

Registry Number:

146402-13

DUNIWAY AFTER-SCHOOL CARE PROGRAM, INC.

A Nonprofit Corporation

BYLAWS

(Original document dated 3/93; Amended 9/16/98 and 9/21/10)

ARTICLE 1 NAME

The name of the corporation is the DUNIWAY AFTER-SCHOOL CARE PROGRAM, INC., referred to as DUNIWAY in these Bylaws. DUNIWAY is located in the city of Portland, Oregon.

ARTICLE 2 PURPOSE

The mission of DUNIWAY is to provide secure, healthy, well supervised, nurturing and stimulating day care for Duniway students (1) before and after school ("ASC"), (2) during the summer ("Camp"), and (3) through the pre-kindergarten program ("Pre-K") (collectively, "DUNIWAY Programs"). This service is provided at reasonable cost to each family as a service to the school community and is directed with the advice and counsel of parents of participating children through a parent volunteer Board of Directors.

To support the above mission, DUNIWAY shall follow the eligibility and program guidelines and other procedures set forth in Article 3.

This corporation is organized exclusively for and shall operate within the charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

ARTICLE 3 PROGRAM GUIDELINES

- A. Eligibility: Children are eligible to register for DUNIWAY Programs if they have up-to-date immunizations. In addition:
 - i) Pre-K: Children are eligible to register for the Pre-K program if they will be three or four years old on or before the first day of Pre-K in the fall of their year of attendance.
 - ii) ASC: Children are eligible to register for the ASC program if they are enrolled in Pre-K, or if they attend kindergarten through fifth grade at Duniway.
 - iii) Camp: Children are eligible to register for Camp if they will be four years old by the first day of their Camp session.

Eligible children will be accepted on a space available basis. The Board of Directors shall make any decisions regarding exceptions to these eligibility rules.

- B. Procedures: The following rules apply to DUNIWAY to insure the smooth operation of the program:
- i) Parents shall be responsible for the transportation of their children to and from the facility;
 - ii) Children will be released only to authorized persons who, upon request, must produce valid identification;
 - iii) Parents shall be available to pick up sick children as soon as possible after notification that their child has become ill;
 - iv) The Board of Directors shall choose a suitable location at which the DUNIWAY program will be conducted;
 - v) The dates and hours of the DUNIWAY program operations shall be decided by the Board of Directors; and
 - vi) In case of emergency, the DUNIWAY program shall be closed at the discretion of the program director or according to the policies of the Portland Public Schools.
- C. Tuition and Fees: The following rules regarding tuition and fees shall be followed:
- i) Tuition will be based upon the cost of the program and shall be determined by the Board of Directors at the beginning of each school year;
 - ii) The entire monthly tuition shall be paid in advance each month;
 - iii) Nonpayment of tuition shall be cause for suspension of a child or children from the program until payment arrangements can be made. Such arrangements shall be subject to Board approval; and
 - iv) Non-refundable registration fees and special prorate assessments may be levied if approved by unanimous vote of the Board.

ARTICLE 4 MEMBERSHIP

Section 1: Membership and Rights

- A. Definition of Members: Any person who is an elected Director of Duniway or whose child or children attend ASC or Pre-K is a member of DUNIWAY.
- B. Membership rights are limited to:
- i) electing the Board of Directors;
 - ii) removing a Director;
 - iii) serving on the Board and/or as officers;
 - iv) voting on proposed amendments to the Articles of Incorporation; and
 - v) voting to dissolve DUNIWAY.
- C. Definition of "vote": There exists one (1) vote for each family with children attending ASC and/or Pre-K, regardless of the number of parents and children included in that family. Thus, there will be more Members than votes entitled to be cast. Members sharing a vote (i.e. two parents with one or more children, or a Director and spouse with children) will have to decide amongst themselves how to cast the one vote to which they are entitled.

