

Bylaws of EAGLE Charter School



**EAGLE Charter School
999A Locust St NE
Salem, OR 97301
503-339-7114**

DRAFT

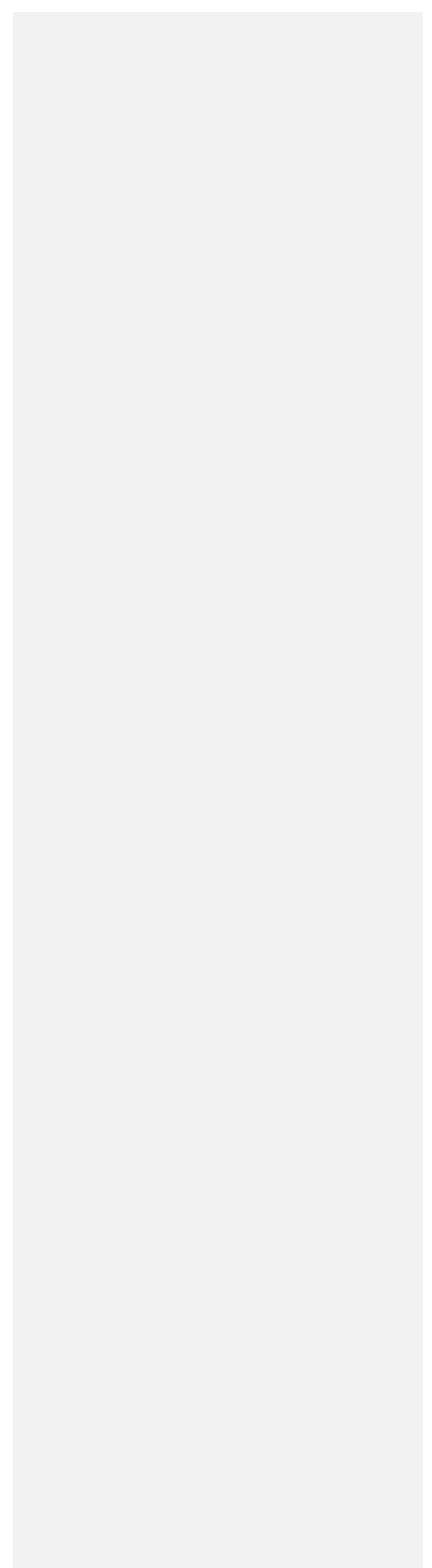


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ARTICLE 1 - NONPROFIT PURPOSE

SECTION 1.1 NONPROFIT PURPOSE

EAGLE Charter School (hereinafter the Corporation) is incorporated as a Public Benefit Corporation according to its Nonprofit Articles of Incorporation as filed and registered with the Secretary of State of the State of Oregon on March 16, 2005. The Corporation is organized exclusively for educational purposes and such other purposes that are described under section 501(c)(3) of the Internal Revenue Code.

The Corporation is organized and shall be operated to at all times comply with Section 501(c)(3) of the Internal Revenue Code, the Oregon Nonprofit Corporation Act, ORS Chapter 65, the Public Charter Schools laws, ORS Chapter 338, and any other federal, state and local laws to qualify it for nonprofit, tax-exempt status as a public charter school.

SECTION 1.2 THE CORPORATION'S PURPOSE

The founders' vision for EAGLE Charter School is to create an inclusive, equitable and intellectually rigorous culture where knowledge is built through experience. Students and staff are expected and empowered to reach their full potential. It is EAGLE's goal to educate students through the MicroSociety curriculum to bring a real-life experience into the classroom.

SECTION 1.3 NONDISCRIMINATION POLICY

The Corporation will be non-sectarian in its programs, admissions policies, employment practices, and all other operations; shall not charge tuition; and shall not discriminate on the basis of race, ethnicity, national origin, gender or disability.

ARTICLE 2 - PRINCIPLE OFFICE

The principal office of the Corporation shall be located at 999 Locust Ave NE, Salem OR 97301 or such other address as may be specified by resolution of the Board of Directors.

