

# **EDDYVILLE CHARTER SCHOOL**

-a nonmember corporation -

## **BYLAWS OF THE EDDYVILLE CHARTER SCHOOL**

January 23, 2003, Amended September 15, 2016, Amended May 17, 2018

### **ARTICLE I | Purpose**

This corporation shall be organized and operated exclusively for educational charitable purposes within the meaning of Section 501 © 3 of the Internal Revenue Code. Subject to the limitations stated in the Articles of Incorporation, the purpose of this corporation shall be to engage in any lawful activities, 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 501© 3 of the Internal Revenue Code of 1986 (or its corresponding future provisions). This corporation's primary purpose shall be to provide K-12 education in a rural, community-based setting.

### **ARTICLE II | Non-membership**

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but may have members for other purposes. These members shall have none of the right or duties described in ORS Chapter 65 (or any corresponding future statute.)

### **ARTICLE III | Board of Directors**

Section 1: **Duties:** The Board of Directors shall manage the affairs of the corporation.

Section 2: **Number:** The number of Board members will be Seven (7), with no more than three (3) at-large members who do not have children currently enrolled in Eddyville Charter School. The number of Board members may be decreased when members resign or fail to

meet meeting attendance requirements. The Board will, at that time, determine if replacement is required. The Board is not required to replace members that resign or fail to meet meeting attendance requirements. (Missing three board meetings for anything other than illness. See Section 5: Meeting Attendance). When vacancies arise due to term limit expiration and no candidate comes forth to fill the vacancy, the number of Board members shall be reduced by that number. At no time will the number of Board members be reduced to less than five (5) members.

Section 3: **Qualifications:** An individual may be elected to the Board if they are a parent of an Eddyville Charter School student. An individual may be elected to the Board as an at-large member who is not a parent of an ECS student but no more than three (3) will serve on the Board at one time. The at-large member would be a full Board member with all rights and privileges. Contracted employees are not eligible to become Board members in order to avoid the reality or perception of a conflict of interest.

Section 4. **Term and Election:** Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be three (3) years. The Board shall make provisions to stagger the terms of directors so that, each year, as close as possible to one-third of the Directors terms shall expire. A Director may be reelected without limitation on the number of terms she/he may serve. Vacancies on the Board of Directors will be advertised for ten (10) days. Elections for vacant positions will be held at the next regularly scheduled Board meeting following the completion of advertisement. Election will be by a majority vote of the Board, community members and parents of currently enrolled students of Eddyville Charter School in attendance at the regularly scheduled meeting.

Section 5. **Meeting Attendance:** Board members who miss three (3) consecutive regular Board meetings will be removed from the Board. Illness will be the only exception to this bylaw. Any Board

Member who is tardy to meetings by 20 or more minutes will be deemed absent for that meeting.

Section 6. **Removal:** Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office. No more than one Director may be removed at any one meeting of the Board.

Section 7. **Vacancies:** Vacancies on the Board of Directors and newly created board positions will be filled by public advertisement and a majority vote of the Directors then on the Board of Directors and community members in attendance at advertised election meetings.

Section 8. **Quorum and Action:** A quorum at a board meeting shall be 50% of the board plus 1. If a quorum is present, action is taken by a simple majority vote of the directors present, except as otherwise provided by these bylaws.

Where the law required a majority vote of the directors in office to establish committees which 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 that majority as required by law.

Section 9. **Regular Meetings:** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Eddyville Charter School will comply with ORS 192.610 to 192.690 Public Meetings Law.

Section 10. **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 special meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail, or by e-mail no less than two days prior to the special meeting.

Section 11. **Emergency Telecommunications Meetings:** For these purposes, telecommunications includes email. Emergency

telecommunications meetings will take place when emergency decisions must be made quickly. The Administrator will decide the order of contact based on the specific situation (i.e. calling law enforcement prior to Board, if necessary). The Administrator will contact the Chairman and Vice-Chairman via telephone and/ or email and they will collaboratively make a decision on what is best for the school, staff and/or students based on the particular set of circumstances present in the emergency situation.

Section 12. **No Salary:** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

## **ARTICLE IV | Roles and Responsibilities**

Section 1. **Titles:** With the exception of the first years Board of Directors elections and all future elections will take place in July. The Board shall elect a chairperson and vice chairperson at its first regular meeting of the new fiscal year. The term of office for the chairperson and vice chairperson will be one year. Each member of the board will be assigned a position number (i.e. Position 1, Position 2 etc.) at the beginning of his/her term.

Section 2. **Election:** The Board of Directors shall elect the chairperson and vice chairperson. An officer may be re-elected without limitation on the number of terms the officer may serve.

