

BYLAWS FOR  
THE COOS COUNTY FRIENDS OF PUBLIC HEALTH  
December 17, 2019

ARTICLE I: NAME

The name of this corporation shall be Coos County Friends of Public Health, which is organized as a public benefit corporation, with members, under Chapter 65 of the Oregon Revised Statutes.

ARTICLE II: MISSION

The mission of the Corporation is to promote health in Coos County through enhancement of local public health services.

ARTICLE III: PURPOSE

Section 1. The purposes of the Corporation are:

- A. To promote an understanding of the public health needs of communities in Coos County, including vulnerable populations, and the availability of services to address those needs;
- B. To increase community collaboration to achieve public health goals and to provide public health services;
- C. To encourage volunteer involvement in local public health activities;
- D. To educate about public health issues; and
- E. To generate resources in fulfillment of our mission. Membership dues, and individual and corporate donations sustain this Corporation, and enable it to raise funds, and receive grants for projects and programs which are administered through Coos Health & Wellness.

Section 2. Operation as a Nonprofit Corporation.

This Corporation shall be operated exclusively as a public charity within the meaning of Section 501(c)(3) of the Internal Revenue Service Code.

- A. This Corporation is not organized for profit or engaged in any activity ordinarily carried on for profit.
- B. No part of the net earnings of the Corporation shall benefit or be distributed to members, board members and officers, or other private persons, except for reasonable compensation for services rendered, to reimburse for expenses, and to make payments and distributions to further our purpose.
- C. The Corporation shall abide by all applicable restrictions on lobbying.
- D. The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV: MEMBERSHIP

Section 1. Membership in this organization shall be open to all individuals and organizations in sympathy with its mission and purposes, and upon payment of its dues, without regard to race, color, national origin, age, gender, gender identity or expression, religion, disability, marital status, sexual orientation, or any other characteristic protected under Federal and Oregon law.

Section 2. Membership will be classed as one of the following:

- a. individual,
- b. family, which consists of two members related by blood or marriage;
- c. organization/business.

Section 3. A member in good standing is one whose dues are current.

Section 4. Dues shall be payable annually, based on the calendar year of January through December. Annual dues for membership shall be set by a majority vote of members at the annual meeting.

Section 5. Voting Rights of Members.

A. Only members in good standing shall be eligible to vote or hold office.

1. An individual member has one vote;
2. A Family membership has two votes, one per each of the two family members;
3. Organizations or businesses shall have one vote per membership, and shall designate one representative to be the voting member on behalf of the organization.

B. Members in good standing may vote on the following:

1. Election of officers and board members at the annual meeting;
2. Approval of the annual budget;
3. Approval of dues for the membership;
4. Approval of by-laws and any amendments to the by-laws.

## ARTICLE V: BOARD OF DIRECTORS AND COMMITTEES

Section 1. Board of Directors. The Corporation shall have a Board of Directors, who will serve as the governing body of this organization. The composition of the Board will include:

- A. The four officers of the Corporation;
- B. The Public Health Administrator of Coos County and one additional public health staff member; both will serve as ex-officio members with individual voting rights;
- C. Additional Directors, who may also serve as chairpersons of standing committees, with appointment by the Board.

The number of Directors, including the officers, should not be fewer than nine nor greater than eleven. Not more than two (2) board members can be related by blood or marriage.

Section 2. Officers. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer.

Section 3. Board Service. The term of office shall be two years beginning January 1<sup>st</sup> and ending two years later on December 31. Directors may serve any number of consecutive terms.

Section 4. Nominating Committee. A nominating committee of three members shall be appointed by the Board. The Nominating Committee may select their own chair.

Section 5. Election of Board Members & Officers.

A. The officers and board members shall be nominated by the Nominating Committee before the annual membership meeting. The nominations shall be submitted to the membership at least one week before the annual meeting, with the consent of the nominees. Additional nominations may be made from the floor, provided the consent of the nominee(s) has been obtained.

B. Officers and board members shall be elected by a majority vote of those members present at the annual meeting.

Section 6. Filling Unexpired Board Positions. A vacancy occurring on the Board or in any office shall be filled for the duration of the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice-President shall serve notice of the election.

Section 7. Standing Committees. The Standing Committees shall be as follows: advocacy, development, membership, communication, and public education. The number and purpose of the standing committees can be changed by the Board of Directors.

