

**BYLAWS**  
**OF**  
**OREGON CHRISTIAN EDUCATION COALITION**

**SECTION 1    PURPOSE**

Oregon Christian Education Coalition (OCEC, the association) is a nonprofit mutual benefit corporation organized and operated to engage in any lawful activity permitted by Section 501(c)(6) of the Internal Revenue Code. The purpose of OCEC is to promote, protect, advance, and advocate for Oregon Christian Education Institutions and their allied partners.

**SECTION 2    MEMBERS**

**2.1    Membership Qualifications.** Membership in OCEC may be granted to a Christian education institution that: (i) operates in the State of Oregon; (ii) meets the criteria set forth in a category of membership in OCEC as determined by the Board of Directors from time to time; (iii) shares interest in and supports the purposes of OCEC; (iv) abides by these bylaws and other such policies, rules, and regulations as OCEC may adopt; and (v) meets such additional criteria established by the OCEC board of directors. Except as otherwise provided by resolution of the board of directors, admission of members shall be made by the Executive Committee of the Board of Directors upon a determination that the member meets the qualifications established for membership as set forth in these bylaws.

**2.2    Official Representatives.** Each member shall appoint one or more official representatives, who shall have the power to act on behalf of such member without further showing of authority, and all actions taken by such representatives shall be binding upon the appointing member. The names of the representatives shall be filed with the secretary of the association and may be changed from time to time by filing new designations of representatives.

**2.3    Dues and Assessments.** Dues payable by members shall be established by the board of directors in such amount and on such terms as the board of directors may determine. The board of directors also may levy assessments to be paid by members from time to time to cover reasonable expenses incurred or expected to be incurred by the association in excess of its then current reserves.

**2.4    Resignation.** A member may resign at any time by delivering written notice to the chair or secretary, but such resignation shall not relieve the resigning member from the payment of dues or assessments already levied or otherwise committed by that member. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the members.

2.5 **Termination, Expulsion or Suspension.** A member may be expelled or suspended, and membership in the association be terminated or suspended, by vote of three-quarters of the full board of directors.

2.6 **Transfer of Membership.** Membership in the association is not transferrable or assignable.

### **SECTION 3 MEETINGS OF MEMBERS**

3.1 **Annual Meetings.** An annual meeting of members shall be held on a day each year specified by the board of directors. Failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. At the annual meeting, the chair, and any other officer or person whom the chair may designate, shall report on the activities and financial condition of the association, the members shall elect directors, and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of ORS 65.214.

3.2 **Special Meetings.** A special meeting of members shall be held upon the call of the board of directors or if 30 percent of the voting members deliver to the secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

3.3 **Place of Meetings.** Meetings of the members shall be held at any place in or out of Oregon designated by the board of directors. If a meeting place is not designated by the board of directors, the meeting shall be held at the association's principal office.

3.4 **Participation.** The members may permit any or all of the members to participate in an annual or special meeting, or conduct the meetings through, the use of any means of communication by which each member participating in the meeting can communicate with all of the other members concurrently. A member participating in the meeting by this means is deemed to be present in person at the meeting.

3.5 **Proxies.** Every member entitled to vote or to execute any waiver or consent may do so either by its official representative or by written proxy duly executed and filed with the secretary. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

3.6 **Action Without Meeting.** Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by all members entitled to vote on the matter. The action shall be evidenced by one or more written consents describing the action taken, signed by each member, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last member entitled to vote on the matter signs the consent, unless the consent specifies an earlier or later effective date. For purposes of this section, an affirmative email sent by a member is

response to a written consent is deemed to be a writing by the member. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**3.7 Notice of Meetings.** The association shall notify its members of the place, date and time of each annual and special meeting of members no fewer than 30 days in advance. Notice shall be given by email, fax or mail to each member entitled to vote at the meeting at the member's last contact information as set forth in the corporate records. Notice of an annual meeting shall include a description of any matter or matters which must be approved by members. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

**3.8 Waiver of Notice.** A member may, at any time, waive any notice required by these bylaws. A member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting, or promptly upon the member's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the member entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

**3.9 Record Date.** The record date to determine the members entitled to notice of a members' meeting, or to vote or take any other lawful action, shall be as follows:

(a) The record date to determine the members entitled to a notice of a members' meeting shall be 30 days before the day in which first notice is mailed or otherwise transmitted to members in accordance with ORS 65.034, or if notice is waived, then 30 days preceding the day on which the meeting is held;

(b) The record date to determine the members entitled to demand a special meeting is the date the first member signs the demand;

(c) The record date to determine the members to take action without a meeting shall be the date the first member signs the consent to such action;

(d) The record date to determine the members entitled to vote at a members' meeting shall be 30 days before the date of the meeting;

(e) The record date to determine the members entitled to exercise any rights in respect of any other lawful action shall be the day on which the board of directors adopts the resolution relating thereto, or the 60<sup>th</sup> day prior to the date of such other action, whichever is later.

