

**Bylaws
of the
NORTHEAST COALITION OF
NEIGHBORHOODS, INC.**

Approved by the NECN Board of Directors on March 15, 2016
Effective date June 21, 2016

ARTICLE I. NAME, LOCATION, AND BOUNDARIES

Section 1. Name. The name of this nonprofit member corporation 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.

Section 5. Definition of "In Writing" or "Written." For purposes of these bylaws, the terms "in writing" or "written" shall mean an email, a letter delivered by U.S. mail or other commercial carrier, or a hand-delivered note.

ARTICLE II. PURPOSE

NECN is dedicated to advancing the livability of inner North and Northeast Portland neighborhoods and to collectively addressing community needs. 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 Neighborhood Associations formally recognized by the Office of Neighborhood Involvement, City of Portland within the defined area described in Article I, Section 3.

Section 2. Admission and Resignation. A Neighborhood Association may become a member of NECN by mutual consent of the Neighborhood Association and NECN's Board of Directors. A Member Neighborhood Association may resign membership by presenting written notification of such action to NECN.

Section 3. Vote Entitlement. There shall be one class of members of NECN. Each Member Neighborhood Association shall be entitled to one (1) vote on all issues submitted to the membership for determination.

Section 4. Transfer of Membership. Membership in NECN is not transferable or assignable.

Section 5. Liability. Member Neighborhood Associations shall not be liable for any debts or obligations of NECN.

ARTICLE IV. DIRECTORS

Section 1. Definition. The Directors are representatives of Member Neighborhood Associations as well as community members who reside in, own real property in, own a business in, work in, or represent a business, nonprofit, or agency within the defined area described in Article I, Section 3.

Section 2. General Powers. The business and affairs of NECN shall be governed by its Board of Directors.

Section 3. Authority of the Board of Directors. All Directors share in a joint and collective authority, which exists and can only be exercised at a Board meeting, unless the Board has specifically given an individual Director or Directors the authority to act on the Board's behalf.

Section 4. Duties of Directors.

A. Directors shall discharge their duties in good faith, with due care, and in the best interest of NECN.

B. Directors shall prepare for and regularly attend meetings, ask questions when problems exist, use informed judgment and common sense, and give their undivided loyalty to NECN.

C. Each Director shall serve on at least one Administrative or Community Committee.

Section 5. Composition of Board.

A. The Board of Directors, herein called the Board, shall consist of one (1) Director appointed by each Member Neighborhood Association, referred to herein as Neighborhood Association Directors, and not more than six (6) At-Large Directors.

B. Up to three At-Large Directors shall represent community organizations and business groups that are located within the defined area described in Article 1, Section 3 and that contribute to the mission, vision, and strategies of NECN.

C. Up to three At-Large Directors shall be business, civic, organizational or community leaders who bring specific skills and expertise to NECN or who represent under-engaged populations.

Section 6. Appointment of Directors.

A. Notice of the appointment of a Neighborhood Association Director must be made in writing to NECN by the Member Neighborhood Association and acknowledged at a Board meeting.

B. Prior to the commencement of the June Board meeting, each Member Neighborhood Association shall notify NECN in writing of the appointment of its Neighborhood Association Director for the following board year. At the June Board meeting, the Board shall acknowledge all such appointments.

C. If a Member Neighborhood Association does not appoint a Neighborhood Association Director, withdraws its Neighborhood Association Director, or has its Neighborhood Association Director resign or be removed by the Board, the position shall remain vacant until the Member Neighborhood Association appoints a Neighborhood Association Director to fill the vacancy.

D. A Director who is appointed mid-year takes office and becomes eligible to vote at the next Board meeting following the Board meeting at which the Neighborhood Association Director's appointment was acknowledged by the Board or at which the At-Large Director was appointed by the Board.

Section 7. Election of At-Large Directors.

A. At the Annual Member Meeting, the Member Neighborhood Associations shall vote on each candidate for the position of At-Large Director for the following board year. The Member Neighborhood Associations shall be entitled to vote on the candidates individually.

B. At any time during a board year, the Board may appoint At-Large Directors to fill any vacancies in the At-Large Director positions.

