Bylaws

of the

NORTHEAST COALITION OF NEIGHBORHOODS, INC.
(NECN)

Revised and adopted by Northeast Coalition of Neighborhoods, Inc. Board of Directors on February 21, 2012.

ARTICLE I. NAME, LOCATION, AND BOUNDARIES

Section 1. Name. The name of the organization shall be the Northeast Coalition of Neighborhoods, Inc., (also known as NECN) hereinafter referred to as NECN.

Section 2. Location. The registered office of NECN shall be located within the defined area described in Article I, Section 3.

Section 3. Defined Area. NECN's service area is generally bounded by Interstate 5 on the west, Columbia Boulevard on the north, NE 42nd Avenue on the east, and Interstate 84 on the south.

Section 4. Non-Discrimination. NECN shall 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 their policies, recommendations or actions.

ARTICLE II. PURPOSE

NECN is dedicated to advancing the livability of inner North and Northeast Portland neighborhoods and to collectively address community needs. NECN is an independent 501c3 nonprofit corporation. NECN's general purposes are to help identify community issues and foster resolution through various means including education, research, information exchange, projects, programs, advocacy and support for the citizens of the area.

ARTICLE III. MEMBERS

Section 1. Definition. The members of NECN shall be any of the City of Portland's recognized Neighborhood Associations within the defined area described in Article I, Section 3.

Section 2. Admission and Resignation. Neighborhood Associations may become members by mutual consent of the Neighborhood Association and NECN's Board of Directors. A Neighborhood Association may resign membership after written notification of such action is presented to NECN.

Section 3. Vote Entitlement. The member Neighborhood Association's voting power is vested in their representatives to the Board.

ARTICLE IV. DIRECTORS

Section 1. Definition. The Directors are representatives of member Neighborhood Associations as well as community members who reside in, own a business in, or represent a business, nonprofit, or agency within the defined area described in Article I, Section 3. Directors are appointed or elected by the Neighborhood Associations and appointed or elected by the Board.

Section 2. Composition of Board. The Board of Directors, hereinafter called the Board, shall consist of two (2) Directors elected by each member Neighborhood Association, and not more than five (5) at-large Directors.

Section 3. Board Appointments and Resignation. Notice of Board appointment or resignation must be made in writing to NECN to accept this designation and the Board will vote to accept this appointment at a regularly scheduled meeting. If the Neighborhood Association does not designate a representative, NECN may designate representatives for its Board of Directors, NECN Community Committees or other governmental or community committees. NECN may appoint or elect community members at-large to serve on the Board of Directors, NECN Community Committees or other governmental or community committees. [See Section 7 for Elections.]

Section 4. Removal of Director. Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 5. Excused Absences. With the approval of the Board, meetings missed by Directors while representing NECN on Board business will not be counted for purposes of Article IV, Section 4, A.

Section 6. Absences, Creation and Filling of Vacancies for Directors.

A. If any Director misses two (2) consecutive regular meetings of the Board, that Director will be notified. Upon a third consecutive absence, the seat will be vacant. If any Director misses four (4) meetings in a Board Year, that Director will be notified. Upon a fifth absence, the seat will be vacant. If the Director losing his/her seat is a representative of a member Neighborhood Association, that association will be notified within one (1) week. (The Board Year is defined in Article VII, Section 2.)

B. In the event that a member Neighborhood Association fails to fill a vacancy of either of its representatives on the Board within sixty (60) days, the Board may fill this vacancy by appointment from within the neighborhood association's boundaries. Notification of the appointment will be sent to that neighborhood association.

C. If a vacant seat is at-large, the Board will appoint a committee to nominate a new at-large Director who may then be seated by a vote of the Board.

Section 7. Duties of Directors.

A. Each Director is responsible for communicating actions and activities of NECN to his/her neighborhood or community organization, and is responsible for recruiting volunteers for NECN's activities and committees.

B. Each Director is responsible for communicating information and public positions representative of his/her neighborhood or community organization.

C. Each Director is required to serve on one (1) Standing Committee and may not serve on more than three (3) standing committees during any one year. There is no limit on the number of Community Committees and Ad Hoc Committees on which a Director may serve.

Section 8. Conflict of Interest. Any Director deriving personal financial benefit from a Board action shall declare his or her interest and shall not vote on the action. Any Director whose employer derives financial benefit from a Board action shall declare that interest and shall not vote on the action. If the substance of conflicting financial interests is contested by Board members, a two-thirds (2/3) majority vote of Directors present is required to determine the substance. A Director representing a member Neighborhood Association whose personal financial interest disqualifies that director from voting may present the neighborhood's vote on the action with written official confirmation of the member Neighborhood Association's position on the action.

