

Oregon Tilth, Inc. Bylaws

ARTICLE I. NAME

The name of this organization shall be Oregon Tilth, Inc. Its principle mailing address shall be at 260 SW Madison Avenue, Suite 106, Corvallis, OR 97333, or at any other location in Oregon as the Board of Directors may from time to time determine.

ARTICLE II. PURPOSE

Oregon Tilth, Inc. is an educational and research organization, the purpose of which is to support and promote biologically sound and socially equitable agriculture, as well as other related purposes within the scope of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. MEMBERSHIP

Section A. Membership

Membership shall be granted to any person who supports and endorses the purposes of Oregon Tilth, Inc. and who contributes annual dues to the organization. Membership shall not be denied on the basis of race, color, creed, nationality, sex, sexual preference, or age.

Section B. Dues

Annual dues for Membership shall be set by vote of the Board of Directors. The Board of Directors shall set reasonable regulations for waiving or decreasing the amount of dues payable in the event the Member is indigent and cannot pay the set dues.

Section C. Meetings

The organization shall have at least one regular meeting each year, deemed the Annual Meeting. This Annual Meeting shall be held before December 31 of each year. The Board of Directors will determine the exact date of the annual Membership meeting.

Special meetings may be called by the President or by the Board of Directors, and shall be called by the President on receipt of petition signed by not less than 10% of the Membership calling for a meeting and stating the purpose of the meeting.

Notice of the Annual Meeting or of special meetings shall be given to each member not less than seven nor more than fifty days before the meeting.

Those members present at any annual or special meeting shall constitute a quorum.

36 **Section D.** **Termination of Membership**

37 Membership in Oregon Tilth, Inc. may be terminated due to any action of a Member which is
38 detrimental to the best interests of the Corporation, or due to failure to actively support
39 Corporate purposes.

40 Removal shall require the affirmative vote of the Board of Directors. In the event any such
41 termination is contemplated, the Directors shall send written notice to the Member of the
42 reasons for the proposed action and of the time and place of the meeting of the Board of
43 Directors at which termination is to be considered, not later than 10 days prior thereto.

44 At the meeting, the accused Member shall be entitled to respond to the stated reasons and be
45 heard in his or her own defense. The decision of the Board shall be final.

46 Membership shall also be terminated automatically without any further action of the Board in the
47 event the Member fails to pay dues annually or to obtain a dues waiver, or fails to keep the
48 secretary advised of the Member's current address.

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51 **ARTICLE IV.** **ORGANIZATION**

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53 **Section A.** **Board of Directors**

54 1. Responsibilities

55 The Board of Directors shall be vested with the management of the affairs of Oregon Tilth, Inc.
56 including but not limited to the following:

- 57 a) Review, amend or set new policies and goals.
- 58 b) Keep the bylaws current and amend when necessary
- 59 c) Act as a review board for chapters, projects and funding.
- 60 d) Act as a sounding board and final authority for officers and staff.
- 61 e) Create and maintain board committees
- 62 f) Employ Executive Director at will.
- 63 g) Attend all board meetings unless excused.
- 64 h) Be active on at least one board committee.
- 65 i) Actively recruit board candidates for open board seats.
- 66 j) Approve and oversee the budget, and monitor financial adherence to the budget.
- 67 k) Fundraising
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68 2. Elections of Board of Directors

69 The number of Directors shall be at least three (3) and not be greater than seven (7).

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71 Each Director shall be elected to a term of three years. There shall be no limit to the number of
72 terms a person may be elected to serve on the Board. Each year, Board seats will be up for
73 nomination. The seats available for nomination each year will be as follows.

- 74 a. First year Positions 1 and Position 5 and Position 7
- 75 b. Second year Positions 2 and Position 4
- 76 c. Third year Positions 3 and Position 6

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78 Nominations:

- 79 a. Nominations will be called for the filling of the open Board positions at least 60 days
80 prior to the Annual Meeting. For nominations to be considered valid they must use
81 the Oregon Tilth, Inc. nomination form, sponsored by being signed by two current
82 Oregon Tilth, Inc. members, and received by the Oregon Tilth, Inc. office at least 30
83 days prior to the Annual Meeting.
- 84 b. Ballots will be sent to all members in good standing no later than 20 days prior to the
85 Annual Meeting and must be signed and returned to the Oregon Tilth, Inc. office
86 before the close of business the day before the Annual Meeting.
- 87 c. Ballots will be opened and prepared for the Board to count one day prior to the Annual
88 Meeting.
- 89 d. Any member having not cast a vote in advance may still vote using the Oregon Tilth,
90 Inc. form on the day of the Annual Meeting.

