

## **BYLAWS OF DUNDEE PARENT GROUP**

### **ARTICLE I: NAME**

The name of this association shall be the **Dundee Parent Group**. Hereinafter referred to as **DPG**.

### **ARTICLE II: MISSION STATEMENT**

The Dundee Parent Group is committed to strengthening our school community through meaningful collaboration, transparent communication, active engagement, and purposeful fundraising that supports students, staff, and school-wide initiatives. The funds we help raise support student success by providing classroom supplies, funding field trips, organizing school events, supporting enrichment programs, and expanding extracurricular opportunities. By fostering strong connections and a collaborative spirit among families, staff, and students, we aim to create a welcoming, supportive environment where everyone can grow and thrive.

### **ARTICLE III: OBJECTIVES**

The objectives of **DPG** shall be:

To provide an environment, materials, and opportunities which will enhance the education of students.

To promote the welfare of Dundee Elementary School children.

To facilitate communication between the school and home.

To enhance support between educators and the community in such united efforts as will equally secure for every child the highest advantage in physical, mental, and social education.

This organization is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

Notwithstanding any other provision of these rules, DPG shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE IV: MEMBERSHIP**

### **Section 1. Powers and Purpose.**

Voting members have the power to elect and also to remove the members of the Board of Directors of DPG; to vote on any amendments to the Bylaws or Articles of Incorporation which would change the method or way in which the Directors are elected or selected or the number of Directors; to vote on any other action or amendment to the Bylaws or Articles that would alter, reduce, or eliminate the members' right to vote; to inspect and copy DPG's records, as provided in ORS 65.774 (or its corresponding future provisions); and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The voting members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the organization's programs and activities. The Board of Directors does not need approval from the voting members to dispose of DPG's assets, dissolve, or merge DPG or to approve a conflict of interest transaction.

### **Section 2. Membership Records.**

The Secretary must ensure that the organization maintains a current, formal record of the names, contact information, and status of voting members. The list must also show the number of votes each voting member is entitled to vote at a meeting. This list of voting members must be available for inspection by any voting member for the purposes, and at the times and in the methods, allowed in ORS 65.224 (or its corresponding future provisions).

### **Section 3. Selection and Qualifications.**

Membership is open to any parent, guardian, or adult who fills out and submits an application to the Board and who is acting in loco parentis of one or more students enrolled at Dundee Elementary School. Applicants for membership who have previously been removed under **Section 4** of this Article must apply to and receive permission from the Board of Directors in order to become members again.

### **Section 4. Suspension or Termination of Membership.**

Any member who no longer qualifies as a member under **Section 3** of this Article shall automatically lose membership. In addition, the Board of Directors may suspend or remove a voting member for misconduct which, in the sole discretion of the Board of Directors, adversely affects DPG's interests or reputation; if the Board does so, the following procedure must be followed:

- a) Prior to the proposed effective date of the suspension or termination, the voting member must be given at least 15 days' notice written notice by email of the suspension or termination and the reasons.
- b) In addition, the voting member must then have the opportunity to be heard, orally or in writing, not less than 5 days before the effective date of the suspension or termination by the Board of Directors. A voting member whose membership has been suspended or

terminated may be liable to DPG for dues, assessments, or fees as a result of obligations incurred by the voting member prior to suspension or termination.

#### **Section 5. Resignation.**

A voting member may resign at any time by sending or delivering a written resignation to the President or Secretary of DPG.

#### **Section 6. Dues.**

The Board of Directors shall set the amount of annual dues, if any.

#### **Section 7. Quorum.**

For the purpose of membership meetings, a quorum will consist of the voting members by physical presence or participation by remote communication, if allowed at that meeting.

#### **Section 8. Decision-Making.**

The affirmative vote of at least a majority of the voting members who are present and voting at a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by law, the Articles, or these Bylaws. For purposes of this section, "present" shall include voting members that are physically present or participation by remote communication, if allowed. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

#### **Section 9. Proxy voting.**

Proxy voting shall not be allowed at any meeting of the voting members in any aspect of the decision-making process.

