

Friends of Lincoln County Animals, Inc. (FOLCAS)

a registered Oregon nonprofit corporation and an IRS 501(c)(3) tax-exempt charitable benefit organization, incorporated May 11, 2009, tax ID 27-0177878



BYLAWS

ARTICLE I: PURPOSE

This corporation shall be 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 is defined in its mission statement:

To support and advance the health and well-being of domesticated animals in Lincoln County, Oregon.

ARTICLE II: NONMEMBERSHIP

This corporation shall have no members as that term is defined in the Oregon Revised Statutes, Chapter 65.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties

The Board of Directors shall manage the affairs of the corporation.

Section 2. Number

The number of Directors may vary between a minimum of 5 and a maximum of 11.

Section 3. Term and Election

Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be three years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-third of the Directors shall expire. A Director may be reelected without limitation on the number of terms that s/he may serve. The Board shall elect its own members, except that a Director shall not vote on that member's own position.

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 will be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. Quorum and Action

A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by majority vote of the Directors present, except as otherwise provided by these Bylaws. Where the law 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 action is taken by a majority as required by law.

Section 7. Regular Meetings

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

Section 8. Special Meetings

Special meetings of the Board of Directors may be held at the time and place to be determined by the Board of Directors. Notice of such meetings, specifying the date, time, place, and purpose of the meeting, shall be delivered to each Director personally, by telephone, by electronic mail, or by mail, not less than two days prior to the special meeting.

Section 9. Alternative Meeting Venue

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 can simultaneously hear each other during the meeting.

Section 10. No Salary

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

Section 11. Action by Consent

Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, 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 a majority of the Directors, including via electronic mail (per ORS 65, effective Jan. 1, 2020).

ARTICLE IV: COMMITTEES

Section 1. Executive Committee

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to take financial and budgetary actions.

Section 2. Other Committees

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory or project committees.

Section 3. Composition of Committees Exercising Board Functions

Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors elected by the Board of Directors.

Section 4. Quorum and Action

A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by consensus of the Directors present.

Section 5. Limitations on the Powers of Committees

No committee may: (a) authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers; (b) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (c) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its Committees; or (d) adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Board of Directors.

ARTICLE V: OFFICERS

Section 1. Titles

The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer. The Board of Directors may elect more than one Vice President to serve different functions.

Section 2. Election

The Board of Directors shall elect the President, Vice President(s), Secretary, and Treasurer to serve three-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Vacancy

A vacancy of the office of President, Vice President, Secretary, or Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy, except that it is not necessary for the corporation to have more than one Vice President at any given time.

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. President

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. Vice President

In the President's absence the (or a) Vice President shall act as Chair of the Board. The Vice President(s) shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 7. Secretary

The Secretary shall have overall responsibility for all recordkeeping. The Secretary 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 of notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation; (d) correspondence on behalf of the corporation; and (e) any other duties as may be prescribed by the Board of Directors.

Section 8. Treasurer

The Treasurer shall have overall responsibility for corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

ARTICLE VI: 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 that 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.

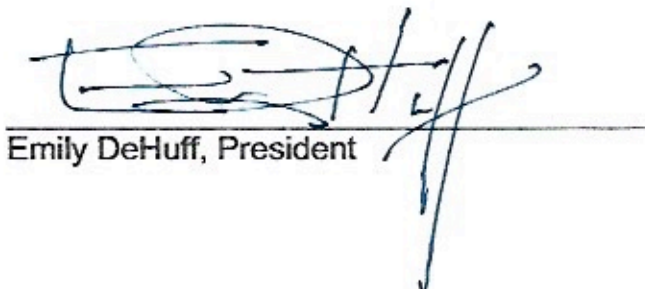
ARTICLE VII: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of any amendment, each Director shall be given at least two 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.

Date adopted: July 25, 2023.

Signature of corporate officer:

Emily DeHuff, President

A handwritten signature in blue ink, appearing to read 'Emily DeHuff', is written over a horizontal line. The signature is stylized with a large loop and a long vertical stroke extending downwards.