

St. Vincent de Paul Society of Lane County, Inc.

BYLAWS -- July 2019

incorporates all previous amendments.

ARTICLE I

FUNDAMENTAL PROVISIONS ON CORPORATE GOVERNANCE

1 The Corporation has no members and has never had members; the file notations in the Oregon Corporation Division database are in error.

2 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation, or any private individual.

3 The purpose of this corporation is to operate exclusively for religious, charitable, scientific, literary, and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including but not limited to the following:

3.1 In the event this corporation is dissolved or upon the final liquidation of its financial affairs and after paying or making adequate provision for the payment of all obligations and liabilities of the corporation, the Board of Directors shall dispose of all corporation assets exclusively for the 501(c)(3) purposes of the corporation and the Board of Directors shall make disposition in such manner, or to such organization(s) organized and operated exclusively for charitable, religious, and educational purposes as shall at that time qualify as an exempt organization under Internal revenue Code, Section 501(c)(3) (or the corresponding provisions of any further United States Internal Revenue law), all pursuant to a plan of dissolution adopted by the corporation's Board of Directors in compliance with ORS chapter 61. The Board of Directors shall attempt to make disposition to a qualifying organization affiliated with Society of St. Vincent de Paul, Council of the United States. No Director or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs.

4 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, employees or other private persons, except that the corporation may pay reasonable wages to its employees and contractors and may make payments and distributions to the poor in furtherance of the purposes under programs approved by its Board of Directors.

5 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Internal Revenue Code, and the corporation shall not participate in, or intervene in (including the publication or distribution or statements) any political campaign on behalf of any candidate for public office.

6 The corporation shall not conduct any activities not permitted to be carried on:

a. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or any future corresponding Internal Revenue law, or

b. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code or any future corresponding Internal Revenue law.

7 The management of the corporation shall be vested in a Board of Directors of not less than three (3) directors. The number, qualifications, terms or office, manner of election, time and place of meeting, and powers and duties of directors shall be such as are prescribed by Article II, General Bylaws of the corporation.

8 The corporation shall not engage in activities which threaten the corporation's continued recognition by the Society of St. Vincent de Paul, Council of the United States.

ARTICLE II GENERAL BYLAWS

1 The principal place of business of the corporation shall be in Lane County, Oregon. The corporation may have such other places of business either within or without the state as may from time to time be designated by its board of directors.

2 GENERAL POWERS. All corporate powers shall be exercised by or under the authority of the Board of Directors, subject to any limitation set forth in the articles of incorporation or in Article I, Fundamental Corporate Governance Provisions. The affairs of the corporation shall be managed under the direction of the Board of Directors.

3 GENERAL STANDARDS FOR DIRECTORS. A Director shall discharge the duties of a director in good faith; with the care of an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interests of the corporation. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.

4 BOARD OF DIRECTORS

4.1 SIZE. The corporation shall have at least nine (9) but no more than fifteen (15) members of its Board of Directors. The exact number shall be the number elected and serving at any time. The Board of Directors may increase or decrease the number of Directors by amendment of these Bylaws but not to less than three members. A decrease in the number of directors or the term of office does not shorten an incumbent director's term.

4.2 TERM. Directors shall be elected to three year terms except Directors elected to fill a vacancy shall only be elected to serve for the remaining term of the prior Director. There is no limitation on the total number of terms a director can serve. There is no limitation on the consecutive number of terms a director can serve. A Director serves until their successor has been elected and qualified.

4.2.1 STAGGERED TERMS. The terms of the Board of Directors shall be staggered so that absent unusual circumstances only one

third of the directors stand for election annually. (See item 4.6 for transitional provisions.)

4.3 QUALIFICATIONS. All Directors shall be individuals selected for their individual character and potential for positive contribution to the affairs of the corporation.

4.4 NOMINATING COMMITTEE. The Board of Directors shall appoint a Nominating Committee approximately one hundred and twenty (120) days prior to the Annual Meeting. The Nominating Committee shall evaluate existing Board members and recruit and evaluate potential Board members with a goal of recommending to the Board a slate of candidates to fill Board vacancies whether created by the imminent expiration of the terms of the most senior class of the Board or created by any other cause. In making its recommendations, the Nominating Committee shall consider the desirability of continuity and the benefits of new blood, and shall recommend to the Board a slate of candidates it believes will best foster a balanced and vigorous board committed to social justice, especially social justice in the tradition of the Society of St. Vincent de Paul. In making its recommendations the Nominating Committee shall seek to have at least 3 members from the District Council of the St. Vincent de Paul Society, including the District Council President, if possible, serving on the Board at all times. Provided, however, if the District Council President is willing to serve, the District Council President shall be one of the nominees. Provided further, if the office of the District Council President is shared between two or more people, the District Council shall select the Board nominee, and the Board shall allow the co-president/non-Board member to attend and vote on Board matters if the District Council President/Board member is unable to attend any meeting.

