

Bylaws of The Phronesis Project

Article I — Name and Purpose

1.1 Name

The name of the organization is **The Phronesis Project** (the “Corporation”).

1.2 Purpose

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article II — Offices

The principal office of the Corporation shall be located in the State of Oregon.
The Corporation may establish additional offices as the Board of Directors determines.

Article III — Board of Directors

3.1 General Powers

The affairs of the Corporation shall be managed by its Board of Directors.

3.2 Number

The Corporation shall have no fewer than three (3) directors.

3.3 Terms

Directors shall serve terms of one (1) year and may be re-elected.

3.4 Election

Directors shall be elected by the existing Board.

3.5 Removal

A director may be removed by a majority vote of the Board.

3.6 Vacancies

Vacancies may be filled by a majority vote of the remaining directors.

Article IV — Meetings

4.1 Annual Meeting

An annual meeting of the Board shall be held at a time determined by the Board.

4.2 Regular Meetings

Regular meetings may be held as determined by the Board.

4.3 Special Meetings

Special meetings may be called by the President or a majority of directors.

4.4 Quorum

A majority of directors shall constitute a quorum.

4.5 Voting

Each director has one vote. Actions are approved by a majority of those present.

Article V — Officers

5.1 Officers

The Corporation shall have at minimum:

- President
- Treasurer
- Secretary

5.2 Duties

President

- Oversees operations
- Presides over meetings

Treasurer

- Oversees finances
- Maintains financial records

Secretary

- Maintains records and minutes

5.3 Election and Term

Officers are elected by the Board and serve one-year terms.

Article VI — Committees

The Board may establish committees as needed.

Article VII — Conflict of Interest

The Corporation shall adopt and maintain a conflict of interest policy consistent with IRS requirements.

Directors must disclose any financial or personal interest in matters before the Board.

Article VIII — Compensation

Directors shall not receive compensation for their service as directors.

The Corporation may reimburse reasonable expenses.

Article IX — Fiscal Year

The fiscal year shall be determined by the Board of Directors.

Article X — Amendments

These bylaws may be amended by a majority vote of the Board of Directors.

Article XI — Dissolution

Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Adoption

These bylaws were adopted by the Board of Directors on:

Date: __

Signature: __

Name: Michael Corning

Signature: __

Name: Michael Shea