

# **Community Meetings**

## SECTION 4: COMMUNITY MEETINGS

Current

Proposed

### SECTION 4: COMMUNITY MEETINGS

1. BSCO will hold a minimum of three (3) meetings per year open to all community members. These community meetings will be held at a time and place fixed by the Board of Directors before the school year begins.
2. Community meetings will be conducted by the President and Secretary of the Board of Directors. The President and/or other officers of the Board of Directors or others the President may designate will report on the activities and financial condition of BSCO.
3. If the President cannot attend then the Vice President or another member of the Board will be chosen by the President to conduct the meeting. If the Secretary cannot attend then the Secretary will choose an alternative from the Board of Directors or a community member at-large.
4. At each meeting, the members will consider and act upon such matters as may be raised consistent with the notification requirements in Section 4.6.
5. The last pre-scheduled meeting of the school year will be considered the annual meeting where the members will elect directors and approve a budget, in addition to other matters as may be raised consistent with the notification requirements in Section 4.6.
6. BSCO shall notify its members of the place, date and time of all community meetings no fewer than ten (10) days ahead of the meeting.
  - Notification can be in physical or electronic form, via the usual places the Board of Directors uses to inform the majority of members of BSCO activities.
  - The notice must include a description of any matter or matters which must be approved by the members.
  - Any motion for which a vote would result in a policy change, including changes to these bylaws or the Articles of Incorporation, or expenditure of BSCO funds above five thousand dollars (\$5,000) and not previously approved as a part of the budget shall be brought before the membership at a community meeting.
7. Each member is entitled to one vote on each matter voted on by the members. Individuals must vote in person; no proxy votes will be accepted.
8. The rules of procedure for community meetings, as to matters not expressly governed by these bylaws or the Articles of Incorporation, shall be those prescribed in Robert's Rules of Order, Revised.
9. Those votes represented at a meeting of members will constitute a quorum. Unless otherwise designated in these bylaws or the Articles of Incorporation, any motions shall be carried by a majority vote. A majority vote means that fifty percent (50%) of the quorum voted affirmatively plus one (1) additional vote.
10. Community meetings may be rescheduled or additional community meetings may be called from time-to-time by the Board of Directors as necessary.

### SECTION 4: COMMUNITY MEETINGS

1. BSCO will hold a minimum of three (3) meetings per year open to all community members. These community meetings will be held at a time and place fixed by the Board of Directors before the school year begins. **Meetings can be in person, virtual (via Zoom, Teams etc) or a combination of both mediums.**
2. Community meetings will be conducted by the President and Secretary of the Board of Directors. The President and/or other officers of the Board of Directors or others the President may designate will report on the activities and financial condition of BSCO.
3. If the President cannot attend then the Vice President or another member of the Board will be chosen by the President to conduct the meeting. If the Secretary cannot attend then the Secretary will choose an alternative from the Board of Directors or a community member at-large.
4. At each meeting, the members will consider and act upon such matters as may be raised consistent with the notification requirements in Section 4.6.
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10. Community meetings may be rescheduled or additional community meetings may be called from time-to-time by the Board of Directors as necessary.

# **Board of Directors**

## SECTION 5: Board of Directors

Current

Proposed

### SECTION 5: BOARD OF DIRECTORS

1. The Board of Directors shall consist of the following officers: President, Vice President, Secretary, Treasurer, Director of Committees, Director of Volunteers, Director of Communications, and Member at Large.

2. The duties of the Board of Directors shall be to:

- Transact the necessary business in the intervals between community meetings;
- Create new or dissolve existing standing committees, special committees, or both;
- Review and present for approval the BSCO portion of the school calendar;
- Review the annual budget prepared by the Treasurer before community approval; and
- Perform any other activities reasonably required for BSCO to accomplish its objectives.

3. All directors must be members in good standing of BSCO.

4. Any office may be shared with a second member, to a maximum of 9 (nine) total Board members.

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- Transact the necessary business in the intervals between community meetings;
- Create new or dissolve existing standing committees, special committees, or both;
- Review and present for approval the BSCO portion of the school calendar;
- Review the annual budget prepared by the Treasurer before community approval; and
- Perform any other activities reasonably required for BSCO to accomplish its objectives.

3. All directors must be members in good standing of BSCO.

4. **Up to 3 offices** may be shared with a second member, to a maximum of **11 (11)** total Board members.

