hub inc.
MARION & POLK EARLY LEARNING HUB

earlylearninghub.org

RESTATED
NONPROFIT CORPORATION
BYLAWS
OF

MARION & POLK EARLY LEARNING HUB INC.
An Oregon non-profit Corporation

ARTICLE 1.

Restatement

Section 1.1. Restatement.

This restatement is effective September 1, 2016, and adopted to reflect a change in the Qualifications for Community Directors provision.

ARTICLE 2.

Definitions

Section 2.1. Chair/Co-Chair.

Is/are the person(s) who is/are elected by the Board of Directors to serve as the presiding officer(s) of the Board of Directors.

Section 2.2. Corporation.

Is this non-profit Corporation known as Marion & Polk Early Learning Hub Inc.

Section 2.3. Early Learning and Support Services

Are services provided to pregnant women, children from birth through age five (5) and their families that prepare children to be safe, healthy and ready for kindergarten and enable families to be strong and resilient.

Section 2.4. Sector.

Is a group of people, or private or governmental entities, that provide Early Learning and Support Services within the Service Region.

Section 2.5 Service Region.

Is the geographic area served by this Corporation as designated from time to time by the Board of Directors.

Section 2.6. Equitable Representation.

Refers to the composition of the Board of Directors reflecting the diversity of interests in the Service Region including, but not limited to, geographic, urban and rural, and population demographics.

Section 2.7. Parent/Caregiver Sector Director.

Is a parent, grandparent, foster parent, legal guardian or caregiver of children served by the Corporation at the time of appointment, by at least one of the Sectors represented on the Board, who can effectively represent the population served as defined in section 2.3 and who holds a Parent/Caregiver Sector Position on the Board of Directors.

Section 2.8. Healthcare Sector Director.

Is a person who works in, or has retired from, an organization primarily providing health care services including physical, dental, or behavioral health to the population defined in Section 2.3 and who holds a Healthcare Sector Position on the Board of Directors.

Section 2.9. Early Education & Care Sector Director.

Is a person who currently provides, or in the past provided, early education and care to children from birth through age five (5) and who holds an Early Education & Care Sector Position on the Board of Directors.

Section 2.10. K-12 & Post-Secondary Education Sector Director.

Is a person who currently works in, or has retired form, a position in an organization providing K-12 education or post-secondary education services and who holds a K-12 & Post-Secondary Education Sector Position on the Board of Directors.

Section 2.11. Social Services Sector Director.

Is a person who currently works in, or has retired from, a position in an organization that provides support services for the children and families defined in Section 2.3 and who holds a Social Services Sector Position on the Board of Directors.

Section 2.12. Business or Community Sector Director.

Is a person who resides or works within the Service Region, has been an active member of a business or a community organization, who has an interest in or has experience in serving the population defined in section 2.3, and who holds a Business or Community Sector Position on the Board of Directors.

ARTICLE 3.

Offices

Section 3.1. Place.

The principal office of the corporation in the State of Oregon shall be located at 2995 Ryan Drive SE, Salem, OR 97301

Section 3.2. Registered Agent.

The Registered Agent of the Corporation shall be Oregon Agent Corporation or such other person or entity as may be designated by the board of Directors of this Corporation.

Section 3.3. Other Offices.

The corporation may relocate the principal office of the Corporation in the State of Oregon as may be determined by the Board of Directors. The Corporation may also have offices at other locations within the Service region in the State of Oregon, as the Board of Directors may from time to time designate or as the business of the Corporation may require.

ARTICLE 4.

Purposes

Section 4.1. State and Federal Law

This corporation is organized to qualify under Internal Revenue Code §501(c)(3), and under the laws of the State of Oregon and it shall have s its purpose the development and support of a coordinated system of Early Learning and Support Services designed to ensure that every child in the Service Region zero (0) through five (5) years of age is supported to be prepared to enter kindergarten safe, healthy and ready to learn.

Section 4.2. Lawful Activities

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 1954 or the corresponding future statutes.

Section 4.3. Specific Purposes

Specifically, this Corporation is organized to collaborate and to develop a coordinated system to enhance the provision of Early Learning and Support Services for pregnant women and for young children from birth through age five (5) and their families. Early Learning and Support Services include at least six (6) sectors: (i) parent/caregiver; (ii) healthcare; (iii) early education and care, including pre-kindergarten; (iv) K-12 and post-secondary education; (v) social services; and (vi) business or community.