Section 9. Election of Directors.

A. Eligibility. Member Neighborhood Association representatives to the Board shall be persons whose eligibility is established by their neighborhood associations and/or a person who resides, owns real property or a business in that specific neighborhood. Neighborhoods shall notify NECN, in writing, of the appointment of their representatives.

B. Election of Directors. Election of all board seats (neighborhood representatives and at-large directors) will be held at the annual board meeting in June.

C. At-Large Members. Any vacant seats of at-large directors may be filled by the Board by election at the Board's earliest convenience.

Section 10. Term.

A. Directors who are neighborhood representatives shall serve for one year from the close of the June meeting to the end of the following June meeting as appointed or elected by their respective Neighborhood

Association and as accepted by NECN Board. Mid-year appointments or elections shall expire at the end of the board year.

B. The regular term for directors who are elected by the board (at-large directors) shall serve for one year from the close of the June meeting to the end of the following June meeting as appointed or elected by the Board. Mid-year appointments or elections shall expire at the end of the board year.

ARTICLE V. OFFICERS

Section 1. Number of Officers. The officers of the Board shall be the President, First Vice-President, Second Vice-President, Treasurer, Recorder, and Parliamentarian as well as three at-large executive board members.

Section 2. Election of Officers. The officers of the Board shall be elected by the Board.

A. Election shall be at the annual meeting in June or at the earliest date convenient to the Board.

B. A nominating committee of not fewer than three (3) persons shall be elected by the Board at the January Board meeting or when convenient to the Board.

C. The nominating committee shall nominate candidates for Board officer positions, General Board at-large positions and Executive Board at-large positions. Nominees shall be eligible, capable and willing to serve. More than one candidate may be nominated for any position.

Section 3. Removal of Officers. Any Officer may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 4. Term. The regular term for officers shall be one (1) year starting in the month of July (at the beginning of the fiscal year) and expire the following June. If an officer is appointed mid-year, their term shall expire in June.

Section 5. Vacancy of Office. A vacancy in any office, for any reason, may be filled by the Board with an election in a regular meeting following nominations from the Directors present. The person will be elected to serve the unexpired portion of the term.

Section 6. Eligibility for Office. Any NECN Director is eligible to hold a Board office.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. Officers. All Board Officers shall serve on the Executive Board as well as the General Board.

Section 2. President. The President shall preside at Board meetings and shall be the chief administrative officer of NECN. The President shall be Chair of the Executive Board and an ex-officio member of all other committees except the Nominating Committee.

Section 3. First Vice-President. The First Vice-President shall, in the absence of the President, exercise the powers and perform the duties of the President.

Section 4. Second Vice-President. In the absence of the President and First Vice-President, the Second Vice-President shall exercise the powers and perform the duties of the President. The Second Vice-President shall serve on the Personnel Committee.

Section 5. Treasurer. The Treasurer shall be responsible for records and ledgers in accordance with accepted accounting procedures, and shall periodically ascertain if all procedures are proper, and shall report monthly to the Board on relevant financial matters. The Treasurer shall serve as Chair of the Finance Committee.

Section 6. Recorder. The Recorder shall ensure that Board records are properly updated, maintained, archived and made easily accessible to the public. The Recorder shall make periodic reports to the Board on the state of Board records. These records shall include, but are not limited to: Board membership and officer lists; committee

guidelines; membership and chair lists; Board meeting minutes and attendance records; current Bylaws and Articles of Incorporation; and all Board approved Policies and Procedures. The Recorder shall be a member of the Rules Committee.

Section 7. Parliamentarian. In all cases the Parliamentarian shall work within NECN's Articles of Incorporation and these by-laws. Parliamentarian may utilize Robert's Rules of Order, current edition, and shall advise the President on matters of procedure not covered by these documents. Unless overruled by the majority of the Board, the Presiding Officer has the power alone to rule on questions of order. The Parliamentarian shall serve as chair of the Rules Committee.

ARTICLE VII. MEETINGS

Section 1. Public meetings. All meetings and records of the Board and its committees shall be open to the public, except for executive sessions, as provided for in the Office of Neighborhood Involvement (ONI) Standards.

Section 2. Notice. Notice for all regular Board and committee meetings shall be seven (7) days through at least one of the following means: website, electronic newsletter or community newsletter. If the notice requirement for any meeting is not met, that meeting's minutes shall reflect the reason.

Section 3. Annual Meeting. The annual meeting of NECN will be the Board meeting held in June. The board year begins at the close of the June meeting.

Section 4. Regular Meetings. Regular meetings of the Board shall be held monthly at a date and time designated by the Board.

