

**BYLAWS OF**  
**THE NORTH BEND SCHOOL FOUNDATION, INC.**  
**(A NON-PROFIT CORPORATION)**

**ARTICLE I**  
**Name**

The name of this corporation is The North Bend School Foundation, an Oregon Nonprofit corporation.

**ARTICLE II**  
**Purpose of the Organization**

The Corporation is organized and operated exclusively for educational purposes, to raise funds and distribute funds primarily to The North Bend School District and to support policies and practices which maintain and enhance programs at the North Bend Schools. The Corporation shall secure resources from individuals, corporations and foundations to be distributed to support programs for which federal, state and local funding is inadequate or inappropriate.

**ARTICLE III**  
**Members**

The Corporation shall have no members; provided, however, that the Board of Directors by amendment to these Bylaws and/or the Articles of Incorporation may authorize and provide for members. In such event, the Board shall prescribe the qualifications, rights, privileges, immunities and classes of members.

**ARTICLE IV**  
**Board of Directors**

**Section 1. Business and Affairs**

The business and affairs of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation as are permitted by law, the Articles of Incorporation, or these bylaws.

**Section 2. Number of Directors**

The Board of Directors shall consist of nine (9) to eleven (11) Directors. The number of Directors of the Corporation may be increased or decreased from time to time by amendment to the Bylaws, but shall not exceed eleven (11) Directors or be less than five (5) Directors. No decrease in the number of Directors shall have the effect of shortening the term of office of any incumbent Director.

### **Section 3. Election and Term of Office**

- (a) The Board of Directors membership shall be 6-8 at-large members chosen from the North Bend Community, the Superintendent (or designee) for North Bend School District, a member of the North Bend School Board (to be selected by the School Board), one District staff member to be chosen from the classified, certified or administrative groups. No more than two at-large members may be employed by the North Bend School District.
- (b) Each Director shall hold office until the Director's successor has been duly appointed by the Board of Directors of the Corporation and has accepted the office, or until the Director's death or until the Director shall resign or shall have been removed in the manner hereinafter provided.
- (c) Directors may be eligible for reappointment. Each Director shall serve a two (2) year term.

### **Section 4. Resignation**

Any Director of the Corporation may resign at any time by giving written notice thereof to the Secretary of the Corporation, or if the Director is the Secretary, by giving notice to the President. Such resignation shall take effect at the time specified therefore and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 5. Vacancies**

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, even though it may be less than a quorum of the Board of Directors, or by a sole remaining Director. The Director appointed to fill the vacancy occurring on the Board of Directors shall be appointed for the remainder of the term of the retiring Director.

### **Section 6. Removal**

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

### **Section 7. Annual Meeting**

The annual meeting of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. The Board of Directors may provide, by resolution, the time and place within the State of Oregon for the holding of additional regular meetings without other notice than such resolution. Notice of the date, time and place of the annual meeting shall be mailed to the Board members 30 days prior to such meeting.

### **Section 8. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the State of Oregon, as the place for holding any special meeting of the Board of Directors called by them.

### **Section 9. Informal Action by Directors**

Any action that may be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action so taken and signed by all directors, is included in the minutes.

### **Section 10. Meeting by Telecommunication**

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear and/or otherwise communicate with each other.

### **Section 11. Notice**

Notice of the date, time and place of any special meeting shall be given at least three (3) days previous thereto by written, verbal or electronic mail notice delivered personally, mailed or emailed to each director at director's street, post office box or email address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

### **Section 12. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### **Section 13. Manner of Acting**

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### **Section 14. Compensation**

Directors shall not receive salaries for their services on the Board of Directors, but may be reimbursed for expenses related to their Board service.

### **Section 15. Presumption of Assent**

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file the director's written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE V Officers**

### **Section 1. Officers of the Corporation**

The officers of the corporation shall be: A president, a vice president, a secretary, and a treasurer, each of

whom shall be elected by the Board of Directors from its membership. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, and any two or more offices may be merged by the Board of Directors.

## **Section 2. Election and Term of Office**

The officers of the corporation to be elected by the Board of Directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified or until such officer's death or until such officer shall resign or shall have been removed or in the manner hereinafter provided.

## **Section 3. Removal and Resignation**

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Secretary of the corporation, or if the Secretary is resigning, the Secretary shall give notice to the President.

## **Section 4. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term, but shall be filled no later than the first regular meeting of the Board of Directors following the annual meeting.

## **Section 5. President**

The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

## **Section 6. The Vice Presidents**

In the absence of the president or in the event of the president's death, inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to the vice president by the president or by the Board of Directors.

## **Section 7. The Secretary**

The secretary shall:

- (a) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (c) be custodian of the corporate records; and
- (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors.

### **Section 8. The Treasurer**

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws; and
- (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the Board of Directors.

### **Section 9. Compensation**

The officers shall receive no compensation for the officer's service as an officer, but may on the vote of the Board of Directors be reimbursed for expenses reasonably incurred by such officer in the performance of tile officer's responsibilities for the corporation.

## **ARTICLE VI Committees**

### **Section 1. Committees**

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation or may be advisory committees. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on the director. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by the president. Membership in such committees may include members of the Board of Directors and other members of the North Bend School District community. Any member of such committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

## **ARTICLE VII**

## **Contracts, Checks and Deposits**

### **Section 1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### **Section 2. Checks, Drafts or Orders**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 3. Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII Gifts**

### **Section 1. Acceptance of Gifts**

(a) The Board of Directors may accept on behalf of the corporation any gift for the general purposes or for any special purpose of the corporation. The Board of Directors may authorize any officer, agent or employee to accept on behalf of the corporation any gift and such authority may be general or confined to specific funds, accounts, or purposes.

(b) Unless the terms expressly provide otherwise, all gifts shall be deemed irrevocable.

### **Section 2. Conditions and Limitations**

Any person who shall give any property to the corporation may make such gift subject to such conditions and limitations as to the use of the principal or income as the donor may see fit, and may specify such uses for the principal or the income as the donor may desire, provided such conditions, limitations, specifications and provisions are consistent with the general purposes of the corporation, and provided further, that the Board of Directors has the right to reject or refuse to accept any such gift in the event it would not be in the best interests of the corporation to accept such gift, or in the event such conditions, limitations, specifications and provisions are inconsistent with the general purposes of the corporation.

### **Section 3. Funds and Accounts**

All such property received and accepted by the corporation shall become a part of the corporation property and, subject to any limitations, conditions or requirements, may be commingled with other assets of the corporation. However, such property shall or may be placed in any number of separate and distinct funds or accounts wherever the conditions, limitations or instructions of the gift require a separate fund or account, or whenever the Board of Directors, in its judgment, determines that such property should be placed in a separate and distinct fund or account.

**ARTICLE IX**  
**Waiver of Notice**

Whenever any notice is required to be given to any director of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Oregon Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting of which notice was required or consent to actions taken at such meeting shall be deemed equivalent to the receiving of such notice.

**ARTICLE X**  
**Amendments**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

**SECRETARY'S CERTIFICATE**

I, the secretary of the above-entitled corporation, do hereby certify that the foregoing is a true and correct copy of the Corporation Bylaws as adopted by the Board of Directors of the Corporation.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
Date

\_\_\_\_\_  
(Printed Name)