#### **Section 10. Remote Participation in Meetings.**

(a) Members who are not physically present for a membership meeting may participate in, be deemed present in person at, and vote at the membership meeting if the Board of Directors authorizes participation by remote communication. If the Board so authorizes, it shall set guidelines and procedures for such participation and communication. Before the Board may authorize remote participation, DPG shall implement measures to:

- (1) Verify that any person participating in the membership meeting by remote communication is a voting member; and
- (2) Ensure that voting members may effectively participate through remote communication.

DPG must also maintain records of any votes or other actions cast by a voting member participating through remote communication.

(b) Notice of a membership meeting at which the Board has authorized remote participation shall state that the Board authorizes participation by remote communication and shall describe how a member may notify DPG that the member intends to participate in the membership meeting by remote communication.

### **Section 11. Action Without a Meeting (Decision-Making by Email or Other Written Means).**

Unless prohibited or limited by the Articles or these Bylaws, any action which may be taken at any annual, regular, or special meeting of the voting members may be taken without a meeting by one of the following methods:

(a) Written Ballot: Either the Board or the voting members may authorize voting by written ballot. DPG must deliver a written ballot to every member entitled to vote on the matter by email. The written ballot will: (1) set forth each nominee or proposed action; and (2) provide an opportunity to vote for each vacant Board of Directors' position and for or against any other proposed action. The vote is limited to the subject specified on the ballot. Approval by written ballot will be valid only when (1) the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of Directors; and (3) specify a reasonable time by which a ballot must be received by DPG in order to be counted. A written ballot may not be revoked.

(b) Email: The Members may make a decision without a meeting by email if DPG has an email address for every Member. In order to conduct a vote by email, DPG must send an announcement by email to each Member that a vote will be taken. The announcement must include a description of the matter and a deadline for the vote, which must be at least 48 hours from the time of the email announcement. The Members must respond by email with their vote, and Members can change their votes at any time before the deadline by responding via email. An affirmative vote of a majority of Members is effective as an act of the Board, unless the Articles of Incorporation or these Bylaws require an affirmative vote of a different number of Members. The effective date will be the deadline specified in the announcement, or such other date provided in the announcement. DPG shall include the email announcement and a record of the Members' votes in the minutes for member meeting or shall file the announcement and record of the Members' votes in documents that reflect the action that the Members took.

### **Section 12. Annual Membership Meeting.**

DPG must hold an Annual Membership Meeting of the voting members which will be held to elect Directors to the Board of Directors. It will be held in April of each year at a time and location determined by resolution of the Board of Directors, if the voting members do not do so, unless the meeting is set for a different period of the year.

Written notice of the Annual Meeting must be sent by email to all voting members entitled to receive notice, at the email address provided by the member or as it appears in the corporate

records, at least 15 days in advance of the meeting. Notice must include a description of any matter that the members must approve under ORS 65.437 (amendment of Articles of Incorporation) or 65.464 (amendment of Bylaws) (or their corresponding future provisions).

At the Annual Meeting voting members will hear and consider reports from the Board of Directors, Officers, and staff concerning the activities, management, and budget of DPG. Voting members will then elect the members of the Board of Directors, and also vote on any other matters for which proper notice was given. Voting will be by secret ballot if any person so requests. The failure to hold an Annual Meeting does not affect the validity of any corporate action.

### **Section 13. Other Voting Membership Meetings.**

(a) Regular Meetings. DPG may hold a series of regular meetings of the voting members at times and locations set by the Board of Directors or Officers. Notice of regular meetings must be emailed to each voting member at least 9 days before the first meeting. A single notice in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

(b) Special Meetings. Special meetings of the voting members may be called by the President, by the Board of Directors, or by written, signed petition of 30% of the voting members. Notice for a special meeting must be emailed to each voting member at least 9 days before the meeting. The notice must specify the purpose(s) for which the meeting is called. Only the business for which a special meeting is called may be considered at the meeting.

