

**BYLAWS  
OF  
THE LIGHTHOUSE SCHOOL**



**Adopted: January 17, 2001**

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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. For assistance in updating, amending, or interpreting these bylaws, contact David Atkin, Attorney, at Nonprofit Support Services.

BYLAWS  
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ARTICLE I. PURPOSE

Section 1. Purpose The purposes of The Lighthouse School are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of The Lighthouse School include the following:

To provide a challenging and creative learning environment dedicated to academic excellence,

To utilize an eclectic approach to holistic education,

To create an atmosphere in which children will reach their social, creative, and intellectual potential,

To establish a learning situation that will value and model compassion for all living things, respect for the environment and an appreciation for a changing and diverse world, and

To create an environment that will nurture the "whole" child, intellectually, emotionally and creatively.

ARTICLE II. NONVOTING MEMBERS

Section 1. Nonvoting Members. The Lighthouse School will not have voting members but may have nonvoting members.

Section 2. Rights and Obligations of Nonvoting Members. The nonvoting members will have no power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters. The Board of Directors may by resolution establish categories of nonvoting membership and determine the dues, duties, and privileges of members in those categories. The Board of Directors may by resolution establish, alter, or waive dues for nonvoting members. The Board may by resolution establish or alter the organization's policies regarding the selection, tenure, resignation, and removal of nonvoting members and any other matters concerning the nonvoting members.

### ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors must establish the corporation's policies and review and change them as necessary, oversee its programs and activities, supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The role of the Board does not include direct management or conduct of the daily operations of the organization, or the supervision of staff members other than the staff's executive director, and these responsibilities must instead be delegated to the organization's staff, whether paid or unpaid.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of The Lighthouse School.

Section 3. Number of Directors. The Board of Directors will consist of no fewer than three and no more than fifteen members. Following the initial year of operation, the Board of Directors must not be smaller than five members. The specific number of directors within this range must be set and may be changed by resolutions passed by a majority of the directors in office. The Board may in this way increase the size of the Board and then may elect new directors to fill the newly created director positions.

Section 4. Terms of Directors. There will be up to three positions on the Board of Directors for a term of four years and the remaining positions will be for terms of one year. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors. The Board of Directors will elect new Board members at an annual election meeting of the Board held for that purpose. The vote must be by a secret ballot if any person so requests.

The annual election meeting for the election of directors will take place during June, July or August, unless the meeting is set for a different period of the year by resolution of the Board. The exact time and location of the election meeting will be set by resolution of the Board.

Section 6. Filling Vacancies. The Board of Directors may elect new directors to fill any vacancies on the Board, including vacancies created by the passage of a resolution

increasing the total number of Board member positions. A director appointed to fill a vacancy will serve only until the next regular election of directors, at which time she or he must be elected by the Board in order to remain a director.

Section 7. Removal of Directors. A director may be removed for the causes stated in these bylaws by a majority of the directors in office not counting the director to be removed. A director may be removed without cause by a two-thirds vote of the directors in office, excluding the director to be removed. Notice of the meeting must be given that states that the removal of a director is to be considered at that meeting. A director may be removed for the following causes: repeated failures to attend Board meetings, failing to fulfill the duties required of directors, or intentional acts or omissions, that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation.

Section 8. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board of Directors, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 9. Election of Chair and Officers. As soon as possible following each annual election of directors, the Board of Directors must elect new officers of the corporation.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence 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.

Section 11. Quorum. At all meetings of the Board of Directors, the presence of a quorum is necessary to allow the transaction of corporate business or the making of corporate decisions. A quorum is defined as a majority of the number of directors set by prior resolution, or if no specific number of directors has been set, then a quorum is a majority of the number of directors in office immediately before the meeting begins.

Section 12. Decision-Making and Voting. The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request that a vote be taken instead. The affirmative vote of a majority of the voting members of the Board at any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors of The Lighthouse School unless a greater proportion is required by law or by these bylaws. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

Section 13. No Proxy Voting. Voting by proxy is not allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Meetings. Meetings of the Board of Directors may be called by the president, the chair of the Board, or 50% of the directors in office.

Section 15. Telephonic Meetings. Meetings may be held by telephone as long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 16. Decisions without Meetings. The Board may make any decision or take any action within its power without a meeting through a "consent resolution" in writing, that sets forth the action so taken, and is signed by all of the directors then in office. The resolution is effective when the last director signs the consent, unless the resolution specifies an earlier or later date. The consent resolution must be filed with the corporate records.

Section 17. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by phone or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Section 18. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the right to receive full notice of that meeting.

Section 19. Authority of Directors. No director may act on behalf of the corporation without specific authorization by the Board to do so.

## ARTICLE IV. OFFICERS, CHAIRPERSON, AND STAFF

Section 1. Officers. The officers of The Lighthouse School must carry out the policies and decisions of the Board of Directors as directed by the Board. Officers include a president and a secretary, and may also include one or more vice presidents, a treasurer, and a chairperson and such other officers as may be elected in accordance with these bylaws. The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices. Board members and non-Board members are eligible for selection as officers. Officers who are not members of the Board have no right to vote on Board decisions.

