

**ILLINOIS VALLEY 2010 COMMUNITY
RESPONSE TEAM
DBA:
ILLINOIS VALLEY
COMMUNITY DEVELOPMENT
ORGANIZATION**

Bylaws

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INTRODUCTION

The Illinois Valley 2010 Community Response Team (IVCRT) DBA: Illinois Valley Community Development Organization (IVCDO) is volunteers working together to make the Illinois Valley a better place to live and work.

The IVCDO, a grassroots community organization, works with the community, governmental agencies, and non-governmental organizations, to identify local projects that promise to increase the economic well being and quality of life in the Illinois River Valley. The IVCDO evolved from the Illinois Valley Economic Committee, founded in 1970, to improve the economy of the area.

The IVCDO is a public, non-profit organization with Bylaws, Policies and Procedures, an Executive Committee, other Committees, and staff, with an office in Cave Junction. It consists of volunteers who represent business, tourism, social services, environmental groups, schools, utilities, governments, and civic groups. These volunteers meet at least twice monthly to work toward implementing the organization's Strategic Plan.

In 1994, the Josephine County Commissioners, on behalf of the IVCDO and the Sunny Valley-Wolf Creek Community Response Team (SWCRT), applied for and received a federal designation as a rural Enterprise Community (EC). With the EC designation came federal funding to assist in the implementation of each community's Strategic Plan. The two CRTs formed the Enterprise Community Coordinating Council (ECCC) made up of members of each CRT to implement EC initiatives. The primary purpose and work of each CRT is to identify and support local projects that further the goals of their community's Strategic Plan.

GOVERNANCE

The Bylaws of the IVCDO are the basic governing documents. Bylaws are not normally amended unless there has been a significant change in the purpose or structure of an organization. Standard Operating Procedures are to be used as a guide for day to day procedures.

ARTICLES

ARTICLE I: NAME

The name of this corporation is the Illinois Valley 2010 Community Response Team.

ARTICLE II: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of the corporation shall be to engage in lawful activities for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and

Section 501 (c) (3) of the Internal Revenue Code of 1954 (or their corresponding future statutes).

This corporation's primary purpose will be:

The Illinois Valley Community Development Organization is a 501(c)(3) non-profit organization working to develop, implement, and evaluate a living Illinois Valley Strategic Plan that encourages stable community development and aims to improve local economic and social conditions through cooperative programs and partnerships in rural southwest Oregon.

ARTICLE III: GENERAL MEMBERS

Section 1. General Members. This corporation shall have General Members with the authority to elect the Board of Directors.

Section 2. Power of General Members. General Members shall have the power to elect and also remove members of the Board of Directors of the Illinois Valley Community Development Organization, to vote on any amendments to the Bylaws and Articles of Incorporation which would alter the qualification, selection, removal, obligations, rights or powers of the General Members, and to vote on any other matters properly put before them by the Board of Directors.

Section 3. Records of General Members. The Secretary of the corporation shall maintain a current, alphabetical record of the names, addresses, and status of General Members.

Section 4. Dues. There are no annual dues required for General Membership.

Section 5. Qualifications of General Members. Any natural person residing, working or owning a business or property in the Illinois Valley may become a General Member. New General Members must register with the Illinois Valley Community Development Organization office presenting proof of residence, work status or ownership. The geographic boundaries of the Illinois Valley are defined by census tract 3615.98 and census tract 3616.

Fifteen (15) years of age is the minimum age for General Members. Individuals twelve (12) to fourteen (14) years of age may register as associate members with all rights except voting privileges.

Section 6. Rights and Obligations.

- (a) General Members are encouraged to attend and participate in all meetings of the Illinois Valley Community Development Organization, including meetings of Board and Non-Board Committees. However, pursuant to a vote by the board or its relevant committee members to do so, items considered business sensitive, business proprietary, or matters of a contractual nature and issues involving named personnel would be discussed in executive session, limited to attendees with a need to know and specialized information about those specific issues may be invited by the chair to

participate. The committee would include the outcomes (if any) in their report to the board as a whole.

- (b) The General Members shall elect the corporation's Board of Directors. Voting privilege of membership begins one (1) month after registration as a General Member.
- (c) General Members shall take an active part in periodic reviews and updates of the Strategic Plan.
- (d) General Members must advise the corporation of a change of membership status or mailing address, in writing, within 30 days.

