

**BYLAWS
OF
Oregon International School**

ARTICLE 1.

Offices

Section 1. Place

The principal office of the corporation in the State of Oregon shall be located at 2090 Fourth Street, Baker City, Oregon 97814.

Section 2. Other Offices

The corporation may also have offices at other locations within or without the State of Oregon, as the OIS Board of Directors may from time to time designate or as the business of the corporation may require.

ARTICLE 2.

Purposes

Section 1. Mission

This public benefit nonprofit corporation is organized by Baker School District 5J (“Baker School District”) to provide K-12 education to local, statewide, and international students promoting cultural and education opportunities to all participants.

Section 2. Internal Revenue Code §501(c)(3)

This corporation is organized by Baker School District to qualify under Internal Revenue Code §501(c)(3), and it shall have as its purpose exclusively for education, scientific, and/or charitable purposes. Subject to these limitations and any limitations set forth in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding future statutes).

No part of the net earnings of the corporation shall inure to the benefit of any private person or organization. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in or publish or distribute statements in any political campaign on behalf of any candidate for public office. The corporation shall not discriminate in any manner against any person in opportunity or treatment on the basis of race, color, religion, sex, sexual orientation, gender identity, national origin, marital status, age, veterans’ status, genetic information, and disability, and any other category based on federal, state, and local law if the person, with or without reasonable accommodations, is able to perform the essential functions of the position or educational program.

Section 3. Public Charter School

Specifically, this corporation is organized to provide K-12 education opportunities and experiences for local students, students that reside in Oregon, and International students as a charter school associated with and sponsored by the Baker School District. The Oregon International School (OIS) charter shall be authorized to do and perform such other acts as may be necessary or appropriate for carrying out the purposes of this charter school and in connection therewith, to exercise any of the powers granted to nonprofit corporations by the Oregon Nonprofit Corporation Act.

Section 4. Appointment of Directors

The OIS Board of Directors shall be appointed by the Baker School District Board. After the initial appointment, the Baker School District Board shall appoint directors as further described in Article 3.

ARTICLE 3.

OIS Board of Directors

Section 1. General Powers

The business and affairs of the corporation shall be governed by its OIS Board of Directors. Directors need not be residents of the State of Oregon.

Section 2. Number, Appointing Authority

The number of voting directors of OIS shall be no less than three (3) and no more than (5), as determined by the Baker School District Board. Baker School District Board shall be the appointing entity for directors to the OIS Board of Directors. Baker School District Board shall appoint to the OIS Board of Directors: (i) one to three directors from the community, and (ii) the initial and founding Executive Director position of OIS shall be a position on the OIS Board of Directors. The Baker School District Board shall appoint one to two ex-officio members on the OIS Board of Directors who are sitting elected members of Baker School District Board to serve in an advisory capacity. Ex-officio directors do not have voting rights and do not count toward the quorum of the OIS Board of Directors. Except for the appointment of the sitting elected member(s) of Baker School District Board and the Executive Director, none of the remaining directors may be members of the Baker School District Board nor an employee of Baker School District.

Section 3. Term of Directors

A director's term of office shall be four (4) years, other than the initial Executive Director position of OIS whose term shall continue as long as the appointment to the position of Executive Director. The terms of the initial directors' offices shall be staggered, such that no more than two directors' terms shall expire in any given year. The directors shall serve until a successor has been appointed and qualified, except in the event of a vacancy, which may be filled at any meeting of the appointing Baker School District Board, or in the case of newly elected director, the director may be elected for a shorter term as may be appropriate to maintain the balance of staggered terms.

Section 4. Resignation

A director may resign at any time upon delivery of a written notice to an officer or the Executive Director of OIS (“Executive Director”). Such resignation shall be irrevocable upon delivery of such notice.

Section 5. Removal

A director may be removed as a director at any time by the Baker School District Board with or without cause by providing written notice to such director and to the chairperson of the OIS Board of Directors. Such removal shall be effective upon giving the notice and irrevocable unless revocation is permitted by the Baker School District Board.