ARTICLE 3 - DIRECTORS

SECTION 3.1 POWERS

The Board of Directors (the "Governing Board") shall, or it may direct others to, conduct the activities and affairs of the Corporation. The Board shall exercise all corporate power unless delegated according to Section 3.2.

SECTION 3.2 DELEGATION OF POWERS

The Board by a majority vote of the directors, at a meeting at which a quorum is

jnb 3/16/2016 9:12 PM

Comment [1]: I hate this phrase. What is "real education"? How about "quality education", or something along that line?

jnb 3/16/2016 9:16 PM

Comment [2]: As opposed to a majority at a meeting at which a quorum is present? Just asking.

Jennifer Lechuga 5/16/2016 7:15 PM

Deleted: in office

present, at the time the vote is taken may delegate some or all of its powers to a person, persons or committee as set forth in the Articles of Incorporation and Bylaws. (See also Article 6 of these Bylaws with respect to delegation to committees and Article 7 with respect to delegation to the Administrator.) To the extent so authorized, any such person, persons or committee shall have the duties and responsibilities of the directors, and the directors shall be relieved to that extent from such duties and responsibilities. The Board of Directors may reclaim delegated powers by a majority vote of the directors at a meeting at which a quorum is present.

jnb 3/16/2016 9:18 PM

Comment [3]: What does the lawyer say about this phrase? Even if legal, is it a good idea? What would the board need to do to reclaim responsibility?

SECTION 3.3 NUMBER

The Corporation shall have from five (5) to seven (7) directors; and collectively they shall be known as the Governing Board of Directors ("Board").

The number of members with students actively attending EAGLE shall not exceed 50% of the total number of board members.

jnb 3/16/2016 9:20 PM

Comment [4]: Which controls - the text or the numerals?

SECTION 3.4 TERMS OF OFFICE

Each Director shall serve for a one (1) year term and may be reelected without limit.

jnb 3/16/2016 9:22 PM

Comment [5]: I hope there will be some discussion as to the length of term.

SECTION 3.5 COMPENSATION

Directors shall serve without compensation in their position as director.

Directors may receive reasonable advancement or reimbursement of expenses incurred in the performance of their duties provided that the Board approves such expenses.

Notwithstanding the above, upon approval of the Board and subject to the conflict of interest provisions of Article 8, a director may receive: reasonable compensation from the Corporation for other services actually performed, reasonable payment for property received by the Corporation, and reasonable payment of benefits that are in furtherance of the Corporation's purpose.

SECTION 3.6 ELECTION OF DIRECTORS

Subject to Section 3.7, Directors shall be elected to the Board by majority vote of the directors at the Regular Meeting of the Board of Directors to be held in July each year.

jnb 3/16/2016 9:24 PM

Comment [6]: If such a thing is defined, it should be capitalized here.

SECTION 3.7 VACANCIES

A director may resign by giving written notice to the Board. The resignation is effective on the date such notice is received unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless the Board permits revocation. A Director may be removed from office without cause by the vote of two-thirds (2/3) of the directors at a meeting at which a quorum is present at the time the vote is taken. A vacancy occurs on the Board if the

number of directors is fewer than five (5) or such greater number as determined by the Board. The Board shall fill such a vacancy by an election of the Board. If the number of directors in office is less than a quorum, all vacancies on the Board shall be filled by approval of a majority of the directors at the next meeting electing members, short of a quorum. A person elected to fill a vacancy on the Board shall hold office until the Regular Meeting held in July, at which time regular elections of the Board occur.

Zachary Dablow 10/24/2016 10:42 AM

Comment [7]: You want this language mandatory (ie shall instead of may), and to include all shortages be filled, so that a short Board could not put off filling the vacancies. Since Vacancies are only defined as short of 5, there is not a mandate to fill above 5, (though there are obvious reasons why they may fill up to 7)

ARTICLE 4 - MEETINGS

SECTION 4.1 REGULAR MEETINGS

The Board shall have regular meetings as determined by the Board with notice given to interested persons as provided in Section 4.8.

jnb 3/16/2016 9:29 PM

Comment [8]: Does this avoid the danger of directors "timing out" before successors are elected?

