

EAST PORTLAND NEIGHBORS BYLAWS

ARTICLE I - NAME

The name of the organization shall be EAST PORTLAND NEIGHBORS, hereinafter known as EPN.

ARTICLE II - PURPOSE

The purpose of the organization shall be:

For considering and acting upon any of a broad range of issues affecting the livability of East Portland. Specifically, this corporation is organized for charitable, educational, and research purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Also, through communication, the organization shall inform the public on subjects beneficial to the community.

ARTICLE III - MEMBERSHIP

Section 1. Membership – EPN is a Membership Public Benefit Non-profit Corporation as defined by Oregon law. Membership in EPN shall consist of the organizations that have a memorandum of agreement with the East Portland Neighbors.

Section 2. There shall be an annual Membership Meeting for the members of EPN in April of each year. At the annual Membership Meeting, the President of EPN shall give an annual report on the financial condition of EPN and the EPN Board of Directors shall be nominated and elected by the Members of the corporation.

Section 4. Membership Meeting Voting –Each member organization shall have a total of one vote. Voting representatives must be either membership organization board members or formally designated as a membership voter by the member organization. Proxy voting shall not be allowed at the annual membership meeting.

Section 5. Calling for Membership Meetings – A Membership Meeting may be called either by the EPN Board of Directors or by the Executive Committee of EPN.

Section 6. There shall be no quorum requirement for any EPN Membership Meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The EPN Board of Directors shall manage the affairs of EPN, including the authorization and review of all projects, grants, and contracts involving EPN.

Section 2. Number of Directors – The number of EPN Directors shall be no less than 5 and no greater than 7.

Section 3. Election and Term of Directors– EPN Directors may be nominated and elected by the members of EPN at any membership meeting, and serve until the next annual Membership Meeting of EPN.

Section 4 Vacancies – Any vacancies on the Board of Directors may be filled by consensus of the current Directors.

Section 5 Removal of Directors – EPN Directors may be removed only during a membership meeting, with advanced notice being given to the removed Director, and a specific agenda item for such removal.

Section 6. Each EPN Director must sign an annual declaration to abide by the terms of the Bylaws, Policies, and Administrative Rules of EPN.

ARTICLE V – OFFICERS

Section 1. EPN Officers shall be the President, the Secretary, and the Treasurer. All Officers shall be EPN Directors.

Section 2. Terms of Office – The term of office for each EPN Officer shall begin July 1 and be for one (1) year or until a successor is elected.

Section 3. Vacancies – Vacancies in any office shall be filled for the unexpired term by consensus of the EPN Board of Directors at its next regular meeting.

Section 4. Duties of Officers

A. The President shall preside at meetings of the EPN Board of Directors, shall be the chief administrative officer of the EPN Board of Directors, and carry out all other duties as defined in the EPN Policies document. The President shall, in the absence of the Secretary, exercise the powers and duties of the Secretary.

B. The Secretary shall be responsible for making sure that the minutes are properly recorded and archived, as well as carry out all other duties as defined in the EPN Policies document. Official action taken by the EPN Board of Directors must be on record as part of the minutes of each meeting. The Secretary shall, in the absence of the President, exercise the powers and duties of the President.

C. The Treasurer shall be responsible for monitoring and reconciling the finances of EPN, including making sure that financial records are properly maintained, that funds are properly disbursed, and for reporting the financial status of the EPN to the EPN Board of Directors on a quarterly basis, as well as carry out all other duties as defined in the EPN Policies document.

Section 5. Financial Controls – EPN shall adopt financial controls as part of the EPN Policies document. EPN shall have a Finance Committee which will include the Treasurer and at least one other non-officer Director. Only persons designated by the EPN Board of Directors may sign checks and credit card slips.

Section 6. Elections – Election of officers shall occur at the June EPN Board of Directors meeting after the annual membership meeting.

Section 7. Removals – Any officer may be removed from office by three-fourths (3/4) vote of the EPN Board of Directors present at a regular meeting. The proposal to remove must be approved at a preceding regular meeting and be made known to all Directors by mail at least seven (7) days before the vote. Any Director and Officer can also be removed at any Membership Meeting.

ARTICLE VI – COMMITTEES

- Section 1. Standing Committees – The EPN Board of Directors will appoint Standing Committee members for one (1) year during the June EPN Board of Directors meeting, and the terms shall be the same as for the Officers of the EPN Board of Directors. Standing Committee members must be Directors of the EPN Board of Directors, and carry out all other duties as defined in the EPN Policies document.
- Section 2. Ad-Hoc Committees – The EPN Board of Directors may, from time to time, create ad-hoc committees to address projects and pressing issues. Ad-hoc committees can only recommend policies and administer approved EPN projects. The EPN Board of Directors will appoint ad-hoc committee members for the period needed, and not to exceed one (1) year without re-authorization by the EPN Board of Directors. Ad-hoc committees may be created or dissolved with a simple majority of the EPN Board of Directors at regular meetings.

ARTICLE VII – BOARD MEETINGS

- Section 1. Regular meetings shall be held on a day agreed upon by the EPN Board of Directors.
- Section 2. Special meetings may be called by the President or at the request of any three (3) directors. Notice of special meetings shall be given to each director not less than twenty-four (24) hours prior to the time of the meeting.
- Section 3. Quorum – A simple majority of elected directors (more than 50%) shall constitute a quorum for the transaction of business for the EPN Board of Directors.
- Section 4. Decisions – The EPN Board of Directors may make decisions without meeting as allowed by ORS 65.211 and ORS 65.341. A consent form describing the decision and effective date will be sent to all board members. When the signed consent form from every board member is returned, the action is taken.

ARTICLE VIII - INDEMNIFICATION

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 or its corresponding future provisions. 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.

ARTICLE IX - AMENDMENTS

This is a fluid and evolving document and we the members reserve the right to change and adapt this document to East Portland Neighbors ongoing needs. These Bylaws may be amended by two-thirds (2/3) vote of the EPN Board of Directors present at any regular meeting. Any proposed amendment in its final form for adoption must be in writing and mailed to the EPN Directors fourteen (14) days prior to the meeting at which it is to be presented.

ARTICLE X - DISSOLUTION

Upon dissolution or final liquidation, after paying all debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit organization that has its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Bylaws Adopted November 2, 1989; Amended November 27, 1990; Amended May 27, 1992; Amended March 24, 1993; Amended April 27, 1994; Amended April 26, 1995; Amended June 28, 1995; Amended August 23, 1995; Amended March 27, 1996; Amended April 24, 1996; Revised November 1, 2000; Amended May 2, 2001; Amended May 13, 2004; Amended January 31, 2005; Amended April 5, 2005; Amended May 3, 2006; Amended April 20, 2011; Revised April 18, 2012; Revised August 23, 2012; Amended April 17, 2013; Amended April 16, 2014; Revised April 20, 2016