BYLAWS SOUTHEAST UPLIFT NEIGHBORHOOD PROGRAM, INC.

ARTICLE I - NAME

Southeast Uplift Neighborhood Program, Inc. is a public benefit nonprofit corporation organized under the laws of Oregon doing business under the name of Southeast Uplift.

ARTICLE II - PURPOSE

The mission of Southeast Uplift is to assist the citizens and neighborhood associations of Southeast Portland to create communities which are livable, socially diverse, safe and vital. Southeast Uplift provides an organizational structure and forum to empower citizens to effectively resolve issues of livability and community development.

ARTICLE III - DEFINED AREA

The Southeast Uplift area shall be defined as the area of Portland south of the Banfield Freeway to the southern city limits and that area east of the Willamette River generally to 82nd Avenue (south of Division Street) or I-205 (north of Division Street), but may include unincorporated areas within City-recognized neighborhoods which lie partially or wholly outside the city limits.

ARTICLE IV - MEMBERSHIP

The Corporation has no members.

Article V - DIRECTORS

Section 1. Number of Directors

The number of Directors shall not be less than fifteen (15) or more than thirty-five (35) and shall be selected from individuals who qualify for membership in neighborhoods within Southeast Uplift's defined area:

- 1. Up to one (1) Director from each SEUL neighborhood association, except as these bylaws provide otherwise.
- 2. Up to two (2) directors from SEUL-area business associations.
- 3. Up to five (5) directors from SEUL-area community organizations, social service agencies, and regional citizen involvement groups;
- 4. Up to five (5) directors as at-large persons with special expertise or interest.

June 7, 2010

Section 2. Election

The Board of Directors shall select directors for open positions from those whose names have been presented to it. The Board's decisions are final.

An individual or above-mentioned group may nominate candidate(s) for appropriate category(ies). Nominations shall be submitted to the Board and the Board shall by a majority vote of the current Directors select its directors.

A neighborhood association whose SEUL director is elected President of the Southeast Uplift Board has the option of nominating a second representative as an additional Director from that neighborhood.

Section 3. Duties

Each director shall endeavor to promote the objectives of Southeast Uplift to the best of his/her ability. Each is expected to attend as many of the meetings as possible, to effectively communicate between the Board and the organization s/he may represent, and, to personally promote and participate in the organization's activities.

Section 4. Terms of Office

Term of office for each Director shall be for two years. Directors shall be elected on alternate years according to the published schedule.

Section 5. Resignation

A director may resign at any time by giving written notice to the President or Secretary. Any such resignation shall take effect at the time specified, or if not specified shall take effect immediately upon its receipt by the officer.

Section 6. Removal

Any Director may be removed with or without cause by a 2/3 vote of the Board of Directors then in office. All Directors must be given ten (10) days written notice of a meeting which includes removal of director(s) on the agenda and the specified charges.

Section 7. Filling Vacancies

If any Director is removed, unable to serve or resigns, the President shall notify the represented association or organization of the vacancy within ten (10) days of the time the vacancy occurs and request nomination(s) to fill the vacancy. The Board may elect another director to finish the term at any subsequent meeting.

Section 8. Corporate Powers

All of the corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be controlled by, its Board of Directors. The board of directors

may, by vote of a majority of the directors then in office, authorize any person or persons to exercise the powers that would otherwise be exercised by the board. To the extent so authorized, any such person or persons shall have the duties and responsibilities of the directors of the corporation.

Section 9. Compensation

Members of the board of Directors shall be considered "qualified directors" in that they shall not receive compensation for personal services except for actual expenses incurred while performing a director's duties as established by the Board of Directors.

Section 10. Personal Liability

The personal liability of a director or uncompensated officer of this corporation to the corporation for monetary damages for conduct as a director officer is hereby eliminated to the fullest extent allowed by law.

Article VI - OFFICERS OF THE BOARD

Section 1. Positions

Officers shall be President, Vice-President, Secretary, and Treasurer. The Board may elect two individuals to serve as President. In which case those individuals will be titled Co-Presidents.

Section 2. Terms

All officers shall serve a term of one (1) year. They may be re-elected to additional terms.

Section 3. Vacancies

Vacancies in any office shall be filled by the Board for the unexpired term.

Section 4. Duties

The President shall preside at meetings of the Board and shall be the chief administrative officer of the Board. In the instance that the board elects Co-Presidents, the Co-Chairs shall share those duties. The Vice-President shall, in the absence or incapacity of the President, exercise the power and the duties of the President. The Secretary shall be responsible for preparing minutes of the directors' meetings and authenticating records of the corporation. The Treasurer shall review and monitor financial record-keeping, receipt of corporate funds and disbursement of corporate funds.

Section 5. Election

Election of officers shall occur at the regular July meeting each year, which is also the first meeting of the organization's fiscal year. A nominating committee shall have been appointed by

the President at the May meeting and should submit a slate of candidates at the June meeting at which time nominations from the floor will be opened until election.