Section 7. Transfers. General Membership in this corporation or any right arising there from is not transferable.

Section 8. Retention. General Membership must be renewed bi-annually, in writing.

Section 9. Suspension or Expulsion of General Members. General Membership expires as soon as the General Member no longer resides, works or owns a business or property within the Illinois Valley. A General Member may be expelled by the General Members only for serious misconduct that adversely affects the interests or reputation of the corporation.

Before the General Membership can suspend, or expel, a General Member there must be not less than fifteen (15) days prior written notice of intent to suspend or expel, to the General Members. Further, there must be an opportunity for the General Member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or expulsion by a person or persons authorized to decide that the suspension or expulsion not take place. The Board Chair shall call a Special Meeting of the General Members to provide such an opportunity to be heard (for proceedings, see Section 16. Other General Membership Meetings).

Section 10. Resignation of General Members. Any General Member may resign at any time by sending or delivering a written resignation to the Secretary of the corporation. To be effective, the resignation must be signed and dated by the resigning General Member. If properly submitted, the resignation is effective immediately.

Section 11. Quorum for General Membership Meetings. A quorum shall consist of fifteen percent (15%) of General Members present at a meeting of General Members.

Section 12. Decision-Making by General Members. Unless a greater proportion is required by law, the Articles of Incorporation or Bylaws, a majority vote of the General Members present at a properly called meeting for which a quorum has been achieved is necessary and sufficient to make decisions or pass resolutions by the voting General Members. All decisions require a clearly stated motion, a second, and a vote. All motions, which are successfully adopted, must be recorded in the written minutes.

Section 13. Proxy Voting. Proxy voting shall not be allowed.

Section 14. Voting by Mail. General Members may not vote by mail ballot.

Section 15. Annual General Membership Meeting. There shall be an annual meeting of the General Members each year, which will be held to elect new members for the Board of Directors. The annual General Membership meeting shall be held during the first quarter of the calendar year at a time and location determined by resolution of the Board of Directors, unless the meeting is set for a different period of the year by resolution of the Board.

Written notice of the annual General Membership meeting must be sent by first class mail to all General Members entitled to receive notice, at the address provided by the General Member or as it appears in the corporate records, at least fifteen (15) days in advance of the meeting.

At the annual General Membership meeting, General Members will hear and consider reports from the Board of Directors, officers and staff concerning activities, management and budget of the corporation. General Members shall then elect persons nominated to fill any vacancies on the Board of Directors, and also vote on any other matters for which proper notice was given. Voting shall be by secret ballot if any person so requests.

Section 16. Other General Membership Meetings. Special Meetings of the General Members may be called by the Board Chair, by the Board of Directors, or by the General Members. The Board of Directors may call a Special Meeting of the General Members with a simple majority vote and by roll call vote. The General Members may call a Special Meeting of the General Members if at least five (5) percent of all General Members request in writing that the Board Chair or the Board of Directors call such a meeting, in which case notice for that Special Meeting must be mailed by the Secretary or the Board Chair within seven (7) working days of the request. Written notice of Special Meetings must be sent by first class mail at least fifteen (15) days before the meeting, and must specify the purpose(s) for which the meeting is called. Only the business for which the Special Meeting is called may be considered at the meeting. The Special Meeting must be held within thirty (30) days upon receipt of such a request for a Special Meeting.

Section 17. Content of Notice. The notice shall contain the date, time, location, and when required, the purpose of the meeting. If amendments to the Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 18. Waiver of Notice. Any General Member may waive the right to receive full advance notice of any meeting. Waivers of notice shall be in writing, signed by the person entitled to notice, and shall be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a General Member at any meeting without specific objection to the lack of notice shall constitute a waiver of the full notice of that meeting.

Section 19. Record Date. The record date for determining the General Members entitled to receive notice of a meeting shall be the day before the day on which the notice is mailed. The record date to determine the General Members entitled to vote at a General Member's meeting shall be one (1) month before the meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Duties of Directors. The affairs of the corporation shall be managed by its Board of Directors. The duties of the Board are to carry out the mission and goals of the corporation, which include, but are not limited to:

- a) Strategy development and implementation,
- b) Committee establishment and appointment of members,
- c) Evaluation and establishment of goals and preparation of grant requests,
- d) Final prioritization of action plans,
- e) Review of current progress (current projects) toward achieving vision outlined in the Strategic Plan.