SECTION 4.2 SPECIAL MEETINGS

Special meetings of the Board may be called by the President or 20% of the directors with notice given to interested persons at least 24 hours in advance as provided in Section 4.8. Written notice of any special meeting shall be given to each director by the one calling the meeting at least 24 hours prior to such meeting.

A director may waive notice of any special meeting if the waiver is in writing and signed by such director, specifies the reason for which the notice is waived and is filed together with the corporate minutes or records.

jnb 3/16/2016 9:32 PM

Comment [9]: I assume such communication is permitted, even though we usually eschew full board intercommunication except in formal meetings.

SECTION 4.3 EMERGENCY MEETINGS

Emergency meetings may be called by the President or 20% of the directors with less than 24 hours notice only if an emergency exists which would not permit the meeting to be a Special Meeting. The minutes of the meeting must describe the emergency justifying less than 24 hours notice. Notice must be given to interested persons as is reasonable and as provided in Section 4.8.

Zachary Dablow 10/24/2016 10:44 AM

Comment [10]: As a matter of transparency and fair play where a board is non-harmonious, these notice provisions are wise, though rarely used.

SECTION 4.4 QUORUM FOR MEETINGS & TELECOMMUNICATIONS

A quorum consists of a majority of directors holding office immediately prior to any meeting. A director is considered present if by use of any means of communication, all directors participating may simultaneously hear each other during the meeting.

The Board at any meeting at which the required quorum is not present shall make no decisions requiring Board action. In the event fewer directors than a quorum are present, the remaining directors may upon a simple majority adjourn the meeting to another day and/or time. Notice of the reconvened meeting shall be given to each director and interested persons as provided in this Article.

jnb 3/16/2016 9:36 PM

Comment [11]: Definition?

SECTION 4.5 BOARD ACTION

The Board will promote a cooperative, consensus-driven decision-making process; however, all decisions will be made by a majority vote of the Board of Directors.

In addition, in the following circumstances, the Oregon Nonprofit Corporations Act requires a vote of the majority of directors in office at the time the vote is taken:

- (a) to establish committees to exercise board functions as provided in Section 3.2,
- (b) to amend the Articles of Incorporation as provided in Section 11.1,
- (c) to sell assets not in the regular course of business,
- (d) to merge,
- (e) to dissolve and
- (f) in the case of conflicts of interest, a majority of directors in office who have no direct or indirect interest in the transition will be considered a majority, as provided in the policies of Article 8.

A director who is present at a meeting when corporate action is taken is deemed to have assented to the action unless the director's objection or abstention to the vote is entered into the minutes of the meeting or the director delivers written notice of such objection or abstention to the Secretary immediately after adjournment of the meeting.

SECTION 4.6 EXECUTIVE SESSION

The Board may meet in an executive session during which all or part of the meeting is closed to the public for deliberation on certain matters listed below. Notice of such executive session shall be given to interested persons in accordance with Section 4.8, provided that the statutory authority for such executive session is referenced in the notice. No executive session may be held for purpose of taking any final action or making any final decision, although the Board in executive session may reach a consensus. The Board may meet in executive session for the following matters:

- (a) To consider employment of administrator, teacher, or staff; if or when:
 - (1) the job has been publicly advertised;
 - (2) regular procedures for hiring have been adopted; and
 - (3) there is an opportunity for public input into the employment of an officer.Otherwise, the meeting must be open to all interested parties. ORS 192.660(1)(a).
- (b) To consider dismissal, discipline or complaints/charges against an officer, employee, staff member or agent unless such individual requests an open meeting. ORS 192.660(1)(b).

jnb 3/16/2016 9:38 PM

Comment [12]: I could live with the New Age sentiment; but I am concerned with the phrase "by majority vote". Several types of "majority" have already been distinguished from one another. So, if included, should be clarified.

