

# Central Northeast Neighbors Bylaws

Adopted 11/2/94      Revised 6/4/08

## ARTICLE 1

**The name of this public benefit, non-profit corporation shall be Central Northeast Neighbors, Inc. (CNN)**

## ARTICLE 2

### Purpose

**The purpose for which CNN is organized is to:**

- a. Improve and/ or maintain the equality of life for all members of the CNN community by working to improve social, physical, and economic concerns;
- b. Facilitate education, research, and exchange of information in the community;
- c. Enhance livability in the area by establishing and maintaining open lines of communication, and liaison between member and non-member neighborhood associations, business associations, district coalitions and government agencies;
- d. Provide information in the area by establishing and maintaining open lines of communication, and liaison between member and non-member neighborhood associations, business associations, district coalitions, and government agencies;
- e. Provide support to neighborhood associations and projects which raise the level of participation by citizens in their area;
- f. Aid citizens in developing projects and programs which:
  1. Increase employment, economic opportunities, and the utilization or occupancy of commercial areas;
  2. Rehabilitate, upgrade, or increase housing stock;
  3. Preserve and enhance wildlife and marine areas; improve public awareness and the opportunities to enjoy them.
  4. Make physical improvements to new or existing parks, and recreational areas;
  5. Promote an effective proactive effort to use available resources to improve the safety of the community;
  6. Improve the appearance of cleanliness of the area neighborhoods;
  7. Promote recruitment and recognition of outstanding citizen participation and achievement.
- g. Have and enjoy all the powers granted and engaged in any lawful activity for which corporations may be organized under ORS Chapter 65;

- h. Organize exclusively for educational, scientific, and charitable purposes not withstanding any statement of purposes, or powers aforesaid, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are in the furtherance of its specific and primary purpose.

**ARTICLE 3**  
Defined Area

The coalition boundaries are as shown on Attachment A.

**ARTICLE 4**  
Membership

**Section 1** Recognized neighborhood associations within the defined area of Northeast Portland shall be eligible for membership as per Portland City Ordinance 1409.05.

**Section 2** A CNN member neighborhood association shall hold membership in no other area coalition of neighborhoods.

**Section 3** Any neighborhood association complying with Article 4, Section 1 and 2, and applying for membership in Central Northeast Neighbors shall be granted membership. 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 be dropped from CNN without a two-thirds (2/3) vote of the Board.

**ARTICLE 5**  
Board of Directors

**Section 1** The number of Directors shall be not be less than ten (10) or more twenty-four (24) and shall be selected from individuals who qualify for membership in neighborhoods within CNN's defined geographic boundaries.

**Section 2** The board shall consist of up to two (2) Directors and one (1) alternate selected by each active member neighborhood association. Each neighborhood association shall provide the President of CNN in writing, the names of its representatives and alternate prior to their exercise of voting rights as members of the Board. The remaining Directors shall consist of up to two (2) Directors from CNN area Business Associations, up to two (2) Directors from CNN area Community Organizations, Social Service Agencies, Schools or Regional Citizen Involvement Groups and up to one (1) Director from at-large persons with special expertise or interest.

**Section 3** All terms of office for Board members shall be for two (2) years and will expire the first Wednesday of March to coincide with term-of-office of the CNN officers. One-half of the neighborhood representatives' terms shall expire at the end of even term years and one-half shall expire at the end of odd term years.

**Section 4** If Board member misses three (3) consecutive regular Board meetings without prior notification or without representation by the designated alternate, the President shall notify the affected neighborhood association and request that the representative be replaced. Designation of a replacement shall be in writing.

**Section 5** If a member is unable to serve or resigns; notice of resignation shall be made in writing to the president of that Board member's neighborhood association with copy to the CNN President. If such a board members an officer of CNN, notice of resignation from office shall be made in writing to the CNN board.

The neighborhood association in which a vacancy occurs by reason of a representative's resignation or inability to serve on the CNN Board shall fill the vacancy for the un-expired term thus created as provided in the bylaws of that neighborhood association.

**Section 6** Each Board member shall serve as member of at least one standing committee and as member of special committees as other duties permit.

**Section 7** Every new Board member shall be provided an orientation session conducted by the Board and/ Or Executive Director to assist them in understanding the work workings of CNN, and their role as a Board member. In addition, new members are encouraged to also take a workshop on parliamentary order conducted periodically by CNN, ONI, or other organizations.

**Section 8** Board members shall act in good faith in matters which come before the CNN Board, and shall conduct them selves in a prudent and responsible manner, being especially mindful of the Standards of Conduct for Directors as listed and defined in ORS Chapter 65. (Appended as Attachment B and by reference part of these Bylaws).