**3.10 Quorum and Voting.** A quorum of the members shall consist of a majority of the number of voting members immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of members.

## SECTION 4     **DIRECTORS**

4.1     **Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the association managed under the direction of, a board of directors.

4.2     **Qualifications.** All directors must be individuals 18 years of age or older. Directors need not be residents or citizens of the State of Oregon or of the United States of America. Directors must be employees, officers or directors of voting members.

4.3     **Number.** The board of directors shall consist of not fewer than 5 nor more than 15 persons. The number of directors may be fixed or changed periodically, within the minimum and maximum by the members.

4.4     **Election.** The secretary, or his or her designee, shall facilitate the board of directors elections process according to written policies and procedures established by the board of directors. The secretary shall solicit nominations from members and shall maintain a full listing of all nominations received. Directors shall be elected at the annual meeting of the members.

4.5     **Tenure of Office.** Directors shall serve for terms of two years except that the initial term of any director may be one year or two years, to the end that in no year will the terms of more than one-half plus one of the directors expire. Directors may, if reelected, serve any number of consecutive terms. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors.

4.6     **Composition of Board of Directors.** No two directors shall be employed by a single education institution or other legal entity. Upon the termination of membership of a member, then any director employed by such member will no longer be qualified to serve as a director and shall be deemed to have immediately resigned. Upon termination of a director's relationship as an employee, officer, or director of the member, such director shall no longer be qualified to serve as a director and shall be deemed to have immediately resigned.

4.7     **Vacancies.** A vacancy in the board of directors shall exist upon the death, resignation, or removal of any director. A vacancy in the board of directors may be filled by the board of directors or the members at any meeting. Each director so appointed or elected shall hold office for the balance of the unexpired term of his or her predecessor. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be appointed or elected to take office when the resignation becomes effective.

4.8     **Resignation.** A director may resign at any time by delivering written notice to the chair or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

4.9     **Removal.** A director may be removed at any time, with or without cause, by vote of two-thirds of the members, or by vote of two-thirds of the directors then in office.

4.10 **Meetings.** An annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of members. If the time and place of any other directors' meeting is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. The board of directors may hold annual, regular or special meetings in or out of the State of Oregon.

4.11 **Participation.** The board of directors may permit any or all of the directors to participate in a regular or special meetings by, or conduct the meeting through, use of any means of communication by which all directors participating in the meeting can communicate with all of the other directors concurrently. A director participating in the meeting a meeting by this means is deemed to be present in person at the meeting.

4.12 **Action Without Meeting.** Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. For purposes of this section, an affirmative email sent by a director in response to a written consent is deemed to be a writing by the director. A consent under this section has the effect of a meeting vote and may be described as such in any document.

4.13 **Call and Notice of Meetings.** The annual meeting and regular meetings of the board of directors may be held without further notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least 48 hours' notice, if given by first-class mail, or 24 hours' notice, if delivered personally or given by telephone, email, or fax, to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The chair or one-third of the directors then in office may call and give notice of a meeting of the board.

4.14 **Waiver of Notice.** A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

4.15 **Quorum and Voting.** A quorum of the board of directors shall consist of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

4.16 **Presumption of Assent.** A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the association immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

4.17 **Executive Committee.** The board of directors shall have an Executive Committee. The Executive Committee shall be composed of the chair, vice chair, secretary, and treasurer. The chair shall preside at the Executive Committee meetings. Between meetings of the board of directors, the Executive Committee shall have and exercise all the authority of the board of directors in the management of affairs of the association, except as limited by Section 4.18. At least 24 hours' notice shall be required to convene a meeting of the Executive Committee.

4.18 **Board Committees.** The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more directors who serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors; provided, however, that no committee of the board of directors may:

(a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the association's purposes;

(b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the association's assets;

(c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or

(d) Adopt, amend, or repeal the articles of incorporation or bylaws.

