

ENCORE LEARN BYLAWS

August 2019

ARTICLE I NAME

This organization is a non-profit corporation incorporated under the laws of the State of Oregon and is incorporated as ENCORE Learn. ENCORE is an acronym for Exploring New Concepts of Retirement Education.

ARTICLE II OBJECTIVE

2.1 Purpose. The purpose of ENCORE Learn is to become a dynamic learning in-retirement educational organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code. ENCORE Learn will strive to foster the interests of members in study, discussion, fellowship, and leadership. The organization is member-supported in that members are expected to share in leading the organization and making decisions about curriculum, fellowship, trips, and budget.

2.2 Non-profit Status. ENCORE Learn shall observe all local, state and federal laws which apply to a non-profit organization as defined in the Internal Revenue code Section 501 (C)(3).

2.3 Partnership with College. ENCORE annually enters into a partnership agreement with Clatsop Community College as a program and community service for adults ages 50 and over.

ARTICLE III VOTING MEMBERSHIP

3.1 Qualification. Membership shall be open to all persons ages 50 and over upon receipt of annual dues. All ENCORE members are volunteers who donate their time for the benefit of the organization and are not paid for their services. Membership is required for enrollment in classes.

3.2 Dues and Renewals. Dues, scholarships and complimentary membership policy, and membership renewal period(s) and policies shall be established by the Board. An "ENCORE Learn Policies and Procedures" document shall be posted on the website and available by mail on request. This document will detail the membership-related policies established by the Board.

ARTICLE IV MEMBERSHIP MEETING

4.1 Annual Meeting. The annual meeting of the membership shall be the on or before June 15th of each year, or such other time and date as the Board of Directors may select. The meeting place will be set by the Board of Directors.

4.2 Notice of Meeting. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not more than 60 nor less than 30 days before the date of the meeting, either personally, electronically or by mail, by or at the direction of the president, the vice-president, or the secretary, or the persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member's address as it appears on the corporate list of the corporation, with first class postage paid.

4.3 Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (A) Approving the annual budget;
- (B) Amending the Articles of Incorporation or Bylaws;
- (C) Voluntarily dissolving the corporation.

4.4 Fixing of Record Date. For the purpose of determining members entitled to notice of, or to vote at, any meeting of the membership or any adjournment of such meeting, the record date shall be the date preceding the day on which the meeting notice was mailed.

4.5 Quorum. A quorum of the voting membership for purposes of transacting business shall be the members present at the published start time of the meeting. The voting members present at a duly called or duly held meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the voting members required to constitute a quorum.

4.6 Voting. Voting may be by voice or ballot, provided that any election of Board Members may be by ballot if demanded by any voting member before the voting begins. Voting by proxy or absentee ballot shall not be permitted.

ARTICLE V DIRECTORS

5.1 Management. The management of ENCORE Learn, the direction of its efforts, and the control of its property shall be vested in a Board of up to eight Directors. A liaison appointed by Clatsop Community College shall be a non-voting additional member of the Board. The Board of Directors shall transact the business of ENCORE Learn and shall have regular meetings for the transaction of such business.

5.2 Terms of Office. Board Members shall be elected annually for one-year terms, and will take office at the conclusion of the meeting at which they were elected.

5.3 Regular Meetings. The Board shall meet monthly and may provide by resolution the time and place, either within or without the State of Oregon, for the holding of additional regular meetings without other notice than such resolution.

5.4 Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or any four Board members. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or

without the State of Oregon, as the place for holding any special meeting of the Board of Directors.

5.5 Remote Communication. The board of directors may permit any or all of the directors to participate in a regular or special meeting by, or to conduct the meeting through, the use of any means of communication by which either (a) all directors participating may simultaneously hear or read each other's communications during the meeting or (b) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. If a meeting is conducted in this manner, (a) all participating directors must be informed that a meeting is taking place at which official business may be transacted, (b) a director participating in the meeting by this means is deemed to be present in person at the meeting, and (c) voting shall be by roll call.

5.6 Action Without Meeting by Unanimous Written Consent. Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, be signed by each director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. As used in this Section, "written" includes a communication that is transmitted or received by electronic means, and "sign" includes an electronic signature. A consent under this section has the effect of a meeting vote and may be described as such in any document.

5.7 Notice of Meeting. Notice of any special meeting shall be given at least one week prior to such meeting by written or telephoned notice delivered personally, electronically or mailed to each Board Member at the Board Member's home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with first class postage paid. Any Board Member may waive notice of any meeting. The attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

5.8 Quorum. A majority of the number of Board Members fixed by Section 5.1 of this Article V shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, the President or Board Members present may adjourn the meeting from time to time without further notice.

5.9 Voting. Each Board Member will be entitled to one vote.

5.10 Attendance. Every Board Member is expected to attend all pre-scheduled Board of Directors meetings. Four (4) consecutive unexcused absences, or termination of the Director's membership, may disqualify any member from further service and his or her position on the Board of Directors shall be declared vacant.

5.11 Vacancies. Any vacancy occurring on the Board of Directors may be filled by affirmative vote of the majority of the remaining Board Members, even if less than a quorum. A Board Member so chosen shall serve until the next annual meeting, at which time the membership shall elect a Board Member to complete the remainder of the unexpired term.

5.12 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) At the beginning of the meeting or promptly on the director's arrival, the director objects 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 the corporation 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.

