

**AMENDED AND RESTATED BYLAWS OF
NATIONAL ASSOCIATION FOR THE EDUCATION OF
HOMELESS CHILDREN AND YOUTH, INC.**

(An Oregon Public Benefit Corporation with Members)

**ARTICLE I
NAME, OFFICES, PURPOSE**

Section 1.1 Name. The name of the organization is the National Association for the Education of Homeless Children and Youth, Inc. (the "Corporation").

Section 1.2 Offices. The Corporation shall maintain a registered agent and a registered office in the State of Oregon. The principal office of the Corporation shall be the place, within or without the State of Oregon, where the principal executive offices of the Corporation are located and that is designated as the principal office in the most recent annual report filed with the Oregon Secretary of State. The Corporation may also have other offices within or without the State or Oregon as the Board may from time to time determine or the business of the Corporation may require.

Section 1.3 Purpose. The purpose of the Corporation shall be those set forth the Articles of Incorporation, as may be amended from time to time. The Corporation shall be nonpartisan and nonsectarian.

**ARTICLE II
MEMBERSHIP**

Section 2.1 Membership; Dues. Membership in the Corporation shall be open to state homeless education coordinators, local homeless education liaisons, and organizations or individuals with a professional or personal interest in the education of children and youth experiencing homelessness, and who have met the criteria for membership set forth by the Board. The Board may establish such other criteria for membership, such as a schedule of dues, as it deems appropriate.

Section 2.2 Meetings of Members.

(a) Annual Meetings. The Corporation shall hold a membership meeting annually at a time and place fixed by the Board. At each annual meeting, the President or any other officer designated by the Board shall report to the membership on the activities and financial condition of the Corporation. In addition, at each annual meeting, the membership shall (i) elect the Board in accordance with the procedures set forth in Article III of these Bylaws and (ii) consider and act on such other items of business as may be presented for the membership's consideration by the Board. The failure of the Corporation to hold any annual membership meeting shall not affect the validity of any corporate action.

(b) Special Meetings. Special meetings of the membership shall be held only upon the call of the President or upon the call of a majority of the Board. Special meetings shall

be held at the principal office of the Corporation, or at such other location as may be designated by the Board.

(c) Notice of Meetings. The Corporation shall give the membership fair and reasonable notice of each annual or special meeting. The Corporation shall notify the membership of the place, date, and time of each said meeting no fewer than 30 days nor more than 120 days before the meeting. Notice of meetings may be made through any of the following means: conventional mail, publication in a newsletter or similar document, email, fax, and other means. Notice of an annual meeting shall include a description of any matter or matters that must be approved by the members. Notice of a special meeting shall include the purpose or purposes for which the meeting is called. Notice of any meeting may be waived by any member by delivery of a signed, written waiver to the Corporation, which waiver shall be included in the minutes of the meeting or filed with the corporate records of the Corporation. A member's attendance at a meeting waives object to: (a) lack of notice or defective notice, unless the member at the beginning of the meeting objects to holding the meeting or transaction business at the meeting and (b) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when presented.

(d) Conduct of Meetings. The President, Vice-President, or such other person as may be designated by the Board, shall preside over each meeting of the membership. All meetings of the Corporation shall be conducted in accordance with Modern Rules of Order, most recent edition.

Section 2.3 Voting. Each member in attendance at an annual or special meeting shall be entitled to cast one vote on all issues coming before the membership. Except as otherwise provided herein, the vote of a majority of the members present at the time of a vote shall be the act of the members.

ARTICLE III DIRECTORS

Section 3.1 Power. All corporate powers of the Corporation, including the management of the Corporation's affairs, shall be exercised by or under the authority of a board of directors (the "Board"), subject to any limitations set forth in the Articles of Incorporation. The number of directors shall be least eight but no more than twenty-one. Within the specified limits, the number of directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Board and no decrease shall shorten the term of any director then in office.

Section 3.2 Standards. Each director shall discharge his or her 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 in the best interest of the Corporation. Unless a director has knowledge that makes such reliance unwarranted, a director may rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by (a) an officer or employee of the Corporation whom the director reasonably believes is reliable and competent in the matter(s) presented; (b) lawyers, accountants or other persons as to matters the director reasonably believes are within the person's professional or expert

competence; or (c) a committee of the Board of which the director is not a member, as to matters within such committee's jurisdiction, if the director reasonably believes the committee merits confidence.

Section 3.3 Election and Term. The Past President, President, Vice President, Secretary, and Treasurer (the "Ex Officio Directors") shall be *ex officio* members of the Board during their terms of office. All other directors (the "At Large Directors") shall be nominated by the Executive Committee and elected by the Board at a meeting of the Board. At Large Directors shall be elected in even-numbered years. At Large Directors shall hold office for a term of two years and shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal. At Large Directors may serve a maximum of three consecutive terms.

