

Bylaws

Friends Of Corvallis Police, Incorporated

Article I

Purpose. Friends of Corvallis Police, Incorporated, is organized and operated exclusively for charitable and educational purposes to assist the Corvallis Police Department in its delivery of crime prevention and other services to the citizens of Corvallis, Oregon. Subject to limitations stated in the Articles of Incorporation, the purposes of this corporation are to engage in 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©3 of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The primary purposes of this corporation's activities are to prevent crime and to promote community safety and well being through public education. Examples of programs the corporation will support include, but are not limited to, Neighborhood Watch, Business Watch, Citizen Police Academy, Corvallis Police Cadets, and the Corvallis Police Auxiliary and its public speaker's bureau.

Friends of Corvallis Police, Incorporated, is separate and distinct from the Corvallis Police Department and will have no governmental powers.

Article II

Nonmembership. This corporation does not have members.

Article III

Board of Directors

Section 1. Duties. The Board of Directors manages this corporation's affairs.

Section 2. Number. The number of Directors may vary between three and seven.

Section 3. Term and Election. Directors serve two-year terms and may be reelected for as many terms as they are willing to serve. The Board will elect its own members except that a member cannot vote for him- or herself.

Section 4. Removal. Any Director can be removed, with or without cause, including poor attendance at scheduled meetings, by vote of two-thirds of the Directors.

Section 5. Vacancies. Vacancies and newly created board positions will be filled by a majority vote of the Directors.

Article III Section 6. Board of Directors Continued

Section 6. Quorum and Action. A quorum at a Board meeting is a majority of the number of Directors prescribed by the Board or, if a number is not prescribed, a majority of the number in office when the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present, except as these Bylaws provide otherwise. 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 will be taken by the majority required by law.

6.1 Decisions are to be made only at meetings where there is a quorum.

6.2 Actions will be taken only at meetings where there is a written agenda.

Section 7. Regular Meetings. Regular meetings of the Board of Directors will be held at the time and place determined by the Board of Directors. All regular meetings require a written notice, including an agenda, to the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors will be held at the time and place determined by the Board of Directors. Notice of the date, time, place, and purpose of a special meeting will be delivered to each Director no less than two days prior to the meeting.

Section 9. Meeting by Telecommunication. Directors can hold any regular or special meeting by telephone or telecommunications as long as all Directors can hear each other.

Section 10. Salary. Directors will not receive a salary for their Board services, but may be reimbursed for expenses related to Board service. All reimbursements require written approval of at least two other Board members.

Section 11. Action by Consent. Directors may take any legal action of the Board and any action required by law at a meeting of the Board, without a meeting, if all the Directors sign a written consent as to the action to be taken.

Article IV

Committees

Section 1. Executive Committee. The Board of Directors may elect from its membership an Executive Committee with the power to make on-going decisions between board meetings, including financial and budgetary decisions.

Section 2. Other Committees. The Board of Directors may establish other committees that exercise specified functions of the Board of Directors or that conduct other functions the board deems desirable.

2.1 All sub-committees must have a well-defined purpose established in writing.

2.2 All sub-committees are accountable to the Board of Directors.

2.3 Persons other than Friends of Corvallis Police Board of Directors may serve on a sub-committee as a resource required to conduct its business.

Section 3. Composition of Committees Exercising Board Functions. Any committee exercising functions of the Board of Directors will be made up of two or more Directors. Committee members will be elected by a majority vote of the Directors prescribed by the Board or, if no number is prescribed, by a vote of all Directors.

Section 4. Quorum and Action. A quorum at a Committee meeting exercising Board functions is the majority of all Committee members. If a quorum is present, action is taken by a majority vote of Directors present.

4.1 The Board of Directors will strive for consensus before voting.

4.2 If consensus cannot be reached, Robert's Rules of Order (revised) will govern any point of parliamentary procedure not addressed in the by-laws.

Section 5. Limitations on the Powers of Committees. No committee can: a) authorize payment to its Directors or officers of a dividend or any part of the income or profit of the corporation; 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 on any of its committees; or d) adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article V

Officers

Section 1. Titles. The officers of this corporation are President, Secretary, and Treasurer.

Section 2. Election. The Board of Directors will elect, at regular meetings, the officers to serve two-year terms. Officers can be reelected without limitation on the number of terms served.

Section 3. Vacancy. An office vacancy will be filled no later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers. The Board of Directors can elect or appoint other officers, agents, or employees as it deems desirable. The Board will determine the terms, authority, and duties of these positions.

Section 5. President. The President is the chief officer of the corporation and is the Chair of the Board. The President has all other power and duties prescribed by the Board of Directors.

Section 6. Secretary. The Secretary has overall responsibility for all non-financial record keeping. The Secretary will perform, or cause to be performed: a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; b) provision for notice of all meetings of the Board of Directors; c) authentication of the records of the corporation; and d) any other duties prescribed by the Board of Directors.

6.1 The Secretary will preside over meetings in the absence of the President.

Section 7. Treasurer. The Treasurer has overall responsibility for keeping full and accurate accounts of all financial records of the corporation. The Treasurer will: a) deposit all monies and other valuable effects in the name and to the credit of the corporation in depositories designated by the Board of Directors; b) disburse all funds when proper to do so; c) make financial reports on the financial condition of the corporation to the Board of Directors; and d) any other duties prescribed by the Board of Directors. All fund disbursements in excess of fifty dollars (\$50.00) require a second signature, the second signatory to be designated by the Board of Directors.

Article VI

Corporate Indemnity. This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Article VII

Amendment to Bylaws. These Bylaws can be amended or repealed, and new Bylaws adopted, by a majority vote of the Board of Directors present, if a quorum is present. At least two days before the adoption of an amendment each Director will be given notice of the time, date, and place of the meeting at which the proposed amendment is to be considered. This notice will state that one of the purposes of the meeting is to consider the proposed amendment to the Bylaws and it will include a copy of the proposed amendment. The Board of Directors will review the Bylaws annually.