

Bylaws of the

Buena Vista Spanish Immersion School  
Parent Organization, Inc.

2023

Updated January 2023

Revisions January 2023; 4.6 (Voting), 5.2 (removed Number of Directors, added Structure), 5.4 (Terms), 5.7 (Annual Election of Directors), 6.2 (Special Meetings), 6.6 (Presumption of Assent), 7.5 (Treasurer), 7.6 (Election), 7.9 (Terms of Officers), 8.1 (Right to Establish Committees), 8.2 (revision of the Standing Committees), 9.3 (Checks, Drafts, etc.), 12.2 (Standard of Conduct), Article 13 (Conflict of Interests), Article 14 (No Discrimination)

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**BYLAWS OF THE  
BUENA VISTA SPANISH IMMERSION SCHOOL PARENT  
ORGANIZATION, INC.  
("The Corporation")**

**ARTICLE 1. NAME AND PURPOSE**

1.1. Name. The name of the Corporation is the Buena Vista Spanish Immersion School Parent Organization, and is referred to often, and in this document, as the "BVPO."

1.2. Purpose. The Corporation is a public benefit Corporation organized and operated exclusively for educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of the Corporation shall be to engage in any lawful activities, none of which are for profit, for which the Corporation may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501 [c] [3] of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The primary purposes of the Corporation shall include the following actions: Help Buena Vista Elementary School's (the School) administration and staff provide the School's students with a high quality of education; Provide a forum for parents and other community members to discuss issues which concern education and the School's relationship to the community; Provide an opportunity for parents and other members of the community to actively participate in the student's educational process at the School; and sponsor and plan activities which generate revenue to further the goals of the School and the community.

**ARTICLE 2. PRINCIPAL AND REGISTERED OFFICES**

2.1. Principal Office. The Principal Office of the Corporation shall be located in the City of Eugene, Lane County, Oregon.

2.2. Registered Office. The Registered Office of the Corporation, required by the Oregon Non-Profit Corporation Act, shall be maintained in the State of Oregon. The Registered Office may be, but need not be, identical with the Principal Office. The address of the Registered Office may be changed from time to time by the Board of Directors upon due compliance with the requirements of the Oregon Non-Profit Corporation Act.

2.3. Books and Records. The Corporation's Treasurer or designated agent shall keep correct and complete books and records of account. Also, the Corporation's Secretary or designated agent shall keep regular

and special Corporation and Board of Directors' meeting minutes of the proceedings of its Members and Board of Directors. The Corporation's agent shall keep at its Registered Office a record of its Directors and Officers with their names and addresses.

### **ARTICLE 3. MEMBERS**

3.1. Membership. The Corporation shall have two classes of members: (1) Class I shall be composed of all parents, step-parents, or legal guardians, who have a child currently enrolled in the School. Class I members shall be voting members. (2) Class II shall be composed of any other interested persons. Class II members shall be non-voting members. The Corporation shall not have shareholders nor shall the Corporation issue capital stock.

3.2. Rights and Responsibilities. In addition to those rights and responsibilities granted by Oregon law, members have the right to vote on certain matters of importance to the Corporation, such as the election of Directors and revisions or amendments to the Bylaws.

3.3. Dues or Assessments. No dues or assessments may be imposed upon members by reason of their membership.

3.4. Transfer. No member may transfer a membership or any right arising from membership in the Corporation.

3.5. Value. Membership has no pecuniary value. Members have no claim on the earnings or income of the Corporation and no part of the net earnings or income shall be distributed to members by reason of their membership.

### **ARTICLE 4. MEETING OF MEMBERS**

4.1. Location and Time. All meetings of the members shall be held at such places and times as the notice sent to members pursuant to Article 11 indicate. Meetings shall be held at the School unless the Notice reports otherwise. If the meetings are not held at the School, then they shall be held at a suitable location that is easily accessible to its members.

4.2. Recording Secretary and Minutes. At each meeting, the Secretary of the Corporation, or another designated member, shall be designated as the recording secretary for the purpose of recording and distributing the minutes of that meeting. Within 30 working days following the meeting, the minutes shall be distributed in person, delivered via e-mail or posted on the

BVPO website, for all members to review.

