

**ORIGINAL**

**BYLAWS  
OF  
BONNY SLOPE COMMUNITY ORGANIZATION, INC.**

**SECTION 1      PURPOSES, POWERS AND POLICIES**

**1.1      General Purposes.** Bonny Slope Community Organization, Inc. (the "**Corporation**") may engage in any lawful activity unless a more limited purpose is set forth in the Articles of Incorporation. The primary purpose of the Corporation is to support and enhance the educational experience of the students of Bonny Slope Elementary School.

**1.2      Other Purposes:** In addition to the general purpose set forth in Section 1.1, the Corporation strives to achieve the following additional purposes:

(a) Promote the total well-being of each student of Bonny Slope Elementary School and enhance their learning experience

(b) Foster teamwork among parents, teachers, staff and students as to provide a healthy and constructive learning environment for each student;

(c) Establish and promote open communication among parents, teachers, staff and students as to better facilitate community involvement and commitment;

(d) Support and enhance the mission statement of Bonny Slope Elementary School; and

(e) Aid Bonny Slope Elementary School in public information and to raise funds for projects beyond the regular school budget.

**1.3      General Powers.** Unless the Articles of Incorporation provide otherwise, the Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

**1.4      General Policies:** The Policies of the Corporation shall include, but are not limited to:

(a) A prohibition against participating in, or intervening in any political campaign or behalf of (or in opposition to) and candidate for public office;

(b) A prohibition against carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code)

(c) A prohibition against using any of the Corporation's assets in any manner, and the Corporation may not participate in any activity, that would cause the Corporation to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

**SECTION 2 ADMISSION OF MEMBERS**

**2.1 Admission.**

(a) Membership of the Corporation shall be open to parents, teachers, and staff of Bonny Slope Elementary School.

**SECTION 3 MEMBERS' RIGHTS AND OBLIGATIONS**

**3.1 Differences in Rights and Obligations of Members.** All members will have the same rights and obligations with respect to voting, dissolution, redemption and transfer, unless the Articles of Incorporation or these Bylaws establish classes of membership with different rights or obligations. All members will have the same rights and obligations with respect to any other matters, except as set forth in or authorized by the Articles of Incorporation or these Bylaws.

**SECTION 4 MEMBERSHIP MEETINGS**

**4.1 Annual and Regular Meetings.**

(a) The Corporation will hold a membership meeting annually at a time fixed by the board of directors.

(b) The Corporation may hold regular membership meetings at the times fixed by the board of directors.

(c) Annual and regular membership meetings may be held at the Bonny Slope Elementary School or at any other place fixed by the board of directors.

(d) At the annual meeting:

- (1) the president and/or any other officer the board of directors or the president may designate, will report on the activities and financial condition of the Corporation;
- (2) the members shall elect directors;
- (3) the members shall approve a budget for the Corporation; and
- (4) the members will consider and act upon such other matters as may be raised consistent with the notice requirements of Section 4.2.

(e) At regular meetings the members will consider and act upon such matters as may be raised consistent with the notice requirements of Section 4.2.

(f) The failure to hold an annual or regular meeting does not affect the validity of any corporate action.

**4.2 Notice of Meeting.**

(a) The Corporation must give notice consistent with these Bylaws of meetings of members in a fair and reasonable manner. The Corporation must give notice to members entitled to vote at the

meeting and to any other person specified in the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

(b) Any notice which conforms to the requirements of Section 4.2(c) is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered, provided, however, that notice of matters referred to in Section 4.2(c)(2) must be given as provided in Section 4.2(c).

(c) Notice is fair and reasonable if:

- (1) the Corporation notifies its members of the place, date and time of each annual, regular and special meeting of members no fewer than seven days;
- (2) notice of annual or regular meeting includes a description of any matter or matters which must be approved by the members under Section 8.2, Section 10.1, ORS 65.414(1)(a), ORS 65.437, ORS 65.487, ORS 65.534 or ORS 65.624; and
- (3) notice of a special meeting includes a description of the purpose or purposes for which the meeting is called.

