Bylaws: Eddyville Charter School Board of Directors

Eddyville, Oregon

Revised: 11/18/26

ARTICLE I: Name and Incorporation

Section 1. Name

The name of the organization shall be **Eddyville Charter School** (the "School" or "Corporation"), a non-member corporation.

Section 2. Purpose

The School is organized exclusively for educational and charitable purposes under Section 501(c)(3) of the Internal Revenue Code. Its purpose is to operate a public charter school authorized under the laws of the State of Oregon, and to provide high-quality education to students as stated in its charter agreement with Lincoln County School District.

Section 3. Private Inurement Prohibited

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, employee, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in these Bylaws and the Articles of Incorporation.

Section 4. Statute and Code

The Corporation shall operate in accordance with all applicable federal and Oregon laws governing public charter schools, nonprofit corporations, public meetings, public records, and tax-exempt organizations.

Section 5. Non-discrimination

The Corporation shall not discriminate on the basis of race, religion, national origin, gender, or age in either the hiring and other employment practices of the school or in its admission policies for students. Student admission and enrollment shall be conducted in accordance with applicable Oregon charter school statutes, the Charter Agreement, and Board-adopted policies governing student enrollment and admissions. The Corporation shall conduct all of its activities in accordance with all applicable local, state, and federal anti-discrimination laws, as well as in accordance with all other laws and regulations applicable to the operation of charter public schools in the State of Oregon.

Section 6. Conflict of Interest

Directors shall comply with all applicable Oregon ethics laws, the Oregon Nonprofit Corporation Act, and the Board-adopted Conflict of Interest Policy. Directors shall disclose actual or potential conflicts of interest and abstain from discussion or voting on matters as required by law and Board policy.

Section 7. Non-Membership

The corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65 but may have members for other purposes. These members shall have none of the rights or duties described in OR 65 (or any correspondence future statute).

ARTICLE II: Board of Directors

Section 1. Authority and Responsibility

The Board of Directors ("the Board") is the governing body of the School and has the authority and responsibility for the supervision, control, and direction of the School's affairs, consistent with its Charter Agreement and applicable law.

The Board shall:

- Establish the strategic direction and governance of the School.
- Adopt policies necessary for the operation and oversight of the School.
- Employ, support, supervise, and annually evaluate the Superintendent.
- Provide fiduciary oversight of the School's financial resources.
- Review and approve long-range capital improvement plans, facility master planning, and major capital projects.
- Monitor organizational, financial, and academic performance consistent with the Charter Agreement.
- Ensure compliance with applicable federal and state laws and the School's Charter Agreement.

Section 2. Number

The Board shall consist of seven (7) Directors. Directors shall have a demonstrated interest in education, governance, or community service. At least one Director shall be a parent or guardian of a student currently enrolled in the School. The positions will be identified as numbers 1-7.

Section 3. Qualifications

All Directors shall be committed to the mission of the organization and shall have demonstrated interest in education, governance, or community service. Directors shall meet any qualifications required by applicable Oregon law and Board policy.

Section 4. Terms and Term Limits

Directors shall serve three-year terms and may be re-elected. Director terms shall be staggered to promote continuity of governance. The Board shall maintain two classes of Directors, with one class of three (3) Directors and one class of four (4) Directors serving alternating three-year terms.

Section 5. Election

A. Board Member Recruitment

The Board shall adopt and maintain Board Member Recruitment, Election, and Orientation Procedures as part of the Governance Continuity System described in Article X. These procedures shall establish a consistent and transparent process for recruiting qualified candidates, providing public notice of Board vacancies, accepting applications, evaluating prospective candidates, conducting interviews as appropriate, electing or appointing Directors, administering the Oath of Office, and providing orientation for newly elected or appointed Directors.

B. Regular Elections
Directors elected to full three-year terms shall be elected by majority vote of the members of the public present at a public Board meeting held in June of the applicable year. Directors elected to new terms shall assume office on July 1 and shall be sworn in at the first Board meeting of the new fiscal year.

C. Vacancies and Unexpired Terms
Any vacancy occurring on the Board before the expiration of a Director's term shall be filled using the Board's adopted Board Member Recruitment, Election, and Orientation Procedures, unless a majority of the Board determines that an expedited process is necessary and permitted by applicable law. A Director elected to fill a vacancy shall assume office immediately upon election and, if present, shall be sworn in at that meeting. The Director shall serve the remainder of the unexpired term.

