**DRAFT**

**BYLAWS**

**OF**

**The Dallas Youth Garden (DYG)**

**An Oregon Public Benefit Corporation**

**Article I. Name**

The name of this public benefit corporation is Dallas Youth Garden (“DYG”). Its duration shall be perpetual.

**Article II. Principal Office**

The registered office of the Corporation shall be located in the city of Dallas in the state of Oregon. The Board may, at any time, change the location of the registered office within Oregon.

**Article III. Purpose**

The Corporation is the fiduciary that steers the Dallas Youth Garden Club (a 4-H club) towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, making sure the Dallas Youth Garden has adequate resources to advance its mission, and entering into relationships with organizations that will facilitate the operation of the Dallas Youth Garden to meet its Mission and Goals.

The mission of the Dallas Youth Garden is to contribute to developing the workforce in Polk County by providing educational summer internships to high school students from the Dallas School District, including Dallas High School, Morrison School, and home school students. Through development and maintenance of a market garden interns gain job and leadership skills, learn agricultural practices, and become aware of the nutritional needs of our community.

**Article IV. Membership**

The Corporation shall have no members or membership, and its general management shall be vested in the Board, as hereinafter set forth.

**Article V. Board of Directors**

Section I . Management. The business and affairs of the Corporation shall be governed by its Board. The Board may, from time to time, delegate such authority and responsibility as it may determine to one or more committees or officers.

Section 2. Number. The number of directors of the Corporation shall consist of no less than three (3) and no more than nine (9) directors.

Section 3. Qualification. Membership on the Board shall be open to all persons who are 18 years or older with a demonstrated commitment to the mission and goals of the Corporation. Membership on the Board shall not be denied or conditioned on the basis of race, color, religion, age, national origin, gender, or sexual orientation. The Board will consist of at least one member each from: Trinity Lutheran Church, Polk County, and the Polk County Extension Office.

Section 4. Nomination and Election. The Nominating Committee shall be responsible for identifying prospective candidates for election to the Board. No later than seven (7) days before the Annual Meeting, the Nominating Committee shall present to the Board for review a slate of candidates, consisting of a list of candidates on the slate, the term for which each is nominated, and relevant biographical information about each candidate. Candidates for director shall be elected by a majority of the directors then in office. Each director shall be entitled to one vote on each matter submitted to the Board.

Section 5. Terms. A director shall serve a term of three (3) years unless he or she is disqualified or removed, or resigns or dies. . Directors may be elected to successive terms of office. A director may serve on the Board

for up to three (3) consecutive full terms. A director who has served the maximum number of

consecutive full terms must leave the Board for a minimum of one year before he/she will be eligible for

reelection to the Board. Directors' terms shall be staggered in a manner that reduces the possibility that

more than one third of directors' terms will expire in any one year.

Section 6. Removal. Any director may be removed, with or without cause, by a vote of two-thirds of

the directors then in office. Removal as a director shall also constitute removal as a member of all

committees of the Board.

Section 7. Resignation. Any director may resign at any time by giving written notice to the Board,

the Chair or the Secretary. The notice shall set forth the effective date of the resignation.

Section 8. Vacancies. Vacancies on the Board shall be filled by an affirmative vote of a majority of

the directors then in office at a regular meeting or special meeting called for that purpose. The

Governance Committee shall nominate the candidate(s) for a vacant position in the same manner as

provided under Section 4 of this Article for nominations. A successor director shall serve for the

unexpired term of the predecessor and, at the conclusion of the unexpired term, shall be eligible for a

three (3) year term as recommended by the Governance Committee. A successor director serving an

unexpired term of eighteen (18) months or more shall be considered serving a full term when determining eligibility for reelection. A Chair of the Board shall be required to declare a position vacant if a director fails to attend any four (4) consecutive meetings of the Board without being excused by the Chair.

Section 9. Quorum and Action. At any meeting of the Board, 50% of the directors then in office shall constitute a quorum. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws or the articles of incorporation.

Section 10. Proxies. There shall be no voting by proxy.

Section 11. Annual Meeting. An annual meeting will be held within 30 days of the end of the fiscal year. The failure to hold an annual meeting on the stated date will not affect the validity of any corporate action. At the annual meeting, the Garden Coordinator will provide an annual report on activities, the Administrator will review corporate finances and results of the annual audit, and the Board will consider and act on other matters that may be raised consistent the corporation and its bylaws.

Section 12. Other Meetings. Meetings of the Board shall be held at a time and place as shall be determined by the Board. No other notice of the date, time, place, or purpose of these meetings is required.

Section 13. Alternative Meeting Venue. Any regular or special meeting of the Board may be held by

telephone, telecommunications or electronic means, as long as all Board members can hear or read each

other's communications during the meeting or all communications during the meeting are immediately

transmitted to each participating director, and each participating director is able to immediately send

messages to all other participating directors. All participating directors shall be informed that a meeting is

taking place at which official business may be transacted. A director's participation in a meeting in

accordance with this Section shall constitute the director's presence in person at such meeting for all

purposes.

Section 14. No Salary. Directors, the Garden Coordinator, and Administrator shall not receive salaries for their Board services but may be reimbursed for authorized expenses related to Board service.