Section 6. Regular Meetings

A regular meeting of the OIS Board of Directors shall be held at the time and place to be determined by the OIS Board of Directors. The OIS Board of Directors shall provide for and comply with Oregon Public Meeting Law because it is a public charter school by giving 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 the Board to consider additional subjects.

Section 7. Special Meetings

Special meetings of the OIS Board of Directors may be called by or at the request of the Executive Director or any two directors. The person or persons authorized to call special meetings of the OIS Board of Directors may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the OIS Board of Directors.

Section 8. Executive Sessions

The OIS Board of Directors may convene an executive session independently or during a regular, special, or emergency meeting, as provided by Oregon Public Meeting Law, after the presiding officer has identified the authorization under Oregon’s Public Meeting law for holding the executive session.

Section 9. Notice

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. If an executive session only will be held, the notice shall be given to the members of the governing body, to the general public, and to the news media which have requested notice, stating the specific provision of the law authorizing the executive session. The notice shall include a list of the principal subjects anticipated to be considered at the meeting, but this requirement shall not limit the ability of the Board to consider additional subjects. Notice requirements shall comply with Oregon Public Meeting Law. Any director may waive notice of any meeting. The attendance of a director at a

meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Virtual Meeting

Any regular or special meeting of the OIS Board of Directors may be by virtual means, such as virtual web-based, conference telephone, or similar communications equipment by means of which all directors on the OIS Board of Directors participating in the meeting can hear and speak to each other simultaneously. Participation in such a meeting by a director shall constitute presence in person at the meeting. For purposes of Oregon Public Meeting Law, the public shall have the opportunity to attend such meeting, and if testimony is permitted by the OIS Board of Directors, to participate in such meeting by written or oral virtual testimony.

Section 11. Quorum

A majority of the number of voting directors on the OIS Board of Directors immediately preceding a Board meeting shall constitute a quorum for the transaction of business at any meeting of the OIS Board of Directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. (Ex-officio directors are not counted toward the quorum requirement.)

Section 12. Manner of Acting

The act of the majority of the voting directors present at a meeting at which a quorum is present shall be the act of the OIS Board of Directors, unless the act of a greater number is required by law or these bylaws. (Ex-officio directors do not vote on actions of the OIS Board of Directors.)

Section 13. Vacancies

Any vacancy occurring in the OIS Board of Directors may be filled by the Baker School District Board. The Baker School District Board may consider such appointment from a recommended slate provided by the OIS Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of the director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by appointment of the Baker School District Board.

Section 14. Compensation

The directors, in their role as directors, shall not receive any stated salary paid by the corporation for their services. By resolution of the OIS Board of Directors, the directors may be paid their expenses, if any, for attendance at each meeting of the OIS Board of Directors. If a director is serving the corporation in any other capacity, for example, the Executive Director, such director may receive compensation for such services provided that conflict of interest provisions of law and policy are followed.

Section 15. Presumption of Assent

A voting director of the corporation who is present at a meeting of the OIS Board of

Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file the director's written dissent to the action with the presiding officer of the meeting before the adjournment of the meeting, or unless the director shall forward such dissent to the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 16. Minutes of Meeting

The Board shall provide for the taking of written minutes of all its meetings, which minutes must give a true reflection of the matters discussed at the meeting and the view of the participants. All minutes or recordings shall be available to the public within a reasonable time after the meeting pursuant to Oregon Public Records Law, and shall include at least the following information: (a) All members of the OIS Board of Directors present; (b) All motions, proposals, resolutions, and orders proposed and their disposition; (c) The results of all votes and, the vote of each voting director by name; (d) The substance of any discussion on any matter, including ex-officio director's advice and (e) a reference to any document discussed at the meeting. Minutes of executive sessions shall be kept in accordance with law.

ARTICLE 4.

