

# Oregon Organic Coalition, Inc.

## Bylaws of the Corporation

Version Date: August 14, 2006

### **ARTICLE I. NAME**

The name of this organization shall be Oregon Organic Coalition, Inc. (OOC). Its principle mailing address shall be at 22835 Jennie Road, Lyons Oregon, or at any other location in Oregon as the Board of Directors may, from time to time, determine.

### **ARTICLE II. PURPOSE**

Oregon Organic Coalition, Inc. is a public benefit corporation, the purpose of which is to advance the development and growth of the organic industry and community in Oregon, as well as other related purposes within the scope of Section 501(c)(3) of the Internal Revenue Code, and to engage in any lawful activity for which non-profit corporations may be organized under Oregon law.

### **ARTICLE III. MEMBERSHIP**

The organization does not have members. Participants may contribute to the organization through its Leadership Council, Advisory Committees, and Task Forces.

### **ARTICLE IV. ORGANIZATION**

#### **Section A. Structure of the Organization**

1. The Officers of the Corporation (referred to as the "Executive Committee" in the daily operation of the organization)
2. The Leadership Council, which is comprised of a representative from each of the major stakeholder groups of the organic community (Note: the Leadership Council also functions as the organization's Board of Directors.
3. Resource Associates, who represent agencies and organizations that work to support the organic community, but which are not direct stakeholders.
4. Advisory Committees made up of people working in one of the identified sectors of Oregon's organic industry and community.
5. Task Force Groups that work on specific projects of limited duration.

#### **Section B. Officers**

##### **1. Authority of the Officers**

- a) Conduct business on behalf of the OOC;
- b) Perform administrative tasks related to managing the Leadership Council;
- c) Hire and fire contract workers and other staff;
- d) Form and oversee Task Force Groups to work on specific projects of limited duration, as approved by the Leadership Council;

- e) Provide direction for electronic communications of the Leadership Council (as described in the communications procedure);
- f) Create additional subgroups of the OOC should the structure of the organization need to be modified; and
- g) Raise funds to support the OOC.

## 2. Types of Officers

- a) The Officers of Oregon Organic Coalition, Inc. shall be a President, a Secretary, a Treasurer and such other Officers as may be deemed necessary by the Leadership Council. The powers and duties of the Officers are:
  - 1) President – the President shall be the executive of the organization and shall preside at all meetings of the Leadership Council and the Executive Committee. The President shall oversee the business and activities of the Organization.
  - 2) Secretary – the Secretary shall be responsible for the minutes of the meetings of the Leadership Council and the Executive Committee and shall perform all duties incident to the office of Secretary. The Secretary shall, in the absence of the President exercise the powers and perform the duties of the President.
  - 3) Treasurer – the Treasurer shall have general responsibility for all financial matters of the organization and shall report the financial condition of the organization at each meeting of the Leadership Council.
- b) The Officers, as a group, are called the Executive Committee.

## 3. Selecting Officers

- a) Positions on the Executive Committee are filled by elections held by the Leadership Council.
- b) Any qualified Councilor may be nominated by a Leadership Council participant to fill a position on the Executive Committee. Councilors may nominate themselves or others.
- c) Voting may be done via e-mail, during an in-person meeting, via conference call, or through a fax-in ballot as long as all Councilors have been notified of the election at least 7 days prior to the closing of the election process.
- d) The person who receives the most votes, from the Councilors who have submitted votes, fills the position.
- e) In the event of a tie, one run-off ballot is conducted, using the same procedures for the original balloting. If the no winner is determined, a coin toss will be conducted to determine the outcome.
- f) Filling Interim Vacancies. Interim vacancies and vacancies occurring at the end of term are filled using the procedures described above. Vacant positions are filled for the unexpired portion of the existing term for that position.

4. Term Length for Officers: The term for an Officer is 3 years or until his or her successor has been duly elected.

5. Term Number for Officers: There is no limit to the number of terms or consecutive terms served by an Officer.

## 6. Meetings of the Officers

- a) Calling a meeting:
  - 1) The President calls meetings of the Officers.
  - 2) Most meetings and other communications will be conducted via e-mail or phone conference.