Section 2: Member Meetings

- A. Annual Meeting: The DUNIWAY Annual Meeting will occur at a time and place determined by the Board of Directors. The Secretary shall provide notice of the Annual Meeting to all Members at least thirty (30) days in advance.
- B. Special Meetings: A Special Meeting of the Members will be held on call of the Board of Directors or by Demand of the Members as described in ORS 65.204. The Secretary shall provide notice of a Special Meeting to all Members at least seven (7) days in advance.
- C. Quorum: A quorum for the Annual Meeting or for a Special Meeting shall consist of at least ten (10) members.
- D. Notice: Notice may be in any manner selected by the Board of Directors and reasonably calculated to reach the Members, including posting written notice at the DUNIWAY Programs location.
- E. Decision-Making: Decisions shall be made by an affirmative vote of a majority of the Members present and entitled to vote, provided that a quorum exists.
- F. Minutes: Minutes of all meetings shall be recorded by the Secretary or by another person designated by the Board Chair or the President. Minutes of meetings shall be approved at the next Board meeting.

ARTICLE 5 BOARD OF DIRECTORS

- A. Directors: Except for the Initial Board named in the Articles of Incorporation, the Board of Directors shall consist of at least four (4) and no more than eleven (11) Directors.
- B. Eligibility: Members of DUNIWAY and persons whose child or children attended Pre-K or ASC within the last three years preceding the date of the election are eligible to be elected Directors of DUNIWAY.
- C. Terms of Office: Directors shall be elected for one (1) year terms, limited to a maximum of six (6) terms. Newly elected Directors shall assume their office at the end of the Annual Meeting at which they were elected.
- D. Board Meetings: The Board of Directors shall meet regularly at the time and place established by the Board or such other time as the Board decides. The Secretary shall give notice to all Members along with the agenda at least seven (7) days prior to the meeting. All Board Meetings shall be open to DUNIWAY Members except when the Board is in executive session. The Board may go into executive session to discuss confidential personnel or legal matters. Any binding action of the Board must be taken in open session following the Executive Session.
- E. Board Chair: The Board shall elect a Chairperson at the first Board Meeting after the Annual Meeting. The Chairperson will serve one (1) year term, limited to a maximum of three (3) terms. The Chairperson will preside at all Board Meetings and insure that the Board functions properly by establishing committees or other means to carry out the purposes of DUNIWAY.
- F. Nomination of Directors: The Board of Directors is elected at the Annual Meeting. At the Annual Meeting, the President will take nominations from names submitted in writing and from Members present at the annual meeting.
- G. Elections of Directors: The President shall conduct the elections, or, in the case of conflict of interest, may delegate this duty. The Board of Directors shall be elected by a majority of the Members present at the Annual Meeting and entitled to vote, a quorum being assembled.

- i) If the number of nominations received is equal to or less than the maximum number of Directors, the President shall call for an oral vote on each nomination individually.
 - ii) If the number of nominations received is greater than the maximum number of Directors, Members entitled to vote shall make a written list of candidates receiving their "yes" vote, in an amount less than or equal to the maximum number of Directors. The President shall count the "yes" votes and will fill Director positions with candidates in order of number of "yes" votes received until all Director positions are filled.
 - iii) If two candidates are tied for a single Director position, a run-off second ballot shall be held.
- H. Board Action Without a Meeting: Any action required by law to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed (or electronically signed) by all the Board members in accordance with ORS 65.341. Any action not required by law to be taken at a Board Meeting may be taken without a meeting by consent of a majority of the Directors, as evidenced by signature or electronic consent.
- I. Quorum: A quorum for Board Meetings shall consist of a majority of the members of the elected Board of Directors.
- J. Notice: Notice of Board Meetings may be in any manner selected by the Board of Directors and reasonably calculated to reach both the Directors and other Members
- K. Decision-Making: Decisions shall be made by an affirmative vote of a majority of the Directors present.
- L. Minutes: Minutes of all meetings of the Board of Directors shall be recorded by the Secretary or by another person designated by the Board Chair. Minutes of Board Meetings shall be approved at the next Board Meeting.

