

BYLAWS

For the
**MITCH CHARTER
SCHOOL**



MITCH

Charter School

Board of Directors

Inspiring colorful acts of greatness

READOPTED AND APPROVED: J u n e 1 , 2022

Contents

- 1. Purposes; Powers.....6
- 2. Principal Office, Other Offices6
- 3. No Members6
- 4. Board of Directors.....6
 - 4.1. General Powers, Duties; Governing Board of Charter School6
 - 4.1.1. General Powers, Duties7
 - 4.1.2. Governing Board of Charter School.7
 - 4.2. Qualifications of Directors.....7
 - 4.3. Number of Directors.....8
 - 4.3.1. Variable Range of Number of Directors.....8
 - 4.3.2. Changes in Number of Directors8
 - 4.4. Election of Directors and Tenure8
 - 4.4.1. Election; Filling Vacancies8
 - 4.4.2. Tenure9
 - 4.5. Resignation; Removal10
 - 4.5.1. Resignation.....10
 - 4.5.2. Removal.....10
 - 4.6. Regular Meetings11
 - 4.6.1. Annual Meetings.....11
 - 4.6.2. Other Regular Meetings.....11
 - 4.6.3. Meetings as Governing Body of MITCH Charter School12
 - 4.7. Special Meetings.....12
 - 4.8. Meetings by means of telephonic or electronic communication.....13
 - 4.9. Executive Session.....13
 - 4.10. Notice13
 - 4.11. Waiver of Notice14
 - 4.12. Quorum.....14
 - 4.13. Manner of Acting; Dissent or Abstention.....15
 - 4.13.1. Manner of Acting15

4.14.	Compensation	16
4.15.	Conflicts of Interest	16
5.	Officers.....	17
5.1.	Officers of the Corporation	17
5.2.	Appointment and Terms of Office.....	18
5.3.	Resignations, Removal and Vacancies.....	18
5.3.1.	Resignations	18
5.3.2.	Removal.....	18
5.3.3.	Vacancies.....	18
5.4.	Compensation	19
5.5.	Chair of the Board	19
5.6.	Vice Chair	20
5.7.	Secretary.....	20
5.8.	Treasurer.....	20
5.9.	Executive Director	21
5.10.	Additional School Directors	21
5.11.	Other Officers	21
6.	Committees	22
6.1.	Committees of the Directors	22
6.2.	No Relief of Responsibility; Limits on Authority of Committees	22
6.2.1.	No Relief of Responsibility.....	22
6.2.2.	Limits on Authority of Committees	22
6.3.	Term of Office	23
6.4.	Chair and Vice Chair.....	24
6.5.	Vacancies.....	24
6.6.	Quorum; Meetings; Notice; Miscellaneous	24
6.7.	Rules	24
6.8.	Other Committees.....	25
7.	Financial Matters; Books and Records.....	25
7.1.	Financial Statements.....	25
7.2.	Charter School Requirements.....	25
7.3.	Financial Reporting and Budgeting	26
7.4.	Fiscal Year	27

7.5.	Books and Records	27
7.5.1.	Generally	27
7.5.2.	Charter School Subject to Public Records Law	27
7.6.	Contract Authority	28
7.7.	Loans	28
7.8.	Checks, Drafts, Other.....	28
7.9.	Deposits.....	28
7.10.	Share of Stock and Dividends Prohibited	29
7.11.	Loans to Directors and Officers Generally Prohibited	29
8.	Indemnification of Officers, Directors, Employees and Agents	29
9.	Amendments of Bylaws	30
10.	Dissolution	30
11.	Miscellaneous.....	31
11.1.	Changes in Laws.....	31
11.2.	Severability	31
11.3.	Nondiscrimination	31
11.4.	Headings.....	31

BYLAWS for MITCH CHARTER SCHOOL

These Bylaws are adopted by the Board of Director ("Board") of the MITCH Charter School, an Oregon nonprofit corporation ("Corporation"), for the purpose of regulating and managing the affairs of the Corporation. These Bylaws shall supersede all previous Bylaws. These Bylaws shall also supersede all policies which conflict with these Bylaws. These Bylaws apply to MITCH Charter School operating in the Tigard-Tualatin School District and future schools established by agreement of the Corporation with local School Districts.