## **ARTICLE 6**

### **Officers**

**Section 1** Officers of CNN shall be president, Vice President, Secretary, and Treasurer nominated from and elected by the CNN Board.

- Section 2** Each officer shall represent a different neighborhood association.
- Section 3** All officers shall be elected on the first Wednesday of March, and shall serve a term of one (1) year from the date of their election or until their successors have been duly elected. An officer may serve no more than two consecutive terms in the same office.
- Section 4** Vacancies in any office shall be filled by election by the Board for the unexpired term for that office.
- Section 5** Officers shall be elected by a majority vote and by a signed written ballot. In the event a candidate is not elected by a majority, the vote shall be recast between the two candidates receiving the most votes on the previous ballot. All election ballots shall be available for public inspection for a period of Fifteen (15) days following the election.
- Section 6** Duties of the Officers of CNN shall be:

**A. President:**

1. Shall preside at meetings of the board and the Executive Committee, and shall be chief administrative officer of CNN.
2. Shall develop, in cooperation with the Executive Committee and the Executive Director, the agenda for meetings of the CNN Board.
3. As chief administrative officer, shall sign contracts and other legal documents on behalf of CNN.
4. Shall appoint, with approval of the Board, members of all committees except the nominating and grievance committees, those committees for which membership is specific in these Bylaws, and all special committees whose members are named by the Board in the motion which establishes any such special committees.
5. Shall be non-voting official member of all committees except the nominating and grievance committees, and shall exercise the Oversight of all committees and all affairs of CNN to ensure proper procedure and compliance with all prevailing rules and regulations, policies, bylaws, and statues, with special regard to compliance with 501©3 of the Internal Revenue Code, with the exception of the Executive Committee in which President shall have full voting privileges.

**B. Vice President:**

1. Shall, in the absence of the president, preside over meetings of the Board and the Executive Committee and perform all duties inherent in authority of the President except as limited by Robert's Rules of Order.

2. Shall cooperate with the President, the Executive Committee, and the Executive Director in developing the agenda for meetings of the CNN Board.
3. Shall assume and exercise the duties of the president in case of incapacity, resignation, and removal from office, death of the president and in instances when the President is not available for timely decision when needed.

Should the Vice President appoint and the board approves additional or new committee members, such appointments shall be for the duration of the task for which the appointments were made.

**C. Secretary**

1. Shall keep or have kept an accurate record of the activities of the Board. Such records shall be available in written form within a reasonable period of time following each meeting of the Board.
2. Shall maintain Minutes that comply with ORS 192.650.
3. Shall keep or have kept a current file of all Board members' letters of appointment/election to the Board, committee assignments, and record of service of members of the CNN Board.

**D. Treasurer:**

1. Shall keep records and ledgers in accordance with generally accepted accounting procedures.
2. Shall ascertain that all transactions are in approved format with drafts appropriately countersigned by two of the following: CNN President, CNN Vice President, CNN Treasurer, CNN Secretary, CNN Executive Director, and CNN Office Manager.

**Section 7** An officer may be removed for cause by a two thirds (2/3) vote of the Board of Directors at a meeting where a quorum is present. All Board members shall be given a minimum of seven (7) days written notice of the purpose of the meeting and the specified charges.

**ARTICLE 7**  
Meetings

**Section 1** Regular Board meetings shall be held on the first Wednesday of each month except when by board vote the board decides to cancel or reschedule a regularly scheduled board meeting at the CNN Office or other designated location within the CNN boundaries or as designated by ORS 192.630. Public notice by mail not less than seven (7) days prior to

the meeting shall be given to interested persons including the news media which have requested notice of the time and place for holding regular meetings.

**Section 2** The regular meeting on the first Wednesday of March shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and any other business that may arise.

**Section 3** Special Board meetings may be called by the president or at the written request of at least one-third (1/3) of the Board Members. Notice of special meetings shall be sent to arrive not less than forty-eight (48) hours, excluding Saturday and Sunday, prior to the time of meeting to all Board members and interested persons and news media which have requested notice. Reasonable effort must also be made to comply with public notice requirements of ORS 192.640.

The call of a special meeting shall state the business to be considered in that meeting and only business mentioned in the call of meeting shall be transacted at such a meeting.