### **Section 14. Content of Notice.**

Any meeting notice provided to voting members must contain the date, time, location, and when required, the purpose of the meeting. Notices of special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice. In addition to the notice required above, as a courtesy, DPG strives to notify the school of all upcoming regular or special membership meetings, and requests the communication of upcoming meetings be distributed through either social media or written and/or electronic notice distributed to all families and staff.

### **Section 15. Record Date.**

The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed or otherwise sent. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

## **ARTICLE V: DIRECTORS/OFFICERS, AND THEIR ELECTION**

### **Section 1. Powers.**

All corporate powers shall be exercised by or under the authority of, and the affairs of DPG managed under the direction of, a Board of Directors.

### **Section 2. Duties.**

The Board of Directors shall manage the business, property, and affairs of the organization, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization's Articles of Incorporation, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve committee appointments; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event and campaign planning.

### **Section 3. Individual Director Duties.**

It is the duty of each Director to comply with the standard of conduct required of Directors in ORS 65.357 (or its corresponding future provisions). As such, Directors shall discharge their duties in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interests of DPG. In addition, Directors will strive to understand all laws, regulations, and rules applicable to the organization, in order to ensure the organization's legal compliance. In discharging their duties, Directors are allowed to rely on information presented by competent professionals, as explained in ORS 65.357 (or its corresponding future provisions).

### **Section 4. Number and Officer Positions.**

The Board of Directors shall consist of not fewer than 3 nor more than 7 persons. The DPG Board shall be comprised of the following officer positions: President, Secretary, and Treasurer. The voting members may create new positions on the Board of Directors, including a Vice President, Volunteer Coordinator, Communications Coordinator, or other positions, by passing a resolution increasing the size of the Board and then may appoint new Officers at that same meeting or at a later time to fill the newly created positions.

### **Section 5. Nominations & Elections.**

Individuals are elected directly to Officer positions and shall automatically be Directors as well upon being elected. The term "Director" as used in these Bylaws always applies to Officers as well and vice versa. Elections will be held at the Annual Membership Meeting. During the meeting, nominations will be submitted in written form or verbally. Voting shall be verbal if a candidate is running unopposed. If more than one candidate is nominated for a position, a ballot vote shall be taken during the meeting. Nominations and voting can only come from DPG

voting members. Directors may, if re-elected, serve any number of consecutive terms as long as they continue to be eligible for Board service under these Bylaws.

#### **Section 6. Eligibility.**

Any voting member is eligible for an Officer position. There is no limit to the number of terms, successive or otherwise, a Director may serve.

#### **Section 7. Terms of Office.**

New officers shall be installed in September following elections in April and shall assume duties at that time for a period of 2 years, or until their successors are elected and installed. Directors shall be elected on a rotating cycle, so that half of the Directors (or as close to half as possible if the total number of Directors is an odd number) shall be reelected each year

#### **Section 8. Vacancies.**

Any vacancy in the Board of Directors occurring during the term shall be filled by the majority vote of the general membership at a regular or special meeting, for which quorum has been met and proper notice of meeting has been given. Each Director so elected shall hold office for the balance of the unexpired term of his or her predecessor, or in the case of an increase in the number of Directors, until the next annual election.

#### **Section 9. Removal From Office.**

Board members can be removed from office with or without cause by one of the following methods:

(a) A two-thirds vote of the voting members present, at a special meeting for which quorum has been met. Request for removal and voting can only come from DPG members. Proper notice must be given in advance, as required for a special meeting of the voting members, stating that the removal of a Director is to be considered.

(b) A two-thirds vote of the entire Board of Directors, not including the Director to be removed. The vote shall be by secret ballot if any Director so requests. Proper notice must be given in advance, as required for a special meeting of the Board, stating that the removal of a Director is to be considered.

#### **Section 10. Resignation.**

A Director may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when notice is received, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. Disagreements as to when the notice was "received," and thus effective, should be resolved by reference to ORS 65.034 (or its corresponding future provisions).

