

**BYLAWS**  
**OF**  
**OREGON SCHOOL SAFETY OFFICERS ASSOCIATION**  
(an Oregon nonprofit corporation)

**ARTICLE I**  
**OFFICES and PURPOSE**

**Section 1. Principal office.** The principal office of the corporation in the state of Oregon shall be located at 1201 Court Street NE, Ste 400, Salem, Oregon 97301. The corporation may have such other offices, within the state of Oregon, as the board of directors may determine or as the affairs of the corporation may require.

**Section 2. Registered Office.** The corporation shall have and continuously maintain in the state of Oregon a registered office, and a registered agent whose office is identical with such registered office, as required by ORS Chapter 65 (the "Act"). The registered office may be, but need not be, identical to the principal office, and the address of the registered office may be changed by the board of directors.

**Section 3. Purpose.** The purposes of the corporation, none of which are for profit, are as stated in the corporation's Articles of Incorporation that may be duly amended from time to time.

**ARTICLE II**  
**OBJECTIVES**

**Section 1. Objectives.** This organization's objectives shall be:

1. To provide the means whereby those engaged in the safety programs of the schools of the state of Oregon can meet, discuss and study all phases of school safety.
2. To cooperate with any organization for the betterment of school safety.
3. To strive constantly for the highest standards of efficiency and effectiveness in safety methods and practices.
4. To work for the improvement of qualifications of school safety officials.
5. To strive for the improvement of school safety.
6. To promote and encourage any legislation which is necessary for the foregoing objectives.

**ARTICLE III**  
**MEMBERS**

**Section 1. Qualifications.** The corporation shall have four classes of members: regular, associate, sponsor and student. Regular members shall be the only class to have voting rights.

1. Regular membership shall consist of:
  - a. Officials and employees of schools in the state of Oregon who are directly connected with safety programs.
  - b. Officials and employees of education service districts and the Oregon Department of Education who are interested in school safety programs.
  - c. Employees of colleges and universities in the state of Oregon who are interested in

- school safety programs.
2. Associate membership shall be open to any person not eligible for regular or sponsor membership who is interested in school safety.
  3. Sponsor membership shall be open to any company who offers products or services directly related to school safety and whose application for membership is approved by the board of directors.
  4. Student membership shall be open to any student enrolled in a school or college in the state of Oregon who is interested in school safety programs.

**Section 2. Dues.** Dues shall be set by the board of directors annually.

**Section 3. Interest in corporation.** No member of the corporation shall have any right, title or interest in or to the whole or any part of the property or assets of the corporation.

**Section 4. Nontransferable.** Membership in the corporation shall not be transferable or assignable.

#### **ARTICLE IV MEMBER MEETINGS**

**Section 1. Annual meeting of membership.** The annual meeting of this corporation shall be held at a time determined by the board of directors but before August 1. Insofar as practical, it shall be held during the same month each year. The purpose of the annual meeting shall be to approve resolutions of the association, amend the Bylaws, elect members to the board of directors and any other business the board presents. If a face-to-face meeting is not practical, the annual meeting may be held using conference call technology that allows members to hear each other simultaneously during the meeting.

**Section 2. Special meetings.** Special meetings of the members for any purpose or purposes unless otherwise prescribed by statute may be called by the president, by the board of directors, or at the request of at least one-half (½) of the members entitled to vote. Business transacted at any special meeting shall be confined to the purpose or purposes stated in the notice of such meeting.

**Section 3. Notice.** Written or printed notice stating the place, date, and time of any membership meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be sent at least thirty (30) days before the meeting, to each regular member.

**Section 4. Quorum.** Those regular members present at any membership meeting shall constitute a quorum. A majority of the votes cast by regular members present shall be necessary to decide any question brought before the meeting.

**Section 5. Electronic voting.** Electronic voting may be used when a face-to-face annual meeting is not practical, when using conference call technology or when appropriate as deemed by the board of directors.

#### **ARTICLE V BOARD OF DIRECTORS**

**Section 1. Qualifications.** The affairs of the corporation shall be managed by its board of directors. Board members must be employed by a school, education service district, college or university in the state of Oregon and a member of the corporation.

**Section 2. Composition.** The board of directors shall consist of five members and at least two appointees. The members are president, vice president, secretary, treasurer, and past president. The two appointees are associate member and liaison. Additional associate member appointees may be appointed as deemed necessary by the board of directors. The term of office shall be from September 1 to August 31.