Zachary Dablow 10/24/2016 10:47 AM

Comment [13]: You should avoid the extra quorum requirement in this definition of general board power, because it conflicts with specific power to act without quorum in Section 3.7. All other sections set forth quorum requirements as needed. I would recommend rejecting this change. (I make no opinion re: "model ethics" language, this comment is reserved to second edit).

jnb 3/16/2016 9:47 PM

Comment [14]: Definition?

Zachary Dablow 10/24/2016 10:52 AM

Comment [15]: Mechanically, if there were a decision to define interested persons. The list of such categories or people that make up that definition would be placed here, along with the following right after the list: (hereinafter "Interested Persons"). Then, you would capitalize it throughout the balance of the document. However, consider that it may not be a defined purpose to afford the board additional flexibility on a case by case basis. Eg. Emergency meeting to get a power company to come and change a defective power box and can't open the school without it? I suggest the list of interested persons for such a meeting is short. Compare to a regular meeting to decide to change the curriculum in some fundamental way? Much larger category of interested persons.

(c) To conduct deliberations with persons the Corporation has designated to carry on labor negotiations. ORS 192.660(1)(d).

(d) To conduct deliberations with persons the Corporation has designated to negotiate real property transactions. ORS 192.660(1)(e).

(e) To consider records that are exempt from disclosure under the Public Records Law, including written advice from the Corporation's attorney, which is protected by attorney-client privilege. ORS 192.660(1)(f).

(f) To consider preliminary negotiations regarding trade or commerce in which the Corporation is in competition with other states or nations. ORS 192.660(1)(g).

(g) To consult with the Corporation's attorney regarding legal rights and duties in regard to current litigation or likely litigation. ORS 192.660(1)(h).

(h) To review and evaluate the employment performance of an administrator, teacher, or staff member pursuant to standards, criteria and policies adopted at an open meeting unless the person requests an open meeting. ORS 192.660(1)(j).

(i) To carry on negotiations under ORS chapter 293 with private persons or businesses regarding proposed acquisition, exchange or liquidation of public investments. ORS 192.660(1)(j).

(j) To consider student expulsions and confidential medical records of students. ORS 332.061.

SECTION 4.7 NOTICE

Any written notice that is to be delivered to a director pursuant to these Bylaws may be delivered by electronic means, (for example, electronic mail (e-mail)), provided that the Secretary has received the consent of the director to such form of delivery.

SECTION 4.8 PUBLIC MEETING LAW – NOTICE AND OTHER REQUIREMENTS

Meetings of the Board shall comply with Oregon Public Meeting law as set forth in ORS sections 192.610 to 192.690 and referenced in these Bylaws. The Board shall provide for and give public notice reasonably calculated to give actual notice to interested persons, including the news media, which have requested notice of the time, place and principal subjects to be considered at the meeting. Notice may be mailed, faxed, e-mailed or telephoned and may be given through press releases, mailing lists and, websites or bulletin boards to interested persons. All

meetings shall be open to the public (except in the case of executive sessions as described in Section 4.6), accessible to the disabled, and held within the geographic boundaries of the Corporation.

jnb 3/16/2016 9:58 PM

Comment [16]: What are these?

ARTICLE 5 - OFFICERS

SECTION 5.1 ELECTION OF OFFICERS

The Corporation shall have as Officers a President, Vice-President, Secretary and Treasurer as elected by the Board. Officers shall be Directors actively serving on the Board of Directors, or newly accepted to the Board of Directors. Officers shall be nominated and elected at the Regular Meeting held in July for a one (1) year term. There are no term limitations.

jnb 3/16/2016 10:00 PM

Comment [17]: Any qualifications for Officers - like, say, that they be Board members?

SECTION 5.2 RESIGNATION AND REMOVAL OF OFFICERS

An officer may resign at any time by delivering notice to the Board in the manner and procedure as described for directors in Section 3.7. An officer may be removed without cause by a majority vote of the Board. Any vacancy in an officer position shall be filled by an election by the Board. Such person shall hold such office until the Regular Meeting to be held in July at which time regular elections of officers shall occur.

SECTION 5.3 DUTIES OF PRESIDENT

The President shall preside at all Board meetings, be the spokesperson for the Board, and have such other duties and responsibilities as determined by the Board.