Section 3. **Vacancy:** A vacancy of the office of chairperson or vice-chairperson shall be filled no later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. **Other Officers:** The Board of Directors has appointed the school administrative assistant to keep accurate records of all Board business and communications. In the absence of the Chairperson, the Vice Chairperson will sign all papers that require signature of the Board, and along with the Board, act as the Board's

representative in financial and legal matters when it is deemed necessary. In the absence of both the Chairperson and Vice Chairperson, the most senior member of the Board will sign documents.

Section 5. **Chairman:** The Chairman shall be the chief officer of the corporation and shall act as the Chair of the Board. The Board chairperson shall:

1. Preside at all meetings of the Board;
2. Have a vote on motions placed before the Board for action;
3. Sign on behalf of the Board such documents as may require an official signature;
4. Represent the Board in deliberations with other boards, districts or agencies unless another member of the Board is so designated;
5. Appoint all committees, unless otherwise specified by the Board;
6. Call special meetings and perform all other duties as prescribed by law;
7. The Chairman shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. **Vice Chairman:** The Vice Chairperson shall perform all duties of the chairperson when acting in that capacity.

Section 7. **Board Clerk:** The Board of Directors has appointed the ECS Administration to appoint the Board Clerk. The Board Clerk shall have overall responsibility for all record keeping. The Board Clerk shall perform, or cause to be performed, the following duties:

1. Official recording of the minutes of all proceedings of the Board of Directors meetings and actions;
2. Provide for notice of all meetings of the Board of Directors;

Section 8. **Fiscal Responsibility:** The Board may receive and accept monthly financial reports that include estimates of expenditures for the general fund in comparison to budget appropriations, actual receipts in comparison to budget estimates and the district's overall cash

condition. Supplementary reports on other funds or accounts will be furnished upon request of the Board or superintendent.

The Board may receive a pre-audit report from the director of business services recapping the year-end closure of financial statements prior to the annual audit. Appropriate staff will be available at any Board meeting, upon the Board's request, to respond to questions and to present current financial information. The superintendent will notify the Board at any time of substantial deviations in the anticipated revenues and/or expenditures.

## **ARTICLE VI | Corporation Indemnity**

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

## **ARTICLE VI | Board Committees**

The Board shall have not standing committees, with the exception of those committees established to advise and recommend during the start-up on structure and design of new charter school. Special committees may be appointed by the Board for specific purposes to serve until their assignment is completed. The entire Board may meet as committee-of-the-whole. The function of special committees will be fact finding, deliberative and advisory, rather than legislative or administrative. The committee will make recommendations directly to the Board as a whole, which alone may take action. Committee meetings may be called by the Board chairperson, the committee chairperson or any committee member.

Committee-of-the-whole meetings, called work sessions, may be held. Committee-of-the-whole meetings may be called by the chairperson or any two Board members.

All meetings of special committees and of committees-of-the-whole will be publicly announced and the public will be permitted to attend. However, the Board and its committees may sit in executive sessions to discuss matters when such sessions are required or permitted by law.

All matters referred to a committee will be thoroughly investigated. A committee will not have the power to act for the Board except as the Board has specifically authorized, but will make recommendations to the Board. Committee recommendation and reports will become an official part of Board minutes.

A Board committee may appoint, subject to Board approval, advisory members from the staff, student body or community. These members are advisory only and may not be considered part of the quorum of the committee, nor may they vote on recommendations to be made to the Board. However, either an advisory member or an ex-officio member may present a written minority report to the Board.

## **ARTICLE VII | Dissolution**

Upon dissolution, assets of the corporation not requiring return or transfer to donors, or grantors, or required for discharge of existing liabilities and obligations of the corporation, shall be distributed to the Lincoln County School District.

## **ARTICLE IX | Amendments to Bylaws**

These by-laws may be amended or repealed, and new Bylaws adopted by the Board of Directors by a majority vote of directors in office. Prior to the adoption of the amendment, each Director shall be given at least two days' 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 include a copy of the proposed amendment.

DATE ADOPTED: January 9, 2003. ECS Board of Directors, Revised May 17, 2018

Changes made on May 17, 2018:

1. Article III: Section 2: Board of Directors changed from 9 Members to 7 members. And at no time will the number of Board members be reduced to less than 5 members.
2. Article III: Section 3: Removed the part that said Employees, former employees of less than 3 years, and immediate family members of employees are not eligible to become Board members in order to avoid the reality or perception of a conflict of interest.
3. Article IV: Section 7 Board Clerk. Removed The Board of Directors has appointed the ECS Administrative Assistant as the Board Clerk.

Legal reference(s):

ORS 255.335

ORS 332.040

ORS 332.057

ORS192.610-192.690

ORS 332.045

ORS 332.105