### **Section 11. Director Conflicts of Interest.**

A conflict of interest transaction occurs whenever DPG pays money or other compensation, or provides any tangible benefits, to an Officer or Director or to a member of a Director's or Officer's family, or if the Director or Officer otherwise has a direct or indirect interest in the transaction, as defined in ORS 65.361 (or its corresponding future provisions). All conflict of interest transactions must be approved according to the following procedures: (1) conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director, or other staff even if those individuals or committees would normally approve the type of transaction at issue. (2) Directors and Officers who have a conflict of interest in any matter must (a) declare the existence of the conflict of interest, (b) disclose on the record to the rest of the Board the details of their conflict and of the proposed transaction, (c) leave the room during any Board discussion of the transaction and not otherwise participate in that discussion, and (d) abstain from voting on that matter and leave the room where the vote is to take place until the votes have been counted. These steps must be clearly reflected in the minutes to document that they were taken. (3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to DPG and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. (4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue. However, a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section.

## **ARTICLE VI: QUORUM AND VOTING**

### **Section 1. Annual Meeting.**

An Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the members or at the same time, unless the meeting is scheduled to take place at a different time by a resolution of the Board of Directors, at a time and place designated by the Board of Directors.

### **Section 2. Regular and Special Meetings.**

The Board shall establish by resolution a regular schedule for meetings, and these meetings are called regular meetings. All other meetings are special meetings. Normally, regular meetings of DPG shall be held monthly between September and June of the school year at a designated day and time.

### **Section 3. Call and Notice of Meetings.**

Required notices under these Bylaws must be given to each Director currently in office at the time notice is provided and shall be given by email at least 4 days before the meeting. The

schedule of regular meetings must be given to all Directors, with the first meeting on the schedule being preceded by notice, as explained above. Once notice has been given of a schedule for regular meetings of the Board of Directors, further regular meetings on that schedule may be held without further notice of the date, time, or place of the meeting. Except as specifically provided in these Bylaws or applicable law, the notice need not describe the purposes of any meeting. The President or one-third of the Directors then in office may call and give notice of a meeting of the Board. In addition to the notice required above, as a courtesy, DPG strives to notify the school of all upcoming regular or special Board meetings, and requests the communication of upcoming meetings be distributed through either social media or written and/or electronic notice distributed to all families and staff.

#### **Section 4. Waiver of Notice.**

A Director may at any time waive any notice required by these Bylaws. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

#### **Section 5. Telephonic/Video Participation.**

The Board of Directors may permit any or all of the Directors to participate in any meeting by, or conduct the meeting through use of, any means of communication by which all Directors participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

#### **Section 6. Action Without Meeting (Decision-Making by Email or Other Written Means).**

The Board of Directors may make a decision without a meeting by email or text if DPG has an email address or phone number that receives texts for every Director. In order to conduct a vote by email or text, DPG must send an announcement by email or text to each Director that a vote will be taken. The announcement must include a description of the matter and a deadline for the vote, which must be at least 48 hours from the time of the email or text announcement. The Directors must respond by email or text with their vote, and Directors can change their votes at any time before the deadline by responding via email or text. An affirmative vote of a majority of Directors in office is effective as an act of the Board, unless the Articles of Incorporation or these Bylaws require an affirmative vote of a different number of Directors. The effective date will be the deadline specified in the announcement, or such other date provided in the announcement. DPG shall include the email or text announcement and a record of the Directors' votes in the minutes for the Board meeting or shall file the announcement and record of the Directors' votes in documents that reflect the action that the Board took. A vote by email or text under this section has the effect of a meeting vote and may be described as such in any document.

## **Section 7. Quorum and Voting.**

A quorum of the Board of Directors shall consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken is the act of the Board of Directors except to the extent that the Articles of Incorporation, these Bylaws, or applicable law require the vote of a greater number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

Prior to voting, a motion must be clearly stated and seconded, a vote must be taken, and the vote must be recorded in the meeting minutes. Each Director has one vote on each motion. If any Director so requests, the minutes shall include the names of each Director who voted for, voted against, or abstained from a specific motion.

