

DRAFT 3/25/15

(Principal changes in *italics*.)

**BY-LAWS
DEADWOOD CREEK SERVICES, INC.**

**ARTICLE I
PURPOSES**

Section 1. Deadwood Creek Services is hereby organized as a non-profit corporation in accordance with its Articles of Incorporation heretofore adopted and filled. The purposes of the organization are to:

- Promote the social welfare of the community.
- Provide and maintain a facility for education, research, and exchange of information.
- Assist in furthering activities and projects *that address community issues and concerns*.
- Perform all activities related to said purposes, and to have and enjoy all of the powers granted and engage in any lawful activity for which corporations may be organized under ORS Chapter 61 and 501(c)(4) of the Internal Revenue Service.

**ARTICLE II
MEMBERSHIP**

Section 1. Eligibility. Every person who *is currently residing in the Deadwood area, defined by the 97430 zip code*, and has been a resident *for at least ninety (90) days*, is eligible for membership.

**ARTICLE III
MEETINGS**

Section 1. Annual Meeting. The annual meeting shall be held within the first two (2) weeks of November. At least seven (7) days' notice is require for said meeting.

Section 2. Special Meetings. Special meetings of the membership may be called by the Board at any regular or special meeting with seven (7) days' notice required. A minimum of seven (7) community members is necessary to call a special meeting.

Section 3. Board Meetings. The Board of Directors shall meet monthly unless it decides otherwise. A quorum (4) is a majority of the Board.

Section 4. Notice. The *Deadwood Ditto*, regular mail, email, hand delivery, or telephone shall be the official means of providing notice of meetings.

Section 5. Membership Meetings. Members present at any special or annual meeting constitute the deciding body. A majority vote of those present is needed for any decision.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Duties. The affairs of Deadwood Creek Services, Inc., shall be conducted by a Board of Directors elected by the membership at large at the annual meeting. The Board manages the Community Center, identifies community-wide issues, and organizes committees that support the Community Center's activities.

Section 2. Nominations. Members of the Board of Directors may be nominated by others or self-nominated. Nominees must have current residency for at least one (1) year. They shall submit brief statements of interest to the *Deadwood Ditto* by the October publication deadline. The nominating statements shall be published at least seven (7) days before the annual meeting.

If there are more nominees than there are positions, election shall take place by ballot at the annual meeting.

Section 3. Elections. The Board shall have six Directors who are elected for two-year terms. They may serve no more than three consecutive terms, but may seek election to additional terms after a one-year hiatus. Three (3) directors shall be up for election *or reelection* every year.

Section 4. Decision Making. The Board of Directors will strive for consensus in making decisions. If a consensus cannot be achieved, a quorum of the Board will decide *by majority vote*. *The Secretary shall record the votes of each director.*

ARTICLE V OFFICERS

Section 1. Service. The Board of Directors shall select the Officers, who shall consist of the Convenor, Secretary, and Treasurer.

Section 2. Election. Officers shall serve one-year terms. *Officers may be reappointed for subsequent years in the same office for up to six (6) years.*

Section 3. Vacancies. The Board shall have the power to fill vacancies *for the duration of an unfulfilled term.*

Section 4. Duties. The *Convenor* shall be responsible for chairing meetings and composing an agenda. The Convenor will also represent Deadwood Creek Services, Inc., to the public when necessary, and may appoint another person as representative as required.

The *Secretary* is responsible for taking *and distributing* minutes, conducting correspondence, and taking the Convenor's place in his/her absence.

The *Treasurer* is responsible for keeping all financial records of the corporation, reporting monthly to the Board on financial conditions, and keeping check books. *The Treasurer shall be one of two valid signers of corporation checks (Article VII. Section 2).*

ARTICLE VI EMPLOYEES

Section 1. Role of the Board. The Board of Directors shall have the authority to employ and supervise such persons as may be necessary to further the aims of Deadwood Creek Services, Inc. The Board shall determine the salary and benefit of employees.

Section 2. Affirmative Action Plan. The Board of Directors of Deadwood Creek Services, Inc. hereby affirms that it will work continually toward improving recruitment, employment, development, and promotional opportunities for minority employees and women. The Board will strive to achieve a balance of women and men on staff, and provide true equality of opportunity hiring for all people without regard for gender, race, sexual preference, religion, age, national origin, or physical handicap. In order to provide truly equal employment opportunity, Deadwood Creek Services, Inc. will implement the following:

- The Affirmative Action Plan will be posted where all present and prospective employees will see it, and when a job applicant is screened or interviewed, it will be reviewed with her or him.
- On all correspondence or notices regarding employment opportunities with Deadwood Creek Services, Inc., the Board will include that "Deadwood Creek Services, Inc. is an equal opportunity employer. Women, men, and minorities are encouraged to apply." All agencies acting as a point of referral for job applicants will receive a copy of the Affirmative Action Plan.
- The Affirmative Action Officer of Deadwood Creek Services, Inc. is the Convenor.
- Deadwood Creek Services, Inc. will monitor the relative number of employees and volunteers of both sexes as well as of various ethnic backgrounds.

Section 3. Personnel Rules and Regulations

- **Hiring Procedure.** We will place job orders with the Oregon State Employment Division, which will refer all qualified applicants. We will accept written applications for a period of two weeks. Applications will be screened by the Board of Directors. From qualified applicants, the Board will interview not more than seven (7) for each position.
- **Termination Policy.** Decisions on termination will be made by the Board. Employees will receive two weeks' notice of layoff. Employees will be asked to give the same amount of notice in the event of their leaving.
- **Sick Leave.** Employees will be allowed sick leave as needed, up to twelve (12) days a year.
- **Vacations.** Employees will be allowed all holidays. After six (6) months of employment, an employee will receive one (1) week of vacation with pay.
- **Fringe Benefits.** Employees are covered by SAIF.

- Affirmative Action. See Article VI, Section 2.
- Grievance Procedure. An employee with a grievance will refer first to the Board to attempt to work through the problem. If this is unsuccessful, the matter may be taken up before the membership.
- Changes in Salary. The Board will consider merit increases at the time of contract renewal. Any changes in salary will be based on funds available.

**ARTICLE VII
FINANCES**

Section 1. Deposits. The Board of Directors will direct the Treasurer to place all funds received in the proper bank account.

Section 2. Signatures. Checks, drafts, or other orders to pay may be signed by the Treasurer *or another signatory who is registered with the Deadwood Creek Services, Inc. bank account*.

Section 3. Expenditures and Contracts. The Board shall approve all contracts and agreements requiring the expenditure of funds. The Board shall not have the authority to buy, sell, or encumber real property unless specifically authorized by the membership.

Section 4. Budget. The Board shall be responsible for preparing an annual budget, which must be approved by the membership. The fiscal year shall be from November 1 through October 31.

**ARTICLE VIII
AMENDMENTS**

Section 1. Notice. The membership will be notified and given sufficient information whenever amending the by-laws is to be considered.

Section 2. Adoption. By-laws shall be amended or repealed by a majority of those members in attendance at any special or annual meeting.

It is hereby certified that the above and foregoing By-laws of Deadwood Creek Services, Inc., the community organization of Deadwood Creek Valley, were duly adopted by the Board of Directors by meeting of such Board on _____, and were confirmed by the membership at a meeting held on _____.

Secretary

By-laws were first adopted by the Board on July 5, 1978 and were confirmed by the membership on July 12, 1978. The by-laws were amended on November 17, 1993.