



Executive Session of the Board of Directors for June 19, 2019; 6:00pm
Art Room at Sherwood Charter School

Executive Session Agenda

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| A. Call the Meeting to Order, Roll Call | Chair |
| B. <i>The Sherwood Charter School Board of Directors will meet in Executive (Non-Public) Session pursuant to ORS § 192.660(2)(f) to consider records that are exempt from public inspection.</i> | |
| C. Adjourn Meeting | Chair |

Regular Meeting of the Board of Directors for June 19, 2019; 6:45pm
Art Room at Sherwood Charter School

I. Opening Items	RESPONSIBLE	PURPOSE
A. Call the Meeting to Order, Roll Call, Flag Salute	Chair	
B. Reading of Mission & Vision Statements	Perry Francis	
C. H.E.A.R.T. Skills & Meeting Expectations	Gail Wallace	
D. Agenda Additions	Board	Possible Vote
E. 2019-2020 Summer Lottery	SCS Staff	Vote
F. Approval of Previous Minutes	Board	Vote
G. Public Comment	Public	Informational
II. PAC/Finance/Fundraising		
A. PAC Report	PAC Leadership	Informational
B. Treasurers/Bookkeeper's report	Ms. Raboli	Informational
C. Budget Amendment	Ms. Raboli	Vote
III. Academic Excellence		
A. Principal/Administrator's Report	Ms. Raboli	Informational
B. Curriculum Purchases to Approve	Board	Vote
IV. Facilities/Operations		
A. Facilities Update	Perry Francis	Possible Vote
V. Governance		
A. Unfinished Business, Calendaring, Planning & SSD Deliverables	Chair	Informational
B. Annual Meeting By-Laws Review	Board	Vote
C. Board Member Roles	Board	Vote
D. Thank You & Recognition Notes	Gail Wallace	Informational
E. Board Comments & Communications	Board	Informational
VI. Closing Items		
A. Next Regular Meeting: Wed. July 17, 2019	Chair	Informational
B. Adjourn Meeting	Chair	Vote

Mission: Sherwood Charter School is a K-8 school of choice, providing a rigorous academic experience through integrated curriculum and instruction. SCS maintains a nurturing environment with small class sizes and an emphasis on practical application of what is learned.

Vision: Forging highly competent, principled leaders, who are lifelong learners, empowered to live up to their potential and to make a positive impact on their community and the world.

Board of Directors: Karen Schrader (Chair), Frank Scholz (Secretary), Perry Francis (Facilities), Lori McKinley (Fundraising), Gail Wallace (HR and Policies), Joe Whitehead, and Alison Craker. Joy Raboli (School Principal) serves ex-officio.

BYLAWS
For
SHERWOOD CHARTER SCHOOL

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BYLAWS

For

Sherwood Charter School

These Bylaws are adopted by the Board of Directors (“Board”) of the Sherwood Charter School, an Oregon nonprofit corporation (“Corporation”), for the purpose of regulating and managing the affairs of the Corporation. These Bylaws shall supersede all policies which conflict with these Bylaws. These Bylaws apply to Sherwood Charter School operating in the Sherwood 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 Sherwood Charter School established and operated by the Corporation under ORS Chapter 338, the Board will be the governing body of Sherwood Charter School. The Corporation shall govern and operate the Sherwood Charter School in accordance with, and may exercise all rights and powers of the Sherwood Charter School and the Sherwood 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 25 hours per month 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 Sherwood 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).

(b) The Board may determine that a Director's term will expire on the scheduled date of the Board annual meeting or on any other date that is best in the Board's judgment. Even though a Director's term has expired, the Director will continue to serve until a successor is elected and qualified or until a decrease in the number of Director Positions pursuant to a Board decision under Section 4.3.2 takes effect, thereby eliminating that Director's position on or after the expiration of the Director's term. ~~Directors may not serve more than two terms in their lifetime.~~ Directors may not serve more than four years before taking a one-year absence from serving on the Board. Interested parties may run for re-election only for a prospective position that has no other candidates. If re-elected the board member-elect could serve an additional two years for a total of six years in their lifetime.

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. 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 in the month of May each year, at a time and place in alignment with the Board's published regular meeting schedule for that term. If the date or time for the annual meeting must be changed, the change must be voted on no later than the April meeting and the new date/time must be reflected in an updated published meeting schedule. The purposes of the annual meeting shall be electing Directors and Officers 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 4.10 of these Bylaws. Unless changed by the Board, the regular annual meeting shall be held at the principal office of the Corporation. 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 Sherwood 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 Sherwood School District (SSD), 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 4.9, 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 4.10

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 Sherwood 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 of Directors may meet in executive session to address matters as allowed under Oregon law.

4.10 Notice ORS 192.640, provides for Public notice required; special notice for executive sessions, special or emergency meetings. These are included here along with specific application to the school:

(1) The Board shall provide for and give public notice, reasonably calculated to give actual notice to interested persons including news media which have requested notice, of the time and place for holding regular meetings. The notice shall also include a list of the principal subjects anticipated to be considered at the meeting, but this requirement shall not limit the ability of a governing body to consider additional subjects.

(2) If an executive session only will be held, the notice shall be given to the members of the Board, to the general public and to news media which have requested notice, stating the specific provision of law authorizing the executive session.

(3) 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, but the minutes for such a meeting shall describe the emergency justifying less than 24 hours' notice.

Regular Board meetings shall have written notice at least three (3) days in advance of 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. The Board may provide notice by posting at the School, emailing school families and/or providing notice in the school newsletter or school website.