1. Purposes; Powers

This Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 of 1986. Subject to any limitations stated in the Articles of Incorporation, the Corporation may engage in any lawful activity for which corporations may be organized under Oregon laws, none of which is for profit, and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The Corporation shall have all powers of a nonprofit Corporation under Chapter 65 of the Oregon Revised Statutes (ORS). One of the Corporation's specific purposes is to establish and operate one or more public charter schools under ORS Chapter 338.

2. Principal Office, Other Offices

The principal office of the Corporation shall be located in the State of Oregon. The Corporation may have such other offices, either within or outside the State of Oregon, as the Board of Directors may determine, or as the affairs of the Corporation may require, from time to time. The initial principal office shall be the address for notice purposes set forth in the Articles of Incorporation.

3. No Members

The Corporation shall have no members as that term is defined in ORS Chapter 65.

4. Board of Directors

4.1. General Powers, Duties; Governing Board of Charter School

4.1.1. General Powers, Duties

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors ("Board"), subject to any limitation set forth in the Articles of Incorporation.

4.1.2. Governing Board of Charter School

For MITCH Charter School established and operated by the Corporation under ORS Chapter 338, the Board will be the governing body of MITCH Charter School. The Corporation shall govern and operate the MITCH Charter School in accordance with, and may exercise all rights and powers of the MITCH Charter School and the MITCH Charter School governing body set forth in the applicable charter agreement, ORS Chapter 338, and other applicable laws. When the Board has reviewed and approved such a charter agreement, it will approve a resolution (and provide a copy to the sponsor of the Charter School) that:

- (a) States that the Board has approved the charter agreement,
- (b) Authorizes the Corporation to enter into the charter agreement, and
- (c) Specifies which Officer or Officers shall have authority to execute the charter agreement on behalf of the Corporation.

4.2. Qualifications of Directors

All Directors must be individuals. The Board may adopt policies specifying desired qualifications of Directors. Employees shall not be Directors. Volunteers involved in more than 10 hours per week at the school site shall not be Directors. Prospective Directors shall submit a complete resume including education, work experience, home address, business address, references, the reasons for desiring to serve on the Board, and the disclosure of any potential conflict of interest.

4.3. *Number of Directors*

4.3.1. Variable Range of Number of Directors

The Board shall determine the number of Directors, but unless these Bylaws are amended, there shall be no fewer than three (3) and no more than nine (9) Directors on the Board.

4.3.2. Changes in Number of Directors

The Board may periodically fix or change the number of Directors within the minimum and maximum numbers set forth in Section 4.3.1. However, no decrease in numbers shall have the effect of shortening the term of any incumbent Director. If the Board increases the number of Director positions and elects new Directors to fill such positions, then (a) if the Board elects such Directors at a meeting other than the Board's annual meeting, the terms of such elected Directors will extend to the next regular annual meeting of the Board; the terms of such newly created positions after such annual meeting shall be determined as provided in Section 4.4.2; or (b) if the Board elects such Directors at the Board's annual meeting, the terms of such elected Directors shall be determined as provided in Section 4.4.2.

4.4. *Election of Directors and Tenure*

4.4.1. Election; Filling Vacancies

- (a) Election of Directors shall be by a majority vote of the Directors present at a meeting at which there is a quorum. At its regular annual meeting under Section 4.6, the Board shall elect Directors for terms that are expiring and Directors needed to fill any vacancies. At any other meeting when Board vacancies exist, the Board may elect Directors needed to fill the vacancies. The term of a Director elected to fill a vacancy (except for new positions under Section 4.3.2, the terms of which are governed by Section 4.4.2) shall expire at the end of the unexpired term that such Director is filling.