Officers

Section 1. Number

The officers of the corporation shall be a chairperson, a secretary, and a treasurer. Officers do not need to be voting directors of the OIS Board of Directors; ex-officio directors may be elected to an officer position. The chairperson, secretary, and treasurer shall be elected by the OIS Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the OIS Board of Directors. Any two or more offices may be held by the same person, and any two or more offices may be merged by the OIS Board of Directors. No person, however, may hold the office of chairperson, secretary, and treasurer according to law.

Section 2. Election and Term of Office

The officers of the corporation to be elected by the OIS Board of Directors (chairperson, secretary, and treasurer) shall be elected annually by the OIS Board of Directors at the first meeting of the OIS Board of Directors and thereafter the first meeting held after July 1st. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified or until such officer's death or until such officer shall resign or shall have been removed or in the manner hereinafter provided. The chairperson shall be limited to two consecutive years of service in the position.

Section 3. Removal and Resignation of Officers

Any officer or agent elected or appointed by the OIS Board of Directors may be removed from such elected office by the OIS Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. (A director removed from office, however, will remain

on the OIS Board of Directors unless the Baker School District Board removes such director.) Any officer may resign at any time by giving written notice to the secretary or chairperson of the corporation.

Section 4. Vacancies of Office

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a vote of the OIS Board of Directors.

Section 5. Executive Director

The initial and founding Executive Director shall be appointed by the Baker School District Board and serve on the OIS Board of Directors as a voting member. The initial and founding Executive Director may only be removed from the Executive Director position by a vote of the Baker School District Board. The Executive Director shall be the principal executive officer/chief executive officer of the corporation and shall, in general, supervise and control all the business and affairs of the corporation. The Executive Director may sign, with the secretary, assistant secretary, or any other proper officer of the corporation so authorized by the OIS Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the OIS Board of Directors has authorized to be executed, except in cases where the signing and execution of any of the same shall be expressly delegated by the OIS Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by the law to be otherwise signed or executed, such as matters causing a conflict of interest for the Executive Director. The Executive Director shall, in general, perform all duties incident to the office of the Executive Director/chief executive officer.

Section 6. Chairperson

The chairperson shall, when present, in conjunction and cooperation with the Executive Director, preside at all meetings of the OIS Board of Directors. The chairperson may perform such other duties as assigned by the OIS Board of Directors.

Section 7. Secretary

The secretary shall or may have oversight responsibility to:

- (a) keep the minutes of the OIS Board of Directors meetings in one or more books/electronic files provided for that purpose;
- (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) have authorized charge of the books and records of the corporation;
and
- (e) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the OIS Board of Directors.

Section 8. Treasurer

If required by the OIS Board of Directors, the treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the OIS Board of Directors shall determine. The treasurer shall or may have oversight responsibility to:

- (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws;
- (b) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the OIS Board of Directors.

Section 9. Assistant Secretaries and Assistant Treasurers

The assistant secretaries, when authorized by the OIS Board of Directors, may sign with the Executive Director. The assistant treasurers shall respectively, if required by the OIS Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the OIS Board of Directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the Executive Director or the OIS Board of Directors.

Section 10. Salaries

The directors and officers shall not receive salaries that would be inconsistent with the provisions of the tax exempt status under IRC §501c(3), its rules or regulations for discharging the office of an officer or director of the OIS Board of Directors.

ARTICLE 5.

Committees

Section 1. Committees of Directors

The OIS Board of Directors, by resolution adopted by a majority of the voting directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the OIS Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the OIS Board of Directors, or any individual director, of any responsibility imposed on the director. Any committee exercising the authority of the OIS Board of Directors shall comply with Oregon Public Meeting law.

Section 2. Other Committees

Other committees not having and exercising the authority of the OIS Board of Directors in

the management of the corporation may be designated by the OIS Board of Directors, and the Executive Director shall appoint the members thereof and the committee will report to the Executive Director. Committees, the members of which are appointed by and report to the Executive Director, are not subject to Oregon Public Meeting Law. Any member thereof may be removed by Executive Director whenever in the Executive Director's judgment the best interests of the corporation shall be served by such removal.

