

# **EAST PORTLAND NEIGHBORS, INC.**

## **BYLAWS**

### **ARTICLE I – NAME**

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

### **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 and quality of member neighborhoods. Specifically, this corporation is organized for charitable, educational, and research purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private entity, be it citizen, business, or property. Also, through communication, the organization shall inform the public on subjects beneficial to the community.

### **ARTICLE III – MEMBERSHIP**

Section 1. Membership: Membership in EPN, Inc. shall consist of Neighborhood associations recognized by the City of Portland Office of Neighborhood Involvement and have a memorandum of understanding with the East Portland Neighborhood Office.

Section 2. Application for Membership: Any recognized neighborhood association shall be admitted upon receipt of request and approval by the EPN, Inc. Board of Directors.

### **ARTICLE IV – DIRECTORS**

Section 1. Membership: The EPN, Inc. Board of Directors shall consist of one (1) director from each member neighborhood association.

Section 2. Alternates: Member neighborhood associations may appoint an alternate that will have all the rights and responsibilities of their director in the absence of their director.

Section 3. Terms of Office: The term of office of its directors shall not exceed one (1) year, be the decision of each recognized neighborhood association to appoint their director, and be ratified by the EPN, Inc. Board of Directors.

Section 4. Each Neighborhood Association shall submit written confirmation of their EPN, Inc. Director on an annual basis, on or before the date of the annual meeting. EPN, Inc. shall remove a director at the request of the respective member neighborhood association.

Section 5. Each EPN, Inc. Director must sign a conflict of interest declaration annually.

## **ARTICLE V – OFFICERS**

Section 1. Officers: Officers shall be the President and Secretary/Treasurer. Officers shall be directors.

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

Section 3. Vacancies: Vacancies in any office shall be filled for the unexpired term by majority vote of the EPN, Inc. Board of Directors.

Section 4. Duties

A. The President shall preside at meetings of the EPN, Inc. Board of Directors and shall be the chief administrative officer of the EPN, Inc. Board of Directors.

B. The Secretary/Treasurer shall, in the absence of the President, exercise the powers and duties of the President. The Secretary/Treasurer shall also be responsible for the proper recording of the minutes. Official action taken by the EPN, Inc. Board of Directors must be on record as part of the minutes of each meeting. The Secretary/Treasurer shall be responsible for maintaining financial records and reporting financial status to the EPN, Inc. Board of Directors.

Section 5. Elections: Election of officers shall occur at the annual meeting.

Section 6. Removals: Any officer may be removed from office by three-fourths (3/4) vote of the EPN, Inc. 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.

## **ARTICLE VI – COMMITTEES**

Section 1. Standing Committees: The EPN, Inc. Board of Directors will appoint Standing Committee members for one (1) year during the annual meeting, and the terms shall be the same as for the Officers of the EPN, Inc. Board of Directors. Members must be either Directors or Alternate Directors of the EPN, Inc. Board of Directors. Each member Neighborhood Association may have no more than one representative on each Standing Committee. All committees must have at least three (3) members who must be either Directors or Alternate Directors of the EPN, Inc. Board of Directors. A quorum shall be a simple majority of the Standing Committee members. Each Standing Committee will elect its own chair. Rules for the removal and filling of vacancies of committee members shall be the same as for EPN, Inc. Board of Directors Officers, as stated in Article V, Sections 3 and 6. All standing committees must keep written minutes, report those minutes to the EPN, Inc. Board of Directors during regular and annual meetings, and all minutes are to be kept in the EPN, Inc. records. Standing Committees shall follow Standing Committee policies adopted by the EPN, Inc. Board of Directors at the annual meeting. The Standing Committee policies may be modified at any EPN, Inc. Board of Directors meeting. Standing Committee policies must be in a single document. The EPN, Inc. Board of Directors must be notified of all committee meeting times and locations. Standing Committees can be disbanded only by amending EPN, Inc. bylaws.

A. Executive Committee: The Executive Committee is set up to discuss and approve projects between EPN, Inc. Board of Directors meeting dates, as well as formulate

the agenda for coming EPN, Inc. Board of Directors meetings. It also serves as a grievance committee for other Standing Committees. The President of the EPN, Inc. Board of Directors will also serve as the Chair of the Executive Committee. The Executive Committee shall also have the Secretary/Treasurer of EPN, Inc. and three additional Directors elected by the EPN, Inc. Board of Directors. A quorum shall be a minimum of three members.