Section 2. Election and Term of Office. The officers of The Lighthouse School will be elected for a one year term by the Board of Directors. Election of officers must be done as soon as possible following the election of directors. Each officer will hold office until her or his successor has been properly elected and has taken office, unless she or he resigns.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal.

Section 4. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the directors in office, although less than a quorum, may elect or appoint an officer to fill such a vacancy. The elected officer will hold office for the unexpired portion of the term of that office.

Section 5. President. The president is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors unless the Board selects another person to preside. The president must also perform other duties as may be assigned by the Board of Directors. The president will serve as an ex-officio member of all committees.

Section 6. Vice President. In the absence of the president or in the event of the president's inability to act, the vice president performs the duties of the president. The vice president, when acting as president, has all the powers of and is subject to all the restrictions on the president. The vice president must also perform other duties assigned by the Board of Directors. More than one position of vice president may be created and their duties clarified through the amendment of this section of these bylaws.

Section 7. Secretary. The secretary must perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors or and any Board committees, b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be



custodian of the corporate records; d) keep a register of each member's mailing address provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee 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.

Section 8. Treasurer. The treasurer must perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all of the income, expenses, and assets of the corporation; c) present reports at every Board meeting on the financial affairs of the corporation; and d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation.

Section 9. Chair. The Board may elect a chair and determine his or her duties.

Section 10. Director and Staff. The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. Unless the Board determines otherwise, the executive director will have the power, subject to the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

## ARTICLE V. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, must state whether it is a "Board" committee or a "non-Board" committee, and must state what powers, authority, and duties have been delegated to the committee, how the chair of the committee is appointed, how the members of the committee may be appointed, and what procedures, if any, the committee must use in carrying out its work.

The Board of Directors will always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section 2. Board Committees. The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs or make other decisions for the corporation. Such committees are established by resolution by all directors then in office. Board Committees must consist of two or more directors, and must not have any members who are not members of the Board of Directors.

Executive Committee: The Board may elect an executive committee. The Executive Committee will have the power to make decisions between Board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which must be submitted to the full Board. Any director may be a member of the Executive Committee.

Section 3. Non-Board Committees. The Board may establish "non-board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established by resolution by the directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

Section 4. Committee Members. The Board must appoint the members of every Board committee and of any advisory committees. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Chair. One member of each committee will be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the president or the members of the committee.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 7. Limitation on Powers. No committee may a) amend or alter the Articles of Incorporation or bylaws; b) elect, appoint, or remove any officer, member of the Board of Directors, or member of a Board committee; c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; d) authorize the dissolution of the corporation or revoke proceedings therefore; e) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or f) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

## ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No officer or member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board or of an officer as defined in these bylaws. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members who receive regular compensation from the corporation and their relatives must always constitute less than a majority of the Board. Officers and members of the Directors may receive reimbursement for actual expenses they incur in the course of fulfilling their responsibilities.

Section 2. Conflict of Interest. A conflict of interest is present when the corporation pays compensation or provides any tangible benefits to an officer or member of the Board or to a member of a director's or officer's family. All transactions involving conflicts of interest must be presented to the Board for approval. Directors and officers who have a conflict of interest in any matter must 1) declare the existence of any direct or indirect conflict of interest, 2) disclose its nature on the record, and 3) abstain from voting on that matter. The rest of the Board must analyze the transaction and ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. A conflict-of-interest transaction must be approved by the affirmative vote of a majority of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

Section 3. Tax Year. The tax year of the corporation will be from July 1<sup>st</sup> to June 30<sup>th</sup>.

Section 4. No Discrimination. The Lighthouse School does not discriminate against any person on the basis of race, nationality, place of origin, ethnic background, religion, gender, sexual orientation, marital status, familial status, economic class, age, or mental or physical disability.

Section 5. Annual Audit. The Board shall require the performance of an annual audit which must involve the services of some trusted person with bookkeeping or accounting skills and knowledge, and which does not rely upon the services of the person who does the financial bookkeeping for the organization, or the person(s) who sign the checks for the organization. This audit shall be a full, formal audit and will include the review and reconciliation of the checkbook entries, the bank statements, the deposit slips, and the receipts and documents showing the expenses.

ARTICLE VII. AMENDMENTS


Section 1. Articles of Incorporation and Bylaws. The affirmative vote of at least two-thirds of all the Directors in office, at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend, or repeal the bylaws or the Articles of Incorporation of The Lighthouse School, except as otherwise provided by law. Proper written notice must be given in advance, including either a written copy of the proposed amendments or a written summary of those amendments.

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CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that the foregoing bylaws constitute the bylaws of The Lighthouse School, as duly adopted by the Board of Directors on the 17<sup>th</sup> day of January, 2001.

Signed this 27 day of January, 2001.

  
Secretary of The Lighthouse School