

BYLAWS
of the
NORTH UMPQUA HOLIDAY FOOD & GIFT PROGRAM
Passed and adopted by the Board of Directors on September 14, 2021

ARTICLE I: NAME

The name of this corporation shall be North Umpqua Holiday Food & Gift Program, hereafter referred to as NUHFGP or “organization.”

ARTICLE II: PRINCIPAL OFFICE

The principal office for the transaction of the business of this organization is located in Douglas County, Oregon.

ARTICLE III: PURPOSE

The purposes of the NUHFGP are exclusively those allowed for organizations defined under Section 501(c)(3) of the Internal Revenue Code. Within these limits, the purpose of the NUHFGP includes acquiring and distributing food and gifts annually before Christmas to residents of the North Umpqua area who are food insecure.

ARTICLE IV: MEMBERSHIP

This corporation shall have no members.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the organization shall be governed by the Board of Directors.

Section 2. Number and Terms of Directors. The number of directors shall not be less than three nor more than seven. There is no limit to their terms.

Section 3. Election of Directors. Nominations for a new director may be received from present directors in advance of or at a Board meeting. These nominations will be voted upon at the next Board meeting, provided there is at least four day notice to all directors of the date, time and purpose of the meeting. Voting shall be by written ballot. Ballots shall be opened and counted in the presence of the members of the board in attendance. A majority of the directors currently in office shall be required to elect a new director.

Section 4. Resignation or Removal of Directors. Any director may at any time resign his or her position by giving written notice to the Chair. Directors may be removed from the board, with or without cause, by a majority vote of all current directors except the director in question. Voting shall be by written ballot. Such vote may only take place after four day notice to all current directors.

Section 5. Compensation. Directors shall not receive compensation for their Board services. Directors may be reimbursed for authorized expenses related to Board service.

Section 6. Quorum. A majority of the total number of current directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise provided by law or by these bylaws.

Section 7. Meetings. Meetings of the Board of Directors may be held at any place and at any time as determined by the directors or the call of the Chair. Meetings may also be held through use of conference telephone, electronic video communication, or other electronic transmission method as long as each director can communicate with all of the other directors concurrently.

Section 8. Notice. Notice of the date, time and purpose of any meeting shall be given in person or by US Postal Service, telephone, or email to each director not less than two days before the meeting, except as otherwise provided by law or by these bylaws.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting. The Chair may inform the directors of issues or transactions which are of sufficient importance and time sensitivity that they should be considered and potentially acted upon prior to the next scheduled meeting of the Board. No formal motion shall be required. Action may be taken if a majority of the Board members consent in writing, including electronic form, to the action. The written consents or dissents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VI: OFFICERS

Section 1. Titles. The officers of this organization shall be Chair, Vice-Chair, Secretary, and Treasurer and any other such officers as the Board may appoint. All officers of the organization shall be selected from the Board of Directors and must be members of the Board of Directors.

Section 2. Election and Terms of Officers. Officers are elected at the first fall meeting of the Board of Directors. The term of office for all officers shall be one year. A vacancy in any office because of death, resignation, removal, or otherwise may be filled at any time by the Board of Directors.

Section 3. Resignation or Removal of Officers. Any officer may at any time resign his or her office by giving written notice to the Chair. Officers may be removed from office, with or without cause, by a majority vote of all current directors except the officer in question. Voting shall be by written ballot. Such vote may only take place after four day notice to all current directors.

Section 4. Chair. The Chair is responsible for overseeing the governance of the organization. The Chair presides at all meetings of the Board of Directors and ensures that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall have such other powers and duties as may be assigned by the Board of Directors.

Section 5. Vice-Chair. The Vice-Chair shall assume the duties of the Chair in the event of the Chair's absence. The Vice-Chair shall have other duties as assigned by the board of directors.

Section 6. Secretary. The Secretary is responsible for keeping records of the actions of the Board. The Secretary ensures that minutes are taken at all Board meetings, that copies of agendas and minutes are distributed to all directors, that necessary notices are sent out, and that records of the organization are maintained. The Secretary shall carry out other duties as may be assigned by the Board of Directors.

Section 7. Treasurer. The Treasurer is responsible for all corporate funds and financial record-keeping. The Treasurer receives and deposits all funds, disburses in a timely manner all payments as authorized by the Board, keeps full and accurate accounts of all the financial records of the organization, prepares and presents periodic reports to the Board, prepares financial information required for grant applications, and prepares and presents the annual budget to the Board for approval. The Treasurer shall carry out other duties as may be assigned by the Board of Directors.

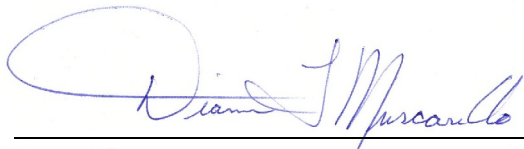
ARTICLE VII: COMMITTEES

The Board of Directors may appoint or dissolve committees as needed for the benefit of the NUHFGP.

ARTICLE VIII: AMENDMENTS

These bylaws may be altered, amended, or repealed by a majority vote of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that notice of such meeting and of the intention to change the bylaws is given to each director at least four days before the date of any such meeting. These bylaws also may be altered, amended, or repealed by the written consent of a majority of directors without a meeting as provided in Article V, Section 8 of these bylaws.

These bylaws were passed and adopted by the Board of Directors of the North Umpqua Holiday Food & Gift Program on September 14, 2021.



Dianne T. Muscarello, Secretary