

**BYLAWS
OF DIGNITY VILLAGE, INC.**

**ARTICLE I
NAME AND OFFICE**

Section 1.01 -- Name

The name of the Corporation shall be Dignity Village.

Section 1.02 - Office

The principal office shall be located at such an address as the Village Council may from time to time determine.

Section 1.03 - Purpose

Dignity Village is an intentional community dedicated to helping homeless people resolve the issues and problems that resulted in their homelessness. We do not discriminate for any reason, including age, gender or gender identity, or transgender status, sexual orientation or preference, race or ethnic origin or for any other reason.

The purposes for which this Corporation is organized are exclusively charitable and educational and consist of the following:

(A) The specific and primary purposes are:

(1) To create a safe, clean, self-governed community environment for economically distressed residents of the State of Oregon, through establishment of an open-air place where people living on the streets can have their basic needs met in a stable, sanitary environment, until they are able to access another form of housing more in keeping with said resident's personal goals and aspirations.

(2) To promote community wide interest and concern for homeless and other economically distressed residents of the State of Oregon, to the end that: (a) their quality of life may be improved, (b) their educational and economic opportunities may be improved, (c) sickness, poverty and crime may be lessened, (d) all constitutional and human rights of all people are respected and protected, (e) mutual interdependence of all people may be recognized, and (f) the mutual aid among, by and for poor people may be facilitated.

(3) To provide basic living facilities for otherwise homeless individuals, using temporary, semi-permanent and/or permanent structures, and to engage in alternative, sustainable, earth-friendly housing development and production and related activities in order to improve the living conditions and economic well-being of said individuals.

(4) To create an environment of unity, non-violence, self-determination and cooperation that encourages economically distressed residents to pursue their life goals and aspirations, especially with regard to adequate education, housing and employment, with a sense of self-respect and dignity.

(5) To provide peer-based support services to said residents to assist them in the pursuit and actualization of their life goals and aspirations with regard to housing, education and work, and to enter into collaborative partnerships with certain private businesses, non-profit organizations and/or government agencies for such purposes.

(6) To expand the opportunities available to said residents to own, manage, and operate and develop worker-owned and operated enterprises, and to assist said residents in developing entrepreneurial and management skills for the successful operation of such enterprises.

(7) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental agencies, bureaus or departments.

(8) Subject to the limitations stated in the Articles of Incorporation, this corporation may engage in any other lawful activity, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

ARTICLE II MEMBERSHIP

Section 2.01 -- Members

There shall be voting Members of this Corporation, as provided in these Bylaws.

Section 2.02 -- Eligibility for Membership

Any person 18 years of age or older shall be eligible for voting Membership within the village according to the laws of the State of Oregon, if he or she meets all of following requirements:

1. is a resident of Dignity Village
2. has been a resident of Dignity Village for more than fourteen days,
3. has executed an "Admittance Agreement",
4. is a resident in good standing. All members are in good standing, except members who are currently ejected or are on probationary or provisional status, due to violation of Admittance Agreement or any of its provisions.
5. has attended at least one membership meeting.

Residents meeting all of these criteria shall be Members of this corporation upon their request, unless or until membership is terminated according to the provisions of these bylaws.

Section 2.03 -- Initiation of Membership

The Secretary shall certify membership with regard to eligibility in Section 2.02. At least three (3) days prior to all Monthly or Special meetings of the Membership, the Secretary shall review current and active members on file and record names of current members onto a current membership list. Membership and voting privileges shall apply at said meetings only to those members thus listed, subject to review by the Village Council at their discretion.

Section 2.04 -- Termination of Membership or Residency

Any Member may terminate membership in the Corporation at any time by giving written notice to the Secretary of the Corporation or by abandoning their residency/membership for more than 15 days without adequate notification to the Secretary. Such termination shall become effective as of the date of receipt of written notice by the Secretary, or the end of the 15 day abandonment period, whichever applies.

Anyone, including Members or residents, found to be in violation of the terms and conditions of residency/membership outlined in the Admittance Agreement, may be ejected from residency in Dignity Village by a Security Coach, a corporate officer, by a majority vote of the Village Council, or a subcommittee of the Council appointed for that purpose.

Membership of ejected members is automatically suspended for the duration of an ejection (for up to 15 days), and/or terminated (after 15 days) due to noncompliance with the residency and "good standing" requirements for membership, as provided in Section 2.02.

