

BYLAWS OF A NONMEMBERSHIP CORPORATION

NAME OF CORPORATION: GREATER PORTLAND SUSTAINABILITY EDUCATION NETWORK (GPSEN)

ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and/or educational purposes. Subject to the limitations stated 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 (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

This corporation's primary purpose shall be to connect diverse organizations in a collaborative network that multiplies our collective capacity to educate for a more sustainable future.

ARTICLE II: NONMEMBERSHIP

While this corporation shall have organizational and individual partners, this corporation shall have no formal "members," as that term is defined by Oregon law, as allowed by Oregon Revised Statutes §65.137 (or corresponding future sections).

ARTICLE III: BOARD OF DIRECTORS

Section 1. *Duties.* The affairs of the corporation shall be managed by the Board of Directors, also known as the Coordinating Committee.

Section 2. *Number.* The number of Directors may vary between a minimum of four and a maximum of 18 to represent the diverse needs of GPSEN.

Section 3. *Term and Election.* The term of office for Directors (Coordinating Committee voting members) shall be one year. A Director may be reelected without limitation on the number of terms s/he may serve. The Board shall elect its own members using a modified consensus process, except that a Director may not vote on that member's own position. The terms and election of board Officers are separately governed by Article IV, Section 2.

Section 4. *Removal.* In keeping with Oregon law, any Director or Officer may be removed, with or without cause, by a vote of at least two-thirds of the Directors then in office. The Board shall first attempt to reach a modified consensus through discussion before resorting to a two-thirds vote.

Section 5. *Vacancies.* Vacancies on the Board of Directors and newly created Board positions will be filled by the Directors then on the Board of Directors using a modified consensus process.

Section 6. *Quorum and Action.* A quorum at a Board meeting, if these Bylaws prescribe a variable range of Board members, shall be a majority of the number of duly elected board members in office immediately before the meeting begins. If these Bylaws set a specific, rather than variable, number of Directors, then the quorum shall be a majority of the set number of duly elected board members. If a quorum is present, action is taken by modified consensus 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 to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the

regular course of business, to merge, or to dissolve, or for other matters, such action shall be taken by modified consensus if possible, and if modified consensus is not possible, by majority vote as required by law.

Section 7. *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. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.

Section 8. *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, or by telecommunication as provided in Section 9 immediately following, not less than two days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the Director at the address shown in the corporate records, is effective when mailed.

Section 9. *Meeting by Telecommunication.* Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications, or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 10. *Action by consent.* Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign. An electronic signature may consist of the Board member's typed name.

ARTICLE IV: OFFICERS

Section 1. *Titles.* The officers of this corporation, to be elected by and from the members of the Coordinating Committee, shall be the President, Vice President, Secretary, and Treasurer.

Section 2. *Terms and Election.* The Coordinating Committee shall elect the officers to serve two-year terms. An officer is eligible for reelection for up to three consecutive two-year terms.

Section 3. *Vacancy and Removal.* A vacancy in any office shall be filled promptly by the Directors then on the Board of Directors using a modified consensus process. Removal of Officers will be under the same term as removal of Board members as set forth in Article III, Section 4.

Section 4. *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. *President.* The President, also known as the Coordinating Committee chair, 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.

Section 6. *Vice President.* The Vice President, also known as the Coordinating Committee vice-chair, shall act as the Chair of the Board on those occasions when the chair is absent or otherwise unable to preside over GPSEN business, and shall have such other tasks as determined by the Board. The Vice President shall work in tandem with the Chair to ensure that GPSEN business is accomplished.

Section 7. *Secretary.* The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (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 8. *Treasurer.* The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies 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; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

ARTICLE V: COMMITTEES

Section 1. *Executive Committee.* The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make ongoing decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

Section 2. *Other Committees.* The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors, if given such authority in writing by the Board, or may be advisory committees. Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority vote of all Directors in office at that time.

Section 3. *Quorum and Action.* A quorum at a Committee meeting exercising Board authority shall be a majority of Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a modified consensus of Directors present.

Section 4. *Limitations on the Authority of Committees.* No Committee may exercise non-delegable functions of the Board, such as authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VI: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation, or is or was a

fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

ARTICLE VII: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a modified consensus vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered. 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 ADOPTED: _____, 2015

We certify that these Bylaws are a true copy of the Bylaws of this corporation.

SIGNATURE BY CORPORATE OFFICER:

_____ Title: _____

SIGNATURE BY CORPORATE OFFICER:

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