- (b) A vacancy on the Board shall exist upon the death, resignation or removal of any Director, and when the Board has approved an increase in the number of Directors but has not yet elected Directors for such new positions.
- (c) If the Directors remaining in office constitute fewer than a quorum of the Board or fewer than the minimum three Directors required by ORS 65.307(1), they may fill the vacancies by the affirmative vote of a majority of all the Directors remaining in office or by a sole remaining Director. If a vacancy will occur at a specific later date (except due to resignations, which are governed by Section 4.5.1), the Board may act before the vacancy occurs to elect a successor Director to fill that vacancy, but the successor Director may not take office until the vacancy occurs.
- (d) The Board shall invite interested parties to apply for the Board. Directors shall be optimally sought from within the school district boundaries and communities where MITCH Charter Schools are presently or proposed to be located.

4.4.2. Tenure

- (a) Except with respect to new Director positions created pursuant to Section 4.3.2 (whose initial terms may extend only to the next regular annual meeting of the Board), the term of each Director shall be two (2) years. However, the Board may set the first terms of some Directors for shorter periods, thereby staggering the terms of Directors so that, each year, as close as possible to one-half of the Directors' terms expire on June 30th. In the case of an increase in the size of the Board as provided in Section 4.3.2, the terms of Directors elected to fill newly created positions may likewise be set for periods shorter than two (2) years, so that the purpose of having about one-half of all Directors' terms expire at approximately the date of the Board's annual meeting each year can be accomplished (this recognizes that the initial term of Directors who are elected at a meeting other than the annual meeting will extend less than one year to the next annual meeting; thereafter, the next term of such Directors may be set for one year, or two years, with the succeeding terms to each be two years).

4.5. *Resignation; Removal*

4.5.1. Resignation

Any Director may resign at any time by giving written notice to the Board, the Chair, or the Secretary of the Corporation. Except as otherwise provided by law, any such resignation shall take effect ten (10) days after receipt of the notice, unless the notice specifies a later effective date. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Once the notice is received, the resignation is irrevocable unless the Board has adopted a policy stating that revocation is permitted. If the resignation notice says that resignation is to take effect at a future time, the Board may act before the effective date of the resignation to elect a successor Director to take office when the resignation becomes effective.

4.5.2. Removal

Any Director may be removed, with or without cause, by a two-thirds vote of all Directors then in office. The vote must be taken at a meeting where the topic of removal is clearly stated on the agenda. No more than one Director may be removed at any one meeting of the Board. Absence of any Director from three consecutive meetings of the Board without an excuse deemed valid by the Board may be considered as cause for removal; in this case, the Director may be removed if a majority of the Directors then in office vote for the removal at a meeting called expressly for the purpose of removing such Director. likewise, if these Bylaws are amended to add other specific reasons for removal of a Director, and the amendment is effective before the beginning of a Director's term on the Board, removal for such reasons can be effected by majority vote in accordance with the preceding sentence.

4.6. Regular Meetings

4.6.1. Annual Meetings

The regular annual meeting of the Board shall be held on the third Thursday of May of each year after 2012, at a time and place set by the Board. The purposes of the annual meeting shall be electing Directors effective July 1st, and transacting such other business as may come before the meeting. The regular annual meeting of the Board shall be subject to notice as required in Section 4.11 of these Bylaws. Unless changed by the Board, the regular annual meeting shall be held at the principal office of the Corporation and within the boundaries of the district in which the school is located. The Board may provide another time and place, within the state of Oregon, for the holding of the regular annual meeting giving proper notice. If the day fixed for the regular annual meeting is a legal holiday in the State of Oregon, a Saturday or Sunday, such meeting shall take place on the next succeeding business day. If the election of Directors is not held on the day designated herein for any regular annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Board as soon thereafter as the meeting may conveniently take place.

4.6.2. Other Regular Meetings

The Board may provide the time and place for the holding of additional regular meetings of the Board with proper notice as with a regular scheduled meeting.

