

CROOK COUNTY EDUCATION FOUNDATION

BYLAWS

ARTICLE 1. Name

The name of this Corporation shall be Crook County Education Foundation. The business of the Corporation may be conducted as Crook County Education Foundation.

ARTICLE 2. Purpose and Powers of the Organization

a. Nonprofit Purpose

Crook County Education Foundation is intended to qualify as a tax-exempt nonprofit entity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and as a public benefit as defined under Oregon Revised Statutes, Chapter 65, as amended from time to time. The Crook County Education Foundation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

b. Specific Purpose

Crook County Education Foundation acquires financial resources to:

1. Support students, faculty, staff, and programs of Crook County School District and other educational organizations within Crook County in their efforts to enhance and improve educational opportunities through academics, arts, athletics, clubs, and other activities closely associated with Crook County School District.
2. Provide post-secondary support through scholarship assistance.
3. Expand or replace the property or equipment of Crook County School District.
4. Carry out other supportive activities for Crook County School District and other educational organizations within Crook County which may be described in any corporate document.

c. Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the Corporation's charitable purposes, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE 3. Membership

The Corporation shall have no members, and shall not issue any shares of capital stock.

ARTICLE 4. Board of Directors

a. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

b. Number, Tenure, and Qualifications.

1. The number of directors of the Corporation shall be not less than 5 nor more than 11. The Board is authorized to increase or decrease the number of directors serving by action of a majority of directors then serving, provided that no action to decrease the number of directors serving shall be effective other than at the end of a director's term of office.

2. Each director shall serve for a term of three years. The initial directors were classified as having a term of either 1 year, 2 years, or 3 years. As each director's term of office expires, that vacancy shall be filled for a new 3-year term.
3. Persons eligible to serve as a director shall include individuals who demonstrate an interest in supporting the Corporation's purposes.
4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held during the 11th month of the Corporation's fiscal year, at such time and place as determined by the directors, and with appropriate notice. The Board of Directors may provide, by resolution, the time and place, either within or without the state of Oregon, for the holding of additional regular meetings. The resolution shall set forth the notice for the meeting. In addition, the Board shall schedule quarterly meetings.
5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any five directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the state of Oregon, as the place for holding any special meeting of the Board of Directors called by them.
6. Notice. Notice of any special meeting shall be delivered at least 24 hours previously thereto and notice of any regular meeting shall be delivered at least three days previously thereto; all notices may be delivered either orally, by email, in person, or by telephone, or by written notice delivered or mailed to each director at the director's address. If mailed, such notice shall be deemed to be delivered on the day of deposit in the United States mail. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.
7. Quorum. The presence of a majority of current directors in office shall be necessary at any meeting to constitute a quorum to transact business.
8. Voting. All issues to be voted on, with the exception of the election of directors and officers, shall be decided by a simple majority of those present at the meeting in which the vote takes place.
9. Manner of Acting. Unless expressly provided otherwise in these Bylaws, the act of a majority of the current directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Directors shall be deemed to be present at a regular or special meeting at which all directors participating may simultaneously hear each other during the meeting, irrespective of whether or not they are present in the same location, as by a telephonic conference or other means.
10. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors. If there is only one remaining director, the remaining director may appoint the person or persons required to fill any vacancies. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.
11. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her/their dissent shall be entered into the minutes of the meeting or unless he/she/they shall fill his/her/their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action.
12. Removal. Any director of the Corporation may resign at any time by giving written notice to the Corporation, to the Board of Directors, or to the chair of the Board, or to the secretary of the

Corporation. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

13. Annual Election and Re-election of Directors. Directors shall be elected by the existing Board of Directors. Persons receiving a majority of votes for each vacancy shall be elected to that position.
- c. Each director is expected to attend all regular meetings and shall attend at least half of the regular meetings.
- d. A majority of the directors must consist of persons who reside in Crook County, Oregon.

