

# TRIANGLE LAKE CHARTER SCHOOL

--a non-member corporation--

## BYLAWS OF THE TRIANGLE LAKE CHARTER SCHOOL

July 15, 2010

### ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and 501(c)(3) of the Internal Revenue Code of 1986 (or its corresponding future provisions).

This corporation's primary purpose shall be to promote and maintain a charter school in Blachly, Oregon, to serve students in kindergarten through twelfth grades, and to improve the quality of education within that school.

The corporation shall promote nondiscrimination based on an individual's race, color, religion, sex, sexual orientation, national origin, marital status, age or disability.

### ARTICLE II: NONMEMBERSHIP

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but may have members for other purposes. These members shall have none of the rights or duties described in ORS Chapter 65 (or any corresponding future statute.)

### ARTICLE III: 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 five.

Section 3. **Qualifications.** An individual must be a resident of the Blachly District #90, a parent/guardian of a current TLCS student, or an employee of Blachly District #90 in order to serve on the Board of Directors.

Section 4. **Term.** 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' terms shall expire. A Director may be reelected without limitation on the number of terms s/he may serve.

#### Section 5. **Election / Appointment**

Director #1- One district board member, selected by majority vote of district board.

Director #2- One K-Gr. 8 certified/registered teacher, selected by K-8 teachers.

Director #3- One Gr. 9-Gr. 12 certified/registered teacher, selected by Gr. 9-Gr. 12 teachers.

Director #4- One classified or confidential employee, selected by classified/confidential employees.

Director #5- One Blachly district resident or parent/guardian of a TLCS student, selected by majority vote of district board.

Section 6. **Removal.** Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office. No more than one Director may be removed at any one meeting of the Board.

Section 7. **Resignation.** A Director may resign from the Corporation at any time by delivering a written notice of resignation to the President or Secretary of the Corporation.

Section 8. **Vacancies.** Vacancies on the Board of Directors will be filled in accordance with the procedure outlined in Section 5 for the specified Director position. If a position remains unfilled for more than 60 calendar days, the Board of Directors will appoint a new Director, irrespective of specified group membership. The Board may declare a Director position vacant upon any one of the following:

- (a) The death or resignation of the Director; or
- (b) When the Director ceases to discharge the duties of a director for three (3) consecutive meetings.

Section 9. **Quorum and Action.** A quorum at a board meeting shall be a majority of the fixed number of Directors. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws.

Where the law requires a majority vote of the directors in office to establish committees which exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 10. **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. TLCS will comply with ORS 192.610 to 192.690 Public Meetings Law.

Section 11. **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 12. **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 each other in compliance with Oregon's Public Meetings Law.

Section 13. **No Salary.** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

## ARTICLE IV: 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.

## ARTICLE V: OFFICERS

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

Section 2. **Election.** The Board of Directors shall elect the 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.

Section 3. **Vacancy.** A vacancy of the office of President, Secretary, or Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. **Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. **President.** The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. **Secretary** The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation; and (d) any other duties as may be prescribed by the Board of Directors.

Section 7. **Treasurer** The Treasurer shall have overall responsibility for all financial records. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

Section 8. **Removal.** Any Officer may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

#### **ARTICLE VI: CORPORATION INDEMNITY**

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

#### **ARTICLE VII: DISSOLUTION**

Upon dissolution, assets of the corporation not requiring return or transfer to donors or grantors, or required for discharge of existing liabilities and obligations of the corporation, shall be distributed to the Blachly School District.

#### **ARTICLE VIII: AMENDMENTS TO BYLAWS**

These bylaws may be amended or repealed, 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 the 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.

DATE ADOPTED: July 15, 2010