4.6.3. Meetings as Governing Body of MITCH Charter School

As provided in ORS 338.065(1), when a charter agreement is duly executed by this Corporation and by the Charter School sponsor, the Tigard-Tualatin School District (TTSD), or other school district as defined in ORS 338.005(3), the Charter Agreement shall act as the legal authorization for the establishment of the Charter School. Thereafter, any meeting of the Corporation Board as the governing body of such Charter School shall be subject to ORS 192.610 to 192.690 (public meetings law), as required by ORS 338.115(1)(c). Such public meetings laws govern, among other things, meetings being open to the public; allowable locations of meetings; access to the disabled; services for the hearing impaired; notice to the public; written minutes and information required in the minutes; minutes being available to public; executive sessions; telephone meetings; and enforcement of violations.

4.7. *Special Meetings*

Special meetings of the Board, including Executive Sessions when meeting the requirements of Section 4.10, may be called by or at the request of the Chair of the Board, or thirty percent (30%) of the Directors then in office. The person(s) authorized to call such meetings of the Board may designate the place for the holding of any special meeting of the Board called.

Timely public notification is required in accordance with the Oregon Public Meeting Law, including Executive Sessions. Due diligence must be made to notify all Directors before a special meeting as noted in Section 4.11.

4.8. Meetings by means of telephonic or electronic communication

Any or all Directors may participate in any meeting of the Board, and members of any committee appointed by the Board may participate in any meeting of the committee, by means of conference telephone (or similar communications equipment), provided that all participants can simultaneously hear and/or observe each party. Any person who participates in a meeting in this manner shall be deemed present in person at the meeting. When the Board is meeting as the governing body of the MITCH Charter School, it shall also comply with ORS 192.670 by (among other things) providing a place for the public to listen and/or observe.

4.9. Executive Session

The Board may, from time to time, hold an Executive Session that excludes the public to discuss any of the matters enumerated in ORS 192.660.

4.10. Notice

Notice of Regular Board meetings shall be given as provided for in ORS 192.640. In any event, regular Board meetings shall have written notice at least five (5) days in advance of the meeting. The notice shall contain a list of the subjects anticipated to be considered at the meeting. Electronic communication may be substituted where appropriate and requested by the Board and interested individuals and the media. If notice is 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.

In the event of an Executive Session, the notice shall be given to the members of the Board, to the general public and to news media which have requested notice. The notice shall state specific provision of law authorizing the executive session.

No special meeting shall be held without at least 24 hours' notice to the members of the Board, the news media which have requested notice and the general public. In case of an actual emergency, a meeting may be held upon such notice as is appropriate to the circumstances. The public will be given notice of at least 24 hours. The minutes for such a meeting shall describe the emergency justifying less than 24 hours' notice.

4.12. *Waiver of Notice*

A Director individually may at any time waive any meeting notice required by law, by the Articles of Incorporation, or 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. Otherwise, a waiver of notice must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which notice is waived, and must be filed with the minutes or the corporate records.

4.13. *Quorum*

A majority of the Directors who are in office immediately before a Board meeting begins shall constitute a quorum for the transaction of business at that meeting of the Board. If there is not a quorum at any Board meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice, other than announcement at the meeting, until a quorum is present. Appropriate public notice of the meeting shall be provided. No new business shall be introduced after 9:00 PM without quorum approval.

4.14. *Manner of Acting; Dissent or Abstention*

4.14.1. Manner of Acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present at the meeting shall be the act of the Board, unless the vote of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws. A Director is considered present regardless of whether the Director votes or abstains from voting.

4.15. *Compensation*

Directors shall not receive any salaries for their services as Directors. The Board may decide to reimburse Directors for reasonable and necessary expenses incurred in discharging the Director's duties as a Director or in taking other action on behalf of the Corporation.

4.16. *Conflicts of Interest*

Conflicts of interest are applied to each individual Director. In the event that a director has an actual conflict, they will abstain from discussion and voting of said item. In the event that a Director has a potential conflict, they shall declare them to the board, on which the board will discuss and vote.

4.16.1. A conflict-of-interest transaction is a transaction with the corporation in which a Director of the Corporation has a direct or indirect conflict of interest

4.16.2. For purposes of Section 4.16, a Director of the Corporation 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 is a party to the transaction or (b) another entity of 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 the corporation.

