called by the Chairperson or the Vice Chairperson or upon written request of a minimum of four (4) members of the Board.

Section 4. Notice of any and all meetings of the Board of Directors shall be given by mail, electronic communication, or telephone with a minimum of 7 days notice.

Section 5. At all meetings of the Board of Directors a majority of members present shall be considered a quorum as long as the proper notice was given for the meeting. The act of a majority of the board present at any meeting at which there is a quorum shall be the act of the board.

Section 6. All **Friends of the Unsheltered** powers are subject to the Bylaws, and other policies and procedures of **Friends of the Unsheltered**.

Article V: Board of Directors

Section 1. Members of the Board of Directors shall receive no compensation for their service and duties as directors. The term compensation as used in these Bylaws does not include reimbursement of out-of-pocket expenses incurred in connection with **Friends of the Unsheltered** business.

Section 2. Any action by the Board of Directors may be taken without a meeting if a majority of the members of the board consent to such action in writing. Such consent as may be made on an interim basis shall be referred to the full Board of Directors for ratification in a meeting or by (e)mail vote.

Section 3. Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be two years. The Board shall make provisions to stagger

the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire. A Director may be re-elected without limitation on the number of terms she or he may serve. The Board shall elect its own members, except that a Director may not vote on that member's own position.

Section 4. Board members should abstain from voting on matters of business which may have a direct effect on their business interests. A board member should not serve as chair of a committee if such position presents a conflict of interest with his or her business interests.

Section 5. For purposes of these Bylaws the operational year of the Corporation is defined as beginning on January 1 and ending December 31. The fiscal year shall be as determined by the Board of Directors.

Section 6. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 7. The Board may authorize any officer or officers, agent or agents, to enter into any lease agreement or execute and deliver a lease in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 8. The Board may authorize any officer or officers, agent or agents to negotiate loans. No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Article VI: Nominating and Election Procedures for Members of Board of Directors

Section 1. The Board shall adopt policies that provide procedures for the nomination and selection of Board members.

Article VII: Indemnification of Directors

Section 1. Allowable indemnification:

Section 1.1: Subject to any provision in the Articles of Incorporation, the Corporation may indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation against reasonable expenses actually incurred by the director in connection with the proceeding.

Section 1.2: Subject to any provision in the Articles of Incorporation, and subject to Article VII, Section 2 below, the Corporation may, but is not required to, indemnify up to the fullest extent not prohibited by law, any person who is made or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise.

Section 1.3: Prior to authorizing any indemnification under this Article, the Board must determine (a) that the conduct of the director being indemnified was in good faith, (b) that the director reasonably believed that the director's conduct was in or at least not opposed to, the best interest of the Corporation, and (c) in the case of any criminal proceeding, the director had no reasonable cause to believe the conduct of the director was unlawful. Indemnification under this Article 7 Section 1.3 is limited to reasonable expenses incurred in connection with the proceeding.

Section 1.4: This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of Directors, officers, employees, agents and fiduciaries included in any statute, bylaw, agreement, general or specific action of the Board or other document or arrangement, except that such person shall not apply for court-ordered indemnification.

Section 2 Prohibited Indemnification: Subject to any provision in the Articles of Incorporation, the Corporation shall not indemnify a director in connection with (a) a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation, or (b) any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that personal benefit was improperly received by the director. Notwithstanding any other provision of this Article, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3).

Section 3. Advance for Expenses: The Board by resolution may direct the Corporation to pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition, provided the director complies with the requirements of ORS 65.397.

Article VIII: Officers: Duties, Qualifications, Terms of Office, Elections and Removal

Section 1. President

a. The President shall be Chairperson of the Board of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all committees deemed necessary to assist the Board with its work. The President shall have the general powers and duties usually vested in the chairperson of the board of directors of a non-profit corporation, and shall have such other power and duties as may be prescribed by the Board of Directors or the Bylaws.

b. The term of the President is two years. A person shall not serve for two terms consecutively as President.

c. In the absence or disability of the President, the Vice President shall perform all the duties of the President (except as provided for in Article VIII, Section 1, a.), and when so acting shall have the powers of or be subject to all restrictions upon the President. In the case of a vacancy in the office of the President, the Vice President shall perform the duties of President until the Board of Directors has elected a successor to the office of President.