**Section 4** Except as limited by ORS 192.610 to 192.690, all Board meetings shall be open to the public and minutes shall be kept and made available to the public within a reasonable time after each meeting. Such minutes shall include:

- a. All members of the Board present, absent or excused;
- b. All motions, proposals, resolutions and orders proposed and their dispositions;
- c. The results of all votes and the vote of each member by name;
- d. The substance of any discussion on any matter;
- e. Order records as specified on ORS 192.650

**Section 5** Each Board member is entitled to one vote. Designated neighborhood association alternate representatives are entitled to vote only in the absence of the neighborhood representative for which he/she is alternate. No proxy votes shall be allowed.

**Section 6** A Majority of the participating, activity neighborhoods, and their designated delegates shall constitute a quorum for the transaction of business by the Board.

**Section 7** All questions and votes shall be decided by a majority of the votes cast at any meeting of the Board, except those where two-thirds (2/3) vote is required.

**Section 8** The rules contained in the current edition of Roberts Rules of Order (revised) shall govern the CNN Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules which the CNN Board may adopt, and any local, state, or national statutes applicable to this organization.

## **ARTICLE 8** Committees

**Section 1** A viable system of committees is essential to informed and effective consideration of all matters within the purview of CNN

- a. Standing Committees of CNN shall be: Executive, Personnel, Nominating, Grievance, and Land Use.
- b. Additional standing committees may be created by appropriate Bylaws amendment.
- c. Special committees may be established by majority vote of the Board.

**Section 2** Committees shall elect their own chairpersons except as otherwise specified by these Bylaws.

**Section 3** The president shall appoint, with approval of the Board, the members of all standing committees.

**Section 4** Standing committee members shall serve for one year, beginning at the first regular meeting following the annual election-of-officers meeting or until their successors have been appointed or elected. Members appointed or elected to fill vacancies on committees shall serve the un-expired term of any vacant position.

**Section 5** Special committee recommendation shall become Board policy until approved by the appropriate majority vote of the Board.

**Section 6** No committee recommendation shall become board policy until approved by the appropriate majority vote of the Board.

**Section 7** Where not otherwise provided by these Bylaws or any standing or special rules in effect, matters brought before the Board may be referred by the Board to the appropriate committee for recommendation.

The President may also, without objection, refer any matter before the Board to the appropriate committee with instructions for review and request for recommendation. Any member of the Board may object to such referral to committee. The matter shall then be considered by the entire Board unless subsequently referred to committee by the Board.

**Section 8** No committee shall, nor shall any committee member, direct members of the CNN staff except to request information necessary to committee function. All communications with staff shall be directed through channels as provided by these Bylaws and standing rules in effect.

**Section 9** The composition and duties of the standing committee shall be:

**A. Executive Committee**

1. The executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer. The President shall be chairperson with full voting rights as specified in Article 6, Section 6 a 5 of these Bylaws.
2. The committee shall assist in developing the agenda for meetings of the CNN Board, shall advise the President as appropriate on administrative matters of concern to CNN, and shall act on behalf of the Board in any emergency situation in which time or physical circumstance do not permit a timely meeting of the Board.
3. Any emergency decision or action by the Executive Committee shall be submitted to the board at the next regular meeting for ratification.

**B. Personnel Committee**

1. The Personnel Committee shall be composed of not less than five (5) Board members appointed by the president and approved by the Board.
2. For purpose of screening and hiring Executive Director, additional members appointed by the President and approved by the Board.
3. The personnel Committee shall maintain an ongoing review of CNN personnel policies and recommended Board approval of such revisions necessary for conformity with applicable statutes, regulations and CNN Bylaws and Standing Rules
4. The Personnel Committee shall act on behalf of the Board in all personnel matters as authorized and specified in these Bylaws, CNN personnel policies, CNN special rules, CNN standing rules, and prevailing local, and national regulations and statutes.
5. The Personnel Committee shall make an annual summary report.

**C. Nominating Committee**

1. The nominating Committee shall consist of three members of the Board who shall be appointed by the president of the board at the January meeting prior to the March election-of- officers meeting. The Committee



shall poll all Board Members for candidates' and prepare a list of at least one nominee for each office and elected committee specified by these bylaws.

**D. Grievance Committee**

1. The Grievance Committee shall be composed of the Executive Committee except if the complainant(s) are on the Executive Board will appoint a replacement from the board. The committee will meet as required to consider and resolve any grievance filed in accordance with Article X of these Bylaws.

2. The Grievance Committee shall make an annual summary report.

**E. Land Use Committee**

1. Shall be composed of volunteer representatives from each of the Coalition neighborhood associations. Upon receipt of written notice from a neighborhood association of that association's designated Land Use Committee representative, the CNN President shall appoint and gain CNN Board Approval said representative to be a member of the CNN Land Use Committee.