For so long as this corporation remains a "Community Housing Development Organization," (CHDO):

- 1) At least 1/3 of this corporation's board must be representatives of the low-income community served by the CHDO as defined by law; and
- 2) No more than 1/3 of this corporation's board may be representatives of the public sector as defined by law; and
- 3) The Nominating Committee shall annually review these and other CHDO requirements relating to the composition of the corporation's Board of Directors, and the Nominating Committee's report to the Board shall state that its recommended slate of Directors if elected would create a Board which either complies with the current CHDO requirements or state that it does not comply and recommend appropriate further steps to the Board.

4.4.1 COMPOSITION. The Nominating Committee shall consist of the three Board members, including at least one officer judged by the Board to be its most mature, judicious and farsighted members, The Executive Director shall serve on the Nominating Committee and shall fully participate in committee discussions and deliberations, but the Executive Director shall have no vote.

4.5.1 VACANCIES. The Board of Directors has the power to

fill any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of Directors by amendment to these bylaws. The power may be exercised immediately or at the next annual meeting but in either case the matter shall be referred to the Nominating Committee. The Director elected to fill a vacancy, shall be elected for the unexpired term of their predecessor in office, not a full 3 year term.

4.6 TRANSITIONAL PROVISIONS. Upon adopting these bylaws, the Directors shall appoint a Nominating Committee which shall proceed as usual except that it shall recommend a slate including a full contingent of proposed board members divided into three (3) classes, the first class to serve a term of one (1) year, the second to serve a term of two (2) years, and the third to serve a term of three (3) years. At the first annual meeting of the Directors following adoption of these bylaws and after receiving the Nominating Committee's report the Directors shall proceed with the election of Directors in the usual manner except that in this initial election of classified directors all existing Directors are eligible to vote and the terms of those elected are 1, 2 or 3 years depending on their class.

4.7 REMOVAL OF DIRECTORS. A Director may be removed with or without cause by the vote of two thirds of the number of Directors then in office. Provided however, such a vote may only occur after at least 7 days actual notice of the meeting is given to all Directors and the notice must state prominently that one of the purposes of the meeting is to remove (a) named Director(s).

4.8 RESIGNATION OF DIRECTORS. A Director has the right to resign at any time. The corporation expects a Director exercising this right to tender (or confirm) the resignation in writing and deliver it to the corporation through its officers or Executive Director. Resignations are effective immediately unless a different effective date is stated therein.

5 MEETINGS OF BOARD OF DIRECTORS

5.1 MANNER OF ACTING. The affirmative vote of a majority of directors present when a vote is taken is the act of the board of directors if a quorum is present, unless the articles of incorporation, these bylaws or applicable law require the vote of a greater number of directors. Directors may not vote

by proxy.

MEETINGS, including ANNUAL MEETING. The Board of Directors shall normally meet monthly on a regularly scheduled basis in Lane County Oregon with the September Board meeting designated as the Annual Meeting for the annual election of a class of Directors, for the annual election of Officers, and to consider establishing a regular meeting schedule for the following year to avoid most notice requirements under ¶5.2. Additional meetings of the Board of Directors may be held at any place, at any time, whenever called by the president or secretary, or any two (2) or more Directors.

5.1.1 The Executive Director is an ex officio member of the Board of Directors who is expected to attend and participate in the discussions but the Executive Director has no vote.

5.1.2 The Board of Directors may permit any or all the directors to participate in a meeting by conference telephone or similar device which permits all persons participating in the meeting to simultaneously hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

5.2 NOTICE OF MEETINGS. Notice of the time and place of meetings of the Board of Directors shall be given by the secretary, or by the person or persons calling the meeting, by mail, telegram, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Provided however, the Board may establish a regular meeting schedule for a period ending no later than the next annual meeting and if it does so no notice is required of such regular meetings.

5.2.1 Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.2.2 Whenever any notice is required to be given to any Director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Oregon, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall

be equivalent to the giving of such notice.

5.2.3 Except as otherwise specifically required, neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

5.3 QUORUM. A majority of the number of directors in office immediately prior to the commencement of a meeting shall constitute a quorum for the transaction of business by the Board of Directors. Provided however the quorum shall never be less than 5 members nor more than 90% of the Board. The act of the majority of Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

5.4 ATTENDANCE. Regular attendance at Board of Director's meetings is expected. Three unexcused absences from Director's meeting since the last annual meeting shall automatically constitute the offer of the absent director to resign forthwith and the Board acting in regular session may accept such offer at any time without any special notice requirements. Acceptance of such an offer to resign creates an immediate Board vacancy.

5.5 BOARD ACTIONS BY WRITTEN CONSENT. Any corporate action may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

6 BOARD COMMITTEES. In addition to the Nominating Committee, the Board may make any provisions it deems appropriate for standing or special Board Committees. Unless otherwise unambiguously stated in the resolutions creating the Committee(s), a Committee is advisory only and shall recommend actions to the Board but is not entitled to act for the Board.