Section 2. Board Chair. The Board shall elect a Chair to conduct meetings and perform other duties imposed on her/him by these Bylaws.

Section 3. Number of Directors. The number of Board Directors may vary between a minimum of five (5) and a maximum of twenty-five (25), the exact number of which shall be fixed from time to time by resolution of the Board.

Section 4. Election and Terms of Directors. Only general members are eligible to be candidates for election to the Board of Directors at the annual General Membership Meeting. All candidates' membership and nomination forms must be filed no later than thirty days prior to the election. Each Board Director's term of office shall be for three years, expiring upon the completion of the third annual general member meeting occurring after being elected. The terms of the Directors are intended to be staggered, so that a third expire each year. Board Directors cannot serve for more than two consecutive terms, but may be reelected after being off the board for at least one year. The General Members shall elect the Board Directors.

Section 5. Attendance of Directors. As attendance at Board / Workshop meetings is of primary importance to effectively conduct business, Board Directors should make every effort to attend. If a Board Director cannot attend a regularly scheduled meeting, they should contact the IVCDO office and advise staff. More than four (4) absences from Board / Workshop meetings in a single calendar year constitute[s] grounds for removal from the Board. The Chair will contact the absentee by letter, advising him or her of possible removal. If extenuating circumstances are present, the absentee may appeal to the Board to cancel removal proceedings.

Any Board Director may request a Leave of Absence of up to two (2) consecutive months, in writing to the Board Chair. Any request for a longer Leave of Absence must be considered and approved by the Board of Directors. An approved Leave of Absence is not considered an absence as defined above.

Section 6. Removal of Directors. The General Members may remove a Board Director for causes stated below in these Bylaws by a two-thirds vote at a properly called meeting of the General Members. Proper notice must be given in advance stating that the removal of a Board Director is to be considered. A Board Director may be removed for the following

causes: failing to fulfill the duties required of Board Directors, intentional violations of the bylaws of the organization, or intentional acts or omissions which a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation. At a regularly scheduled meeting of the Board of Directors, Directors may remove a Board Director for repeated failures to attend Board meetings and replace said Board Director as per section 8, filling vacancies.

Section 7. Resignation of Directors. A Board Director may resign at any time. The resignation of a Board Director must be in writing to the Board, the Board Chair or the Secretary. Once accepted and acknowledged in writing by the Board Chair, a notice of resignation is irrevocable.

Section 8. Filling Vacancies. The Board of Directors may, by a majority vote, appoint new Board Directors to fill any vacancies on the Board. A Board Director appointed to fill a vacancy shall serve only until the next regular election of Board Directors, at which time she or he must be elected by the General Members in order to remain a Board Director.

Section 9. Quorum and Action. The Board will make decisions by consensus whenever possible except in matters concerning the expenditure of funds where the decision will be made by roll call vote. If consensus cannot be reached, action shall be taken by a vote. A quorum at a Board meeting shall be a majority of all current Directors of the Board. If a quorum is present, action is taken by the affirmative vote of a majority of Board Directors present. Where the law requires the affirmative vote of a majority of Board Directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by that majority as required by law.

Section 10. Proxy Voting. There shall be no proxy voting allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 11. Regular Meetings. Regular meetings of the Board of Directors shall be held once each month. All regular meetings will be open to the public with only Board Directors having voting and consensual privileges, except at regularly scheduled General Membership meetings when new Board Directors are elected. The Board Chair reserves the right to limit public comment.

Section 12. Special Meetings. Special meetings of the Board of Directors shall be called by the Board Chair and held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Board Director personally or by telephone, or by mail not less than two days before the special meeting.

Section 13. Review of Strategic Plan. An annual community meeting to review the strategic plan and goals shall take place within the third quarter of each calendar year.

Section 14. Review of Bylaws, Policies & Procedures, and Board Directorship. There shall be an annual review of this corporation's Bylaws and attendance of the Board of Directors. This review shall take each calendar year.

Section 15. No Salary. Board Directors shall not receive any salaries for their Board services, but may be reimbursed for expenses related to Board services.

