

**CENTRAL OREGON VETERAN AND COMMUNITY OUTREACH  
(COVO) BY LAWS [ORS 65.000]**

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## ARTICLE I. NAME, PURPOSE AND DEFINITIONS

### Section 1.1 -Name

The name of the Corporation shall be, "Central Oregon Veteran & Community Outreach, Inc. – commonly referred to as COVO."

### Section 1.2 - Purpose

"The purpose of the Central Oregon Veteran and Community Outreach (COVO) is to aid Central Oregon houseless, jobless and disadvantaged military veterans as well as non-veteran community members by:

- (a) Establishing and operating a centrally accessible community-friendly outreach center and one- stop venue to provide day-to-day necessities.
- (b) Providing emergency shelter and transitional housing.
- (c) Providing permanent low-income housing.
- (d) Developing, sponsoring and/or managing programs to help with housing placement, transportation, communication, training, job search, case management and access to health services."

### Section 1.3 - Definitions

- (a) Appoint: to designate a person to a function or office; synonymous with "elect".
- (b) Corporation: Central Oregon Veteran and Community Outreach as a legal entity.
- (c) COVO: Abbreviation for Central Oregon Veteran and Community Outreach, Inc.
- (d) Board: COVO Board of Directors; governing body of COVO.
- (e) Director: member of the Board.
- (f) Executive Director: highest employee hired by the Board to conduct COVO operations [not a Director; not a member of the Board].
- (g) Executive Session: a period during a Board meeting in which only Directors and invitees are allowed to be present.
- (h) Officer: Director holding an office described in " Article V. Officers"; has the meaning of Officer of the Board [versus officer in a different context than these Bylaws].

## Section 1.4 - Membership

The Corporation shall have no members.

## **ARTICLE II. OFFICES**

### Section 2.1- Principal Office

The principal office of the Corporation in the state of Oregon shall be located in the city of Bend, county of Deschutes. The Corporation may have such other offices, either within or without the state of Oregon, as the Board of Directors may designate or as the business of the Corporation may from time to time require. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary and included in the corporate records.

### Section 2.2 - Registered Office

The registered office of the Corporation required to be maintained in the state of Oregon may, but need not be, identical with the principal office in the state of Oregon and the registered office may be changed from time to time by the Board of Directors in which event the articles of Incorporation must be changed in like fashion.

### Section 2.3 - Registered Agent

The Board of Directors shall designate a registered agent as required by Oregon law. The registered agent must reside in the State of Oregon.

## **ARTICLE III. RECORDS**

### Section 1.1 - Corporate Records

(a) Minutes and Accounting Records. The Corporation shall keep a permanent record of the minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all

actions taken by a committee of the Board of Directors acting in place of the Board and on behalf of the Corporation. The Corporation shall maintain appropriate accounting records.

- (b) Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (c) Other Records. The Corporation shall keep a copy of the following records at its principal office or at a location from which the records can be recovered within two business days:
  - A. Its article or restated articles of incorporation and all amendments to them currently in effect;
  - B. Its bylaws or restated bylaws and all amendments to them currently in effect; resolutions adopted by the Board of Directors;
  - C. The financial statement furnished for the past three years to the Board of Directors;
  - D. A list of the names and business addresses of its current Directors and officers;
  - E. Its most recent annual report delivered to the Oregon Secretary of State.
  - F. The minutes of all meetings of the Board and records of all actions approved by the Board for the past three years.

#### **ARTICLE IV. BOARD OF DIRECTORS**

##### Section 4.1 - Authority and Number of Directors

- (a) The Board of Directors may exercise all powers and authority granted to the Corporation by law, including but not limited to:
  - A. Operations oversight.
  - B. Policy making.
  - C. Strategic planning.
  - D. Approval of budget and new programs.
- (b) The Board shall consist of not less than three and no more than eleven Directors.

## Section 4.2 – Executive Director

Separate from the Board is the position of Executive Director. The Executive Director:

- (a) Is employed by and under the direction of the Board of Directors.
- (b) Conducts day-to-day COVO operations.
- (c) Supervises and evaluates all other COVO employees.
- (d) Develops, plans, programs and budget to submit to the Board for approval.
- (e) Regularly informs the Board of status of operations and finance. Furthermore, the Executive Director will provide a formal/detailed quarterly review for the Board of Directors.
- (f) Attends Board meetings as an advisor.

