

AMENDED BYLAWS OF
FRIENDS OF POWELL BUTTE SCHOOL

ARTICLE I. MEMBERS

The Corporation shall have no members.

ARTICLE II. BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS

Section 1. GOVERNING BODY; COMPOSITION. The affairs of the Corporation shall be governed by a Board of Directors. The directors shall be the Directors of the Board of Directors for Friends of Powell Butte School (FOPBS).

Section 2. NUMBER OF DIRECTORS. The number of directors in the corporation shall be not less than 3 nor more than 7. The directors shall be appointed as provided in Section 3 of this Article.

Section 3. APPOINTMENT OF DIRECTORS. New member(s) will be appointed by a committee that is chaired by an existing board member. The committee shall appoint a sufficient number of directors to fill the vacancies on the Board. No member of the Powell Butte Community Charter School Board (PBCCS) is eligible to serve on the FOPBS board.

Section 4. APPOINTMENT AND TERM OF OFFICE. Notwithstanding any other provision contained herein:

a) At the first board meeting and at each annual meeting of the Board thereafter directors shall be appointed. The term of each director of the initial board of directors shall be set at the organizational meeting of directors. The term of each director shall thereafter be three (3) years.

b) At the expiration of the initial term of office of each respective member of the Board of Directors, a successor shall be appointed to serve for a term of three (3) years. The members of the Boards of Directors shall hold office until their respective successors shall have been appointed by the Corporation.

Section 5. REMOVAL OF DIRECTORS. Any director who has three (3) consecutively unexcused absences from Board meetings may be removed by a majority vote of the directors at a meeting, a quorum being present.

Section 6. VACANCIES. Vacancies in the board of Directors caused by any reason shall be filled by a vote of the majority of the remaining Directors, even though less than a quorum, at any meeting of the Board. Each person so elected shall serve the unexpired portion of the vacated term.

Section 7. ORGANIZATION MEETINGS. The first meeting of the members of the Board of Directors shall be held within the first two-months following the filing of the Articles of Incorporation and at such time and place as shall be fixed by the Board.

Section 8. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors. Notice of the time and place of the meeting shall be communicated to directors by regular mail, or email not less than four (4) days prior to the meeting; provided, however, notice of a meeting need not be given to any director who has signed a waiver of notice or a written consent to holding of the meeting.

Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by written notice signed by the Chair, Co-Chair, or Secretary of the Corporation, or by any two (2) directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, including facsimile transmissions or by email, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director ; or (d) by telegram, charges prepaid; or (e) by email. All such notices shall be given or sent to the director's address, email address, or telephone number as shown on the records of the Corporation. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph or email shall be delivered, telephoned, emailed, or given to the telegraph company at least seventy-two (72) hours before the time set for the meeting.

Section 10. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement after the lack of adequate notice.

Section 11. QUORUM OF BOARD OF DIRECTORS. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting. If less than a quorum is present at any meeting, the Board members present shall adjourn the meeting to such time and place as they may decide within 30 days of the original meeting. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 12. COMPENSATION. No director shall receive any compensation from the Corporation for acting as such unless approved by a majority voted of the Board.

Section 13. CONDUCT OF MEETINGS. The Chairman shall preside over all meetings of the Board of Directors, and the Secretary shall keep a minute book of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.

Section 14. OPEN MEETINGS. All meetings of the Board shall be open to the public, but the public may not participate in discussion or deliberation unless expressly so authorized by majority of a quorum of the Board.

Section 15. EXECUTIVE SESSION. The board may, with approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved, and orders of business of a similar

nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 16. ACTION WITHOUT FORMAL MEETING. Any action to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, or by email, setting forth the action so taken, shall be signed by all directors.

Section 17. POWERS. The Board of Directors shall be responsible for the affairs of the Corporation and shall have all powers and duties necessary for the administration of the Corporations affairs.

The Board of Directors shall delegate to one of its members the authority to act on behalf of the Board of Directors on all matters which might arise between meetings of the Board of Directors.

In addition to the duties imposed by these Bylaws or by any resolution of the Corporation that may be hereafter adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

- (a) Preparation and adoption of an annual budget.
- (b) Designating, hiring and dismissing the personnel necessary for the operation of the Corporation and its property and, where appropriate, providing for the compensation for such personnel and for the purchase of equipment, supplies and materials to be used by such personnel in the performance of their duties; collecting fees, depositing the proceed thereof in a bank depository which it shall approve and using the proceeds to administer the Corporation.
- (c) Making and amending rules and regulations;
- (d) Opening of bank accounts on behalf of the Corporation and designating the signatories required;
- (e) Enforcing by legal means the provisions of the Articles, these Bylaws, and the rules and regulations adopted by it and bringing any proceedings which may be instituted on behalf of or against the Corporation;
- (f) Obtaining and carrying any necessary insurance and paying the premium costs thereof;
- (g) the Corporation;

Paying the cost of all services rendered to

- (h) Keeping books with detailed accounts of the receipts and expenditures affecting the Corporation and its administration, specifying the expenses incurred.