# **Board of Directors Elections**

## Current

### SECTION 6: BOARD OF DIRECTOR ELECTIONS

1. All directors will be elected at each annual meeting.
  - A nominating committee, consisting of three or more members who will not be on the next year's Board, shall designate a nominee for each Board position.
  - The nominating committee shall use all reasonable means to solicit the names of persons willing to serve as officers of BSCO. Notification should be in physical or electronic form, via the usual places the Board of Directors uses to inform the majority of members of BSCO activities.
  - The nominating committee shall report to the membership prior to the election meeting the name of a candidate or candidates for each office. Additional nominations may be made from the floor at the annual meeting, provided the consent of each candidate has been obtained before his or her name is placed in nomination.
  - All votes shall be made by secret ballot.
  - Incoming Board members shall assume their duties at the close of the annual meeting.
2. The term of each director will be one (1) year. Directors may be elected for successive terms but no director may serve in the same officer position for more than two (2) consecutive years. Each director may serve a maximum of six (6) years on the Board of Directors. Serving a portion of one (1) year is equivalent to serving the entire year.
3. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated or appointed and qualifies, or until the Board position is eliminated.
4. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the President or Secretary. A resignation is effective immediately unless otherwise designated in the notice.
5. The members may remove one or more directors elected by them only for cause.
  - A director may be removed by a 2/3rds majority vote of members in attendance at a community meeting.
  - The meeting notice must state specifically that the purpose of the meeting, or one of the purposes of the meeting, is removal of the director.
6. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, a majority vote of the Board of Directors may fill the vacancy. That vacancy shall be filled for the remainder of the unexpired term. A vacancy does not need to be filled as long as there are five (5) directors active.

## Proposed

### SECTION 6: BOARD OF DIRECTOR ELECTIONS

1. All directors will be elected at each annual meeting.
  - ~~A nominating committee, consisting of three or more members who will not be on the next year's Board, shall designate a nominee for each Board position.~~
  - The ~~nominating committee~~ **BSCO Board** shall use all reasonable means to solicit the names of persons willing to serve as officers of BSCO. Notification should be in physical or electronic form, via the usual places the Board of Directors uses to inform the majority of members of BSCO activities.
  - The **BSCO Board** ~~nominating committee~~ shall report to the ~~community membership~~ prior to the election meeting the name of a candidate or candidates for each office. Additional nominations may be made from the floor at the annual meeting, provided the consent of each candidate has been obtained before his or her name is placed in nomination.
  - All votes shall be made by secret ballot **or virtual voting methods (ex - zoom polls)**
  - Incoming Board members shall assume their duties by **August 1st prior to the school year starting. New Board members can begin to share duties/shadow exiting board member** at the close of the annual meeting **but only transition when both parties feel comfortable and have access to all position related systems, tools and documentation.**
2. The term of each director will be one (1) year. Directors may be elected for successive terms but no director may serve in the same officer position for more than ~~two (2)~~ **three (3)** consecutive years. Each director may serve a maximum of six (6) years on the Board of Directors. Serving a portion of one (1) year is equivalent to serving the entire year.
3. ~~Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated or appointed and qualifies, or until the Board position is eliminated.~~
4. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the President or Secretary. A resignation is effective immediately unless otherwise designated in the notice.
5. The members may remove one or more directors elected by them only for cause.
  - A director may be removed by a 2/3rds majority vote of members in attendance at a community meeting.
  - The meeting notice must state specifically that the purpose of the meeting, or one of the purposes of the meeting, is removal of the director.
6. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, a majority vote of the Board of Directors may fill the vacancy. That vacancy shall be filled for the remainder of the unexpired term. A vacancy does not need to be filled as long as there are five (5) directors active.

# **Duties of Officers**

## SECTION 7: DUTIES OF OFFICERS

### Current

#### 1. All officers shall:

1. Regularly attend BSCO Board meetings and community meetings and inform the President if unable to do so.
2. Perform the duties described in the Bylaws and any additional duties which may be occasionally assigned.
3. Be responsible for all appropriate correspondence and acknowledgements within their area of responsibility.
4. At the final Board Meeting of the school year, deliver to their successors all papers, files and records pertaining to their duties and responsibilities.
5. Perform such duties as may be delegated by the President.

#### 1. The Secretary shall:

1. Keep an accurate record of official business transacted at each Board meeting and community meetings, including a list of members in attendance.
2. Have on-hand at each meeting (for reference), a copy of these Bylaws, minutes of previous meetings and a list of all committees and their chairs.
3. Post the recorded meeting minutes for each community meeting within two weeks of the meeting date.
4. Renew yearly insurance coverage with a minimum of \$50,000 bond.
5. File the Annual Report with the Oregon Secretary of State.
6. Keep all corporate records as indicated by the Bylaws up-to-date (with the exception of accounting and financial statements).
7. Responsible for recruiting, coordinating and filling the Board nominating committee.
8. Oversee the election and ensure that each election is conducted in a fair manner. Create the ballot used by BSCO to vote for officers at the annual meeting.

#### 6. The Director of Communications shall:

1. Responsible for the official BSCO website (www.bonnyslopebsco.org), updating current information and managing, soliciting and publishing content including blog posts.
2. Administer email accounts assigned to BSCO Board members and Committee Leads.
3. Serve as administrator of all official BSCO social media.
4. Act as liaison with the Bonny Slope administration and front office for all community communication needs.

