



# NEIGHBORS WEST-NORTHWEST

Coalition of Central Westside Neighborhoods

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Arlington Heights · Goose Hollow · Forest Park · Hillside · Linnton · Northwest Industrial · Northwest Heights  
Northwest District · Old Town-Chinatown · Pearl District · Portland Downtown · Sylvan-Highlands

## NEIGHBORHOODS WEST/NORTHWEST REVIEW BOARD, INC.

### BYLAWS

#### Section I – Name

Neighborhoods West Northwest Review Board, Inc. is a nonprofit corporation organized under the laws of Oregon doing business under the name of Neighbors West/Northwest.

#### Section II – Purpose

Neighbors West/Northwest is established to provide services to neighborhood association within boundaries hereinafter defined as follows.

- A. To serve, further and promote the purposes and development of the constituent neighborhood associations that exist within its boundaries and citizens in a manner that is fair and just to each.
- B. To provide a forum for the constituent neighborhood associations to exchange information, views, to develop, adopt joint activities and project as may further the purposes of the corporation and the neighborhood associations.
- C. Communications services such as originating and updating mailing list; preparing newsletters in accordance with the information provided by the member neighborhood associations; and distribution of newsletters and notices.
- D. Maintaining records regarding membership and activity for the constituent neighborhood associations.
- E. Recruiting volunteers to assist neighborhood associations, acting individually or with other associations, on projects that are designed to encourage citizen participation, assist in neighborhood crime prevention objectives, settle neighborhood disputes or to further neighborhood aims adopted by the constituent neighborhood associations.
- F. Seek funding from the Office of Neighborhood Involvement of the City of Portland and grants from other governmental and philanthropic organizations and individuals, which will further the purposes of Neighbors West/Northwest and its constant neighborhood associations.

- G. Hire and supervise staff. Maintain an office as required for the furtherance of objectives within annual financial restraints, including the development of budgets and the accurate reporting of accomplishments, account for expended funds to organizations providing funding and to the general public in accordance with the statutes and ordinances governing nonprofit corporations and district coalition boards. Distribution of budget monies, office staffs time and space shall be made in a manner that is consistent and just.
- H. To offer recommendations for the appointment of those persons who will represent this corporation and/or the citizens in the area to serve on City of Portland public involvement committees, the ONI Bureau Advisory Committee and other public agencies' committees.
- I. To address the City of Portland and other public agencies to advocate
  - 1. The adoption and/or implementation of public involvement processes which are transparent, equitable and inclusive, when supported by a majority vote of the NWNW Board.
  - 2. For other matters, when there is unanimous consent from the subscribing neighborhood associations.
- J. This Corporation is organized as a public benefit corporation.

### **Section III – Boundaries**

The geographic area serviced by Neighbors West/Northwest is, generally, that territory within the boundaries of the subscribing neighborhood associations.

### **Section IV – Subscribing Neighborhood Associations**

As of the date of the adoption of these bylaws, the following are neighborhood associations are members of Neighbors West/Northwest: Arlington Heights, Forest Park, Goose Hollow, Hillside, Linnton, Northwest District, Northwest Heights, Northwest Industrial, Old Town Chinatown Community Association, Pearl District, Portland Downtown and Sylvan-Highlands.

Any member Neighborhood meeting the requirements for being recognized as a neighborhood association by the City of Portland may be a subscribing neighborhood association, and the articles and bylaws of any coalition member must stipulate that the organization is governed by a board of directors.

### **Section V – Non-subscribing Neighborhood Associations**

A subscribing neighborhood association, which no longer meets the requirements to be recognized by the City of Portland as a neighborhood association, will cease to be a subscribing neighborhood association.

