

BY-LAWS OF SUNNY OAKS, INC.

Sunny Oaks, Inc. is a Non-Profit Corporation Organized Under Oregon Revised Statutes 61.071. Sunny Oaks, Inc. was incorporated on September 14, 1979.

ARTICLE I - Mission Statement: Sunny Oaks, Inc. is dedicated to providing high quality residential services and day habilitation vocational services to adults with developmental disabilities in the communities of Marion and Polk Counties. Sunny Oaks provides a warm, caring and safe environment, which encourages respect and personal growth for both customers and staff. Sunny Oaks promotes interdependence and independence through education, training, enhancing communication, building and maintaining relationships, and support of customers choices at home, at day habilitation and in the community. Staff and customers alike are encouraged to develop respect for their community and to be good neighbors and citizens in their living and work communities.

ARTICLE II - Corporate Power: The corporate powers shall be vested in the Board of Directors. No less than half of the directors present at a meeting shall constitute a quorum for the transaction of business. The Executive Committee or special committees designated by the President may transact business not in contravention with these by-laws in emergency situations between regular Board meetings.

ARTICLE III - Principle Place of Business: The corporation shall operate within Marion and Polk Counties, but may have offices or facilities and transact business in other places within the State of Oregon as the Board of Directors may determine.

ARTICLE IV - Board of Directors - Membership: The Board of Directors shall consist of a maximum of nine directors. The board shall be comprised of advocates for customers served by Sunny Oaks and/or interested persons from the locales where Sunny Oaks has service facilities. Applications for positions on the Board of Directors shall be reviewed and appointments made by a majority vote of the current members. The term for each member shall be for three years from the time of appointment. A member may be re-appointed by a majority vote of the Board of Directors. The Executive Director shall be an ex-officio member of the board and shall assist the President to coordinate activities of the Board.

ARTICLE V - Board of Directors - Officers:

1) The Board of Directors shall elect from their own number a President, a Vice President to act as the President during the President's absence and/or incapacity, a Secretary and a Treasurer. Officers shall be elected at the annual meeting of the corporation. The term of office shall be for one year and officers may be re-elected. The Executive Committee shall consist of the elected officers of the Board.

2) The President or designee shall preside over all meetings of the Board of Directors. All contracts, notes or obligations of indebtedness or other written instruments (excepts checks), which have first been approved by the Board of Directors, shall be signed by the President or designee.

3) The Secretary, with assistance of designated Sunny Oaks, Inc. staff, shall promptly after each meeting of the Board prepare and keep the minutes of such meetings.

4) The Treasurer shall oversee the safe keeping of all funds of the corporation. The Treasurer shall oversee, with the assistance of designated Sunny Oaks, Inc. staff, the preparation of monthly financial statements to the board. Corporation funds shall be disbursed on Corporate checks or other Board approved financial instruments, signed and countersigned by such officers as the Board may determine.

ARTICLE VI - Board of Directors - Authority and Responsibility:

The Board of Directors shall have full authority and responsibility:

- a) To maintain an acceptable standard of quality services by ensuring the Executive Director and staff members develop facilities and programs, which support, train and treat the customers supported;
- b) To review and approve necessary policies and budgets pertaining to (1) eligibility of customers, (2) operation of the corporation's facilities, and (3) personnel activities;
- c) To appoint, remove or suspend the Executive Director and specify his/her duties;
- d) To determine and modify employee compensation and benefits;
- e) To incur indebtedness on behalf of the Corporation;
- f) To authorize the Executive Director to incur indebtedness, with a Board approved specific dollar amount limitation, outside of normal operating expenses without prior board approval; and,
- g) To authorize the Executive Committee to incur indebtedness, with a Board approved specific dollar amount limitation, outside of normal operating expenses without prior board approval.

ARTICLE VII - Board of Directors - Meetings:

- 1) The Board of Directors may meet monthly or as the board may determine.
- 2) The Corporation shall hold its annual meeting in the month of September of each year.
- 3) Special meetings of the Board of Directors or the Executive Committee may be called at any time by the President.

ARTICLE VIII - By-Laws: The by-laws may be abridged, altered, amended or repealed in whole or in part, by a two-thirds majority vote of a meeting of the Board of Directors, where the consideration of such proposed action has been specified in advance. These By-Laws were last revised / approved by the Sunny Oaks, Inc. Board of Directors on June 9th , 2014.

ARTICLE IX - Dissolution of the Corporation: In the event of the dissolution of the Corporation by operation of law or otherwise, all assets, which it may possess after discharging or providing for all its lawful obligations, shall be contributed gratuitously to some other bona fide non-profit organization for the rehabilitation of individuals who are developmentally disabled or returned to the original donors. No person shall use the Corporation or any of its assets for creating personal gain or profit.

BOARD OF DIRECTORS

Officers

PRESIDENT – ZANNE D'ANNA

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VICE PRESIDENT – DEBORAH DAY

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TREASURER - AARON BROWN

(Bank signer & 401K Trustee)
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SECRETARY – CAROLE SHAVERE

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EXECUTIVE DIRECTOR

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