

BYLAWS OF RISING STARS PRESCHOOL

State of Oregon

BACKGROUND:

The name of this non-profit organization is RISING STARS PRESCHOOL. This organization is organized in accordance with the Oregon Nonprofit Corporation Act, as amended. The organization has not been formed for the purposes of making profit or obtaining personal financial gain. The assets and income of this organization shall not be distributed to or for the benefit of the trustees, directors, or any other officers. The assets and income shall only be used to promote non-profit purposes as described below. Nothing contained herein shall be deemed to prohibit the payment of a modest and reasonable compensation to employees and contractors for services provided for the benefit of the organization. This organization shall not carry on any activities not permitted to be carried out by a non-profit organization exempt from federal income tax. The organization shall not endorse any candidate or contribute to or work for or otherwise support or oppose any candidate for public office. This organization has been created exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I. MEETINGS

1. *Annual Meetings.* An annual meeting shall be held once every calendar year for the purposes of electing directors and transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board from time to time.

1. The following orders of business shall be addressed during the annual meeting unless decided otherwise by the Board via written notice:

a. Election of new Officers

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- b. Reviewing the annual report
- c. Reconciling the balance sheet
- d. Any other transaction of such other business as may be properly brought before the meeting

2. The annual meeting shall take place at the following location unless determined otherwise via written notice:

51605 Coach Road

La Pine, OR 97739

2. *Monthly Meetings*- The Board will meet monthly to review ongoing Preschool Business including grants, scholarships, fundraising, and classroom purchases that require spending more than \$75.

2. *Special Meetings*. Special meetings may be requested by the President or any other member of the Board.

A special meeting of members is not required to be held at a geographic location if the meeting is held by means of teleconference or another form of electronic communications in a manner pursuant to which all members have the chance to read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, raise points on matters submitted to the members, pose questions, and make any desired comments.

3. *Notice*. The following amount of written notice of all regular meetings shall be provided under this section or as otherwise required by law: 1 Week. The following amount of written notice of all special meetings shall be provided under this section or as otherwise required by law: 72 hours. The notice shall include the date, hour, and location of the meeting and, if for a special meeting, the purpose of the meeting.

4. *Quorum*. A quorum of the Board shall be the following: 75% of the current board members registered. In the absence of a quorum, a majority of the directors may delay and reschedule the meeting to another time without further notice. If a quorum is represented at a rescheduled meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The members present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some director's results in a representation of less than a quorum.

ARTICLE II. BOARD OF DIRECTORS

5. *Role of Board.* The Board shall be responsible for having the authority of managing the affairs of the Nonprofit directly and/or by delegation.

6. *Number of Directors.* The organization shall be managed by a Board of Officers consisting of 4 positions.

7. *Election and Term of Office.* The Officers shall be elected by a majority vote at the annual meeting. Each Director shall serve, or until and unless a successor has been elected and qualified.

8. *Quorum.* A quorum of the Board shall be the following: 75% of the current board membership.

9. *Special Meetings.* Special meetings may be requested by the President or any other member of the Board.

A special meeting may be requested by providing 72 hours written notice by email. Minutes of the meeting shall be sent to the Board within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communication in a manner pursuant to which all members have the opportunity to read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

11. *Procedures.* The vote of a majority of the Board present at a properly called meeting as dictated by these Bylaws at which a quorum is present shall be the act of the Board unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. A Director of the organization who is present at a meeting at the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records. The minutes will include, at the last, names of all members present, resolutions proposed and voted upon, and any Board abstentions or objections to resolutions.

12. *Vacancies and Removals.* An Officer of the Board shall be subjected to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board, whether by death, resignation, removal, or any other

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reason, may be filled by a majority vote of the remaining Board members. If all Officers resign or are removed, any Board shall hold a special meeting for the purpose of electing a new Board of Officers.

13. *Resignation.* If an Officer or Board Member wishes to resign from their position or membership, they shall do so in the following manner:

A Board Member may resign in writing at any time and give a minimum of 2 weeks' notice in the case of an Officer.

14. *Removal.* If an Officer of the Board is not present for 2 meetings consecutively or 50% of expected meetings in a 4 month period, they will be removed from their position as Officer of the Board.

15. *Committees.* To the extent permitted by Oregon law, the Board may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees. The committees shall have a specific purpose and the Board, in creating a committee, shall outline the parameters of the committee, including, but not limited to, meetings, notice, quorum requirements, and all other pertinent procedures.

ARTICLE III. OFFICERS

16. *Number of Officers.* The Officers of the organization shall be the following: 1. a President; 2. at least one Vice President; 3. a Treasurer; 4. a Secretary. Two or more offices may be held by one person. The President may not concurrently serve in another position.

17. *Officer Roles.* The Officers shall have the following responsibilities in their roles:

President/Chairperson -- The President shall be the chief executive officer and shall preside over all meetings of the Board and its Executive Committee, if such a committee is created by the Board, sign all corporate documents unless they delegate that responsibility to another Officer, and direct the process of the creation and implementation of resolutions.

Vice President(s) -- The Vice President(s) shall be responsible for performing the duties of the President in the President's absence and assist the President with the performance of their duties.

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Secretary -- The Secretary shall provide notice of any and all meetings to the Board, keep an updated list of the membership of the Board, keep and organize minutes for all regular and special meetings, and certify and arrange the official records of the organization.

Treasurer -- The Treasurer shall be responsible for conducting the organization's financial affairs as directed by the Board and shall prepare and present reports regarding finances as required, but no less often than at the annual meeting of the Board.

18. *Election and Term of Office.* The Officers shall be elected annually by the Board. Each officer shall serve until they decide to resign or removed from the Board.

19. *Vacancies and Removals.* The Board shall have the power to remove an Officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board.

ARTICLE IV. EXECUTION OF INSTRUMENTS

20. *Instruments.* All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or another Officer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President. Notwithstanding the previous provisions in this document, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated this responsibility by a resolution of the Board.

ARTICLE V. AMENDING BYLAWS

20. *Amendment Procedure.* The Bylaws may be amended, altered, or repealed by the Board by a majority of a quorum vote at any regular or special meeting. The full text of the proposed change shall be distributed to all board members at least fourteen (14) days before the meeting where the change is to be voted on.

ARTICLE VI. INDEMNIFICATION

21. *Indemnification of Directors.* Any Director or Officer who is involved in litigation by reason of their position as a Director or Officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended to broaden said rights.

22. *Indemnification of Employees.* Any employee or agent who is involved in litigation by reason of their work with the organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended to broaden said rights.

ARTICLE VII. DISSOLUTION

23. *Dissolution Procedure.* The organization may be dissolved only with the authorization of the Board given a special meeting called for that express purpose and with the subsequent approval of a supermajority (2/3rds) vote of the members.

24. *Liabilities.* All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made, therefore.

25. *Distribution of Assets.* Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

CERTIFICATION

Approved on 2/9/21 by the board

I, _____, President of RISING STARS PRESCHOOL certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the Board on _____.

President

I, _____, Secretary of RISING STARS PRESCHOOL certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the Board on _____.

Secretary