4.3. Purpose. At the annual meeting, representatives from the Board of Directors, from the Site Council, the School Principal, and a School Staff Representative may report on the activities, management, and financial condition of the Corporation during the previous year.

4.4. Special Meetings. Special meetings of the membership may be called by a majority vote of the Board of Directors, or by a group consisting of at least five-percent of the members of the Corporation, or by a group consisting of a majority of Directors. For members or Directors to call a special meeting, a request must include the signatures of all interested members or Directors, and be dated and delivered to the Secretary and President of the Corporation. A call by either members or Directors must describe the purpose of the meeting. Notice of the special meeting complying with the requirements of Section 6.3 must be sent to all members via newsletter or e-mail at the last known e-mail address.

4.5. Quorum and Action of Members at Meetings. A quorum is constituted by all members present at a meeting at the time of voting. A majority vote of the members who are present at a meeting at the time of a vote is considered an act of the membership.

4.6. Voting. Each Class I member shall be entitled to one vote on all matters for which a member vote is permitted.

4.7. Proxy Voting. Proxy voting is not allowed by members on any corporate matters except the election of the Board of Directors, or any other matter that the Board of Directors, in its sole discretion, may decide that a majority of all members must approve.

4.8. Voting by Mail and Email. Any action required or permitted to be taken by members or the Board of Directors may be taken by motions with an accompanying explanation circulated by and voted upon by e-mail or sent first class mail.

4.9. Annual Meeting. The annual meeting of members of the Corporation shall be held in the Spring. The Board of Directors shall fix the date, time, and location of the meeting. Those members present shall constitute a quorum and elect the successors of the Board of Directors by a majority vote, including proxy votes, as described in section 4.7 of these Bylaws.

## **ARTICLE 5. BOARD OF DIRECTORS**

5.1. General Powers. All corporate powers, pursuant to the law of Oregon, shall be exercised by or under the authority of the Board of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors is vested with the sole power possessed by the Corporation itself, insofar as this delegation of authority is not inconsistent with the laws of the state of Oregon, the Articles of Organization or with these Bylaws.

The Board of Directors shall be responsible for formulating goals and objectives of the BVPO; setting general, overall policy, subject to approval of the general membership; and setting BVPO meeting agendas. The President shall chair the Board of Directors. The School's principal shall serve as a staff representative and resource person to the Board.

### **5.2. Structure.**

- a) All Board Members shall be elected by the Membership as general Directors.
- b) Board Directors must be Class I members.
- c) The Board shall consist of the four Executive Officers - President, Vice-President, Secretary, and Treasurer - to be elected annually, by a majority vote of the Board.

The number of Directors of the Board shall be not less than three or more than fifteen. The Board of Directors shall have the power to expand or contract the number of directors who serve by its resolution.

5.3. Directors' Responsibilities. Board members must diligently prepare for, attend and participate in the meetings of the Board of Directors and any Committee meetings. Directors must discharge their duties in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the Corporation. All Board Directors must sit on one or more committees each year.

5.4. Terms. Board Directors are eligible to serve up to three consecutive two-year terms before taking a mandatory one-year break (6 years total). After the one-year break, Directors are eligible to start service again. Terms should be staggered to minimize the number of new Board Directors in any given year. The annual year of service runs July 1 through June 30th to match the fiscal year.

5.5. Salary and Reimbursement. Directors will not receive salaries for



their Board services, but may be reimbursed for expenses related to Board service.

5.6. Nominations. Nominations for Directors may be made by any member or any Director of the Corporation.

5.7. Annual Election of Directors. Class I members shall elect the Board of Directors at the annual meeting of the Corporation. Each member entitled to vote at such election shall have the right to vote, in person, by videoconference, or by Proxies, for as many persons as there are directors to be elected. Each elected Director shall hold Office for a term of two years, and that two-year term shall commence with the start of the fiscal year, except that the director shall serve until their successor is elected if the election of the successor takes place later than two years after the regular annual meeting at which the director was initially elected. A Director may hold three successive terms (6 years total) before taking a one-year break from the Board.