## Section 4.3 –Term and Election

All candidates for a Director position must meet Board policy for applying for appointment. Each new Director will serve a one-year term, after which the Board may appoint the Director for a subsequent three-year term. There is no limit to the number of consecutive three-year terms that a Director may be appointed and serve. A Director's term may be extended if elected to a Board office by the term of that office.

## Section 4.4 – Removal from Office

- (a) A Director may be removed by the Board only at regular or special meetings, provided that notice of the meeting was given according to current Oregon Revised Statute for nonprofit corporations.
- (b) The Director may be removed for cause by a simple majority of all Directors for any of the following:
  - A. Absent from three consecutive Board meetings.
  - B. Absent from any four Board meetings in a twelve-month period.
  - C. Convicted of a misdemeanor or felony during the Director's term.
  - D. Indicted by grand jury for a felony during the Director's term.
  - E. Arrested for a crime related to COVO business during the Director's term.
  - F. Violates any ethics rule under which COVO Directors are obligated.
- (c) A Director may be removed with or without cause by a vote of two-thirds of the Directors.
- (d) If the removed Director occupied a Board office, the Director is also removed from that office.

#### Section 4.5 - Vacancies

Any vacancy on the Board may be filled by a simple majority vote of approval by the current number of Directors.

#### Section 4.6 - Resignations

All resignations from the Board or from any office must be in writing [including email, fax & text message] and are effective and irrevocable upon receipt by the Secretary of the Board, unless a later date and time is specified in the resignation. If a later effective date is submitted, the Board may appoint any other person as authorized under the Articles to fill the position before the effective date, but the newly elected Director cannot assume the position officially until the effective date.

#### Section 4.7 - Quorum

The number of Directors required to represent a quorum necessary to carry on the business of the Board shall be a simple majority (50%+1) of the total number of Directors. All decisions will be passed by a majority vote of those representing a quorum unless as stipulated otherwise within these bylaws. If less than a majority of the Directors is present or participating in any action or meeting, no decisions may be made or motions passed until a quorum is present or participating in the process. Any meeting with less than a quorum attending may adjourn without further notice.

#### Section 4.8 - Regular Meetings

Time, place, and frequency of regular meetings of the Board of Directors will be determined by the Board and will be scheduled as written policy. All committee meetings will be convened as deemed needed by each individual committee or as determined necessary by the Board or scheduled as written policy.

#### Section 4.9 - Special Meetings and Notice

A special meeting may be called by the President or by any two Directors. Participants must receive notification of date, time and place of the meeting at least 48 hours in advance of the meeting. Notice may be delivered by email, telephone, mail, or telegraph.

#### Section 4.10 - Alternative Meeting Venue

Any regular or special meeting of the Board may be conducted using any means of communication in which all participants may simultaneously communicate with each other.

#### Section 4.11 - Action without Meeting

- (a) Any action required by law may be taken without a meeting if all Directors authorize approval to address said action by written consent, with the understanding that although Board members must be notified, the final vote does not have to be unanimous.
- (b) The Directors may act on any matter generally required or permitted at a Board meeting, without actually meeting, if all the Directors take the action, each one signs a written consent describing the action taken, and the Directors file all the consents with the records of the Corporation. Action taken by consents is effective when the last Director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

#### Section 4.12 - Compensation

No Director or Officer of the Board of Directors shall receive compensation for their services. However, they may be reimbursed for Board-approved expenses.

#### Section 4.13 - Conduct of Board Meetings

The President, or in the President's absence, the Vice-President, or in their absence, any Director chosen by the Board, shall call the meeting to order and shall act as the chairperson of the meeting. The chairperson shall conduct the meeting in a democratic manner, using Robert's Rules of Order if there is a

question of appropriate process. The Secretary of the Corporation shall act as the secretary for all meetings of the Directors, but in the Secretary's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.

All Board meetings shall be open to the public and all persons regardless of race, color, creed, gender, sexual orientation, national origin, age or disability, except that the Board may hold an Executive Session:

- (a) To consider election, appointment or employment of a Director or COVO employee.
- (b) To consider the dismissal or disciplining of or to hear complaints or charges brought against any COVO Director, officer, employee, staff member or individual agent.
- (c) To conduct deliberations with persons designated by COVO to carry on labor negotiations.
- (d) To conduct deliberations with persons designated by COVO to negotiate real property transactions.
- (e) To consider information that is sensitive by nature and could give rise to complaint against the Board for publicly revealing it.
- (f) To consult with counsel concerning the legal rights and duties of COVO with regard to current litigation or litigation likely to be filed.
- (g) To review and evaluate the employment-related performance of the Executive Director, or any other employee or staff member who does not request an open hearing.