4.3.1. To facilitate the engagement of families in Early Learning and Support Services;

4.3.2. To assist in the mobilization and collaboration of community resources to meet identified needs;

4.3.3. To facilitate and encourage professional development for staff of Early Learning and Support Service Providers in the Service Region;

4.3.4. To contract with providers in any of the six (6) identified sectors to provide Early Learning and Support Services. It is understood that some contracts for specific Early Learning and Support Services will be between or among the Corporation and one or more of the organizations represented by Directors serving on the Board of Directors;

4.3.5. To drive quality performance and efficiency through data-driven decision-making, and;

4.3.6 To identify, apply for, analyze and allocate funds and to do and perform such other acts as may be necessary or appropriate for carrying out the forgoing purposes of this corporation and in connection therewith to exercise any of the powers granted to non-profit corporations by the Oregon Non-Profit Corporation Law.

Section 4.4. Early Learning Hub.

The Corporation shall serve as an early learning hub as that term may be defined and utilized in Oregon law.

ARTICLE 5.

Restrictions and Non-Discrimination Clause

Section 5.1. Restrictions on Activities

The Corporation shall be restricted to activities consistent with the purposes of the Corporation described in Article 4. 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.

Section 5.2. Non-Discrimination

The Corporation shall not discriminate in any manner against any person on the basis of race, ethnicity, religion, color, national origin, gender, gender identity or expression, sexual orientation, physical circumstances, age, or status as a veteran.

ARTICLE 6.

Board of Directors

Section 6.1. General Powers

The Board of Directors shall set the policy and direction of the Corporation. The Board shall oversee and govern the business and affairs of the Corporation to ensure accomplishment of the stated purposes.

Section 6.2. Equitable Representation

The composition of the Board of Directors shall reflect the diversity of interests in the Service Region including, but not limited to, geographic, urban and rural, and population demographics.

Section 6.3. Number

6.3.1. The number of Directors of the Board shall be not less than thirteen (13) nor more than twenty-three (23). The number of Directors may be increased or decreased from time to time by resolution approved by 75% of the Directors holding positions on the Board of Directors.

6.3.2. No reduction in the Board of Directors shall have the effect of removing any Director prior to expiration of that Director's term of offices.

6.3.3. If the Board of Directors passes a resolution to increase the number of positions on the Board, the Board shall fill such vacancies as prescribed in Section 6.7 of these Bylaws.

Section 6.4. Sectors

Positions on the board shall represent the six (6) Sectors as defined in Sections 2.7-2.12 with a minimum of two (2) Directors from any single Sector. Within these limits, the Board may determine the number of Directors from each Sector needed to achieve the purposes of the Corporation. Additional requirements for Sector representation include:

6.4.1. Parents/Caregivers – A minimum of one (1) parent/caregiver shall reside in Marion County and one (1) in Polk County and one (1) shall be a member of the Parent Advisory Committee.

6.4.2. K-12 & Post-Secondary Education – A minimum of two (2) Directors from K-12 .

6.4.3. Business or Community – A minimum of one (1) Director from business.

Section 6.5. Qualifications.

6.5.1. To qualify to serve on the Board of Directors, a person shall reside or work within the Service Region and shall not hold an elective office for any governmental organization serving the Service Region. The Board shall ensure that the geographic region that is being served is equitably represented.

6.5.2. Directors representing organizations in the healthcare, Early Education & Care, K-12 & Post-Secondary Education and Social Services categories shall:

6.5.2.1. Be the Chief Executive of the organization or the designee who has the authority to make decisions within the organization regarding program and budget.

6.5.2.2. Represent an organization that provides services in the Service Region and to children and families as defined in Section 2.3..

Section 6.6. Terms.

Directors from all Sectors shall serve for three (3)-year terms and may be elected to subsequent terms.

Section 6.7 Nomination and Annual Election.

6.7.1. Prior to May 1 of each year, the Nominating Committee shall nominate candidates to fill the Board positions which terminate on the following June 30. On or before June 15 of each year, the Board of Directors shall by majority vote elect the person(s) from the nominees who will serve as Directors for the ensuing three-year terms.

6.7.2. Prior to June 15 of each year in which the term expires for a Director representing the Parent Advisory Committee, the Parent Advisory Committee shall elect a Committee member to serve on the Board of Directors.

