

BYLAWS

Friends of the

Straub Environmental Learning Center, Inc.

(An Oregon Nonprofit Corporation)

Adopted: December 2, 2003

Amended March 2, 2007

Amended June 7, 2011

ARTICLE I: OFFICES AND FISCAL YEAR

Section 1.1 Name

The name of the corporation is "The Friends of the Straub Environmental Learning Center, Inc." hereinafter called "the Corporation." [A: 3/2/04]

Section 1.2 Registered Office

The registered office of the corporation shall be located at North Salem High School, 765 14th Street NE, Salem OR 97301 otherwise established by the Board of Directors. The mailing address of the corporation shall be 765 14th Street NE, Salem OR 97301

Section 1.3 Other Offices

The corporation may have other offices within Oregon, as the Board of Directors may, from time to time, determine or the business of the corporation may require.

Section 1.4 Fiscal Year

The fiscal year commences July 1.

ARTICLE II: PURPOSES

Section 2.1 Statement of Purpose

The purpose of the Corporation is to:

- Create an understanding of our community's relationship to and influence on the environment.
- Promote public awareness of the natural and cultural history of the Willamette Valley.
- Disseminate environmental information. [A: 3/2/04]
- Provide city, school, and community environmental education programs for citizens of all ages.
- Establish a learning center with interactive displays, student exhibits, and a resource library.
- Provide labs, classrooms, meeting space, and office space for school and community groups.
- Showcase alternative landscaping practices, highlighting water conservation and storm water protection.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 Authority

A Board of Directors, which may exercise all powers vested by law in the corporation and do all such lawful acts, shall carry on the business and affairs of the corporation and things as are not required by statute or these bylaws to be exercised or done by another body or person. The members of the Board of Directors shall be designated the directors of the corporation.

Section 3.1.1 Responsibilities of Board

The overall responsibilities of the Board include but are not limited to the following: to set strategic direction and priorities for the Center; approve annual work plans, fundraising strategies, public awareness strategies, measure for organizational success and a budget; develop strategic relationships; solicit administrative grants; coordinate committees and delegate supervision of any employees.

Section 3.1.2 Expectations of Board Members

Each Board member should make a financial contribution to the Center; promote awareness of SELC programs and activities; assist with fundraising; attend events, work parties and other activities.

Section 3.2 Number and Term of Office

The Board of Directors shall consist of not less than eight nor more than fifteen directors. The initial Board of Directors shall serve for a term of 3 years staggered. Successive directors (after the initial Board) shall serve for a term of three years and until a successor has been selected and qualified, or until his or her earlier death, resignation or removal. A director may be re-elected for consecutive terms.

Section 3.3 Vacancies

Vacancies on the Board may be filled by majority vote of the remaining directors. Each person so elected shall be a director to serve for the balance of the unexpired term and until a successor has been selected and qualified, or until his or her earlier death, resignation or removal. After filling the term, the director may be elected for consecutive terms.

Section 3.4 Standard of Care and Justifiable Reliance

A director shall stand in a fiduciary relation to the corporation and shall perform his or her duties as director, including duties as a member of any committee upon which the director may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by any one of the following:

- One or more of the offices or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.
- Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

- A duly designated committee of the Board of Directors, upon which the director does not serve, as to matters within its designated authority, which the director reasonably believes to merit confidence.

Section 3.5 Personal Liability of Directors

A director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

- The director has breached or failed to perform the duties of his or her office under this section; and
- The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of the paragraph above shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 3.6 Compensation of Directors

No compensation shall be paid to a director for his or her services as such; but this shall not preclude a director from serving the corporation in any other capacity and receiving compensation therefore, so long as the purpose, amount, and method of such compensation is fully disclosed to the full Board of Directors in a timely fashion.

Section 3.7 Removal and Resignation

Any director may resign at any time upon written notice to the Board of Directors. The resignation shall be effective the date of the next regularly scheduled Board meeting or at such subsequent time as shall be specified in the notice of resignation. Action by Resigned Directors: When one or more directors resign from the Board of Directors effective at a future date, the directors then in office, shall vote to fill the vacancies. Such a vote will take effect when the resignations become effective. Any director may be removed from office, with or without cause by a vote of the majority of directors.

