

ST JOHNS FOOD SHARE, INC.
2024 AMENDED BYLAWS

ARTICLE I
NAME

The name of this organization is ST JOHNS FOOD SHARE, INCORPORATED, hereinafter referred to as ST JOHNS FOOD SHARE INC., ST JOHNS FOOD SHARE, and/or SJFS. It does business in Portland, Oregon.

ARTICLE II
MISSION STATEMENT

Powered entirely by volunteers, we distribute food through an open-door, no-barrier approach, providing a welcoming pantry shopping experience for individuals to choose what works best for them and their families, free from judgment or proof of need. By bridging the food gap, we create more joy, ease and security in our community.

ARTICLE III
PURPOSE

St Johns Food Share, Inc. qualifies as a low-income food assistance organization (Gleaners) and falls within the guidelines as set forth by the U.S. and State of Oregon Department of Agriculture.

The non-profit is organized pursuant to Section 501(c)(3) of the U.S. Internal Revenue Code, hereinafter referred to as IRS 501(c)(3), and operates in accordance with the Oregon Revised Statutes Chapter 65, hereinafter referred to as ORS Chapter 65.

The organization secures adequate funds through donations, grants, fundraising, and other legal means.

EIN# 94-3117919

ARTICLE IV STRUCTURE

1. The ultimate authority to make or approve Corporation decisions resides in the current Board of Directors.
2. The Board of Directors may consist of up to thirteen (13) persons to serve two-year terms. These positions shall be President, Vice President, Secretary, Treasurer, and up to nine (9) members-at-large representing stakeholders within the workings of the organization (e.g., volunteers, farmers, donors, community members, clients etc.).
3. Board of Director's Duties:
 - a. Board members owe a fiduciary duty of care and loyalty to their organization. They must act in good faith, with due care, and in the best interests of the organization, placing the organization's interests above their personal interests. Board members are required by Oregon law to fulfill their fiduciary duties as outlined in ORS 65.377.
 - b. The President shall develop meeting agendas in cooperation with other board members. If three (3) or more board members wish to bring an agenda item to the board meeting it is by right that item shall be added. The President shall call and conduct all meetings, conduct business with outside organizations, set objectives for the board, delegate other duties as needed and serve as Chairperson of the Board of Directors. The President may also serve as Executive Director, running day-to-day operations, organizing volunteers, and serving as the primary contact for the organization.
 - c. The Vice President shall assume the President's duties in their absence and track motions, reports, and ongoing actions for reporting to the Board. The Vice President shall also serve as Vice Chair of the Board of Directors. Additional duties shall be delegated by the President and/or the Board of Directors. The Vice President will assume the position of President if the current President is unable to serve.
 - d. The Secretary shall provide timely written reports, and prepare written minutes of all corporate meetings, maintain all corporate meeting records and communications and ensure board members contact information is up to date. The Secretary's signature will authenticate all documents pursuant to ORS 65.371.
 - e. The Treasurer shall serve as the financial officer. Duties include: review bank and financial statements, file taxes and resolve tax related issues, prepare annual budget estimates, report to the board the financial health of

the organization, provide financial material for grant applications and fundraising activities, and maintain financial records for presentation to the President, and the Board of Directors.

f. Nine (9) Members-at-Large shall participate in all scheduled meetings and shall serve on various committees.

4. Board of Director Vacancy and Absence:

a. If a vacancy occurs on the Board of Directors, the current Board members will elect a person to fill the vacancy. A resignation effective later may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs pursuant to ORS 65.334.

b. Board Member Absence:

(1) The list of attendees for each board meeting shall be attached to the meeting minutes. The attendees list shall note any board member not in attendance and identify the absence as excused or unexcused.

(2) Board members are expected to attend regularly. An unexcused absence from two consecutive meetings will result in a review of the member's participation. If a board member misses more than three meetings in a year (June–May), the Board may request resignation or improvement in attendance. Continued poor attendance may lead to removal by a majority vote. The vacancy is to be filled in accordance with Article IV Section 4, a.

(3) When a Board member resigns or is removed within the Board member's term of office and wants to return, that Board member must be evaluated by the Nomination/Election Committee to determine if the Board member should be recommended for any upcoming Board positions.