4.16.3. A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section 4.16.4.

4.16.4. A transaction in which a Director has a conflict of interest may be approved either (a) by the vote of the Board or a committee of the Board if the material facts of the transaction and the Director's interest are disclosed or known to the Board or committee of the Board or (b) by obtaining approval of (i) the Oregon Attorney General or (ii) an Oregon circuit court in an action in which the Attorney General is joined as party.

4.16.5. For purposes of clause (a) of Section 4.16.4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board or on the committee who have no direct or indirect interest in the transaction. 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. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section 2.18.4 if the transaction is otherwise approved as provided in Section 2.18.4.

4.16.6. Conflicts of Interest- MITCH Additions

See current MITCH Conflict of Interest Policy Document.

5. Officers

5.1. Officers of the Corporation

The Officers of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer. The Board shall appoint such Officers from the Board and may appoint other Officers and assistant Officers. Except for the positions of Chair, Secretary, and Treasurer, the Board may choose not to fill any of the other Officer positions for any period. The same person may simultaneously hold two or more offices, but if so, shall only have one vote.

5.2. *Appointment and Terms of Office*

At the next regular meeting of the Board immediately following the annual meeting, the Board shall elect Officers, who shall serve for a one-year term commencing on July 1st of the year elected, and ending on June 30th of the following year (except for death, resignation, removal, or other disqualification under Section 5.3). Notwithstanding the foregoing, if a successor has not been duly elected and qualified when an Officer's term expires, the Officer shall continue to hold office until a successor has been duly elected and qualified. The Board may determine that an Officer's term will expire on June 30th or on any other date that is best in the Board's judgment. If the Board does not elect any one or more Officers at the regular meeting following the annual meeting, it may do so as soon thereafter as is practicable. The Board may create and fill new offices at any Board meeting.

5.3. *Resignations, Removal and Vacancies*

5.3.1. Resignations

An Officer may resign by giving notice to the Board at least ten (10) days before the effective date of the resignation.

5.3.2. Removal

At any time, with or without cause, the Board may remove any Officer, assistant Officer, or other agent of the Corporation who was appointed by the Board. Such removal shall be without prejudice to the contract rights, if any, of the person removed and shall be in conformance with all applicable Federal, State, and Local laws, codes, and requirements.

5.3.3. Vacancies

The Board shall fill the offices of Chair, Vice Chair, Secretary, and Treasurer and may fill other offices, when a vacancy has been created because of death, resignation, removal, disqualification, or any other cause.

5.4. *Compensation*

Officers, assistant Officers, and agents of the Corporation shall not receive any salaries for their services, unless otherwise provided by law, the Articles of Incorporation, or these Bylaws.

5.5. *Chair of the Board*

The Chair shall, if present, preside at all meetings of the Board, and shall exercise and perform such other powers and duties as the Board may assign to the Chair from time to time. The Chair shall be the principal executive Officer of the Corporation. Subject to the control of the Board, the Chair shall, in general, supervise and control all of the business and affairs of the Corporation, shall perform all duties incident to the office of Chair, and shall perform such other duties as the Board may assign from time to time. Specifically, the Chair may sign or execute, on behalf of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be signed or executed; except the Chair shall not do so (i) in cases where the Board or these Bylaws expressly delegate the signing and execution of such documents to some other Officer or agent of the Corporation, or (ii) in cases where the law requires such documents to be otherwise signed or executed. In cases where such documents are required to be signed or executed together with the Secretary or any other proper Officer of the Corporation, the Chair shall ensure that such documents are fully and properly executed by all required Officers.

5.6. *Vice Chair*

The Vice Chair shall (a) perform the duties of the Chair when the Chair is absent, refuses to act, is unable to act, or has died; in which cases the Vice Chair shall have all the powers of the Chair and shall be subject to all restrictions on the Chair; and (b) perform such other duties as either the Chair or the Board may assign from time to time.