5.13 Compensation. Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable. Directors will not otherwise be compensated for service in their capacity as directors.

ARTICLE VI OFFICERS

6.1 General. The officers of ENCORE Learn shall consist of a President, Vice-President, Secretary, Treasurer, and Immediate Past President.

6.2 Election of Officers. The President, Vice-President, Secretary, and Treasurer shall be elected by the members present at the Annual Meeting.

6.3. Committee Chairpersons. The remaining three Board Members shall be the Chairpersons of the three standing committees: Curriculum, Membership, and Trip.

6.4 Duties of Officers. The duties of officers shall be as their titles, in general usage, would indicate and such as are required by law and these Bylaws and such as may be assigned to them respectively by the Board of Directors from time to time.

6.5 President. The President shall be the Chief Officer of ENCORE Learn and shall preside at meetings of the members of the Board of Directors and at the all meetings of the membership; shall have general supervision of the business and affairs of the corporation and with the Secretary shall sign all contracts and obligations of the corporation; shall appoint all committees and committee chairpersons with Board approval, except for the standing committees as noted in ARTICLE VII.

6.6 Vice-President. The Vice-President shall perform the duties of the President when the President is absent. The Vice-President shall perform such duties as the President shall assign.

6.7 Secretary. The Secretary shall record and keep the minutes of ENCORE Learn and Board of Directors meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and, in general perform all other duties as from time to time may be assigned to the office by the President or by the Board of Directors.

6.8 Treasurer. The Treasurer shall keep the books of account, receive and keep record of all income from contributing members and other sources, and disburse the funds of

ENCORE Learn; and may be responsible for those tasks as they may be assigned by the President. The Treasurer shall make regular and annual reports to the Board of Directors as may be required by the Board of Directors.

6.9 Annual Review/Audit. The Board of Directors may cause the books and accounts of ENCORE Learn to be reviewed or audited at the close of the year's business. All Board of Directors Members or employees handling funds on behalf of ENCORE Learn, may, at the discretion of the Board of Directors, be bonded in such amount as may be determined by the Board of Directors and the cost thereof shall be paid by ENCORE Learn. The Board of Directors shall determine the level of examination.

6.10 Removal. Any officer may be removed with or without cause upon a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors called for that purpose.

6.11 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 the corporation. This authority may be general or confined to specific instances. Unless authorized by the board of directors, no officer, agent, or employee will have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE VII COMMITTEES

7.1 Committees. The President shall appoint all committees (except as specified herein) subject to confirmation by the Board of Directors. Each committee shall be chaired by a member of the Board of Directors, or an individual approved by the majority vote of the Board. The function of each committee shall be to investigate and make recommendation. No committee shall have the power to commit ENCORE Learn on any matter of general policy without prior approval of the Board. The members present at a committee constitute a quorum for the transaction of committee business. The budget of all committees must be approved by the Board of Directors. The Board shall authorize and define the powers and duties of all committees.

7.2 Standing Committees. The following committees shall be permanent committees of ENCORE Learn:

(a) Curriculum Committee

The Curriculum Committee shall plan appropriate courses for each program term to support and advance the educational goals of ENCORE.

(b) Membership Committee

The Membership Committee shall recruit and promote retention of members.

(c) Trip Committee

The Trip Committee shall organize and administer all trips, ensuring that trips have an academic component.

The chairperson of each committee shall be elected annually by the members of those committees at the first regularly scheduled meeting of each committee after the Annual Meeting.

ARTICLE VIII FINANCE

8.1 Expenses. All monies received in the form dues, donations, or fund- raising activities by ENCORE Learn shall be deposited in the ENCORE Learn account. Upon approval of the Annual Budget by the membership, the Treasurer shall be authorized to make disbursements on accounts for expenses provided for in the current budget without additional approval by the Board of Directors, subject to the rule of the Board. A policy detailing approval policy for check writing will be approved by the Board and included in the "ENCORE Learn Policies and Procedures" document described in paragraph 3.2.

8.2 Fiscal Year. The fiscal year of the corporation shall be July 1 to June 30.

ARTICLE IX INDEMNIFICATION/INSURANCE

9.1 Indemnification. To the fullest extent allowed under Oregon law, ENCORE Learn shall provide for indemnification by ENCORE Learn of any and all current or former officers, directors and employees for any expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are or any of them are made parties, or a party, together with any liability for any monetary damages arising therefrom, which may be brought against said individuals by reason of having been officers, Board Members or employees of ENCORE Learn. In addition, and to the fullest extent allowed under Oregon law, no Board Member or uncompensated officer shall be liable to ENCORE Learn or its members or delegates for monetary damages arising out of acts or omissions committed as a Board Member or officer.

9.2 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 business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation 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.

ARTICLE X DISTRIBUTION OF ASSETS

Upon the dissolution of ENCORE Learn, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If it meets this requirement, after payment of liabilities, assets shall be distributed to a Scholarship Fund administered by the Clatsop Community College Foundation, currently a 501(c)(3) corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to

such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI
PARLIAMENTARY PROCEDURE**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be amended by a majority of members at the annual meeting or any membership meeting called for that purpose, provided that notice of the proposed change shall be plainly stated in the notice of the meeting at which the same is to be considered.

**ARTICLE XIII
SEVERABILITY**

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

Adopted by the membership of ENCORE Learn on August 9, 2019

By _____
Dave Zunkel, President

ATTEST:

Jean McGonigle, Secretary