ARTICLE V

CONFLICT OF INTEREST

1. The Board of Directors shall be aware of and comply with basic conflict of interest requirements per ORS 65.361. If a Board Member is not in compliance, the Board of Directors shall be notified and the issue shall be resolved within thirty (30) days. If the issue is not resolved, and or the behavior continues the Board Member shall be asked to resign their position on the Board of Directors.
2. No part of a 501(c)3 organization's net earnings may inure to the benefit of any private shareholder or individual, which generally refer to insiders who are in a position to influence or control use of the organization's assets for personal gain such as founders, directors, or officers. In addition, an organization will fail to meet the requirements of 501(c)3 if it confers private benefits upon any individual that are more than incidental, quantitatively, and qualitatively, to the furthering of its exempt purposes.
3. Members of the Board of Directors shall not be related. The Director shall not conduct monetary equivalent transactions with a person who is related to the Director, or if a business associate of the Director is a party to the transaction.

ARTICLE VI

RESIGNATIONS AND REMOVAL OF BOARD MEMBERS

1. Pursuant to ORS 65.381 and ORS 65.034, a Board Member may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered. The Notice may be communicated in writing (electronically or by mail or private carrier).
2. If a Board member resigns or is removed within the Board member's term of office, see Article IV 4, a.
3. Any Board member may be asked to resign or be removed from office by a majority Board of Directors vote if they fail to comply with Article V Conflict of Interest and or they do not comply with Article IV 3, a. Board of Directors Duties.

ARTICLE VII CORPORATION MEETINGS

1. Board of Director Monthly Meetings:

a. Board meetings shall occur regularly as scheduled in person and/or virtually. The Board of Directors of St Johns Food Share, Inc. shall meet at a time and place decided upon which will be posted in St Johns Food Share, Inc. fourteen (14) days prior to the meeting date.

b. If unable to be physically present, a Board Director may choose to meet remotely with a forty-eight (48) hour notice and explanation of means of remote communication per ORS 65.205.

c. A quorum for Board meetings will consist of a majority of the Board directors.

ARTICLE VIII ELECTIONS AND VOTING PROCEDURES

1. Elections:

a. Election of the Board of Directors shall be held at the annual election meeting which shall be scheduled in May.

b. Board directors shall serve only one (1) office at a time.

c. Members of the Board of Directors may be elected to two (2) consecutive terms. Board directors shall not hold any office on the Board for more than four (4) consecutive years.

d. In order to stagger the terms of directors and achieve continuity of governance, the following process will take place:

(1) In odd numbered years, the President, Secretary, and four (4) members-at-large will be elected for two terms.

(2) In even numbered years, the Vice President, Treasurer, and five (5) members will be elected for two terms.

e. Board of Directors Replacements:

When a board member is replaced prior to completion of their term the new board member must comply with the following conditions:

(1) Odd Year Replacement: If the board member being replaced is on the Odd Year team and replaced in an Odd Year the new board member will complete the term and will then be eligible for re-election (the coming odd year), however the completion will count as one (1) term for that new board member. If the board member replaced is on the Even Year team the new board

member will complete the remainder of that year and then become eligible for election for two (2) terms.

(2) Even Year Replacement: If the board member being replaced is on the Even Year team and replaced in an Even Year the new board member will complete the term and will then be eligible for re-election (the coming odd year), however the completion will count as one (1) term for that new board member. If the board member replaced is on the Odd Year team the new board member will complete the remainder of that year and then become eligible for election for two (2) terms.

f. The date of the annual election meeting shall be posted electronically on the SJFS website and physically at SJFS thirty (30) days prior to the annual election meeting.

g. Nominations of potential candidates for positions on The Board of Director shall be submitted to the Nomination/Election Committee up to sixteen (16) days prior to the date of the annual election meeting for evaluation and recommendation to the current Board of Directors.

Candidates include stakeholders within the workings of the organization (e.g. volunteers, farmers, donors, community members, clients etc.).

h. All candidates seeking a position on the Board of Directors must submit a resume containing background information, education, and experience related to the SJFS's mission. Candidates are also encouraged to include a brief statement regarding availability, business skills, motivation, integrity, and adaptability.

i. The previous Executive Board members shall agree to mentor their replacements for up to three (3) months if requested.

j. A Board position is won by the current voting member with the majority of votes cast. If ineligible or unable to fulfill the duties of the office, the current voting member with the next highest number of votes will fill the office,

k. Elected Board member will take office at the end of the Annual Election Meeting

2. Voting Procedures:

a. All current Board members shall have one (1) vote in each decision requiring the Board of Directors' approval.

b. Election voting shall be by written ballot and counted at the annual election meeting by two (2) members outside the SJFS Board of Directors and validated by the Chair of the Nomination/Election committee who will announce the results immediately to the annual election meeting attendees.