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92 The newly elected Board members will take office on January 1 of each year. Each year at the
93 first Board meeting, the Board shall elect a Chairperson, a Vice-Chairperson, Secretary and
94 Treasurer from within the newly elected Board. The Directors elected to these Board
95 positions shall also serve as President, Vice-President, Secretary and Treasurer of the
96 Corporation, Oregon Tilth, Inc., respectively. Refer to Section B. Officers of the Corporation.

97 Any Director may be removed from the Board by two-thirds vote of the Board of Directors
98 whenever, in their judgement, the best interests of the organization would be served thereby.

99 A vacancy on the Board may be filled by the Board of Directors at any regular or special meeting
100 for the unexpired portion of the term.

101 All Members of the Board of Directors shall be Members in good standing of Oregon Tilth, Inc.
102 except that operators certified by the Oregon Tilth Certified Organic program are ineligible.

103 3. Meetings

104 Regular meetings of the Board of Directors may be held as necessary, but there shall be at least
105 one meeting of the Board of Directors per year.

106 Special meetings of the Board of Directors may be called by the President or any three Members
107 of the Board of Directors and shall be held at such place and time as the Board of Directors
108 may determine.

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109 Notice of any regular or special meeting of the Board of Directors shall be given at least 14 days
110 before the meeting by written notice to each Member of the Board. Notice shall be deemed
111 to be given when mailed to a Director at their last known address. Attendance of a Director
112 at a meeting shall constitute a waiver of notice unless the Director's attendance is
113 specifically stated to be for the purpose of objecting to the manner of giving notice. In lieu
114 of notice, the Board may, by resolution, set regular Board meetings including the date, place
115 and time thereof.

116 Each Member of the Board of Directors shall have one vote on any and all matters submitted for
117 a vote of the Board of Directors.

118 A majority of the Members of the Board of Directors shall constitute a quorum. A majority of
119 the Members of the Board of Directors in attendance at any regular or special meeting shall,
120 in the presence of a quorum, decide its action. In the absence of a quorum, a majority of
121 those present may reschedule the meeting.

122 **Section B. Officers of the Corporation**

123 1. Responsibilities

124 The powers and duties of the Officers are:

125 President – the President shall be the executive of the organization and shall preside at all
126 meetings of the Board of directors and all Membership meetings. The President shall
127 oversee the business and activities of the Organization. The Vice-President shall, in the
128 absence of the President exercise the powers and perform the duties of the President.

129 Secretary – the Secretary shall be responsible for the minutes of the meetings of the Board
130 of Directors and shall perform all duties incident to the office of Secretary. The
131 Secretary shall be responsible for maintaining a Membership list that shall include
132 pertinent information about each Member.

133 Treasurer – the Treasurer shall have general responsibility for all financial matters of the
134 organization and shall report the financial condition of the organization at each meeting
135 of the Board.

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137 2. Elections

138 The Officers of the Corporation, Oregon Tilth, Inc. shall be a President, a Vice-President, a
139 Secretary, a Treasurer and such other Officers as may be deemed necessary by the Board of
140 Directors.

141 The Officers of the Corporation, Oregon Tilth, Inc. shall be elected from within the newly
142 elected Board of Directors at its first meeting. Each Officer shall hold office for a term of
143 one year or until his or her successor has been duly elected. There shall be no limit to the
144 number of terms a person may be elected to serve in office.

145 Any Officer of the Corporation, Oregon Tilth, Inc. may be removed from office by two-thirds
146 vote of the Board of Directors whenever, in their judgement, the best interests of the
147 Corporation would be served thereby.

148 A vacancy in any office may be filled by the Board of Directors at any regular or special meeting
149 for the unexpired portion of the term.