Members who have terminated their membership, or whose membership has been terminated, may reapply for membership, provided that they are currently in compliance with all the requirements for membership set forth in Section 2.02. Members who have been terminated for physical violence may not be eligible for readmittance.

Members whose membership is terminated due to ejection by a vote at a meeting of the Village Council have no right to appeal the termination, provided: 1) there was a quorum present at the meeting, and 2) the member under review either attended said Council meeting, or were given reasonable accommodation to attend in accordance with Sections 4.10 and 4.10.1, and chose not to attend. Members whose membership is terminated or who is ejected by any other means, such as an emergency meeting without a quorum present, or by a Security Coach or Corporate Officer, may appeal to the Village Council after a "cooling off" period of up to 24 hours, and the decision of the Council shall be final.

Section 2.05 -- Admittance Agreement:

The Admittance Agreement is a legal contract between Dignity Village and each adult resident, 18 years of age or older, which sets forth the terms and conditions of residency in the Village, and bestows the privileges of residency and eligibility for membership in the Corporation.

ARTICLE III MEETINGS OF MEMBERS

Section 3.01 Annual Meeting of Members

Annual meetings of the membership shall be held each year during the month of December, beginning in this year 2001. At each Annual Meeting, the membership shall designate by election those members to serve on the Village Council in accordance with Sections 4.02 and 4.03. The Chairperson shall present an annual report on the activities of the corporation for the preceding year.

Section 3.02-- Monthly Meeting of Members

Regular monthly meetings of the Members of the Corporation shall be held for the periodic election of the Village Council members as needed to fill vacancies, for making decisions about the day-to-day operations of the Village, and for acting on any other such business as may come before such meetings. Membership Meetings shall consider proposals from members, and may adopt resolutions for the consideration of the Village Council. The Monthly Meeting of Members shall have primary responsibility for the election of Members to serve on the Village Council. The Membership is empowered to adopt and implement reasonable policies and strategies designed to encourage broad participation, and equitable and diverse representation to the Council, provided that said policies and strategies respect the Council's need for stability and continuity, and provided they are consistent with all other provisions in these by-laws.

Section 3.03 -- Special Meetings of the Members

A special meeting of the Members of the Corporation may be called at any time by order of, 1) the Village Council, 2) or by a petition signed by not less than twenty-five percent (25%) of the current Members of the Corporation as per the Secretary's most recent membership list, setting forth the, *place*, date and time for such special meeting, and the general nature of the business to be transacted at such meeting. The petition must be received by the Village Council not less than three (3) days before the date specified in such petition for the calling of such special meeting.

Section 3.04 -- Notice of Annual, Monthly and Special Meetings of the Members

Written notice of each meeting of the Members of the Corporation shall be posted conspicuously in the meeting area of the Village at least seven (7) days before the day on which such meeting is to be held. The notice shall state the place, day, and hour of the meeting, and it shall state the general nature of the business to be transacted and (for Special meetings only) by whose request the meeting was called.

Section 3.05 -- Quorums

Twenty percent (20%) of the Members of the Corporation or 10 members, whichever is greater, shall be necessary and sufficient to constitute a quorum for the transaction of business at all membership meetings, except as otherwise provided in these by-laws. In the absence of a quorum, a majority of the Members present may, by resolution, adjourn the meeting for the purpose of obtaining a quorum, for a period not exceeding two (2) days.

Section 3.06 – Voting

Unless otherwise required by law, each Member present shall be entitled to cast one (1) vote on any and all matters for which a membership vote is permitted by law, including the Articles of Incorporation, or the bylaws of this corporation. At each meeting of the Members, all matters shall be decided by the affirmative vote of the majority of the Members of the Corporation present at such meeting, except those matters otherwise expressly regulated by statute or by another specific section of these Bylaws.

Voting for the election of Councilors shall be by secret written ballot.

Voting by proxy shall not be allowed.

Section 3.07 - Record Date for Membership Meeting

The record date for determining those members who may petition to call a special meeting of the members and who shall be eligible to vote at the meeting shall be the day before notice is posted.

ARTICLE IV

VILLAGE COUNCIL (a.k.a. Board of Directors)

Section 4.01 -- Powers

The affairs of the Corporation shall be managed by the Village Council.

Section 4-02 -- Number of Seats on Village Council

The Village Council shall consist of any odd number of not less than three (3) and not more than twenty-five (25) Councilors, said number to be determined by a Membership Meeting and recorded in the minutes.

Section 4.02.1 Board of Advisors

The Council may appoint up to ten (10) ex officio advisors. Said advisors shall not have voting privileges or hold board positions or office on the Council.

