

South Lincoln Resources Bylaws (draft revision 052615, approval not finalized as of 1/31/17)

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.

South Lincoln Resources does not discriminate against anyone, regardless of race, color, national origin, religion, sex, sexual orientation and gender identity, age, disability, or any other legally protected status.

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 – MEMBERSHIP and MEETINGS

Section 1 – Classes of Membership

This Corporation shall have two classes of Membership: Nonprofit Organization Members [Members] and Affiliate Members [Affiliates]. There shall be no dues for Membership.

- a. Members. The Members of South Lincoln Resources are comprised of individuals residing in our service area who donate their services and support. Residents who wish to become Members of South Lincoln Resources must be willing to sign a Statement of Membership.
- b. Affiliates. Any individual, business, or nonprofit organization that is interested in the purpose and affairs of this Corporation shall be eligible for Membership, subject to any additional standards that may be set from time to time by the Board of Directors.

Section 2 – Suspension and Termination of Membership

- a. Resignation. A Member may resign by giving written notice, at any time, to any Board Member.
- b. Suspension of Members. After a Member has been absent from monthly meetings for one year the President will appoint a Board Member to contact said Member to ascertain if this Member wishes to continue Membership before suspending the Member from the Membership roll.
- c. Removal of a Member. A Member may be removed, for cause, by a majority vote of the Members in attendance at any meeting.

Section 3 – Final Authority and Voting

All Members present at any meeting shall vote on any matter or question that may be presented at a meeting. A simple majority vote of Members present shall rule in all matters except amendments to the Bylaws.

Section 4 – Meetings

Meetings of all Members will be monthly on the first Monday of the month except during the months of June, July and August. If the normal meeting day falls on a holiday, the meeting will be held on the second Monday. The President or Board may schedule other meetings of Members as may be required to consider matters that need to be brought before the Membership. At least 48 hours' notice is required for any meeting other than the regularly scheduled meetings.

Robert's Rules of Order shall govern at all meetings except where they are in conflict with the Bylaws.

ARTICLE IV – OFFICERS AND BOARD OF DIRECTORS

Section 1 – Board of Directors

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

Section 2 - Election and Terms of Office

The Board of Directors shall be elected at the January Meeting and shall serve for a term of one year beginning the first day of February. Members of the same family may be nominated for election as

officers or directors-at-large, when other candidates are not available.

Section 3 - President

The president shall supervise the management of South Lincoln Resources, preside at meetings of membership, and ensure that South Lincoln Resources is represented in the community. The president shall make sure that the will of the members is honored. The president 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, records attendance, presents the Minutes, maintains a file 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 Members, along with their addresses and phone numbers.

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, Members or volunteers shall receive compensation for any services, except that reasonable reimbursement of expenses incurred on behalf of South Lincoln Resources or in the performance of services for the organization which may be approved by a vote of the Members.

Section 8 - Indemnification

This corporation will indemnify 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 other proceeding, by reason of the fact that the person is or was a director, officer, member, volunteer, or agent of the corporation or a fiduciary within the meaning of the By-Laws of South Lincoln Resources (or its corresponding future provisions). No amendment to these By-Laws 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 persons covered by its provision the most liberal possible indemnification – substantively, procedurally, and otherwise.

ARTICLE V - FINANCES

No accounts shall be opened or closed without approval of the Members. All funds received shall be deposited and recorded into the appropriate fund account.

All disbursements shall be by check signed by two officers. Except by approval of the Members, 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 Member or volunteer.

The Board of Directors shall accept on behalf of the Members 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 Members.

All money donated or paid to South Lincoln Resources shall be placed in the General Operating Fund unless specifically designated otherwise by a membership vote. 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 - Disbursements

All normal and ordinary expenses of South Lincoln Resources shall be authorized without prior

approval of the Members. The Members or the Board of Directors must approve any unusual expenses that may arise.

Section 3 - Fiscal Year

The fiscal year shall be January 1 through December 31.

Section 4 - Annual Audit

The accounts of South Lincoln Resources shall be reviewed annually by an Audit Committee or by a Certified Public Accountant within 90 days following the close of the fiscal year. The Review Report shall be presented to the Members at the April meeting.

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 Board of Directors 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 Members at a special meeting called for that purpose.

ARTICLE VII – PROGRAMS AND COMMITTEES

Section 1- Household Furniture, Appliances and Durable Medical Equipment Program

A program coordinator shall record items received, the donor, and items dispersed and the recipient. A monthly report, inclusive of related community services provided through the program, shall be provided to membership at the general meetings. An annual tally shall be prepared for the January meeting.

Section 2 - Holiday Food Baskets Program

Program coordinators assign positions to make sure all tasks are fulfilled. Holiday Food Baskets are prepared and distributed to applicants for Thanksgiving and Christmas and in coordination with the Children's Gift Program for Christmas.

Section 3 – Emergency Voucher Assistance Program

Provides emergency financial assistance in partnership with participating South Lincoln County churches following guidelines and using a fund specifically designated for the program.

Section 4 – The Unexpected Elephant Program

Conducts periodic fund raising events selling donated items to generate funds for the Building(s) and the Property.

Section 5 – Building Committee

The Building Committee shall be responsible for managing facility occupancy, expenses, maintenance and scheduling.

Section 6 - Nominating Committee

Shall consist of three active Members 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 Board of Directors. The nominating committee shall present the slate of candidates to the Members for election at the January meeting.

Section 7 - Audit Committee

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

Section 8 - Other Temporary Committees

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

ARTICLE VIII - AMENDMENTS

Amendments may be made to the bylaws by a two-thirds vote of the Members present and voting, at the first regular meeting following the meeting at which the amendments are initially presented in writing.

ARTICLE IX - 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 Members 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 Members 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 Members 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).

Section 3 - Procedure - Building Fund Accounts

South Lincoln Resources shall use its building 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 Members 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 volunteers as defined in IRS Section 501 (c)(3).

Section 4 - Procedure - Property

South Lincoln Resources shall use its **property** only to accomplish the objectives and purpose specified in this document, and no part of said **property** shall inure, or be distributed, to the Members or officers of South Lincoln Resources. On dissolution of South Lincoln Resources, **property** shall be... issued to one or more regularly organized and qualified charitable, nonprofit organizations to be selected by the Members as defined in IRS Section 501 (c)(3) or the Members may vote to establish a trust and place any real or personal property in the trust.