

SILVERTON COFFEE CLUB BY-LAWS

Article 1. Name

The name of this 501(c) (3) nonprofit organization is the Silverton Coffee Club (SCC)¹.

Article 2. Non-Membership Form

The SCC may refer to supporters, donors, or others as “members”. However, the SCC has no members as that term is used in Chapter 65 of the Oregon Revised Statutes, and any such “members” have none of the rights or duties set out in ORS 65 or a corresponding future chapter.

Article 3. Purpose

Section 3.1: To provide and manage a facility in which people in the Silverton community can attend 12-step recovery meetings, obtain recovery information, and gather for activities in a welcoming and safe environment. The SCC is not affiliated with any 12-step meeting or organization.

Section 3.2: The SCC is organized exclusively for charitable and educational purposes. This includes the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3.3: No part of the revenue of the SCC shall inure to the benefit of, or be distributable to its directors, officers, members, trustees, or other private person, except that the SCC will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause.

Section 3.4: The SCC will have and abide by a written policy of nondiscrimination that commits the SCC to offer all services and assistance to persons without regard to race, color, sex, age, ancestry, religion or creed, national origin, disability, sexual orientation, or marital status.

¹ We will refer to the Silverton Coffee Club as the SCC throughout this document.

Article 4: Board of Directors

Section 4.1: Number and Qualifications.

- a. The business and the property of the SCC will be managed and controlled by a board of directors, with the board having at least 7, but not more than 9 directors. In recruiting directors, the board will seek to include directors from each meeting being held at the SCC.
- b. The board will consist of 4 officers and 5 at-large positions.
- c. Board members must have at least 1 year of sobriety.
- d. Board members are expected to attend a minimum of 6 Board meetings annually.
- e. Seated board members may make exceptions to requirements above.
- f. Board members must provide their full name, address, phone number and email address.

Section 4.2: General Authority

The SCC board will adopt policies and procedures necessary for carrying out the purposes of the SCC. Except as expressly authorized in these bylaws or in a duly adopted resolution, no director or committee may act or transact business on behalf of the SCC.

Section 4.3: Nominations and Elections

- 1) The Vice President will be responsible for nominating new board members.
- 2) The Vice President will attempt to ensure that the Board of Directors is comprised of Members from all the 12-step meeting organizations currently meeting at the facility, e.g., AA, NA, Al-Anon.
- 3) Elections will be at the Annual Meeting of the Board in November of each year.
- 4) The board elects' directors by an affirmative vote of those directors then serving.
- 5) The election will be by blind ballot (paper ballot that only the Secretary and 1 Member-at-Large will see and tally).

Section 4.4: Term of Service

The term of service shall be for one year for all board members. Terms will start immediately after an election. Board members may be elected to successive terms of office. Board members may serve on the Board for three (3) years in the same position.

Section 4.5: Vacancies

- a. In the event of a vacancy, whether it is due to a resignation or removal, the Vice President will nominate candidates for the vacant position.
- b. Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the directors then in office at a regularly scheduled meeting of the Board of Directors.
- c. A successor director will serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, will be eligible for another term as recommended by the Vice President.

- d. Resignation of a Director: Directors should submit their resignations in a written form addressed to the Board of Directors. Director is deemed to have resigned at the end of the most recent Board Meeting.
- e. Removal of a Director: The board may unseat remove any director, with or without cause, if at least two-thirds of the directors then in office vote for removal.

Section 4.6: Board Meetings.

- a. At the start of each board year, the board shall set a regular meeting schedule by resolution and no other notice of regularly scheduled meetings is required to conduct business.
- b. The Annual Meeting of the SCC Board will be held in November at the regularly scheduled Board of Directors meeting. This meeting must include the approval of any new directors and the annual budget.
- c. Only directors have a right to vote in board meetings.
- d. Meeting attendees from meetings held at the SCC may attend any regularly scheduled SCC board meeting.

Section 4.7: Special Meetings. The president, or one-third of the directors then in office, may call a special board meeting by giving both oral and then written notice to each director (and the building manager, if appointed) at least 72 hours before the special meeting. Both oral and written notice must give the time, date, place and purpose(s) of the special meeting and the name of the director(s) calling the meeting. Every effort must be made to give notice about the special meeting to all directors then in office both orally (by phone or in person) and by written notice sent by email, text, or courier. No business not stated on the special meeting notice may be conducted.