Section 4.03 -- Qualifications of Councilors

All seats on the Village Council must be filled by current Members in good standing who have been members for at least 90 continuous days. If there is not a sufficient number of members with ninety (90) consecutive days of residency then members closest to completion of the qualifications and who are willing to serve may be elected.

No persons involved with contracting services, during the term of their contract, may occupy a voting position on the Village Council.

Section 4.04 -- Selection of Village Council members

Members of the Village Council, including members elected to fill vacancies, shall be elected by an Annual, Monthly or Special Meeting of the Membership.

Section 4.05 -- Term of Service on Village Council

Members of the Village Council are elected for one year terms, except for those elected to fill vacancies. Councilors elected to fill vacancies shall serve until the next Annual Meeting of the Membership. Councilors completing a term of office may run for re-election at the end of their term.

Section 4.06 -- Non-attendance and Vacancies

Any Councilor who misses three consecutive regularly scheduled meetings of the Village Council shall be given a minimum of one week written notice by the Secretary that the position will be vacated at the next Council meeting unless the member provides written excuse satisfactory to the Council at said meeting. A vote of the majority of Council members is required to remove the Council member. Vacancies on the Village Council shall be filled as provided in Section 4.04.

Section 4.07 -- Resignation

Any Councilor may resign at any time by written notification to the Chairperson or Secretary of the Corporation. The acceptance of any such resignation shall not be necessary to make it effective.

Section 4.08 -- Removal

Any Councilor may be removed at any time, with or without cause, by a 2/3 vote of the Members of the Corporation present at a meeting of the Members of the Corporation, provided that: a) the quorum at a meeting of members in which removal is proposed shall be 35% of the members of the corporation; and b) that the meeting notice state that the purpose, or one of the purposes, of the meeting is to remove the Councilor.

Section 4.09 -- Annual Meetings

The Annual Meeting of the Village Council for the election of officers and for the transaction of such other business as may properly come before it shall be held within fifteen (15) days following the date of adjournment of the annual meeting of the Membership. The annual meeting of the Village Council shall be open to the attendance of Members of the Corporation and the public at large and, shall be conducted in same manner as provided in Section 4.10.

Section 4.10 -- Weekly Meetings

Regular weekly meetings of the Village Council shall be held at a regular time, date, and place selected by the Chairperson. Other meetings may be called as needed, provided that notice and quorum requirements are met.

All meetings of the Council shall be open to the attendance of all residents and Members of the Corporation and the public at large. Agenda items shall be posted not less than twenty-four (24) hours in advance of the weekly meetings by the Chairperson. Member or resident participation at Council meetings shall consist of one three-minute presentation by the member or resident on the subject under consideration by the Council. Members of the Corporation or village residents not serving on the Village Council, who wish to speak to the Council, shall notify the chairperson prior to the meeting.

Section 4.10.1 -- Emergency Meetings

The Council may call emergency meetings without notice to address issues of violence or other imminent threats to the safety and security of the Village and its residents.

Emergency meetings may be held at any time when called by order of the Chairperson of the Council, the Security Coordinator, or any officer and five (5) Councilors, or a majority of Councilors. The entire Council shall be given as much notice by conveners of emergency meetings as is practical in light of the circumstances.

Conveners of emergency meetings to review actions of individuals, will attempt in good faith to notify said individuals that their behavior is under review, provided their presence is not disruptive to the meeting or to the village.

Maintaining the safety and security of the Village shall take precedent over the need to notify potentially dangerous individuals, and the Council is under no legal or other obligation to provide any notice or access whatsoever if, at the Council's sole discretion, it is deemed dangerous to do so.

Emergency meetings shall only consider or take action on the specific emergency situation that prompted the meeting in the first place.

Section 4. 11 -- Minutes of the Meetings

Records of all meetings of the Village Council and any committees shall be taken by the Secretary, or some other duly designated person present on behalf of the Secretary, and be made available to the Membership as directed by the Council.

Section 4.12 -- Notice

Written notice of meetings of the Village Council shall be printed in 36 or larger point typeface and posted in plain view in the Village meeting area, not less than seven (7) days before the day on which the meeting is to be held. Each such notice shall state the day, time, and place of such meeting. There is no notice requirement for emergency meetings of the Council.

Section 4.13 -- Quorum

A majority of the Councilors shall constitute a quorum. In the absence of a quorum, a majority of the Councilors present may, by resolution, adjourn the meeting for a period not exceeding two (2) days.