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150 **Section C. Chapters**

151 1. Formation

152 Local Chapters are the human resource base for the growth and development of Oregon Tilth,
153 Inc. Chapters are the grass roots of education, certification and awareness of organic
154 biological, non-toxic agriculture because they provide exposure of Oregon Tilth's concepts
155 to farmers, gardeners, consumers and other interested citizens.

156 Five or more Oregon Tilth, Inc. Members in good standing may submit a petition to the Board of
157 Directors to establish a Chapter.

158 2. Responsibilities

159 The responsibilities of a Chapter shall be:

- 160 a. To choose its own Chapter names and be responsible for its own internal procedures
161 and policies.
- 162 b. To comply with resolutions of the Oregon Tilth, Inc. Board of Directors.
- 163 c. To operate in a financially responsible manner and provide complete and accurate
164 Membership information and financial reports to Oregon Tilth, Inc.
- 165 d. To maintain at least five (5) Members in Oregon Tilth, Inc.
- 166 e. To act in a manner consistent with Oregon Tilth, Inc.'s standing as an organization
167 recognized by the IRS as tax-exempt.

168 3. Suspension or Revocation

169 Chapters that do not comply with the stated responsibilities may have their charters suspended
170 subject to a majority vote of the Board of Directors. The suspension shall be in effect until
171 the Chapter complies with the criteria. Lack of compliance may lead to revocation of the
172 charter.

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174 **ARTICLE V. COMMITTEES**

175 The Board of Directors may, by resolution, designate and appoint one or more committees.
176 These committees, to the extent provided in such resolution, shall have and exercise the
177 authority of the Board of Directors, subject to review by the Board of Directors.

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179 **ARTICLE VI VOTE**

180 The Board of Directors may submit for vote by any reasonable means, questions to the entire
181 Membership. The questions thus presented shall be determined according to a majority of
182 the votes received within three weeks after such submission, provided that votes of at least
183 50% of the entire Membership shall be received. Action taken in this manner shall be as
184 effective as action taken at a duly called meeting

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187 **ARTICLE VII. INDEMNIFICATION**

188 Oregon Tilth, Inc. shall indemnify to the fullest extent permitted under Oregon law any person
189 who has been made, or is threatened to be made, a party to legal action, whether civil,
190 criminal, administrative, investigative, or otherwise (including any action or proceeding by
191 or in the right of the Corporation) by reason of the fact that the person is or was a Director or

192 Officer of the Corporation or serves or served as an agent of the Corporation. The right to
193 and amount of the indemnification shall be determined in accordance with the provisions of
194 ORS Chapter 61 in effect at the time of the determination.
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197 **ARTICLE VIII. BOOKS AND RECORDS**

198 The organization shall keep complete books and records of account and minutes of the
199 proceedings of all its meetings, and shall keep record of the names and addresses of all
200 Members entitled to vote. All records of the Corporation may be inspected by any active
201 Member, or the Member's agent, for any proper purpose upon reasonable notice to the
202 Corporation and at the expense of the Member.
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205 **ARTICLE IX. COMPENSATION**

206 Oregon Tilth, Inc. upon approval of the Board of Directors, may pay compensation in a
207 reasonable amount to its Members, Directors, or Officers for services rendered and may
208 confer benefits upon its Members in conformity with its purposes.

209 No loans shall be made by Oregon Tilth, Inc. to any Officer or Director.
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211 **ARTICLE X. FISCAL YEAR**

212 The fiscal year of this organization shall begin on the first day of January and terminate on the
213 31st day of December.
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216 **ARTICLE XI. AMENDMENTS**

217 The Bylaws may be amended or repealed by a two-thirds vote of the Members of the Board of
218 Directors or by a two-thirds vote of the general Membership at any regular or special
219 meeting, provided that a quorum is present and copies of the proposed change are distributed
220 to Members of the Board of Directors or the general Membership at least 14 days before the
221 meeting.
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224 **ARTICLE XII. DISSOLUTION**

225 This organization may be dissolved by a two-thirds vote of either the Board of Directors or the
226 Membership at any regular or special meeting of the Board of Directors or of the
227 Membership. At least 14 days written notice must be given of the meeting and a quorum
228 must be present.

229 Upon dissolution, after all outstanding debts have been paid, any remaining funds shall be
230 distributed by the Board of Directors to another 501(c) (3) organization, in accordance with
231 the Articles of Oregon Tilth, Inc.