Section 2. Vice President

a. The term of office of Vice President shall be one (1) year. There shall be no limitation upon the number of consecutive or total terms any person may serve as Vice President.

b. In the case of a vacancy in the office of Vice President, the President shall appoint a Director to perform the duties of that office until the Board of Directors has elected a successor to the office of Vice President.

Section 3. Secretary

The Secretary shall keep minutes of all meetings of the Board of Directors, of the membership, and of the Executive Committee. The Secretary shall have custody of the seal of corporation, and of such other books and records of the corporation as the Board of Directors may provide. The Secretary shall perform the duties and functions customarily performed by the secretary of a corporation together with such other duties as the Board of Directors may prescribe.

Section 4. Treasurer

The Treasurer shall oversee the corporate funds and securities, the full and accurate accounts of all receipts and disbursements in books belonging to the corporation, and the deposit of all monies and other valuable effects in the name of the and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall oversee the disbursement of the funds of the corporation as may be ordered by the Board of Directors, the proper vouchers for such disbursements, and the accounting of all transactions as Treasurer and of the financial condition of the corporation, whenever called upon to do so.

Section 5. Whenever a vacancy shall exist in the position of Officer because of death, resignation, removal, disqualification or any other cause, the position shall be filled in the manner prescribed in these Bylaws for normal selection to that office (i.e., election or appointment). In the case of a position that would normally be filled by an election, the President shall nominate an eligible member to fill the remainder of the term of such vacant position, and bring the nomination before the Board at its next scheduled meeting, or a special meeting called for this purpose. The Board would be given the opportunity to nominate other eligible members from the floor and a vote would be taken.

Section 6. An Officer may be removed, with or without notice, and with or without cause, by a two-thirds majority of Voting Directors and Officers of the Board, at any regular or special meeting thereof. An Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of that notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Article IX: Committees

Section 1. The Board shall appoint such other committees as deemed necessary to assist the Board with its work and shall designate a chair for each committee. Any committee so appointed shall only have the authority of the Board of Directors as delegated to it, except that no committee, regardless of Board resolution, may:

- (a) fill vacancies on the Board or in any committee which has the authority of the Board;
- (b) end or repeal the Bylaws or adopt new Bylaws;
- (c) amend or repeal any resolution of the Board which by its express terms is not so amendable or able to be repealed;
- (d) appoint any other committees of the Board; or

- (e) approve any contract or transaction between the Corporation and one or more of its directors, or between the Corporation and an entity in which one or more of the directors has a material financial interest.

Section 2. There shall be an Executive Committee which shall consist of the Chairperson, Vice Chairperson, Treasurer, and Secretary.

Section 3. 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. The Executive Committee is required to give written notification of any decisions made, as soon as possible, and no later than the next regular meeting of the Board of Directors.

Article X: Funds

Section 1. The Board of Directors shall establish funds for the recording of transactions of the Corporation including but not limited to the following:

- a. A General Fund which shall be credited with revenues and proceeds, and shall be charged with expenditures for the general purposes of the Corporation, and
- b. An Interest Bearing or Investment Fund also known as a Reserve Fund, the principal thereof to be maintained by this Corporation in perpetuity unless otherwise specified by the Board of Directors or transferred pursuant to a Majority Vote of the Board of Directors. All or any portion of current income and capital appreciation (both realized and unrealized) may, at the direction of the Board of Directors, be added to the principal of the Fund. All or any portion of current income, capital appreciation (both realized and unrealized) and principal of the Fund may, at the discretion of the Board of Directors, be transferred to the General Fund.