ARTICLE 5. Officers

- a. Number. The officers of the Corporation shall be a chair, vice-chair, secretary, and treasurer, each of whom shall be elected by the Board of Directors. All officers must have the status of active members of the Board.
- b. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors or as soon thereafter as conveniently may be. Those officers elected shall serve a term of one year, commencing at the next meeting following the annual meeting. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified or until that officer's death or until the officer shall resign or shall have been removed in the manner hereinafter provided.
- c. Removal and Resignation. Any officer or agent elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds of the directors then serving whenever in its judgment the best interests of the Corporation would be served thereby. Any officer of the Corporation may resign at any time by giving written notice to the Corporation, to the Board of Directors, to the chair of the Board, or to the secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.
- d. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- e. Compensation. Directors shall not receive any compensation for their services as Directors.

ARTICLE 6. Duties of Officers

- a. Chair of the Board. The chair shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors. The chair shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise all of the business and affairs of the Corporation. The chair may sign, with the treasurer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Chair shall not vote on issues except in the case of a tie.
- b. Vice-Chair. In the absence of the chair or in the event of the chair's death, inability or refusal to act, the vice-chair shall perform the duties of the chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon by the chair. Any vice-chair shall perform duties as from time to time may be assigned to the vice-chair by the chair or by the Board of Directors.
- c. Secretary. The secretary shall keep or cause to be kept at the principal office, or such other place as the Board of Directors may order, a record of minutes of all meetings of the directors showing the time and place of the meeting, whether the meeting was regular or special, (and if a special meeting, how authorized), the notice given, the names of those present at directors' meetings and the proceedings thereof. In general, the secretary shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the chair or the Board of Directors.

- d. Treasurer. The treasurer shall be responsible for the funds of the Corporation, shall disburse them or cause them to be disbursed only on the checks of the Corporation signed in the manner authorized by the Board of Directors, shall deposit and withdraw, or oversee the deposit and withdrawal, of such funds in depositories as may be authorized by the Board of Directors, and shall keep or oversee the full and accurate accounting of receipts and disbursements in books maintained in the Corporation's principal office or the office of its agent. In general, the treasurer shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the chair or the Board of Directors.

ARTICLE 7. Contracts, Loans, Checks, and Deposits.

- a. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be in general or confined to specific instances.
- b. Loans to Corporation. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- c. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- d. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- e. Execution of Documents. The Board of Directors may, except as otherwise provided in these Bylaws, authorize any officer or agent of the Corporation to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, or unless inherent in the authority vested in the office under the provisions of these Bylaws, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.
- f. Loans. The Corporation shall not lend money to, nor guarantee the obligations of, any director, officer or employee of the Corporation.
- g. A financial audit or review will be performed by a qualified third-party accountant every year.

ARTICLE 8. Fiscal Year.

The fiscal year of the corporation shall begin July 1 and end June 30.

ARTICLE 9. Waiver of Notice – Form of Notice

- a. Waiver of Notice. Whenever any notice is required to be given to a director of the Corporation under the provisions of these Bylaws or under the provisions of the Oregon Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- b. Form of Notice. Whenever, under the provisions of the Oregon Nonprofit Corporation Act or these Bylaws, notice is required to be given to a director, it shall not be construed to mean only personal notice, but shall include notices as defined below.
- c. Director Notice. Required notice to a director may be given in writing by mail, email or facsimile, addressed to such director at the address as it appears on the records of the Corporation, or the last known business or residence address of the director, prepaid, and such notice if mailed shall be deemed to be given at the time

when the same shall be deposited in the United States mail (except as expressly provided for otherwise in paragraph 4.b.6), and if transmitted by email or facsimile shall be deemed to be given upon the earlier of personal receipt by the director or 24 hours following the completed transmittal.

ARTICLE 10. Amendments.

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a two-thirds majority of the directors of the Corporation.

The Articles of Incorporation may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by email or at least five days if delivered by mail. Any amendment to the Articles of Incorporation shall require the affirmative unanimous vote of an absolute majority of directors then in office.

ARTICLE 11. Indemnification of Directors and Officers.