5.8. Removal. At any meeting of the Board of Directors, any individual director may be removed from Office with or without cause by a vote of a majority of the directors then serving.

5.9. Resignation. Any director or Officer of the Corporation may resign at any time by giving written notice to the Corporation, to the Board of Directors, to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon its acceptance by the Board of Directors.

5.10. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

## **ARTICLE 6. BOARD OF DIRECTORS' MEETINGS**

6.1. Annual Meeting. The regular annual meeting of the Board of Directors shall be held during May, which is the month prior to the end of the Corporation's fiscal year, at such time and place as determined by the directors, with appropriate notice. The regular monthly BVPO meeting that happens in May serves as the annual meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings. All meetings must be held within Lane County. The resolution shall set forth the notice for the meeting.

6.2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within Eugene, as the place for holding the special meeting of the Board of Directors. A meeting may be conducted via phone or video call as long as a quorum identifies itself. Minutes must be taken and recorded (manually or electronically). Any topic voted upon or discussed in this manner must be communicated to the members who are present at the following membership meeting that follows such action.

6.3. Notice. Notice of the regular annual meeting of the Board of Directors shall be given at least ten days prior thereto by written notice delivered personally or mailed to each director at the director's last known home or business physical or e-mail address. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of 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 business to be transacted nor the purpose of any regular or special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.

6.4. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6.5. Manner of Acting. The act of a majority vote of the Directors present at a meeting at which quorum is present shall be the act of the Board of Directors.

6.6. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

6.7. Concurrent Meetings and Executive Session. The Board of Directors and the BVPO meetings may be held concurrently as the Board of Directors determine. During a concurrent meeting, any Officer may

request that the Members, who are not Directors, exit the meeting. The meeting may commence in "Executive Session," when only the Directors are present. Minutes of Executive Sessions may only be recorded by the President of the Organization and destroyed not more than one year after such an Executive Session.

6.8. Informal Action by Directors. Any action required by the Oregon Non-profit Corporation Act to be taken at a meeting of directors or any other action, which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing including by email setting forth the action so taken be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as the unanimous vote of such directors.

## **ARTICLE 7. EXECUTIVE OFFICERS**

7.1. Number. The four Executive Officers shall consist of the President, Vice-President, Secretary, and Treasurer.

7.2. President. The President shall be the principal executive Officer of the Corporation and, subject to the control of the Board of Directors, shall supervise all of the business and affairs of the Corporation. The President shall set meeting agendas and preside at the BVPO and Board of Directors' meetings. The President may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any contracts, or other instruments, which the Board of Directors has authorized to be executed. The President shall perform all duties incident to the Office of the President and such other duties as may be prescribed by the Board of Directors. The President prescreens Treasurer candidates.

7.3. Vice-President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such duties the President or the Board of Directors assigns to that position.

7.4. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) act as the custodian of the Corporation's records; (d) retain a register of the post office and email address of each Director; and (e) in general, perform all duties incident to the Office of secretary and such other duties as from time to time may be

assigned by the President or by the Board of Directors.

7.5. Treasurer. The Treasurer shall: (a) retain custody of and maintain all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source, and deposit all such monies in the name of the Corporation in such banks, credit unions, trust companies or other depositories as shall be selected in accordance with the resolution of the Board of Directors; (b) ensure that all required tax forms are processed ; and (c) in general, perform all of the duties incident to the Office of treasurer and such other duties as the President or the Board of Directors may assign to the Treasurer. An Executive Officer may assist with daily operations of check writing and reimbursements.

7.6. Election. Officers shall be elected annually by the Board of Directors.

7.7. Vacancies. In keeping with Oregon state law, a vacancy in the Office of President or Secretary shall be filled no later than the first regular meeting of the BVPO following the vacancy. Other Board position vacancies may be filled soon as practicable. If no one is available to fill the role, an existing Board Member may be designated to fill the role, but the President and Secretary must not be the same person.