Section 3.4 Removal. An At Large Director may be removed at any meeting of the Board, with or without cause, by a majority of the Board. Removal shall be effective upon the mailing of a written notice to the director who is removed.

Section 3.5 Resignation. An At Large Director may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice and mutually agreed by the parties.

Section 3.6 Vacancies. Vacancies in the Board shall be filled by a majority of the remaining directors, even though less than a quorum, or the sole remaining director, at any time after the vacancy is created, including a vacancy resulting from an increase in the number of directors. A person so appointed to fill a vacancy shall serve as a director for the remainder of the term of the director whose vacancy has been filled, and until his or her successor has been appointed or elected and qualified. The Board shall provide the membership notice, through conventional mail, newsletters, email, fax, or other means, of a change in the composition of the Board within thirty days of such change.

Section 3.7 Quorum; Voting.

(a) A majority of the directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

(b) Each director shall have one vote on all matters coming before the Board. Except as otherwise provided herein, all such matters shall be decided by the majority vote of the directors voting on such matter. In the event of a tie vote, the proposition being voted upon shall be deemed to have failed.

Section 3.8 Meetings.

(a) Time and Place. The Board shall meet upon the call of the President, or in the absence of the President, upon the call of the Vice President. Meetings of the Board shall be held at the principal office of the Corporation or at such other location as shall be designated by the person calling the meeting. The Board shall meet at least quarterly.

(b) Notice. Meetings of the Board shall be preceded by at least ten days' notice to each director of the date, time and place of the meeting. If a meeting schedule is adopted by the Board, or if the date and time of the meeting of the Board has been announced at a previous meeting of the Board, no notice is required. If emergency circumstances require that such notice be dispensed with, the notice for meetings shall include a description of the purpose or purposes of the meeting. Any member of the Board may waive notice of any meeting orally or in writing.

Section 3.9 Electronic Conference Meetings. A conference among directors, or among members of any committee designated by the Board, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

Section 3.10 Action Without Meeting. An action required or permitted to be taken at a meeting of the Board may be taken by written action signed by all of the directors. Any such action shall be effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. Such consent may be written or electronic. Any such written action shall be filed with the minutes of the Corporation.

Section 3.11 Compensation. Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by the Board.

ARTICLE IV OFFICERS

Section 4.1 General. The officers of the Corporation shall consist of at least a Past President, a President, a Vice-President, a Secretary, a Treasurer, and an Executive Director. The Board may from time to time appoint such other officers as it may determine. All officers must be members of the Corporation.

Section 4.2 Election, Term, and Removal.

(a) The President, Vice President, and Secretary shall be elected from and by the membership of the Corporation at the annual meeting of the membership and the Past President shall be the immediate past President. All other officers, including the Treasurer and the Executive Director, shall be appointed by the Board. The Vice President shall be, immediately prior to his or her election, an existing member of the Board.

(b) The President, Past President, Vice President, and Secretary shall serve at the pleasure of the membership. All other officers, including the Treasurer and the Executive Director, shall serve at the pleasure of the Board. All officers shall hold office until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such officer; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the Board (without prejudice, however, to any contract rights of such officer).

(c) The term of the President, Vice President, Secretary and Treasurer shall be two years, the term of the Past President shall be one year, and the term of any other officer shall for such term establish by the Board for such officer. The Secretary and Treasurer shall be limited to three consecutive terms in the same office. The term of office of the President, Vice President, Secretary and Treasurer shall begin at the end of the annual conference of the membership during which such officer is elected or appointed. The term of office of the Past President shall begin at the end of the annual conference of the membership during which such Past President's immediate successor as President is elected. In the event that there is no annual conference of the membership or due to extraordinary circumstances officers must be elected or appointed at other times, terms of office shall begin on a date determined by the Board and communicated to the membership. Election of the President, Vice President, and Secretary and appointment of the Treasurer shall occur in all odd-numbered years.

Section 4.3 Resignation. Any officer may resign at any time by giving written notice to the Board. The resignation is effective, without acceptance, when notice is given to the Board, unless a later date is specified in the notice. An officer that is also an Ex Officio Director shall automatically be deemed to have resigned as a director effective upon such officer's resignation as an officer.

Section 4.4 Vacancies. If a vacancy in any office of the Corporation occurs for any reason, such vacancy may be filled for the unexpired part of the term by the Board.

Section 4.5 Duties. All officers of the Corporation shall review, as needed, and comply with the duties articulated in any written policies or requirements adopted by the Board, including but not limited to the following policies and statements, as may be amended from time to time: NAEHCY Board Meetings and Time Commitment Policy and Procedures, NAEHCY Conflict of Interest Policy, NAEHCY Confidentiality Policy, NAEHCY Financial Policies and Procedures, NAEHCY Diversity Policy, NAEHCY Conflicts of Interest Policy, NAEHCY Corporate Responsibility Statements.