- 3) Officers must be given at least 3 days notice of all meetings held by remote communications. Any in-person meeting of the Officers requires at least 7 days prior notice for all Officers.
  - 4) At the time of notification of an Executive Committee meeting, the President must provide a written agenda to all Officers.
  - b) Quorum for meetings of the Executive Committee: The quorum for decision-making is 2.
  - c) Decision Making Process for officers:
    - 1) Unless otherwise specifically stated in the organization's bylaws or procedures, decisions of the Executive Committee are made by consensus.
    - 2) If the Executive Committee cannot reach consensus on an issue, the Chair may call for a vote by the Officers. In this case, a vote is carried by a simple majority of the Officers participating in the decision-making action. In the case of a tie vote, any abstentions counted with the "aye" votes.
7. Terminating Participation of Officers. Participation as an Officer of the OOC may be:
- a) Voluntarily resigned by an Officer, through notification of the Leadership Council. In this case, the former Officer will retain a position on the Leadership Council, unless that participation is specifically resigned or rescinded; or
  - b) Rescinded by the OOC using the procedures described in Section H of these Bylaws.

### **Section C. The Leadership Council**

1. Authority of the Leadership Council: The Leadership Council shall be vested with the management of the affairs of Oregon Organic Coalition, Inc. The council is authorized to:
  - a) Serve as the Board of Directors of the corporation.
  - b) Provide a focal point for development of proactive plans for advancing and developing organic agriculture in Oregon;
  - c) Prioritize and decide on actions and activities to be undertaken by the OOC, particularly those originating from the Advisory Committees;
  - d) Decide which sectors of the organic industry and community shall be represented on the Leadership Council;
  - e) Support Advisory Committees to foster communication among participants in all sectors of the organic industry;
  - f) Approve formation of Task Force Groups by the Executive Committee or an Advisory Group;
  - g) Facilitate development of projects and activities through collaboration and networking with other related state, regional and national advocacy groups,
  - h) Develop a strategic plan for the organization and its projects, and
  - i) Raise funds to support the OOC.
2. Structure of the Leadership Council: A Councilor shall be:
  - a) A current participant in the sector of Oregon's organic industry for which he/she serves as a representative within the OOC, and
  - b) A demonstrated leader in that sector of the industry.
3. Responsibility of Participants in the Leadership Council:
  - a) Participate in the e-mail communication system;

- b) Contribute positively to decision making within the Leadership Council, including casting votes in a timely manner;
- c) Lead an Advisory Committee for their stakeholder group (NOTE: An "At-Large" Councilor assists the regular sector representative with managing the stakeholder group with which they are both affiliated.)
  - 1) Identify and recruit constituents interested in participating in Advisory Committee for their sector;
  - 2) Chair the Advisory Committee;
  - 3) Initiate communications within the Advisory Committee to develop proposals for official actions of the OOC, to be submitted to the Leadership Council's consideration and decision;
  - 4) Attend Leadership Council meetings as representative of their stakeholder group; and
  - 5) Keep the Executive Committee and Leadership Council apprised of their Advisory Committee's activities.

#### 4. Number of Councilors:

- a) The number of Councilors shall be at least seven and no more than twenty.
- b) Within these parameters, the Leadership Council shall determine the number of participants on the Council.

#### 5. Selection of Councilors

- a) Nomination of Councilors by Advisory Committees
  - 1) When necessary to replace a Councilor to represent a sector, the Advisory Committee for that sector nominates one of the participants of the Advisory Committee to act in the capacity.
  - 2) Any qualified participant in an Advisory Committee may be nominated by a participant of that Advisory Committee to represent the committee on the Leadership Council. Advisors may nominate other participants in their committee, or themselves.
  - 3) The Advisory Committee decides on the nomination via e-mail using a time-limited poll distributed to all current participants on the Advisory Committee. Responses may be collected via e-mail, during an in-person meeting, via conference call, or through a fax-in ballot as long as all participants have been notified of the election at least 7 days prior to the closing of the polling process.
  - 4) At the end of the polling period, the name of the person who receives the most nominations, from the participants of the Advisory Committee who have indicated their choices, is submitted to the Leadership Council for final election.
  - 5) In the event of a tie during the nomination process, one run-off poll is conducted, using the same procedures. If no winner is determined, a coin toss will be conducted to determine the outcome.
- b) The Leadership Council may also elect Councilors to:
  - 1) Represent sectors that do not have an established Advisory Committee and
  - 2) Fill "At Large" positions on the Leadership Council.

6. Filling Interim Vacancies. Interim vacancies and vacancies occurring at the end of term are filled using the same procedures used for regularly scheduled vacancies. Vacant positions are filled for the unexpired portion of the existing term for that position.

7. Term Length of the Leadership Council:

- a) The term for a participant on the Leadership Council is 3 years.
- b) There is no limit on the number of terms or consecutive terms served by a Councilor.