Section 3. Hiring Committee

In the event that the office of the initial and founding Executive Director of the corporation is vacant, or is anticipated to be vacant within 90 days, a hiring committee shall be constituted for hiring the Executive Director, as determined by the OIS Board of Directors. Such hiring committee shall include the then sitting superintendent of the Baker School District, or designee. At or about the same time of the resignation of the initial and founding Executive Director, the OIS Board of Directors will review these bylaws and make recommendations, as needed, for revisions to the bylaws in consideration of the hiring of a subsequent Executive Director.

ARTICLE 6.

Indemnification of Directors and Officers

Section 1. Indemnification, Expenses, Limitation on Indemnification, and Expense Reimbursement

The corporation shall defend, indemnify, and hold harmless to the fullest extent permitted by the Oregon Nonprofit Corporation Act and as described in the Articles of Incorporation, each director and uncompensated officer of the corporation now or hereafter serving as such, against any and all claims and liability and losses and expenses to which such officer or director has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by such officer or director in such capacity. Limitations on indemnification and expense reimbursement are those required by law and included in the Articles of Incorporation.

ARTICLE 7.

Contracts, Checks, and Deposits

Section 1. Contracts

Contracts on behalf of OIS shall be authorized and executed by Baker School District until such responsibility is transferred to the OIS Board of Directors as agreed to by Baker School District Board and the OIS Board of Directors. The OIS Board of Directors authorizes the Executive Director to represent OIS to Baker School District for matters connected to contracts and any instrument on behalf of the corporation.

Section 2. Checks, Drafts, or Orders

Checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be issued by Baker School District on behalf of or in the name of the corporation, until such time this is transferred to the OIS Board of Directors as agreed to by Baker School

District Board and the OIS Board of Directors. The OIS Board of Directors authorizes the Executive Director to represent OIS to Baker School District for any checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of or on behalf of the corporation.

Section 3. Deposits

Funds on behalf of the corporation shall be held and accounted for by Baker School District until such time this is transferred to the OIS Board of Directors as agreed to by Baker School District Board and the OIS Board of Directors. Funds of the corporation not otherwise held shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the OIS Board of Directors may select.

ARTICLE 8.

Fiscal Year and Annual Returns

Section 1. Fiscal year

The fiscal year of the corporation shall be July 1-June 30.

Section 2. Annual returns

The corporation shall file annual returns and applicable fees by November 15 of each year, or by the date of a requested extension, to the Internal Revenue Service (990N-electronic postcard if \$0-\$50,000 annual revenue or 990 if revenue and asset limits exceeded) and to the Oregon Department of Justice-Charitable Activities Section (CT-12).

Section 3. Corporate Annual Filing

The corporation shall file an annual report to the Secretary of State-Corporation Division and pay the applicable fee to maintain its corporate status.

ARTICLE 9.

Amendments

Section 1. Bylaws and Articles of Incorporation

The corporation's articles of incorporation and these bylaws may be altered, amended, or repealed and new bylaws and articles of incorporation may be adopted by the Baker School District Board as set forth in the articles of incorporation

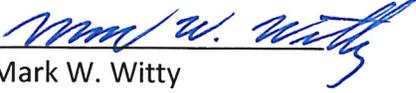
Section 2. OIS Board of Directors' Recommendations

The OIS Board of Directors may recommend any amendments to these bylaws and articles of incorporation to the Baker School District Board for its consideration.

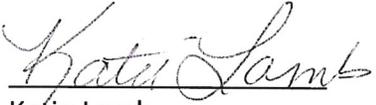
End

The Bylaws of Oregon International School are approved and adopted at a meeting of the ~~Baker~~ ^{Baker} School District 5J Board held on ~~April 14, 2022.~~

March 10, 2022


Mark W. Witty
Superintendent
Baker School District 5J

The Bylaws of Oregon International School are accepted as bylaws of the corporation by the Board of Directors of Oregon International School at its meeting held on April 14, 2022.


Katie Lamb
Secretary/Treasure
Oregon International School