

# Discussion DRAFT Proposal - December 2016 DRAFT

## Discussion Draft BYLAWS

Please note: The following is a Discussion Draft only. The suggested changes have not been reviewed for ONI, State of Oregon, or IRS compliance. The Bylaw committee is seeking your thoughts and suggestions

### SOUTHWEST NEIGHBORHOODS, INC.

Approved June 22, 2016,

#### ARTICLE I: NAME

**Section 1** The name shall be SOUTHWEST NEIGHBORHOODS, INC. (SWNI). This nonprofit public benefit corporation is organized under Articles of Incorporation adopted by its member neighborhood associations.

#### ARTICLE II: PURPOSE

**Section 1** To encourage, support and coordinate civic participation in matters affecting the livability of Southwest Portland by providing educational resources and maintaining communication between s, individuals, neighborhood associations, public agencies, business organizations, private and other organizations.

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**Section 2** To encourage and support activity of neighborhood associations in Southwest Portland.

**Section 3** To provide assistance for activities and projects of neighborhood associations in Southwest Portland upon request.

**Section 4** To represent the membership of SWNI in matters affecting the livability of Southwest Portland.

**Section 5** To reflect the full diversity of all people found within its boundaries, including but not limited to communities of color, immigrant and refugee populations, renters, and individuals of all income levels.

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**Comment [1]:** Added for equity committee thoughts

**Section 6** To provide personnel and resources necessary to accomplish the above purposes.

#### ARTICLE III: MEMBERSHIP

**Section 1** Neighborhood associations formally recognized by the Office of Neighborhood Involvement shall be eligible for membership.

A SWNI member neighborhood association shall hold membership in no other area coalition of neighborhoods.

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Applications shall be submitted to and approved by a 2/3 super majority vote of the SWNI Board of Directors (Board). Such neighborhood associations shall be considered active as long as they continue to provide at least one representative on a regular basis to Board meetings, but in no case will an association be dropped from SWNI without a two-thirds (2/3) super majority vote of the Board.

**Section 2** SWNI does not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations, or actions.

**Section 3** SWNI shall not charge dues or membership fees, but may accept voluntary contributions and engage in fundraising.

### ARTICLE IV: BOARD OF DIRECTORS

**Section 1** Corporate Powers

- a. The corporate powers of SWNI shall be exercised by or under the authority of the Board, and the affairs of the corporation shall be managed under the direction of the Board. Any right or power of SWNI not specifically delegated to an officer or committee by these bylaws, the Articles of Incorporation, or law is retained by the Board.
- b. Contracts, grants, obligations, expenditures, solicitations of funds, standing rules, and policies shall be subject to approval of the Board. The Board shall have authority to buy, sell or encumber real and personal property over and above the approved budget.
- c. The Board shall have the power to create and eliminate paid staff positions by 2/3 super majority vote. Employment or termination shall be approved by 2/3 super majority vote of the board.
- d. The Board shall monitor the membership and progress of all committees [as well as their function and relevance](#).

**Section 2** The Board shall consist of:

- a. One authorized representative delegate or alternate from each ONI recognized neighborhood association within the boundaries of SWNI;
- b. The chairs of Standing Committees [or in their absence, the Board approved vice chairs](#),

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- c. The elected officers;
- d. One authorized representative delegate from each business association organized for the purposes of considering and acting upon matters affecting the business community of Southwest Portland. Business association positions on the Board shall not exceed ¼ of the total representative delegates of the neighborhood associations. Applications shall be submitted to and approved by a 2/3 super majority vote of the SWNI. These directorships shall be reviewed annually by the Executive Committee with a recommendation presented in March to the Board.

**Section 3** The term of officers shall be for one year beginning June 1.

**Section 4** Directors selected by Neighborhood Associations, and Business Associations shall serve at the pleasure of their respective associations. An excused absence is an absence with prior notice to the secretary or executive director. The secretary shall notify the neighborhood association president and the delegate in writing after three consecutive unexcused absences.

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**Section 5** Board Meetings

- a. The Board shall meet monthly at a location within the geographic boundaries of SWNI at a time and place to be determined by the Board. The Board shall meet on the fourth Wednesday of the month, unless otherwise ordered by the Board.
- b. Special meetings may be called by the president or by petition of nine members of the Board. Only those matters set forth in the notice may be considered at a special meeting.
- c. Meetings of the Board are subject to the open meeting provisions of the ONI Standards. Board decisions shall be made by the vote of a simple majority of those members voting, except when a 2/3 super majority is provided for herein. Abstentions are not counted in calculating any majority. Each Board member is entitled to one vote and nine Board Members shall constitute a quorum. Neither proxies nor absentee voting shall be permitted.
- d. Emergency meetings may be held with 24-hours' notice to the general public and direct notice as timely as practicable to members of the Board and to individuals and news media that have requested notice. The emergency must be described in the minutes and state why the meeting could not be delayed.