Section 8. Withdrawal of a Neighborhood Association Director. A Member Neighborhood Association may withdraw its Neighborhood Association Director by giving notice in writing to NECN of the withdrawal. The withdrawal shall be acknowledged by the Board at the next Board meeting following such notice. Unless the notice specifies a later effective date, a withdrawal notice shall be effective upon receipt by NECN. Once received, a withdrawal notice is irrevocable unless revocation is permitted by the Board. Upon withdrawing its Neighborhood Association Director mid-year, a Member Neighborhood Association shall be entitled to appoint a new Neighborhood Association Director.

Section 9. Resignation. Any Director may resign by delivering written notice to NECN. The resignation shall be acknowledged by the Board at the next Board meeting following such notice. Unless the notice specifies a later effective date, a resignation notice shall be effective upon receipt. Once received, a resignation notice is irrevocable unless revocation is permitted by the Board.

Section 10. Removal of Director.

A. Any Neighborhood Association Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

B. Any At-Large Director may be removed, with or without cause, at a Member Meeting by a majority vote of those Member Neighborhood Associations which have an individual in attendance at the meeting who is vested with the Member Neighborhood Association's voting power. The notice of the Member Meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the At-Large Director.

Section 11. Term and Board Year. Directors shall serve for one year from the first Board meeting after the Annual Member Meeting until the beginning of the first Board meeting after the Annual Member Meeting the following year. Mid-year appointments or elections shall expire at the end of the board year. A board year runs from the first Board meeting after the Annual Member Meeting until the beginning of the first Board meeting after the Annual Member Meeting the following year. Directors may be appointed or elected to serve as Directors for additional terms without limitation.

Section 12. Indemnification. NECN shall indemnify all Directors, Officers and former Directors and Officers made party to a proceeding because the individual is or was a Director or

Officer of NECN against liability, expenses, judgments, fines incurred in the proceeding and money paid in settlement if the Board determines that the conduct of the Director or Officer was in good faith, that the Director or Officer reasonably believed that his or her conduct was in the best interest of NECN, or at least not opposed to its best interest, and that, in the case of any criminal proceedings, the Director or Officer had no reasonable cause to believe that his or her conduct was unlawful. NECN may indemnify its employees and other agents to the fullest extent permitted by law.

ARTICLE V. OFFICERS

Section 1. Number of Officers. The Officers shall be the Chair, Vice-Chair, Treasurer, Secretary, and Parliamentarian.

Section 2. Election of Officers. At the first Board meeting following the Annual Member Meeting, the Board shall appoint a Chair Pro-Tem from amongst the Directors to serve as the chair of that Board meeting until the election of a new Chair. The Officers shall be elected by the Board at the first Board meeting following the Annual Member Meeting to hold office for the board year.

Section 3. Removal of Officers. Any Officer may be removed, with or without cause, by a vote of a majority of the Directors then in office. If a Member Neighborhood Association removes or withdraws its Neighborhood Association Director, that Director is no longer a Director or Officer at the time the Member Neighborhood Association's action is taken.

Section 4. Term. The regular term for Officers shall be one (1) year. If an Officer is elected mid-year, that Officer shall serve out the remainder of the term.

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 Board meeting following nominations during the meeting from the Directors present.

Section 6. Eligibility for Office. Any Director is eligible to hold office unless that Director's service as an Officer is prohibited by Article V, Section 7. Only Directors can be Officers.

Section 7. Term Limits. No Director shall serve as an Officer for more than three terms consecutively. A Director who has served as an Officer for three consecutive terms shall be eligible be elected as an Officer again after a board year during which the Director did not serve as an Officer. For purposes of this Section 7, a Director elected as an Officer mid-year shall be deemed to have served as an Officer for a full term.

ARTICLE VI. DUTIES OF OFFICERS

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

Section 2. Chair. Except as otherwise provided in these bylaws, the Chair is responsible for preparing agendas for and presiding at Board meetings, Executive Committee meetings, and Member Meetings. The Chair may represent the Board in public and official capacities as instructed by the Board. The Chair shall encourage all Directors to participate in Board activities

and shall monitor the progress of the Administrative Committees. The Chair shall ensure that all Directors equitably have the opportunity to participate in Board meetings.