Section 6. Resignation and Removal
A. Resignation
A Director may resign by submitting written notice to the Chair or Vice Chair of the Board.

B. Removal
A Director may be removed for cause at a public meeting of the Board by an affirmative vote of two-thirds (2/3) of the remaining Board of Directors. Directors being considered for removal shall receive at least two (2) weeks' notice of the proposed action and shall have the opportunity to address the Board regarding the proposed action prior to any vote on such removal.

ARTICLE III: Officers

Section 1. Titles
A. Elected Officers
The elected Officers of the Board shall be:

- Chair
- Vice Chair

B. President, Secretary and Treasurer
For purposes of compliance with applicable nonprofit corporation law, federal tax-exempt requirements, and required corporate filings (collectively referred to as “Executive Officers”):

- The Board Chair shall serve as the President and Treasurer of the Corporation.
- The Board Vice Chair shall serve as the Secretary of the Corporation.

C. Registered Agent
The Superintendent shall serve as the Registered Agent of the Corporation unless otherwise designated by action of the Board.

D. Additional Officer Positions
The Board may establish additional Officer positions as determined necessary. No Director may simultaneously hold more than one elected Officer position or more than two Executive Officer positions.

E. Duties and Responsibilities
The duties and responsibilities of each Officer and Executive Officer position shall be documented within the Governance Companion Guide maintained as part of the Governance Continuity System described in Article X of these Bylaws.

Section 2. Officer Election and Terms
Officers shall be nominated from among the Directors and elected annually by an affirmative vote of two-thirds (2/3) of the Directors at the first public Board meeting following the beginning of the new fiscal year in July. Directors elected to Officer positions may serve no more than three (3) consecutive one-year terms in the same elected office. After a break in service of at least one (1) year from that office, a Director may again be elected to serve in the same Officer position, unless otherwise authorized by a two-thirds (2/3) vote of the Board.

Section 3. Duties of Officers and Executive Officers
A. Chair / President
The Chair shall be the principal executive officer of the Corporation and the Chairman of the Board of Directors. Subject to the control of the Board, the Chair shall in general supervise and control all of the business and affairs of the Corporation. The Chair shall, when present, preside at all meetings of the Board. The Chair may sign, with the Vice Chair or any other proper officer of the Corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board 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; and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

B. Vice Chair
In the absence of the Chair or in the event of his/her death, inability or refusal to act, the Vice Chair (or in the event there shall be more than one Vice Chair, the Vice Chair in the order designated at the time of their appointment, or in the absence of any designation then in the order of their appointment) 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 the Chair; and shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board.

C. Secretary
The Secretary shall: (a) prepare the minutes of the Board's meetings and keep them in one or more books provided for that purpose; (b) authenticate such records of the Corporation as shall from time to time be required; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be custodian of the corporate records and of the seal of the Corporation, if any, and see that the seal of the Corporation, if any, is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (e) keep a register of the post office address of each Director; and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair or the Board. The Vice Chair, serving as Secretary, shall act as liaison to the Superintendent-appointed Board Clerk regarding the clerical and administrative duties associated with the office of Secretary, as delegated by the Board.

D. Treasurer

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties, in such sum and with such surety or securities as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board. The Treasurer shall act as liaison to the Superintendent and appropriate School staff regarding the financial and administrative duties associated with the office of Treasurer.

E. Officer Responsibilities

Additional duties, responsibilities, and expectations for Board Officers shall be documented within the Governance Companion Guide maintained as part of the Governance Continuity System described in Article X of these Bylaws. Service as a Director of the Eddyville Charter School Board of Directors is voluntary and shall be provided without compensation.

Section 4. Administrative Support

A. Superintendent

The Superintendent shall be the executive director of the Corporation and principal of the School. The Superintendent may be retained as an independent contractor or an employee by the Board of Directors and shall be responsible to the Board. The Board shall supervise and otherwise direct the activities of the Superintendent. The Superintendent shall be a member of all committees appointed by the Chair but without a vote. The Board shall prescribe the duties and responsibility of the Superintendent. In the event the Superintendent is also a member of the Board, this section shall not limit the Superintendent's right to fully participate in the governance of the Corporation as a member of the Board including but not limited to the right to vote and serve on committees of the Board.