Section 18. ACCOUNTS AND REPORTS. The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

- (a) Accrual accounting, as defined by generally accepted accounting principles, shall be employed;

(b) Accounting and controls should conform with established American *Institute of Certified Public Accountants* (AICPA) guidelines and principles; (a segregation of accounting duties should be maintained, and disbursements by check shall require two (2) signatures. Cash disbursements shall be limited to amount of Twenty-Five Dollars (25\$) and under.

(c) Cash accounts of the Corporation shall not be commingled with any other accounts.

Section 19. BORROWING. The Board of Directors shall have the power to borrow money for any legal purpose of the Corporation.

ARTICLE III. OFFICERS.

Section 1. OFFICERS. The officers of the Corporation shall be a Chairman, Vice Chairman (or co-chair), and Secretary/Treasurer. The Board of Directors may elect such other officers, including one or more Assistant Secretaries and one ore more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person. The officers shall be elected from among the members of the Board of Directors.

Section 2. ELECTION, TERM OF OFFICE AND VACANCIES. The officers of the Corporation shall be elected annually by the Board of Directors. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. SALARIES. Officers shall be uncompensated for acting as such.

Section 4. REMOVAL. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 5. POWERS AND DUTIES. The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The Chairman shall preside over the Board of the Corporation. The Chairman shall appoint such committees as the Chairman may desire or are required by the Bylaws. The Vice Chairman (or co-chair) shall substitute for the Chairman when the Chairman is unable to perform duties. While assuming the office of Chairman, the Vice Chairman shall have the same authority as the Chairman. The Secretary shall keep an accurate record of the proceedings of all meetings, and perform such other duties as may be required in keeping with the office. The Treasurer shall have primary responsibility for the preparations of the budget as provided for in theses Bylaws and may delegate all or part of the preparations and notification duties to a finance committee, management agent, or both.

Section 6. RESIGNATION. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairman, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. AGREEMENTS, CONTRACTS, DEEDS, LEASES, CHECKS. All agreements, contracts, deeds, leases, checks, and other instruments of the Corporation shall be executed by at least two (2) officers or by such other person or persons as may be designated by resolution of the Board of Directors. The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation. No contract, transaction or act shall be taken on behalf of the Corporation if such contract, transaction, or act would result in denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended. The board shall have full authority to invest any property of the Corporation at its discretion. However, no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of tax exemption under IRC Section 503 or Section 504 and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IV. INDEMNIFICATION: INTERESTED PARTIES

Section 1. INDEMNIFICATION. The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Business Corporation Act any person who has been made, or is threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director of officer of the Corporation. The right to and the amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Business Corporation Act in effect at the time of determination.

Section 2. INTERESTED PARTIES. A director of the Corporation shall not be disqualified by the directors office from contracting with the Corporation as vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Corporation in which any director is in any way interested by avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the director so interested, although such director may be counted toward a quorum, and the interest shall have been disclosed or known to the approving or ratifying directors.

ARTICLE V. COMMITTEES

Section 1. GENERAL. Committees to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present are hereby authorized. Such committees shall perform such duties and have such powers as may be provided in the resolution. Each committee shall be composed as required by law and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

ARTICLE VI. AMENDMENTS

Section 1. GENERAL. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by a majority vote of the full Board at any regular or special meeting.

ARTICLE VII. MISCELLANEOUS

Section 1. FISCAL YEAR. The initial fiscal year of the Corporation shall be set by resolution of the Board of Directors.

Section 2. PARLIAMENTARY RULES. Except as may be modified by Board resolution establishing modified procedures, Roberts Rules of Order (current edition) shall govern the conduct of Corporation proceedings when not in conflict with Oregon law, the Articles of Incorporation, or these Bylaws.

Section 3. CONFLICTS. If there are conflicts or inconsistencies between the provisions of Oregon law, the Articles of Incorporation, and these Bylaws, the provision of Oregon law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

Section 4. NEUTRALITY. The Corporation shall be nonpartisan and nonsectarian.

Section 5. COMPLIANCE WITH I.R.C. SECTION 501©. Notwithstanding any other provision of the Bylaws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under IRC Section 501© and its regulations as they now exist or as they may hereafter be amended.

Section 6. INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Corporation and the physical properties owned or controlled by the Corporation. The right of inspection by a Director includes the right to make extracts and copies of documents at the expense of the Corporation.

Section 7. NOTICES. Unless otherwise provided in these Bylaws, all notices, demands, bills, statements or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by registered or certified mail, return receipt requested, first class postage prepaid:

(a) If to the Corporation or the Board of Directors, at the principal office of the Corporation or Board of Directors, if any, or at such other address as shall be designated by the notice in writing to the members pursuant to this section. These Amended Bylaws have been adopted by unanimous vote of the Board of Directors of Friends of Powell Butte School on this 24th day of May, 2016.

Kristina Hollen, Chairman

Angela Conner, Co-chair

Revised, 10/2011; 05/2016