Section 8. Special Committees. The Board of Directors may create such additional special committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The President shall appoint the special committee chairpersons with the approval of the Board of Directors.

#### ARTICLE VI: DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1. President: To preside over and conduct meetings; to be an ex-officio member of all standing and special committees with the exception of the nominating committee; to be the spokesperson for the organization; to have any other powers and duties as may be prescribed by the Board of Directors.

Section 2. Vice President: To perform the duties of the President in the absence of the President; to have any other powers and duties as may be prescribed by the Board of Directors

Section 3. Secretary: To take the minutes of all board and annual meetings and to conduct the correspondence of this organization in coordination with the Board of Directors; to assume any other duties as may be prescribed by the Board of Directors.

Section 4: Treasurer: To keep full and accurate accounts of all financial records of the organization in such a manner as designated by the Board of Directors; to disburse funds when proper to do so; to make financial reports to the Board of Directors and the membership at the annual meeting; to have any other duties as may be prescribed by the Board of Directors.

Section 5. Board of Directors: The duties of the Board of Directors shall be:

- (a) to formulate goals and long-range plans that fulfill the stated mission and purposes of the Corporation;
- (b) to transact the necessary business in the intervals between annual meetings of the Corporation and such other business as may be referred to it by the membership;
- (c) to create special committees;
- (d) to approve the plans of work of the standing and special committees;
- (e) to present a report at all meetings of the membership of the Corporation;
- (f) to prepare and submit to the membership for approval, a budget for the fiscal year;
- (g) to approve payment of bills within the limits of the budget; to review and monitor the revenues and expenditures of the Corporation, and assure that financial policies are followed; and
- (h) to be diligent in attending Board meetings and activities of the Corporation.

## ARTICLE VII: MEETINGS

Section 1. An annual meeting of the membership shall be held on a date in the month of December to be determined by the Board of Directors. Members should be notified at least one (1) week prior to the date of the annual meeting. A quorum at an annual meeting, or other meeting of the general membership, shall be the members who are present at the meeting. Action is taken by a majority vote of the members present.

Section 2. A special meeting of the members of the Corporation may be called at any time by a majority of the Board of Directors or by written petition signed by at least ten members in good standing in the Corporation.

Section 3. Meetings of the Board of Directors.

A. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of the Directors. Meetings may be in person, by teleconference, or by computer conference, such that all can communicate simultaneously. The Board meetings are open to all members of the Corporation in good standing.

B. A special board meeting may be called by the President or by written or electronic petition signed by a majority of the Board of Directors.

C. A quorum at a board meeting shall be a majority of the Board of Directors who hold office at the time of the meeting

D. Decision-making. Action is taken by a majority vote of the Board members when a quorum is present. At any board meeting of the organization, only Board members shall be entitled to vote.

E. Conflict of Interest. Board members shall declare any actual or potential conflict of interest and abstain from any discussion or vote when an actual or potential conflict of interest occurs.

F. Board Action Taken By E-Mail. If all directors have email accounts, the Board may use electronic mail to take action in place of a regular board meeting.

1. An announcement will be sent by e-mail that describes the matter and the action that is proposed, with a specified deadline for response by e-mail of not less than 48 hours after sending the e-mail.
2. If there is an affirmative vote of the majority of the directors who hold office at the time of the e-mailed request, then the action will become effective on the deadline specified in the e-mail announcement, unless the announcement specifies a different effective date or time.
3. A record of the Board action, including the e-mailed announcement and the directors' votes on the action, will be filed as meeting minutes.

Section 4. Committee Meetings. A quorum at a committee meeting shall be a majority of the committee members. Action is taken by a majority vote of the committee members present.

#### ARTICLE VIII. LIMITATION OF DIRECTOR LIABILITY

The personal liability to the Corporation, or its members, for monetary or other damages, of each member of the Board of Directors, and each uncompensated officer of the Corporation, for conduct as a director or officer, shall be eliminated to the fullest extent permitted by the current or future laws of Oregon.

#### ARTICLE IX: AMENDMENTS

These bylaws may be amended by a majority vote of members present at a meeting of the general membership. All members shall be notified in writing or electronically of the meeting time, place, and purpose at least a week prior to the meeting. The notification shall include the proposed changes to the bylaws that may be amended at the meeting.

*Frances Smith*

President, Coos County Friends of Public Health

By-Laws amended December 17, 2019

Title