B. Board Clerk

The Board Clerk is a staff position designated by the Superintendent to provide administrative support to the Board and to assist with the clerical and administrative duties associated with the office of Secretary, including preparing agendas, maintaining official Board records, recording meeting minutes, issuing meeting notices, maintaining governance records, and performing other administrative duties as assigned. The Board Clerk acts in support of the Board Vice Chair, serving as Secretary, in carrying out these clerical and administrative duties. The Board Clerk is not an elected Officer of the Board or an Executive Officer of the Corporation.

Section 5. Officer Vacancies, Resignation, and Removal

A. Resignation

An Officer may resign from an Officer position by providing written notice to the Board. Resignation from an Officer position does not constitute resignation from the Board unless expressly stated by the Director.

B. Officer Vacancies

If the office of Chair becomes vacant before the expiration of the Officer's term, the Vice Chair shall first be offered the opportunity to serve as Chair for the remainder of the term. If the Vice Chair declines, the Board

shall elect a new Chair at the next regular or special meeting. Until the election is held, the Vice Chair shall serve as Acting Chair.

If the office of Vice Chair becomes vacant before the expiration of the Officer's term, the Board shall elect a successor Vice Chair at the next regular or special meeting. The newly elected Vice Chair shall serve for the remainder of the unexpired term.

If both the offices of Chair and Vice Chair become vacant simultaneously, the Board shall elect a Chair and Vice Chair at the next regular or special meeting. Until the election is held, the Board shall designate a Director to preside over meetings and conduct the business of the Board.

C. Removal
An Officer may be removed from an Officer position by an affirmative vote of two-thirds (2/3) of the Board whenever the Board determines such action to be in the best interest of the School. Removal from an Officer position does not remove the individual from the Board unless separate action is taken in accordance with Article II, Section 6 of these Bylaws.

ARTICLE IV: Meetings

Section 1. Regular Meetings
Regular meetings of the Board of Directors shall be held monthly, or as otherwise determined by the Board, provided that no fewer than nine (9) regular meetings are held during each fiscal year (July 1 through June 30). Public notice of all regular meetings shall be provided in accordance with applicable Oregon Public Meetings Law.

Section 2. Special Meetings
Special meetings of the Board may be called by the Chair or, in the Chair's absence, by the Vice Chair, or upon the written request of a majority of the Directors.

Section 3. Emergency Meetings
On rare occasions, the Board may need to call an emergency meeting; the Board will take all reasonable steps to provide notice of such meetings and will ensure that notice and procedure for such meetings comply with Oregon's Public Meetings Law.

Section 4. Notice of Meetings
In addition to notice required by Oregon's Public Meetings Law, notice of the time and place of any regular or special meeting of the Board of Directors shall be delivered at least twenty-four (24) hours by written notice delivered personally or sent by mail or e-mail to each Director at his/her address as shown by the records of the Corporation. The public should receive notification of any meeting no later than twenty-four (24) hours prior to the meeting as required by ORS 192.610 – 690 (or any successor statutes). To the extent allowed by law, notice of a special meeting of the Board of Directors may be fulfilled by electronic mail or such other form of computer communication whereby Directors either directly or indirectly receive notice of the meeting. If mailed via the U.S. Postal Service, such notice shall be deemed to be delivered on the earlier of the date of receipt or five days after being deposited in the United States mail in a postage prepaid, sealed envelope

appropriately addressed to said Director. If sent via electronic mail or other form of computer communication, such notice shall be deemed to be delivered on the day following the sending of such computer communication. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice for such meeting, except where 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 purpose of, nor the business to be transacted at, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the articles, or by these Bylaws.

Section 5. Quorum
A majority of the current Directors shall constitute a quorum for conducting business.

Section 6. Voting
Each Director shall have one vote. Unless otherwise required by these Bylaws or applicable law, actions of the Board shall be approved by a majority vote of the Directors present and voting at a meeting where a quorum has been established.

Section 7. Meeting Attendance
A. Attendance Expectations
Directors are expected to attend all meetings of the Board. Each Director shall notify the Chair, Vice Chair, and Board Clerk of any anticipated absence from a Board meeting.

B. Absence Without Notice
A Director who incurs three (3) consecutive absences without notice, or who is absent from more than fifty percent (50%) of all Board meetings during a fiscal year, may be subject to removal in accordance with these Bylaws.

C. Waiver
A Director who anticipates missing more than two (2) consecutive meetings may submit a written request for a waiver to the Chair and Vice Chair, with a copy provided to the Board Clerk, stating the reason for the anticipated absences. The Board may, at its discretion, grant a waiver for good cause. Any absence covered by a waiver granted under this subsection 7.C shall not be counted in determining whether the Director has exceeded the attendance limits set forth in subsection 7.B.