(d) Unless these Bylaws require otherwise, if an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment

#### **4.3 Waiver of Notice.**

(a) A member may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. The waiver must be in writing, be signed by the member entitled to the notice and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

(b) A member's attendance at a meeting waives objection to:

- (1) lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- (2) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

#### **4.4 Organization of Meeting.** At each annual, regular, and special members' meeting:

(a) the president, or if the president is absent then the chairperson of the board of directors, or if no chairperson of the board of directors has been appointed or is present, then any vice president, or if no vice president has been appointed or is present then any individual chosen by members having a majority of votes present at the meeting, will act as chairperson of the meeting; and

(b) the secretary, or if the secretary is absent then any assistant secretary, or if no assistant secretary has been appointed or is present, then any individual chosen by members having a majority of votes present at the meeting, will act as secretary of the meeting.

## **SECTION 5 MEMBERS' VOTING**

**5.1 Voting Entitlement of Members.** Unless the Articles of Incorporation or these Bylaws provide otherwise, each member is entitled to one vote on each matter voted on by the members, including each matter on which a member is entitled to vote under the Oregon Nonprofit Corporation Act or the Articles of Incorporation or these Bylaws.

**5.2 Adjournment.** Unless otherwise provided in the Articles of Incorporation or these Bylaws, a majority of votes represented at a meeting of members, whether or not a quorum, may adjourn the meeting from time to time to a different time and place without further notice to any member of any adjournment, except as such notice may be required by Section 4.2(d). At the adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.

### **5.3 Quorum Requirements.**

(a) Unless the Articles of Incorporation or these Bylaws provide for a higher quorum, those votes represented at a meeting of members will constitute a quorum.

(b) An amendment to the Articles of Incorporation or these Bylaws to decrease the quorum for any member action may be approved by the members, or, unless prohibited by the Articles of Incorporation or these Bylaws, by the board.

(c) An amendment to the Articles of Incorporation or these Bylaws to increase the quorum required for any member action must be approved by the members.

### **5.4 Voting Requirements.**

(a) Unless the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws require a greater vote, if a quorum is present, the affirmative vote of a majority of the votes represented and voting is the act of the members.

(b) An amendment to the Articles of Incorporation or these Bylaws to add to, change or delete the vote required for any member action must be approved by the members.

**5.5 Voting for Directors.** Unless otherwise provided in the Articles of Incorporation, directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting.

## **SECTION 6 BOARD OF DIRECTORS**

**6.1 Duties of Board.** All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the board of directors.

**6.2 Qualifications of Directors.** All directors must be individuals and members of the Corporation.

**6.3 Number of Directors.** The Corporation will have a variable-range size board of directors. The minimum number of directors will be six and the maximum number of directors will be nine. The number of directors may be fixed or changed periodically, within the minimum and maximum, by the members or the board of directors.

**6.4 Election, Designation and Appointment of Directors.** All the directors, except the initial directors, will be elected at the first annual meeting of members, and at each annual meeting thereafter, unless the Articles of Incorporation or these Bylaws provide some other time or method of election, or provide that some of the directors are appointed by some other person or are designated.

**6.5 Terms of Directors Generally.**

(a) The term of each director will be one year. Except for designated or appointed directors, the terms of directors may not exceed six consecutive years. Directors may be elected for successive terms, but no director may serve in any same officer position for more than two consecutive years.

(b) A decrease in the number of directors or term of office does not shorten an incumbent director's term.

(c) Except as provided in the Articles of Incorporation or these Bylaws:

(1) the term of a director filling a vacancy in the office of an elected director expires at the next election of directors; and

(2) the term of a director filling any other vacancy expires at the end of the unexpired term which such director is filling.

(d) Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated or appointed and qualifies, or until there is a decrease in the number of directors.

**6.6 Staggered Terms for Directors.** The Articles of Incorporation or these Bylaws may provide for staggering the terms of directors by dividing the total number of directors into groups. The terms of office of the several groups need not be uniform.

**6.7 Resignation of Directors.**

(a) A director may resign at any time by delivering written notice to the board of directors, its presiding officer or to the president or secretary.

(b) A resignation is effective when the notice is effective under Section 12 unless the notice specifies a later effective date.

(c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**6.8 Removal of Directors Elected by Members or Directors.**

(a) The members may remove one or more directors elected by them only for cause.

(b) A director may be removed under Section 6.8(a) only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

(c) An elected director may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

(d) A director elected by the board of directors may be removed with by the vote of two-thirds of the directors then in office. However, a director elected by the board to fill the vacancy of a director elected by the members may be removed by the members, but not the board.

