

**Bylaws
Of
The Alsea Valley Gleaners Organization**

Article I
OFFICES

The principal office of the Alsea Valley Gleaners, (herein after referred to as AVG.) shall be in the County of Benton, Community of Alsea, and State of Oregon.

Article II
ORGANIZATION STRUCTURE

The Alsea Valley Gleaners is a Membership Organization

The membership as defined in the organization's policies and procedures, shall include any individual who wishes to participate in the organization and who meets eligibility requirements as defined in the **AVG Policies and Procedures** approved by the AVG Board of Directors.

Alsea Valley Gleaners does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Article III
PURPOSE/MISSION

Section 1: Purpose/Mission

Whereas: Alsea Valley Gleaners is organized exclusively for charitable purposes under Sec. 501 (C) (3) of the Internal Revenue Code as a public charity to perform activities deemed allowable under AVG's articles of incorporation, and

Whereas: Notwithstanding any other provision of these articles, the Corporation (AVG) shall not carry on any other activities not permitted to be carried on by and organization exempt from the federal income tax under Section 501 (C) (3) of the Internal Revenue Code, now

Therefore: The purpose of Alsea Valley Gleaners (AVG) is to plan, develop, implement and administer programs and projects that connect with other providers and support Alsea Valley families and individuals working toward self-sufficiency with a focus on food security, health and wellness, safety, and community development.

Section 2: Goals

Goal #1: To empower, encourage, and equip low income at-risk individuals and families in improving their quality of life by providing opportunities for participation in: 1) family and community gleaning and food security programs; 2) health, wellness, and safety programs; 3) firewood access programs and; 4) social assistance and community interaction.

Goal #2: To strengthen the relationships between AVG and local businesses and other community residents and further develop partnerships with farmers, ranchers, timber companies to actively reduce the waste stream(s).

Goal #3: To create partnerships with other social service agencies, local, State and Federal agencies in planning, development, and implementation of programs and projects which further the purpose/mission of the organization.

Article IV BOARD OF DIRECTORS

Section 1. General Powers: The Board of Directors shall govern the activities, financial affairs and property of AVG, and to do so may exercise all corporate powers available under its bylaws, articles of incorporation and the laws of Oregon.

Section 2. Establishment of sub-committees: The Board of Directors shall have the authority to create sub-committees from time to time as deemed necessary. One board member shall be appointed to lead said committee with selection of additional committee members from the membership and additional advisors from the community. **AVG Policies and Procedures** shall determine authority and responsibilities for sub-committees.

Section 2. Number, Tenure, and Qualifications: The number of directors (board members) shall be between seven (7) and nine (9). The number of directors may be increased or decreased by two thirds vote of the members of the board of directors at any annual meeting. Terms of individual board members shall be two (2) years. An officer may be reelected without limitation on the number of terms s/he may serve. The officers shall be elected by majority vote of the members that are allowed to vote as per adopted AVG Policies and Procedures. The election shall take place at the Annual Board Meeting which will be January of each year. Qualifications of a board member are that: 1) they have exhibited an interest in and commitment to the community of Alsea and the purpose of AVG; 2) they have performed one year's worth of AVG volunteer time at minimum of 120 hours; and 3) they have received training on distribution and pick-ups within 6 months of position to cover when others can't complete the requirements of the organization. Officer's powers and duties, along with the Job description for each of the officers shall be provided as per adopted **AVG Policies and Procedures.**

Article V OFFICERS

Section 1. The elected officers of the AVG Board of Directors shall be: Executive Director, Coordinator, Assistant Coordinator, Secretary, and Treasurer.

Section 2. The Various Officers and Chairpersons of AVG shall: 1) make full and complete written reports of the operations of their office at each general meeting; 2) file said reports with the secretary; and 3) when retiring from office, deliver to their successor in office all monies, books and other property of AVG in their possession or under their control.