7.8. Eligibility of Officers. The Officers of the corporation must be Class I Members of the Corporation. Members wishing to stand for the Treasurer position need to be screened and approved by at least two of the following current members, BVPO President, Treasurer and Secretary.

7.9. Terms of Officers. Board Officers are elected annually to one-year terms of service and are able to be elected up to two more times sequentially in the same position. After the third year of service in a Board Officer position, a Board Officer must take a one-year break from holding that officer position. No officer shall serve more than three consecutive terms in one office unless that provision is waived by a 2/3 vote of the entire Board of Directors for an officer to be elected for a 4th year. There is no provision for a 5th or subsequent year.

## **ARTICLE 8. COMMITTEES AND COMMITTEE CHAIRS**

8.1. Right to Establish Committees. The Board of Directors may establish committees to assist in the timely and efficient completion of the Corporation's duties and functions.

- a) Standing committees and subcommittees shall be chaired by at least one Board Director.
- b) Committees and subcommittees, with the exception of the Executive Committee, may include Class II members.

8.2. Standing Committees. The Corporation shall have the following standing committees and responsibilities:

8.2.1 Executive Committee. The Executive Committee is composed of the Officers of the Corporation. The committee is responsible for carrying out the policies and directives of the BVPO as determined by the Board of Directors.

8.2.2 Finance Committee. The Finance Committee provides financial analysis, advice, and oversight of the BVPO's budget, financial management, and record keeping. The Finance Committee ensures the BVPO has the resources and sound financial practices needed to fulfill our mission.

8.2.3 School Partnership Committee. The School Partnership Committee leads collaboration with the School with regard to the areas of the subcommittees, which may include: School Affairs, Amity, and Cultural Development, ensuring that BVPO activities that partner with the school are cohesive, timely, and meet the needs of both the School and BVPO.

8.2.4 Parent/Guardian Engagement Committee. The Parent/Guardian Engagement Committee mobilizes and informs the community around the School, including families, donors, business partners, and other key stakeholders with regard to the areas of the subcommittees, which may include: Fundraising, Volunteerism, and Communications.

8.2.5 Advocacy Committee. The Advocacy Committee works to shape public policies and resources that affect the School and a thriving community around it. The Advocacy Committee Chair attends the 4J School Board Meetings and two members represent BVPO on the Site Council.

8.3. Ad-Hoc Committees. The President shall have the responsibility to appoint ad-hoc committees when the Board of Directors, BVPO, and the School's Principal determine a specific need for a delegation of persons is necessary to complete a task.

## **ARTICLE 9. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

9.1. Contracts. The Board of Directors 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. Members may not enter into contracts on behalf of the BVPO without Board approval.

9.2. Loans to Corporations. 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.

9.3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or another Executive Officer. Such payments are approved of by the BVPO when they are in accordance with budget and spending decisions selected by a BVPO member vote.

9.4. 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 of Directors may select.

9.5. Cash Handling. All cash received at an event on behalf of the BVPO shall be counted immediately by at least two Officers or agents with a Board Member. The sum shall be reported immediately to the Treasurer and the cash shall be taken by the Board Member to the Treasurer for deposit as soon as is practical.

## **ARTICLE 10. FISCAL YEAR**

The fiscal year of the Corporation shall begin on July 1<sup>st</sup> and shall terminate on June 30<sup>th</sup>.

## **ARTICLE 11. NOTICE**

11.1. Notice. Unless otherwise provided for in these Bylaws or under Oregon law, any notice required shall be in writing except that oral notice is effective if it is reasonable under the circumstances and not prohibited by the Corporation's Articles of Incorporation, these Bylaws or Oregon law. Notice of a meeting of members, a meeting of the Board of Directors shall be sent not less than 5 days before the meeting if sent via e-mail or first class U.S. mail, postage prepaid, to the e-mail address or postal address the recipient designates by written notice to the Corporation. Attendance at a meeting waives any defect of Notice.

11.2. Waiver of Notice. Whenever any notice is required to be given to any Director or Member of the Corporation under the provisions of these Bylaws or under the provisions of the Oregon Non-profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, or presence at the meeting (except for the sole purpose objecting to inadequate notice), shall be deemed equivalent to the giving of such notice.