A subscribing neighborhood association may become a non-subscribing neighborhood association upon its own motion or upon the action of the Board of Directors. The Board of Directors may designate a subscribing neighborhood association as a non-subscribing neighborhood association. If an association's designated representative fails to participate at three consecutive Board meetings and the Board has provided notice of the proposed action after the

second consecutive absence and prior to the meeting at which the action shall be taken. A letter sent by certified mail, 15 days prior to the date of suspension, to the last President of the Association and the last designated representative to the Board shall be considered proper notice. The association in question shall have the opportunity to a hearing not less than five days before the effective date of suspension.

A subscribing neighborhood association may be designated as a non-subscribing organization if the subscribing neighborhood association has not held an annual meeting in accordance with the bylaws of that association.

Non-subscribing members may receive all of the services offered to subscribing members at the discretion of the Board of Directors. Non-subscribing members shall not be represented on the Board of Directors but may attend all meetings and participate in an advisory capacity.

A non-subscribing association may apply to become a subscribing association after attendance at three consecutive Board meetings by the same authorized representative and fulfilling the other requirements applicable to all neighborhood associations.

## **Section VI – Board of Directors**

A Board of Directors consisting of voting and nonvoting Directors shall manage the affairs of the corporation.

### **A. Voting Directors**

Each subscribing neighborhood association shall elect a representative who shall function as a voting Director and vote on behalf of that association. Each subscribing neighborhood association shall select an alternate who may vote for that subscribing association in the absence of the designated representative. When the voting Director is present, the alternate will be nonvoting Director.

Once a subscribing neighborhood association designates its representative and alternate, no others may act on behalf of the subscribing association for a period of twelve months unless the subscribing neighborhood association can show good cause, acceptable to the board of Directors, for changing its representation. Nothing herein shall restrict the constituent neighborhood association in their designation of representatives. . *See note.*

### **B. Nonvoting Directors**

Each alternate, as described above, shall be a nonvoting Director when not functioning in the absence of the voting Director.

The voting Directors may elect nonvoting Directors so long as the total number of nonvoting Directors does not exceed seventeen. The term of office for nonvoting Directors shall be one year.

In addition, any designated representatives of the Board to committees and other organizations not already serving on the Board shall be nonvoting Directors and keep the Board informed of the activities of the committee on which they represent the Board.

C. Personal Liability

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

D. Qualified Directors

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.

E. Resignation

A director may resign at any time by delivery of written notice to the Board of Directors, President or the Secretary. Resignation will be effective upon receipt by one of the above individuals. Once delivered, a notice of resignation is irrevocable.

F. Conflict of Interest

The Neighbors West-Northwest Review Board requires all representatives and alternates to abide by the following policy, to be signed annually:

*The standard of behavior at the Neighbors West-Northwest Review Board Nonprofit is that all staff, volunteers, and board members scrupulously avoid any conflict of interest between the interests of the Neighbors West-Northwest Review Board on one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.*

*I understand that the purposes of this policy are: to protect the integrity of the Neighbors West-Northwest Review Board's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff and board members.*

*Upon or before election, hiring or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.*

*In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including*

*my business or other nonprofit affiliation), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.*

*I understand that this policy is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.*

G. Indemnification of Directors

The corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made party to an action, suit or other proceeding, by reason of the fact that the person is or was a director, officer, member, employee, volunteer or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally, and otherwise.

The obligation to indemnify a director shall not exceed the limits of the directors & officers insurance coverage available at the time of the occurrence.

## **Section VII – Committees**

A. Executive Committee

A Committee consisting of three voting Directors and the President may be appointed by the Board to act on behalf of the Board between meetings or for such limited purpose and duration as the Board may prescribe. Actions of the Executive Committee will require a concurrence of a majority of the Executive Committee. Minutes shall be taken at each meeting and all actions taken and under consideration shall be reported to the Board monthly, or more frequently if so designated by the Board. The Executive Committee shall serve at the pleasure of the Board.

B. Standing/Special Committees

The board may designate standing committees or special committees from time to time and for such terms as may be hereinafter appointed by the Board of Directors and consistent with the means and purposes of the Board.