7 PRESUMPTION OF ASSENT. A director who is present at a meeting of the board of directors or a committee of the board at which corporate action is taken is deemed to have assented to the action taken unless (a) he objects, at the beginning of the meeting or promptly upon his arrival, to holding the meeting or

transacting business at the meeting; or (b) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers a written notice of dissent or abstention to such action with the presiding officer of the meeting before the adjournment thereof or to the corporation immediately after the adjournment of the meeting. The right to dissent or abstain shall not apply to a director who voted in favor of the action taken.

8 GENERAL STANDARDS FOR DIRECTORS. A director shall discharge his duties, including his duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interests of the corporation. In discharging his duties, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if that information is prepared or presented by (a) one or more officers or employees of the corporation whom the director believes to be reasonably reliable and competent in the manner presented; (b) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence, or (c) a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence.

9 INDEMNIFICATION OF DIRECTORS AND OFFICERS. Each Director or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a Director, director or officer of any other corporation, whether profit, or not for profit, and their respective heirs, executors, and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been such Director, director or officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of the Board of Directors or members, or otherwise.

10 OFFICERS

10.1 BOARD OFFICERS. The officers of the corporation shall be Board Chair, Vice-Board Chair, Secretary, and Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Officers shall be elected by and serve at the pleasure of the Board. Officers serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of Board Chair and secretary. Any officer elected may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

10.2 POWER and DUTIES. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.

10.2.1 BOARD CHAIR. The Board Chair is the president of the corporation for purposes of interpreting Oregon laws and presides at all meetings of the Board of Directors if present. The Board Chair is responsible for conducting the business of the board in a manner that is thorough, efficient and timely and assuring that the concerns of all directors are appropriately and fairly aired, addressed and resolved by board action. The Board Chair shall serve no more than 6 consecutive annual terms.

10.2.2 VICE-BOARD CHAIR. The Vice-Board Chair shall have all the powers and perform all the duties of the Board Chair during the absence or disability of the Board Chair and shall perform such other duties as may be prescribed by the Board of Directors.

10.2.3 SECRETARY. It shall be the duty of the Secretary to create and preserve records of the proceedings of the Board of Directors. When authorized by the Board to do so, the Secretary shall sign and execute with the Board Chair all deeds, bonds, contracts, and other obligations, or instruments, in the name of the corporation. The Secretary shall keep any corporate seal and shall affix it to proper documents.

10.2.3.1 The duties of the Secretary may be carried out with the help of an assigned staff person known as the recording

Secretary but the Secretary is responsible to the Board for the faithful performance of the duties of the Secretary.

10.2.3.2 ASSISTANT SECRETARY. If elected by the Board, the Assistant Secretary shall have all the powers and shall perform all the duties of the Secretary during the absence or disability of the Secretary, and shall perform other duties as may be prescribed by the Board of Directors.

The recording secretary of the Board shall forthwith formally record the amendments in the official bylaws of this corporation as required by 12.3 thereof.

10.2.4 TREASURER. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and shall cause to be kept regular books of account. The Treasurer shall cause all financial assets of the corporation to be deposited in the name of the corporation in absence of such designation by the Board, the Executive Director may make the designation in consultation with the Treasurer. In general, the Treasurer shall perform all other duties incident to the office of treasurer.

11 ADMINISTRATIVE AND FINANCIAL PROVISIONS

11.1 FISCAL YEAR. The fiscal year of the corporation shall be October 1 to September 30.

11.2 LOANS PROHIBITED. No loans shall be made by the corporation to any officer to to any Director.

11.3 BOOKS AND RECORDS. The corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Director, or their agent or attorney, for any proper purpose at any reasonable time.

11.4 COMPENSATION. Directors and officers shall serve without compensation until further action of the Board. The compensation of the Executive Director and all other agents and employees of the corporation shall be fixed by the Board of Directors as part of the budgetary processes.

12 AMENDMENTS

12.1 The ARTICLE 11, GENERAL BYLAWS may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any annual or special meeting of the Board in the manner provided by Oregon law.

12.2 The ARTICLE 1, FUNDAMENTAL CORPORATE GOVERNANCE PROVISIONS stated above may be altered, amended or repealed only by the affirmative vote of 75% of the Board of Directors at a meeting of the Board called and specially noticed for such action, and then only after receiving the written opinion of corporate counsel that such an alteration, amendment or repeal would not jeopardize the qualification of the corporation under 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

12.3 All amendments shall be appropriately captioned, numbered consecutively, and set out in full immediately following this paragraph. All amendments shall be appropriately captioned, numbered consecutively, and set out in full immediately following this paragraph. The date of approval of each amendment shall be indicated, and an entry shall be made in the margin opposite any article affected by an amendment with a reference to the number of the amendment.

End of SVdP Bylaws as updated July 2019, incorporating all prior amendments.