Section 16. Action by Consent. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting, may be taken without a meeting if a consent by email and/or in writing, setting forth the action to be taken or so taken, shall be signed by all the Board of Directors.

Section 17. Authority of Directors. No Board Director may act on behalf of the Corporation without specific authorization by the Board of Directors to do so.

ARTICLE V: COMMITTEES

Section 1. Establishment. The Board may establish any Committee, including Standing Committees or temporary Committees, by a resolution of the Board. Such resolutions shall name the Committee and the purpose of the Committee, shall state whether it is a "Board" Committee or a "Non-Board" Committee, shall state what powers, authority and duties have been delegated to the Committee, how the Chair of the Committee and how the members of the Committee shall be appointed or elected, and may state what procedures, if any, the Committee shall use in carrying out its work.

The Board of Directors shall always have the power to amend, alter or appeal the decisions of its Committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

Section 2. Board and Non-Board Committees. The Board may establish "Board" Committees to which are delegated part or all of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs or to make other decisions for the corporation. Such committees shall be established by resolution by a majority vote of all Board Directors then in office. Board Committees shall consist of two or more Board Directors, and shall not have any members who are not Board Directors.

The Board may establish "Non-Board" Committees, including Working Committees or Advisory Committees, which do not have any part of the power or authority of the Board to authorize expenditures, adopt budgets, set policy, establish programs or to make decisions for the corporation. Such committees shall be established by resolution, by a majority vote of the Board Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

Section 3. Committee Chair. One member of each committee shall be selected or appointed as Committee Chair by the Board, or if the Board wishes, it may delegate that power to the Board Chair or the members of the committee, subject to later confirmation by the Board. The Board Treasurer will chair the Finance Committee. Other Standing and

Special Committees may be chaired by Board officers, but only if approved by a vote of the Board.

Section 4. Standing Committees. The Standing Committees are outlined in the Policies and Procedures.

Section 5. Standing Committees Duties. The duties of the Standing Committees are to:

- a) Oversee the implementation of the action plan that fulfills the goal assigned to the committee as described in the Policies and Procedures.
- b) Prioritize goals, strategies, actions and tasks for its respective Strategic Plan section. Each committee will bring priority recommendations to the Board of Directors.
- c) Report to, and receive guidance and approval from, the Board of Directors.

Section 6. Executive Committee. The Executive Committee shall consist of the Officers of the Board of Directors and the Chairs of the Standing Committees. Any Board of Director or General Member may attend Executive Committee meetings. Each committee member has one vote.

Section 7. Executive Committee Duties. The duties of the Executive Committee are restricted to agenda setting for Board meetings.

Section 8. Executive Committee Proceedings.

- a) The Executive Committee meets once a month to create the agenda for next month's Board / Workshop meeting.
- b) The Executive Committee meets at least eight (8) calendar days prior to the Board / Workshop meeting for agenda setting to give staff time to prepare Board packets for mailing.
- c) Board Directors, General Members, staff and the general public residing in the Illinois Valley Census Tracts 3615 and 3616 may submit proposed agenda items for Board / Workshop meeting to the IVCRT office in writing. Agenda items must be submitted at least two weeks prior to the scheduled Board / Workshop meeting for inclusion by the Executive Committee.

The general public is encouraged to attend Executive Committee meetings.

Section 9. Limitations on the Power of Committees. No committee may commit the support of the Board of Directors, financial or otherwise to any project without prior authorization of the Board of Directors; nor may any committee authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; nor may approve the dissolution, merger, sale, pledge, or transfer of all or part of the corporations' assets; nor may elect, appoint, or remove Board Directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution of the Board of Directors.

ARTICLE VI: OFFICERS

Section 1. Titles. The officers of the corporation shall be the Board Chair who shall also be the President, Vice-Chair, Secretary, and Treasurer.

Section 2. Election and Term of Office. At the Annual Membership Meeting the IVCDO begins taking nominations of candidates for Officers. Nominees may submit in writing a brief description of their qualifications. Nominees must submit a declaration of their willingness to serve. Additional nominations of candidates for Officers will be taken on election night at the first regularly scheduled monthly board meeting following the Annual General Membership Meeting. Newly elected Officer's terms shall begin effective immediately. Each Officer shall hold office until her or his successor has been properly elected, unless she or he resigns or is removed.