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

Section 4. Treasurer. The Treasurer shall be responsible for monitoring records and ledgers in accordance with accepted accounting procedures, and shall periodically ascertain if all procedures are proper, and shall report regularly to the Board on relevant financial matters.

Section 5. Secretary. The Secretary shall prepare the minutes, authenticate NECN's records, and ensure that Board records are timely and properly updated, maintained, archived and made easily accessible to the public.

Section 6. Parliamentarian. In all cases the Parliamentarian shall work within NECN's Articles of Incorporation and these bylaws. The Parliamentarian may utilize Robert's Rules of Order, current edition, and shall advise the Chair and the Board on matters of procedure not covered by these documents. Unless overruled by the majority of the Board, the Parliamentarian has the power alone to rule on questions of order. The Parliamentarian shall be responsible for conducting elections of Officers and At-Large Directors.

ARTICLE VII. BOARD AND COMMITTEE 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 provided at least seven (7) days in advance of the meeting date 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. Regular Meetings. The Board shall meet at a regularly scheduled date and time designated by the Board. Board meetings occurring at those dates and times are regular Board meetings. There shall be a Board meeting in June of each year.

Section 4. Special Board or Committee Meetings. Special Board or Committee meetings may be scheduled for any purpose by the Chair or Committee Chair or Co-Chair. The special meeting shall be scheduled allowing for seven-day notice through at least the website posting and Committee email group.

Section 5. Emergency Meetings. Emergency Board meetings may be called for any purpose by the Chair or by any five (5) Directors who notify any Officer in writing of the call. The date of the emergency meeting shall be not more than seven days after the date on which an Officer receives such written notification. Not more than forty-eight (48) hours after receiving such a written notification, the Officer who receives it shall prepare an agenda for the emergency meeting, shall set a time and date for the emergency meeting, and shall provide notice of the emergency meeting to every Director. If the emergency meeting is called by the Chair, the Chair shall prepare an agenda for the emergency meeting, shall set a time and date for the emergency meeting, and shall provide notice of the emergency meeting to every Director.

Notice of an emergency meeting shall be provided to every Director by the Officer or Chair not less than twenty-four (24) hours before the emergency meeting.

Section 6. Place of Board Meetings. Regular, special and emergency Board meetings shall be at NECN's facility or at a place designated by the Executive Committee or the Board as convenient to the Board.

Section 7. Quorum. A majority of the Directors then in office or Committee members shall constitute a quorum of the Board or Committee. A majority is greater than 50%. A Board or Committee meeting may be held without quorum, but no votes resulting in an action or directive can be taken.

Section 8. Voting. Each Director or Committee member has one (1) vote, and decisions shall be made by a vote that is at least a majority vote of those Directors or Committee members present and voting, except as otherwise provided in these bylaws. A Director or Committee member who abstains from a vote is deemed to be not voting. Proxy voting and voting by mail are prohibited.

Section 9. 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 bylaws.

Section 10. Right to be Heard. Ordinary procedure as prescribed by Robert's Rules of Order, current edition, may govern audience and Director or Committee Member 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 Chair or Committee Chair or Co-Chair. Issues of concern to large numbers of persons, may be heard using a sign-up procedure devised by the Chair or Committee Chair or Co-Chair to allow for efficient use of meeting time and sufficient time for public comment. The Board or Committee shall consider minority reports if they are requested to be heard. The Board may determine other methods for conduct of meetings.

Article VIII. MEMBER MEETINGS.

Section 1. Annual Member Meeting. NECN shall hold an Annual Member Meeting, at a time and place decided by the Board. The Annual Member Meeting shall occur after the June Board meeting. The purpose of the Annual Member Meeting shall be to elect At-Large Directors and for the transaction of such other business as may come before NECN.

Section 2. Other Member Meetings. The Board shall have the power to call a Member Meeting other than the Annual Member Meeting, at a time and place decided by the Board.

Section 3. Notice. NECN shall provide a minimum of 6 weeks advance notice in writing to the Member Neighborhood Associations of the time and place of the Annual Member Meeting or other Member Meeting.