ARTICLE IV: OFFICERS

Section 4.1 Number and Designation

The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. All officers must be members of the Board of Directors.

Section 4.2 Authority

All officers of the corporation shall have such authority and perform such duties in the management of the corporation as may be provided pursuant to resolutions or orders of the Board of Directors or these bylaws.

Section 4.3 Term of Office

The officers of the corporation shall serve for a term of one year and shall serve until a successor has been selected and qualified, or until his or her earlier death, resignation or removal.

Section 4.4 Vacancies

A vacancy in any office because of death, resignation, removal, or any other cause, shall be filled by the Board of Directors; and if the office is one for which these bylaws prescribe a term, it shall be filled for the unexpired portion of the term.

Section 4.5 President

The President shall: a) have general supervision over the business and operations of the corporation, subject, however, to the control of the board of Directors; b) sign, execute and acknowledge, in name of the corporation, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws, to some other officer or agent of the corporation; and c) perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board.

Section 4.6 Vice- President

The Vice-President shall a) attend 75% of all meetings of the Board and executive committee; b) learn and know the duties of the board president c) serve on the executive committee and d) carry out special assignments from the board president when requested.

Section 4.7 Secretary

The Secretary shall: a) attend 75% of all meetings of the Board and executive committee; b) record all votes of the directors; c) ensure that the minutes of all meetings of the members, the Board and Committees are recorded and maintained in a book or books to be kept for that purpose; d) be responsible for the timely notice of meetings; e) maintain records and reports as required by law; f) maintain the archives of the organization; g) perform all duties incident to the office of Secretary and all duties as may, from time to time, be assigned by the Board of the President; and h) serve on the executive committee.

Section 4.8 Treasurer

The Treasurer shall: a) have or provide for the custody of the funds or other property of the corporation; b) collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the corporation; c) deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board may designate; d) at the close of the corporate year of business or upon reasonable request render an account showing all transactions as Treasurer and the financial condition of the corporation to a certified public accountant or firm of certified public accountants, appointed by the Board, in such fashion as to facilitate the presentation of an financial compilation at the annual meeting; e) in general, shall discharge such other duties as may from time to time be assigned by the Board or President and f) serve on the executive committee.

Section 4.9 Resignations

Any officer may resign at any time upon written notice to the Board of Directors. The resignation shall be effective the day before the date of the next regularly scheduled Board meeting or at such subsequent time as shall be specified in the notice of resignation.

Section 4.10 Removal of Officers and Agents

The Board, with or without cause, may remove any officer or agent of the corporation, except as the same may be restricted by a written contract.

ARTICLE V: ADVISORY BOARD

Section 5.1 Advisory Board

The Board of Directors may establish an Advisory Board to consist of persons from the community who share a common interest in the goals and objectives of the corporation. The Advisory Board shall consult and advise with the Board of Directors.

ARTICLE VI: COMMITTEES

Section 6.1 Establishment and Powers

The Board of Directors may, by a majority vote of the directors, establish such committees, as it may deem appropriate. Each committee shall serve at the pleasure of the Board.

Section 6.2 Committees of the Board

The Board of Directors shall appoint the members for each committee. Each Board member shall be a member of at least one committee. Each committee shall choose its own chairperson who needs to be a current member of the Board of Directors. If the committee is unable to select a chairperson, the Board of Directors shall appoint a chairperson. The Board may, in its discretion designate one or more directors as alternate members of the committee, who may replace any absent member at any meeting of the committee.

Section 6.3 Executive Committee

There shall be an executive committee, comprised of the principal officers of the corporation.

- a) The executive committee shall have the power to act on behalf of the Board between meetings and to perform such other duties as may be prescribed by these bylaws or delegated thereto.
- b) The executive committee shall review and recommend the annual operating budget.
- c) The executive committee shall perform other duties as determined by the Board of Directors.