Section 4.8: Waiver of Notice. Unless a director attends a special meeting solely to object that the meeting is not lawfully called or convened, a director who (a) attends a special meeting, or (b) executes a written waiver of notice, waives any defects in the meeting notice. Neither the business to be transacted nor the purpose of any special meeting must be specified in the waiver of notice of such meeting.

Section 4.9: Quorum. A majority of the directors then in office must be present for a quorum, where present means being able to communicate directly with all other directors present simultaneously. The president may authorize some or all directors to participate remotely via telecommunication device, so long as all directors can communicate directly with all other directors present or participating via telecommunication device simultaneously. No director unable to communicate directly with all other directors shall be counted as present for quorum or vote on any matters.

Section 4.10: Order. The president or, in the absence of the president, the vice-president will preside at all board meetings. The president shall ensure that each resolution to be voted on is clearly stated before the vote occurs, and the secretary will ensure that both the directors voting “aye” and those voting “nay” are documented in the meeting minutes.

If a resolution is approved, the directors voting “nay” will have an opportunity to speak to their reason for voting “nay”. After speaking, the board will again take a vote on the resolution and the result will be the final say on the resolution.

Section 4.11: Action by unanimous written consent. Any action required or allowed by law to be taken at a board meeting may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all the directors. The board may develop and implement policies and procedures to facilitate the use of electronic signatures by board members.

Section 4.12: Payment to Directors. Directors will not be paid for services but may be reimbursed for funds reasonably expended on behalf of the SCC.

Section 4.13: Indemnification of Directors and Officers.

- a. To the fullest extent allowed by law, The SCC will indemnify any person who is made or threatened to be made into a party to an active suit, or other proceeding because the person is a director, officer, or a fiduciary.
- b. No amendment to this section limiting the SCC’s obligation to indemnify any person shall have any effect on the indemnity obligation for acts or omissions that occur before the amendment’s effective date. The SCC will liberally interpret the indemnity provision so as to extend to all person covered by its provisions the greatest possible indemnification, substantively, procedurally, and otherwise.
- c. The SCC will purchase and maintain in force a director and officer insurance policy providing coverage of not less than \$1 million per claim and \$2 million in aggregate.

Article 5: Committees

Section 5.1: Executive Committee. The board may, by resolution, create an executive committee of the president, vice-president, and treasurer. If formed, the executive committee will have authority to make operational decisions between board meetings and to make necessary financial and budgetary decisions. The president must report all executive committee actions taken to the full board promptly.

Section 5.2: Other board committees. The board may, by resolution, establish other committees as it deems necessary and desirable. When chartered, such committees may be advisory only or may, consistent with this article, exercise board authority.

Section 5.3: Committees with board authority. Any committee chartered to exercise board authority will be composed of at least two directors, who must be elected to the committee by a majority vote of the directors then in office. Committees with board authority may have members other than SCC directors, but SCC directors must be a majority of the committee members.

Section 5.4: Committee quorums and actions. A quorum at a meeting of a committee with board authority will be a majority of all the committee members then serving on the committee. If a quorum is present, the committee may act by a majority vote of the directors present.

5.5: Limitations on committee powers. No committee may:

- a. authorize payment from the SCC to its directors or officers;
- b. approve dissolution, merger, sale, pledge, or transfer any of the SCC's assets;
- c. elect, appoint, or remove directors or fill vacancies on the board or its committees; nor
- d. adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution of the board of directors

Section 6: SCC Officers

Section 6.1: Officers. The board will elect officers the Annual Meeting, including a president, vice president, treasurer, and secretary. Officers shall serve until their successor is elected or until they resign or are removed. If an officer resigns or is removed, the board will elect a successor to serve until the next annual meeting.

Section 6.2: President. The President will call and preside at meetings; ensure that an agenda is prepared and distributed to each director, along with any necessary supporting materials, a reasonable time before each meeting; supervise the affairs of the SCC; sign contracts and other

instruments when authorized by these bylaws and by the board and make all reports necessary concerning actions taken or proposed to ensure that all directors are informed and able to fulfill their duty to monitor the conditions and actions of the SCC.

Section 6.3: Vice-President. In the president's absence or in event of the president's death or disability, the vice-President will assume and carry out the duties of the president. When so acting, the vice-president will have all the power and be subject to all the restrictions upon the president. When not acting as president, the vice-president's primary duty is to lead board development by scouting, recruiting, orienting, training, and supporting prospective and new board directors.