Section 8. Remote Participation and Emergency Meetings
A. Remote Participation
Directors may participate in Board meetings through telephone, video conference, or other electronic means authorized under applicable Oregon Public Meetings Law. Participation through approved electronic means shall constitute presence in person for purposes of establishing a quorum and conducting Board business.

B. Remote Meetings
The Board may conduct fully remote meetings when authorized by law or when determined necessary due to emergency conditions, severe weather, public health concerns, geographic hardship, or other circumstances that may limit in-person attendance. Notice of remote meetings and instructions for public access shall be provided in accordance with applicable Oregon Public Meetings Law.

C. Electronic Voting
Electronic voting outside a properly noticed Board meeting shall not be permitted except as specifically authorized by applicable law.

Section 9. Open Meetings and Public Records
The Board shall conduct its meetings and maintain its records in accordance with applicable Oregon Public Meetings Law, Public Records Law, and other laws governing public charter schools.

ARTICLE V: Committees

Section 1. Committees
The Board, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees. Each duly designated and appointed committee shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation and shall carry out such responsibilities and functions as are assigned to it by the Board, except those items prohibited by ORS 65.354. Only a Director may serve as a voting member of a committee that is authorized to exercise the authority of the Board. All other committees shall serve in an advisory capacity to the Board and may not exercise the authority of the Board. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him or her by law**.**

Section 2. Limits on Authority of Committees
No committee may do any of the following:

- Authorize distributions;
- Approve or recommend to the Board dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- Elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or
- Adopt, amend, or repeal the articles or Bylaws.

Section 3. Ad Hoc Committees
Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present. The Board of Directors may, from time to time, request such committees to provide the Board with a full and complete report when required.

Section 4. Membership
A. Appointment
Committee members shall be appointed by the Chair or by action of the Board, unless otherwise specified by Board policy or Committee Charter maintained as part of the Governance Continuity System described in Article X.

B. Members
Committee membership should reflect the purpose of the committee and provide appropriate expertise, experience, and perspective to support informed recommendations to the Board.

C. Non-Board Committee Members
Non-Board committee members shall serve in an advisory capacity and shall not possess voting authority on matters reserved to the Board of Directors.

Section 5. Committee Authority
Committees shall make recommendations to the Board but may not act on behalf of the Board without explicit authorization. Committee actions and recommendations shall be advisory in nature unless specific authority has been delegated by formal action of the Board.

Section 6. Quorum
Unless otherwise provided in the resolution of the Board designating a committee and except as provided in Section 1 of this Article V a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. At least two of the committee members present must then be members of the Board.

Section 7. Rules
Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

Section 8. Compliance with Public Meetings Law
All committees shall comply with Oregon Public Meetings Law to the extent such committee is considered to be a governing body of a public body under the Oregon law.

ARTICLE VI: Fiscal Year, Oversight, and Records

Section 1. Fiscal Year
The fiscal year of the School shall begin on July 1 and end on June 30, unless otherwise determined by resolution of the Board.

Section 2. Financial Oversight and Authorization
A. Annual Budget
The annual operating budget of the School shall be developed by the Superintendent and presented to the Board for review and approval no later than June 30 of each fiscal year. Upon approval, the Superintendent shall be responsible for the administration and ongoing oversight of the budget and shall report on the School's financial condition at regularly scheduled Board meetings.

B. Financial Oversight
The Board shall provide financial oversight and approve expenditures in accordance with the approved budget and Board-adopted financial policies.

C. Collaboration with Superintendent
The Board and Superintendent shall collaborate in the long-range planning and stewardship of School facilities and capital improvements. Long-range capital improvement plans, facility master plans, and major capital projects shall be developed collaboratively and approved by the Board in accordance with Board policy.

D. Approval of Expenditures
The Board shall adopt and maintain a policy identifying individuals authorized to approve financial transactions, including check signing and electronic funds transfers (ACH). Authorized approvers shall be designated by Board policy and may include:

- Board Chair
- Superintendent
- Superintendent's designated alternate

Section 3. Independent Audit
A. Audit
The School shall obtain an independent financial audit annually in accordance with applicable Oregon law and the requirements of the Charter Agreement.