SECTION 5.4 DUTIES OF SECRETARY

The Secretary shall have overall responsibility for all record-keeping and for notices to the Board of any Board meeting. The Secretary shall be responsible for compliance with the notice requirement of public meeting law as set forth in Section 4.8. The Secretary may delegate these responsibilities, provided that s/he supervises such delegation.

The Secretary shall record and/or supervise the recording of the minutes of all meetings of the Board and present the transcribed minutes at or before the next Board meeting. Minutes shall comply with Public Meeting laws of ORS section 192.650 and, except in the case of executive session, shall include at least the following:

a) Names of all Board members present; b) All motions, proposals and resolutions proposed and their disposition;

SECTION 5.5 DUTIES OF VICE-PRESIDENT

The Vice-President shall perform the duties of the President in the President's

absence, shall be responsible for overseeing compliance with these Bylaws and shall have such other duties and responsibilities as determined by the Board.

jnb 3/16/2016 10:08 PM

Comment [18]: More so than the President and other Board members?

SECTION 5.6 DUTIES OF TREASURER

The Treasurer shall be the custodian of funds of the Corporation, shall be responsible for the maintenance and/or oversight of proper records of all financial transactions of the Corporation, shall have the authority to sign finances as described in Article 9, and shall comply with all financial policies of the Board. The Treasurer shall report the financial condition of the Corporation at each Board meeting.

jnb 3/16/2016 10:09 PM

Comment [19]: Is that the correct term?

jnb 3/16/2016 10:10 PM

Comment [20]: I never heard of "signing finances". Is that the right term?

SECTION 5.7 OTHER OFFICERS

The Board may appoint or elect any other officer and assistant officers as it deems necessary to carry out the functions of the Corporation.

ARTICLE 6 - COMMITTEES

SECTION 6.1 OTHER COMMITTEES

The Board may establish committees, as it deems necessary and desirable.

SECTION 6.2 VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6.3 QUORUM

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum. Any act of a majority of the members present at any meeting at which a quorum is present shall be the act of the committee.

SECTION 6.4 LIMITATIONS ON POWERS OF COMMITTEES

No committee may: authorize distributions; approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or adopt, amend, or repeal the Articles, Bylaws, or any resolution of the Board.

ARTICLE 7 - ADMINISTRATOR

SECTION 7.1 ADMINISTRATOR

The Board shall hire an Administrator to be the administrative head of the Corporation, and the Board shall be responsible for overseeing the duties and performance of such Administrator. The Board shall delegate duties to the Administrator to conduct general overall supervision of the day-to-day business, operations and affairs of the Corporation. The Administrator shall attend meetings of the Board and shall report to the Board of the business, operations and affairs of the Corporation.

SECTION 7.2 DELEGATION OF AUTHORITY

The Board shall have the power, in accordance with Section 3.2, to delegate to the Administrator such executive power and authority as the Board may deem necessary to facilitate the handling and management of the Corporation's property and interests.

ARTICLE 8 - CONFLICT OF INTEREST

SECTION 8.1 DIRECTOR'S CONFLICT OF INTEREST DEFINED

A conflict of interest is a transaction with the Corporation in which a director has a direct or indirect interest. For the purposes of this section, a director has an indirect interest in a transaction if:

(a) 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 (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.

SECTION 8.2 BOARD ACTION WHEN CONFLICT

In the event of a conflict of interest between a director or directors and the Corporation, the Board shall follow the conflict of interest policy adopted by the Board.

jnb 3/16/2016 10:33 PM

Comment [21]: I think this section needs discussion and rework. There are both policy and drafting questions. Spouses? Kids? What if all Board Members have the same, or very similar, Conflict? Personally, I would advocate for disclosure on the record (like the Legislature), and an individual decision as to whether to participate in a vote.

ARTICLE 9 - FINANCES AND CONTRACTS

SECTION 9.1 FISCAL YEAR

The Corporation's fiscal year is July 1 -June 30.