Section 6.4: Secretary. The secretary's primary duty is to ensure that records are kept and maintained as needed to show the SCC's compliance with these bylaws and federal, state, and local laws. Specifically, the secretary shall ensure that:

- a. Directors are provided with meeting notices and agendas in advance with all reports and supporting materials reasonably needed to permit informed participation by all directors in the decisions to be made;
- b. Accurate and timely records (minutes) are kept for all board decisions and actions;
- c. All SCC records are listed on a document retention schedule and all records are authenticated and preserved through at least the minimum retention period under the schedule. Records include Bylaws, Policies & Procedures, Articles of Incorporation, Lease Agreements, Tax Forms, and any other legal or financial documents will be kept by the Treasurer.

Section 6.5: Treasurer. The treasurer will ensure that accurate accounting is kept for all the SCC's assets and that all directors receive timely financial reports in a form calculated to assist directors in carrying out their fiduciary duty to protect the SCC's assets. The Treasurer will be available to assist with the deposits of monies and valuable effects in the name of and to the credit of the SCC, disburse funds when appropriate, and assist with additional tasks as requested by the Board. Specifically, the treasurer shall ensure that:

- a. Complete and accurate records for all financial matters are kept and preserved including tax forms, liability insurance, lease agreements, articles of incorporation, etc.;
- b. All tax and organizational requirements (forms & filings) are met on time;
- c. All funds and other valuables are deposited in the name of and to the credit of the SCC in such depositories as the board directs;
- d. Funds are disbursed only as and when authorized;

- e. All board members are regularly provided with accurate financial reports in a form that is reasonably calculated to ensure that non-accountants can understand SCC's financial condition, trends, and key financial indicators.

Section 6.6: At-Large Board Members. At-Large board members will be asked to provide leadership on committees and manage specific SCC activities outlined in the SCC Policies and Procedures.

Section 7: Financial Controls

The board will prepare and adopt a financial control policy to ensure that SCC assets are handled properly and that reasonable safeguards are defined and used to prevent diversion or loss of SCC funds and assets to fraud, negligence, or otherwise. Specifically, the SCC will define and implement financial control policies and procedures to ensure that:

- a. An annual budget for the next fiscal year will be prepared and approved at the Annual Meeting. The SCC fiscal year will be January 1 – December 31.
- b. All SCC officers will be signers on all financial accounts. Two signatures are required on all financial transactions including checks and transfer of funds.
- c. Only insured bank accounts or investment vehicles are used for SCC funds;
- d. Clear authority limits are set and observed for contracts and instruments, including the persons authorized to approve and bind the SCC;
- e. No funds or assets are borrowed or lent to any person without a specific, advance board resolution;
- f. Anti-fraud security procedures (such as identity verifications, double signature requirements, etc.) and dollar limitations are established and observed for all means of withdrawing or transferring funds (checks and electronic transfers);
- g. The SCC can effectively monitor and assess the performance of the financial controls it has implemented and detect and correct weaknesses with regular self-monitoring and, when appropriate, external monitoring (such as random spot-checks, internal reviews, external reviews, or full audits).

Section 8: Amendments

Provided that a quorum is present, the board may, by majority vote of the directors present, amend or repeal these bylaws and adopt new bylaws, provided that the notice provisions outlined below have been followed.

Before amending the bylaws (including complete repeal and replacement) each director then in office must be provided with written notice at least thirty (30) days before, stating the date,

time, and place of the meeting at which any proposed bylaws amendment will be considered. The notice must clearly state the proposed amendments to the bylaws that will be considered for adoption.

Section 9: Dissolution

Upon the dissolution of the SCC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction of the county in which the principal office of the SCC is then located, exclusively for such purposes or to such organization or organizations, as said court will determine, which are organized and operated exclusively for such purposes.

Most recent amendments adopted on: May 20, 2024

Board President: Scott Meyers

Original Bylaws adopted by the Membership: March 24, 1988

Bylaws amended by the Membership: September 18, 2019

Bylaws amended by the Membership: February 18, 2020

Bylaws adopted as amended: April 9, 2021

Bylaws amended by the Board of Directors: August 19, 2023

Bylaws amended by the Board of Directors: January 27, 2024

Bylaws adopted as amended: May 20, 2024