## **Section 8. Presumption of Assent.**

A Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- (a) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting the business at the meeting;
- (b) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to DPG immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

## **Section 9. No Proxy Voting.**

No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

## **Section 10. Compensation.**

Directors and members of committees may not receive reimbursement of expenses unless the Board first adopts an Expense Reimbursement Policy; thereafter, Directors and members of committees may be reimbursed for expenses in accordance with that policy and as may be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as Directors.

## **Section 11. Attendance, Executive Session Meetings.**

With the exception of Executive Session meetings, all Board meetings shall be open to interested parties, including DPG staff, administrators, and school board members, although DPG may, in the Board's sole discretion, exclude individuals who are disrupting the meeting. The Board, by resolution, or the President, may at any time decide to go into an Executive Session meeting.

Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors, and any guests the Board invites to join the meeting, which may include voting members or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded, but shall only be read or approved at a subsequent Executive Session if there is a need to continue to ensure the confidentiality of the matters contained in the minutes. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions.

## **ARTICLE VII: DUTIES OF OFFICE**

### **Section 1. Generally.**

All Officers are members of the Board of Directors.

### **Section 2. President.**

The President shall preside at all meetings, call to order, sustain order, explain and decide all questions of order, announce all business, receive all communications, appoint committees, state all motions, put all questions to vote and give results, decide a tie vote, and give her/his signature when necessary.

### **Section 3. Vice President (Optional).**

The Vice President, if there is one, shall assist the President and preside at meetings in the absence of the President.

### **Section 4. Secretary.**

The Secretary shall keep an accurate record of all membership meetings and Board meetings. Keeps an updated copy of the Bylaws and legal documents. Shall ensure that all notices are given in accordance with these Bylaws. Assists President in keeping track of all business conducted during meetings and who is responsible for tasks. Shall be responsible for communication to the members for meetings that require voting. Provides an electronic copy of the minutes to the DPG President (preferably within 7 days of the meeting) for Social Media and/or highlights of minutes for school publications. The Secretary shall assist the President in communications between DPG, parents, and the administration or staff of Dundee Elementary.

### **Section 5. Treasurer.**

The Treasurer shall keep an accurate record of all receipts and expenditures and shall pay out funds only in such manner as authorized by the Board. The Treasurer shall provide a written report on checking and savings activity and balances, and post on the DPG bulletin board each

month. The Treasurer shall complete end of year financial reports. The Treasurer shall be responsible to make sure all tax forms are filed.

#### **Section 6. Volunteer Coordination (Optional).**

The Volunteer Coordinator, if there is one, shall maintain records of prospective volunteers, coordinate all volunteers for school activities, work with committee chairs on DPG activities, and assist with follow up and appreciation. This may include special school assemblies, special presentations, school enrichment activities, and fundraisers.

#### **Section 7. Communications Officer (Optional).**

The Communications Officer is responsible for managing DPG digital communication platforms to ensure timely, consistent, and effective outreach to the school community. This includes oversight of the website, email communication, social media channels, and other digital tools used to engage families and share important information.

### **ARTICLE VIII: COMMITTEES**

#### **Section 1. Creation.**

The Board of Directors may establish any committee, including standing committees or temporary committees, Board committees, and advisory committees by a resolution of the Board, in accordance with the procedures stated below. Committees and their members must comply with DPG's Committee Guidelines Policy.

#### **Section 2. Board Committees.**

The Board of Directors may create one or more committees of the Board of Directors and appoint members of the Board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more Directors who serve at the pleasure of the Board of Directors. All members of Board Committees that have the authority to vote on matters before that committee must serve simultaneously as members of the Board of Directors. The creation of a committee and the appointment of Directors to the committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken. The provisions of these Bylaws governing meetings—including action without meetings, notice and waiver of notice, quorum and voting requirements, and minute taking—shall apply to Board committees and their members as well.

#### **Section 3. Limitation on Powers.**

No Committee may:

- (a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of DPG's purposes;

- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of DPG's assets;
- (c) Elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or
- (d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

#### **Section 4. Committee Chairs.**

One member of each committee will be selected or appointed Committee Chair by the Board of Directors, or if the Board wishes, it may delegate that power to the Board President or to the members of the committee.