**6.9 Vacancy on Board.** If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors a majority vote of the board of directors may fill the vacancy.

## **SECTION 7 MEETINGS AND ACTION OF BOARD**

### **7.1 Regular and Special Meetings.**

(a) If the time and place of a director's meeting is fixed by these Bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.

(b) The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of reasonable communication agreed to in advance by a majority of the board of directors.

### **7.2 Call and Notice of Meetings.**

(a) Regular meetings of the board may be held without notice of the date, time, place or purpose of the meeting.

(b) Special meetings of the board must be preceded by at least two days' notice to each director of the date, time and place of the meeting. Unless the Oregon Nonprofit Corporation Act provides otherwise, the notice need not describe the purpose of the special meeting.

(c) Thirty three and one-third percent (33 1/3%) of the directors then in office may call and give notice of a meeting of the board.

### **7.3 Waiver of Notice.**

(a) A director may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. Except as provided in Section 7.3(b), the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.

(b) A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the

director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

#### **7.4 Quorum and Voting.**

(a) A quorum of the board of directors consists of a majority of the number of directors prescribed, or if no number is prescribed, a majority of the number in office immediately before the meeting begins.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

(c) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (1) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;
- (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (3) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

### **SECTION 8 STANDARDS OF CONDUCT**

#### **8.1 General Standards for Directors.**

(a) A director must discharge the duties of a director, including the director's duties as a member of a committee:

- (1) in good faith;
- (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) in a manner the director reasonably believes to be in the best interests of the Corporation.

(b) In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (1) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

- (2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
- (3) a committee of the board of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.

(c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 8.1(b) unwarranted.

(d) A director is not liable to the Corporation, any member or any other person for any action taken or not taken as a director, if the director acted in compliance with this Section 8.1.

(e) A director will not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

## **8.2 Director Conflict of Interest.**

(a) A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or 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 Section 8.2(b).

(b) A transaction in which a director has a conflict of interest may be approved:

- (1) 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 committee of the board of directors; or
- (2) by obtaining the approval of:
  - (A) the Attorney General of the State of Oregon; or
  - (B) the circuit court in an action in which the Attorney General of the State of Oregon is joined as party.

(c) For purposes of this Section 8.2, a director of the Corporation has an indirect interest in a transaction if:

- (1) 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
- (2) 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.

(d) For purposes of Section 8.2(b), 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 8.2 by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 8.2. 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 8.2(b)(1) if the transaction is otherwise approved as provided in Section 8.2(b).

**8.3 Loans to or Guarantees for Directors and Officers.** The Corporation may not make a loan, guarantee an obligation or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the Corporation.

## **SECTION 9 OFFICERS**

### **9.1 Required Officers.**

(a) The Corporation must have a president, vice president, vice president of community events, treasurer, secretary and parliamentarian.

(b) An officer must be a Director and more than one director may hold the same office in the Corporation.

**9.2 Duties and Authority of Officers.** Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers. The duties of each office will be more specifically prescribed in the Corporation's Operating Handbook. The officers shall have the authority transact reasonably necessary business of the Corporation in the intervals between board meetings and such other business that may be referred to the officers by the board of directors.

**9.3 Standards of Conduct for Officers.** The standard of conduct for officers shall be the same as the standard of conduct for Directors, as set forth in Section 8.1.

**9.4 Resignation and Removal of Officers.** The resignation and removal of officers shall be governed by the same procedure for Directors, as set forth in Sections 6.7 and 6.8.

### **9.5 Contract Rights of Officers.**

(a) The appointment of an officer does not itself create contract rights.

(b) Removal or resignation of an officer does not affect the contract rights, if any, of the Corporation or the officer.

## **SECTION 10 AMENDMENT OF BYLAWS**

### **10.1 Amendment by Directors and Members.**

(a) The board of directors may amend or repeal these Bylaws unless:

(1) the Articles of Incorporation or the Oregon Nonprofit Corporation Act reserve this power exclusively to the members; or

- (2) the members entitled to vote on these Bylaws, in amending or repealing a particular bylaw, provide expressly that the board of directors may not amend or repeal that bylaw.
- (b) The Corporation's members entitled to vote on these Bylaws may amend or repeal these Bylaws even though these Bylaws may also be amended or repealed by the board of directors.

