

**OPERATING BYLAWS OF  
COMMUNITY ED, INCORPORATED  
AN OREGON NONPROFIT CORPORATION**

**ARTICLE I: NONPROFIT PURPOSES**

**SECTION 1.1 NONPROFIT PURPOSES**

Community Ed, Inc. (hereinafter the Corporation), originally formed as Crater Lake Charter Academy, is incorporated as a Public Benefit Corporation according to its Nonprofit Articles of Incorporation as filed and registered with the Secretary of State of the State of Oregon on May 15, 2014. The Corporation is organized exclusively for educational purposes and such other purposes that are described under section 501(c)(3) of the Internal Revenue Code.

The Corporation is organized and shall be operated to at all times comply with Section 501(c)(3) of the Internal Revenue Code, the Oregon Nonprofit Corporation Act, ORS Chapter 65, the Public Charter Schools laws, ORS Chapter 338, and any other federal, state and local laws to qualify it for nonprofit, tax-exempt status as a public charter school.

**SECTION 1.2 CORPORATION'S PURPOSE**

The founders' vision for Community Ed, Inc. is to create an organization that supports the development of education in the Upper Rogue region of Jackson County, Oregon. It is the Corporation's goal to be an innovative model for other nonprofits and a leader within the larger educational community.

**SECTION 1.3 NONDISCRIMINATION POLICY**

The Corporation will be non-sectarian in its programs, admissions policies, employment practices, and all other operations; shall not charge tuition; and shall not discriminate on the basis of race, ethnicity, national origin, gender or disability.

**ARTICLE II: OFFICE**

The principal office of the Corporation shall be located at 585 Nick Young Road, Eagle Point, Oregon 97524.

**ARTICLE III: DirectorS**

**SECTION 3.1 POWERS**

The Board of Directors, to be further known as the Board, shall, or it may direct others to, conduct the activities and affairs of the Corporation. The Board shall exercise all corporate power unless delegated according to Section 3.2.

**SECTION 3.2 DELEGATIONS OF POWERS**

The Board by a majority vote of the Directors in office at the time the vote is taken may delegate some or all of its powers to a person, persons or committee as set forth in the Articles of Incorporation and Bylaws. (See also Article 6 of these Bylaws with respect to delegation to committees and Article 7 with respect to delegation to Corporate Officers.) To the extent so authorized, any such person, persons or committee shall have the duties and responsibilities of the Directors, and the Directors shall be relieved to that extent from such duties and responsibilities.

**SECTION 3.3 NUMBER**

The Corporation shall have five (5) directors and collectively they shall be the Governing Body for the Organization, to be known as the Corporate Board.

**SECTION 3.4 TERMS OF OFFICE**

Each Director shall serve for a four (4) year term and may be reelected without limit. Election and taking of office for directors shall occur at the annual meeting during even numbered years, starting with the year 2018. Directors shall assume their office on July 1<sup>st</sup> after their election and run for four (4) years to June 30<sup>th</sup>.

**SECTION 3.5 COMPENSATION**

Directors shall serve without compensation in their position as Director. Directors may receive reasonable advancement or reimbursement of expenses incurred in the performance of their duties provided that the Board approves such expenses.

Notwithstanding the above, upon approval of the Board and subject to the conflict of interest provisions of Article 8, a Director may receive: reasonable compensation from the Corporation for other services actually performed, reasonable payment for property received by the Corporation, and reasonable payment of benefits that are in furtherance of the Corporation's purpose.

#### **SECTION 3.6 ELECTION OF DIRECTORS**

Directors shall be elected by majority vote of the Board at the annual meeting occurring on even years. The Board will vote on the candidates selected by the corporation's nomination committee.

#### **SECTION 3.7 VACANCIES**

Any director may resign by giving written notice to the Board. The resignation is effective on the date such notice is received unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board. Directors may be removed from office without cause by a two-thirds (2/3) vote of the Board in office at the time the vote is taken. Directors may be removed from the Board for more than two consecutive unexcused absences, by a two-thirds (2/3) vote of the Board. The Board shall fill vacancies by a vote of the Board. A person elected to fill a vacancy on the Board shall hold office for the remainder of the unexpired portion of that position's term of office.

### **ARTICLE IV: MEETINGS**

#### **SECTION 4.1 REGULAR MEETINGS**

The Board shall have regular meetings as determined by the Board with notice given to interested persons as provided in Section 4.9. The Board shall set the schedule for Board meetings at the annual meeting.

#### **SECTION 4.2 ANNUAL MEETING**

The annual meeting shall be held each year as determined by the Board to occur no later than June 30<sup>th</sup>. During the annual meeting, the Board shall elect officers and votes on all administrative procedures that are required. During even numbered year annual meetings, the Board will vote on candidates to serve on the Board. Notice of such annual meeting shall be given to interested persons as provided in Section 4.9.