ARTICLE VII - MEETINGS

Section 1. Regular Meetings

Regular meetings shall be held the first Monday of each month at 7:00 p.m. at the Southeast Uplift office. Exceptions are permitted, giving careful attention to notification.

Section 2. Special Meetings

Special meetings may be called by the President or at the request of any three (3) Board members. Notice of special meetings shall be given to each member not less than twenty-four hours prior to the time of the meeting.

Section 3. Public Attendance

All meetings shall be open to the public except when in Executive Session.

Section 4. Quorum

A majority of the active Directors currently holding office shall constitute a quorum for the transaction of business at any Board of Directors' meeting. For purposes of establishing a quorum only, a Director shall be considered inactive if he or she has missed three (3) or more consecutive regular Board meetings.

Section 5. Voting

Only currently seated Directors may vote and all votes must be done in person (no proxies allowed).

Section 6. Opinion Recordings

When appropriate, majority and minority views of directors on issues considered by the Board shall be recorded in the minutes of the meetings and/or correspondence.

Section 7. Meeting Procedures

Robert's Rules of Order, Revised, shall govern the procedures of the Board when procedure is not covered by the By-Laws.

ARTICLE VIII - COMMITTEES

Section 1. Executive Committee

The President, Vice-President, Secretary, Treasurer, and immediate Past President shall constitute the Executive Committee. If the immediate Past President is unable to serve for any reason, the Executive Committee shall choose a fifth member from previous board officers. The Executive Committee shall have the authority of the Board of Directors to make decisions on emergency and routine business items, and shall report all actions and decisions to the Board which can modify or reverse the decision of the Executive Committee upon a majority vote of the Directors in attendance and voting at a regular meeting provided a quorum is present. Other routine business of the Executive Committee shall include but not be limited to:

- i. Proposing board agenda;
- ii. Reviewing and making recommendations to the Board on finances and budgets, contracts, program implementation and modification, and policy formulations or amendments to past policy statements;
- iii. Hiring the Executive Director;
- iv. Establishing rules of conduct, and policy guidelines;

Section 2. Additional Committees of the Board

The President, with a vote approval of the majority of the directors then in office, shall have the power to establish committees, appoint members thereto, establish committee purpose, duties and authority, and remove members and dissolve the committee.

Section 3. Minimum Committee Responsibilities

All committees shall report their progress regularly to the Board and submit proposals for Board approval or action as necessary. All committees shall provide minority positions an opportunity to be present at the Board meeting at which the proposal will be submitted and to present a minority report. The Board and its committees must abide by Oregon Statues relative to public meetings and public records.

Section 4. Board Participation

Each committee which has authority to act on behalf of the Board shall have at least two members of the Board as members of the committee. In addition the President shall be an exofficio member of all committees.

Section 5. Solicitation of Funds

Solicitation of funds for Fiscal Sponsored Projects are made only on the condition that SE Uplift retains complete control and discretion over the use of the contributed funds.

ARTICLE IX - GRIEVANCE PROCEDURE

Section 1. Presentation

To initiate the grievance procedure any member adversely affected by a decision of the Board shall within a reasonable time submit a written complaint to the Executive Committee.

Section 2. Review

The complaint shall be reviewed by the Executive Committee at a specially called meeting. Section 3. The complainant shall be notified no later than four (4) days prior to this meeting in order that she/he may attend.

Section 3. Resolution

The Executive Committee shall resolve the complaint or take appropriate action to affect this resolution and advise the complainant of its determination.

ARTICLE X - CONFLICT OF INTEREST

A transaction in which a director may have a direct or indirect conflict of interest may be approved by a vote of the Board of Directors if in advance of the vote all material facts of the transaction and the director's interest are disclosed to the board. A personal financial interest shall include a financial interest held by the board member and/or by member(s) of his/her immediate family. Examples of conflict of interest include employment by Southeast Uplift, ownership of property the use or control of which is being considered by Southeast Uplift, etc.

A conflict of interest transaction is considered ratified if there is a quorum present for taking action and it receives the affirmative vote of the majority of the directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single director. The presence of, or a vote cast by a director with a direct or indirect interest in the transaction does not affect the validity of the action. The director with the conflict of interest may elect to abstain from voting on the transaction.

ARTICLE XI - INDEMNIFICATION

Section 1. Directors and Officers

The corporation shall indemnify its directors who are wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses actually incurred by the director in connection with the proceeding. The obligation to indemnify a director shall not exceed the limits of the liability insurance coverage available at the time of the occurrence.

Section 2. Employees and Other Agents.

The corporation may indemnify its employees and other agents to the fullest extent permitted by law.

ARTICLE XII- AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the Directors present at any regular Board meeting, provided that a quorum is present. Any proposed changes must be in writing and mailed to the preferred address of members of the Board fourteen (14) days prior to the meeting at which it is presented.

Revisions approved by Southeast Uplift Board, 6/7/2010

Signed

June 21, 2010

Marianne Colgrove Southeast Uplift President

Date