

**BYLAWS OF THE
SILETZ VALLEY SCHOOLS,**

A non-profit public benefit corporation

ARTICLE I. ORGANIZATION AND PURPOSE

The Siletz Valley Schools [Siletz Valley School (SVS) and ~~Siletz Valley Early College Academy (SVECA)~~] as organized as a public benefit non-profit corporation operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code (or its corresponding future provisions) and Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

This corporation's primary purpose shall be to provide elementary (K-8) and high school (9-12) education in a rural, community-based setting.

ARTICLE II. OFFICES

The principal office of the corporation in the State of Oregon will be located in the City of Siletz, County of Lincoln. The corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III. MEMBERS

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. **Duties.** The affairs of the corporation shall be managed by the Board of Directors.

Section 2. **Number.** The number of Directors shall be no more than seven and no less than three.

Section 3. **Qualifications.** An individual must be a resident of the Siletz and Logsdan communities or a parent/guardian of a current Siletz Valley Schools student in order to serve on the Board of Directors.

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 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' term shall expire. A Director may be re-elected without limitation on the number of terms s/he may serve. Directors shall be elected by plurality vote at an election in which every parent whose child attends SVS/~~SVECA~~, Teachers, Staff, current Board Members and community residents of the Siletz and Logsdan area shall be eligible to vote. Community resident is defined as a person who has valid legal identification with a printed address in the 97380 or 97357 zip codes.

Section 5. **Removal.** Any Director may be removed with or without cause, by a vote of two thirds of the Directors then in office. Any Director positions that become vacant through removal shall be filled pursuant to Section 6 of this article.

Section 6. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

Section 7. **Quorum and Action.** A quorum at a board meeting shall be the majority of the fixed number of Directors. If a quorum is present, action is taken by a majority vote of the directors present, unless the act of a greater number is required by law or by these bylaws.

Section 8. **Compensation.** Directors as such will not receive any stated salaries for their services, but may be reimbursed for expenses related to Board services and nothing therein contained will be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

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 in compliance with ORS 192.601 to 192.690 Public Meeting 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 such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting.

Section 11. **Meeting by Telecommunications.** Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

ARTICLE V. COMMITTEES

Section 1. **Committees.** The Board of Directors may establish such committees as it deems necessary and desirable. Such committees shall be advisory to the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law. Any committee members may be removed by the Board of Directors, whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE VI. OFFICERS

Section 1. **Titles.** The officers of this corporation shall be the President, Vice President, Secretary and Treasurer.

Section 2. **Election.** The Board of Directors shall elect the President, Vice President, Secretary and Treasurer to serve one-year terms. An officer may be re-elected without limitation on the

number of terms the officer may serve. Each officer will hold office until his/her successor will have been duly elected and will have qualified.

Section 3. **Removal.** Any officer 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 will be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. **Vacancy.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

Section 5. **President.** The President shall be the chief officer of the corporation, shall act as the Chair of the Board and will preside at all meetings of the Board of Directors. He/She may sign with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, leases, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution is delegated by these bylaws or by stature to some other officer or agent of the corporation.

Section 6. **Vice President.** The Vice President shall act as the Chair of the Board in the event the Board Chair is not present at any regular or special meeting.

Section 7. **Secretary.** The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or caused to be performed, the following duties: a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; b) provisions of notice of all meetings of the Board of Directors; c) authentication of records of the corporation; and d) any other duties as may be prescribed by the Board of Directors.

Section 8. **Treasurer.** The Treasurer shall have overall responsibility for all financial records. The Treasurer shall perform, or caused to be performed the following duties: a) keeping a full and accurate accounts of all financial records of the corporation; b) deposit of all moneys and other valuable assets in the name and to the credit of the corporation in such depositories as may be designed by the Board of Directors; c) disbursement of all funds when proper to do so; d) making financial reports to the financial conditions of the corporation to the Board of Directors; and e) any other duties as may be prescribed by the Board of Directors.

ARTICLE VII. CORPORATION INDEMNITY

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

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS.

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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, etc.** All checks, drafts or money 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 the resolution of the Board of Directors.

Section 3. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, or other depositories as the Board of Directors may select.

Section 4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest for the general purpose or for any special purpose of the corporation.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI. AMENDMENTS TO BYLAWS

These bylaws may be amended or replaced, 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 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 contain a copy of the proposed amendment.

ARTICLE XII. DISSOLUTION

Upon dissolution of the corporation, the assets of the corporation shall be distributed as follows:

- (a) All monies or other assets purchased or acquired with state and/or county education funds will be distributed to the Lincoln County School District.
- (b) All assets gifted to the corporation by the Siletz Tribe will be returned to the Siletz Tribe;
and;
- (c) All remaining assets will be distributed to a local non-profit education entity.

DATE ADOPTED:

~~March 6, 2012~~ May 28, 2024