#### **SECTION 4.3 SPECIAL MEETINGS**

The Board Chair or two (2) Directors may call a special meeting of the Board with notice given to interested persons at least 24 hours in advance as provided in Section 4.9. Written notice of any special meeting shall be given to each Director by the one calling the meeting at least 24 hours prior to such meeting.

#### **SECTION 4.4 EMERGENCY MEETINGS**

The Board Chair or two (2) Directors may call a special meeting of the Board with less than 24 hours notice only if an actual emergency exists which would not permit the meeting to be a Special Meeting. The minutes of the meeting must describe the emergency justifying less than 24 hours notice. Notice must be given to interested persons as is reasonable and as provided in Section 4.9.

#### **SECTION 4.5 QUORUM FOR MEETINGS & TELECOMMUNICATIONS**

A quorum consists of a majority of Directors holding office immediately prior to any meeting. A Director is considered present if by use of any means of communication, all Directors participating may simultaneously hear each other during the meeting.

No decisions requiring Board action shall be made by the Board at any meeting at which the required quorum is not present. In the event fewer Directors than a quorum are present, the remaining Directors may upon a simple majority adjourn the meeting to another day and/or time. Notice of the reconvened meeting shall be given to each Director and interested persons as provided in this Article.

#### **SECTION 4.6 BOARD ACTION**

The Board will model ethics and promote a cooperative, consensus-driven decision-making process; however, all decisions will be made by majority vote.

In addition, in the following circumstances, the Oregon Nonprofit Corporations Act requires a vote of the majority of Directors in office at the time the vote is taken:

- (a) to establish committees to exercise board functions as provided in Section 3.2,
- (b) to amend the Articles of Incorporation as provided in Section 11.1,
- (c) to sell assets not in the regular course of business,
- (d) to merge,
- (e) to dissolve and
- (f) in the case of conflicts of interest, a majority of Directors in office who have no direct or indirect interest in the transition will be considered a majority, as provided in the policies of Article 8.

A Director who is present at a meeting when corporate action is taken is deemed to have assented to the action unless the Director's objection or abstention to the vote is entered into the minutes of the meeting or the Director delivers written notice of such objection or abstention to the Secretary immediately after adjournment of the meeting.

#### **SECTION 4.7 EXECUTIVE SESSION**

The Board may meet in an executive session during which all or part of the meeting is closed to the public for deliberation on certain matters listed below. Notice of such executive session shall be given to interested persons in accordance with Section 4.9, provided that the statutory authority for such executive session be referenced in the notice. No executive session may be held for purpose of taking any final action or making any final decision, although a consensus may be reached by the Board in executive session. The Board may meet in executive session for the following matters:

#### **SECTION 4.8 NOTICE**

Any written notice that is to be delivered to a Director pursuant to these Bylaws may be delivered by electronic mail (e-mail), provided that the Secretary has received the consent of the Director to such form of delivery.

### **ARTICLE V: BOARD OFFICERS**

#### **SECTION 5.1 ELECTION OF OFFICERS**

The Corporation shall have a Board President, Board Vice President, Board Secretary and Board Treasurer as elected by the Board who serve as Board Officers. The Board shall also appoint Officers to operate the corporation to be known as Administrative Officers. Board Officers shall be nominated and elected at the bi-annual meeting for a two (2) year term. There are no term limitations.

#### **SECTION 5.2 RESIGNATION AND REMOVAL OF OFFICERS**

An officer may resign at any time by delivering notice to the Board in the manner and procedure as described for Directors in Section 3.7. An officer may be removed without cause by a majority vote of the Board. Any vacancy in an officer position shall be filled by an election by the Board. Such person shall hold such office until the next annual meeting at which time regular elections of officers shall occur.

#### **SECTION 5.3 DUTIES OF BOARD CHAIR**

The Board Chair shall preside at all Board meetings, develop the agenda for Board meetings, be the spokesperson for the Board, chair the executive committee, serve as an exofficio member of committees as needed, make nominations to the Board for members of committees and have such other duties and responsibilities as determined by the Board.

#### **SECTION 5.4 DUTIES OF BOARD VICE CHAIR**

The Board Vice Chair shall perform the duties of the Board Chair in the Board Chair's absence, shall be responsible for overseeing compliance with these Bylaws, shall chair the nomination committee and shall have such other duties and responsibilities as determined by the Board.