Section 4.14 -- Voting

At all meetings of the Village Council, except as otherwise expressly required by these Bylaws, all matters shall be decided by the vote of a majority of the Councilors present at that meeting.

Section 4.15 -- Reports

The Village Council shall present at each annual meeting of the Members of the Corporation an annual report of the Corporation's activities during the preceding year. Additional reports may be required by vote of the general Membership for the Corporation.

ARTICLE V OFFICERS

Section 5.01 -- Titles and Qualifications

The Officers of the Corporation shall be Council Members and include a Chairperson, Vice-Chairperson, Secretary, Treasurer, and such other officers as may from time to time be appointed by the Village Council.

Section 5.02 -- Election and Term of Office

Each officer shall be elected by a majority vote of the Village Council at its first meeting and thereafter shall be elected annually, or more frequently as needed to fill any vacancies, by the Council at its regular, special or annual meetings. New offices may be created and filled at any meeting of the Village Council. Each such officer shall hold office until the next annual meeting, or until his or her death, resignation, or removal.

Section 5.03 -- Resignations

Any officer may resign at any time by delivering a written resignation to the Chairperson or the Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

Section 5.04 -- Removal

Any officer may be removed at any time, either, with or without cause, by a vote of a 2/3 majority of the Village Council present at the meeting, provided that the notice of said meeting shall have specified the proposed removal. Such removal shall apply only to the office being held by said Councilor and not to said Councilor's membership on the Council.

Section 5.05 -- Chairperson of the Council

The Chairperson shall call all regular meetings of the Council; make appointments to all committees subject to the approval of the Village Council; conduct all meetings of the Council and the General Membership; notify the Council of any vacancies; shall set the agenda 24 hours in advance of Council meetings, except for emergency meetings, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Village Council.

Section 5.06 -- The Vice-Chairperson of the Council

The Vice-Chairperson of the Council shall act in the absence of the Chairperson, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned to him or her from time to time by the Village Council.

Section 5.07 -- The Secretary

The Secretary shall keep the records of the minutes of all meetings of the Village Council, and of the Members of the Corporation in a secure place on the premises of the Corporation in one or more books provided for that purpose, with the time and place of the holding of the meetings, how they were called or authorized, the notice given thereof, the names of those present, and the proceedings thereof. The Secretary shall be the custodian of all records and documents; shall keep a list of all current residents and members, and in general shall perform all other duties not inconsistent with these Bylaws, as are incident to the office of Secretary, or as may be assigned from time to time by the Village Council or the Chairperson of the Corporation.

Section 5.08 -- The Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The treasurer, or a delegated member of the corporation, shall carry out the following:

- a. Have the care of, receive, and give receipt for the monies due and payable to the Corporation,
- b. Deposit all monies received in the name of the Corporation in such banks, trust companies, or other depositories as from time to time may be designated by the Village Council-
- c. Have charge of the disbursement of the monies of the Corporation in accordance with the directions of the Village Council;
- d. Enter regularly in books to be kept by him or her, or under his or her direction for that purpose, a complete and correct account of all monies received and disbursed by him or her for the account of the Corporation,
- e. Render a statement of his or her account to the Village Council at such times as may be requested-
- f. Submit a financial report to the Membership at monthly meetings of the Members of the Corporation,
- g. Exhibit the books of account of the Corporation and all securities, vouchers, papers, and documents of the Corporation in his or her custody to any Member upon written request within a minimum of 24 hours or at the next Village Council meeting.
- h. Arrange for audits of the Corporation's financial accounts, and
- l. In general, have such other powers and perform such other duties, not inconsistent with these Bylaws, as are incident to the office of Treasurer or as may be assigned to him or her from time to time by the Village Council.

ARTICLE VI
AMENDMENT OF BYLAWS

Bylaws may be amended or repealed, and new Bylaws may be enacted, by a two-thirds (2/3) vote of the Membership of the Village by means of secret written ballots. Members may amend the Bylaws, change or repeal amendment of these Bylaws, or change the authorized number of Councilors of the Corporation.

In addition to being posted in accordance with Section 3.04 in the common meeting area, written notice of any proposed amendment to the Bylaws shall be presented to the Village Council and posted on the residence of every Member at least fifteen (15) days prior to the meeting at which the proposed amendment or repeal is acted upon.

The Quorum requirement for Membership Meetings considering an amendment of the Bylaws shall be two-thirds (2/3) of the membership.