B. Auditor Selection
The selection of the independent auditor shall be coordinated by the Superintendent, subject to Board oversight, with notification of the selected auditor provided to the Board no later than March 1 of each year. The results of the annual audit, including any findings, recommendations, or management responses, shall be presented to the Board of Directors at a public meeting. The Board shall review the audit findings and oversee the implementation of any corrective actions or recommendations, as appropriate.

C. Audit Report
Copies of the completed audit shall be provided to all governmental agencies and other entities as required by law.

Section 4. Contracts
The Board 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 general or confined to specific instances.

Section 5. Loans
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.

Section 6. 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.

Section 7. 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 may select.

Section 8. Books and Records
A. Books and Records
The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time. The Corporation shall comply with Oregon Public Records law (ORS 192.311 to 192.478).

B. Financial Statements
At the close of each taxable year the Directors shall engage an accountant to prepare a financial statement for the Corporation.

ARTICLE VII: Amendments to the Bylaws

Section 1. Amendments
A. Board
The Board shall have the authority to adopt, amend, or repeal these Bylaws, in whole or in part, by the affirmative vote of two-thirds (2/3) of the Board.

B. Proposed Amendments
Proposed amendments may be considered at any regular meeting of the Board or at a special meeting called for that purpose. Written notice of the proposed amendment(s), including the date, time, and location of the meeting, shall be provided to all Directors and made available to the public in accordance with applicable Oregon Public Meetings Law and the requirements of the Charter Agreement not less than seven (7) days prior to the meeting at which the proposed amendment(s) will be considered.

ARTICLE VIII: Dissolution

Section 1. Revocation of Charter or Involuntary Dissolution
A. Revocation of Charter
If the School's Charter is revoked, the Corporation becomes insolvent, or the School is otherwise required to cease operations, the Board shall administer the orderly closure of the School in accordance with the Charter Agreement, applicable Oregon law, Oregon Administrative Rules, applicable grant requirements, and the Corporation's governing documents.

B. Protection of Assets
The Board shall ensure that all public assets, private assets, financial obligations, records, and other property of the School are identified, protected, and distributed in accordance with the legal requirements governing each category of asset.

C. Transfer of Assets
Assets acquired with public funds, grant funds, and student educational records shall be administered and transferred in accordance with applicable law and the Charter Agreement.

Section 2. Voluntary Dissolution.
A. Voluntary Dissolution Procedure
If the Corporation voluntarily dissolves for reasons other than revocation of its Charter or financial insolvency, the Board shall administer the dissolution in accordance with the Charter Agreement, applicable Oregon law, Oregon Administrative Rules, applicable grant requirements, the Articles of Incorporation, and Section 501(c)(3) of the Internal Revenue Code.

B. Transfer of Assets
Following satisfaction of all lawful debts, liabilities, and obligations, any remaining private assets of the Corporation shall be distributed exclusively for public or charitable purposes consistent with applicable nonprofit law and the Corporation's Articles of Incorporation.

ARTICLE IX: Additional Provisions

Section 1. Indemnification of Officers and Directors
The Corporation shall indemnify its Directors, Officers, Executive Officers, employees, and agents to the fullest extent permitted under applicable Oregon law. Indemnification shall not apply to any person whose actions:

(a) constitute a breach of the individual's duty of loyalty to the Corporation;
(b) are not undertaken in good faith or involve a knowing violation of law; or
(c) result in the receipt of an improper personal benefit.

A. Indemnification
The Corporation shall indemnify, to the fullest extent permitted by the Oregon Nonprofit Corporation Act, any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a Director, trustee, officer, employee or agent of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a Director, trustee, officer, employee or agent, or as a fiduciary of an employee benefit plan of another Corporation, partnership, joint venture, trust, or other enterprise.

B. Reimbursement of Expenses
The Corporation shall pay for or reimburse any reasonable expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Oregon Nonprofit Corporation Act.

C. Rights to Indemnification
Indemnification provided hereunder shall continue to cover any Director, Officer, Executive Officer, trustee, employee or agent after such person ceases to serve in said capacity and shall inure to the benefit of such person's heirs, executors and administrators.

D. Contract Right
The right to indemnification conferred by this Article IX, Section 1 shall be considered a contract right between the Corporation and any such person entitled to indemnity hereunder.

Section 2. Insurance
The Board of Directors shall ensure that the Corporation maintains liability insurance and other forms of insurance considered necessary and prudent to protect the School, its Directors, Officers, employees, and volunteers, including Directors and Officers (D&O) Liability Insurance, as appropriate.