Section 4. Votes at the Annual Member Meeting. At the Annual Member Meeting, the Member Neighborhood Associations shall vote on the candidates for At-Large Director positions for the following board year and may vote on other actions, if any, on the agenda of the Annual Member Meeting.

Section 5. Quorum. Those Member Neighborhood Associations which have an individual vested with the Member Neighborhood Association's voting power in attendance at the Annual Member Meeting or other Member Meeting shall constitute a quorum for purposes of the Member Meeting.

Section 6. Designation of an Individual to Exercise Voting Power. A Member Neighborhood Association's voting power shall be vested in an individual designated in writing by the Member Neighborhood Association to NECN prior to the date of the meeting at which the membership vote will occur.

Section 7. Voting. Unless otherwise provided in NECN's Articles of Incorporation, these bylaws, or by law, decisions at the Annual Member Meeting shall be made by a vote that is at least a majority vote of those Member Neighborhood Associations present and voting. A Member Neighborhood Association that abstains from a vote is deemed to be not voting. Proxy voting and voting by mail are prohibited at the Annual Member Meeting and other Member Meetings.

Section 8. Governing Rules. Robert's Rules of Order, current edition, may be utilized to govern the Annual Member Meeting or other Member Meeting, except as otherwise provided in these bylaws.

Section 9. Open to Public. The Annual Member Meeting and any other Member Meeting shall be open to the public, except for executive sessions, as provided for in the Office of Neighborhood Involvement (ONI) Standards.

ARTICLE IX. COMMITTEES

Section 1. Committees. Except as authority may be delegated to a committee by the Board, all committee recommendations and decisions must be presented in a timely manner and approved by the Executive Director, the Executive Committee, or the Board, in accordance with guidelines adopted by the Board. The Executive Director shall not have the authority to approve the recommendations or decisions of an Administrative Committee.

Section 2. Administrative Committees.

A. There shall be an Executive Committee, which is an Administrative Committee.

B. The Executive Committee shall provide administrative guidance of NECN and shall undertake such other duties and have such authority as may be delegated to it by the Board from time to time consistent with these bylaws. The Executive Committee shall have the power to make policy decisions for NECN that are time-sensitive, but only the Board may approve NECN's annual budget.

C. The members of the Executive Committee shall be the Officers.

D. The Board may create additional standing or special Administrative Committees from time to time as it shall deem consistent with the mission, vision, and strategies of NECN. The Board may dissolve these additional standing or special Administrative Committees.

E. The Board may appoint members of the Administrative Committees at any time and may remove members of the Administrative Committees at any time, with or without cause.

Notwithstanding the foregoing, the Board may not appoint or remove members of the Executive Committee, except by electing an Officer or by removing an Officer from office. No Administrative Committee may have fewer than two committee members. Only Directors may serve on an Administrative Committee. The term for Administrative Committee members shall be one year, from the beginning of the board year until its end. In the case of a mid-year appointment, that Administrative Committee member's term shall expire at the end of the board year.

F. Administrative Committees shall operate by guidelines adopted by the Board that conform to these bylaws.

Section 3. Community Committees.

A. Except as otherwise decided by the Board, there shall be the following Community Committees: the Land Use and Transportation Committee, and the Safety and Livability Team Committee. The Board may dissolve any Community Committee.

B. Except as otherwise decided by the Board, the Land Use and Transportation Committee shall consider issues and projects relevant to land use and transportation.

C. Except as otherwise decided by the Board, the Safety and Livability Team Committee shall consider matters related to safety and livability issues and projects in NECN neighborhoods.

D. The Board may create additional Community Committees from time to time as it shall deem consistent with the mission, vision, and strategies of NECN.

E. Each Member Neighborhood Association shall be entitled to appoint one (1) member to each Community Committee and may withdraw its Community Committee member. The Member Neighborhood Association shall provide written notice to NECN of the appointment or withdrawal of such committee members, and their appointment or withdrawal shall be acknowledged at a Board meeting.

F. There may also be at-large members of a Community Committee, as appointed by the Board.

G. The Board may appoint members of the Community Committees at any time and may remove Community Committee members at any time, with or without cause. A Community Committee may at any time recommend to the Board the appointment or removal, with or without cause, of a Community Committee member.