**Section 3. Nominations.** The nominating committee shall nominate a candidate for secretary and any vacant positions not appointed by the board of directors. Opportunity shall be provided for nominations from the floor of the annual meeting of the membership.

**Section 4. Election.** The election of the board of directors shall occur at the annual meeting of membership.

The board of directors operates on a successive plan which means the secretary shall be elected by the membership then after completion of the term shall progressively assume the duties of treasurer for one year, vice president for one year, president for one year, and finally past president for one year.

In the event no annual meeting of membership or election can be held, the board of directors shall continue to serve in the position held in the previous year.

**Section 5. Regular meetings.** An annual meeting of the board of directors shall be held. In addition, regular board meetings will be held by the board of directors as determined at the first board meeting after new members take office each year.

**Section 6. Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a quorum of board members are present at such meeting, a majority of the board members present may adjourn the meeting.

**Section 7. Manner of acting.** The act of a majority of the board members shall be the act of the board of directors.

**Section 8. Removal.** Any board member elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice and must be approved by a quorum.

**Section 9. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**Section 10. Compensation.** Board members shall not receive any stated salaries for their services. Expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board or membership as approved by a majority of the board of directors.

**Section 11. Informal action.** Any action required by law to be taken at a meeting of the board of directors may be taken without a meeting if a majority of board members consent in writing, setting forth the action to be taken.

**ARTICLE VI  
DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Appointments.** The board shall appoint two positions annually. Both positions shall serve on the board of directors in a non-voting, advisory capacity.

1. Liaison
2. Associate Member

**Section 2. President.** The president shall:

1. In general supervise the business and affairs of the corporation;
2. Preside at all meetings of the board of directors;
3. Develop specific goals for the term of office;
4. Appoint members of the standing committees and special committees as required or directed by the board of directors;
5. Represent the corporation at meetings of other organizations when official representation is of benefit to the corporation;
6. Supervise the activities of the program committee;
7. Perform other duties as assigned by the board of directors.

**Section 3. Vice President.** The vice president shall:

1. Act for the president at meetings and functions in the absence of the president;
2. The vice president shall supervise the activities of all standing committees;
3. Perform other duties as the board of directors may direct.

**Section 4. Treasurer.** The treasurer shall:

1. Maintain a ledger of all payments and receipts;
2. Maintain appropriate accounting records;
3. Maintain dues records;
5. Prepare annual financial report at close of the fiscal year for audit or examination by the financial review committee;
2. Serve as the chair of the financial review committee;
3. Perform other duties as the board of directors may direct.

**Section 5. Secretary.** The secretary shall:

1. Maintain the list of membership;
1. Serve as recorder at the annual meeting of the membership and regular board meetings;
2. Serve as lead in coordinating the newsletter;
3. Perform other duties as the board of directors may direct.

**Section 6. Past President.** The past president shall:

1. Act as chair of the nominating committee;
2. Perform other duties as the board of directors may direct.

**Section 7. Associate Member.** The associate member shall:

1. Represent the associate, sponsor and student membership;
2. Perform other duties as the board of directors may direct.

**Section 8. Liaison.** The liaison shall:

1. Assist and advise as needed to maintain a ledger of all payments and receipts;

2. Assist and advise as needed to maintain appropriate accounting records;
3. Assist and advise as needed to maintain dues records and membership list;
4. Maintain permanent files of minutes of meetings and correspondence;
5. Assist and advise as needed to prepare annual financial report at close of the fiscal year for audit or examination by the financial review committee;
7. Prepare and mail communications, newsletters and e-mails;
8. Assist and advise as needed to maintain website, listserv and other electronic means of communication;
9. Perform other duties as the board of directors may direct.

## **ARTICLE VII COMMITTEES**

**Section 1. General.** The standing committees shall be nominating, financial review and program. Other committees may be appointed as deemed necessary by the board of directors. Each committee shall have at least one member from the board of directors who shall be responsible to report back to the board of directors the results of committee meetings.

**Section 2. Duties of committees.** The duties of each committee shall be:

1. The nominating committee shall:
  - a. Select candidates for recommendation to the membership for all open positions. Any nominating committee member selected as a candidate must resign from the committee;
  - b. Complete the selection of candidates at least thirty days prior to the annual membership meeting.
2. The financial review committee shall:
  - a. Review the financial records of the corporation annually and provide a written report to the board of directors;
  - b. Assist with the conduct of a formal audit when such is ordered by the board of directors;
  - c. Develop the budget for the corporation and present it to the board of directors for final approval;
  - d. Assist with any other financial transactions as deemed necessary by the board of directors.
3. The program committee shall:
  - a. Have primary responsibility for planning and conducting the annual workshop;
  - b. Recommend and coordinate a plan for attendance at other industry events either officially representing the corporation or unofficially as a matter of course through professional development paid by the employer.