Article XI: Nonprofit Status

Section 1. This Corporation is a nonprofit corporation organized under the Corporations Code of the State of Oregon, and it does not contemplate, nor shall it have the power, to distribute gains, profits or dividends to the Directors, Designated Directors, Officers or members of the Corporation. No part of any net earnings of the Corporation shall inure to the benefit of any Director, Designated Director, Officer or member of the Corporation or to any individual, and no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Section 2. The property of the Corporation is irrevocably dedicated to the purposes specified in the Restated Articles of Incorporation and upon dissolution, liquidation or merger of the Corporation shall be distributed by the Board of Directors in its sole discretion, to a successor or merged corporation for the purposes set forth in said Articles, providing that at such time such corporation receiving such distribution is exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1954, as amended. **Upon the dissolution of this 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 a public purpose.** In no event may the net assets be distributed to inure directly or indirectly to the benefit of any member, Director, Designated Director,

Officer, or private individual, or to any corporation, trust, association or organization whose activities consist in substantial part of carrying on propaganda or otherwise attempting to influence legislation.

Article XII: Records, Reports and Inspection Rights

Section 1. A copy of the Articles of Incorporation and the Bylaws of the Corporation shall be kept at the principal office of the Corporation, and shall be available electronically upon request.

Section 2. Accounting books, records and minutes of meetings of the members of the Board of Directors and of committees of the Board of Directors shall be kept at the principal office of the Corporation.

Section 3. The Board of Directors shall cause an annual report to be created as an official publication of the Corporation as soon as practicable but not later than 180 days after the close of the Corporation's fiscal year. Such report shall contain:

- a. the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- b. the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

Article XIII: Amendments

Section 1. Subject to the rights of the Board of Directors to adopt, amend or repeal these Bylaws and subject to the provisions of the Oregon Corporations Code, these Bylaws may be amended or repealed or new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) or three (3), whichever is greater, of the Directors present at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, or at any special meeting thereof called for that purpose; provided, however, that the proposed amendment shall have been filed with the Secretary-Treasurer at least thirty (30) days and not more than ninety (90) days prior to the meeting, and copies thereof shall have been mailed or transmitted electronically at least ten (10) days prior to the meeting to all members of the Board of Directors at their last known post office addresses or e-mail addresses as shown by the records of the Corporation.

Section 2. A Bylaw fixing or changing the number of Directors or the number of Officers may not be adopted, amended or repealed without the vote or written assent of Eighty Percent (80%) of the Board of Directors of the Corporation at which a quorum is present. In case any proposed amendment is to be voted on at a meeting of the members, copies of such amendment shall be mailed to all within 10 days of the notice of such meeting.

Article XIV: Operational Year

For purposes of these Bylaws the operational year of the Corporation is defined as beginning on January 1 and ending December 31. The fiscal year shall be as determined by the Board of Directors.

Article XV. Board business and other portions of meetings

Section 1. Board business and other portions of meetings specifically identified by the President of the Board of Directors shall be conducted pursuant to the provisions of Robert's Rules of Order. The Board shall adopt a preferred version which shall be made available to members of the Board of Directors. Meetings of the Board may be held at any place within the State of Oregon that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal or registered office of the Corporation.

Section 2. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in such meeting can hear one another or communicate with one another contemporaneously. All such Directors shall be deemed to be physically present at such meeting. In order to constitute a duly held meeting, any telephonic or electronic meeting must comply with the general requirements for Board meetings stated in these Bylaws, including notice to directors and a presence of a quorum.

Article XVI. Employees

Section 1. Executive Director: The Board of Directors will hire, as needed, an Executive Director to administer actions taken by the Board of Directors. Subject to the direction and policies established by the Board of Directors, the Executive Director shall direct the daily operations, business, and affairs of the Corporation.

Section 2. Other Employees: The Board of Directors may establish other positions of employment as it deems desirable and shall fix the salaries for such positions. The Executive Director shall supervise such other employees.

Richard D. Bowers
Signature

11/13/2019
Date

Richard D. Bowers

Secretary