## **ARTICLE 12. CORPORATE INDEMNITY**

The Corporation shall indemnify Directors to the maximum extent allowed under Oregon law. To that end, the following provisions are adopted:

12.1. Indemnification of Directors. Unless otherwise provided in the Articles of Incorporation, the Corporation shall indemnify any individual made a party to a proceeding because the individual is or was a Director of the Corporation, against liability incurred in the proceeding, but only if the corporation has authorized the payment in accordance with Oregon Law and a determination has been made in accordance with the procedures set forth under Oregon Law that the Director met the standards of conduct in Sections 12.2 through 12.4 below.

12.2. Standard of Conduct. The individual shall demonstrate that:

- (1) The individual conducted himself or herself in good faith.
- (2) The individual reasonably believed that the individual's conduct was in the best interests of the Corporation, or at least not opposed to its best interests.
- (3) In the case of any criminal proceeding, the individual had no reasonable cause to believe their conduct was unlawful.

12.3. No Indemnification. Permitted in Certain Circumstances: The Corporation shall not indemnify a Director under this Article:

- (1) In connection with a proceeding by or in the right of the corporation in which the Director was adjudged liable to the corporation.
- (2) In connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in the Director's official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

12.4. Indemnification in Derivative Actions Limited. Indemnification permitted under this Section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

12.5. Mandatory Indemnification. In addition, unless limited by the Articles of Incorporation, the Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because of being a Director of the Corporation against reasonable expenses incurred by the Director in connection with the proceeding.

12.6. Advance of Expenses of Directors. Unless otherwise provided in the Articles of Incorporation, the Corporation may pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding, if:

- (1) The Director furnishes the Corporation a written affirmation of the Director's good faith belief that the Director has met the standard of conduct described in this Section.
- (2) The Director furnishes the Corporation a written undertaking, executed personally or on the Director's behalf, to repay the advance if it is ultimately determined that the Director did not meet the standard of conduct (which undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment).
- (3) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Section or Oregon law.

12.7. Indemnification of Agents who are not Directors. Unless otherwise provided in the Articles of Incorporation, the Board of Directors may indemnify and advance expenses to any agent of the Corporation who is not a Director of the Corporation, to any extent consistent with public policy, as determined by the general or specific action of the Board of Directors.

## **ARTICLE 13. CONFLICT OF INTERESTS**

No Director shall derive any personal profit or gain, directly or indirectly, by reason of their service as a Director. Any personal interest which a Director may have in any pending matter shall be disclosed to the Board of Directors, and they shall refrain from participation in any decision on such a matter. In the presence of a personal interest of a Director or Directors, a majority of all disinterested Directors on the Board constitutes a quorum, and action is taken by a majority vote of disinterested Directors. The presence of undisclosed conflicts of interest shall not invalidate any decision of the Board of Directors if that decision is fair to the corporation. A resolution of the Board may impose additional requirements consistent with these bylaws and Oregon law related to conflicts of interests for Directors or other Members of the Corporation.

## **ARTICLE 14. NO DISCRIMINATION**

The Corporation does not discriminate for or against any Member, Director or Officer because of race, religion, sex, national origin, ethnicity, age, mental or physical disability, sexual orientation, gender (including pregnancy and



gender expression) identity, color, marital status, veteran status, immigration status, medical condition, or any other classification protected by federal, state, or local law or ordinance.

## **ARTICLE 15. BYLAWS REVISION**

15.1. Revision or Amendment. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by majority vote at any regular or special meeting of the Board, or by vote of seventy-five percent (75%) of the Class I membership in attendance at a properly called meeting of the members. However, no action on any proposed Bylaw amendment may be voted on until at least one month has passed following the first reading of the proposed Bylaw amendment or revision.

## **ARTICLE 16. MISCELLANEOUS**

The Corporation shall have no seal.

**Revised, Amended and Adopted by BVPO vote on**

**By:** \_\_\_\_\_