H. No Community Committee may have fewer than two committee members. The term for Community Committee members shall be one year from July 1 to June 30. In the case of a mid-year appointment or election, that Community Committee member's term shall expire at the end of the board year.

I. The Chair or at least one Co-Chair of each Community Committee shall be an NECN Director.

J. Community Committees shall operate by guidelines adopted by the Board that conform to these bylaws.

ARTICLE X. LIAISON REPRESENTATIVES

Individuals who are chosen by the Board to represent NECN as liaison representatives on Boards, Commissions or Committees of the City or of another government body, shall give informative regular reports back to the Board to be determined by the Board on a case by case basis. When participating on such Boards, Commissions, or Committees, liaison representatives shall represent what they reasonably believe in good faith to be the position of NECN. Liaison representatives need not be Directors, but are required to reside in, own real property in, own a business in, work in, or represent a business, non-profit, or agency within the defined area described in Article I, Section 3.

ARTICLE XI. 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 Against NECN. A grievance against NECN must contain an alleged violation of NECN bylaws or the ONI Standards. Grievances against NECN must be submitted to the NECN Executive Director within 45 business days of the alleged violation.

Section 3. Processing a Grievance Against NECN. A grievance against NECN shall be reviewed and heard by the Executive Committee. The grievance must be reviewed and responded to within 60 calendar days from receipt of the grievance by the NECN Executive Director. 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 Executive Committee regarding a grievance, however, may be held in executive session. NECN shall respond in writing to a grievance against NECN and shall include in the response findings supporting the decision. NECN shall maintain any supporting documents in case of appeal.

Section 4. Appeal to NECN from Grievance Against Member Neighborhood Association. In the event of an appeal by a grievant to NECN from a decision by a Member Neighborhood Association on a grievance against the Member Neighborhood Association, the original grievance and subsequent appeal must contain an alleged violation of the Member Neighborhood Association's bylaws or of the ONI Standards. Such an appeal must be submitted to the NECN Executive Director by the grievant within fourteen (14) business days of adjudication of the grievance by the Member Neighborhood Association. The appeal may be reviewed and heard by the Executive Director, the Chair, the Parliamentarian, the Executive Committee, or a committee created by Executive Committee or by the Board. The Executive Committee or the Board shall have authority to create such a temporary committee, the members of which shall all be Directors, and which shall be deemed a special Administrative Committee. Upon receipt of an appeal by the NECN Executive Director, the Chair shall decide which of the foregoing persons or committees shall review and hear the appeal. The review of an appeal may be performed by a different person or committee than the person or committee who hears the appeal. If the Chair recuses himself or herself or is otherwise unable to decide who shall review and hear the appeal, the Parliamentarian shall decide. If the Parliamentarian also recuses himself or herself or is otherwise unable to decide who shall review and hear the appeal, the Executive Committee shall review and hear the appeal. The appeal must be

reviewed and responded to by NECN within 60 calendar days from the date the appeal was received by the NECN Executive Director.

Section 5. Appeal to ONI. Upon resolution by NECN of a grievance against NECN or an appeal to NECN of a grievance against a Member Neighborhood Association, the grievant may appeal to ONI. The grievant has fourteen calendar days from the date the decision is rendered to appeal.

ARTICLE XII. AMENDMENTS

Section 1. Amendment Procedure. These bylaws may be amended by the Board at any regular meeting of the Board after the proposed amendments have been reviewed and posted at two (2) previous consecutive regular meetings of the Board, except where these bylaws or amendments conflict with any superseding law. Revisions may be made to the proposed amendments at any Board meetings at which the proposed amendments are reviewed or voted on, and such revisions shall not prevent that Board meeting and any previous Board meeting at which the proposed amendments were reviewed from counting towards the required number of Board meetings. A two-thirds (2/3) vote of the Directors then in office is necessary to pass any amendment to these bylaws.

Section 2. Effective Date. These bylaws shall take effect at the close of the June Board meeting in 2016.

ARTICLE XIII. ONI STANDARDS

Notwithstanding any conflicting provision of these bylaws, NECN shall comply with the ONI Standards applicable to district coalitions.