

## **South Lincoln Resources Bylaws**

### **ARTICLE I – NAME**

The name of this organization shall be South Lincoln Resources (SLR).

### **ARTICLE II -PURPOSE**

South Lincoln Resources is an organization of the religious and civic bodies of South Lincoln County and other interested individuals who have come together to assess the social and charitable needs of the residents of the area and to provide for those needs as far as their resources permit by planning and working together in a coordinated fashion. Activities include but are not limited to:

- A. Providing holiday baskets of food to the needy
- B. Collecting, storing and distributing furniture, appliances and household goods for the needy in the area
- C. Collecting, storing and distributing medical equipment for the needy in the area
- D. Working together with other community service organizations assisting the needy
- E. Provide management of the voucher program funds on behalf of the local churches that are participating in that program.

The Community service area of South Lincoln Resources shall generally be Yachats, Waldport, Seal Rock, Tidewater, Five Rivers and Ten Mile in Lincoln County, Oregon.

### **ARTICLE III – BOARD OF DIRECTORS**

#### **Section 1 - Board of Directors**

The Board of Directors of South Lincoln Resources is comprised of official representatives of churches or other agencies and those individuals who donate their services and support.

#### **Section 2 – Final Authority and Voting**

The governing authority of the organization is the Board of Directors. A simple majority vote of directors present shall rule in all matters except amendments to the bylaws.

### **ARTICLE IV – EXECUTIVE COMMITTEE AND OFFICERS**

#### **Section 1 - Executive Committee**

The executive committee shall include the president, past president, vice-president, secretary, treasurer, and two directors. The executive committee may act on behalf of the Board of Directors, as needed between meetings, but shall be accountable to Board of Directors for its actions.

#### **Section 2 – Election and Terms of Office**

The Executive Committee shall be elected at the January Meeting and shall serve for a term of one year beginning the first day of February. When necessary, one officer shall be authorized to combine two jobs i.e. President/Treasurer, Secretary/Treasurer. Members of the same family may be elected to serve on the Executive Committee, when other candidates are not available.

#### **Section 3 – President**

The president is responsible for the management of South Lincoln Resources including presiding at all meetings, making sure that the will of the Board of Directors is honored, and representing the Board of Directors in the community. The president is an ex-officio member of all committees and may delegate to other officers such duties as deemed necessary for the effective operation of the organization.

#### **Section 4 - Vice President**

In the absence of the president, the vice-president performs the duties of the president.

### **Section 5 – Secretary**

The secretary keeps the minutes of the meetings, takes the roll call, presents the minutes, notifies committees of their appointments and charges, takes charge of all committee reports submitted and all other documents when required, maintains a list of all officers and committees, and conducts business correspondence as directed. The secretary shall keep a current list of the Board of Directors, addresses and phone numbers.

In the absence of the president and vice president, the secretary shall conduct meetings except that no committees shall be acted upon at that meeting.

At the request of the secretary, the president may appoint a Recording Secretary to function in the absence of the elected secretary. The president may appoint a Corresponding Secretary when needed.

### **Section 6 – Treasurer**

The treasurer is responsible for safeguarding all funds, deposits donations in the appropriate account, makes disbursements, keeps financial records, and provides monthly financial reports.

### **Section 7 - Compensation**

No officers or directors shall receive compensation for their services, except that reasonable reimbursement of expenses incurred on behalf of South Lincoln Resources or in the performing of services for the organization may be approved.

### **Section 8 – Removal of a Director**

A director may be removed from voting status, for cause, by a majority vote of the remaining Board of Directors in attendance at any monthly meeting or special meeting called for that purpose.

### **Section 9 – Indemnification**

The Executive Committee of South Lincoln Resources shall authorize the payment of expenses incurred by, or satisfy a judgment or fine rendered or levied against, a present or former officer of South Lincoln Resources, or the estate, executor, administrator, heirs, legatees, or devisees of such person (whether or not South Lincoln Resources is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while an officer, or by South Lincoln Resources, or by both, or may reimburse such person for amounts paid and expenses reasonably incurred in settling any such action or threatened action; provided the Executive Committee determines in good faith that such officer was acting in good faith within what he/she reasonably believed to be the scope of his/her authority and for the purpose which he/she reasonably believed to be in the best interest of South Lincoln Resources or its Board of Directors.

The Executive Committee may, in its sole discretion, authorize the payment of expenses incurred by, or satisfy a judgment or fine rendered or levied against, a present or former director of South Lincoln Resources, or the estate, executor, administrator, heirs, legatees, or devisees of such person (whether or not South Lincoln Resources is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director or by South Lincoln Resources, or by both, or may reimburse such person for amounts paid and expenses reasonably incurred in settling any such action or threatened action; provided the Executive Committee determines in good faith that such director was acting in good faith within what he/she reasonably believed to be the scope of his/her involvement or authority and for the purpose which he/she reasonably believed to be in the best interest of South Lincoln Resources or its Board of Directors.

## **ARTICLE V – FINANCES**

No accounts shall be opened or closed without approval of the Board of Directors. All funds received shall be deposited into either the general fund or voucher fund as directed. The organization shall not keep a petty cash fund.

All disbursements shall be by check signed by two officers. Except by approval of the Board of Directors, the two signatures shall not be from the same family.

### **Section 1 - General Fund**

Revenue shall be primarily derived from contributions and the donation of goods and materials for distribution to the needy. No part of the income shall inure to the benefit of any individual director.

The Executive Committee shall accept on behalf of the Board of Directors any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the organization. Any gift which shall impose upon the organization a special trust not contemplated by the purposes of the organization shall be accepted by the organization only after approval of the Board of Directors.