Section 6.8 Vacancies.

6.8.1. In the event of a vacancy in a Board position, except for a Parent Advisory Committee representative, prior to the end of the term of office, the Board shall instruct the Nominating Committee to propose nominations to the Board for one or more individuals to fill the remaining term of the vacated position. Such nominations shall be provided to the Board within sixty (60) days of the vacancy occurring and the Board shall elect the replacement from the nominees within thirty (30) days of receiving the names of the nominees.

6.8.2. In the case of a vacancy in the parent Advisory Committee representative prior to the end of the term of office on the Board of Directors, the Parent Advisory Committee shall elect a new member to serve on the Board.

6.8.3. In the case of a temporary vacancy due to a Director's extended leave event, the Director going on leave may recommend to the Nominating Committee a designee to fill the position until the Director returns from up to 90 days or as approved by the Board.

Section 6.9. Compensation.

6.9.1. No Director shall receive any stated salary or other compensation from the Corporation for Board service.

6.9.2. By resolution of the Board of Directors, the parent/Caregiver Directors may be paid their actual reasonable out of pocket expenses, if any, incurred in the execution of corporate business and a reasonable per Board meeting stipend.

Section 6.10. Removal.

Any Director may be removed from the Board of Directors by a seventy-five percent (75%) majority vote of the remaining Directors on the Board. If a Director has failed to attend three (3) consecutive meetings of the Board without providing notice to the Board chair(s), the remaining Directors shall consider removal of such Director after giving notice to such Director.

ARTICLE 7.

Board Meetings

Section 7.1. Quorum.

A simple majority of the presently serving Directors on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly organized meeting may continue discussions and taking action until adjournment, notwithstanding the withdrawal during such meeting of that number of Directors whose absence would cause less than a quorum. If less than a majority of the presently serving Directors is present at a meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting and may set the date and time for the meeting to be recommenced.

Section 7.2. Regular Meetings.

The Board of Directors may provide, by resolution, the time and place within the Service Region for the holding of regular meetings.

Section 7.3. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chair, a Co-Chair or at the request of one-third (1/3) of the Board of Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place within the Service Region as the place for holding any Special Meeting of the Board of Directors called by them.

Section 7.4. Notice.

Notice of the date, time and place of any regular and/or special meeting shall be given at least ten (10) days before the date of the meeting by written or electronic means to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Notice to Directors may be given in any manner permitted by law that is reasonably calculated to result in actual notice to the Directors not less than seven (7) days prior to the meeting for which notice is given.

Section 7.5. Telephone and Electronic Mail Meetings and Voting.

Any regular and or special meeting of the Board of Directors may be by means of conference telephone, computer or similar communications equipment by means of which all Directors participating in the meeting can hear each other or read each other's responses, and may respond in like manner so that all persons have the benefit of all comments, questions and discussion. Participation in such meeting shall constitute presence in person at the meeting, for

purposes of determining a quorum and to identify the number of affirmative votes required for any issue or action under consideration.

Section 7.6. Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Votes may be submitted by email or other electronic means.

Section 7.7. Proxies.

There will be no proxy voting

Section 7.8. Presumption of Assent.

A Director of the Corporation who is present at a meeting of the 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 such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of 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.

ARTICLE 8.

Officers

Section 8.1. Titles.

The officers of the Corporation shall be: Chair, or two Co-Chairs, Secretary, and Treasurer. Such other officers as may be deemed necessary by the Board of Directors may be elected or appointed by the Board of Directors from time to time. No two (2) offices may be held by the same person, and no offices may be merged by the Board of Directors.

Section 8.2. Election and Term of Office.

The officers of the Corporation shall be elected annually by a majority vote of the Board of Directors at the June meeting of the Board of Directors. If the election of officers is not held at such meeting, such election of officers shall be held as soon thereafter as is scheduled by resolution of the Board of Directors. 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 have resigned or shall have been removed in the manner provided in these Bylaws.

Section 8.3. Removal and Resignation.

Any officer elected or appointed by the Board of Directors may be removed by a seventy-five percent (75%) majority vote of the Board of Directors whenever in the judgment of the Board of Directors the best interests of the Corporation would be served thereby. Provided, however, that such removal shall be without prejudice to the contract rights, if any, of the person so removed as an officer. Any officer may resign at any time by giving written notice to the Secretary or the Chair of the Board of Directors.

