

# BYLAWS OF THE NORTHWEST VEGETARIAN EDUCATION AND EMPOWERMENT GROUP

## Article 1. Name

**Section 1.1 Name:** The name of the corporation is Northwest Vegetarian Education and Empowerment Group, and its duration shall be perpetual.

## Article 2. Location

**Section 2.1 Location:** The principal office of the corporation shall be located in the metropolitan area composed of Portland, Oregon, and Vancouver, Washington.

## Article 3. Purpose

**Section 3.1 Purpose:** This corporation shall be a public benefit corporation, organized and operated exclusively for charitable, educational, scientific, and literary purposes, including the prevention of cruelty to animals, and including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. Subject to the limitations stated herein, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, 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.

**Section 3.2 Mission:** The mission of this corporation shall be to educate and empower people to make vegetarian choices for a healthy, sustainable, and compassionate world.

**Section 3.3 Objectives:** The objectives of this corporation shall be to: 1) build and maintain community in a fun environment, 2) build and connect in the wider community, 3) provide outreach and education, 4) be a responsible, effective, and transparent organization, 5) provide expertise and serve as a resource on vegetarian issues, and 6) create positive change and make a better world.

## Article 4. Membership and Membership Meetings

**Section 4.1 Classes of Members:** There shall be one class of members in this corporation.

**Section 4.2 Restrictions on Membership:** Membership is open to all persons. Although no requirements will be imposed on new members, it is in the interest of the corporation that new members desire to further the purpose of the corporation as stated in Article 3. Members are those who have paid annual membership dues, or other non-monetary compensation such as volunteer time, as determined by the Board of Directors. Members may seek to be candidates for a director position (Sections 5.4 and 5.5). Members may seek to serve on committees (Section 5.12). A member may resign at any time.

**Section 4.3 Termination of Membership:** Pursuant to ORS 65.167, membership may be terminated by the Board after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than 5 days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

**Section 4.4 Annual Meeting:** An annual meeting of the membership shall be held at least once in the calendar year, normally in the month of June. The annual meeting shall include finalizing the election of directors.

**Section 4.5 Special Meetings:** Special meetings of the members may be called by the Board of Directors or by written request of five percent or more of the members.

**Section 4.6 Time and Place of Meetings:** Written or printed notice stating the place, day, hour, and purpose of any regular or special meeting will be provided to each member not less than ten days before the date of such meeting. Notice shall include an agenda of all matters on which a vote of the members is to be taken. Special meetings will be called within 60 days of legitimate requests from the membership. The accidental omission to give notice of a meeting to any member, or the non-receipt of notice of a meeting by any member, shall not invalidate any proceedings or resolutions at any meeting of the corporation or any committee thereof.

**Section 4.7 Quorum and Conduct of Meetings:** A quorum shall consist of five percent of paid-up members of the corporation. No business may be transacted unless a quorum is present. Each member shall be entitled to one vote on each

matter voted on by the members, not exercisable by proxy. A family membership, if offered, shall be entitled to no more than two votes, both family members being 18 years of age or older. An organization or business which is a member may designate a person to vote on its behalf. A majority vote is required to take action unless a greater proportion is required by Chapter 65 of Oregon Revised Statutes or by these bylaws. In the event of a tie vote, the matter voted on shall be referred to the Board of Directors for a revote in an attempt to break the tie.

**Section 4.8 Use of Members' Data:** The corporation will utilize member lists and other member data for board-authorized purposes in pursuance of the stated mission (Section 3.2). Access to members' data is limited to those serving as agents in carrying out the official business of the corporation, as prescribed by the Board of Directors.

## **Article 5. Board of Directors**

**Section 5.1 Purpose:** The management of the affairs of the corporation shall be vested in the Board of Directors.

**Section 5.2 Number:** The Board shall consist of five to fifteen members and these members shall be referred to as directors.

**Section 5.3 Term:** The term of office for directors shall be two years, beginning on July 1 and ending on June 30 two years later. Despite the expiration date of a director's term, the director shall continue to serve until the director's successor is elected. A director may be reelected without limitation.

**Section 5.4 Nominations:** At least sixty days before each Annual Meeting, a standing Nominating Committee (Section 5.12) shall petition candidates for director positions from among the membership, including acting directors whose term will expire at the conclusion of the current fiscal year. The petition shall request that candidates provide candidate statements that describe how the candidate is qualified for a position as director of the corporation (section 5.5). The number of positions to be filled will include those directors whose terms expire at the end of the fiscal year; this number may be adjusted as determined by the Board by undertaking a consensual vote and remaining within the 5 to 15 range for the number of directors (Section 5.2).