Section 15. Action without a Meeting. Any action required or permitted to be taken at a meeting ofthe Board may be taken without a meeting if all the directors take the action, each one signs a written

consent describing the action taken and the consents are filed with the records of the Corporation. The action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

**Article VI. Officers**

Section 1. Titles. The officers of the Corporation shall consist of a Chair, Vice Chair, Administrator, Garden Coordinator, and other such officers as the Board may appoint as specified in Article VI, Section 5.

Section 2. Nomination and Election. All officers shall be nominated by the Governance Committee and shall be elected or re-elected at the next Board meeting by a majority vote of a quorum of the Board.

Section 3. Terms. All officers, except the garden coordinator, shall serve for a term of two years or until their successors are duly elected, except that no individual elected to the office of Chair, Vice Chair, or Secretary shall be elected to the same office for more than two consecutive terms. Terms of office begin immediately upon election.

Section 4. Vacancy. A vacancy in any office, except Garden Coordinator, shall be filled by the Board as soon as practical at a regular meeting of the Board following the meeting at which the vacancy was reported. The Governance Committee shall nominate the candidate(s) for the vacancy.

Section 5. Other Officers. The Board may elect or appoint such other officers as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board.

Section 6: Chair. The Chair will preside at meetings of the Board, will ensure that the Board is advised on all significant matters of the Corporation’s business, will act as a principal spokesperson and representative of the Corporation, will be the chief executive officer of the Corporation, will have the general powers and duties of management usually vested in a chief executive officer, and will have other powers and duties that may be prescribed by Board or these bylaws. In the absence of the Corporation Administrator the Chair has check writing authority

Section 7: Vice Chair: In the absence of the Chair or in the event of her/his inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board.

Section 8: Corporation Administrator: The Administrator will perform secretary and treasurer duties and will be the chief financial officer of the Corporation and will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The Administrator will prepare and manage grants, deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with those depositories that may be designated by the board of directors, will disburse or cause to be disbursed funds of the Corporation as may be ordered by the board of directors, and will have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

The Administrator will be responsible for preparing minutes of meetings of the Board and for authenticating records of the corporation. The Administrator will keep or cause to be kept,

at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board. The Administrator will also have other powers and perform other duties that may be prescribed by the Board or these bylaws.

Section 10: Garden Coordinator: The Garden Coordinator will be elected by a majority of vote of the board and, after background approval by the Polk County Extension 4-H Office, will operate the Dallas Youth Garden 4-H club. The Garden Coordinator may expend funds and request payment by the Administrator for the operation of the garden club and payment of stipends to interns. All requests for reimbursement payments must include documentation of expenses or items purchased.

**Article VII: Committees**

Section 1. Standing Committees. Standing committees shall be created or dissolved only by the Board, as it sees fit. Standing committees shall have charters, which may be approved or amended only by the Board. Standing committee charters shall designate each committee's purpose, responsibilities, membership and limitations. The Nominating Committee is hereby created to nominate members to the Board as described in Article V, Section 4.

Section 2. Other Committees. The Board may designate additional temporary, advisory, and support committees and may vest such committees with such powers and responsibilities as it sees fit. All committees shall report periodically to the Board.

Section 3. Committee Chairs. The Chair of the Board, in consultation with the Board, shall appoint the chair of each committee.

Section 4. Committee Members. The Chair of the Board shall appoint the required number of directors to each committee, in consultation with the committee chair and the Board.

Section 5. Quorum and Action. A quorum at a meeting of a committee shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the members present.

Section 6. Limitations on the Powers of Committees. No committee shall authorize distribution of funds; approve or recommend dissolution, merger or sale, pledge or transfer of all or substantially all of Corporation’s assets; elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; or adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board.

Section 7. Resignation/Removal. Any committee member may resign at any time by delivering notice to the Board. A resignation is effective when the notice specifies unless the notice is made effective at a later date and the Board accepts the later effective date. The Chair of the Board may, with prior approval of the Board, remove any member of a committee at any time with or without cause.

**Article VIII: General Provisions**

Section 1: Amendment of Bylaws. These Bylaws may be amended or repealed, in whole or in part, and new bylaws adopted, by the Board by an affirmative vote of two-thirds of directors present at a regular or special meeting of the Board. Prior to the adoption of the amendment, each director shall be given at least ten (10) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

Section 2: Inspection of Books and Records. All books, records, and accounts of the Corporation will be open to inspection by the directors in the manner and to the extent required by law. An annual financial audit will be completed by the Administrator, Garden Coordinator, and a board member appointed by the Chair. The results of the audit will be presented at a Board meeting following the end of the fiscal year.

Section 3: Fiscal Year. The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

Section 4.Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these bylaws.

Section 5: Execution of Document. The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless authorized by the Board, no officer, agent, or employee will have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 6: Insurance. The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee,

or agent of the corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the Corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

Section 7: Conflict of Interest. A conflict of interest is a transaction with the corporation in which a Director of the corporation has a direct or indirect interest. Any conflict of interest transaction shall be subject to the provisions imposed by the Oregon Nonprofit Corporation code.

Section 8: Dissolution. Upon the dissolution of the corporation, garden facility assets will be distributed to Trinity Lutheran Church, garden tool assets will be distributed to the Polk County 4H Leaders Association (501(c)(3) organization), any remaining funds will be equally distributed to Trinity Lutheran Church and the Polk County 4H Leaders Association.