Section 8.4. Vacancies.

In the event of a vacancy in the officer because of death, resignation, removal, disqualification or otherwise, the Board of Directors shall direct the Nominating Committee to provide nominees to complete the unexpired portion of the term within sixty (60) days of receiving such instructions. After receiving the nomination(s) from the Nominating Committee, the Board of Directors shall within thirty (30) days elect a person to fill the vacated office from the nominees at the next regularly scheduled meeting of the Board of Directors or at a Special Meeting of the Board of Directors called for that purpose.

Section 8.5. Chair/Co-Chairs.

The Chair/Co-Chairs shall, when present, preside at all meetings of the Board of Directors. The Chair/Co-Chairs may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Chair/Co-Chairs, in general shall perform all duties incident to the office of the chair and such other duties as may be prescribed by the Board of Directors from time to time. If there are Co-Chairs, they shall determine how to share the duties of the office.

Section 8.6. Secretary.

The Secretary shall oversee:

8.6.1. keeping the minutes of the Board of Directors' meetings on one or more books provided for that purpose;

8.6.2. seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

8.6.3. being custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;

8.6.4. keeping a register of the post office address of each Director on the Board of Directors which shall be furnished to the Secretary by such Director; and

8.6.5. in general, performing 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 Chair(s) or by the Board of Directors.

Section 8.7. Treasurer.

The Treasurer shall:

8.7.1. if required by the Board of Directors, give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors shall determine;

8.7.2. oversee the custody of all funds and securities of the Corporation; the receiving and giving of receipts for moneys due and payable to the Corporation from any source whatsoever, and the depositing of all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the bylaws; and

8.7.3. oversee in general, the performance of all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair(s) or by the Board of Directors.

Section 8.8. Compensation and Reimbursement.

8.8.1. Officers of the Corporation shall receive no salary provided however, that no officers shall be prevented from receiving reimbursement for expenses incurred on behalf of the Corporation if reimbursement is approved by resolution of the Board of Directors.

ARTICLE 9.

Executive Director

The Board of Directors may from time to time hire an Executive Director who shall in general supervise and execute all of the business of the Corporation, subject to the control of the Board of Directors. The Executive Director shall not be a Director and shall not be entitled to vote as a Director.

ARTICLE 10.

Committees

Section 10.1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors present in a meeting at which a quorum is present may designate one or more committees. The Chair/Co-Chairs shall appoint committee members. Committees may make recommendations to the Board of Directors provided, however, that, committees shall have no authority to act for the Corporation, unless specifically authorized by resolution of the Board of Directors.

Section 10.2. Executive Committee.

The Board of Directors shall establish an Executive Committee which shall consist of a minimum of six (6) and not more than eight (8) Directors and shall include the Chair or Co-Chairs, the Secretary, the Treasurer, and other Directors representing a diversity of Sectors when possible. The Executive Committee shall: (i) provide consultation to the Executive Director, (ii) make recommendations to the Board of Directors for the Board of Directors' actions, and (iii) take such further action as the Board of Directors may authorize by resolution. The Executive Committee actions shall be determined by majority vote of the Executive Committee members present at a meeting with a quorum of Directors in attendance.

Section 10.3. Parent/Caregiver Advisory Committee.

The Board of Directors shall establish a Parent/Caregiver Advisory Committee which shall consist of not less than five (5) nor more than thirteen (13) parents/caregivers of children from birth through age five (5) as defined in Section 2.3 and served by at least one of the Service Sectors represented on the Board. The Parent/Caregiver Advisory Committee shall provide input to the Board of Directors and the Executive Director from parent perspectives of activities that should be undertaken to accomplish the purposes of the Corporation and the Parent/Caregiver Advisory Committee shall serve as a link from parents to the Board of Directors, to public and private organizations, and to the communities they represent. The Parent/Caregiver Advisory Committee shall elect a Committee Chair and elect a member of the Committee to serve on the Board of Directors. The Parent/Caregiver Advisory Committee shall determine the agenda for each committee meeting after receiving input from the Executive Director and shall provide the Executive Director with a copy of the agenda not less than seven (7) days prior to the meeting.

Section 10.4. Nominating Committee.

