

REVISED BYLAWS OF TRYON LIFE COMMUNITY FARM

ARTICLE I PURPOSES

Tryon Life Community Farm is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

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 ORS ch. 65 (or its corresponding future provisions) and 501(c)(3) of the Internal Revenue Code.

The Tryon Life Community Farm shall have as its primary purposes: outreach and education about sustainable living and agriculture; restoring native ecosystems; integrating arts and the environment; promoting community development; and promoting affordable ecologically responsible living spaces.

ARTICLE II MEMBERS

The corporation shall have no voting members.

ARTICLE III DIRECTORS

Section 1. **Election.** Nominations for the board of directors shall be generated by the Board of Directors or the executive committee (hereinafter "Spokescouncil"). Nominees must receive approval from both the Board and the Spokescouncil before being invited to join the Board of Directors.

Section 2. **Business and Affairs.** The board of directors shall be comprised of individuals who are dedicated to the purposes of TLC Farm. The business and affairs of TLC Farm shall be overseen by its board of directors, which may delegate management of TLC Farm to the Spokescouncil. The Spokescouncil may exercise all such powers of the corporation as are permitted by law, the Articles of Incorporation, or these Bylaws.

Section 3. **Number.** The number of board members may vary between a minimum of 5 and a maximum of 11.

Section 4. **Term.** The term of office for board members shall commence on the date of the initial meeting of the board and each such director shall serve for two year. There is no limit of terms that a board member may serve.

Section 5. **Removal.** Any board member may be removed, with or without cause, by a consensus of the other board members then in office, with the approval of the Spokescouncil

Section 6. **Vacancies.** In the event that a board member resigns or is removed from office or a new board position is created the Spokescouncil or Board can initiate the process laid out in Section 1 to fill the vacancy.

Section 7. **Quorum and Action.** A quorum at a board meeting shall be a majority of all board members in office when the meeting begins. If a quorum is present actions taken by the board shall be made after they reach consensus among all directors present on all decisions. Directors may participate in the discussions and vote by proxy.

Section 8. **Regular Meeting.** Regularly scheduled meetings of the board of directors shall be held at a time and place to be determined by the board of directors.

Section 9. **Special Meetings.** Special meetings of the board of directors shall be held at the time and place to be determined by the board of directors. Notice of such meetings, describing the date, time, place and purpose shall be delivered to each board member personally or by telephone or by mail or email not less than 4 days before the meeting. The president or 20 percent of the directors then in office may call and give notice of a meeting of the board.

Section 10. **Meetings by Telecommunication.** Any regular or special meeting of the board of directors may be held by telephone or other form of telecommunication, as long as all board members can communicate with each other.

Section 11. **No Salary.** Board members shall not receive any salaries for their board services but may be reimbursed for expenses directly related to board services.

Section 12. **Action by Consent.** Any action required by law to be taken at a meeting of the board, or any action that may be taken at a board meeting, 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 of the board members.

ARTICLE IV COMMITTEES

Section 1. **Spokescouncil.** The spokescouncil is comprised of one member from each working group of the non-profit.

Section 2. **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 committees. These committees need not be comprised of members of the board.

Section 3. **Executive Committee.** The Spokescouncil is considered the executive committee and shall have the general powers and duties of management usually vested in a chief executive officer of a nonprofit corporation and shall have other powers and duties as may be prescribed by the board of directors or the bylaws. The executive committee shall have responsibility for the general management of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

Section 4. **Board Committee Powers and Procedures.** Each committee shall determine its own provisions regarding meeting structure, actions, notice, quorum and decision making structure. No committee of the board of directors may:

- a. Make 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 of directors or any of its committees.
- d. Adopt, amend or repeal the articles of incorporation or bylaws.

ARTICLE V NONDISCRIMINATION

The corporation shall not discriminate in providing services, hiring employees, or otherwise upon the basis of sex, race, creed, marital status, sexual orientation, gender identity, religion, ethnicity, ability, age, or national origin.

ARTICLE VI OFFICERS

Section 1. **Titles.** The officers of board of directors shall be a President or Co-President, a Treasurer, and Secretary.

Section 2. **Election.** The board of directors shall consense upon officers to serve one-year terms. There is no limitation on the number of terms that an officer may serve. The board may consense upon other officers as it deems necessary and board members may share positions.

Section 3. **Vacancy.** A vacancy of the office of President or Secretary 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 deems necessary and desirable.

Section 5. **President of the Board.** The President shall oversee meetings of the board of directors and shall act as a liaison between the board of directors and the Spokescouncil. In that capacity, the President shall assist the Spokescouncil in the fulfillment of their duties. The President may be removed by a consensus of the other directors.

Section 6. **Secretary.** The secretary shall have overall responsibility for all record keeping. The secretary shall perform, or cause to be performed, the following duties: (i) official recording of the minutes of all proceedings of the board of directors meetings and actions, (ii) authentication of the records of the corporation, (iii) provision for notice of all meetings of the board of directors, (iv) keeping full and accurate financial records of the corporation, (v) and any other duties as may be prescribed by the board of directors.

Section 7. **Treasurer.** The treasurer shall have overall responsibility for corporate funds. The treasurer shall perform, or cause to be performed, the following duties: (i) the deposit of all moneys and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the board of directors, (ii) the disbursement of all funds when proper to do so, (iii) making financial reports as to the financial condition of the corporation to the board of directors, (iv) and any other duties as may be prescribed by the board of directors.

ARTICLE VI GENERAL PROVISIONS

Section 1. **Dissolution.** Dissolution is authorized if it is approved by consensus decision of the directors in office at the time, following consultation with the Spokescouncil. Notice of a meeting held for the purpose of dissolution must state that the purpose is to consider dissolution of the corporation and contain a copy or summary of the plan of dissolution. Dissolution must comply with Article 8 of the Articles of Incorporation.

Section 2. **Amendment of Bylaws.** These bylaws may be amended or repealed, and new bylaws adopted, by consensus of the board of directors, if a quorum is present. Before the adoption of the amendment, each board member shall be given at least two weeks notice of 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.

Section 3. **Indemnification.** TLC Farm will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Section 4. **Severability.** Any determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

Section 5. **Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or for any amount.


Section 6. **Fiscal Year.** The fiscal year of the corporation shall be the calendar year.

ADOPTED: December 3, 2004
AMENDED: May 5, 2008

Certification of Conformed Copy

Under penalties of perjury, I certify that to the best of my knowledge and belief this document is a conformed copy of the current bylaws of Tryon Life Community Farm as most recently amended.

Signed

 *May 15, 2008*
Brenna Bell, Esq., President of the Board of Directors