BYLAWS
SIUSLAW CHILDCARE FRIENDS,
an Oregon Public Benefit Corporation
Registry No. 235242393

ARTICLE I – PURPOSE

1.01 This Corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and 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 is 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 of 1986 as amended (or its corresponding future provisions.

1.02 This corporation's primary purpose shall be to support, sustain, and expand childcare and early learning opportunities for families of all income levels in the Siuslaw region, which includes greater Florence, Oregon.

ARTICLE II – NONMEMBERSHIP

The corporation shall have no members.

ARTICLE III – BOARD OF DIRECTORS

3.01 The affairs of the corporation shall be managed by the Board of Directors.

3.02 The initial number of Directors is seven. The number of Directors may vary between a minimum of three and a maximum of nine.

3.03 The initial Directors selected by the Consent of Incorporators dated March 13, 2025, are Sandy Craft, Kim Erickson, Connie Ford, Camille Griswold, Theresa Leonard-Durrant, Adrian Pollut, and Chelsie Reeves.

3.04 Except for the initial adjustments of shorter terms needed to create staggered terms, the term of office for Directors shall be three years. The Board shall make provisions to stagger the terms of Directors so that each year, the terms as close as possible to one-third of the Directors shall expire. A Director may be reelected without limitation on the number of terms they may serve. Apart from the initial Directors, the Board shall elect its own members, except a Director shall not vote for his or her election.

3.05 Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

3.06 Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the Directors then on the Board of Directors.

3.07 A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote 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 is taken by that majority required by law.

3.08 Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board. No other notice of these meetings' date, time, place, or purpose is required.

3.09 Special meetings of the Board 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 mail not less than two days before 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.

3.10 Any regular or special meetings of the Board may be held by telephone, telecommunications, or electronic means as long as all Directors can hear or read each other's communications, or all communications during the meeting are immediately transmitted to each participating Director. Each participating Director can 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.

3.11 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, is signed by all the Directors. A written communication includes communication transmitted or received by electronic means. Signing includes an electronic signature executed or adopted by a Director with the intent of signing.

ARTICLE IV – COMMITTEES

4.01 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.

4.02 The Board of Directors may establish other committees deemed necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees, as the Board may designate on forming a committee.

4.03 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.

4.04 A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present.

4.05 No committee may 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 any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE V – OFFICERS

5.01 The officers of this corporation shall be the President, Secretary, and Treasurer.

5.02 The Board of Directors shall elect the officers to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

5.03 A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

5.04 The Board of Directors may elect or appoint other officers, agents, and employees as it deems necessary and desirable. They shall hold their offices for such terms, have such authority, and perform such duties as the Board of Directors determines.

5.05 The President shall be the corporation's chief officer and 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.

5.06 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.

5.07 The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform or cause to be performed, the following duties: (a) maintenance of complete 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 VI – CORPORATE INDEMNITY

6.01 The 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 because the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) concerning any employee benefit plan of the corporation.

6.02 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 before the later of the effective date of the amendment or the date notice of the amendment is given to the person.

6.03 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

7.01 The Board of Directors may amend or repeal these bylaws and adopt new bylaws by a majority vote of Directors present if a quorum is present.

7.02 Before 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, and 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: March 13, 2025.

CERTIFICATE OF SECRETARY

As the Secretary of Siuslaw Childcare Friends, the undersigned certifies that the Board of Directors duly adopted the foregoing Bylaws, which remain in full force and effect as of this 13th day of March 2025.

Camille Griswold, Secretary

RESOLVED, that the Corporation establish its depository accounts with Oregon Pacific Bank; and

FURTHER RESOLVED, that the Corporation adopts the Oregon Pacific Bank account opening resolution in the form attached as **Exhibit B**.

IV.

WHEREAS, the Corporation has received its first charitable contribution in the amount of $5,000 from Our Coastal Village, Inc.; and

WHEREAS, the Corporation desires to accept that donation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Corporation accept the $5,000 donation; and

FURTHER RESOLVED, the Treasurer shall deposit the check representing this contribution in the Corporation's depository account at Oregon Pacific Bank.

V.

WHEREAS, the corporation intends to qualify as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended,

NOW, THEREFORE, BE IT:

RESOLVED, that the President and Secretary shall work with Our Coastal Village, Inc., to prepare an IRS form 2023 and related documents (the "Exemption Documents") to seek IRS recognition of the Corporation's tax-exempt status; and

FURTHER RESOLVED, the Board shall review and approve the draft Exemption Documents before submitting them to the IRS.

Dated as of the 13th day of March 2025.

Sandy E. Craft

Sandy Craft

Kim Erickson

Kim Erickson

Connie Ford

Connie Ford

Camille Griswold

Theresa Leonard-Durrant

Adrian Pollut

Chelsie Reeves