



Bylaws of Oregon Coffee Board

# **BYLAWS OF OREGON COFFEE BOARD**

## **ARTICLE I NAME**

The name of the association shall be Oregon Coffee Board. Incorporated under the laws of the State of Oregon, Oregon Coffee Board shall operate as a mutual benefit corporation as defined in the Oregon Nonprofit Corporation Act (ORS 65) hereinafter called the Act.

## **ARTICLE II PURPOSE**

**Section 2.1 General Purpose.** Oregon Coffee Board is organized and operated exclusively for non-profit and mutual benefit purposes. It promotes the general welfare of the coffee industry in the state of Oregon.

**Section 2.2 Mission.** The Oregon Coffee Board promotes the quality and diversity of Oregon's unique coffee industry, and encourages the success of our members through education, advocacy and community.

## **ARTICLE III MEMBERSHIP**

**Section 3.1 Eligibility; Membership.** The Oregon Coffee Board shall have two (2) classes of members: Regular Members and Associate Members. Any individual, partnership, corporation, association, or other entity is eligible for membership. To be considered a member, an individual, partnership, corporation, association, or other entity must pay annual dues to Oregon Coffee Board. The Oregon Coffee Board shall make the final determination as to the proper classification for all members.

**Section 3.2. Regular Members.** Regular Members shall be comprised of:

- (a) **Producers** producing common brands, names, and formulas of coffee at facilities located within the State of Oregon;
- (b) **Importers** whose primary business is the importation of coffee and who have a base of operations located within the State of Oregon;
- (c) **Retailers** whose primary business is selling coffee within the State of Oregon; and
- (d) **Tradespeople** (coffee professionals, coffee media producers, and coffee consultants) who have a base of operations located within the State of Oregon.

Members are eligible to have a representative serve on the Board of Directors of the Oregon Coffee Board.

**Section 3.3 Associate Members.** Associate members shall be comprised of persons that do not qualify to be Regular Members, but are businesses operating in an industry related to the production, importation, distribution, wholesaling, or retailing of coffee. A person may be admitted as an Associate member even if it does not conduct any business activity in the State of Oregon.

**Section 3.4 Dues.** The Board shall, from time to time, set membership dues.

**Section 3.5. Annual Membership Meeting.** An annual meeting of the members shall be held in October at such time as the Board of Directors shall designate for the purpose of electing Directors and the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated

for the annual meeting of the members, or any adjournment of, the Board of Directors shall cause the election to be held at a special meeting of the members as soon after as convenient.

**Section 3.6 Special Meetings.** Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Oregon Coffee Board President, the Board of Directors, or at the request of not less than 2/3 of the members. Business transacted at any special meeting shall be confined to the purpose or purposes stated in the notice of such meeting. Notice for special meetings shall be given in accordance with the Oregon Nonprofit Corporation Act.

**Section 3.7 Place of Meetings.** The annual meeting or special meetings of the members may be held at the principal office of Oregon Coffee Board or such other place within or without the state of Oregon as the Board of Directors may from time to time designate.

**Section 3.8 Record Date.** For purposes of determining members entitled to notice of a members' meeting, to demand a special meeting, or to vote at or take any other lawful action at any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the record date shall be fixed as follows:

For purposes of determining the members entitled to notice of a members' meeting, the record date shall be the day before the day on which first notice is mailed or otherwise transmitted to members, or if such notice is waived, the day preceding the day on which the meeting is held.

For purposes of determining the members entitled to demand a special meeting, the record date shall be the date the first member signs the demand.

For purposes of determining the members entitled to vote by written or electronic ballot, the record date shall be the day preceding the delivery of the ballots.

For purposes of determining the members entitled to exercise any rights in respect to any other lawful action, the record date shall be the date on which the board adopts the resolution, or the 60th day prior to the date of such other action, whichever is later.

