

BYLAWS OF  
THE  
Banderas Bay Charities, Inc.

ARTICLE I: PURPOSE

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 are 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 (or its corresponding future provisions).

This corporation's primary purpose shall be to support civil and charitable organizations operating in the Bay of Banderas area (Puerto Vallarta) of Mexico with an emphasis on student achievement, civic improvement, and animal welfare.

ARTICLE II: NON MEMBERSHIP

This corporation shall have no members.

ARTICLE III: BOARD OF DIRECTORS

Section 1. **Duties.** The affairs of the corporation shall be managed by the Board of Directors.

Section 2. **Number.** The number of Directors may vary between a minimum of three and a maximum of fifteen.

Section 3. **Term and Election.** The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms she or he may serve. The board shall elect its own members, except that a Director shall not vote on that member's own position.

Section 4. **Removal.** Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 5. **Vacancies.** Vacancies on the Board of Directors and newly-created board positions will be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. **Quorum and Action.** 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 provided otherwise 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 as required by law.

Section 7. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. **Special Meetings.** Special meetings of the Board of Directors 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 by mail not less than two days prior to the special meeting.

Section 9. **Meeting by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications.

Section 10. **No Salary.** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. **Action by Consent.** Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

#### ARTICLE IV: COMMITTEES

Section 1. **Executive Committee.** The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. **Other Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. **Composition of Committees Exercising Board Functions.** Any committee that exercises any function 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, of all Directors in office at that time.

Section 4. **Quorum and Action.** A quorum at a Committee meeting exercising Board functions 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 Directors present.



Section 5. **Limitations on the Powers of Committees.** 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 on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

#### ARTICLE V: OFFICERS

Section 1. **Titles.** The officers of this corporation shall be the President, Vice President, and Secretary/Treasurer. One person can hold more than one of these positions.

Section 2. **Election.** The Board of Directors shall elect the President, Vice President, and Secretary/Treasurer to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. **Vacancy.** A vacancy of the office of President, Vice President, and Secretary/Treasurer shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. **Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. **President.** The President shall be the chief officer of the corporation and shall 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.

Section 6. **Vice President.** The Vice President shall act in place of the President when the President is not available.

Section 7. **Secretary.** The Secretary shall have overall responsibility for all record keeping. 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;

Section 8. **Treasurer.** The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- (a) keeping of full and accurate accounts of all financial records of the corporation;
- (b) deposit of all moneys 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 the Board so directs;
- (d) making 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

This corporation will indemnify its officers and directors to the fullest extent allowed by current or future Oregon law.

#### ARTICLE VII GRANTS AND CONTRIBUTIONS

Section 1. **Exclusive Power.** The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Articles of Incorporation of the organization shall be within the exclusive power of the board of directors.

Section 2. **Grants, Generally.** In furtherance of the organization's purposes, the board of directors shall have power to make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Code.

Section 3. **Board Review.** The board of directors shall review all requests for funds, shall require that such requests specify the use to which the funds will be put, and if the board of directors approves the request, shall authorize payment of such funds to the approved grantee.

Section 5: **Accounting.** The board of directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the board of directors.

Section 6. **Discretion.** The board of directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

ARTICLE VIII: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to 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: Aug 12, 2015

Signature by Corporate Officer: 