SECTION 9.2 FUNDS

All funds of the Corporation shall be under the supervision of the Board and shall be handled and disposed of in such manner and by such officers or agents of the Corporation as in accordance with the financial policies adopted by the Board. Public Funds, as defined in ORS Chapter 338, shall be accounted for separately from other funds of the Corporation.

SECTION 9.3 CONTRACTS

All contracts for the Corporation shall be under the supervision of the Board and shall be handled in such manner and by such officers or agents of the Corporation as in accordance with policies adopted by the Board.

SECTION 9.4 AUTHORITY TO BIND CORPORATION

Unless the Board authorizes the execution of instruments as described in its policies, no director, officer, committee, employee or agent shall have the authority to bind the Corporation by any contract or instrument or pledge its credit or render it liable monetarily for any purpose or in any amount.

SECTION 9.5 BONDING

The Treasurer and persons handling funds for the Corporation may be bonded at Corporation expense, in such amounts and with such surety as shall be determined or approved by the Board, or the Board may authorize insurance coverage to cover losses that may occur.

SECTION 9.6 ANNUAL AUDIT

The Corporation shall have an annual audit of accounts of the public charter school prepared in accordance with the Municipal Audit Law, ORS section 297.405 to 297.555 and 297.990, and such audit shall be forwarded to the sponsoring school district, the State Board of Education and the Department of Education.

ARTICLE 10 - CORPORATE RECORDS AND REPORTS

SECTION 10.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office, or such other location as designated by the Board:

- Articles of Incorporation
- Bylaws as amended to date
- Minutes of all meetings of the Board in the manner described in Sections 5.4 and 6.1
- Books and records of all financial accounts as described under Article 9
- A list of the names and business or home addresses of its current Board
- Copies of the annual financial statements and annual audits (State and Federal) for the three most recent years
- Copies of the federal, state, and local tax records and reports for the three most recent years
- Copies of the most recent annual report delivered to the Secretary of State of Oregon
- Copies of federal and state tax exemption materials and any other document or information necessary to the maintenance and operation of the Corporation
- Copies of all public records as defined by ORS sections 192.410 to 192.505

SECTION 10.2 INSPECTION RIGHTS

Each director, or designated agent of such director, shall have the right during regular business hours to inspect, copy and make extracts of all books, records and documents of every kind and to inspect the physical properties of the Corporation.

The public has the right to inspect any public record of the Corporation in accordance with ORS sections 192.410 to 192.505 during the usual business hours of the Corporation. The Corporation shall adopt reasonable rules necessary for the protection of the records and to prevent interference with the duties of the Corporation.

ARTICLE 11 - AMENDMENTS OF GOVERNING DOCUMENTS

SECTION 11.1 AMENDMENT OF ARTICLES OF INCORPORATION

The Board by a majority vote of the directors in office may amend and/or restate the Articles of Incorporation provided that notice is given as described in Section 11.3 and such amendments and/or restatement is filed with the Office of the Secretary of State of the State of Oregon in accordance with the Oregon Nonprofit Corporations Act. (ORS sections 65.431-65.451)

SECTION 11.2 AMENDMENT OF BYLAWS

The Board by a majority vote of the directors in office may amend, restate and/or repeal these Bylaws, in whole or in part, provided that notice is given in accordance with Section 11.3.

SECTION 11.3 NOTICE

Notice shall be provided to the Board that states that a purpose of the meeting is to consider a proposed amendment and contain or be accompanied by a copy or summary of the amendment.

DRAFT

jnb 3/16/2016 10:41 PM

Comment [22]: Is this legally required? It might be a good idea. We should understand that it means the decision of what the change should be and the adoption of the change have to occur at separate meetings.

Zachary Dablow 10/24/2016 10:59 AM

Comment [23]: Not necessarily, see Section 4.2. A special meeting could be called to upon the end of a meeting, and if the person so calling the special meeting had a log for every board member to waive notice, the whole process, if planned slightly ahead of the meeting, could be handled in a "2 in 1" meeting, all within the confines of the Bylaws. That said, it would require unanimous waiver of the notice rights, which is a sufficient check to avoid immediate, surprise takeover through amendment of the governing documents.