**Section 3.9 Members' Lists.**

- (a) Oregon Coffee Board shall prepare an alphabetical list of the names, addresses and membership dates of all its Regular and Associate members. The list must show each member that is entitled to vote at the meeting if applicable, or in the event of written or electronic ballot, the day preceding the delivery of ballots.
- (b) The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at Oregon Coffee Board's principal office or at a reasonable place identified in the meeting notice in the city or other location where the meeting will be held. A member, or a member's agent or attorney, is entitled, on request setting forth a proper purpose, to inspect and to copy the list at a reasonable time and at the member's expense, during the period it is available for inspection. "Proper purpose" does not include solicitation or other commercial uses of the members list.
- (c) Oregon Coffee Board shall make the list of members available at the meeting, and any member, or the member's agent or attorney, is entitled to inspect the list for any proper purpose at any time during the meeting or any adjournment.

**Section 3.10 Quorum; Vote.** The members present at a meeting shall constitute a quorum for the transaction of business, provided that at least 10% of members are represented. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the membership.

## ARTICLE IV DIRECTORS

**Section 4.1 Duties.** The affairs of the corporation shall be managed by or under the authority of the Board of Directors.

**Section 4.2 Eligibility; Number.** Each director shall be a dues-paying Regular Member who resides in the State of Oregon, or a employee of a due-paying regular member. If the elected director changes their employment and no longer works for the dues-paying regular member they can choose to serve the remainder of the year elected as a director. If the director works for a different regular dues paying member, they can choose to remain and serve their full term as a director. The Board of Directors shall consist of at least 5 and no more than 11 members.

**Section 4.3 Election and Term.** Nominations must be submitted to Oregon Coffee Board no less than two (2) weeks prior to the Annual Membership Meeting. The membership elects the Directors at the Annual Meeting per election policies and procedures. Each member has one vote. Each Oregon Coffee Board Director shall serve for a term of two years. Directors may not serve more than three (3) consecutive terms (six years). Terms begin at the first meeting following the Annual Membership Meeting except when vacancies are filled.

**Section 4.4 Resignation and Removal.**

- (a) **Resignation.** Any Director may resign at any time by giving written notice to Oregon Coffee Board. A resignation is effective when the notice is provided, unless the notice specifies a later effective date.
- (b) **Removal.** Any Director may be removed, either with or without cause, at a membership meeting called for that purpose by the President, or at the request of not less than 2/3 of the members. Such Director may be removed only if the majority (50% plus 1) of the members in attendance and voting approve the removal.

**Section 4.5 Vacancy.** A vacancy on the Board of Directors shall exist upon the death, resignation or removal of any Director. If a vacancy occurs, the Nominating Committee may nominate a replacement from a member not currently represented on the Board for election by the Board. A Director appointed to fill a vacancy shall be appointed for the unexpired portion of the term of his or her predecessor in office.

**Section 4.6 Conflicts of Interest.**

- (a) A transaction in which a Director of Oregon Coffee Board has a conflict of interest is prohibited unless approved:
  - (1) By the vote of the Board of Directors if the material facts of the transaction and the Director's interest are disclosed or known to the Board of Directors; or
  - (2) By obtaining approval of the:
    - (A) Attorney General; or
    - (B) The circuit court in an action in which the Oregon Attorney General is joined as party.
- (b) A conflict of interest transaction is a transaction with Oregon Coffee Board in which a Director of Oregon Coffee Board has a direct or indirect financial or other interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction is approved as provided in Subsection (a) of this Section.
- (c) For the purposes of this Section, a Director of Oregon Coffee Board has an indirect interest in a transaction if:
  - (1) Another entity in which the Director, or a member of the director's family, has a current or potential material ownership, investment or other pecuniary interest is a party to the transaction; or

