

BYLAWS  
of  
FRIENDS OF YAMHILL COUNTY  
Amended January 5, 2009

ARTICLE I    NAME

The name of this organization shall be Friends of Yamhill County, hereinafter referred to in these bylaws as FYC.

ARTICLE II    PURPOSE AND POLICY

Section 1. Purpose. The purpose of the FYC is to protect natural resources through the implementation of land use planning goals, policies, and laws that will maintain and improve the present and future quality of life in Yamhill County for both urban and rural residents. A variety of activities will be used to implement this purpose including, but not limited, to the following:

- a. Monitoring compliance with provisions of state, county, and local land use law;
- b. Encouraging citizen participation in decision-making processes relevant to land use and growth management;
- c. Providing public information and education.

Section 2. Political Policy. The FYC shall not support or oppose any political party or partisan candidate. FYC may support or oppose candidates for non-partisan offices.

ARTICLE III    MEMBERSHIP

Section 1. Eligibility. Any person who subscribes to the purpose and policy of the FYC and has paid current dues shall be eligible for membership.

Section 2. Types of Members. The Board of Directors may establish categories of membership and level of dues. Members in all categories shall have voting rights.

Section 3. Meetings. In addition to the Annual Meeting, quarterly membership meetings shall be held at a time and place established by the Board of Directors.

ARTICLE IV    OFFICERS

Section 1. Election, Qualifications, and Term. The Officers of FYC shall be President, Vice-President, Secretary and Treasurer. They shall be voting members and shall serve on the Board of Directors. They shall be elected for a term of 2 years by a majority of the members present at the FYC Annual Meeting, and serve until the expiration of their term or until their successors have been elected. Vacancies shall be filled by the Board of Directors as soon as practical after a vacancy occurs and shall serve until the next Annual Meeting.

Section 2. The President. The President shall have such powers of supervision and management as ordinarily exercised by the president of a nonprofit corporation; shall preside at membership and board meetings; shall be, ex officio, a member of other committees except for a nominating committee; the President shall have the power to call special and regular meetings of the Board and membership and shall perform such other duties as the Board may direct in accord with purpose and policy of the FYC.

Section 3. The Vice-President. The Vice-President shall, in the absence or disability of the President, carry out the duties of the President and shall have such other powers and duties as may be prescribed by the Board.

Section 4. The Secretary. The Secretary shall perform such duties as customarily pertain to the office, including but not limited to preparation of minutes and maintenance of all nonfinancial records of FYC.

Section 5. The Treasurer. The Treasurer shall be the chief financial officer and shall supervise the charge and custody of all funds and other valuables of the FYC, the timely deposit and disbursement and disposition of funds in a manner prescribed by the Board of Directors; and the keeping and maintaining of adequate and correct accounts. The Treasurer shall transmit reports and accountings to the membership and the Board in a timely manner. The Treasurer shall have other powers and perform such other duties as may be prescribed by the Board.

#### ARTICLE V BOARD OF DIRECTORS

Section 1. Selection and Term. The Board of Directors shall consist of the Officers, one Director elected by a majority of members present at the Annual Meeting, and not more than 3 additional Directors which may be appointed by the Board. Directors shall be elected for terms of two years. Each director shall hold office until a successor has been designated or elected, as appropriate. Terms may be staggered at the discretion of the Board so that approximately one half of the directors are elected each year. Vacancies shall be filled by a majority of the remaining members of the Board; those appointed to fill a vacancy shall serve until the next Annual Meeting.

Section 2. Powers and Responsibilities. All FYC activities shall be conducted and managed by the Board of Directors in accord with the purpose and policy as outlined in these bylaws. All meetings of the Board shall be open to members.

Section 3. Meetings. At least quarterly meetings shall be held at such time and place as may be determined by the Board or President. Notice of all regular meetings shall be given to each director at least 7 days in advance. Notice of all special Board meetings shall be given at least 3 days in advance.

Section 4. Absence. In the event a member of the Board of Directors is absent from 3 consecutive regular meetings without excuse or notification of his absence to an Officer, that member shall be removed from the Board.

Section 5. Quorum. A majority of the Board shall constitute a quorum.

Section 6. Telephone and Electronic Meetings. Directors may use e-mail, teleconference, or other electronic means to carry out their responsibilities.

Section 7. Removal. A Director may be removed with or without cause only at a meeting called for that purpose. The meeting notice shall state that the purpose, or one of the purposes, is the removal of the Director. A Director may be removed by majority vote of the Board.

Section 8. Due Diligence. Directors shall act in good faith, in accord with Oregon laws, after making reasonable inquiries, to implement the purpose and policy of the FYC. Directors shall rely on information, opinions or reports prepared by or presented by individuals the Director believes to be reliable and competent.

#### ARTICLE VI COMMITTEES

The Directors may appoint any number of committees as needed to carry out their responsibilities. All committees shall include at least one Board member.

#### ARTICLE VII ANNUAL MEETING

Section 1. Place, Date, and Notification. An Annual Meeting of the members of FYC shall be held at a time and place determined by the Board of Directors. A notice shall be sent to all members at least 30 days prior to the meeting.

Section 2. Powers and Purpose. The members at the Annual Meeting shall elect officers of the Board and at least one member at large. The President or designee shall report on the activities and actions of the Board of Directors during the preceding year. The treasurer shall submit a financial report. Other business may be scheduled.

Section 3. Quorum. The number of the members present shall constitute a quorum and a majority shall affirm all actions.

#### ARTICLE VIII FINANCIAL ADMINISTRATION

Section 1. Fiscal year. The fiscal year of FYC shall end each year on October 31.

Section 2. Contracts, Notes, and Checks. All contracts must be authorized by the Board of Directors. All checks, notes or financial disbursements shall be signed by the Treasurer, the President, or designee.

Section 3. Financial Review. The financial records shall be examined annually in a manner prescribed by the Board of Directors. All financial records shall be open for review by all members of the Board of Directors.

#### ARTICLE IX RULES OF ORDER

The President, or designee, shall preside over Board meetings in accordance with rules the President deems reasonable and appropriate. The Board of Directors may adopt rules for the conduct of the Annual Meeting.

#### ARTICLE X NO DISCRIMINATION

FYC shall not discriminate in providing services or selecting officers, Board members, or chairs of Committees. FYC is open to all members who subscribe to its purpose and policy, and pay required dues regardless of sex, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

#### ARTICLE XI AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at the Annual Meeting. Prior to submittal to the membership all proposed amendments shall be submitted to the Board of Directors at least 30 days before the Annual Meeting. The Board of Directors shall submit all proposed amendments, but may recommend rejection or acceptance.

#### ARTICLE XII DISSOLUTION

In the event of the dissolution of FYC, any funds remaining after payment of all debts shall be donated to 1000 Friends of Oregon.

Bylaws originally adopted October 1, 1996.  
Amended January 5, 2009 after review and vote of members.