#### **SECTION 5.5 DUTIES OF BOARD SECRETARY**

The Board Secretary shall have overall responsibility for all record keeping and for notices to the Board of any Board meeting. The Board may appoint a staff member to serve in the role of Secretary, in which case they will not have a vote on the Board. The Board Secretary shall be responsible for compliance with the notice requirement of public meeting law as set forth in Section 4.9. The Secretary may delegate these responsibilities, provided that s/he supervises such delegation. The Secretary shall record and/or supervise the recording of the minutes of all meetings of the Board and present the transcribed minutes at or before the next Board meeting. Minutes shall comply with Public Meeting laws of ORS section 192.650 and, except in the case of executive session, shall include at least the following:

- a) Names of all Board members present;
- b) All motions, proposals and resolutions proposed and their disposition;

- d) The substance of any discussion, and
- e) Reference to any document discussed.

#### **SECTION 5.6 DUTIES OF BOARD TREASURER**

The Board Treasurer shall work with the chief executive and the accounting staff to ensure that appropriate financial reports are made available to the Board on a timely basis. The Board may appoint a staff member to serve in the role of Treasurer, in which case they will not have a vote on the Board. The Treasurer shall be a member of the Budget Committee.

### **ARTICLE VI: ADMINISTRATIVE OFFICERS**

#### **SECTION 6.1 CHIEF EXECUTIVE OFFICER**

The Board may appoint a Chief Executive Officer to direct the operations of the Corporation, and the Board shall be responsible for overseeing the duties of such Chief Executive Officer. The Chief Executive Officer shall conduct general overall supervision of the daily business, operations and affairs of the Corporation as defined in a Board approved job description. The Chief Executive Officer shall attend meetings of the Board and shall report to the Board of the business, operations and affairs of the Corporation. The Chief Executive Officer may be referred to as the Executive Director. The Chief Executive Officer duties may be assigned to another officer at the discretion of the Board.

#### **SECTION 6.2 CHIEF BUSINESS OFFICER**

The Board shall appoint a Chief Business Officer to be the business operations head of the Corporation, and the Board shall be responsible for overseeing the duties of the Chief Business Officer as well. The Chief Business Officer shall conduct general overall supervision of administration operations, including financial, personnel, facilities, compliance, and general corporate services. The Chief Business Officer shall attend meetings of the Board and shall report to the Board and Chief Executive Officer as needed.

#### **SECTION 6.3 CHIEF ACADEMIC OFFICER**

The Board shall appoint a Chief Academic Officer to be the academic programs head of the Corporation, and the Board shall be responsible for overseeing the duties of the Chief Academic Officer as well. The Chief Academic Officer shall conduct general overall supervision of academic programs, including general instruction, student services, instructional staffing, instructional compliance, and general academic services. The Chief Academic Officer shall attend meetings of the Board and shall report to the Board and Chief Executive Officer as needed.

#### **SECTION 6.4 DELEGATION OF AUTHORITY**

The Board shall have the power, in accordance with Section 3.2, to delegate to the Chief Executive Officer, Chief Business Officer and Chief Academic Officer such executive and administrative powers and authority as the Board may deem necessary to facilitate the handling and management of the Corporation's property and interests.

### **ARTICLE VII: COMMITTEES**

#### **SECTION 7.1 COMMITTEES**

The Board will have subcommittees to assist the Board with performing its role. Board committees shall include, but not limited to: Executive Committee, Budget Committee and Management Committee. Each committee shall consist of at least one Board member, except the Management Committee, which will be made up by the management staff. The Board Chair, with the review of the Board, shall make all appointments to committees.

#### **SECTION 7.2 PROGRAM PLANNING COMMITTEE**

The Program Planning Committee shall be comprised of the Chief Officers, as well as representatives of Community ED's allied nonprofit organizations. The Program Planning Committee will assist in the development of an allied organizations master plan and develop agreements for the future development of the organizations.

#### **SECTION 7.3 BUDGET COMMITTEE**

The Committee will review the Chief Business Officer's annual budget and vote on approval of budget to the Board. The Committee will review and vote on the annual audit as well as review all fund development projects. Fundraising projects on behalf of the corporation may be reviewed by the Committee, with a recommendation made to the Board. The Board may sit as the Budget Committee.

#### **SECTION 7.6 QUORUM**

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum. Any act of a majority of the members present at any meeting at which a quorum is present shall be the act of the committee.

#### **SECTION 7.7 LIMITATIONS ON POWERS OF COMMITTEES**

No committee may:

- a) Authorize distributions;
- b) Approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- c) Elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or
- d) Adopt, amend, or repeal the Articles, Bylaws, or any resolution of the Board.

### **ARTICLE VIII: CONFLICT OF INTEREST**

#### **SECTION 8.1 DIRECTOR'S CONFLICT OF INTEREST DEFINED**

A conflict of interest is a transaction with the Corporation in which a Director has a direct or indirect interest. For the purposes of this section, a Director has an indirect interest in a transaction if:

- (a) Another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or
- (b) Another entity of which the Director is an officer or Director is a party to the transaction, and the transaction is or should be considered by the Board.