ARTICLE 6 POWERS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- A. General Powers: The Board of Directors shall have the power and authority to control and manage the affairs and business of DUNIWAY. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they deem proper, not inconsistent with these Bylaws and the laws of the State of Oregon. Directors at a duly organized meeting may transact business by majority vote of the Directors present until adjournment, provided that a quorum existed at the time the meeting was called to order.
- B. Specific Powers (Not Exclusive):
- i) The Board of Directors shall hire or direct to be hired such qualified employees as the Board finds necessary to carry out the mission of DUNIWAY.

ARTICLE 7 LIMITATIONS ON AND REMOVAL OF THE BOARD OF DIRECTORS

- A. Action taken by the Board of Directors: Any motion for the removal of Directors, amendments to the Articles of Incorporation, or dissolution of DUNIWAY shall not become effective unless and until such action is approved by the Members in accordance with these Bylaws.
- B. Conflict of Interest: Directors shall fully disclose the specific nature of any potential conflict of interest on matters being considered by the Board. No Director shall vote on any matter in which said member or any parent, spouse, child, partner, employer, or similarly related business entity has a substantial interest in any property or business that would be substantially affected by such action.

- C. Removal of Directors: A Director may be removed at any time by the Members of DUNIWAY at a Special Meeting called for that purpose by the Board of Directors or by the Members, provided that any action to remove a Director is taken in accordance with these Bylaws and ORS 65.324.
- D. The procedure for removal requires:
 - i) Written charges specifying reasons for removal signed by at least three Members and submitted to the Board. The Board shall then deliver or mail a copy of the charges to the Director charged and shall request that said Director respond to the charges in writing within three days. Both the charges and any response provided by the Director shall be copied and distributed to all Members in attendance at the Special Meeting called to consider the removal.
 - ii) The Board shall consider the charges and response and shall make a written report and recommendation to the Members.
 - iii) Written notification of the meeting to consider this recommendation for removal must be made to all Members by posting notice at the DUNIWAY Programs location and by any other means deemed adequate at least seven (7) days prior.
 - iv) The Members shall have the sole authority to decide the question of removal during any properly convened Special Meeting by a majority vote of the Members present and entitled to vote.
- E. Resignation: Any Director may resign at any time after giving written notice to the Board Chair or the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notice, and the acceptance of the resignation shall not be necessary to make it effective. Once delivered, a resignation is irrevocable, unless revocation is authorized by the Directors.
- F. Vacancies or Newly Created Directorships: Any vacancies on the Board will be filled by a person appointed by the Chairperson and for the remainder of that term. Vacancies may occur if a Director gives written notice of intent to resign along with reasons for their resignation or if the position is declared vacant. If a Director fails to attend three (3) consecutive meetings, the Board shall declare the position vacant unless it can be determined that there is good cause for the absence and continued interest in participation on the Board. Intent to declare the position vacant requires written Board notification to the absentee Director.

ARTICLE 8 OFFICERS

- A. Officers: The Board shall elect a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board shall designate from time to time. An Officer may hold more than one office and may also be a Board member.
- B. Appointment and Terms of Office: Officers shall be elected by majority vote of the Board of Directors at the first Board meeting after the Annual Meeting. Each Officer shall consent to the appointment and serve for a one (1) year term or until his or her successor shall have been duly appointed and qualified or until his or her removal, resignation, or death.
- C. Duties of Officers: The responsibilities of the Officers are as follows:
 - i) President: The President shall be the principal operating officer of the corporation and, subject to the control of the Directors, shall supervise and control all the day to day business and general affairs of the corporation. The President shall perform all duties incident to the office of President or prescribed by the Directors and insure that any decisions of the Board are carried out properly. He or she may sign, with

the Secretary or any other proper officer of the corporation authorized by the Directors, any contracts, deeds, mortgages, bonds, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors, by these Bylaws, or by law to some other officer or agent of the corporation or in some other manner required.