#### 8. Meetings of the Leadership Council:

- a) Regular meetings of the Leadership Council may be held as necessary, but there shall be at least one annual meeting.
- b) Calling a meeting:
  - 1) The Executive Committee may call a meeting of the Leadership Council at any time.
    - (a) The minimum requirement for Leadership Council meetings is one in-person meeting within each calendar year.
    - (b) The Executive Committee may designate the meeting as a “closed session” if, at the discretion of the Executives, it is preferable to limit discussion to the Councilors, in their capacity as the Board of Directors of the organization.
  - 2) When calling a meeting of the Leadership Council, the Executive Committee must
    - (a) Invite all Resource Associates to participate in all meetings of the Leadership Council that are not designated as a “closed session”.
    - (b) Ensure maximum participation by polling the participants about their availability on a minimum of 3 proposed meeting dates for possible meetings and choosing the meeting date that allows the greatest participation.
  - 3) Most Council communications will be conducted via e-mail.
  - 4) Participants must be given at least 3 days notice of all meetings held by remote communications. Participants must be given at least 4 weeks notice of in-person meetings.
  - 5) At the time of notification of meetings of the Leadership Council, the Chair must provide a written agenda to all participants.
  - 6) Attendance of a participant at a meeting shall constitute a waiver of notice unless the participant’s attendance is specifically stated to be for the purpose of objecting to the manner of giving notice.
- c) Quorum:
  - 1) Consensus-based decisions: The quorum for consensus-based decisions of the Leadership Council is 40% or more of the current Councilors.
  - 2) Voting: The quorum for decision-making on issues for which the Leadership Council uses voting, is 3 or more.
- d) Decision-making by the Leadership Council:
  - 1) Voting Rights: Each Councilor shall have one vote on any and all matters submitted to the Leadership Council for decision.
  - 2) Voting Methods
    - (a) The Leadership Council uses consensus-based decision-making procedures when making decisions on new projects or policies.
    - (b) For elections and other business decisions, the Leadership Council makes decisions by voting. Decisions arising from votes taken by the Leadership Council are made by agreement of a simple majority (unless otherwise specifically noted) of the Councilors participating in the vote.

9. Terminating Participation in the Leadership Council: Participation in the Leadership Council may be:
- a) Voluntarily resigned by a Councilor, through notification of the Executive Committee; or
  - b) Rescinded by the OOC using the procedures described in Section H of these Bylaws.

#### **Section D. Resource Associates**

1. Authority of Resource Associates:
  - a) Participate in the Leadership Council's e-mail communication system and meetings without decision-making authority (non-voting).
  - b) Provide information, advice, resources, and contacts to the Leadership Council regarding the Associate's area of expertise.
2. Structure: A Resource Associate shall be:
  - a) An official representative of an agency or organization working to support Oregon's organic industry, but which is not a direct stakeholder within the industry.
  - b) An active supporter of Oregon's organic industry.
3. Responsibility of Resource Associates:
  - a) Resource Associates may participate in all meetings of the Leadership Council that are not designated as a "closed session".
  - b) Associates may participate fully in all aspects of the meeting except that they may not cast votes.
4. Number of Resource Associates: The number of Resource Associates has no minimum or maximum limit.
5. Selection of Resource Associates
  - a) Any Councilor may nominate a qualified person to be a Resource Associate.
  - b) The nominee must submit a short statement to the Executive Committee expressing interest in, and qualifications for, serving.
  - c) The Executive Committee compiles the statements of interest and e-mails them to the Leadership Council.
  - d) Decisions are made by the Leadership Council via e-mail using a time-limited ballot, with the voting period to be not less than 7 days, unless the election is held at a duly announced in-person or phone meeting of the Leadership Council.
  - e) A simple majority of the votes cast confers the right to serve as a Resource Associate.
6. Term Length of a Resource Associate: There is no set term for participation as a Resource Associate. Service may continue as long as all qualifications of participation are met.
7. Terminating Participation of a Resource Associate: Participation as a Resource Associate may be:
  - a) Voluntarily resigned by a Councilor, through notification of the Executive Committee; or
  - b) Rescinded by the OOC using the procedures described in Section H of these Bylaws.

#### **Section E. Advisory Committees**

1. Authority of Advisory Committees
  - a) Develop ideas for projects and activities for submission to the Leadership Council for approval and endorsement as OOC action items;
  - b) Foster communications about issues relevant to their sector;

- c) Form and oversee Task Force Groups to work on specific projects of limited duration, as approved by the Leadership Council; and
- d) Nominate the committee's representative to the Leadership Council.