## **Section VIII – Officers**

The officers of Neighbors West/Northwest shall be chosen at the annual meeting and serve until the next annual meeting. The Board of Directors shall fill vacancies at the next regular or special meeting; provided that written notice of the agenda action is given to each member of the Board at least seven days prior to the meeting.

Officers may be replaced prior to the expiration of their term of office by a vote of 2/3 of the Board, subject to the same notice requirements as indicated for replacing vacancies.

The officers and their duties are as follows:

A. President

The president shall establish a meeting schedule, act as the Chairperson at all meetings and be responsible to the Board for the day-to-day affairs of Neighbors West/Northwest. Accordingly, the President shall set or cause to be set meeting agendas, subject to approval of the Board. The President may appoint committees to assist in the performance of tasks within the limits of the President and any such committees shall report to the President or to the Board monthly.

B. Vice President

The Vice President shall act in the absence of the President at Board meetings and in the conduct of the day-to-day affairs of the corporation and perform such other duties delegated by the President.

C. Corporate Secretary

The Secretary shall be responsible for the signing of corporation documents and such other duties as may be assigned by the President.

## **Section IX. Election Procedures**

A. General Procedure

1. During the Review Board Meeting two months prior to the Annual Meeting the President shall appoint and the Board ratify an Elections Committee consisting of 3 members of the Board.

This Elections Committee shall seek out and interview potential candidates for the Review Board Offices, selecting a slate of candidates.

2. The Elections Committee shall present this slate of candidates at the following Review Board Meeting (one month prior to the Annual Meeting.)

3. Elections for Review Board Officers will be held at the Annual Meeting in November.

Nominations will be made from the floor, each nomination requiring a second.

At the close of nominations, the written ballot will be modified by each voting member to include any nominees in added to the printed slate of candidates.

Each voting member will indicate her/his preferences and sign the ballot.

Ballots shall be counted by the current Secretary with assistance from the Executive Director.

If no position is contested, the Board may adopt a slate of candidates without a written ballot.

Results shall be announced.

## **Section X – Board Meetings**

### A. Quorum

No business may be transacted at any board meeting without the presence of a majority of the directors representing the subscribing members.. Unless otherwise provided for herein, a vote of the majority of the directors representing subscribing associations is required to pass any resolution. Proxies shall not be permitted. Parliamentary procedure shall be governed by Roberts Rules of Order for Small Boards, except that motions must still be seconded.

### B. Regular Meetings

Regular meetings shall be held at least once each calendar quarter. A written proposed agenda and supporting information shall be provided to each Board member seven days in advance of the meeting date.

### C. Special Meetings

Upon the request of three subscribing associations or on the initiation by the President and one subscribing association, a Special Meeting shall be called by the President or by the Vice President in the absence of the President

## **XI. Annual Meeting**

### A. Date of Meeting

A meeting shall be convened at the usual date of the Review Board Meeting for the month of October.

### B. Notice

The Neighbors West-Northwest Staff shall be responsible to notify all subscribing and non-subscribing associations of this Annual Meeting. Notification shall be by electronic or first class mail as preferred by each individual Board member.

Such notification shall be prepared and sent within 2 business days after the Review Board meeting in which the Slate of Candidates is announced by the Election Committee. It shall include notification of the Annual Meeting and a copy of the Slate of Candidates and the Election Procedures.

#### **Section XII – Grievance Procedure**

Any neighborhood association or group of individuals purporting to represent a neighborhood adversely affected by any decision or action of Neighbors West/Northwest may submit a complaint in writing. At the next regularly scheduled meeting of the Board of Directors, a committee composed of three Board members and the representative of the aggrieved party will be formed to review the complaint and submit a report to the Board within thirty days, for action at the next Board meeting. The Committee may request Mediation. The Board, by an action of a majority of its members shall be responsible for disposition of the grievance.