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**Section 6** A director who is present at a properly called meeting shall be presumed to have assented to any action taken therein unless that director's dissent or abstention is entered in the minutes.

**ARTICLE V: OFFICERS OF THE BOARD**

**Section 1** The officers of SWNI shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, and a Treasurer. These officers shall be residents of, real property owners of, or representatives of a business located in, the coalition boundaries of SWNI. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by SWNI.

**Section 2** At the regular board meeting in February a Nominating Committee of three (3) members shall be elected by the Board. It shall be the duty of the committee to nominate candidates for the offices to be filled at the May Board meeting. The nominating committee shall report a list of candidates for office at the regular board meeting in April. Before the election at the regular May board meeting additional nominations from Board members shall be permitted. Newly elected officers shall serve for a term of one year beginning June 1.

**Section 3** The election shall take place under unfinished business, unless otherwise ordered by two-thirds (2/3) super majority vote of the Board.

**Section 4** The officers shall be elected by private ballot of the Board to serve for one year, or until their successors are elected. If only one person is nominated for office he or she may be elected by acclamation.

**Section 5** In the event that no candidate receives a majority, additional ballots shall be taken as needed. Any candidate who receives fewer than 10% of the total votes cast and the candidate who receives the fewest votes shall be eliminated for successive ballots until one candidate receives a majority. In the event of a tie between two remaining candidates, the presiding officer shall vote to break the tie; provided, however, that if the presiding officer is one of the candidates in the tie, the tie shall be broken by the officer next in line to preside and who is not a candidate in the tie.

**Section 6** The Executive Committee may remove, with approval of the Board, any officer, with or without cause. Notice of the proposed removal shall be on both the Executive Committee and Board agendas without the name of the officer to be considered for removal.

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**Section 7** In the event of a vacancy in an office, the executive committee shall forthwith fill such vacancy by naming one person with approval of the Board.

### ARTICLE VI: DUTIES OF OFFICERS

**Section 1** The President shall have the following responsibilities:

- a. Preside at all meetings of the general membership, the Board and the Executive Committee. The presiding officer shall not vote except to break a tie.
- b. Be the chief executive officer of SWNI and be responsible to the Board for the daily affairs of the organization.
- c. Have the authority, with the approval of two thirds (2/3) of the Board, to accept resignations of staff members or to terminate staff members for cause as set forth in the Personnel Policies adopted by the Board.
- d. Sign any contract or other instrument which the Board has authorized to be executed.
- e. Appoint committee chairs [and vice chairs](#) with advice and consent of the Executive Committee and subject to Board approval. [The appointment of vice chairs is not mandatory.](#)
- f. Create, with the approval of the Board, special committees to assist in the performance of necessary tasks and projects.
- g. Supervise, in conjunction with the SWNI Executive Committee, SWNI Personnel Committee, and the Board, the duties of the executive director.
- h. To call an emergency meeting of the Board or Executive Committee when, in consultation with staff, the President determines that such a meeting is necessary.
- i. Perform such other duties as prescribed by the Board and by the parliamentary authority adopted by SWNI.

**Section 2** The first Vice President shall have the following responsibilities:

- a. In the absence or incapacity of the President, exercise the powers and duties of that office.

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- b. Serve as Planning and Evaluation coordinator, including responsibility for the SWNI Action Plan for the Office of Neighborhood Involvement.
- c. Organize the orientation and training programs, the Board retreats and other educational activities.
- d. Perform such other duties as prescribed by the Board and by the parliamentary authority adopted by SWNI.

**Section 3** The Second Vice President shall have the following responsibilities:

- a. In the absence or incapacity of the President and the First Vice President, exercise the powers and duties of that office.
- b. Serve as events coordinator for events such as the Volunteer Recognition event and other functions.
- c. Perform such other duties as prescribed by the Board and the Parliamentary authority adopted by SWNI.

**Section 4** The Recording Secretary shall have the following responsibilities:

- a. In the absence or incapacity of the President, First Vice President, and Second Vice President, exercise the powers and duties of that office.
- b. Keep an accurate record of the meeting of the Board and of the Executive Committee. Draft minutes of all SWNI meetings shall be available within 10 working days. These minutes shall include the following:
  - 1. Names of members present.
  - 2. Motions proposals and resolutions offered and their disposition.
  - 3. Results of all votes in a manner that identifies how each person voted.
  - 4. The substance of any topic discussed.
- c. Ensure that all records of SWNI as defined by ONI Standards are available for public inspection and copying during normal business hours.

