

## BYLAWS

### Springwater Environmental Sciences School, Inc. Drafted April 2006

#### ARTICLE 1

##### Name, Location and Purpose

Section 1: The name of this school shall be Springwater Environmental Sciences School, which will be located at 16491 S. Springwater Rd., Oregon City, Oregon 97045.

Section 2: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The specific objectives and purposes of this corporation shall be to operate a public charter school with an emphasis in environmental science.

Section 3: Springwater Environmental Sciences School may also be known as Springwater.

Section 4: Mission Statement: The mission of Springwater is to integrate the sciences throughout the academic core curriculum in a nurturing environment created and maintained by a high level of parent and community involvement.

#### ARTICLE II

##### Nonmembership

This corporation shall have no members.

#### ARTICLE III

##### Board Members

Section 1: The school shall be governed by a volunteer Board of Trustees consisting of not less than seven (7) voting individuals and not more than nine (9) voting individuals, including a Board Chair. The Board may establish committees on an as-needed basis.

Section 2: Elections of Board Members

A. The Chair will distribute and collect Interest/Nomination forms to the Springwater community in February of each school year.

- B. New board members shall be elected annually by a majority vote of existing board members, except that a board member shall not vote on that member's own position. Board members' tenure shall begin in July.
- C. Board members shall serve for a minimum of one (1) year and no more than five (5) consecutive years.

Section 3: Board members of this non-profit tax-exempt corporation shall serve without compensation unless employed in a professional capacity. Board members shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 4: A signed proxy shall be permitted at any board meeting after prior notification to the Chair.

Section 5: Any board member may be removed, with or without cause, by a two-thirds vote of the board members then in office.

Section 6: Subject to the laws of the state of Oregon, or as may be prescribed by the bylaws, the board shall have the power to conduct, manage and control the affairs of Springwater. The board shall have the power to:

- A. Determine program governance, policy, and long-range planning;
- B. Maintain the school vision;
- C. Create long-range and short-term financial goals;
  - 1. Recruit students and ensure minimum enrollment;
  - 2. Hire and fire all staff;
  - 3. Evaluate and review the principal's goals and performance on an annual basis;
  - 4. Approve and oversee the administration of the annual budget;
  - 5. Monitor and review financial statements on a regular basis;
  - 6. Organize and participate in community-building and fundraising events;
  - 7. Assure proper conduct in the business affairs of Springwater, including fiscal responsibility, fundraising, and auditing;
  - 8. Act as a liaison between the school and the community at large, as well as the Oregon City School District.

Section 7: Any mid-year board vacancy shall be filled by appointment of the Chair, subject to a majority vote of the board.

Section 8: A quorum for transaction of business by the board shall consist of a simple majority of voting members of the constituted board.

Section 9: The board shall determine the day, time, and place of the monthly board meetings prior to the commencement of the September meeting each year. In addition, the Board may convene work sessions, closed to the public, for the sole purpose of allowing the

Board to receive and discuss information. Meetings shall be conducted in accordance with the Public Meetings Law.

Section 10: Any regular or special meeting of the Board may be conducted through use of any means of communication by which all board members participating may simultaneously hear each other during the meeting.

Section 11: No board member shall be liable to Springwater for monetary damages for conduct as a board member provided that this provision shall not eliminate or limit the liability of a board member for:

9. Any breach of the board member's duty to Springwater;
1. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
2. Any unlawful distribution of Springwater assets, unless the board member in assenting to the unlawful distribution acted in good faith, with the care a reasonable person in a like position would exercise;
3. Any transaction from which the board member derived an improper personal benefit.

Section 12: Special meetings may be called by the Chair, in accordance with the Public Meetings Law.

Section 13: Minutes of all board meetings shall be generated and maintained.

Section 14: No staff member shall serve as a voting member of the board.

#### **ARTICLE IV Officers**

Section 1: The officers of this corporation shall be President and Secretary. All officers of this corporation must be members of the Board of Directors. The President shall act as the Chair of the Board and shall be the chief officer of the corporation, as well as have any other powers and duties as may be prescribed by the Board. The Secretary shall have overall responsibility for all recordkeeping, including the preparation of meeting minutes.

Section 2: The Board shall elect the officers to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3: A vacancy in any office shall be filled not later than the first regular meeting of the Board following the vacancy.

Section 4: The Board may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their officers for such terms and have such authority to perform such duties as shall be determined by the Board.

