

**AMENDMENT TO BYLAWS OF THE**  
**SILETZ VALLEY SCHOOLS,**  
**a non-profit public benefit corporation**

The Bylaws of Siletz Valley Schools, an Oregon nonprofit public benefit corporation, were adopted on March 6, 2012 and updated on May 28, 2024. This Amendment to such Bylaws is made effective the 28<sup>th</sup> day of April, 2026, after adoption by a majority vote of the Board of Directors at a special meeting called for that purpose. The Bylaws are hereby amended as follows:

1. Amending Article IV, by adding a new Section 12 to read as follows:

“Section 12. **School Superintendent.** The Board of Directors shall hire and the Corporation shall employ a School Superintendent as necessary, to perform and oversee the day-to-day operational and administrative activities of the Siletz Valley School. The School Superintendent shall report to the Board of Directors.”

2. Amending Section (a) of Article XII to read as follows:

“(a) All monies or other assets purchased or acquired with state and/or county education funds will be distributed to the State Board of Education to the extent required by ORS 338.105.”

3. Addition of a new Article XIII to read as follows:

“**ARTICLE XIII. CONFLICTS OF INTEREST**

Section 1. **Generally.** Generally, Directors are public officials subject to applicable laws governing public officials, including ORS Chapter 244. Directors are also subject to ORS Chapter 65 (the Oregon Nonprofit Corporation Act), governing standards of care for Directors and Director conflicts of interest. All Directors shall comply with the foregoing laws in addition to the terms of these Bylaws.

Section 2. **Approval of Conflict.** A transaction in which a Director of this Corporation has a conflict of interest may be approved:

(A) By the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the Director's interest are disclosed or known to the Board of Directors or a committee of the Board of Directors; or

(B) By obtaining approval of the:

(1) Oregon Attorney General; or

(2) The circuit court in an action in which the Oregon Attorney General is joined as party.

Section 3. **Liability of Directors.** A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation has a direct or indirect financial or other interest. A conflict of interest transaction is not voidable on the basis for imposing liability on the Director if the transaction is fair to the Corporation at the time it was entered into or is approved as provided in Subsection 2 of this Section.

Section 4. **Indirect Interest.** For the purposes of this Section, a Director of the Corporation has an indirect interest in a transaction if:

(A) Another entity in which the Director, or a member of the Director's family, has a current or potential material ownership, investment or other pecuniary interest is a party to the transaction; or

(B) Another entity of which the Director is a Director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of the Corporation.

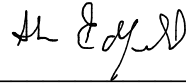
(C) The Director has a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 5. **Authorization.** For purposes of Subsection 2 of this Section, and in accordance with Section 7 below of this Article, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section by a single Director. If a majority of the Directors, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 2(A) of this Section if the transaction is otherwise approved as provided in Section 2 of this Section.

Section 6. **Disclosure.** After disclosure of a direct or indirect material interest and all material facts relating thereto, and after any discussion with the interested Board member, the Board of Directors may require the interested Board member to leave the meeting of the Board of Directors or committee while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists. In the event that the Board of Directors determines that a conflict of interest exists, the interested Director shall be allowed to make a presentation at the meeting of the Board of Directors or committee, but after the presentation, the Board of Directors may require the interested Director to leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

Section 7. **Best Interests.** The Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement in which a conflict of interest exists. After exercising due diligence, and where appropriate, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Corporation shall make its decision as to whether to enter into the transaction or arrangement.”

I, Sharon Enfield, as Secretary of Siletz Valley Schools, do hereby certify the foregoing to be the Amendment to the Bylaws of said Corporation, as adopted by the Board of Directors effective April 28, 2026.



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Sharon Enfield, Secretary