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- d. Inform the respective neighborhood association and delegate when its representative delegate has had three consecutive unexcused absences.
- e. Perform such other duties as prescribed by the Board and by the parliamentary authority adopted by SWNI.

**Section 5** The treasurer shall have the following responsibilities:

- a. In the absence or incapacity of the President, First Vice President, Second Vice President, and Recording Secretary, exercise the powers and duties of that office.
- b. Prepare the annual budget for adoption by the Board in compliance with the Office of Neighborhood Involvement's contract or grant.
- c. Keep accounts of financial transactions of SWNI to be reported monthly to the Board.
- d. Reconcile monthly bank statements and oversee accounts and payroll as directed by the Board.
- e. Serve as chair of the finance committee.
- f. Perform such other duties as prescribed by the Board and by the parliamentary authority adopted by SWNI.

**ARTICLE VII: EXECUTIVE COMMITTEE**

**Section 1** There shall be an Executive Committee of the Board, which shall consist of the five officers.

**Section 2** The Executive Committee shall schedule regular meetings each month and at other times the President may designate or by majority of the Executive Committee members. Decisions shall be by majority vote. All meetings of the Executive Committee shall be held within the geographic boundaries of SWNI. Meetings are subject to the ONI Standards. At least six days written notice shall be provided for any meeting. Neither proxies nor absentee voting shall be permitted. A quorum shall consist of three members.

**Section 3** The Executive Committee shall:

- a. Take minutes at each meeting and all actions taken under consideration shall be reported to the Board.

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- b. Review business association memberships and report to the Board in March of each year.
- c. Set the agenda for the meetings of the SWNI Board.
- d. Monitor progress and membership of committees as well as their function and relevance.
- e. Maintain legal requirements to assure nonprofit status.
- f. Assist the President with general supervision and administration of the business of SWNI. Provide advice and consent to the president in selecting committee chairs.
- g. Hold emergency meetings on the call of the President and with 24-hours' notice to the general public and direct notice as timely as practicable to members of the Board and to individuals and news media that have requested notice. The emergency must be described in the minutes and state why the meeting could not be delayed. In emergency session, the Executive Committee shall exercise all corporate powers and authority to manage the affairs of SWNI in addressing the emergency matters for which the meeting was called.

**ARTICLE VIII: STANDING AND SPECIAL COMMITTEES**

**Section 1** The board may establish standing and special committees, as it deems necessary. The board shall establish Standing Rules that set forth the responsibilities and authorities of the committees. The committees shall be responsible for implementing their adopted action plan. The number of Neighborhood Associations with non-vacant voting positions on the board shall by at least 1 vote exceed the sum of the number of non-vacant standing committee chairs and the number of offices on the board.

**Section 2** All committee motions and decisions must be presented in the language accepted by the majority vote of the committee in a timely manner to the Board to be amended, rejected or ratified by a majority vote of the Board. If action is needed prior to the next Board meeting, the Committee Chair shall notify the SWNI President of the need for an emergency meeting of the Executive Committee to authorize the Committee's action. The Executive Committee shall authorize the action, amend the action, or reject the action, and shall so inform the Board at its next meeting.

**Section 3** All committees shall be subject to the provisions of these bylaws.

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- Section 4** Any person may serve on a SWNI standing committee. However, only one authorized representative from each ONI recognized Neighborhood and Business Association within the boundaries of SWNI is eligible to have his/her vote recorded. The Board may approve additional committee voting members by request from the committee.
- Section 5** The president shall appoint, after consultation with the Executive Committee, and with approval of the Board, a chair and/or vice chair for each committee. The appointment of a vice chair is not mandatory.
- Section 6** The Executive Committee may remove, with approval of the Board, any committee chair or vice chair, with or without cause.
- Section 7** Each standing committee shall meet at least quarterly and at the call of its chair or of the President. Meetings shall be open to the public and are subject to the ONI Standards.