2. Composition of Advisory Committees: An Advisory Committee must have at least 3 participants to retain its activity within the OOC. There is no maximum number of Advisory Committee participants.

3. Selection of Advisory Committee Participants

- a) Each participant of an Advisory Committee must be a current contributor to the sector of Oregon's organic industry or community related to the work of the committee.
- b) To initiate the Advisory Committee:
  - 1) The Chair identifies at least 2 other people willing to serve on the committee.
  - 2) After securing a statement of interest from the interested parties, the Chair notifies the Executive Committee that an Advisory Committee has been formed.
- c) To maintain the committee:
  - 1) The Chair may accept nominations for participation on the committee at any time.
  - 2) Participants in the OOC may nominate themselves or any other party to join an Advisory Committee.
- d) The existing participants of the Advisory Committee vote on the admission of the new participant(s). All nominees who receive a majority of the votes cast on their participation shall be accepted.
- e) Acceptance as a participant in an Advisory Committee becomes final upon the Chair notifying the Executive Committee of the outcome of the decision making process.

4. Term Length of Advisory Committee

- a) There is no set term for participation on an Advisory Committee.
- b) Participants may continue to serve as long as they meet the qualifications of the committee.

5. Meetings of Advisory Committees

- a) Calling a meeting:
  - 1) The Chair of the Advisory Committee calls meetings of the committee.
  - 2) Committee meetings may be conducted by e-mail, phone, or in-person, as determined by the Chair. Decision-making through the Facilitated Electronic Consensus Building System is understood to constitute an official meeting.
  - 3) Participants must be given at least 7 days notice of all in-person meetings. Participants must be given at least 3 days notice of all meetings to be held via remote communications.
  - 4) At the time of notification of meetings of, the Chair must provide written agendas to all participants.
- b) Quorum for Advisory Committees: The quorum for decision-making is determined to be the number of participants who cast votes, in no case, less than 3.
- c) Decision Making Process for Advisory Committees: The outcome of decision-making is determined by agreement of the majority of the participants who have cast votes.

6. Terminating Participation in an Advisory Committee. Participation in an Advisory Committee the OOC may be:

- a) Voluntarily resigned by a participant, through notification of the Chair of the Advisory Committee, or
- b) Rescinded by the OOC using the procedures described in Section H of these Bylaws.

#### **Section F. Task Force Groups**

1. Authority of Task Force Groups: Task Force Groups are authorized to work on specific projects of limited duration, as specified by the Executive Committee or Advisory Committee, and approved by the Leadership Council.

2. Composition of a Task Force Group: A Task Force Group must have at least 3 participants.

3. Selecting Participants for a Task Force Group:

- a) Participants in a Task Force Group may be active in the sector relevant to the work of the group, but they may also be selected from outside the sector, or from outside of the organic industry, in order to provide the group with specific expertise.
- b) With approval of the Leadership Council, either the Executive Committee or an Advisory Committee may convene a Task Force Group. The convening authority chooses the Chair of the Task Force Group.
- c) To initiate the group, the Chair of the Task Force Group:
  - 1) Identifies at least 2 other people willing to serve
  - 2) Secures a statement of interest from each of the interested parties, and
  - 3) Notifies the Executive Committee (and the Advisory Committee, if applicable) that a Task Force Group has been formed.
- d) To maintain the group, the Chair:
  - 1) May accept nomination for participation in the group at any time; participants in the OOC may nominate themselves or any other party.
  - 2) The existing participants of the Task Force Group vote on the admission of the new participants(s). All nominees who receive a majority of the votes cast shall be accepted as participants.
- e) Participation in a Task Force Group becomes final upon the group's Chair notifying the Executive Committee of the outcome of the decision making process.

4. Term Length of a Task Force Group

- a) There is no set term for participation in a Task Force Group.
- b) Participants may continue to serve as long as they meet the qualifications of the group.

5. Meetings of Task Force Groups

- a) Calling a meeting:
  - 1) The Chair of the Task Force calls meetings of a Task Force Group.
  - 2) Group meetings may be conducted by e-mail, phone, or in-person, as determined by the Chair. Decision-making through the Facilitated Electronic Consensus Building System is understood to constitute an official meeting.
  - 3) Participants must be given at least 7 days notice of all in-person meetings. Participants must be given at least 3 days notice of all meetings held via remote communications.