No executive session may be held for the purpose of taking any final action or making any final decision.

#### Section 4.14 - Board Committees

Except as expressly prohibited by the Board, the President may appoint any committee to serve at the President's pleasure, limited to only inquiry and discussion on any COVO-related matters. The Board may vote additional authorities/powers to the committee, or establish other committees with specified authorities and powers. All committees must have at least two Directors on it.

#### Section 4.15 - Director Involvement

Directors are expected to be informed of and engaged in such things as:

- (a) Attending and actively participating in Board meetings.
- (b) Studying information presented to the Board related to COVO matters.
- (c) Willing and faithfully serving on COVO committees.



(d) Attending COVO functions.

(e) Volunteering for COVO business and outreach activities.

This principle shall not be interpreted to preempt Board membership because of disability or personal difficulties in performing any of the above.

#### Section 4.16 - Vote of Officer or Director by Proxy

A Director may give another Director his/her proxy vote for a specific Board meeting. The proxy vote must be in writing and kept on record by the Secretary with minutes of the meeting. If there is doubt over the validity of the proxy, the President will make a ruling, which shall become part of the meeting minutes.

### **ARTICLE V. OFFICERS AND COMMITTEES**

#### Section 5.1. Number of Officers

The Board shall appoint three officers of the Corporation: a President, Secretary and Treasurer; but may fill other offices approved by the Board. Each officer must already be a current Director.

#### Section 5.2 – Election and Term of Office

Election of officers shall be conducted annually at a regular June Board meeting. Nominations shall be solicited the meeting prior to the election and at the beginning of the meeting at which the elections will be held. A Director may nominate any Director, including self, to office. Vacancies between elections shall be filled in like manner, but without waiting until regular election of officers.

#### Section 5.3 - Removal of Officers

Any officer may be removed from office with or without cause by a simple majority vote of all current Directors.

#### Section 5.4 - President

- (a) Externally, the President is the paramount agent for COVO and represents the will of the Board.
- (b) Internally, the President shall preside over Board meetings, insuring that Directors are informed of time and place, there is an agenda, and that any supporting documents are available at least at the meeting, but preferably before. The President and Executive Director are expected to be in regular communication to insure smooth operations and that the Board provides timely decisions to support and direct the Executive Director's duties.
- (c) In case of emergency in which life, limb or property are in peril, the President may make decisions on behalf of the Board sufficient to mitigate the immediate danger.
- (d) In case of an urgent matter, the failure to address promptly of which will result in irreversible harm, the President in concurrence with two other Directors may act for the Board, provided there is no practical opportunity to call a special meeting or otherwise bring a quorum of Directors together to make a Board decision.
- (e) For both emergencies and urgent matters, the President's actions are subject to subsequent approval, applause, reproach or reversal by the Board.

#### Section 5.5 - Vice-President

If elected the Vice President, in the absence of the President, shall have all presidential powers and be subject to all the restrictions placed upon the President. The Vice President shall also perform any additional duties, such as committee oversight or task forces, the Board or President may assign.

#### Section 5.6 - Secretary

The Secretary is responsible for recording and maintaining the minutes of the proceedings of the Board. In addition, the Secretary is responsible for the oversight and maintenance of all official documented materials of the Corporation.

#### Section 5.7 - Loans or Guarantees for Officers

The Corporation may not lend money to or guarantee the obligation of an officer of the Corporation.

## **ARTICLE VII. INDEMNIFICATION**

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

## **ARTICLE VIII. CONTRACTS**

Inasmuch as the Directors of this corporation may be connected with other corporations with which this corporation may have business dealings, no contracts or other transactions between this corporation and any other corporation shall be affected by the fact that the Directors of this corporation are interested in or are Directors or officers of such other corporation. Any Director individually may be a part to, or interested in, any contract or transaction with this corporation, provided (1) the "interest" of the Director is disclosed to the Board; (2) the interested Director may not vote in favor of the transaction, although that Director's presence may be counted toward a quorum, and (3) the Board approves the transaction at regular or special meeting.

## **ARTICLE IX. NON-DISCRIMINATION POLICY**

It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, age, limited English proficiency, gender identity, or political affiliation. This policy includes, but is not exclusive of, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits of employment, as well as non-discrimination in the providing of any services offered by this Corporation.

## **ARTICLE X. AMENDMENTS**

These bylaws may be amended, altered, repealed or enhanced by an affirmative vote of a simple majority of the entire Board of Directors, provided that notice was given according to current Oregon Revised Statute for nonprofit corporations.