

# OREGON SAFE SCHOOLS AND COMMUNITIES COALITION BYLAWS

## ARTICLE I: NAME

The name of this organization shall be the Oregon Safe Schools and Communities Coalition, hereinafter, OSSCC.

## ARTICLE II: OFFICE

The principal office for the transaction of the business of OSSCC shall be located in Multnomah County in the State of Oregon. The registered agent of OSSCC and registered office may be changed from time to time by the Board of Directors. Such changes shall be filed with the State Corporation Commissioner. OSSCC may have other such offices as determined from time to time by the Board.

## ARTICLE III: PURPOSE

OSSCC is organized exclusively for charitable and educational purposes. OSSCC seeks to create safe schools and communities where every family can belong, every educator can teach, and every child can learn regardless of actual or perceived sexual orientation or gender identity. The OSSCC believes that all youth deserve to feel safe and welcome in our schools and communities. We seek to achieve this mission in three ways:

1. Education,
2. Data Collection, and
3. Support Services.

## ARTICLE IV: PROHIBITED ACTIVITIES

No part of the net earnings of OSSCC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that OSSCC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III herein. No substantial part of the activities of OSSCC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and OSSCC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, OSSCC shall not carry on any other activities 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE V: MEMBERSHIP

This corporation shall have no "member" as that term is defined by Oregon Revised Statutes Chapter 65, but shall 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 VI: BOARD OF DIRECTORS

1. POWERS: The affairs of OSSCC shall be managed by the Board of Directors, hereinafter, the Board, and shall include the setting of policy and operating procedures.
2. NUMBER & QUALIFICATIONS: The Board shall consist of at least seven and no more than thirteen Directors, the exact number to be fixed by resolution of the Board from time to time.

3. TERM OF OFFICE: Each Director shall serve for a term of two years, beginning September 1. Initial Directors will serve staggered terms as determined by selecting lots.
4. ELECTION OF BOARD: Election of new members to the Board shall be held each year at the September Board meeting.
5. ELECTION OF OFFICERS: Election of the officers of the Board shall be held each year at the September Board meeting.
6. REGULAR MEETINGS: Regular meetings of the Board shall be held at the times and places designated by the Board. At least four meetings shall be held annually.
7. SPECIAL MEETINGS: Special meetings of the Board may be called by the Chair or by one-third of the Board. The purpose(s) of the meeting shall be specified in the notice announcing the meeting.
8. NOTICE: Written notice of the time, date and place of all regular and special meetings of the Board, including a tentative agenda, shall be sent by or at the direction of the Chair to all voting and participating members at least one week before the date set for the meeting.

VOTING: A quorum for a Board meeting shall consist of half the Directors plus one then in office. Each Director is entitled to one vote at all meetings of OSSCC. Members shall be allowed to attend Board meetings, but shall not be entitled to vote at these meetings. The Board may establish by resolution a process for input during decision-making to be used at all Board meetings prior to voting.

1. VACANCIES: Vacancies on the Board shall be filled by election by the Board and anyone so elected shall serve for the remainder of the unexpired term of her or his predecessor in office.
2. REMOVAL: Any Director may be removed from the Board, for cause, by a two-thirds vote of the members of the Board. Any Director whose removal has been proposed shall be given an opportunity to be heard at any meeting called for such purpose. A Director may be removed by a vote of the Board, if such Director has missed three (3) consecutive meetings of the Board.
3. COMPENSATION: A Director shall not receive compensation for service rendered to OSSCC as a member of the Board. However, any Director may be reimbursed for actual expenses incurred in the performance of duties. Moreover, a Director may be compensated for special professional services rendered to OSSCC, above and beyond the normal services of a Director, if such compensation is approved by a majority vote of the Board, prior to the rendering of the services, and such vote is taken when the Director to be compensated is not voting.

#### ARTICLE VIII: OFFICERS

1. OFFICERS ENUMERATED: The officers of OSSCC shall be a Chair, Vice Chair, Secretary, Treasurer and such other officers and assistant officers as may be deemed necessary by the Board, each of whom shall be elected by the Board at the annual June meeting, shall take office September 1 and shall serve until their successors are duly elected and qualified. An office may be held by two people simultaneously in which case each person is fully responsible for assuring that the duties of the office are carried out. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

1. CHAIR: The Chair shall preside at all meetings of OSSCC, be the chief executive officer of OSSCC, be responsible for notification of meetings and perform all duties incident thereto.
2. VICE CHAIR: The Vice Chair shall act as Chair in the absence or disability of the Chair and shall preside at meetings when directed by the Chair.
3. SECRETARY: The Recorder shall keep accurate minutes of all meetings of OSSCC, keep a record of correspondence and maintain a current list of members.
4. TREASURER: The Treasurer shall be responsible for all funds and securities of OSSCC, for reporting the financial condition of OSSCC to the Board and for performing all the duties incident to the office of Treasurer, including that all checks, drafts or orders for payment of

money, notes or other evidences of indebtedness issued in the name of OSSCC, shall be signed by such officer or officers, agent or agents of OSSCC and in such manner as shall from time to time be determined by resolution of the Board and that all funds of OSSCC shall be deposited on a regular basis to the credit of OSSCC in such banks, trust companies, or other depositories as the Board may select.

5. VACANCIES: Vacancies in any office arising from any cause may be filled by the Board at any regular or special meeting.
6. REMOVAL: Any officer may be removed from office, for cause, by the Board. Such officer must be given written notification of the reasons for such removal and be given the opportunity to respond in writing and orally at the meeting of the Board. Any officer may resign at any time, giving written notice to the Board, the Chair, or the Secretary. Such resignation shall take effect on the date of receipt of notice or any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

#### ARTICLE IX: COMMITTEES

The Board shall from time to time appoint such committees as deemed appropriate in carrying out its purposes.

#### ARTICLE X: ADMINISTRATIVE & FINANCIAL PROVISIONS

1. LOANS PROHIBITED: No loans shall be made by OSSCC to any officer or to any Director.
2. GIFTS: The Board may accept on behalf of OSSCC any contribution, gift, bequest or device for the general purposes or for any special purposes of OSSCC.
3. FISCAL YEAR: The fiscal year of OSSCC shall begin on the first day of September in any one year and end on the last day of August of the following year.

#### ARTICLE XI: ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by these Bylaws, or by the laws of the State of Oregon, to be taken at a meeting of the members or Directors of OSSCC may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

#### ARTICLE XII: INDEMNIFICATION

Each Director and officer now or hereafter serving OSSCC and her/his respective heirs, executors, and personal representatives may be indemnified by OSSCC against expenses actually and necessarily incurred by her/him in connection with the defense of any action, suit or proceeding in which s/he is made apart by reason of being or having been such Director or officer, except in relation to matters as to which s/he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the Board or members, or otherwise. Indemnification requires an affirmative vote of a majority of the Board.

#### ARTICLE XIII: AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the members at a special meeting at which a quorum is present, provided that the proposed amendments are submitted in writing to each member at least 30 days prior to the meeting at which the amendment(s) will be considered.

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