Section 3. Elective Offices in AVG Board of Directors shall be either: 1) deemed vacant when two (2) consecutive regularly scheduled meetings are missed without a valid excuse, in writing, approved by three (3) other board members or; 2) considered relinquished when officer takes a leave of absence for a period of more than 60 days; with an interim appointment made by Executive Director and approved by remaining board for continuance of operations and to be filled at the next general meeting for the remainder of the term.

Section 4. Removal from office: Any officer may be removed, with cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of officers.

Article VI MEETINGS

Section 1. The fiscal year for AVG shall be: January 1st through December 31st.

Section 2. Annual meetings of the AVG: shall be held in January of the year following the previous year's ending. Election of officers shall be at this meeting. Annual reports of activities, projects, and goals for the organization and the yearly treasurer's report shall be part of the agenda of this meeting. This meeting shall also constitute the previous year's 4th quarter meeting.

Section 3. Quarterly meetings of the AVG: shall be held in the second week of January, April, July and October each year. Financial statements, program and special projects performance reports shall be part of the agenda.

Section 4. Annual budget meeting: shall be held no later than **October 31st** of each year for completion and board approval for submission at the next annual meeting.

Section 5. Monthly board meeting: shall be held once a month for performance and operations review.

Section 6. Special meetings: may be held whenever called by the executive director or a majority of the board, with written or verbal notice given to all members at least three (3) days in advance of the time, place, and purpose of the meeting.

Section 7: Quorums: 1) a quorum for a general meeting (2 officers, 5 members, and 2 directors) is necessary to hold a meeting; and 2) a quorum of board members (5 or more) is necessary to hold meetings other than the general meeting.

Section 8: Waivers: 1) waiver of attendance at any of these meetings must be for a valid reason given to the board; and 2) a meeting may be waived by vote of a majority of the board, with written and verbal notice to be given three (3) days in advance.

Article VII **OPERATIONS**

Section 1. Non-discrimination: Alsea Valley Gleaners does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Section 2. Parliamentary Authority: The rules contained in “Parliamentary Procedures for Gleaners” handbook by Sharon Thornberry shall govern AVG in all cases except those cases where the conflict or contradict these bylaws.

Section 3. Corporate Indemnity: The AVG will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Section 4. Policies and Procedures: All members shall be given a copy of the policies and operating procedures of the AVG organization when s/he applies for membership. All members will be required to follow the rules of the organization.

Section 5. Administrative and Financial Policies and Procedures: AVG follows Generally Accepted Accounting Principles (GAAP) and 2 CFR 230 - COST PRINCIPLES FOR NON-PROFIT ORGANIZATIONS (OMB CIRCULAR A-122) in accounting for program and projects revenue, income, assets and inventory.

Section 6: Credit: The credit of AVG shall not be pledged for payment of any bill, except by a vote of the majority of the members present at any meeting.

Article VIII
GRIEVANCE COMMITTEE

The Grievance Committee shall consist of three (3) members of the AVG membership and shall have the responsibility of investigating any situation or complaints brought to the attention of the board. They will give the results to the board and the board will make a decision. Additional information regarding the grievance process is included in the **AVG Policies and Procedures.**

Article VIV
CONFLICT OF INTEREST

Conflict of Interest: The standard of behavior for the Alsea Valley Gleaners is that all members, volunteers, officers and board members scrupulously avoid any conflict of interest between the interests of the AVG on one hand, and personal, professional, and business interests on the other. To this end, the board of directors shall adopt the AVG's Conflict of Interest Policy which shall be reviewed and signed annually.

Article X
DISSOLUTION

Upon dissolution of the AVG corporation, after paying or adequately providing for the debts and obligations of AVG, the remaining assets shall be distributed to, or divided among non-profit funds, foundations or corporations in Alsea which have established their exempt status under section 501 (C) (30 of the Internal Revenue Code. Preference to be given to an organization serving the disabled and/or elderly. Said distribution of assets is subject to grantor requirements as agreed upon in the terms of the relative grant.

Article XI
AMENDMENTS

These bylaws or any portion of them may be amended by a majority vote of the members present at any meeting, provided that the proposed amendments were submitted, in writing, to each member at least ten (10) days prior to the meeting at which the amendments will be considered.