Section 6.4 Board Committees

- a) Finance Committee
There shall be a finance committee with responsibility to ensure the long-term financial viability of the ELC by providing stable financial systems, planning and process, and responsibility to maintain financial integrity by ensuring that the ELC is meeting its fiduciary responsibilities.
- b) Marketing and Communication Committee
There shall be a marketing and communication committee to identify, create and monitor a clear and marketable image, branding, and communication strategy for FSEL, focused on building relationships, communicating our mission and promoting our programs to the community
- c) Green Awards Committee
There shall be a green awards committee with the responsibility to plan and coordinate an annual fundraising event with Board support.
- d) Long-range Planning Committee
There shall be a long-range planning committee to ensure the long-term viability of the ELC by helping to guide the long-range planning for the ELC and by enabling a feedback loop for the board by tracking the work of the ELC committees.

Section 6.5 Education Committee

There shall be an education committee with responsibility to develop, coordinate and provide guidance, publicity, promotion, program materials and oversight for all the educational activities, the lectures, projects, exhibits, and programs to the Bob and Pat Straub Environmental Learning Center (ELC) in order that they contribute to the mission of the ELC. The membership will consist of a minimum of one Board member as well as members from the community. The Chair needs to be a member of the Board.

ARTICLE VII: ELECTION OF OFFICERS AND DIRECTORS

Section 7.1 Election

The members of Board of Directors shall elect officers and directors at the annual meeting.

Section 7.2 Candidates

The Executive Committee shall present a slate of candidates for directors and officers to be elected at the annual meeting. Additional nominations may be submitted provided that such nominations have nominee approval and are submitted to the Executive committee no later than five days prior to the annual meeting. [A: 3/2/04]

ARTICLE VIII: MEETINGS

Section 8.1 Regular Meeting

Regular meetings of the Board of Directors shall be held monthly or as needed at the corporate office unless an alternative place is selected at least five days prior to the meeting. Directors shall be notified in a manner prescribed by Article 9.1 of these bylaws at least five days before such a meeting or of any change in location of the meeting by the President or his designate. [A: 3/2/04]

Section 8.2 Annual Meeting

An annual meeting shall be held in June of each year, or at such time as the Board of Directors shall designate, for the purpose of electing officers and directors and for the transaction of such other business as may properly come before the meeting.

Section 8.3 Special Meetings

Notice of a special meeting shall be given in a manner prescribed by Article 9.1 of these bylaws. Special meetings of the Board of Directors may be called by or at the request of the President or by any two or more directors. A special meeting shall be held in the same place as a regular meeting unless the Board agrees upon another location. Notice of a special meeting of the Board of Directors shall be given at least five days in advance of the meeting. Notice of a special meeting shall state the time and place of the meeting and the specific business to be considered therein. [A: 3/2/04]

Section 8.4 Quorum

At any meeting of the board, the presence of a fifty per cent of all board of directors entitled to vote shall constitute a quorum. In the absences of a quorum, a meeting may be adjourned by a majority vote of those board members present. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8.5 Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if, prior or subsequent to the action, a written

consent or email thereto signed by all of the directors in office is filed with the Secretary of the corporation.

Section 8.6 Use of Conference Telephone and Similar Equipment

One or more persons may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. All persons so participating shall be deemed present in person in the meeting.

ARTICLE IX: NOTICE, WAIVERS

Section 9.1 Manner of Giving Notice

Whenever notice is required to be given to any person, either by statute or these bylaws, it may be given personally or by sending a copy thereof by first class or express mail, postage prepaid, email or by facsimile transmission ("FAX"), to his or her address or the address or number supplied to the corporation for the purpose of such notice. If the notice is sent by mail, it shall be deemed to have been given when postmarked by the United States mail. If the notice is sent by FAX or email it shall be deemed given when received. A notice of a meeting shall specify the place, day and hour of the meeting and any other information required by statute or these bylaws. [A: 3/2/04]

Section 9.2 Notice of Meetings

Notice of the regular meetings or of the annual meeting of the Board of Directors shall be made in the manner provided for in Articles 8.1 and 9.1 of these bylaws. [A: 3/2/04]

Section 9.3 Waiver of Notice

Whenever written notice is required to be given by statutes or by these bylaws, a waiver, in writing, signed by the person entitled to the notice, shall be deemed equivalent to the giving of the notice whether before or after the time stated therein. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X: DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.