### ARTICLE IX: ORGANIZATIONAL COMMITTEES

- Section 1** The Organizational Committees shall be:
- a. Finance Committee: The Finance Committee shall be chaired by the Treasurer of the Board. The Finance Committee shall maintain the financial accountability of SWNI, prepare the SWNI budget for Board review and approval in compliance with the Office of Neighborhood Involvement's contract or grant, perform financial audits, make reports and prepare an annual financial statement, and establish standards under which SWNI may act as a fiscal sponsor or provide fiscal administrative services.
  - b. Personnel Committee: The Personnel Committee shall be chaired by a member of the Board. The Personnel Committee shall formulate and review personnel policies, job descriptions, and hiring policies for Board approval. This committee shall review the SWNI Executive Director's performance and accountability annually. They shall also establish a hiring committee when needed (subject to approval from the board); review job applications; and make recommendations to the Board.
- Section 2** Each Organizational Committee shall meet at the call of its chair or of the president. Meetings shall be open to the public and are subject to the ONI Standards, except that the Personnel Committee may meet in executive session only when necessary to preserve confidentiality of employee

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records. A quorum for organizational committees shall consist of the chair and two additional members.

### ARTICLE X: CONFLICTS OF INTEREST; SWNI PROPERTY

#### Section 1 Conflicts of Interest

For purposes of this Article, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member, such as a spouse, domestic partner, parent, child, or sibling who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person, other organization or entity other than SWNI.

- a. No Director, Officer, Standing or Organizational Committee Chair, or Employee of SWNI shall be disqualified from holding any office, position, or employment in or with SWNI by reason of any interest in any concern.
- b. A Director, Officer, Standing or Organizational Committee Chair, or Employee of SWNI shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with SWNI. No transaction of SWNI shall be voidable by reason of the fact that any Director, Officer, Standing or Organizational Committee Chair, or Employee of SWNI has an interest in the concern with which such transaction is entered into, provided:
  1. The interest of such Director, Officer, Standing or Organizational Committee Chair, or Employee is fully disclosed to the SWNI Board, in writing, prior to any decision by SWNI to enter into a transaction.
  2. Such transaction is duly approved by a majority of the board of directors not so interested or connected as being in the best interests of SWNI.
  3. Payments to an interested Director, Officer, Standing or Organizational Committee Chair, or Employee are reasonable and do not exceed fair market value.
  4. No interested Director, Officer, Standing or Organizational Committee Chair, or Employee may vote or lobby on the matter or

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be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and detailed rationale for approval.
- c. All provisions of Section 1 of Article X apply to votes taken within any Standing Committee or Organizational Committee.

### **Section 2** SWNI Property

- a. No SWNI funds shall be expended for the maintenance of any tangible or intangible property owned, titled, registered to or held in the name of any entity other than SWNI, including but not limited to any Director, Officer, Standing or Organizational Committee Chair, or Employee. This does not apply to expense reimbursements made pursuant to SWNI's expense reimbursement policy.
- b. All property, tangible or intangible, including but not limited to supplies, tools, computer software, books, and other physical things of any sort or nature purchased with SWNI funds shall inure solely to the benefit of, and actual or constructive possession of SWNI, and not inure to the benefit of, or, other than temporarily, remain in the actual or constructive possession of any Director, Officer, Standing or Organizational Committee Chair, or Employee.

### **Section 3** Acknowledgment of Conflict of Interest and SWNI Property Policy

Each Director, Officer, Standing or Organizational Committee Chair, or Employee of SWNI shall:

- a. Within thirty (30) days of becoming a Director, Officer, Standing or Organizational Committee Chair, or Employee of SWNI, sign a copy of SWNI's Acknowledgment of Conflicts of Interest and SWNI Property Form and file it with SWNI's Executive Director, who shall maintain it in SWNI's records in accordance with SWNI's Document Management Policy.
- b. Annually, between June 1 and June 30 of each year, each Director, Officer, Standing or Organizational Committee Chair, or Employee, sign an additional copy of SWNI's Acknowledgment Of Conflicts of Interest and SWNI Property Form and file it with SWNI's Executive Director, who shall maintain same in SWNI's records. Failure to sign and file such form as set forth in subsection a. above shall operate as

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a resignation by the Director, Officer, Standing or Organizational Committee Chair, or Employee of that position with SWNI.

### **ARTICLE XI: GRIEVANCES AGAINST SWNI**

- Section 1** Dialogue and mediation: Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.
- Section 2** Eligibility to Grieve: Any person or group may initiate a grievance against SWNI by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws that has directly affected the outcome of a decision of SWNI. Grievances must be submitted within 45 business days of the alleged violation.
- Section 3** If the next regularly scheduled Board meeting occurs more than fourteen days after receipt of the grievance, the President shall call forthwith a special meeting of the Board. The Board shall elect a Dispute Resolution Committee, which shall review the grievance, gather information, and make a timely recommendation to the Board. The Board shall render a final decision within 60 calendar days from the date the grievance was received. Deliberations by the Dispute Resolution Committee on a recommendation and by the Board on a decision may be held in executive session.