Section 4.6 President. The President shall preside at all meetings of the Board and the membership. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain to the President's office, and shall keep the Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of the President by the Board. The President has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 4.7 Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President also shall have such powers and perform such duties as usually pertain to the Vice President's office or as are properly required of the Vice President by the Board. The Vice-President shall be considered the President-elect subject to approval of the membership.

Section 4.8 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board and membership in books kept for that purpose. The Secretary shall see that all notices and reports are given and served as required by law or these Bylaws. The Secretary shall perform all duties as usually pertain to the Secretary's office or as are properly required of the Secretary by the Board.

Section 4.9 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by the Treasurer on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon request at the office of the Corporation. The Treasurer shall render a detailed statement to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and shall perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board.

Section 4.10 Executive Director. The Executive Director shall be the principal administrative officer of the Corporation. Under the direction of the Board and the Executive Committee, the Executive Director shall supervise and have general charge of all operating functions and activities of the Corporation and shall be charged with carrying out the policies, programs, orders, and resolutions of the Board. The Executive Director may employ, discharge and supervise, and determine the compensation of, non-officer employees of the Corporation. The Executive Director has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The Executive Director shall perform such other duties and shall have such other authority and powers as the Board or the Executive Committee may from time to time prescribe, shall keep the Executive Committee of the Corporation fully informed as to the business and affairs of the Corporation and shall consult freely with the Executive Committee concerning the business and affairs of the Corporation. The Executive Director shall serve as a non-voting *ex officio* member of the Board, the Executive Committee, and all other committees of the Board.

Section 4.11 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 4.12 Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the At Large Directors.

ARTICLE V COMMITTEES

Section 5.1 Executive Committee. The Executive Committee of the Board shall consist of the Past President, President, Vice President, Secretary, Treasurer. During the intervals between meetings of the Board, the Executive Committee shall have and exercise all authority of the Board in the management and affairs of the Corporation, subject to the limitations described in Section 5.3 below.

Section 5.2 Other Committees. The Board or the Executive Committee may also, from time to time, appoint such other committees as they may deem proper, and may prescribe the functions and membership of such other committees.

Section 5.3 Prohibited Actions. No committee of the Board, including the Executive Committee, shall have authority as to the following matters: (a) authorize distributions, (b) approve or recommend to the membership dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (c) elect, appoint, or remove directors or fill vacancies on the Board or any committee, (d) adopt, amend, or repeal the Articles of Incorporation or Bylaws, or (e) amend or repeal any resolution of the Board that by its terms is not expressly so amendable or repealable.

Section 5.4 Quorum or Action by Committee. Unless otherwise provided by the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

ARTICLE VI TRANSACTION OF BUSINESS

Section 6.1 Contracts. The Board may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific incidence. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by contract or to pledge its credit or to render it liable for any purpose in any amount.

Section 6.2 Checks and Other Orders for Payment. All checks, drafts and other orders for payment of money, all notes and other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or by such agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution adopted by the Board. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation as set forth in the Articles of Incorporation.

Section 6.3 Bank Accounts. All funds of the Corporation shall be deposited in the name of and to the credit of the Corporation in one or more deposit accounts in such banks or other lawful insured depositories as may be directed by resolution adopted by the Board.

Section 6.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the use and the benefit of the Corporation.

Section 6.5 Books and Records. The Corporation shall keep correct and complete books and records of account together with minutes of all meetings and other proceedings of the membership, the Board and all committees of the Corporation. Moreover, all standing and special committees shall maintain and distribute to the Board in a timely manner reports of committee meetings.

Section 6.6 Fiscal Year. The fiscal year of the Corporation shall be established by the Board.

ARTICLE VII INDEMNIFICATION

Section 7.1 Indemnification. The Corporation shall, to the fullest extent nor or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, or such person's testator or intestate, was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees. No indemnification may be made to or on behalf of any such person if (a) such person's conduct was not in good faith, (b) such person did not reasonably believe that such person's conduct was not opposed to the Corporation's best interests, or (c) in the case of a criminal proceed, such person had reasonable cause to believe such person's conduct was unlawful. No indemnification may be made by or on behalf of a director or former director in connection with (x) a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation or (y) a proceeding that charged the director with and adjudged the director liable for improperly receiving a personal benefit.

ARTICLE VIII AMENDMENTS

Section 8.1 The Bylaws may be amended at any meeting of the membership of the Corporation upon affirmative vote of a majority of the members present. Each member shall be given advance notice through conventional mail, newsletters, email, fax, or other means, of not less than 30 days of the time and place of such meeting. Such notice shall include a description of the Bylaws to be amended.

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The undersigned, Danielle Jones, Secretary of the Corporation, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the Corporation by the membership on _October 30, 2022.



Danielle Jones, Secretary

ATTEST:



Julie Ratekin, President