Section 10.1 Funds Deposit

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors may determine from time to time.

Section 10.2 Checks, Etc.

All checks, drafts, endorsements, notes and evidence of indebtedness of the Corporation, and all endorsements for deposit to the credit of the Corporation, shall be signed by such Directors or agent(s) of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

Section 10.3 Loans And Credits

No loans, advances or other contracts entered into on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization may be general or confined to specific instances and may include authorization to pledge, as security for loans or advances so authorized, assets of the Corporation where such

loan or contract is authorized by agreement with the funding source or creditor or by a previously approved budget of the Corporation.

ARTICLE XI COMPENSATION OF AND CONTRACTS WITH DIRECTORS AND EMPLOYEES

Section 11.1 Compensation of Directors

No Director shall be compensated for services provided ~~by~~ to the Corporation as a Board member, except that the Board may authorize the expenditure of funds to pay tuition, per diem and transportation expenses associated with Board training and other expenses associated with Board functions.

Section 11.2 Contracts with Directors or Agents

No part of the net earnings of the Corporation shall inure to the benefit of its Directors or officers except that the Corporation shall be authorized to pay reasonable compensation for services rendered.

Section 11.3 Conflicts of Interest

Any Director or employee of the Corporation who has an interest directly or indirectly in any matter relating to the operations conducted by the Corporation or any contract furnishing services or supplies to the corporation shall declare a conflict of interest. Directors will sign a conflict of interest agreement annually.

ARTICLE X11: INDEMNIFICATION

Section 12.1 Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding, by reason of the fact that he or she was acting in the capacity, and in the name, and on behalf of the Corporation, shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney fees and disbursements, incurred by him or her in connection with the defense or settlement of such action, suit or proceeding, or in any connection with any appearance therein or appeal there from, except in relation to matters as to which it shall be adjudge in such action, suit or proceeding or appeal that such Director or employee is liable for negligence or misconduct in the performance of his or her duties.

ARTICLE XIII: MISCELLANEOUS

Section 13.1 Contracts

Except as otherwise provided by statute, the Board of Directors may authorize the Board President to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instance.

Section 13.2 Required Corporate Records

The corporation shall keep complete and accurate books and records of account, minutes of the proceedings of the incorporators and the directors and of any other body exercising powers or performing duties authorized by these bylaws. The records shall be kept at its principle place of business wherever situated. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

Section 13.3 Board Member Contract Each ELC Board member shall sign a contract acknowledging their duties as a Board member.

ARTICLE XIV AMENDMENTS

Section 14.1 Amendments

These bylaws may be altered, amended or repealed, or new bylaws may be adopted by affirmative vote of a majority of the board members present at any meeting provided, however, that a quorum is present and that the text of the proposed amendments shall have been provided in the manner provided by Article 9.1 of these bylaws to all board members at least seven days prior to the date of this meeting. Any change in these bylaws shall take effect when adopted unless otherwise provided in the resolution affecting the change. [A: 3/2/04]

ARTICLE XV NON-DISCRIMINATION

Section 15.1 Nondiscrimination

The Board in the implementation and operation of its activities shall not discriminate or knowingly allow board members, employees, or committee members to discriminate in any manner prohibited by federal, state, local, or common law.

ARTICLE XVI DISSOLUTION

Section 16.1 Dissolution

Upon dissolution or final liquidation of the corporation, all corporate assets (after payment of liabilities and other commitments) shall be transferred to an organization organized for public or charitable purposes, consistent with the purposes and goals of the corporation and exempt from taxation under IRC 501 (c)(3).