### **ARTICLE XII: APPEALS OF GRIEVANCES TO SWNI**

- Section 1** Dialogue and mediation: Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.
- Section 2** Eligibility to Appeal: Decisions on grievances rendered by member neighborhood associations of SWNI may be appealed by the grievant to SWNI by submitting an appeal in writing to the Board. Appeals must be submitted within 14 business days of the neighborhood association decision.
- Section 3** If the next regularly scheduled Board meeting occurs more than fourteen days after receipt of the appeal, the President shall call forthwith a special meeting of the Board. The Board shall elect a Dispute Resolution Committee, which shall review the appeal, gather information, and make a timely recommendation to the Board. The Board shall render a final decision within 60 calendar days from the date the appeal was received.

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Deliberations by the Dispute Resolution Committee on a recommendation and by the Board on a decision may be held in executive session.

### **ARTICLE XIII: WHISTLEBLOWERS**

#### **Section 1** Complaints

- a. If a SWNI officer, director, employee or volunteer should discover information leading her or him to believe that a wrongdoing or illegal or unethical behavior has occurred in SWNI, he or she shall report this information to the President. If the President is not available or is implicated in the alleged wrongdoing, he or she shall report the information to another Board officer.
- b. The President or Board officer shall conduct an investigation. Reports of alleged violations will be kept confidential to the extent possible, consistent with the need to conduct an investigation. Appropriate corrective action will be taken if warranted by the results of the investigation.

#### **Section 2** Retaliation

- a. It is SWNI's policy to protect from retaliation and discrimination any person who in good faith:
  1. Refused to participate in any alleged civil or criminal violation of any federal or state law, or city ordinance; reported to law enforcement or other officials of federal, state or local government any information that the person believed to be evidence relating to the alleged commission of or possible commission of any civil or criminal violation; or initiated, testified or aided in proceedings related to the foregoing.
  2. Initiated or aided in civil and/or criminal proceedings;
  3. Refused to engage in a violation of a governmental administrative regulation; reported any information related to a violation of governmental administrative regulations; commenced, testified at, aided or participated in a governmental administrative proceeding;
  4. Refused to engage in or attempted to stop fraud against SWNI, or gross waste of SWNI's assets, or abuse of SWNI's authority; or
  5. Reported other information about wrongdoing, illegal or unethical behavior pursuant to this Whistleblower Policy.

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- b. A SWNI officer, director, employee, or volunteer shall not, with intent to retaliate or discriminate, take any action harmful to any person described above, including interference with the lawful employment or livelihood of any person, or damage to the person's reputation.
- c. In the event that a SWNI officer, director, employee or volunteer intends, for any reason, to take any action harmful to any person who has acted as described above, the SWNI officer, director, employee, or volunteer must obtain approval from the Board prior to taking such action. Such approval must be obtained even if the officer, director, employee or volunteer believes that the person who provided information to the law enforcement authorities or other officials provided untruthful information.

**Section 3** The provisions of this Article of SWNI's Bylaws is separate from, independent of, and in addition to the Grievance provisions set forth in these bylaws.

**Section 4** Acknowledgment of Provisions

Each SWNI officer, director, employee shall:

- a. Within thirty (30) days of becoming a SWNI officer, director, or employee, sign a copy of SWNI's Acknowledgment of Whistleblower Policy form and return it to SWNI's Executive Director, who shall maintain it in SWNI's records.
- b. Annually, between June 1 and June 30 of each year, sign an additional copy of SWNI's Acknowledgment of Whistleblower Policy and return it to SWNI's Executive Director, who shall maintain it in accordance with SWNI's Document Management Policy.

The failure or refusal of any SWNI officer, director, or employee to sign and file the Acknowledgment of Whistleblower Policy Form as set forth in subsections a. and b. above shall operate as a resignation by the SWNI officer, director, or employee of that person's position with SWNI.

**ARTICLE XIV: PARLIAMENTARY AUTHORITY**

**Section 1** The rules contained in the most recent edition of Robert's Rules of Order, Newly Revised shall be the parliamentary authority in all cases not covered by these bylaws.

**ARTICLE XV: AMENDMENTS TO BYLAWS**

**Section 1** The Board by a two-thirds vote may amend the Bylaws of SWNI (Southwest Neighborhoods, Inc.) at any time of the year with a first reading of any proposed amendment to the Bylaws, followed by discussion, and read again at the next regular board meeting and a vote taken on the amendment after the second reading. Notice of the proposed amendment must be included in the call for the meeting before the second reading.