**Section 5.5 Qualifications:** All directors shall be members of the corporation. Candidate statements, petitioned by a standing Nominating Committee, shall 1) show how they will further the mission, purpose, and objectives of the corporation, and 2) describe former experiences relevant to being a director of this corporation.

**Section 5.6 Elections:** At least thirty days before each Annual Meeting, an ad hoc Election Committee (Section 5.12) will present a recommended slate of nominees to the Board and the membership for the election to be held at the Annual Meeting. At least two weeks before the June Annual Meeting, a candidate ballot containing the candidate statements shall be sent to each member by the Election Committee. The ballot shall contain instructions to fill out and return the ballot before or during the Annual Meeting to a designated member of the Election Committee to allow for tallying of the votes. Ballots may be sent out by regular mail or e-mail, and returned in like manner, invoking an honor system to retain confidentiality. In the event of a tie vote where one candidate would win the position and the other would lose the position, a revote shall be taken exclusively for these two candidates.

**Section 5.7 Vacancies:** Any vacancy on the Board, and any newly created Board positions, may be filled by a consensual vote by the Board. The term of a director chosen in this manner to fill a vacancy shall end the following June 30 unless he/she is elected to serve beyond that date.

**Section 5.8 Removals:** A director may be removed for cause, by a vote of two-thirds of the members present at a special meeting called for that purpose. Before such a special meeting is called, the director subjected to removal may petition the Board to hear his/her plea and reverse the conditions that initiated removal. The notice for the special meeting shall state that the purpose of the meeting is the removal of a director and this notice shall include the conditions that initiated removal. If a director is absent and unexcused by the President from any three regularly called Board meetings, said director's seat shall immediately be declared vacant.

**Section 5.9 Board Meetings:** Regular meetings of the Board shall be held at least quarterly and shall be open to all members. The time of regular meetings will be listed in member event calendars, posted in the newsletter, website and/or other modes of communication prescribed by the Board of Directors. Special meetings may be called anytime by the President by giving at least 3 days notice to the directors, or by written request to the President by 50% of the directors.

**Section 5.10 Quorum and Conduct of Board Meetings:** Each meeting shall include the President, or another officer delegated to preside, in order to constitute a quorum. A quorum shall be constituted when at least 60% of the directors are

present. Boards shall exercise a consensus-based procedure for proposing, approving, and tabling motions. Proxy voting shall not be allowed.

**Section 5.11 Compensation and Reimbursement:** Directors and committee members serve as unpaid volunteers, but they may seek advancements or reimbursements for expenses incurred as a result of their official duties. Directors and committee members must make requests for advancements or reimbursements, and receive approval for such requests, before funds are expended.

**Section 5.12 Committees:** The Board may appoint committees, both standing and ad hoc, as it may deem necessary or beneficial. The Nominating Committee shall be a standing committee of no less than three members delegated to recruit candidates for new director positions and to verify that candidates meet the qualifications as described in Section 5.5. The Election Committee shall be an ad hoc committee delegated to conduct the vote for new directors and provide the results to the Board. Members of the Nominating Committee and the Election Committee shall not be candidates or their spouses/partners, and no member shall be able to serve on both committees simultaneously. A Finance Committee, consisting of the Treasurer and at least two other directors, shall oversee the preparation of records and data specified in Section 6.2 under Treasurer. Other committees, not defined in this section, can be dissolved by the Board when they are deemed unnecessary or not beneficial.

## **Article 6. Officers and Duties**

**Section 6.1 Officers:** The corporation shall have four officers: President, Vice President, Secretary, and Treasurer, each of whom shall also be a member of the Board of Directors. The duties of these four offices, found in Section 6.2, may be further delineated to assist in the effectiveness and efficiency of governance. In the interest of efficiency, the duties of each of these four positions may be divided between two directors.

### **Section 6.2 Duties:**

**President:** It shall be the duty of the President to preside at all meetings of the Board and the membership, and arrange for a written agenda for such meetings. The President shall be an ex-officio member of all standing and ad hoc committees. The President shall have general supervision over the business of the corporation and shall have additional powers as conferred by the Board.

**Vice President:** The Vice President shall assist the President in all matters pertaining to the office of President. In the absence of the President, the Vice President shall discharge all the duties of that office.

**Secretary:** The Secretary shall maintain records of the minutes of the Board and membership meetings, and shall arrange for the distribution of the minutes in a timely fashion to whomever it seems appropriate. The Secretary shall prepare correspondence at the request of the President or of the Board. He/she shall respond to inquiries from the membership and general public or, otherwise, arrange for a response from a director or from a member, as appropriate.

