

By-Laws Of the Elkton Community Education Center, Inc.

Article I. Name

The Corporation shall be known as Elkton Community Education Center, Inc. Reference Herein shall be noted as "ECEC."

Article II. Purpose

This Corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose 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 1954 (or its corresponding future provisions.)

This Corporation's primary purpose shall be to provide the community with educational opportunities that are not provided in the local schools.

Article III. Nonmembership

This corporation shall have no members.

Article IV. 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 a minimum of 7.

Section 3. Term and Election

The term of office for Directors shall be two years. A Director may be reelected. The Board shall elect its own members, except that a Director shall not vote on that member's own position.

Section 4. Removal

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 5. Vacancies

Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. Quorum and Action

A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. In the event that all student representatives are absent from a board meeting (for example, during school activities) the definition of a quorum will shift for that meeting to include a majority of the remaining board members. If a quorum is present, action is taken by a majority vote of the directors present, except as provided otherwise by these by-laws. Where the law requires a majority vote of the directors in office to establish committees to 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 7. Regular Meetings

Regular meetings of the Board of Directors shall be held monthly.

Section 8. 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 or by email not less than two days prior to the special meeting.

Section 9. Meeting by Telephone

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.

Section 10. No Salary

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses relating to Board service.

Section 11. Action by Consent

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Section 12. Conflict of Interest

Any Director with a conflict of interest shall abstain from voting on that matter which represents a conflict of interest for that Director.

Article V. Committees

Section 1. Executive Committee

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. Other Committees

The Board of Directors may establish such committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions

Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, of all Directors in office at that time.

Section 4. Quorum and Action

A quorum at a Committee meeting exercising Board Functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. Limitation on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, by-laws, or any resolution by the Board of Directors.

Article VI. Officers

Section 1. Titles

The officers of this corporation shall be the President and Secretary.

Section 2. Election

The Board of Directors shall elect the President and Secretary to serve one-year terms. An officer may be reelected without limitations on the number of terms the officer may serve.

Section 3. 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 4. 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, including but not limited to the following:

1. Convene and preside at all ECEC Executive Board and Board meetings
2. Schedule meetings consistent with needs
3. Appoint committees as necessary
4. Approve ECEC disbursement policies with Board approval
5. Be responsible for the supervision and coordination of committees
6. Approve financial expenditures

Section 5. Secretary

The Secretary shall have overall responsibility for all record keeping and all corporate funds. The Secretary shall perform, or cause to be performed, the following duties:

1. Official recording of the minutes of all proceedings of the Board of Directors meetings and actions
2. Provision for notice of all meetings of the Board of Directors
3. Authentication of the records of the Corporation
4. Any other duties as may be prescribed by the Board of Directors

And the Board may designate a position of Treasurer, who may or may not be a Board member, and may name an Interim Treasurer. The Treasurer or Interim Treasurer shall perform, or cause to be performed, the following duties:

1. Keeping of full and accurate accounts of all financial records of the Corporation
2. Deposit of all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors
3. Disbursement of all funds when proper to do so
4. Making financial reports as to the financial condition of the Corporation to the Board of Directors

Article VII. Corporate Indemnity

This Corporation will indemnify its Officers and Directors to the fullest extent allowed by Oregon law.

Article VIII. Notice of Nondiscrimination Policy

ECEC is committed to an inclusive environment and does not discriminate on the basis of race/color, ethnicity, national origin, gender, sexual orientation, disability or religious affiliation in the administration of its employment, programs and activities. ECEC will adhere to all legally mandated nondiscrimination laws and may adopt additional policies and procedures as needed to guide organizational practices.

Article IX. Amendments to By-laws

These by-laws may be amended or repealed, and new by-laws adopted, by the Board of Directors by a majority vote of the directors present, if a quorum is present. 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 notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the by-laws and shall contain a copy of the proposed amendment.

Date adopted: August 26, 1999

Amended in 2005, 2008, 2014, 2020