

KIDS, INC. OF DALLAS

PREAMBLE

Our purpose is to organize and develop programs for the youth of the City of Dallas and surrounding communities;

To encourage and foster a positive sense of self-worth under the supervision of adult leadership through programs that promote physical, mental, emotional, educational and social development in the youth of our community.

To aid through the volunteer participation of parents and other interested persons;

To hold as a sacred principle that all who aid set a good example as true and faithful citizens performing their duties to further the purpose of this organization.

We discourage members of the Board from focusing attention on one activity without the perspective of the whole program.

So with these goals and principles in mind, we, the Board members of Kids, Inc. of Dallas, Oregon, strive to upgrade every activity involved in the overall program

KIDS, INC. OF DALLAS BY-LAWS

ARTICLE I - NAME

Section 1. This Organization shall be known as **Kids Incorporated of Dallas, Oregon**. Also known as (aka) Kids Inc of Dallas or Kids Inc.

ARTICLE II - PURPOSE

Section 1. To provide a variety of organized programs and supervised activities as expressed by the interest of the participants and availability of adult supervision, facilities, equipment, funding and insurability. All directors, officers and members shall bear in mind that our objective is to foster a positive sense of self-worth through programs that promote physical, mental, emotional, educational and social development in the youth of our community and that attainment of exceptional athletic skill or the winning of games is secondary and the molding of future adults is of prime importance.

ARTICLE III - OBJECTIVE

Section 1. The objective of Kids, Inc. of Dallas is to implant firmly in the young people of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well-adjusted, stronger and happier persons and will grow to be good, decent, healthy and trustworthy adults. In order to more clearly define the objectives for the participants while they are members of Kids, Inc., the word "PRIDE", an acronym, which describes the following goals, has been adopted:

P - Performance. Providing participants with an opportunity to develop the skills and knowledge of the sport which will allow them to do the best they are capable of doing.

R - Respect. Instilling in the participants a sense of respect for themselves, their teammates and those they compete against.

I - Individualism. Allowing participants to add their personal uniqueness to the team by just being themselves.

D - Dedication. Instilling in participants a commitment to the success of the team while encouraging them to work towards their own personal standard of excellence.

E - Enthusiasm. Encouraging participants to stimulate others by channeling their spirit and energy towards the success of the team.

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility. Any person sincerely interested in active participation to affect the objective of Kids, Inc. may apply to become a participant. Participants will be either a player member or a regular member.

a. Player Member. Any young person registered for any program offered by Kids, Inc. is eligible to become a player member. Registered players who have paid all required fees and turned in all required fundraising, etc as needed are player members.

b. Regular Member. All Kids, Inc and sport board: officers, board members, committee members; team managers; coaches; volunteer umpires; parents of player members; and other elected or appointed officials are active regular members.

c. Criminal History Authorizations. All adult volunteers in any activity provided by Kids, Inc. will be required to complete a criminal history records check consent form and submit to a nationwide criminal history records check. The records check will be conducted at no cost to the volunteer and will be held confidential within the Kids, Inc. offices. Any volunteer who has a felony conviction and/or any other record involving an offense to a minor will not be allowed to volunteer as a manager, coach, umpire or in any way have direct contact with minor children through Kids, Inc. Volunteers who are expected to have direct contact with minor children are subject to this policy.

Section 2. Discipline. The Board of Directors, by a two-thirds majority vote of those present at a duly constituted meeting, has the authority to discipline, suspend or terminate the membership of any player or regular member when the conduct of such person is considered detrimental to the best interests of Kids, Inc. The member involved shall be notified in advance of such meeting and informed of the general nature of the charges and shall be given the opportunity to appear at the meeting and answer the charges.

In the case of a player member, the manager/coach/coordinator will be notified and may appear in the capacity of advisor, with or without the player, but only after all avenues of resolution within that sport structure have been exhausted.

ARTICLE V - NON-DISCRIMINATION

Section 1. Kids, Inc. is firmly committed to the concept of equality and equal opportunity and will not allow to exist within the organization any situation or circumstance whereby any participant is discriminated against because of race, religion, sex, age or physical disability. When a physical disability is deemed to represent a hazard to the health or safety of the individual involved, the participation may be denied.

ARTICLE VI - OFFICES

Section 1. The principal office of the corporation shall be in the City of Dallas, Oregon, as determined by the Board of Directors. The corporation may have such other offices within or without the City of Dallas, Oregon, as the Board of Directors may determine.

Section 2. The corporation shall have and continuously maintain in Oregon a registered office and a registered agent whose address shall be identical with the registered office. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of 7 members. All 7 positions are elected in accordance with Sections 3 and 5 of this Article, each having voting authority on motions before the board. As programs develop, additional members may be added by majority consent.

Section 2. Officers. The Board of Directors is responsible for the management and policies of Kids, Inc. with the day-do-day operations conducted by the staff. The Board of Directors shall elect a President, a Vice President, Secretary, and Treasurer.