- 4) At the time of notification of meetings, the Chair must provide written agendas to all committee participants.
  - b) Quorum for Task Force Groups: The quorum for decision-making is determined to be the number of participants who cast votes, in no case, less than 3.
  - c) Decision Making Process for Task Force Groups: The outcome of decision-making is determined by agreement of the majority of the participants who have cast votes.
6. Terminating Participation in a Task Force Group. Participation in a Task Force of the OOC may be:
- a) Voluntarily resigned by a participant, through notification of the Chair of the Task Force or
  - b) Rescinded by the OOC using the procedures described in Section H of these Bylaws.

### **Section G. Other Committees**

1. The Leadership Council may, by resolution, designate and appoint one or more other committees.
2. These committees, to the extent provided in such resolution, shall have and exercise the authority of the Leadership Council, subject to review by the Leadership Council.

### **Section H. Rescission of Participation in OOC**

1. Participation in any position within the OOC may be rescinded by the OOC if a participant no longer meets the requirements and responsibilities required.
2. Any 3 Councilors may advance a "Petition for Removal of Committee Participation" to the Executive Committee. The petition must explain why the petitioners believe the participation should be revoked. If a petition filed against an Officer, the Leadership Council elects another Councilor to address the petition, in place of the Officer who is the subject of the petition.
3. Not more than 10 days after receiving the petition, the Executive Committee shall send the petition to the person whose participation is in question in order to inform her/him of the adversarial action. In addition, the Executive Committee informs the participant that the OOC has withdrawn any and all voting rights from the participant until the decision culminating the revocation process has been made.
4. The recipient may submit a rebuttal to the Executive Committee within 10 days of the date of the Executive Committee's transmittal of the petition to the participant in question.
5. Not more than 10 days after the closure of the rebuttal period, the Executive Committee shall send the petition and any rebuttal to the Leadership Council for decision-making.
6. Councilors may cast votes any time within the 7 days following the date of the Executive Committee's notification to the Council of the procedure to revoke participation.
7. The decision is determined by the majority vote of the Councilors who cast valid votes on the revocation process. In the case of a tie, the Executive Committee makes the final decision.
8. If the decision is favor of revoking participation, the rescission is considered final upon the Executive Committee's notification of the Councilors of the outcome of the vote, but in no case more than 7 days after the decision is made.

## **ARTICLE V. MAIL VOTE**

The Officers may submit for vote by mail, e-mail, or other electronic communication method, questions to the Leadership Council according to procedures described in the Procedures Manual. Action taken in this manner shall be as effective as action taken at a duly called meeting.

**ARTICLE VI. INDEMNIFICATION**

Oregon Organic Coalition, Inc. shall indemnify to the fullest extent permitted under Oregon law any person who has been made, or is threatened to be made, a party to legal action, whether civil, criminal, administrative, investigative, or otherwise (including any action or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a Director or Officer of the Corporation or serves or served as an agent of the Corporation. The right to and amount of the indemnification shall be determined in accordance with the provisions of ORS Chapter 61 in effect at the time of the determination.

**ARTICLE VII. BOOKS AND RECORDS**

The organization shall keep complete books and records of account and minutes of the proceedings of all its meetings, and shall keep record of the names and addresses of all parties entitled to vote. Any participant in the Leadership Council or an Advisory Committee or other committee established under these Bylaws, or the participant's agent, may inspect all records of the Corporation for any proper purpose, upon reasonable notice to the Corporation and at the expense of the participant.

**ARTICLE VIII. COMPENSATION**

Oregon Organic Coalition, Inc., upon approval of the Leadership Council, may pay compensation in a reasonable amount to its Leadership Councilors and Advisory Committee participants, Directors, or Officers for services rendered and may confer benefits upon its participants in conformity with its purposes.

No loans shall be made by Oregon Organic Coalition, Inc. to any Officer or Director.

**ARTICLE IX. FISCAL YEAR**

The fiscal year of this organization shall begin on the first day of January and terminate on the 31<sup>st</sup> day of December.

**ARTICLE X. AMENDMENTS**

The bylaws may be amended or repealed by a two-thirds vote of the Councilors at any regular or special meeting, provided that a quorum is present and copies of the proposed change are distributed to Councilors at least 14 days before the meeting.

**ARTICLE XI. DISSOLUTION**

This organization may be dissolved by a two-thirds vote of the Leadership Council at any regular or special meeting of the Leadership Council. At least 14 days written notice must be given of the meeting and a quorum must be present.

Upon dissolution, after all outstanding debts have been paid, any remaining funds shall be distributed by the Leadership Council to a 501(c)(3) organization whose activities are supportive of the OOC's purpose, and in accordance with the Articles of Incorporation of Oregon Organic Coalition, Inc.