Section 3. Vacancy. A vacancy of the office of the Chair or that of another Officer shall be filled no later than the first regular meeting of the Board of Directors following the vacancy. The elected Officer shall hold office for the portion of the term of that office that has not expired.

Section 4. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees, as it deems necessary and desirable. They shall hold their office for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. Board Chair. The Chair shall be the principal officer of the corporation and shall preside at all Board meetings, shall, in general, supervise or oversee the supervision of all of the affairs of the corporation, shall call special meetings, shall prepare agendas, shall sign on behalf of the corporation, shall appoint special committees and chairpersons of the Standing Committees if the Board delegated that power to the Board Chair or the members of the committee and the members of the committee are unable to agree upon a committee chair, and shall help coordinate the activities in the strategic plan. The Board Chair shall also perform other duties as may be assigned by the Board of Directors. The Board Chair shall serve as an ex-officio member of all committees.

Section 6. Vice-Chair. The Vice-Chair shall act in the absence of the Board Chair and shall have the rights and obligations of the Board Chair.

Section 7. Secretary. The duties of the Secretary shall be to maintain a current list of Board Directors and General Members, officers, terms and chairperson appointments; oversee storage of files; maintain records, write correspondence as needed and send out materials from committees. When needed, the Secretary will contact office staff for assistance with note taking and preparation of minutes. Minutes of Board / Workshop meetings will be in written form. Executive Sessions and any mediation meetings that involve any Board Directors will be electronically recorded. Such electronic recordings will be maintained in a locked secure location to be available for reference if needed.

Section 8. Treasurer. The duties of the Treasurer are to oversee the maintenance of financial records of the corporation through the staff and verify expenditures of funds.

ARTICLE VII: CONFLICT OF INTEREST

Section 1. Conflict of Interest. Conflict of interest is defined as taking official action that may result in financial benefit or avoiding a negative financial effect on the Board Director, the Board Director's relative or a business organization with which the Board Director or the Board Director's relative is associated.

Section 2. Declaration of Conflict of Interest. If a Board Director of the Corporation is met with a potential or actual conflict of interest that Board Director shall announce publicly the nature of the conflict and declare the conflict prior to discussion, recommendation, vote or any action taken thereon in the capacity as a Board Director of the Corporation. Such conflict shall be recorded in the minutes of the Corporation.

Section 3. Potential and Actual Conflict of Interest. Individual Corporation members who have declared a *potential* conflict of interest may participate in official action after declaring a conflict. Individual Corporation directors who have declared an *actual* conflict of interest must refrain from taking any official action on the issue.

Each Board Director shall annually sign the **Conflict of Interest** Policy.

ARTICLE VIII: AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the Board of Directors by a majority vote of all of the Board Directors present at a regularly scheduled meeting. A proposed amendment of the Bylaws may be voted upon after the Board of Directors has received written notice at least two days prior to the meeting at which the action is to be taken. Alternatively, the proposed amendments may be presented at a Board meeting and then voted on at the next Board meeting.

ARTICLE IX: CORPORATE INDEMNITY

This Corporation will indemnify its officers and directors to the fullest extent allowed by law.

ARTICLE X: WHISTLEBLOWER POLICY

If any Board Director reasonably believes that some policy, practice, or activity of the IVCDO is in violation of law, a written complaint must first be filed by that Board Director with the Executive Director or the Board President before any further action is taken.

It is the intent of the IVCDO to adhere to all laws and regulations that apply to the IVCDO and the underlying purpose of this policy is to support the IVCDO's goal of legal compliance. The support of all Board Directors is necessary to achieve compliance with

various laws and regulations. A Board Director is protected from retaliation only if the Board Director brings the alleged unlawful activity, policy, or practice to the attention of the Executive Director or the Board President and provides the IVCDO with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to Board Directors that comply with this requirement.

The IVCDO will not retaliate against any Board Director, who in good faith, has made a protest or raised a complaint against some practice of the IVCDO, or of another individual or entity with whom the IVCDO has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The IVCDO will not retaliate against a Board Director who discloses or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the IVCDO that the Board Director reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the healthy, safety, welfare, or protection of the environment.

Each Board Director shall annually sign the Whistleblower Policy.