

**Days Creek Charter School**  
**A non-member corporation**

**BYLAWS OF THE DAYS CREEK CHARTER SCHOOL**

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DATE ADOPTED: September 11, 2005

**Article I. Purpose**

This corporation shall be organized and operated exclusively for educational and charitable purposes. The work of the Days Creek Charter School (DCCS) board is to lead in the overall policy development and implementation process in those areas granted by the Days Creek School District #15 board.

**Section 1.01 Services**

Enrollment; set strategic goals to fulfill mission and vision; school marketing; fund raising and community partnerships; report progress to the district board; maintain website; decide student assessment method; decide class offerings; keep revision control over policies; and, ensure community input.

**Section 1.02 School Director**

The DCCS board supports the director of the school who is responsible for the leadership of the school and who reports to the district board.

**Article II. Non-membership**

This corporation shall have no members as that term is defined by Oregon Revised Statutes Chapter 65, but may have members for other purposes. These members shall have none of the rights or duties described in ORS Chapter 65 or any corresponding future statute.

**Article III. Board of Directors**

**Section 3.01 Duties**

The affairs of the corporation shall be managed by the Board of Directors.

**Section 3.02 Number**

The number of Directors shall be no more than fifteen (15) and no less than three (3).

### **Section 3.03      Qualifications**

The Board of Directors will be made up of persons interested in supporting charter education at Days Creek.

### **Section 3.04      Board Composition**

There shall be twelve (12) seats on the Board of Directors. Four (4) seats shall be made available to community members and/or parents of Days Creek students. Two (2) advisory seats (non-voting positions) shall be made available to representatives of the Days Creek School District Board of Directors. Three (3) seats shall be made available to representatives of the Days Creek teaching staff and three (3) student advisory seats (non-voting positions) shall be made available to students from the Days Creek Charter School.

### **Section 3.05      Term and Election**

Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be three (3) years. The Board shall make provisions to stagger the terms of directors so that, each year, as close as possible to one-third (1/3) of the Directors' terms shall expire. A director may be reelected without limitation on the number of terms he/she may serve. The Board shall elect its own members, except that a Director shall not vote on that member's own position. Elections of Directors and Officers shall be held each July at the Annual Meeting.

### **Section 3.06      Removal**

Any Director may be removed, with or without cause, by a vote of two-thirds (2/3) of the Directors then in office. No more than one Director may be removed at any one meeting of the Board. A Board member who misses three (3) consecutive meetings, for any reason, is automatically removed from the Board.

### **Section 3.07      Vacancies**

Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors then on the Board. The Charter Board of Directors will accept letters of availability to serve from potential Board members until the next regularly scheduled Board meeting. At that time, the Board will appoint a new member who will assume the same term as the member who resigned or was removed.

### **Section 3.08      Quorum and Action**

A quorum at a board meeting shall be a majority of the fixed number of Directors. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these bylaws. Where the law requires a majority vote of the Directors in office to establish committees which exercise Board functions, to amend the Articles of Incorporation, or to sell assets not in the regular course of business, to

merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

### **Section 3.09 Regular Meetings**

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Days Creek Charter School will comply with ORS 192.610 to 192.690 Public Meeting Law.

### **Section 3.10 Special Meetings**

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting.

### **Section 3.11 Meeting by Telecommunication**

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

### **Section 3.12 No Salary**

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

## **Article IV. Committees**

The Board of Directors may establish such committees as it deems necessary and desirable. Such committees shall be advisory to the Board of Directors. Standing Committees will be chaired by DCCS board members. Committee members will be volunteers from the DCCS community, parents, staff and students, not bound by School District #15 boundaries.

### **Section 4.01 Standing Committees**

The following standing committees may be established as needed to support the responsibilities and goals of the organization. The chair and members of the committees are appointed by the Board of Directors, serving under the bylaws of the corporation.

a. Mission and Vision Standing Committee is responsible for strategic planning and board training. Within the Mission and Vision Standing Committee are the following committees: Curriculum, Enrollment, Accountability for creating a school accountability plan, student assessment, feedback surveys, and School Policies Revisions.

b. Fundraising and Community Partnerships Standing Committee is responsible to 1) set up fundraising training for committee members; 2) develop guidelines for fundraising and community partnerships; and 3) set up committees with specified responsibilities

and goals. Those committees are Fundraising Projects, Corporate and Individuals (large donors and bequests), Grant Writing, Foreign Student Program.

c. Publicity Standing Committee is responsible to develop the marketing plan for the short and long term. Within the Publicity Standing Committee are the following committees: 1) Public Media including press releases, radio, television, newspaper, word-of-mouth campaigns. The DCCS Director/Superintendent ensures we comply with the Public Meeting Law by notifying the newspaper. 2) DCCS Website development, maintenance and use as it benefits the DCCS. 3) Events Committee to plan and implement events such as Open House and Career Day. 4) School Media Committee develops brochures/flyers, school recruitment video and game announcements.

d. Finance Standing Committee reviews and sets up the oversight of spending plan; develops policies for accountability process for grants, bequests, and partnership funds or services; reviews existing school policies and Oregon Revised Statutes for accountability. The Board Treasurer serves as chair by nature of the office.

e. Recognition of Excellence Standing Committee will set awards and guidelines. Awards will be given to students, staff, community partners, committee and board members.

## **Article V. Officers**

### **Section 5.01 Titles**

The officers of this corporation shall be the President, Secretary, and Treasurer.

### **Section 5.02 Election**

The Board of Directors shall elect the President, Vice President, Secretary, and Treasurer to serve one-year terms. An officer may be re-elected without limitation on the number of terms the officer may serve.

### **Section 5.03 Vacancy**

A vacancy of the office of President, Secretary, or Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

### **Section 5.04 Other Officers**

The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

### **Section 5.05      President**

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors. The President will set the meeting agenda.

### **Section 5.06      Vice President**

The Vice-President shall, in the absence of the President, perform the duties of the President. The Vice-President shall have any other powers and duties as may be prescribed by the Board of Directors.

### **Section 5.07      Secretary**

The Secretary shall have overall responsibility for all record-keeping. The Secretary shall perform, or cause to be performed, the following duties:

- (a) Official recording of the minutes of all proceedings of meetings and actions of the Board of Directors;
- (b) Provision for notice of all meetings of the Board of Directors;
- (c) Authentication of the records of the corporation; and
- (d) Any other duties as may be prescribed by the Board of Directors.

### **Section 5.08      Treasurer**

The Treasurer shall have overall responsibility for all financial records. The Treasurer shall perform, or cause to be performed, the following duties:

- (d) Keeping full and accurate accounts of all financial records of the corporation;
- (e) Deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;
- (f) Disbursement of all funds when proper to do so;
- (g) Making financial reports as to the financial condition of the corporation to the Board of Directors; and
- (h) Any other duties as may be prescribed by the Board of Directors.

## **Article VI.      Corporation Indemnity**

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

## **Article VII. Dissolution**

Upon dissolution, assets of the corporation not requiring return or transfer to donors or grantors, or required for discharge of existing liabilities and obligations of the corporation, shall be distributed to the Douglas County School District 15, except those obtained through gifts, grants, bequests or donations other than from the District or the State. Those assets will be used for the grantor's designated purposes and/or for primary and secondary educational purposes of students residing in the local area or returned to the grantors, as deemed appropriate by the Board of Directors of this nonprofit corporation.

## **Article VIII. Amendments to Bylaws**

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of the Directors in office. Prior to the adoption of the amendment, each Director shall be given at least two (2) days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

DATE AMENDED: August 14, 2006

DATE AMENDED: June 16, 2014