

**BYLAWS
OF
TRYON LIFE COMMUNITY FARM**

**ARTICLE I
PURPOSES**

Tryon Life Community Farm ("TLC Farm") is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under ORS ch. 65 (or its corresponding future provisions) and § 501(c)(3) of the Internal Revenue Code.

The Tryon Life Community Farm shall have as its primary purposes: outreach and education about sustainable living & agriculture; restoring native ecosystems; integrating arts and the environment; promoting community development; and promoting affordable ecologically responsible living spaces.

**ARTICLE II
MEMBERS**

The corporation shall have no voting members.

**ARTICLE III
DIRECTORS**

Section 1. **Business and Affairs.** The Board of Directors shall be comprised of individuals who are dedicated to the purposes of TLC Farm. The business and affairs of TLC Farm shall be managed by its Board of Directors or delegated to a committee of the Board, which may exercise all such powers of the corporation as are permitted by law, the Articles of Incorporation, or these Bylaws.

Section 2. **Number.** The number of Board members may vary between a minimum of 3 and a maximum of 21, the exact number of which shall be fixed from time to time by resolution of the Board. At least one-third of the Board members must be residents of the land occupied by TLC Farm, and at least one-half of the Board members must be active participants in at least one of the working groups of TLC Farm, as determined by the executive committee.

Section 3. **Term and Election.** Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Board members shall be two years. The Board shall make provisions to stagger the terms of Board members so that each year the terms of as close as possible to one-half of the Board members shall expire. A Board member may be reelected without limitation on the number of terms s/he may serve. The Board shall elect its own members, except that a Board member shall not vote on that member's own position.

Section 4. **Removal.** Any Board member may be removed, with or without cause, by a consensus of the other Board members then in office.

Section 5. **Vacancies.** In the event that a Board member resigns or is removed from office, or a new Board position is created, the Board may elect a new member by consensus of all the Board members then in office.

Section 6. **Quorum and Action.** A quorum at a Board meeting shall be two-thirds of the number of Directors prescribed by the Board, or if no number is prescribed, two-thirds of the number in office immediately before the meeting begins. If a quorum is present, action is taken by consensus of the Directors present, except as otherwise provided by these Bylaws. 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 is taken by a vote of two-thirds of the Directors then in office.

Section 7. **Regular Meeting.** Regularly scheduled meetings of the Board of Directors shall be held at a time and place to be determined Board of Directors.

Section 8. **Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose, shall be delivered to each Board member personally or by telephone or by mail or email not less than 4 days before the meeting. The president or one-fifth of the directors then in office may call and give notice of a special meeting of the Board.

Section 9. **Meetings by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone or other form of telecommunication, as long as all Board members can communicate with each other.

Section 10. **No Salary.** Board members shall not receive any salaries for their Board services but may be reimbursed for expenses directly related to Board services.

Section 11. **Action by Consent.** Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Board members.

ARTICLE IV COMMITTEES

Section 1. **Committees.** The Board of Directors may establish such committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees. These committees need not be comprised of members of the Board.

Section 2. **Executive committee.** The Board of Directors shall establish an executive committee, which shall have the general powers and duties of management usually vested in a chief executive officer of a nonprofit corporation and shall have other powers and duties as may be prescribed by the Board of Directors or the bylaws. The executive committee shall have responsibility for the planning, organizing, and general management, of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 3. **Board Committee Powers and Procedures.** Each committee shall determine its own provisions regarding meeting structure, actions, notice, quorum and decision making structure. No committee of the Board of Directors may:

- a. Make payment of a dividend or any part of the income or profit of the corporation to its directors or officers.
- 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 any of its committees; or
- d. Adopt, amend or repeal the Articles of Incorporation or bylaws.

ARTICLE V NONDISCRIMINATION

The corporation shall not discriminate in providing services, hiring employees, or otherwise upon the basis of sex, race, creed, marital status, sexual orientation, religion, ethnicity, ability, age, or national origin.

ARTICLE VI OFFICERS

Section 1. **Titles.** The officers of the Board of Directors shall be the Chair and the Secretary/Treasurer.

Section 2. **Election.** The Board of Directors shall elect officers to serve one-year terms. An officer may be reelected without limitation on the number of terms of service. The Board may elect other officers as it deems necessary, and Board members may share positions (i.e. Co-Chairs or Co-Secretary/Treasurers).

Section 3. **Vacancy.** A vacancy of the office of Chair or Secretary/Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. **Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it deems necessary and desirable.

Section 5. **Chair of the Board.** The Chair shall oversee meetings of the Board of Directors and shall act as a liaison between the Board of Directors and the executive committee. In that capacity, the Chair shall assist the executive committee in the fulfillment of its duties. The Chair may be removed by a two-thirds vote of the other directors.

Section 6. **Secretary/Treasurer.** The secretary/treasurer shall have overall responsibility for all record keeping and for corporate funds. The secretary/treasurer shall perform, or cause to be performed, the following duties: (i) official recording of the minutes of all proceedings of the Board of Directors meetings and actions, (ii) authentication of the records of the corporation, (iii) provision for notice of all meetings of the Board of Directors, (iv) keeping of full and accurate accounts of all financial records of the corporation, (v) the deposit of all moneys and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the Board of Directors, (vi) the disbursement of all funds when proper to do so, (vii) making financial reports as to the financial condition of the corporation to the Board of Directors, and (viii) any other duties as may be prescribed by the Board of Directors.

ARTICLE VI
GENERAL PROVISIONS

Section 1. **Dissolution.** Dissolution is authorized if it is approved by consensus decision of the Board members in office at the time. Notice of a meeting held for the purpose of dissolution must state that the purpose is to consider dissolution of the corporation and contain a copy or summary of the plan of dissolution. Dissolution must comply with Article 8 of the Articles of Incorporation.

Section 2. **Amendment of Bylaws.** These bylaws may be amended or repealed, and new bylaws adopted, by two-thirds vote of the Board members in office. Before the adoption of the amendment, each Board member shall be given at least two weeks' notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

Section 3. **Indemnification.** TLC Farm will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Section 4. **Severability.** Any determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

Section 5. **Execution of Documents.** The Board of Directors or executive committee may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors or executive committee, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or for any amount.

Section 6. **Fiscal Year.** The fiscal year of the corporation shall be the calendar year.

ADOPTED: Dec 3, 2004.


Jacqueline Jenae Medford, Secretary/Treasurer