- a. Directors and Officers. The Corporation shall indemnify to the fullest extent permitted by law, any person who is made, or threatened to be made, a party or witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit or proceeding by or the right of the Corporation) by reason of the fact that:
 - i. The person is or was a director or officer of the Corporation or any of its subsidiaries;
 - ii. The person is or was serving as a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation or any of its subsidiaries; or
 - iii. The person is or was serving, at the request of the Corporation or any of its subsidiaries, as a director of officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise.
- b. Employees and Other Agents. The Corporation may indemnify its employees and other agents to the fullest extent permitted by law.
- c. Advances of Expenses. The expenses incurred by a director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, investigative, or otherwise, which the director or officer is made or threatened to be made a party to or witness in, or is otherwise involved in, shall be paid by the Corporation in advance upon written request of the director or officer, if the director or officer:
 - i. Furnishes the Corporation a written affirmation of his/her/their good faith belief of his/her/their entitlement to be indemnified by the Corporation, and
 - ii. Furnishes the Corporation a written undertaking to repay such advance to the extent that it is ultimately determined by a court that he/she/they does not have entitlement to be indemnified by the Corporation. Such advances shall be made without regard to the person's ability to repay such expenses and without regard to the person's ultimate entitlement to indemnification under this or otherwise.
- d. Nonexclusivity of Rights. The rights conferred on any person by this Article 11 shall be in addition to any rights to which a person may otherwise be entitled under any articles of incorporation, bylaw, agreement, statute, policy of insurance, vote of Board of Directors, or otherwise.
- e. Survival of Rights. The rights conferred to any person by this Article 11 shall continue as to a person who has ceased to be a director, officer, or agent of the Corporation; and shall inure to the benefit of the heirs, executors and administrators of such person.

- f. Amendments. Any repeal of this Article 11 shall be prospective only and no repeal or modification of the Article 11 shall adversely affect any right or protection that is based upon this Article 11 and pertains to an act or omission that occurred prior to the time of such repeal or modification.

ARTICLE 12. Transactions Between Corporation, Interested Directors.

- a. Conflict of Interest. A transaction with the Corporation in which a director of the Corporation has a direct or indirect interest is not voidable by the Corporation solely because of the director's interest in the transaction if either (1) the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors, and the Board of Directors or committee authorized, approved or ratified the transaction; or (2) the transaction was fair to the Corporation. Authorization, approval or ratification occurs if a majority of the directors on the Board of Directors or on the committee, who have no direct or indirect interest in the transaction, vote to authorize.
- b. Disqualification. A director of the Corporation shall not be disqualified by the director's office from contracting with the Corporation as a vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Corporation in which any director is in any way interested be voided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the director so interested, although such director may be counted toward a quorum.

ARTICLE 13. Miscellaneous

- a. Information Action by Directors. Any action required by the Oregon Nonprofit Corporation Act to be taken at a meeting of directors or any other action which may be taken at a meeting of directors or any other action which may be taken at a meeting of the directors may be taken without a meeting if a consent in writing setting forth the action so taken be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such content shall have the same force and effect as the unanimous vote of such directors.
- b. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.
- c. Principal Office. The principal office of the Corporation in the State of Oregon shall be located in Prineville, Oregon. The Corporation may have such other offices in or out of the state of Oregon, as the Board of Directors may designate or as the business of the Corporation may require from time to time.
- d. Registered Office. The registered office of the Corporation required by the Oregon Nonprofit Corporation Act to be maintained in the state of Oregon may be, but need not be, identical with the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors upon compliance with the requirements of the Oregon Nonprofit Corporation Act for change of the registered office.

ARTICLE 14. Committees

The Board of Directors may establish special committees from time to time as they deem necessary for the effective management of the Corporation. In addition, there shall be the following standing committees, the members of which shall be appointed by the Board.

- i. Executive Committee. The Executive Committee shall have primary responsibility for the Corporation's day-to-day operations and shall consist of the chair, vice-chair, secretary, and treasurer.
- ii. Nominating Committee. The Nominating Committee shall present a slate of directors for election as vacancies occur. The Nominating Committee shall consist of three persons, all to be appointed by the Board.
- iii. Finance/Fund Development Committee. A Finance Committee may be established to plan finances and report on the budget status of the Corporation. The treasurer shall be its chair unless another member is appointed. A Fund Development Committee may be established to recommend ways of attracting new and

additional private, public and governmental support on a continuous basis. This shall include ways of maintaining a continuous and bona fide program for solicitation of funds from individuals, corporations, the general public, community, or membership groups of various types.

ARTICLE 15. Corporate Staff

The Board of Directors may hire and Executive Director who serves at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer or director may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as required by the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Article.

ADOPTED effective November 6, 2019.