- ii) Vice President: In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the accompanying powers and be subject to all the restrictions. The Vice President shall perform any other duties assigned to him or her by the President or the Directors.
 - iii) Secretary: The Secretary shall insure that an accurate record of minutes for all Board Meetings is kept in one or more books provided for that purpose. The Secretary shall maintain an updated list of all Directors and their addresses, insure that proper notice is given for all meetings at least seven (7) days prior to such meeting, unless otherwise provided in these Bylaws, and assist with correspondence responsibilities as needed. The Secretary is also the custodian of the corporate records and is responsible for any other duties assigned from time to time by the President or the Directors.
 - iv) Treasurer: The Treasurer shall have charge and custody of all funds or other finances of the corporation and, in general, perform all duties incident to the office of Treasurer or as assigned by the President or the Directors from time to time. These duties include maintenance of the financial records of the corporation in accordance with sound accounting practices, state and federal law, and any procedural guidelines established by the Board; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies, or other financial institutions as shall be selected by the Directors or in accordance with these Bylaws.
- D. Removal: Any Officer appointed by the Directors may be removed by the Directors by a majority vote at any time, with or without cause.
 - E. Resignation: Any Officer may resign at any time by giving written notice to the Board Chair or President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notice, and the acceptance of the resignation shall not be necessary to make it effective. Once delivered, a resignation is irrevocable, unless revocation is authorized by the Directors.
 - F. Vacancies: A vacancy in any office because of death, resignation, removal, or otherwise shall be filled for the unexpired part of the term by a person agreed upon by a majority of the Directors.

ARTICLE 9 CONTRACTS, CHECKS AND DEPOSITS

- A. Contracts: The Directors 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, and such authority may be general or confirmed to specific instances.
- B. Checks, Drafts, Etc.: All checks, drafts, or other payments of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by an Officer(s) or agent(s) of the corporation in a manner determined by resolution of the Directors from time to time.

ARTICLE 10 FISCAL YEAR END

The Directors of the corporation shall determine the corporation's fiscal year end.

ARTICLE 11 WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director, Officer or Member of the corporation under provisions of these Bylaws or under the provisions of the Articles of Incorporation, a written waiver of that notice signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 12 AMENDMENTS OF THE ARTICLES OF INCORPORATION OR BYLAWS

The Articles of Incorporation may be amended by a majority vote of the Members, once a quorum is assembled, and provided that proper notice of the proposed amendment and any explanatory materials have been given at least seven (7) days prior to the meeting.

The Bylaws may be amended by a majority vote of the Board of Directors, once a quorum is assembled, and provided that proper notice of the proposed amendment and any explanatory materials have been given at least seven (7) days prior to the Board meeting.

ARTICLE 13 DISSOLUTION

A decision to dissolve DUNIWAY and to distribute the assets in a particular manner requires a three-fourths (3/4) vote of the entire Board of Directors AND a three-fourths (3/4) vote of the Members present at a properly noticed meeting. Written notice of such a meeting shall include a full description of the plan for dissolution and shall be given to all members at least thirty (30) days prior to such a meeting. Upon dissolution, the assets of DUNIWAY shall go to a section 501 (c) (3) organization with similar purposes as DUNIWAY, selected by the Board of Directors.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 14 LIMITATIONS OF DIRECTOR LIABILITY

No Director or Officer shall be personally liable to DUNIWAY for monetary damages for conduct as a Director or Officer, except for:

- A. any breach of the Director's or Officer's duty of loyalty to DUNIWAY;
- B. acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- C. any unlawful distribution; or
- D. any transaction from which the Director or Officer derived an improper benefit.

ARTICLE 15 DIRECTOR AND OFFICER INDEMNIFICATION

In all cases DUNIWAY shall indemnify within its capacity at the time of indemnification any individual made a party to legal proceedings because the individual is or was a Director, Officer, employee, and/or agent of DUNIWAY against liability incurred in the proceeding if the Board of Directors determines that:

- A. the conduct of the individual was in good faith;

- B. the individual reasonably believed that their conduct was in the best interest of DUNIWAY, or at least not opposed to its best interest; or
- C. in the case of any criminal proceedings, the individual had no reasonable cause to believe their conduct was unlawful.

DUNIWAY will not indemnify a Director:

- A. in connection with a proceeding by or in the right of DUNIWAY in which the Director was adjudged liable to DUNIWAY; or
- B. in connection with any other proceeding charging improper personal benefit to the Director in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director.

President

APPROVED:

Secretary