ARTICLE IX COMMITTEES

1. Executive Committee:

The Board of Directors may elect to have an Executive Committee appointed by the Board of Directors, which shall consist of the President, Treasurer, Secretary, and not less than one other Board member. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

2. Nomination/Election Committee:

a. This committee is a permanent standing committee which shall consist of at least two (2) Board of Directors and at least one (1) or more stakeholders within the workings of the organization (e.g. volunteers, farmers, donors, community members, client etc.) The Committee shall identify, screen and interview candidates and make recommendations to the Board of Directors.

b. An individual from the Nomination/Election Committee shall be selected to stand as the Chair of the Committee. This person shall validate the results of the election.

c. In the event of a board vacancy the nominating committee will make a recommendation and the Board of Directors will vote.

3. Other Committees:

The Board of Directors may establish additional committees as necessary. These committees shall have at least one (1) board member and shall have at least one (1) or more stakeholders.

4. Limitation of the Powers of Committees:

No Committee shall authorize the payment of a dividend or any part of income or profit of the corporation to its directors and officers; shall not approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets shall not elect, appoint, or remove directors, or fill vacancies on the Board or on any of its Committees; nor shall they adopt, amend, or repeal Articles, Bylaws, or any resolution of the Board of Directors.

ARTICLE X AMENDMENTS

The Board has the power to make, alter, amend, and repeal the current Bylaws as herein approved at any Board of Directors Meeting. The Board of Directors may adopt one or more amendments to the corporation's bylaws subject to any approval required under ORS 65.467. The corporation shall provide notice of any meeting of directors at which an amendment is to be approved. The notice must be in accordance with ORS 65.344 (2). The notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Approval or rejection of the amendment shall be effective following a majority vote of the Board.

ARTICLE XI GENERAL PROVISIONS

Pursuant to ORS 65.771, the organization is required to maintain certain corporate records. These records include documentation of Board of Director meetings and decisions, governance documents, financial records, tax records and various other records which may be required under the law.

ARTICLE XII LIABILITY

1. Pursuant to ORS 65.369, the personal liability of a corporate Board director to the Corporation for monetary damages, for regular or customary conduct as a Board director is hereby indemnified to the fullest extent allowed by law. It does not excuse gross negligence, breach of loyalty or good faith, intentional misconduct, or unlawful distribution, including improper personal benefit to themselves or others.

a. The Board shall maintain current Director and Officers insurance (D&O) general liability insurance assets insurance, and vehicles insurance.

ARTICLE XIII DISSOLUTION OF CORPORATION

Dissolution shall occur when 66% of all current voting board members vote and by majority agree in proper meeting that said dissolution should take place. Upon said vote by secret ballot, and in accordance with ORS Chapter 65.624 such dissolution shall be final.

1. All assets fixed and inventory/equipment shall be liquidated into cash.
2. All outstanding debts will be paid by pro-ration plan to all creditors.
3. All contracts, grants, and on-going services shall be notified promptly.
4. All credits, all cash, and all remaining assets shall be donated to Oregon Food Bank.
5. All records and files shall be retained by a designated member for not less than seven (7) years

Adopted 11/88

Revised and Adopted 8/1989

Revised and Adopted 9/1991

Revised and Adopted 3/2000

Revised and Adopted 3/2013

Revised and Adopted 3/2014

Revised and Adopted 2015

Revised and Adopted 2017

Revised and Adopted 2020

Revised and Adopted 2022

Revised and Adopted 2024

Filed with the State of Oregon Attorney General's Office, Charitable Activities Section

Date:

By Secretary of the Board:

Date:

SJFS 2024 Board of Directors:

Odd Number Year Term		Even Number Year Term	
Tiffany Slottke	President	Abby Schwalb	Vice President
Norma Doyle	Secretary	Tom Karwaki	Treasurer
Jack Cook	Member at Large	Amy Davis	Member at Large
Jay Beaudoin	Member at Large	Sara Goodwin	Member at Large
Marey Ryan	Member at Large	June Sanders	Member at Large
		Charles O'Neal	Member at Large
		Carol Fenton	Member at Large