#### **Section 5. Advisory Committees.**

The Board of Directors may create one or more advisory committees. At least one Director shall be a member of any advisory committee, but the other committee members need not be Directors. These committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.

### **ARTICLE IX: MISCELLANEOUS**

#### **Section 1. Budget.**

A tentative budget shall be drafted in the spring/end of school year annually at a Board meeting, and approved by Board vote, assuming quorum. A budget of anticipated revenue and expenses for the year shall be presented and approved by Board vote after the major fall fundraiser. The budget shall be used to guide the activities of the DPG during the year.

#### **Section 2. Inspection of Books and Records.**

All books, records, and accounts of DPG shall be open to inspection by the Directors in the manner and to the extent required by law.

#### **Section 3. Checks, Drafts, Etc.**

All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to DPG shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

#### **Section 4. Deposits.**

All funds of DPG not otherwise employed shall be deposited to the credit of DPG in those banks, trust companies, or other depositories selected by the Board of Directors or be invested as authorized by the Board of Directors.

#### **Section 5. Loans or Guarantees.**

DPG shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364 (or its corresponding future provisions), DPG shall not make a loan, guarantee an obligation, or modify a pre-existing loan or guarantee to or for the benefit of a Director or Officer of DPG.

#### **Section 6. Execution of Documents.**

The Board of Directors may, except as otherwise provided in these Bylaws, authorize any Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of DPG. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer or agent shall have any power or authority to bind DPG by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

#### **Section 7. Insurance.**

DPG may purchase and maintain insurance on behalf of 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 DPG or 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 DPG; provided, however, that DPG may not purchase or maintain such insurance to indemnify any Director, Officer, or agent of DPG in connection with any proceeding charging improper personal benefit to the Director, Officer, or agent in which the Director, Officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the Director, Officer, or agent.

#### **Section 8. Fiscal Year.**

The fiscal year for the DPG shall be September 1 through August 31.

#### **Section 9. Severability.**

A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

## **Section 10. Limitation on Liability, Indemnification.**

No Director or uncompensated Officer shall be personally liable to DPG for monetary damages for conduct as a Director or Officer, provided that this Article shall not eliminate or limit the liability of a Director or Officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a Director or Officer for any act or omission which occurs prior to the effective date of the amendment.

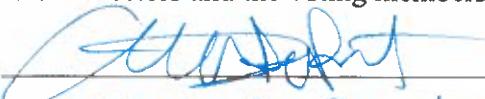
DPG shall indemnify to the fullest extent permitted by, and in accordance with the provisions of, the Oregon Nonprofit Corporation Act and federal law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of DPG), by reason of the fact that the person is or was a Director, Officer, employee, or agent of DPG, provided, that in the event of a settlement, to the extent allowed by law, the Board of Directors must approve the settlement in advance. DPG shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the Board of Directors has taken such action as required by ORS 65.404 (or its corresponding future provision), including providing notice of the proposed indemnification to the Attorney General. No amendment to this Article that limits DPG'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. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of Directors, Officers, agents and fiduciaries that may be allowable under any statute, bylaw, agreement, or general or specific action of the Board of Directors.

## **ARTICLE X: AMENDMENTS**

The affirmative vote of at least two-thirds of all the Directors in office, at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend, or repeal the Bylaws or the Articles of Incorporation of DPG, provided, however, that the voting members shall also approve any amendments which would add to, change, or delete the vote required for any action of the voting members; the method or way in which the Directors are elected or selected; the number of Directors; or the alteration of any classes of voting members. The affirmative vote of a majority of the voting members participating in the vote is necessary and sufficient for the approval of such amendments. Proper written notice must be given in advance, including either a written copy of the proposed amendments or a written summary of those amendments and stating that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws or Articles of Incorporation.

## CERTIFICATION

I, the undersigned Secretary of DPG, hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors and the voting members of DPG on December 10, 2025

Signature: 

Date: 12/10/2025

Printed Name: Misty DuPont