The Nominating Committee shall consist of a minimum of five (5) and maximum of eight (8) Directors providing equitable representation of the Board of Directors and shall include the Board Chair/Co-Chairs who shall chair the Nominating Committee. The Nominating Committee

shall present nominees for such positions as the Board of Directors may instructor require from time to time.

Section 10.5. Removal.

Any person who has been appointed to any committee may be removed by the person or persons authorized to appoint such person to the committee whenever in the judgment of the person authorized to make such appointment concludes in good faith that the best interests of the Corporation shall be served by such removal.

ARTICLE 11.

Fiscal Year

The fiscal year of the Corporation shall be July 1 through June 30 or such other period as may be set by resolution of the board of Directors from time to time.

ARTICLE 12.

Notice

Section 12.1. Except as otherwise specifically provided herein, any Notice given under these Bylaws shall be deemed given by:

12.1.1. Deposit of the notice in the mail to the last known mailing address;

12.1.2. Sending of the Notice to the last known electronic address;

12.1.3. Physical delivery of the Notice; or

12.1.4. Giving of the Notice in any manner permitted by law that is reasonably calculated to result in the actual Notice;

To the intended recipient not less than seven (7) days prior to the event for which the Notice is given.

ARTICLE 13.

Corporation Dissolution

Upon the dissolution of the Corporation, and after paying or making provision for the payment of all liabilities of the Corporation, the assets of the Corporation shall be distributed for charitable,

scientific, literary or educational purposes or for the prevention of cruelty to children or animals within the meaning of Section 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Law) to one or more organizations as selected by the Board of Directors.

ARTICLE 14.

Dispute Resolution

Section 14.1. Dispute Resolution.

14.1.1. In the event there is any dispute between or among the officers, directors, and/or other parties to these bylaws relating in any way to these bylaws or the operations of the Corporation, the parties must mediate such dispute before commencing any legal action. No officer or Director can bring legal action or demand mandatory arbitration against any officer or Director of the Corporation relating to the Corporation or these bylaws without first participating in mediation, unless one party refuses to submit to mediation and legal action is brought to specifically enforce this mandatory mediation provision of these bylaws. If the parties cannot agree upon the person to act as the mediator, then the U.S. Arbitration and Mediation Service of Portland, Oregon, shall select a person to act as the mediator. The mediator's charges and expenses shall be split by the parties on a 50/50 basis. Mediation fees and costs do not include each party's attorney fees and costs. Each party shall be responsible for his or her own attorney fees and costs at mediation. Should the dispute not be resolved by mediation, the parties agree to submit any dispute between the parties relating in any way to these bylaws to binding arbitration with the U.S. Arbitration and Mediation Service of Portland, Oregon, and shall utilize such service's rules of procedure. If the parties cannot agree upon an individual to act as the arbitrator, then the U.S. Arbitration and Mediation Service of Portland, Oregon shall select a person to act as the arbitrator. In any mediation or arbitration under these bylaws, no party shall be entitled to attorney fees or costs incurred in the mediation and or arbitration process. The decision of an arbitrator shall be final and not subject to any appeal and shall be enforceable in a court of competent jurisdiction. The arbitration provisions in these bylaws shall not be enforced in the event every indispensable and necessary party to the arbitration cannot be brought within the jurisdiction of the arbitrator. In that event, or in the event that this dispute resolution paragraph is deemed to be unenforceable as to any Officer, Director and/or other party, actual or alleged, then the officer(s), Director(s), and other parties, actual or alleged, to be bound by the provisions of these Bylaws may enter into any litigation filed by such officer, Director, or other party relating hereto.

14.1.2. Dispute Resolution the Event of a Deadlock. In any instance in which there is a deadlock between or among Officers, Directors, or other parties to the bylaws or alleged to be bound by the provisions of these bylaws such decision shall be referred to the dispute resolution procedure described above. The decision of the arbitrator shall be final and not be subject to any appeal and shall be enforceable in a court of competent jurisdiction.

ARTICLE 15.

Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of Directors at any regular or special meeting of the Board of Directors by a seventy-five percent (75%) majority of the Board of Directors present and constituting a quorum.

SECRETARY'S CERTIFICATE

I, the Secretary of the above-entitled Corporation, do herby certify that the foregoing is a true and correct copy o the Corporation Bylaws as adopted by the Board of Directors of the Corporation.

Dave C. 11/3/16

Name Date