**Treasurer:** The Treasurer shall maintain the accounts of the corporation in accordance with accepted accounting practices. The Treasurer shall record all revenues and expenses at the conclusion of each fiscal quarter. He/she shall contribute a complete account in the annual operating plan, by cost category, for an ending fiscal year, and, separately, projections for an upcoming fiscal year. He/she shall prepare and file any financial records required by any governmental jurisdiction in order for the corporation to maintain a legal nonprofit status.

**Section 6.3 Election of Officers:** Officers shall be selected by the Board of Directors at a meeting called for that purpose following the installation of newly elected directors on July 1. The directors shall exercise a consensus-based procedure for selecting officers.

**Section 6.4 Installation:** The newly elected officers shall assume their duties immediately following election by the Board of Directors.

**Section 6.5 Vacancies:** A vacancy in the office of President shall be filled by special nomination followed by election, exercising a consensus-based procedure, by the Board of Directors at the next regular or special membership meeting called for that purpose. Any other vacancy shall be filled by appointment of the Board.

## **Article 7. Tax Exempt Provisions**

**Section 7.1 Limitations on Activities:** No substantial part of the activities of this corporation shall be the carrying on

of propaganda, or otherwise attempting to influence legislation [except as provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by 1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or 2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**Section 7.2 Prohibition Against Private Inurement:** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**Section 7.3 Distribution of Assets:** Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**Section 7.4 Private Foundation Requirements and Restrictions:** In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation shall 1) distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the internal Revenue Code; 2) not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article 8. Contracts, Checks, Deposits, and Gifts**

**Section 8.1 Contracts:** The Board may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 8.2 Checks:** All checks, drafts or orders for payment of money, notes or other evidence of indebtedness, issued in the name of the corporation, shall be authorized by the Treasurer or the President, or delegated to another officer in their absence, as prescribed by the Board of Directors.

**Section 8.3 Deposits:** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

**Section 8.4 Gifts:** The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **Article 9. Corporate Records and Reports**

**Section 9.1 Records:** The corporation shall keep: 1) minutes of all meetings of directors indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present and the proceedings thereof; 2) adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and 3) a copy of the corporations Articles of Incorporation and Bylaws as amended.

**Section 9.2 Rights To Inspection and Copying of Documents:** Every director and paid up member shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation unless otherwise proscribed in these bylaws as in section 4.8 for the Use of Members' Data.

**Section 9.3 Annual Report:** The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail: 1) the assets and liabilities of the corporation as of the end of the fiscal year; 2) the principal changes in assets and liabilities during the fiscal year; 3) the revenue or receipts of the corporation for the fiscal year; and 4) the expenses and disbursements of the corporation during the fiscal year. The existence of the annual report shall be announced to

the membership and made available to those who so request. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit.

#### **Article 10. Fiscal year**

**Section 10.1 Fiscal Year :** the fiscal year of the corporation shall begin on the first day of July and end on the last day of June in the following year.

#### **Article 11. Liability, Indemnification, and Insurance**

**Section 11.1 Non-Liability of Directors:** A director shall not be liable to the corporation or its members for monetary damages for conduct as a director, except for any action or omission occurring prior to the date when this provision became effective; any breach of the director's duty of loyalty to the corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; any unlawful distribution; any transaction from which the director derived an improper personal benefit; any act or omission in violation of provisions of Chapter 65 of the Oregon Revised Statutes regarding direct conflict of interest, loans to or guarantees for directors; and liability for unlawful distributions.

**Section 11.2 Indemnification By Corporation Of Directors, Officer, Employees and Other Agents:** To the extent that a person who is, or was, a director, or officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonable incurred by the person in connection with such proceeding. If such a person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceeding shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirement of, Chapter 65 of the Oregon Revised Statutes.

**Section 11.3 Insurance For Corporate Agents:** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation, including a director, an officer, an employee or other agent against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Oregon law.

#### **Article 12. Amendments to Bylaws**

**Section 12.1 Amendments to Bylaws :** These bylaws may be altered, amended or repealed by the Board and new bylaws may be adopted. Upon approval by the board, written notice of changes shall be put forth to the membership and adoption shall consist of approval by two-thirds vote of the members responding as polled by mail or by a two-thirds vote of those members attending an annual meeting at which a quorum is present.

**Section 12.2 Limit on Changes:** Any changes to these bylaws shall not contain any provisions for the regulation and management of this corporation inconsistent with chapter 65 of the Oregon Revised Statutes, Section 501(c)(3) of the Internal Revenue Code of 1954, or the Articles of Incorporation filed with the state of Oregon.