

# BYLAWS

## Rogue Retreat

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### **Article I Purpose**

Rogue Retreat is organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, 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 (or its corresponding future provisions) and Section 501 (c) (3) of the Internal Revenue Code (or its corresponding future provisions).

This Corporation's primary purpose shall be to provide hope for the homeless through affordable housing, accountability and life coaching. Rogue Retreat provides housing, life coaching and other supportive services for chronically homeless, low-income families and individuals.

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the Corporation, any assets then remaining shall be distributed to a qualified, tax-exempt organization as described in Code Section 501 (c) (3).

### **Article II Non-membership**

This Corporation shall have no members.

## **Article III Board of Directors**

### **Section 1 Duties**

The affairs of the Corporation shall be managed by a Board of Directors.

### **Section 2 Number and Qualifications**

The number of Directors may vary between a minimum of five and a maximum of fifteen.

### **Section 3 Terms and Election**

Directors will serve a two (2) year term. The Board shall elect its own members, except that a Director shall not vote on that member's own position. Each Director shall hold office for the term for which he or she is elected and until his or her successor has been elected and qualified. Directors may be reelected for up to ten additional consecutive terms.

### **Section 4 Removal**

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

### **Section 5 Vacancies**

Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the Directors then on the Board of Directors. A vacancy will be filled no later than the first regular meeting of the Board following the vacancy.

### **Section 6 Resignations**

Director resignations must be in writing and addressed to the Chairperson of the Board.

Missing three consecutive Board meetings or missing four within a fiscal year shall disqualify any Director from exercising their duties of due care and be deemed a resignation, which may or may not be accepted by the Board

### **Section 7 No Salary**

Directors shall not receive salaries for their Board services but may be reimbursed for pre-approved expenses related to Board service.

### **Section 8 Participant Position**

It is important to Rogue Retreat to have a participant member on the Board. There will be at least, but not necessarily limited to, one participant member on the Board. This member shall be a current participant of one of the Rogue Retreat programs. The term limit of a Participant Board member is the same as stated in section 3 above or until such time as the participant is no longer an active member of one of the Rogue Retreat programs. As needed the Rogue Retreat Board of Directors will ask agency program staff for recommended participants to fill the Board position.

## **Article IV Meetings**

### **Section 1 Regular Meetings**

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time or place, or purpose of these meetings is required.

### **Section 2 Annual Meeting**

An Annual Meeting of the Board of Directors shall be held each year in January for the purposes of planning, elections, Board development and related activities to support the health of the organization.

### **Section 3 Special Meetings**

Special meetings of the Board of Directors may be called by the Chairperson, by the Executive Committee, or by three or more Directors in office.

Notice of Special Meetings Advance notice of the time and place of any special meeting of the Board of Directors shall be required. Notice of time and place of any special meetings of the Board of Directors shall be given by the Secretary, or by the person or persons calling the meeting to each of the Board of Directors by mail, email, personal communication, telephone or FAX, at least three days prior to the date on which the meeting will be held. Notice of any special meetings shall include a description of any of the following matters: if the Directors will be asked to approve the matter or matters at the meetings; amendment to the By Laws or Articles of Incorporation; merger; sales of assets other than in the ordinary course of business; or dissolution.

### **Section 4 Alternatives to Regular Meeting**

Any regular or special meeting of the Board of Directors may be conducted through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

### **Section 5 Quorum and Action**

A majority of the duly elected Board of Directors at the time of the meeting shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers. The Board requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such as action taken by that majority as required by law.

### **Section 6 Action by Consent**

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all

the Directors. The writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

## **Section 7      Waiver of Notice**

Whenever notice is required to be given to any Director of the Corporation by the Articles of Incorporation, Bylaws, or laws of the State of Oregon, a waiver provided in writing, signed by the person or persons entitled to such a notice, whether before or after the time stated therein, shall be equivalent to giving of such a notice. The waiver must be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

Additionally, a member's attendance at a meeting waives objection to:

- (a) Lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- (b) Consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

## **Article V Committees**

### **Section 1      Executive Committee**

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions except as limited in the remainder of this section. The Executive Committee shall not have and exercise such authority to amend, alter, or repeal any By Laws or Articles of Incorporation; to elect, appoint, or remove any committee member, Director or officer; to merge, consolidate, liquidate or otherwise reorganize the Corporation; to sell, lease, exchange or encumber all or substantially all of the assets of the Corporation or amend or repeal any resolution of the Board of Directors unless expressly authorized to do so by such a resolution. The designation and authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him/her by law. Actions of the Executive Committee shall be recorded in minutes which shall be distributed promptly to all members of the Board.