As allowed by the *ONI Standards*, appeals of a grievance brought against a member neighborhood association may be brought to the NWNW Review Board. The Board, by an action of a majority of its members shall be responsible for disposition of the appeal within 60 days of receipt.

#### **Section XIII – Amendments**

These bylaws may be amended at any Annual or Special Meeting by a vote of 2/3 of the subscribing associations. Accompanying the meeting notice shall be a description of the proposed bylaw changes.

#### **Section XIV –Public Meetings and Records Rules & Governing Statues**

The Neighbors West-Northwest Review Board shall abide by the appropriate governing rules and statutes, including the Office of Neighborhood Involvement *Standards for Neighborhood Associations, District Coalitions, Business District Associations, and the Office of Neighborhood Involvement ORS 65*, and the applicable sections of State and Federal tax regulations.



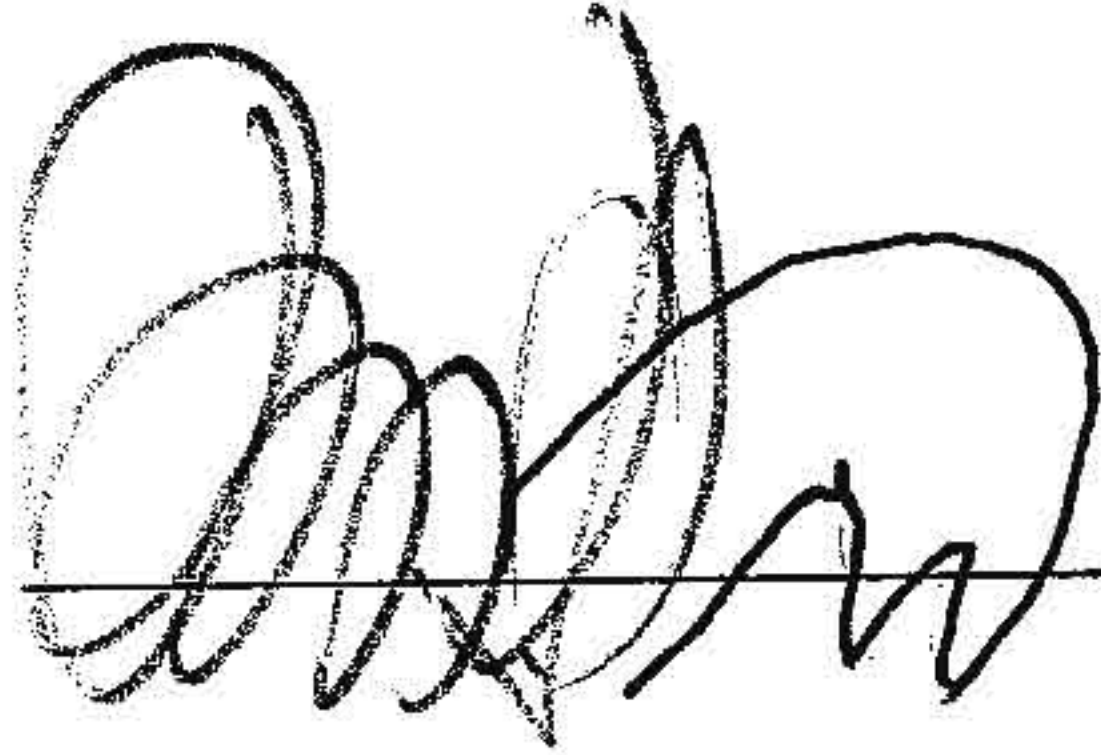
**Section XV –Non-Discrimination**

Neighbors West-Northwest Review Board does not discriminate by race, religion, color, sex, sexual orientation, gender identity, age, disability, national origin, legal citizenship, income or political affiliation.

Adopted by the Board of Directors

August 14<sup>th</sup>, 2013

Signed:



A handwritten signature in black ink, appearing to read 'Peter Stark', is written over a horizontal line.

Date: 8/16/13

Peter Stark

President