- (2) Another entity of which the Director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of Oregon Coffee Board.
- (3) The Director has a compensation arrangement with Oregon Coffee Board or with any entity or individual with which Oregon Coffee Board has a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- (d) For purposes of subsection (a) of this Section, and in accordance with subsection (f) of this Section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section by a single Director. If a majority of the Directors, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section.
- (e) After disclosure of a direct or indirect material interest and all material facts relating thereto, and after any discussion with the interested Board member, the Board of Directors may require the interested Director to leave the meeting of the Board of Directors while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists. In the event that the Board of Directors determines that a conflict of interest exists, the interested Director shall be allowed to make a presentation at the meeting of the Board of Directors, but after the presentation, the Board of Directors may require the interested director to leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (f) The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement in which a conflict of interest exists. After exercising due diligence, and where appropriate, the Board of Directors shall determine whether Oregon Coffee Board can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by majority vote of the disinterested Directors whether the transaction or arrangement is in Oregon Coffee Board's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, Oregon Coffee Board shall make its decision as to whether to enter into the transaction or arrangement.

**Section 4.7 Compensation.** Directors shall not receive any stated salaries for their services.

## **ARTICLE V OFFICERS**

**Section 5.1 Officers.** The principal officers of the Corporation shall consist of President, Vice President, Secretary, and Treasurer. The Corporation may also have such other officers, assistant officers, and/or agents as deemed necessary and as elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, with the exception of President and Secretary.

**Section 5.2 Eligibility; Election.** Directors must serve on the Board of the Oregon Coffee Board for at least one year before becoming an officer. The Board of Directors shall elect a President, Vice President, Secretary, and Treasurer, each of whom must be a member of the Board of Directors, at its first regular meeting after the Annual Membership Meeting. Officers officially begin their positions upon election.

**Section 5.3 Term.** Officers shall serve for a term of one (1) year or until their successors are elected. Officers may serve a maximum of three (3) consecutive terms in one office and shall not be eligible again for that same office until after the lapse of one year.

**Section 5.4 Vacancy.** If the office of any of the officers becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. A Director eligible to serve as an officer shall be elected for the unexpired portion of the term of his or her predecessor in office.

**Section 5.5 President.** The President shall be the chief executive officer of the Corporation; he or she shall preside at all meetings of the members and Board of Directors; he or she shall have general and active management of the business of the Corporation; he or she shall supervise the execution of all orders and resolutions of the Board of Directors; and he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. While in office, the President shall be an authorized signer on all bank accounts and spokesperson for the Oregon Coffee Board.

**Section 5.6 Vice President.** In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as the Board of Directors shall prescribe. While in office, the Vice President shall be an authorized signer on all bank accounts for the Oregon Coffee Board.

**Section 5.7. Secretary.** The Secretary, or his or her designate, shall (i) attend all sessions of the members and Board of Directors and record the minutes of all proceedings; (ii) authenticate such records of Oregon Coffee Board as required; (iii) give, or cause to be given, notice of all meetings to the members and members of the Board of Directors; (iv) until the Treasurer is elected perform the duties of the Treasurer as set forth below; (v) be custodian of the corporate records; (vi) maintain the roster of elected Directors; and (vii) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board of Directors.

**Section 5.8 Treasurer.** The Treasurer, or his or her designee, shall review all financial reports and documentation; provide oversight of the corporate funds and securities; cause Oregon Coffee Board staff to keep full and accurate accounts of receipts and disbursements in the Corporation books; and shall oversee the deposit all moneys and other valuables in the name and to the credit of the Corporation, in the depositories designated by the Board of Directors. While in office, the Treasurer shall be an authorized signer on all bank accounts.

**Section 5.9 Immediate Past President.** The Immediate Past President shall be someone who has served as President of the Corporation. As a former officer of the Oregon Coffee Board, the Immediate Past President is welcome to attend all board meetings as Ex Officio.

**Section 5.10 Compensation.** Officers shall not receive any stated salaries for their services.

**Section 5.11 Resignation and Removal.**

**(a) Resignation.** Any officer may resign at any time by giving written notice to the President. A resignation is effective when the notice is provided, unless the notice specifies a later effective date.