## **SECTION 11      RECORDS**

### **11.1      Corporate Records.**

(a) The Corporation must keep as records minutes of all meetings of its members and board of directors, a record of all corporate action taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors in place of the board of directors on behalf of the Corporation.

(b) The Corporation must maintain appropriate accounting records.

(c) The Corporation or its agent must maintain a record of its members, in a form that permits preparation of a list of the name and address of all members.

(d) The Corporation must maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(e) The Corporation must keep a copy of the following records for inspection:

- (1) articles or restated articles of incorporation and all amendments to them currently in effect;
- (2) bylaws or restated bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by the board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members of any class or category of members;
- (4) the minutes of all meetings of members and records of all actions approved by the members for the past three years;
- (5) written communications required by the Oregon Nonprofit Corporation Act and those regarding general membership matters made to members within the past three years;
- (6) a list of the names and home addresses of the current directors and officers;
- (7) the last three annual financial statements, if any, which may be consolidated or combined statements of the Corporation; and
- (8) the most recent annual report delivered to the Secretary of State.

## **11.2 Inspection of Records by Members.**

(a) Subject to Section 11.3(c), a member is entitled to inspect and copy, at a reasonable time and location specified by the Corporation, any of the records of the Corporation described in Section 11.1(e) if the member gives the Corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy.

(b) This Section 11.2 does not affect the right of a member to inspect records if the member is in litigation with the Corporation, to the same extent as any other litigant.

## **11.3 Scope of Inspection Right.**

(a) A member's agent or attorney has the same inspection and copying rights as the member the agent or attorney represents.

(b) The right to copy records under Section 11.2 includes, if reasonable, the right to receive copies made by photographic, xerographic or other means.

(c) The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

**11.4 Limitations on Use of Membership List.** Without consent of the board, a membership list or any part of a membership list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of this Section 11.4, without the unanimous consent of the board, a membership list or any part thereof may not be:

(a) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation;

(b) used for any commercial purpose; or

(c) sold or purchased by any person.

## **SECTION 12 NOTICE**

**12.1 Oral or Written Notice.** Notice may be oral or written unless otherwise specified for a particular kind of notice.

**12.2 Methods of Notice.** Notice may be communicated in person, by telephone, e-mail, or other form of wire or wireless communication, including by posting the notice on the Corporation's website, or by mail or private carrier, including publication in a newsletter or similar document mailed to a member's or director's address.

**12.3 Written Notice by the Corporation to Members.** Written notice by the Corporation to a member, if in a comprehensible form, is effective when mailed if it is mailed with first class postage affixed and is correctly addressed to the member's address shown in the Corporation's current records of members. Written notice by the Corporation to a member, if in a comprehensible form, is effective when e-mailed if e-mail is correctly addressed to the member's e-mail address shown in the Corporation's current records of members.

**12.4 When Oral Notice is Effective.** Oral notice is effective when communicated if communicated in a comprehensible manner.

**12.5 When Written Notice is Correctly Addressed.**

(a) Written notice is correctly addressed to a member of the Corporation if addressed to the member's address (either physical address or e-mail address) shown in the Corporation's current list of members.

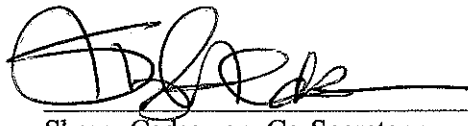
(b) A written notice or report delivered as part of a newsletter, magazine or other publication sent to members will constitute a written notice or report if addressed or delivered (by United States mail, e-mail or otherwise) to the member's address (either physical address or e-mail address) shown in the Corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the Corporation's current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

(c) Written notice is correctly addressed to the Corporation if addressed to its registered agent or, if none is of record, to its principal office shown in its most recent annual report or, if none, in the Articles of Incorporation.

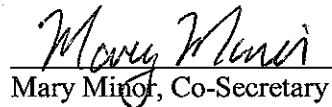
**SECTION 13 DEFINITIONS**

**13.1 Definitions.** All terms used in these Bylaws that are defined in the Oregon Nonprofit Corporation Act will have the meanings ascribed to them in the Oregon Nonprofit Corporation Act.

These Bylaws were adopted by the board of directors of Bonny Slope Community Organization, Inc. on June 10, 2008.



Sherry Cadsawan, Co-Secretary



Mary Minor, Co-Secretary