Section 5. Special Committee Meetings. Special meetings may be scheduled for any purpose by the Committee Chair or Co-Chair. The special meeting shall be scheduled allowing for seven days notice through at least the website posting and committee email group.

Section 6. Emergency Meetings. Emergency meetings may be scheduled for any purpose by the President or by any five (5) Directors who request a meeting in writing; this request shall be presented to the Executive Board or President. The Executive Board or the President shall set the special meeting not less than forty-eight (48) hours after receiving the request. Notice of a special meeting shall be provided to every director by the President, not less than twenty-four (24) hours before the meeting.

Section 7. Place of Board Meetings. Regular Board meetings shall be at NECN's facility or at a place designated by the Executive Board or the Board as convenient to the Board.

Section 8. Quorum. A majority (50% plus 1%) of the total active (non-vacant seats) membership of the Board shall constitute a quorum.

Section 9. Voting. Members have one vote each and decisions shall be made by a vote that is at least a majority vote of those members who are voting, except as otherwise provided in these by-laws. Proxy voting and voting by mail are prohibited. Voting in elections need not be held during meetings but may be kept open for up to 24 hours at the discretion of the board. Members may gather informally but shall not make or deliberate toward a decision.

Section 10. Governing Rules. Robert's Rules of Order, current edition, may be utilized to govern meetings of the Board and its committees, except as provided for otherwise in these by-laws.

Section 11. Right to be Heard. Ordinary procedure as prescribed by Robert's Rules of Order, current edition, may govern audience and director participation, including the proviso that discussion can be limited to three (3) minutes per person, and limited to two (2) persons speaking for each side of the issue, at the discretion of the President. Issues of concern to large numbers of persons, may be heard using a sign-up procedure devised by the President to allow for efficient use of meeting time and sufficient time for public comment. The Board shall consider minority reports if they are requested to be heard. The Board may determine other methods for conduct of meetings.

ARTICLE VIII. COMMITTEES

Section 1. Committees. All committee recommendations and decisions must be presented in a timely manner and ratified by a majority of the Executive Board or the General Board depending on the issue. If a decision is time sensitive or involves administrative (rules, finance, personnel) matters, it may be ratified by the Executive Board. Committees may schedule meetings for their convenience.

Section 2. Standing Administrative Committees. There shall be the following standing administrative committees: Executive, Finance, Rules and Personnel. Members of the standing administrative committees, shall be ratified by the Board, and each committee shall elect its own officers, except for the chair of the Finance Committee who shall be the Treasurer, and the chair of the Rules Committee who shall be the Parliamentarian. Committees shall operate by guidelines adopted by the Board, that conform to these by-laws. Committees shall provide that minority reports be heard as requested by committee members. Only Directors may serve on the Executive, Finance, Rules and Personnel Committees.

A. **Rules applying to Standing Administrative Committees:**

1. Term. The regular term for committee members shall be one year based on the fiscal year (July 1-June 30).
2. Quorum. Quorum for the standing administrative committees shall be a majority of the board ratified committee members.
3. Removal of Committee Members. Any committee member may be removed from serving on any committee for any reason. A request for removal shall be presented in writing to the committee for discussion by the committee, Personnel Committee, or Executive Board. The committee may forward a recommendation for removal to the Executive Board. Any committee member who is an officer assigned to a committee by Article 6, Sections 1-6 may be removed following the procedures in Article 5, Section 3 (Removal of Officers.) Other committee members may be removed from a committee, at the recommendation of that committee, if the recommendation is approved by the majority count of Executive Board members who have been ratified by the Board of Directors.

B. **Executive Board.**

1. The Executive Board shall consist of the officers of the General Board of Directors (Board President, First Vice President, Second Vice President, Parliamentarian, Treasurer, and Secretary) and up to three (3) other Directors to be elected by the General Board. The President shall chair the Executive Board, and the Executive Board shall meet monthly.
2. The Executive Board shall represent the Board between regular meetings of the Board taking into consideration the time-sensitive nature of a matter, provided that any policy actions taken by the Executive Board shall be presented to the Board for ratification at its next meeting.
3. The Executive Board shall provide administrative governance of the organization and oversee the Standing Administrative Committees and Community Committees.

C. **Finance Committee.** The Finance Committee shall be responsible for annual budget development and review of all other finance and resource development matters pertinent to the operation of NECN and make recommendations to the Executive Board. The Finance Committee shall annually review the Fiscal Policies of NECN and make recommendations to the Executive Board.

D. **Rules Committee.** The Rules Committee shall ensure that the policies, procedures, and standing rules of NECN are consistent with each other and are in compliance with current local, state and federal laws, regulations and contracts. The Rules Committee shall make an annual report to the Board and recommendations to the Executive Board.