**(b) Removal.** Any officer may be removed, either with or without cause, at a Board meeting called for that purpose by the President, or at the request of not less than 2/3 of the Directors. Such officer may be removed only if a majority (50% plus 1) of the members in attendance and voting approve the removal.

## **ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS**

**Section 7.1 Attendance.** Attendance at meetings of the Board of Directors is the responsibility of each director. Any director with two (2) unexcused absences during a calendar year shall be considered to have resigned and shall be so notified.

**Section 7.2 Regular Meetings.** Meetings of the Board of Directors, regular or special, may be held either within or without the State of Oregon. The Board shall meet a minimum of nine times a year on the first Thursday of the month unless otherwise determined by the Board.

**Section 7.3 Special Meetings.** Special meetings of the Directors for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or at the request of not less than 2/3 of the Directors. Business transacted at any special meeting shall be confined to the purpose or purposes stated in the notice of such meeting.

**Section 7.4 Alternative Means of Communication for Meetings.** Meetings of the Board of Directors, or any committee, may occur by means of telephone conference, electronic mail or similar communications equipment by means of which all persons in the meeting can simultaneously hear or read each other's communications, or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. Such participation in a meeting shall constitute presence in person at the meeting. Directors shall be notified of the forum in which the meeting will be conducted.

**Section 7.5 Notice for Special Meetings.** Notice of the time and place of any special meeting of the Board of Directors shall be delivered at least two (2) days previously thereto by written notice delivered personally or sent by mail to each Director at his/her address as shown by the records of the Oregon Coffee Board. To the extent allowed by law, notice of a special meeting of the Board of Directors may be fulfilled by electronic mail or such other form of computer communication whereby Directors either directly or indirectly receive notice of the meeting. If mailed via the U.S. Postal Service, such notice shall be deemed to be delivered on the earlier of the date receipt or five days after being deposited in the United States mail in a postage prepaid, sealed envelope appropriately addressed to said Director. If sent via electronic mail or other form of computer communication, such notice shall be deemed to be delivered on the day following the sending of such computer communication. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice for such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 7.6 Quorum.** A majority (50% plus 1) of the total number of the directors then in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. Once established, the quorum will hold until the meeting is adjourned. The act of the majority of the Directors present at a meeting attended by a quorum shall be the act of the Board of Directors.

**Section 7.7 Vote.** Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board of Directors.

**Section 7.8 Action Without Meeting.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote.

## **ARTICLE VIII COMMITTEES**

**Section 8.1 Committees, Membership, and Vote.** All committees must have three (3) or more members, at least one which is a member of the Board of Directors. A majority of members of the committee shall constitute a quorum for that committee, and a majority vote of the members present at a meeting with a quorum shall constitute the decision of the committee. In addition to the committees established by these bylaws, the Board may establish such ad hoc committees as it deems appropriate. Committee recommendations must be approved by the Board.

**Section 8.2 Executive Committee.** This committee, chaired by the President, shall consist of the President, Vice President, Secretary and Treasurer. This committee is empowered by the Board to act on behalf of the organization between Board meetings and in times of emergency.

**Section 8.3 Nominating Committee.** This committee, chaired by the Vice President or a Director appointed by the President, shall prepare a list of candidates for election (directors and officers) as provided by Section V.

**Section 8.4 Limits on Authority of Committees.** No committee, including the Executive Committee, may do any of the following:

- (a) Authorize distributions unless otherwise authorized by the Board of Directors;
- (b) Approve or recommend to members dissolution, merger or the sale, pledge or transfer of substantially all of the Oregon Coffee Board's assets;
- (c) Elect, appoint or remove Directors or fill vacancies on the Board of Directors; or
- (d) Adopt, amend or repeal the Articles of Incorporation or bylaws.