4.19 **Advisory Committees.** The board of directors may create one or more advisory committees. Members of these committees need not be members of the board of directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

4.20 **Compensation.** Directors shall not be compensated for service in their capacity as directors. Directors and members of committees may receive reimbursement of such expenses as may be determined by resolution of the board of directors to be just and reasonable.

4.21 **Director Conflict of Interest.** A conflict of interest transaction is a transaction with OCEC in which a director of OCEC has a direct or indirect interest, as defined in ORS 65.361. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to OCEC at the time it was entered into or is approved either (a) in advance by the vote of the board of directors or a committee of the board of directors by the affirmative vote of a majority of the directors on the board of directors or the committee who have no direct or indirect interest in the transaction if the material facts of the transaction of the directors' interest are disclosed or known to the board of directors or committee of the board of directors or (b) by the members if the material facts of the transaction and the director's interest are disclosed or known to the members and they authorize, approve or ratify the transaction. For purposes of this section, a director of OCEC 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 as a party to the transaction or (b) another entity in 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 of directors of OCEC. A transaction may not be authorized, approved or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section.

## **SECTION 5 OFFICERS**

5.1 **Designation; Appointment.** The board shall elect the following officers from among the directors: a chair, a secretary, and a treasurer. The officers of the association may also include such other officers as the board of directors shall from time to time appoint, including an executive director. The officers shall be appointed by, and hold office at the pleasure of, the board of directors. The same individual may simultaneously hold more than one office.

### **5.2 Compensation and Term of Office.**

(a) Officers shall be elected by the board of directors at the annual meeting of the association for a term of one (1) year (or such other term as the board may provide), unless sooner removed by the board.

(b) Any officer may be removed, either with or without cause, at any time by action of the board of directors.

(c) An officer may resign at any time by delivering notice to the board of directors, the chair, or the secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the association accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

5.3 **Chair.** The chair shall preside at meetings of the board of directors shall serve as chair of the Executive Committee, shall assure that the board of directors is advised on all significant matters of the association's business, shall act as a principal spokesperson and representative of OBC, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

5.4 **Vice Chair.** The vice chair shall preside at meetings of the board of directors shall serve as chair of the Executive Committee in the absence of the chair and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

5.5 **Secretary.** The secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of the association. 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 book of minutes of all meetings of directors. The secretary also shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

5.6 **Treasurer.** The treasurer shall be the chief financial officer of the association and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the association. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the association with such depositories as may be designated by the board of directors, shall disburse or cause to be disbursed funds of the association as may be ordered by the board of directors, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

5.7 **Assistants.** The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Such assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform such duties as are prescribed by the board of directors.

5.8 **Executive Director.** The board of directors may hire and assign duties to an Executive Director, subject to the control of the board, for general supervision, direction, and day-to-day management of the business and affairs of the association, with the executive powers and duties of management usually vested in the office of president of a corporation. The Executive Director shall be assigned other duties and given such compensation as the board may determine in its discretion and shall serve at the pleasure of the board, with due consideration to any contract entered into by the Executive Director and OCEC, as approved by the board. The



Executive Director need not be affiliated with a member and shall not be considered a member of the board.

## **SECTION 6      GENERAL PROVISIONS**

6.1      **Amendment of Bylaws.** The board of directors may amend the bylaws by two-third vote of the entire board of directors. Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

6.2      **Inspection of Books and Records.** All books, records, and accounts of the association shall be open to inspection by the directors in the manner and to the extent required by law.

6.3      **Checks, Drafts, Etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the association shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.

6.4      **Deposits.** All funds of the association not otherwise employed shall be deposited to the credit of the association in those banks, trust companies or other depositories as the board of directors or officers of the association designated by the board of directors select or be invested as authorized by the board of directors.

6.5      **Loans or Guarantees.** The association shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. The association shall not make a loan to or guarantee an obligation of a director of the association except as permitted by ORS 65.264(2).

6.6      **Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the association. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

6.7      **Insurance.** The association may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the association, or who, while a director, officer, employee, or agent of the association, is or was serving at the request of the association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the association may not purchase or maintain such insurance to indemnify any director, officer, or agent of the association in connection with any proceeding

charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

6.8 **Fiscal Year.** The fiscal year of the association shall begin on the first day of January and end on the last day of December in each year.

6.9 **Severability.** A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

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The foregoing bylaws were duly adopted by the board of directors of Oregon Christian Schools Coalition.

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Secretary