All money donated or paid to South Lincoln Resources shall be placed in the General Operating Fund unless specifically designated otherwise. Funds remaining and not allocated at the end of the current fiscal year may be carried forward or placed in a reserve account.

### **Section 2 - Voucher Fund**

All money donated, granted or paid specifically for the Voucher Program shall be placed in the Voucher Fund. South Lincoln Resources manages and administers this account on behalf of the local churches participating in the program. Funds remaining and not allocated at the end of the fiscal year shall be carried forward or placed in reserve account.

### **Section 3 - Reserve Accounts**

A reserve account for the General Fund shall be used to support the purposes of the organization or for special community needs as directed by Board of Directors and/or for emergency/disaster events affecting the community.

A reserve account for the Voucher Fund shall only be used to support the purposes of the Voucher Program.

### **Section 4 - Disbursements**

All normal and ordinary expenses of South Lincoln Resources shall be authorized without prior approval of the Board of Directors and paid from the General Fund. The Board of Directors or the Executive Committee must approve any unusual expenses that may arise.

All normal and ordinary expenses related to the Voucher Fund shall be paid in accordance with the most recent Guidelines established by the participating churches without prior approval. Any unusual expenses that may arise must be approved by the participating churches.

### **Section 5 - Fiscal Year**

The fiscal year shall be January 1 through December 31.

### **Section 6 - Annual Audit**

The accounts of South Lincoln Resources shall be audited annually by an Audit Committee or a Certified Public Accountant within 30 days following the close of the fiscal year. The Audit Report shall be presented to the Board of Directors at the February meeting either by the chair of the Audit Committee or by the Treasurer if the report is completed by a Certified Public Accountant.

## **ARTICLE VI - VACANCIES**

### **Section 1 - Vacancies in Office**

A vacancy in the office of president shall be filled by the vice-president. Vacancies in the other executive committee positions shall be filled by election at the next regular meeting. Those so elected, shall serve only until the next regular election.

### **Section 2 - Removal from Office**

Any officer absent for three successive regular meetings, without notification, shall be considered to have resigned and shall be so notified by the secretary. Any officer may be removed from office by a majority vote of the Board of Directors at a special meeting called for that purpose.

## **ARTICLE VII - MEETINGS**

Regular meetings of the organization shall be scheduled during the first week of each month, except during June, July and August. Special meetings may be called by the president at any time. At the request of at

least three directors, the president can be required to call a special meeting. Notice of such special meeting and the purpose thereof shall be given to all directors at least forty-eight hours prior to the meeting.

Robert's Rules of Order (Revised) shall govern in all cases except where they are in conflict with the bylaws of the organization.

## **ARTICLE VIII – COMMITTEES**

Standing committees shall be Furniture Committee and Medical Equipment Committee. In addition, temporary appointment of a Nominating Committee, Audit Committee or other special committees may be established as needed.

### **Section 1- Furniture Committee**

The chair of the furniture storage program shall keep a running log of furniture received, the donor, and furniture dispersed and the recipient. He/She shall make a monthly report to Board of Directors at the general monthly meetings and present an annual tally at the January meeting.

### **Section 2– Medical Equipment Committee**

The chair of the medical equipment program shall keep a running log of equipment received, the donor, and equipment dispersed and the recipient. He/She shall make timely reports to Board of Directors at the general monthly meetings and present an annual tally and inventory at the January meeting.

### **Section 3–Holiday Food Baskets Committee**

The Holiday Food Baskets Committee will be established each September for collecting donated food items, establishing a menu, and other activities outlined in the Holiday Food Program Guidelines. Food Baskets are distributed prior to Thanksgiving and Christmas to applicants in coordination with the Children's Gift Program at Washington Federal.

### **Section 4 - Nominating Committee**

Shall consist of three directors appointed by the president at the October meeting, and shall be authorized to solicit candidates and confirm willingness to serve for all officer and positions on the Executive Committee. The nominating committee shall present the slate of candidates to the Board of Directors for approval at the January meeting.

### **Section 5 - Audit Committee**

The Audit Committee shall consist of three directors appointed by the president in November. The audit report shall be completed and presented at the February meeting. In lieu of an Audit Committee, a Certified Public Accountant may be selected to prepare an annual audit report of all accounts

### **Section 6 – Other Temporary Committees**

Other standing and special committees shall be appointed by the president as the Board of Directors may direct. The president shall assign to each committee its chairperson, its charge and its duties.

## **ARTICLE IX - AMENDMENTS**

Amendments may be made to the bylaws by a two-thirds vote of the Board of Directors present at the first regular meeting following the meeting at which the amendments are initially presented to the board.

## **ARTICLE X - DISSOLUTION**

### **Section 1 – Procedure - General Fund Accounts**

South Lincoln Resources shall use its general funds only to accomplish the objectives and purpose specified in this document, and no part of said funds shall inure, or be distributed, to the Board of Directors or officers of South Lincoln Resources. On dissolution of South Lincoln Resources, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, nonprofit organizations to be selected by the Board of Directors as defined in IRS Section 501 (c)(3).

### **Section 2 - Procedures - Voucher Fund Accounts**

South Lincoln Resources shall manage and administer the voucher funds only to accomplish the objectives and purpose specified in the Voucher Program, and no part of said funds shall inure, or be

distributed, to Board of Directors or officers of South Lincoln Resources. On dissolution of South Lincoln Resources, any funds remaining in the voucher fund shall be distributed as directed by the participating churches provided that distribution of those funds is in compliance with regulations defined in IRS Section 501 (c)(3).

**Amendments Approved: June 30, 2004**

President	<u>W. Tomner Hayes</u>
Vice President	<u>Daisy C. Stutzman</u>
Secretary	<u>Janice A. Pearson</u>
Treasurer	<u>Gregory V. Jones</u>