

# Oregon Tilth, Inc. Bylaws

## **ARTICLE I. NAME**

The name of this organization shall be Oregon Tilth, Inc. Its principle mailing address shall be at 470 Lancaster Dr. NE, Salem, OR 97301, 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 h) Attend all board meetings unless excused.
- 64 i) Be active on at least one board committee.
- 65 j) Actively recruit board candidates for open board seats.
- 66 k) Approve and oversee the budget, and monitor financial adherence to the budget.
- 67 l) Fundraising
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68 2. Appointment of Board of Directors

69 The number of Directors shall not be greater than ten (10).

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

- 74 a. First year                      Positions 1, 5, 7, 10
- 75 b. Second year                    Positions 2, 4, 8
- 76 c. Third year                      Positions 3, 6, 9

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78 Board of Directors Appointment:

- 79 a. Any member in good standing is eligible to serve on Oregon Tilth's Board of  
80 Directors. Any member wishing to serve or wishing to suggest someone for service  
81 should contact any member of the Board or Oregon Tilth office to put the name forth.  
82 Oregon Tilth will actively work to recruit board members on a regular basis in a  
83 reasonable manner.

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85 Appointment to the Board will be made through a majority of the Members of the Board of  
86 Directors in attendance at any regular or special meeting, in the presence of a quorum.

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88 The newly appointed Board members will take office on January 1 of each year. Each year at the  
89 first Board meeting, the Board shall elect Directors to serve as President, Vice-President,  
90 Secretary and Treasurer of the Corporation, Oregon Tilth, Inc. Refer to Section B. Officers of  
91 the Corporation.

92 Any Director may be removed from the Board by majority vote of the Board of Directors  
93 whenever, in their judgement, the best interests of the organization would be served thereby.

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

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

98 3. Meetings

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

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

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

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

113 A majority of the Members of the Board of Directors shall constitute a quorum. A majority of  
114 the Members of the Board of Directors in attendance at any regular or special meeting shall,  
115 in the presence of a quorum, decide its action. In the absence of a quorum, a majority of  
116 those present may reschedule the meeting.

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

118 1. Responsibilities

119 The powers and duties of the Officers are:

120 President – the President shall be the executive of the organization and shall preside at all  
121 meetings of the Board of directors and all Membership meetings. The President shall  
122 oversee the business and activities of the Organization. The Vice-President shall, in the  
123 absence of the President exercise the powers and perform the duties of the President.

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

128 Treasurer – the Treasurer shall have general responsibility for all financial matters of the  
129 organization and shall report the financial condition of the organization at each meeting  
130 of the Board.

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132 2. Elections

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

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

140 Any Officer of the Corporation, Oregon Tilth, Inc. may be removed from office by majority vote  
141 of the Board of Directors whenever, in their judgement, the best interests of the Corporation  
142 would be served thereby.

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

145 **Section C. Chapters**

146 1. Formation

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

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

153 2. Responsibilities

154 The responsibilities of a Chapter shall be:

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

163 3. Suspension or Revocation

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

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169 **ARTICLE V. COMMITTEES**

170 The Board of Directors may, by resolution, designate and appoint one or more committees.

171 These committees, to the extent provided in such resolution, shall have and exercise the  
172 authority of the Board of Directors, subject to review by the Board of Directors.

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174 **ARTICLE VI VOTE**

175 The Board of Directors may submit for vote by any reasonable means, questions to the entire  
176 Membership. The questions thus presented shall be determined according to a majority of  
177 the votes received within three weeks after such submission, provided that votes of at least  
178 50% of the entire Membership shall be received. Action taken in this manner shall be as  
179 effective as action taken at a duly called meeting

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182 **ARTICLE VII. INDEMNIFICATION**

183 Oregon Tilth, Inc. shall indemnify to the fullest extent permitted under Oregon law any person  
184 who has been made, or is threatened to be made, a party to legal action, whether civil,  
185 criminal, administrative, investigative, or otherwise (including any action or proceeding by  
186 or in the right of the Corporation) by reason of the fact that the person is or was a Director or  
187 Officer of the Corporation or serves or served as an agent of the Corporation. The right to  
188 and amount of the indemnification shall be determined in accordance with the provisions of  
189 ORS Chapter 61 in effect at the time of the determination.

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192 **ARTICLE VIII. BOOKS AND RECORDS**

193 The organization shall keep complete books and records of account and minutes of the  
194 proceedings of all its meetings, and shall keep record of the names and addresses of all  
195 Members entitled to vote. All records of the Corporation may be inspected by any active

196 Member, or the Member's agent, for any proper purpose upon reasonable notice to the  
197 Corporation and at the expense of the Member.

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200 **ARTICLE IX. COMPENSATION**

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

204 No loans shall be made by Oregon Tilth, Inc. to any Officer or Director.

205 **ARTICLE X. FISCAL YEAR**

206 The fiscal year of this organization shall begin on the first day of January and terminate on the  
207 31<sup>st</sup> day of December.

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210 **ARTICLE XI. AMENDMENTS**

211 The Bylaws may be amended or repealed by a two-thirds vote of the Members of the Board of  
212 Directors or by a two-thirds vote of the general Membership at any regular or special  
213 meeting, provided that a quorum is present and copies of the proposed change are distributed  
214 to Members of the Board of Directors or the general Membership at least 14 days before the  
215 meeting.

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218 **ARTICLE XII. DISSOLUTION**

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

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