5.7. *Secretary*

The Secretary shall oversee and/or (a) prepare the minutes of Board meetings and keep them in one or more books provided for that purpose; (b) authenticate such records of the Corporation as shall be required from time to time; (c) see that all notices are duly given in accordance with these Bylaws or as required by law or Board policy; (d) be custodian of the corporate records; (e) keep a register of the address, telephone, fax numbers, and electronic mail addresses of each Director; (f) in general, perform all duties incident to the office of Secretary and such other duties assigned by the Board or the Chair from time to time, (g) maintain a publicly stored and publicly available library of Board documents and minutes, and (h) provide timely public notice of all meetings.

5.8. *Treasurer*

The Treasurer shall oversee and/or perform the entire duties incident to the office of Treasurer and such other duties assigned by the Board or the Chair from time to time. The Board may require the Treasurer to give a bond for the faithful discharge of the Treasurer's duties, in such sum and with such surety or sureties as the Board shall determine. Such bond, if required, shall be paid for by MITCH School. The duties that the Board may assign to the Treasurer may include: (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; and (c) deposit all such money in the name of the Corporation in such banks (Federal Deposit Insurance Corporation, "FDIC"), trust companies, or other depositories as shall be selected in accordance with of these Bylaws or as directed by the Board.

5.9. *Executive Director*

The Executive Director shall be hired and retained by the Board of Directors and shall be responsible to the Board. The Board shall supervise the director and oversee the school's overall strategic direction. The Executive Director shall be a member of all committees appointed by the Chair, but without a vote. The Board or the Chair shall prescribe the duties and responsibility of the Executive Director. The Executive Director shall be an "ex-officio" (non voting) member of the Board.

5.10. *Additional School Directors*

Additional School Directors may be hired for future schools that may be established. Such School Directors shall be responsible to the Board. The Board shall supervise and otherwise direct the activities of the School Director. The Board or the Chair shall prescribe the duties and responsibilities of the School Director.

5.11. *Other Officers*

The Board may create other Officers and assistant Officers, may appoint people to fill such offices and assistant offices, and may appoint agents of the Corporation; the Board shall determine the powers and duties of each from time to time. Each such Officer and agent shall perform such duties. Unless otherwise specified by the Board, any Assistant Secretary or Assistant Treasurer shall have authority to exercise any powers delegated to them by, respectively, the Secretary or Treasurer, and in the absence of the Secretary or Treasurer the assistant shall assume all powers and discharge all duties ordinarily exercised by such Officer. All committees formed by and/or reporting to the board must follow public meetings law as does the whole of the board. This is true even if there are no board members on a board-created committee.

6. Committees

6.1. Committees of the Directors

The Board may create Board committees, appoint Directors as members of such committees (who serve at the pleasure of the Board of Directors), and assign to the committees responsibilities and functions, except those items prohibited by Section 6.2. Each committee shall have and exercise the authority of the Board in the management of the Corporation and shall carry out responsibilities and functions assigned to it by the Board. Each committee shall consist of at least one Director. The creation of a committee and appointment of Directors to the committee must be approved by a majority of all the Directors in office when the action is taken. Committees are expected to take minutes and report recommendations to the Board with copies to the Board Secretary for the record.

6.2. No Relief of Responsibility; Limits on Authority of Committees

6.2.1. No Relief of Responsibility

The creation of a committee and delegation to the committee of authority shall not relieve the Board or any individual Director of any responsibility imposed by law.

6.2.2. Limits on Authority of Committees

No committee of the Board may:

1. Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;

2. Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
3. Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
4. Adopt, amend, or repeal the articles of incorporation or bylaws.

6.3. Term of Office

Each member of a committee shall continue as such until the next regular annual meeting of the Board; except that if a successor has not been appointed at such annual meeting, the Director shall continue as a member of the committee until a successor has been appointed. If the Board does not appoint committee members at the annual meeting, it may do so as soon thereafter as is practicable. Notwithstanding the foregoing, the Director shall discontinue serving as a committee member at any time (a) the Board terminates the committee; (b) the Board removes the Director as a committee member; or (c) the Director is no longer on the Board or for any other reason is no longer qualified as a member of the committee.