2. The Primary function of the Committee shall be to encourage each Coalition Neighborhood Association to establish a land use committee within each neighborhood association's guidelines, and to provide education for and assist Coalition Neighborhood Associations in the process of land use issues.

3. This Committee may review land use decisions and insure compliance with LUTOP decision and any conditions included in the decision, be a referral body only and shall not set policy or act on and any decision made by the CNN Board except when the issue is time sensitive ratified by the board at the next scheduled board meeting as specified in these bylaws.

4. The committee shall make monthly reports to the CNN Board of any conferences or other activities of the Committee and shall make an annual summary report.

**ARTICLE 9**

**Employees**

**Section 1** The board of Directors shall have authority to employ personnel as provided by contract with ONI and CNN Personnel Policies

**Section 2** Staff supervision and all staff roles, responsibilities, and duties shall be governed by appropriate statues, CNN Personnel Policies, these Bylaws,

and such standing rules as many from time to time are adopted by the Board (e.g., Job Description, and the CNN Roles and Responsibilities Matrix).

## **ARTICLE 10** Grievance Procedure

- Section 1** Any person adversely affected by a decision of the CNN Board may submit a written complaint to any member of the Grievance Committee.
- Section 2** The Grievance Committee shall meet with in seven (7) days after receiving the complaint.
- Section 3** The complaint shall be notified in writing at least three (3) days prior to the meeting and may be present and give testimony relating to the grievance.
- Section 4** The Grievance Committee shall attempt to resolve the complaint and shall notify the complainant and the Board in writing of the committee determination.
- Section 5** The complainant may submit to the Board a written appeal of the Committee's determination with in 7 days of receipt of the determination.
- The appeal must be made within seven (7) days of receipt by the complaint of the Committee's notification. The appeal shall be heard at the next scheduled board meeting. Should the appeal to the board be made less than seven days before a regularly scheduled Board meeting, the Board will schedule a hearing on the appeal at the next following Board meeting.
- The complainant will be notified in writing no less than three (3) days prior to the meeting and both complainant and Grievance Committee members may testify during the appeal hearing.
- No Grievance Committee member may vote on resolution of the appealed decision, and the Board determination shall be by majority vote of the remaining Board members.
- The decision of the Board shall be final.

## **ARTICLE 11** Conflict of Interest

- Section 1** Definition: A conflict of interest exists for an officer or other Board member whenever the officer or Board member holds a personal financial

interest which will be impacted by the action or inaction by CNN on a proposal financial interest which will be impacted by the action or inaction by CNN on a proposal before the CNN Board. A personal financial interest shall include a financial interest held by the officer or Board member and/ or by members of the immediate family of such officer or Board member. A personal financial interest includes ownership interest above five percent (5%) of a business which will be impacted by a decision of CNN; Ownership of property the use or control of which is being considered by CNN; Plans to purchase property the use or control of which is under discussion by CNN, etc. Conflict of Interest is further defined under ORS 65.361.

**Section 2** Declaring the Conflict of Interest: Whenever an officer or Board member of CNN determines that he/she has a conflict of interest relating to an item under discussion, he/she must inform the CNN Board hearing proposal that the conflict of interests exists.

**Section 3** Abstention from Voting: Officers or CNN Board members shall not vote on matters in which they have a conflict of interest.

## **ARTICLE 12**

### Standing Rules

**Section 1** Definition: Standing rules are rules which are related to the details of administration of a society or governed body rather than parliamentary procedure. They can be adopted or changed upon the same condition as an ordinary act of the society or governing body.

**Section 2** The Standing Rules for CNN are:

- a. CNN Roles and Responsibilities Matrix
- b. CNN Personnel Policies and Job Descriptions
- c. The current CNN Annual Action Plan
- d. The current CNN/ONI Contract for services

## **ARTICLE 13**

### Non-Discrimination

**Section 1** CNN shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual, gender identity, orientation, age, disability, and national origin, and income, political affiliation in any of its policies, recommendation or actions.

### **Indemnification of Board Members**

**Section 1** The personal liability of a director or compensated 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.

**ARTICLE 14**  
Amendments

**Section 1** The CNN Bylaws may be amended by a two-thirds (2/3) majority vote of the entire Board at any regular meeting or any special meeting called for this purpose. Proposed changes must be submitted in writing to the entire Board no less than seven (7) days prior to the meeting in which it/they are to be voted upon.

**LIST OF EXHIBITS**

**CNN Roles and Responsibility Matrix**

**CNN Personnel Policies**

**Boundaries- Coalition Map**

**Standards of Conduct for directors (Chapter 65)**

**ORS 192.610 to 192.690**