**ARTICLE V**  
**Building Principal**

Section 1: The principal shall be hired or fired by a majority vote of the board. Compensation for the principal shall be determined by the Board. A contract shall determine the conditions, benefits, and term of employment.

Section 2: The principal shall be responsible for implementing the policies and planning as established by the Board. The principal's responsibilities include, but are not limited to:

4. Administering the daily operations of the school;
1. Leadership in implementing the school's mission statement;
2. Providing input to the board on long-range and short-term financial goals;
3. Recruiting, supervising, evaluating, and disciplining all staff members;
4. Developing annual budgets to submit for board approval;
5. Implementing the board-approved budget;
6. Crisis management and student discipline;
7. Recommendations to the Board for staff hiring and termination;
8. Managing attendance records;
9. Managing testing requirements.

Section 3: The principal shall be an ex officio nonvoting Board member and shall present to the board at its monthly meetings a report as to the state of the school.

**ARTICLE VI**  
**Enrollment**

Section 1: The Board will establish the enrollment period(s) for each school year no later than December 1 of that school year.

Section 2: Springwater shall comply with all federal and state constitutional provisions which prohibit discrimination on the basis of disability, race, color, gender, national origin, marital status, and sexual orientation.

Section 3: In the event that the number of students who apply to Springwater exceeds the number of available slots, an equitable lottery will be used to select students. The board will assign an identification number to each family applying for enrollment. Numbers will be selected at random in an open public meeting. When all slots have been filled, numbers will continue to be drawn until a waiting list of ten percent additional students is reached. Families on the waiting list will be notified, in order, when a slot becomes available. Other aspects of student selection will conform to ORS 338.015 and any waivers applied for and received by the State Board of Education

**ARTICLE VII**

## **Execution of Instruments, Deposits, and Funds**

Section 1: The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation 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 general or confined to specific instances. Unless so authorized, no officer, agent, or employee 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 monetarily for any purpose or in any amount.

Section 2: Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Board Chair.

Section 3: All funds of the corporation 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.

Section 4: The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **ARTICLE VIII Corporate Records**

Section 1: The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A copy of the corporation's articles of incorporation and bylaws as amended to date.

## **ARTICLE IX Procurement and Conflict of Interest**

Section 1: When the Charter School board makes decisions involving the expenditure of Federal and State Funds, it must keep accurate minutes of meetings including attendance at meetings, motions, and voting results. All motions involving the spending of more than \$1,000 must be heard by a quorum of the Board to be considered official. The

Board may delegate the spending of funds less than \$1,000 to an individual Board member, the building principal, or another individual.

Section 2: A transaction in which a Board member has a conflict of interest may be authorized, approved or ratified if it receives the affirmative vote of a majority of the members on the Board who have no direct or indirect interest in the transaction provided:

- (a) The material facts of the transaction and the director's interest are disclosed or known to the Board or committee of the Board; and
- (b) The board member(s) involved has recused him or herself;

The presence of a board member with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section.

## **ARTICLE X**

### **IRC 501(c)(3) Tax Exemption Provisions**

Section 1: No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE XI**

### **Amendments**

These bylaws may be amended or new articles or sections added by a vote of two-thirds of the Board. If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of the school or the charter contract, the Articles and charter will govern. Should any of the provisions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions shall be unaffected.

## **ARTICLE XII Fiscal Year**

Section 1: The fiscal year of the school shall commence on the first day of July of each year and end on the last day of June of the succeeding year.

Section 2: At each monthly board meeting, financial reviews will be produced and distributed to each board member.

Section 3: Springwater shall publish an annual report at the end of each fiscal year.

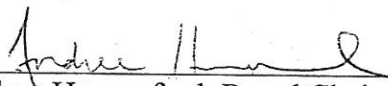
## **ARTICLE XIII Indemnification**

Section 1: Springwater shall indemnify, to the fullest extent provided in the Oregon Non-Profit Corporation Act, the board member who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of Springwater) by reason of or arising from the fact that he/she is or was a board member. The determination and authorization of indemnification shall be made as provided in the Act.

Section 2: The board may authorize payment or reimbursement for the reasonable expenses incurred by a board member who is a party to a proceeding in advance of final disposition of the proceeding, as provided by the Act.

Section 3: The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

DATE ADOPTED: April 15, 2006.

  
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Andrea Hungerford, Board Chair