6.4. Chair and Vice Chair

The Board shall appoint a member of the committee for its chair and for its vice chair.

6.5. Vacancies

The Board shall fill vacancies in the membership of any committee in the same manner as provided in the case of the original appointment.

6.6. Quorum; Meetings; Notice; Miscellaneous

Unless when the Board creates a committee it sets forth a different quorum or vote requirement, (a) a majority of the whole committee shall constitute a quorum, and (b) 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. Except as otherwise provided in this Section 6, the provisions of Section 4 relating to resignation, meetings, public notice, and waiver of notice apply to Board committees and their members.

6.7. Rules

Each committee may adopt rules for its own governance, as long as those rules are consistent with these Bylaws or with rules adopted by the Board.

6.8. *Other Committees*

The Board may appoint other committees, some or all of whose members may be persons who are not Directors. Such committees shall not have or exercise the authority of the Board in the management of the Corporation. The Board may request such committees to give the Board reports and recommendations from time to time. These will be provided to the Board Secretary as part of the record. The Board may also designate a method of selecting committee members and may designate who will make such selections. The Board may determine rules governing such committees, but if it does not do so, Sections 6.3 through 6.7 shall apply. Such committees shall not be subject to ORS Chapter 65 governing meetings, public meetings laws, notice and waiver of notice, and quorum and voting requirements of the Board.

7. Financial Matters; Books and Records

7.1. *Financial Statements*

At the close of each taxable year, the Board shall engage a Certified Public Accountant to prepare financial statements for the Corporation as specified by the Board.

7.2. *Charter School Requirements*

With respect to MITCH Charter School for which the Board is the governing body, the Board shall ensure that the requirements of ORS Chapter 338, other laws, and applicable charter agreements are fulfilled, including without limitation the following: (a) application to the IRS for a determination letter stating that the Corporation is qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code; (b) maintain the Corporation as an Oregon nonprofit Corporation throughout the term of the charter agreement; (c) provide the annual report required by ORS 338.095(1); (d) provide the annual audit required by ORS 338.095(2); (e) fulfill record keeping requirements; (f) submit budgets; (g) maintain and retain financial records; and (h) maintain proper accounting procedures.

7.3. *Financial Reporting and Budgeting*

The Executive Director in consultation with the Treasurer shall prepare and submit to the Board for its review and approval an annual budget and other financial statements and information.

The Treasurer shall ensure the preparation and submittal of financial reporting and budgeting to the Board of Directors. Such submittals shall be presented to the Board for its review and approval as follows:

- (1) Documentation and other evidence to illustrate that internal controls, segregation of duties and proper monitoring are in place and adhered to so that instances of fraud, abuse, and/or procedural risk are avoided.

- (2) Ensures timely, accurate and comprehensible reports to the Board on a scheduled basis
 - a. Annually
 - i. Budget forecast for the upcoming year
 - ii. Two-year cash flow forecast
 - iii. Audit report for previous fiscal year
 - iv. Review of liability insurance policies
 - b. Quarterly
 - i. Balance Sheet
 - c. Monthly
 - i. Cash flow statement
 - ii. Income and expense statement
 - iii. Budget versus actual to date

- (3) Ensures the Board is educated concerning school finances
 - a. Review of Board's fiduciary obligations
 - b. Instruction in the basic rules of budgeting and accounting
 - i. Purpose of different reports and what each one means to the school
 - c. Review of ODE Program Budgeting & Accounting Manual with a focus on what is relevant to charter school operations.

7.4. *Fiscal Year*

The fiscal year of the Corporation shall begin on the first day of July and end of the last day of June of each year.

7.5. *Books and Records*

7.5.1. Generally

The Corporation (a) shall keep correct and complete books and records and shall maintain appropriate accounting records; (b) shall keep as permanent records the minutes of the meetings of its Board and Board committees having any authority of the Board; (c) shall keep as permanent records a record of all corporate action taken by the Directors; (d) shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote; and (e) All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time. The Corporation shall keep a copy for inspection of the records described in ORS 65.771(5), including IRS Form 990. Records shall be kept in a location accessible to the public.