ARTICLE X: Governance Continuity System

Section 1. Governance Framework and Supporting Documents
A. Definition
The Eddyville Charter School Governance Continuity System is the framework established by the School to support effective governance, operational continuity, leadership succession, institutional knowledge, and coordination of Board and administrative responsibilities. The System includes governance documents, Board policies, governance resources, administrative guidance, and other supporting materials identified in the Governance Continuity System Addendum to these Bylaws.

B. Purpose
The Governance Continuity System is intended to preserve institutional knowledge, promote effective governance, support leadership succession, and provide continuity of Board operations during changes in Board membership, School administration, or organizational leadership. The Governance Continuity System includes governance documents, Board policies, governance resources, administrative guidance, and other supporting materials intended to promote effective governance, organizational continuity, and leadership succession.

C. Role of Board and Superintendent
The Board provides governance through strategic direction, policy development, fiduciary oversight, long-term stewardship, and organizational accountability. The Superintendent provides educational leadership, operational management, implementation of Board policy, and administration of the School. Together, through mutual trust, open communication, and respect for their distinct responsibilities, the Board and Superintendent work collaboratively to advance the mission, vision, long-term success, and sustainability of Eddyville Charter School.

D. Governance Documents
The Eddyville Charter School Governance Continuity System is the framework established by the School to support effective governance, operational continuity, leadership succession, institutional knowledge, and coordination of Board and administrative responsibilities. The System includes governance documents, Board

policies, governance resources, administrative guidance, and other supporting materials identified in the Governance Continuity System Addendum to these Bylaws.

Governance Area	Primary Responsibility	Supporting Role
A. Board Governance	Board of Directors	Superintendent provides administrative support and recommendations.
B. Organizational Direction	Shared Responsibility	The Superintendent provides professional leadership and develops recommendations. The Board establishes direction, provides oversight, and approves major initiatives.
C. Governance Administration	Superintendent	The Board provides governance oversight and accountability.

The Board, Superintendent, and School administration shall carry out their respective responsibilities in accordance with applicable federal and state laws, the School's Charter Agreement, duly adopted Board policies, and these Bylaws.

E. Conflict
In the event of any conflict between applicable law, the Charter Agreement, these Bylaws, Board policies, administrative procedures, or other Governance Continuity System resources, applicable law, the Charter Agreement, these Bylaws, and formally adopted Board policies shall govern.

F. Review and Changes to Governance Documents
Governance resources, administrative guidance, and other supporting materials that are part of the Governance Continuity System may be reviewed and updated periodically by the Board or its designees as operational, legal, or organizational needs evolve, provided such updates remain consistent with applicable law, the Charter Agreement, these Bylaws, and Board policy.

As part of the Board's annual governance responsibilities and Board Work Plan, the Board Chair and Vice Chair, with administrative support from the Board Clerk, shall conduct an annual review of the Governance Continuity System and its supporting resources. The annual review shall identify documents or resources that require updating, replacement, removal, or further development.

A current inventory of Governance Continuity System resources shall be maintained as an Addendum to these Bylaws. The Addendum may be updated as resources are added, revised, replaced, or retired without amendment to these Bylaws, provided such changes remain consistent with applicable law, the Charter Agreement, these Bylaws, and Board policy.

ARTICLE XI: Miscellaneous

Section 1. Shares of Stock and Dividends Prohibited
The Corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Corporation shall be distributed to its Directors or officers. The Corporation may pay compensation in a

reasonable amount to its Directors or officers for services rendered as provided by the articles, other provisions of these Bylaws, or resolution of the Board of Directors.

Section 2. Loans to Directors and Officers Prohibited

A. Prohibition on Loans

No loan shall be made by the Corporation to its Directors or officers. The Directors of the Corporation who vote for or assent to the making of a loan to a Director or officer of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

B. Contribution

Any Director against whom a claim shall be asserted under or pursuant to this Article XI, subsection 2.B shall be entitled to contribution from the other Directors who voted for the action upon which the claim is asserted. To the extent that any Director is required to pay such claim, he/she shall be subrogated to the rights of the Corporation against the debtor on the loan.

Section 3. Headings

The headings contained in these Bylaws are for convenience only and shall not in any way affect the meaning or interpretation of these Bylaws.

Section 4. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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.

Bylaws Adoption, Review, Amendment Dates

Initial Adoption	**Reviewed**	**Amendments**
● January 9, 2003	● January 14, 2026	● September 15, 2016 ● May 17, 2018 ● November 18, 2026

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