### **Section 2      Other Committees**

The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the Executive Committee. Each committee shall consist of one or more Directors, and shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of Rogue Retreat. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

### **Section 3      Committee Quorum and Action**

A quorum at a Committee meeting exercising Board authority 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

consensus vote of Directors present. If after discussion a consensus vote cannot be attained, action will be determined by a majority vote.

#### **Section 4      Limitations on the Powers of Committees**

No committee may authorize payment of a dividend or any part of the income or profit of the Corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, By Laws, or any resolution by the Board of Directors.

### **Article VI Officers**

#### **Section 1      Titles**

The officers of this Corporation may be the Chairperson and Vice Chairperson, Secretary and Treasurer. All officers of this Corporation shall be members of the Board of Directors.

#### **Section 2      Election**

The Board of Directors shall elect the officers to serve a one-year term. All officers are eligible to serve additional terms with the approval of the Board. The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board. Each officer shall hold office until the successor has been elected.

#### **Section 3      Vacancy**

A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

#### **Section 4      Other Officers**

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

#### **Section 5      Chairperson**

The Chairperson is the senior volunteer leader of the organization and presides at all meetings of the Board, the Executive Committee, and other meetings as required. The Chairperson oversees implementation of corporate policies and ensures that appropriate administrative systems are established and maintained.

#### **Section 6      Vice Chairperson**

In the absence of the Chairperson, the Vice-Chairperson shall act as Chairperson. The Vice Chairperson shall also have other duties as designated by the Chairperson and the Board and shall serve in this position as Chairperson-Elect.

**Section 7 Secretary**

The Secretary shall have overall responsibility for all recordkeeping and shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the Corporation; (d) any other duties as may be prescribed by the Board of Directors.

**Section 8 Treasurer**

The Treasurer shall maintain the financial records and report to the Board. The Treasurer, jointly with the Board Chair and Finance Committee Chair ensures that current records are maintained, reflecting the financial condition of Rogue Retreat. The Treasurer participates in the preparation of the budget and ensures that accurate books and records on financial condition are maintained and that the assets of the organization are protected and invested according to corporate policy. The Treasurer ensures compliance with corporate and statutory reporting requirements. The Treasurer ensures that comprehensive financial reports to the Board are prepared in a timely and accurate manner and performs all duties incident to the office of the Treasurer.

**Article VII Fiscal Provisions****Section 1 Fiscal Year**

The fiscal year of the Corporation shall be the calendar year January 1 to December 31.

**Section 2 Approval of the Annual Budget**

At least 30 days prior to the start of the new fiscal year the Board shall approve Rogue Retreat's budget for the upcoming fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

**Section 3 Summary of Fiscal Year**

Not later than two months after the close of each fiscal year Rogue Retreat shall prepare a balance sheet showing in reasonable detail the financial condition of the Rogue Retreat at the close of the fiscal year.

**Section 4 Loans Prohibited**

No loans shall be made by the Corporation to any Officer or Director. No Officer or Director may make any loans to the Corporation.

**Section 5 Deposit of Funds**

All funds of Rogue Retreat shall be deposited from time to time to the credit of Rogue Retreat in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 6      Accepting Gifts, Bequests, etc.**

The Board of Directors may accept on behalf of Rogue Retreat any contribution, gift, bequest, or device for the general purposes or for any special purpose of Rogue Retreat.

**Article VIII Corporate Indemnity**

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the Corporation. No amendment to this Article that limits the Corporation’s obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

**Article IX Amendments to By Laws**

These By Laws may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors at any annual, regular or special meeting of the Board. All amendments shall be effective when adopted.

Prior to the adoption of the amendment, each Director shall be given at least three 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 By Laws and shall contain a copy of the proposed amendment.

IN WITNESS WHEREOF, the Board of Directors has adopted these Bylaws

on this \_\_\_\_26th\_\_\_\_ day of \_\_\_\_September\_\_\_\_ 2019

\_\_\_\_\_  
Board Chair  
Thomas Fischer

\_\_\_\_\_  
Board Vice-Chair  
Monica Garvin-Clayton

\_\_\_\_\_  
Board Secretary/Treasurer  
Curtis Robertson