## **ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The board of directors may authorize any board member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

**Section 2. Checks, drafts, instruments.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the treasurer or other agent authorized by the board of directors and approved for payment by the president or designee if the total due is under \$500. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issue in the name of the corporation and more than \$500, shall be signed by the treasurer or other agent authorized by the board of directors and approved for payment by the president or designee and one other board member.

**Section 3. Deposits.** All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

**Section 4. Gifts.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the corporation.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE X RULES OF ORDER**

Robert's Rules of Order shall be the parliamentary authority of this corporation, subject to the constitution and special rules which may have been or may be adopted.

## **ARTICLE XI WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of members present at the annual meeting of the membership or at any special meeting called for that purpose. Notice and recommended language must be given to all members at least thirty (30) days before the meeting.

## **ARTICLE XIII INDEMNITY**

In furtherance and not in limitation of the powers conferred by statute:

### **Section 1. Authority to Indemnify**

(a) Subject to Section 4, the Corporation shall indemnify an individual, who is made a party to a proceeding because the individual is or was a director, against liability incurred in a proceeding if:

(1) The conduct of the individual was in good faith;

(2) The individual reasonably believed that the individual's conduct was in the best interests of the Corporation, or at least not opposed to its best interest; and

(3) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(b) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of paragraph (2) of subsection (a) of this section.

(c) The termination of a proceeding by judgment, order, settlement conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.

(d) The Corporation may not indemnify a director under this section:

(1) In connection with the proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

(2) 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.

(e) Indemnification permitted under this section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

## **Section 2. Advance for Expenses**

(a) Subject to Section 4, the Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(1) The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 1 of this Article; and

(2) The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.

(b) The undertaking required by paragraph (1) of subsection (a) of this section must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

**Section 3. Court-Ordered Indemnification.** A director of the Corporation who is a party to a

proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification if it determines:

(a) The director is entitled to indemnification under Section 7 of this Article in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification; or

(b) The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section I of this Article or was adjudged liable whether the liability is based on a judgment, settlement or proposed settlement or otherwise.

#### **Section 4. Determination and Authorization of Indemnification**

(a) The Corporation may not indemnify a director under Section 1 of this Article unless authorized in the specific case after a determination has been made that indemnification of the director is permissible under the circumstances because the director has met the standard of conduct set forth in Section 1 of this Article.

(b) A determination that indemnification of a director is permissible shall be made:

(1) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(2) If a quorum cannot be obtained under paragraph (1) of this subsection, by a majority vote of a committee duly designated by the Board of Directors consisting solely of two or more directors not at the time parties to the proceeding. However, directors who are parties to the proceeding may participate in designation of the committee; or

(3) By special legal counsel selected by the Board of Directors or its committee in the manner prescribed in paragraph (1) or (2) of this subsection or, if a quorum of the Board of Directors cannot be obtained under paragraph (1) of this subsection and a committee cannot be designated under paragraph (2) of this subsection, the special legal counsel shall be selected by majority vote of the full Board of Directors, including directors who are parties to the proceeding.

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under paragraph (2) of subsection (b) of this section to select counsel.

#### **Section 5. Indemnification of Officers, Employees and Agents**

(a) An officer of this Corporation is entitled to mandatory indemnification under Section 7 and is entitled to apply for court-ordered indemnification under Section 3 of this Article, in each case to the same extent as a director under this Article.

(b) Subject to Section 4, the Corporation shall indemnify and advance expenses under all other sections of this Article to an officer, employee or agent of the Corporation to the same

extent as to a director.

**Section 6. Insurance.** The Corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee or agent of the Corporation or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Corporation may purchase and maintain the insurance even [f the Corporation has no power to indemnify the individual against the same liability under this Article.

**Section 7. Mandatory Indemnification.** Notwithstanding the foregoing, the Corporation shall indemnify a director who is wholly successful on the merits or otherwise in the defense of any proceeding to which the director was a party because of being a director against reasonable expenses incurred by the director in connection with the proceeding.