#### **SECTION 8.2 BOARD ACTION WHEN CONFLICT**

In the event of a conflict of interest between a Director or Directors and the Corporation, the Board shall follow the conflict of interest policy adopted by the Board. Specifically, the board member who has the conflict shall recuse him- or herself from voting on any issue when a conflict of interest exists.

### **ARTICLE IX: FINANCES AND CONTRACTS**

#### **SECTION 9.1 FISCAL YEAR**

The Corporation's fiscal year is July 1 to June 30 of the following year.

#### **SECTION 9.2 FUNDS**

All funds of the Corporation shall be under the supervision of the Board and shall be handled and disposed of in such manner and by such officers or agents of the Corporation as in accordance with the financial policies adopted by the Board. Public Funds, as defined in ORS Chapter 338, shall be accounted for separately from other funds of the Corporation.

#### **SECTION 9.3 CONTRACTS**

All contracts for the Corporation shall be under the supervision of the Board and shall be handled in such manner and by such officers or agents of the Corporation as in accordance with policies adopted by the Board.

#### **SECTION 9.4 AUTHORITY TO BIND CORPORATION**

Unless the Board authorizes the execution of instruments as described in its policies, no Director, officer, committee, employee or agent shall have the authority to bind the Corporation by any contract or instrument or pledge its credit or render it liable monetarily for any purpose or in any amount.

#### **SECTION 9.5 BONDING**

The Treasurer and persons handling funds for the Corporation may be bonded at Corporation expense, in such amounts and with such surety as shall be determined or approved by the Board, or the Board may authorize insurance coverage to cover losses that may occur.

#### **SECTION 9.6 ANNUAL AUDIT**

The Corporation shall have an annual audit of accounts of the public charter school prepared in accordance with the Municipal Audit Law, ORS section 297.405 to 297.555 and 297.990, and such audit shall be forwarded to the sponsoring school district, the State Board of Education and the Department of Education.

### **ARTICLE X: CORPORATE RECORDS AND REPORTS**

**SECTION 10.1 MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office, or such other location as designated by the Board:

- Articles of Incorporation and Bylaws as amended to date
- Minutes of all meetings of the Board in the manner described in Sections 5.4 and 6.1
- Books and records of all financial accounts as described under Article 9
- A list of the names and home addresses of its current Board
- Copies of the annual financial statements and annual audits (State and Federal) for the three most recent years
- Copies of the federal, state, and local tax records and reports for the three most recent years
- Copies of the most recent annual report delivered to the Secretary of State of Oregon
- Copies of federal and state tax exemption materials and any other document or information necessary to the maintenance and operation of the Corporation
- Copies of all public records as defined by ORS sections 192.410 to 192.505

**SECTION 10.2 INSPECTION RIGHTS**

Each Director, or designated agent of such Director, shall have the right during regular business hours to inspect, copy and make extracts of all books, records and documents of every kind and to inspect the physical properties of the Corporation.

The public has the right to inspect any public record of the Corporation in accordance with ORS sections 192.410 to 192.505 during the usual business hours of the Corporation. The Corporation shall adopt reasonable rules necessary for the protection of the records and to prevent interference with the duties of the Corporation.

**ARTICLE XI: AMENDMENT OF GOVERNING DOCUMENTS**

**SECTION 11.1 AMENDMENT OF ARTICLES OF INCORPORATION**

The Board by a two-thirds majority vote of the Directors in office may amend and/or restate the Articles of Incorporation provided that notice is given as described in Section 11.3 and such amendments and/or restatement is filed with the Office of the Secretary of State of the State of Oregon in accordance with the Oregon Nonprofit Corporations Act. (ORS sections 65.431-65.451)

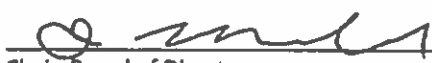
**SECTION 11.2 AMENDMENT OF BYLAWS**

The Board by a two-thirds majority vote of the Directors in office may amend, restate and/or repeal these Bylaws, in whole or in part, provided that notice is given in accordance with Section 11.3.

**SECTION 11.3 NOTICE**

Notice shall be provided to the Board that states that a purpose of the meeting is to consider a proposed amendment and contain or be accompanied by a copy or summary of the amendment.

The undersigning Board Chair and Board Secretary herewith certify the above bylaws as true and identical to the one adopted by the Board of Directors of the Community ED, Inc. on the 15<sup>th</sup> day of the month of January, 2018.

 1-15-18  
 \_\_\_\_\_  
 Chair, Board of Directors Date  
 Community ED, Inc.

 1/15/2018  
 \_\_\_\_\_  
 Secretary, Board of Directors Date  
 Community ED, Inc.