### Proposed

#### 1. All officers shall:

1. Regularly attend BSCO Board meetings and community meetings and inform the President if unable to do so.
2. Perform the duties described in the Bylaws and any additional duties which may be occasionally assigned.
3. Be responsible for all appropriate correspondence and acknowledgements within their area of responsibility.
4. At the final Board Meeting of the school year, deliver to their successors all papers, files and records pertaining to their duties and responsibilities.
5. Perform such duties as may be delegated by the President.
6. Have the opportunity to be acting members of all committees and have the authority to assist in programming as needed

#### 1. The Secretary shall:

1. Keep an accurate record of official business transacted at each Board meeting and community meetings, including a list of members in attendance.
2. Have on-hand at each meeting (for reference), a copy of these Bylaws, minutes of previous meetings and a list of all committees and their chairs.
3. Post the recorded meeting minutes for each community meeting within two weeks of the meeting date.
4. Renew yearly insurance coverage with a minimum of \$50,000 bond.
5. File the Annual Report with the Oregon Secretary of State.
6. Keep all corporate records as indicated by the Bylaws up-to-date (with the exception of accounting and financial statements).
- ~~7.—Responsible for recruiting, coordinating and filling the Board nominating committee.~~
8. Oversee the election and ensure that each election is conducted in a fair manner. Create the ballot used by BSCO to vote for officers at the annual meeting.

9. Assist in the monitoring of BSCO funds with the Treasurer and President to ensure appropriate transactions.

#### 6. The Director of Communications shall:

1. In partnership with the Directions of Committees, be responsible for the official BSCO website (www.bonnyslopebsco.org), updating current information and managing, soliciting and publishing content including blog posts.
2. Administer email accounts and digital communication tools assigned to BSCO Board members and Committee Leads.
3. Serve as administrator of all official BSCO social media.
4. Coordinate, create and send bi-weekly BSCO newsletters
5. Have the authority to push BSCO relevant communication via Parent Square or similar digital texting methods
6. Act as liaison with the Bonny Slope administration and front office for all community communication needs.



**1. The Member-at-Large shall:**

1. Serve in a supportive role to the duties of the President and Board of Directors.
2. Organize and/or provide support for any Board projects that further the mission of BSCO, based on the needs of the current year, as identified by the Board of Directors. Examples include, but are not limited to community surveys, facility improvement projects, additional community outreach, and volunteer or communication initiatives.
1. Remain vacant until all other Director offices are filled.

**1. The Member-at-Large shall:**

1. Serve in a supportive role to the duties of the President and Board of Directors.
2. **With proper training, have the ability to assist the treasure in financial matters of the Board**
3. Organize and/or provide support for any Board projects that further the mission of BSCO, based on the needs of the current year, as identified by the Board of Directors. Examples include, but are not limited to community surveys, facility improvement projects, additional community outreach, and volunteer or communication initiatives.
4. Remain vacant until all other Director offices are filled.

# **Meetings & Actions of the Board**

## SECTION 8: MEETINGS AND ACTION OF THE BOARD

### Current

1. A quorum of the Board of Directors consists of a majority of the number of directors at the time of the meeting notification.
2. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the Board of Directors. An affirmative vote consists of fifty percent (50%) of those present plus one (1) additional vote.
3. The rules of procedure for Board meetings, as to matters not expressly governed by these bylaws or the Articles of Incorporation, shall be those prescribed in Robert's Rules of Order, Revised.
4. Directors must recuse themselves for votes in which the director has a conflict of interest. A conflict of interest occurs when a director of BSCO has a direct or indirect interest.

## SECTION 8: MEETINGS AND ACTION OF THE BOARD

### Proposed

1. A quorum of the Board of Directors consists of a majority of the number of directors at the time of the meeting notification.
  1. If quorum is not possible due to open board positions or absence, one member of the board will volunteer to abstain during a vote. A member at large would be the first person to be nominated to abstain.
2. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the Board of Directors. An affirmative vote consists of fifty percent (50%) of those present plus one (1) additional vote.
3. The rules of procedure for Board meetings, as to matters not expressly governed by these bylaws or the Articles of Incorporation, shall be those prescribed in Robert's Rules of Order, Revised.
4. Directors must recuse themselves for votes in which the director has a conflict of interest. A conflict of interest occurs when a director of BSCO has a direct or indirect interest.
5. If an urgent matter arises that requires a board vote and a physical/digital board meeting cannot take place, it is acceptable for the President to call a vote digitally (via email or text).

**Treasury**

## Current

### SECTION 9: TREASURY

1. All payments must be by check, BSCO debit card or ACH transfer.

## Proposed

### SECTION 9: TREASURY

1. All payments must be by check, BSCO debit card or ACH transfer.
  1. It is up to the discretion of the BSCO Board to authorize the use of digital payment methods (such as Venmo, Square etc) for both making and taking payments.