## **ARTICLE IX LOANS TO DIRECTORS AND OFFICERS PROHIBITED**

Oregon Coffee Board shall make no loan to its directors or officers. The Directors of Oregon Coffee Board who vote for or assent to the making of a loan to a Director or Officer of Oregon Coffee Board, and any Officer or Officers participating in the making of such loan, shall be jointly and severally liable to Oregon Coffee Board for the amount of such loan until the repayment thereof.

Any Director against whom a claim shall be asserted under or pursuant to this Article shall be entitled to contribution from the other Directors who voted for the action upon which the claim is asserted. To the extent that any Director is required to pay such claim, he or she shall be subrogated to the rights of Oregon Coffee Board against the debtor on the loan.

## **ARTICLE X CORPORATE INDEMNITY**

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director or Officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise. In addition, the corporation shall pay for or reimburse any reasonable expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Oregon



Nonprofit Corporation Act. Indemnification provided hereunder shall continue to cover any Director, Officer, trustee, employee or agent after such person ceases to serve in said capacity and shall inure to the benefit of such person's heirs, executors and administrators. The right to indemnification conferred by this Article shall be considered a contract right between the corporation and any such person entitled to indemnity hereunder.

## **ARTICLE XI PARLIAMENTARY AUTHORITY**

Parliamentary authority shall be the current edition of *Robert's Rules of Order Newly Revised* in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

## **ARTICLE XII NON-DISCRIMINATION**

Oregon Coffee Board will not discriminate against individuals or groups on the basis of race, color, national origin (ancestry), legal citizenship, religion (creed), gender, gender expression, gender identity, sexual orientation, marital status, age, disability, income, military status, or political affiliation in any of its policies, recommendations or actions.

**race, color, religion (creed), gender, gender expression, age, national origin (ancestry), legal citizenship, disability, marital status, sexual orientation, or military status,**

## **ARTICLE XIII DISSOLUTION OF THE CORPORATION**

After paying or adequately providing for the debts and obligation of the corporation the remaining assets shall be distributed to a non-profit fund, foundation, or corporation doing similar work which has established tax exempt status under Section 501 (c) of the Internal Revenue Code.

## **ARTICLE XIV AMENDMENT OF BYLAWS**

The Bylaws of the Corporation may be amended by the following procedure:

- The proposed amendment must be presented at a regular meeting of the Board of Directors. A notice of such meeting shall be sent to each director and such notice must include designation of the amendment.
- The proposed amendment may not be voted on any earlier than at the following regular or special meeting of the Board of Directors. The notice of such meeting must include designation of the amendment.
- In order to become effective, the proposed amendment must have the affirmative vote of the majority (50% plus 1) of the total number of board members of Oregon Coffee Board present and voting at the regular meeting or a special meeting called for that purpose.

## **ARTICLE XV CONTRACTS, LOANS, CHECKS, DEPOSITS**

**Section 15.1 Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Oregon Coffee Board and such authority may be general or confined to specific instances.

**Section 15.2 Loans.** No loans shall be contracted on behalf of Oregon Coffee Board and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the

Board of Directors. Such authority may be general or confined to specific instances.

**Section 15.3 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of Oregon Coffee Board shall be signed by such Officer or Officers, agent or agents of Oregon Coffee Board and in such manner as shall from time to time be determined by resolution of the Board of Directors or as otherwise set forth in these bylaws.

**Section 15.4 Deposits.** All funds of Oregon Coffee Board not otherwise employed shall be deposited from time-to-time to the credit of Oregon Coffee Board in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE XVI BOOKS AND RECORDS**

**Section 16.1 Books and Records.** Oregon Coffee Board shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of Oregon Coffee Board may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

**Section 16.2 Financial Statements.** At the close of each taxable year the Directors shall engage an independent certified public accountant to prepare a financial statement and annual tax returns for Oregon Coffee Board.

## **ARTICLE XVII FISCAL YEAR**

The fiscal year of Oregon Coffee Board shall be 1/1-12/31.

## **Article XVIII WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Oregon Coffee Board, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Date approved:** 11/2/17

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**Matt Millette, President**