E. **Personnel Committee.** The Personnel Committee shall be responsible for personnel issues as well as board member recruitment and development. The committee periodically reviews and recommends updates as to personnel policies.

Section 3. Community Committees. There shall be the following standing community committees: Land Use and Transportation, Safety and Livability and Community Economic Development.

A. **Rules of Community Committees:**

1. **Committee Members:** Each Neighborhood Association is eligible to have one voting member of each of the standing community committees. The neighborhood associations shall designate their committee representative and let NECN staff know of the designee and any alternates. There shall also be up to twelve (12) at-large standing community committee members. The at-large positions shall be approved by a vote of the neighborhood association representative committee members on an annual basis or more often if there are open positions. The committee roster shall be submitted to the Executive Board for approval.
2. **Officers.** The Chair or co-chair of the standing community committees shall be a NECN Director.
3. **Terms.** The regular term for committee members shall be one (1) year starting in the month of July (at the beginning of the fiscal year) and expire the following June. If a committee member is appointed mid-year, their term shall expire in June.
4. **Decisions.** All committee recommendations and decisions for public position statements must be presented in a timely manner to the board and ratified by a majority of the board, or if time sensitive, by the Executive Board. Prior to committee members taking a vote on a public position statement, they shall take a straw poll to gauge the opinion of everyone in attendance at a committee meeting.
5. **Removal of Committee Members.** Any committee member may be removed from serving on any committee for any reason. A request for removal shall be presented in writing to the committee for discussion and review. With a 2/3 vote, the committee may forward its recommendation for removal to the Executive Board.

B. Land Use and Transportation Committee. The Land Use and Transportation Committee shall consider issues and projects relevant to land use and transportation.

C. Safety and Livability Team. The Safety and Livability Team shall consider matters related to safety and livability issues and projects in NECN neighborhoods.

D. **Community Economic Development Council.** The community and economic development committee shall consider issues and projects related to economic development in NECN neighborhoods.

ARTICLE IX. LIAISON REPRESENTATIVES.

Individuals who are chosen by the Board to represent NECN on City Boards, Commissions or Committees, shall give informative regular reports back to the Board to be determined by the Board on a case by case basis. Liaison representatives are required to reside or represent a business or non-profit within the defined area described in Article I, Section 3.

ARTICLE X. GRIEVANCE PROCEDURE

Section 1. Problem Solving and Mediation. Individuals and groups are encouraged to reconcile differences through one-on-one dialogue or mediation at any time and prior to filing a grievance.

Section 2. Definition of a Grievance. A grievance against NECN must contain an alleged violation of NECN bylaws or the ONI Standards. Grievances must be submitted to NECN within 45 business days of the alleged violation.

Section 3. Processing the Grievance. The grievance will be reviewed and heard by the Executive Director, Parliamentarian, and/or Board President or designated committee of the board. The grievance must be reviewed and responded to within 60 calendar days from receipt of the grievance. NECN's consideration of the grievance shall be open to the public. The findings of a grievance shall be a matter of public record. Deliberations of the decision-makers, however, may be held in executive session. NECN will respond in writing and include supporting findings of the decision. NECN shall maintain any supporting documents in case of appeal.

Section 4. Appeal. Only upon resolution of the grievance by NECN, the grievant may appeal to the Office of Neighborhood Involvement. The grievant has fourteen days from the date of the decision is rendered to appeal. In the event of an appeal by a grievant regarding an action of a Neighborhood Association or an interpretation of Neighborhood Association bylaws brought to NECN, the original grievance and subsequent appeal must contain an alleged violation of the appropriate Neighborhood Association's bylaws, or ONI Standards. An appeal must be submitted to NECN by the grievant within fourteen business days of adjudication of the grievance by the Neighborhood Association. The grievance will be reviewed and heard by the Executive Director, Parliamentarian, and/or Board President or designated committee of the board or advisory committee. The appeal must be reviewed and responded to by NECN within 60 calendar days from the date the appeal was received.

ARTICLE XI. AMENDMENTS

These by-laws may be amended by the Board at any regular meeting of the Board after the proposed amendments have been read aloud at two (2) succeeding regular meetings of the Board, except where these bylaws or amendments conflict with any superseding law. A two-thirds (2/3) vote of the Board is necessary to pass any amendment.

ARTICLE XII. ONI STANDARDS

Nothing in these bylaws shall be interpreted to limit or exceed the scope of the current and adopted ONI Standards.

Revised and adopted by Northeast Coalition of Neighborhoods, Inc. Board of Directors on February 21, 2012.

2/21/12

Chris Lopez, Board President **Date**