Section 3. Election. A nominating committee shall accept and submit nominations for election to the Board of Directors. Nominations may also be made from the floor at the November meeting. A statement of interest by the nominee prior to or at the time of their nomination must be provided. Nominees must attend at least one Board meeting prior to being elected to the Board. This meeting may be the meeting at which nominations are taken. The election of Board members shall take place at the November meeting. Election to the Board shall be by secret, written ballot. Each member may only cast one vote for each vacancy. Cumulative voting is not permitted. The persons receiving the largest number of votes shall be elected, to take office on January 1 of the year following the election. Board members shall serve a two-year term of office with one-half of the Board member positions to be filled each year.

Section 4. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of a quorum of those members present at any regular meeting or special meeting called for that purpose.

Section 5. Vacancies. As vacancies occur, Board members shall be elected by the current Board to fill those open terms. Vacancies occurring in the Board of Directors by reason of an increased number of directors shall be filled by the members either at a regular meeting or at a special meeting duly called for that purpose. Directors to be elected shall be chosen to serve terms of office designated by the Board so as near as possible the terms of one-half of the Board will expire each year.

Section 6. President. The President shall be a member of the Board and shall preside at all meetings of the Board. He / She shall be an ex-officio member of all committees, appoint all committee members and, in general, supervise and control all the business and affairs of the Board of Directors. He / She shall sign, with the secretary or any other proper officer of the corporation authorized by the Board, all deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board or by these By-laws or by statutes to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

Section 7. Vice President. The Vice President shall be a member of the Board and shall, in the absence or inability of the President to act, be vested with all of the powers and have the authority to perform all of the duties of that office. This position also has responsibility for oversight of the office administration and staff.

Section 8. Secretary. The secretary shall record minutes of the meetings of the Board and see that all notices are duly given in accordance with the provision of these by-laws, or as required by law; be the custodian of the corporate records; keep a register of the post office address of each member and director, which shall be furnished to the secretary by such members and directors; conduct all correspondence not otherwise specifically delegated; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section 9. Treasurer. The treasurer shall perform such duties as are herein specifically set forth and such other duties as are customarily incident to the office of treasurer or may be assigned to him or her by the Board. He/she shall ensure all monies and securities are appropriately received and deposit the same in a depository approved by the Board; keep and review records for the receipt and disbursement of all monies and securities; ensure all payments from allotted funds are properly approved and recorded in the financial system; prepare an annual budget for submission to the Board at the December meeting; and prepare and present monthly treasurer's reports to the Board of Directors and such other duties as from time to time may be assigned to him or her by the President or by the Board.

ARTICLE VIII - MEETINGS

Section 1. Regular Meetings. Regularly scheduled meetings shall be held each month. All meetings of the Board shall be held at the principal office of the corporation unless otherwise stated in the notice of such meeting.

Section 2. Special Meetings. Special meetings of the Board can be held when necessary. All meetings must have at least one officer (President, Vice President, Secretary or Treasurer) and over 50 percent of the voting members to form a quorum.

Section 3. Notice. Notices of the meetings of the Board of Directors shall be given at least seven days prior thereto. Notice of any special meeting of the Board, setting forth the purpose thereof, shall be given at least 48 hours prior thereto. All notices shall be via electronic mail to each director at his or her email address Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of such notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Oregon or under the provisions of the Articles of Incorporation or By-laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Proxies. No member may vote by proxy at any meeting of the membership.

Section 6. Action Taken Without Meeting. The directors may take any action in the absence of a meeting, which they could take at any meeting, by obtaining the written consent of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 7. Rules of Order. At all meeting of the Board where special provision is not made in these By-laws, Roberts' Rules of Order shall be observed whenever applicable to the business of the meeting of the directors. In the discretion of a majority of a quorum of those members present, Roberts' Rules of Order may be dispensed with.

ARTICLE IX - BOOKS & RECORDS

Section 1. The corporation shall keep accurate and complete books and records of account, and shall also keep minutes of the meetings of its' Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members of the Board of Directors and the members of all of its committees.

Section 2. Any member of the Board of Directors or his agent or attorney may inspect all books and records of the corporation for any purpose at any reasonable time.

Section 3. An audit committee shall be established comprising of not less than two current board members. The audit committee shall provide a report to the board for inclusion in the meeting minutes of the next scheduled board meeting.

ARTICLE X - FISCAL YEAR

Section 1. The fiscal year of Kids, Inc. shall be January 1 to December 31. For all accounts that have not been audited during the fiscal year the Treasurer shall produce a complete and detailed report that clearly shows all income and sources of income and all expenditures at the next scheduled board meeting.

ARTICLE XI - AMENDMENTS TO BY-LAWS

Section 1. These By-laws, after adoption, may be amended or repealed or new Bylaws may be adopted by a majority vote of a quorum of the members of the Board of Directors present at any regular meeting or at a special meeting called for that purpose, provided notice of the proposed change is included in the notice of such meeting.

ARTICLE XII - CERTIFICATION

The undersigned duly elected and acting officers of Kids, Inc. of Dallas, an Oregon nonprofit corporation, do hereby certify that the foregoing By-laws were adopted as the By-laws of this corporation on the 26th day of February, 2018, and that the same do now constitute the By-laws of this corporation. We have, therefore, hereby subscribed our names this 26th day of February, 2018.

/S/ _____
Marshall Morrison, President

/S/ _____
, Vice President

/S/ _____
Melissa Mumey, Secretary

/S/ _____
, Treasurer