7.5.2. Charter School Subject to Public Records Law

ORS 338.115(1)(b) states that public charter schools are subject to ORS 192.410 to 192.505 (public records law). The Board shall have the duty to ensure compliance with such laws for any Charter School for which the Board is the governing body. Such public records laws govern, among other things, inspection rights, the duty to make records available for inspection, providing copies and certified copies, requests for nondisclosure, procedures if right to inspect is denied, and records exempt or conditionally exempt from disclosure (such as certain student records, and employee and volunteer personal information). All requests for copies of the corporate records must be submitted in writing to the Secretary of the Board. Duplication of records beyond minimal may require a charge to cover the cost of copying such records.

7.6. Contract Authority

The Board may authorize any Officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances and must be in the best interest of the school.

7.7. Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless the Board authorizes this by resolution. Such authority may be general or confined to specific instances.

7.8. Checks/ Drafts/ Other

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(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.9. Deposits

All funds of the Corporation not otherwise employed shall be deposited in a timely manner to the credit of the Corporation in such banks (FDIC Insured), trust companies, or other depositories as the Board may select.

7.10. *Share 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 does not pay compensation to its Officers for services, as stated in Section 4.14.

7.11. *Loans to Directors and Officers Generally Prohibited*

The Corporation shall not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a Director or Officer of the Corporation, except as permitted under ORS 65.364. The Directors who vote for or assent to the loan, the guarantee, or the modification in violation of this Section, and any Officers participating in such a violation, shall be jointly and severally liable to the Corporation for the amount or value of such action until the repayment thereof.

8. Indemnification of Officers, Directors, Employees and Agents

The Corporation shall indemnify (and shall pay for or reimburse any reasonable expenses incurred by) Directors, Officers, employees, and agents of the Corporation to the fullest extent permitted under ORS Chapters 65 and 338, and under other applicable laws, in the proceedings and circumstances described in such laws. Indemnification (and payment or reimbursement) provided under this Section shall continue to cover any Director, Officer, 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.

9. Amendments of Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or special meeting. The notice given to Directors for the meeting must also state that the purpose or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws; and the notice must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Notwithstanding the foregoing, with respect to MITCH Charter School for which the Board is the governing body, the Board shall ensure that the requirements of the applicable charter agreement are fulfilled relating to, among other things, providing notice or copies of changes in Bylaws to the applicable school district. These Bylaws shall be reviewed annually by the Board.

10. Dissolution

Dissolution of the Corporation shall be governed by ORS Chapter 65. With respect to the MITCH Charter School for which the Board is the governing body, (a) if the charter agreement is terminated or upon dissolution of the MITCH Charter School, the assets of the MITCH Charter School that were purchased with public funds shall be given to the State Board of Education, as provided in ORS 338.105(6); and (b) any decision by the Board to terminate the charter agreement or dissolve or close the MITCH Charter School shall be governed by ORS 338.105(7), by other applicable provisions of ORS Chapter 338, and by the charter agreement.

11. Miscellaneous

11.1. *Changes in Laws*

Any reference in these Bylaws to specific laws (e.g. sections of the Internal Revenue Code, and chapters and sections of the Oregon Revised Statutes) shall be interpreted to include such provisions as they may later be amended or renumbered.

11.2. *Severability*

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

11.3. *Nondiscrimination*

The corporation will not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, national origin, disability, or familial status.

11.4. *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.



MITCH

Charter School

Board of Directors

Inspiring colorful acts of greatness

The MITCH Charter School Board of Directors hereby recognizes the foregoing Bylaws as the current approved version, altered or amended in keeping with Section 9 of the Bylaws.

For the Corporation on June 1, 2022.

Date: _____

Justin Cabrera

Chair, Board of Directors

MITCH Charter School

Date: _____

Corey Cabrera

Secretary, Board of Directors

MITCH Charter School