4.11 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.

4.12 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.

4.13 Manner of Acting; Dissent or Abstention

4.13.1 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.

4.13.2 Dissent or Abstention The right of dissent or abstention is not available to a Director who votes in favor of the action taken. A Director who is present at a meeting of the Board or at a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless:

- (a) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting the business at the meeting;
- (b) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The Director delivers written notice of dissent or abstention to the presiding Officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

4.14 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.

4.15 Conflicts of Interest

4.15.1 Conflict of Interest

A. A transaction in which a Director of this Corporation has a conflict of interest may be approved:

- (1) By the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the Director's interest are disclosed or known to the Board of Directors or a committee of the Board of Directors; or
- (2) By obtaining approval of the:
 - (a) Oregon Attorney General; or
 - (b) The circuit court in an action in which the Oregon Attorney General is joined as party.

B. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect financial or other interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the corporation at the time it was entered into or is approved as provided in Subsection A of this Section.

C. For the purposes of this Section, a Director of the Corporation has an indirect interest in a transaction if:

- (1) Another entity in which the director, or a member of the director's family, has a current or potential material ownership, investment or other pecuniary interest is a party to the transaction;
- (2) 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; or
- (3) The director has a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

D. For purposes of subsection A of this Section, and in accordance with subsection F of this Section, 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 of directors 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 vote 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 subparagraph A(1) of this Section if the transaction is otherwise approved as provided in subsection A of this Section.

E. After disclosure of a direct or indirect material interest and all material facts relating thereto, and after any discussion with the interested board member, the board of directors may require the interested board member to leave the meeting of the board of directors or committee while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists. In the event that the board of directors determines that a conflict of interest exists, the interested director shall be allowed to make a presentation at the meeting of the board of directors or committee, but after the presentation, the board of directors may require the interested director to leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

F. The board of directors or committee, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement in which a conflict of interest exists. After exercising due diligence, and where appropriate, the board of director or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors or committee shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the corporation shall make its decision as to whether to enter into the transaction or arrangement.

4.15.2 Conflicts of Interest - Sherwood Additions Additional requirements added for Sherwood Charter School beyond those of ORS 65.361 are as follows:

No Director, Officer, employee, or agent shall participate in the selection, award or administration of a contract where, to his knowledge, he or his immediate family, partners, or organization in which he or his immediate family or partner has a financial interest or with whom he is negotiating or has any arrangement concerning prospective employment. Sherwood Charter School Directors, Officers, employees or agents shall neither solicit nor accept gratuities, favors or anything of monetary value for personal gain or use from contractors or potential contractors. Any violation of these standards shall be grounds for disciplinary action. All procurement transactions shall be conducted in a manner to provide, to the maximum extent practical, open and free competition. No Director, Officer, employee, or agent shall engage in contracts or transactions which will result in private benefit, or unreasonable enrichment. Directors and Officers shall exercise duty of care and duty of loyalty to Sherwood Charter School.

In the event a conflict of interest does arise between a Director or Officer and Sherwood Charter School, the conflict shall be fully disclosed to the Board, and the member with the conflict shall withdraw from the discussion and abstain from voting on the issue. The Board shall consider whether the transaction is valued at fair market value, and shall approve the transaction only if it is fair, reasonable, and in the best interests of Sherwood Charter School. A majority of all Board members, whether present or not, shall be necessary to approve the transaction.

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 Term of Office At the regular annual meeting of the Board, the Board shall appoint Officers, who shall serve for a one-year term (except for death, resignation, removal, or other disqualification under Section 5.3). Notwithstanding the foregoing, if a successor has not been duly appointed and qualified when an Officer's term expires, the Officer shall continue to hold office until a successor has been duly appointed and qualified. The Board may determine that an Officer's term will expire on the scheduled date of the Board annual meeting or on any other date that is best in the Board's judgment. If the Board does not appoint any one or more Officers at 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. The Board shall invite interested parties to apply for Officer positions.

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. 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. [See the SCS Board Roles and Duties document for other guidelines.](#)

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. [See the SCS Board Roles and Duties for other guidelines.](#)

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. [See the SCS Board Roles and Duties document for other guidelines.](#)

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 Sherwood Charter 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. [See the SCS Board Roles and Duties document for other guidelines.](#)

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 and otherwise direct the activities of the Executive Director. 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.

6. Committees

6.1 Committees of 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 two or more Directors. 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 As provided in ORS 65.354(5), a committee of the Board may not:

- (a) Authorize distributions;

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

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 Sherwood 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 Budget The Treasurer shall prepare and submit to the Board for its review and approval an annual budget and other financial statements and information.

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, 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. In addition, 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. Indemnification provided hereunder shall continue to cover any director, 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. The right to indemnification conferred by this Section 8 shall be considered a contract right between the corporation and any such person entitled to indemnity hereunder.

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 Sherwood 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 Sherwood Charter School for which the Board is the governing body, (a) if the charter agreement is terminated or upon dissolution of the Sherwood Charter School, the assets of the Sherwood 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 Sherwood 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 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.

The Sherwood Charter School Board of Directors hereby adopts the foregoing Bylaws

For the Corporation on this ~~29th day of June, 2017~~^{19th date of May} ~~June, 2019~~.

~~Brian Craker~~Karen Schrader

~~Perry Franeis~~Frank Scholz

Chair
Board of Directors

Secretary
Board of Directors

DRAFT