REVISED BYLAWS
SOUTHWEST NEIGHBORHOODS, INC.
(Approved May 25, 2011)

ARTICLE 1 NAME

Section 1 The name shall be SOUTHWEST NEIGHBORHOODS, INC. (SWNI). This nonprofit public benefit corporation is organized under Articles of Incorporation adopted by the residents of Southwest Portland.

ARTICLE II PURPOSE

Section 1 To encourage, support and coordinate citizen participation in matters affecting the livability of Southwest Portland by providing educational resources and maintaining communication between citizens, neighborhood associations, public agencies and private organizations.

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 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.

Applications shall be submitted to and approved by a 2/3 vote of the SWNI Board of Directors present. 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) 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 of Directors, and the affairs of the corporation shall be managed under the direction of the Board of Directors. 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 of Directors.

b. Contracts, grants, obligations, expenditures, solicitations of funds, standing rules, and policies shall be subject to approval of the Board of Directors. 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 vote. Employment or termination shall be approved by 2/3 vote of the board.

d. The Board shall monitor the membership and progress of all committees.

Section 2 The Board of Directors 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;

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 SWNI Board of Directors shall not exceed ¼ of the total representative delegates of the neighborhood associations. Applications shall be submitted to and approved by a 2/3 vote of the SWNI Board of Directors present. These directorships shall be reviewed annually by the Executive Committee with a recommendation presented in March to the SWNI Board of Directors.

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

Section 4 Directors shall serve at the pleasure of their respective constituents; except three consecutive unexcused absences shall constitute resignation. The secretary shall notify the neighborhood association president and the delegate in writing after two consecutive unexcused absences.

Section 5 Board of Director Meetings.

a. The Board of Directors 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 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.

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 shall be entered on the minutes, or such director shall forward that director's dissent or abstention to the recording secretary immediately after such meeting. Such right of dissent shall apply to a director who voted in favor of the action taken.

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 SWNI Board. It shall be the duty of the committee to nominate candidates for the offices to be filled at the May SWNI 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 vote (2/3) of the Board of Directors.

Section 4 The officers shall be elected by ballot 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.

Section 6 In the event of a vacancy in an office, the executive committee shall forthwith fill such a vacancy with the advice and consent 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.

b. Be the chief executive officer of SWNI and be responsible to the Board for the daily affairs of the organization.

c. Have, with the advice and consent of two thirds (2/3) of the Board, the authority 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 with advice and consent of the Executive Committee and subject to Board approval.

f. Create, with the advice and consent 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 SWNI 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.

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 by the Parliamentary authority adopted by SWNI.

Section 4 The Recording Secretary shall have the following responsibilities:

a. Keep an accurate record of the meetings of the Board and of the Executive Committee. 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;

4. The substance of any topic discussed;

All records of SWNI as defined by the ONI Standards shall be available for public inspection and copying during normal business hours. Minutes of all SWNI meetings shall be available within 10 working days.

b. Inform the respective neighborhood association and delegate when its representative delegate has had two unexcused absences.

c. 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. Prepare the annual budget for adoption by the Board in compliance with the Office of Neighborhood Involvement's contract or grant.

b. Keep accounts of financial transactions of SWNI to be reported monthly to the Board.

c. Prepare the payroll for the staff as directed by the Board.

d. Serve as chair of the finance committee.

e. 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. Fill vacancies occurring within the committee (three consecutive unexcused absences) with the advice and consent of the Board.

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

c. Review business association memberships and report to the Board in March of each year.

d. Set the agenda for the meetings of the SWNI Board.

e. Monitor progress and membership of committees.

f. Maintain legal requirements to assure nonprofit status.

g. Assist the President with general supervision and administration of the business of SWNI.

h. Provide advice and consent to the president in selecting committee chairs.

i. 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 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.

Section 2 All committee recommendations and decision must be presented in a timely manner and ratified by a majority of the Board. Each committee is permitted to take autonomous action if it acts in conformity with criteria previously approved by the Board.

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

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 SWNI Board may approve additional committee voting members by request from the committee.

Section 5 The president shall appoint, with the advice and consent of the executive committee and Board approval, a chair for each committee.

Section 6 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 agent.

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.

c. Communications Committee: The Communications Committee shall be chaired by a member of the Board. The Communications Committee shall facilitate better communications through existing SWNI resources and respond to the communication needs of neighborhoods.

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

ARTICLE X
CONFLICTS OF INTEREST; NON INUREMENT

Section 1. Conflicts of Interest

(a) 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 or other entity other than SWNI.

(b) 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.

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

(d) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and detailed rationale for approval.

(e.) All provisions of Section 1 of Article X apply to votes taken within any Standing Committee or Organizational Committee.

Section 2. Non Inurement

(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 Non Inurement Policy

(a). Each Director, Officer, Standing or Organizational Committee Chair, or Employee of SWNI shall:

1. Within thirty (30) days of becoming a Director, Officer, Standing or Organizational Committee Chair, or Employee of SWNI, sign and execute a copy of SWNI's Acknowledgment Of Conflicts of Interest and Non Inurement Form and file same with SWNI's Executive Director, who shall maintain same in SWNI's records in perpetuity.

2. Annually, between June 1 and June 30 of each year, each Director, Officer, Standing or Organizational Committee Chair, or Employee, sign and execute an additional copy of SWNI's Acknowledgment Of Conflicts of Interest and Non Inurement Form and file same with SWNI's Executive Director, who shall maintain same in SWNI's records. Failure to sign and file the Acknowledgment Of Conflicts of Interest and Non Inurement Form as set forth in subsection (1.) above shall operate as a resignation by the Director, Officer, Standing or Organizational Committee Chair, or Employee of that position with SWNI.

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

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ARTICLE XIII WHISTLEBLOWERS

Section 1. Complaints.

(i) 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.

(ii) 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

(i) It is SWNI's policy to protect from retaliation and discrimination any person who in good faith:

(a) 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.

(b) initiated or aided in civil proceedings;

(c) 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;

(d) refused to engage in or attempted to stop fraud against SWNI, or gross waste of SWNI's assets, or abuse of SWNI's authority;

(e) reported other information about wrongdoing, illegal or unethical behavior pursuant to this Whistleblower Policy.

(ii) 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.

(iii) 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 SWNI 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.

(iv) 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 3. Acknowledgment of Provisions

(i). Each SWNI officer, director, employee or volunteer shall:

(a) Within thirty (30) days of becoming a SWNI officer, director, or employee sign and execute a copy of SWNI's Acknowledgment Of Whistleblower Policy Form and file same with SWNI's Executive Director, who shall maintain same in SWNI's records in perpetuity.

(b) Annually, between June 1 and June 30 of each year, each SWNI officer, director, or employee, sign and execute an additional copy of SWNI's Acknowledgment Of Whistleblower Policy and file same with SWNI's Executive Director, who shall maintain same in SWNI's records in perpetuity.

(c). 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 (i) and (ii) 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 may amend these bylaws in April by a two-thirds vote provided that notice of the proposed amendment has been included in the call for the meeting.

Adopted May 25, 2011