- B. Newsletter Standing Committee: The Newsletter Standing Committee purpose is to publish the East Portland neighborhood newsletter, and will act as an editorial board for the newsletter. The Newsletter Standing Committee is responsible for content and design of the newsletter, and will develop an annual plan for newsletter issues, mailing, Neighborhood Association targets, and insert sponsors. The Newsletter Standing Committee will also take an active role in financial oversight, transactions and budget in support of the newsletter. Membership of the Newsletter Standing Committee will be open to an EPN, Inc. Board of Directors Director or Alternate Director from each of the EPNO Neighborhood Associations. The Newsletter Standing Committee members will elect the Newsletter Standing Committee Chair. A quorum for the Newsletter Standing Committee must be a minimum of three members and at least a majority of filled positions.

Section 2. Ad-Hoc Committees: The EPN, Inc. Board of Directors may, from time to time, create ad-hoc committees to deal with projects and pressing issues. Ad-hoc committees can only recommend policies and administer approved EPN, Inc. projects. The EPN, Inc. 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, Inc. Board of Directors. Ad-hoc committees must have at least three (3) members who must be either Directors or Alternate Directors of the EPN, Inc. Board of Directors. The EPN, Inc. Board of Directors may appoint additional members of East Portland Neighborhood Associations as necessary to serve on ad-hoc committees. Ad-hoc committees may be created or dissolved with a simple majority of the EPN, Inc. Board of Directors at regular or annual meetings.

## **ARTICLE VII – MEETINGS**

Section 1. Regular Meetings: Regular meetings shall be held on a day agreed upon by the EPN, Inc. Board of Directors.

Section 2. Special Meetings: 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. Annual Meetings: The annual meeting shall occur in April of each year.

Section 4. Quorum - A simple majority of directors (more than 50%) shall constitute a quorum for the transaction of business. Any decision of the EPN, Inc. Board of Directors affecting only one member organization must have the agreement of the representatives from that organization. Unfilled EPN, Inc. Board of Directors positions shall not be considered in the calculation of the quorum.

Section 5. Voting: Each Neighborhood Association, through its present and participating representative Director, has one vote on the EPN, Inc. Board of Directors. As a delegate of a member organization, the President shall be entitled to vote on all matters.

Section 6. Rules: Robert's Rules of Order, Newly Revised, 9<sup>th</sup> Edition, shall govern the proceedings of the EPN, Inc. Board of Directors when not covered by these Bylaws.

Section 7. Decisions: The EPN, Inc. 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**

Section 1. General: In accordance with, and subject to the limitation of, the provisions of ORS 65.047(2)(c), no director or uncompensated officer shall be personally liable for monetary damages for conduct as a director or officer.

Section 2. Specific: The corporation shall indemnify and also advance all reasonable expenses incurred by any director, officer, employee, volunteer, or agent of EPN, Inc. against any liability or expenses incurred or to be incurred by him arising from the performance or failure to perform the duties of such position, hereafter occurring, with respect to proceedings brought by third-parties or proceedings brought by or in the right of EPN, Inc. This requirement for the advance of reasonable expenses and indemnification by EPN, Inc. shall be to the fullest extent permitted by the statutory or common law of the State of Oregon as the same may now exist or hereafter be established.

## **ARTICLE IX – CONFLICTS OF INTEREST AND EXECUTIVE COMPENSATION**

Section 1. Purpose: The EPN, Inc. Board of Directors shall monitor the transactions between EPN, Inc. and insiders to ensure that any transaction between EPN, Inc. and an insider that is a conflict of interest is fair to EPN, Inc. and does not grant excessive benefit to the insider. The purposes of this policy are to ensure that directors and officers act loyally to EPN, Inc. and that directors, officers and those who exercise substantial influence over EPN, Inc. do not use their influence to obtain benefits in excess of fair market value in transactions with EPN, Inc. This policy seeks to ensure that EPN, Inc. maintains high ethical standards and observes state and federal taxation concerning conflicts and excess benefits transactions.

Section 2. Definition of Insider: For purposes of this policy, “insider” has the same meaning as “disqualified person” under the Internal Revenue Code, 26 USC §4958.

A. An insider is any person who is in a position of authority over EPN, Inc. or who exerts substantial influence over EPN, Inc., including directors, officers, the top management official, the top financial official, other key employees and substantial contributors. A substantial contributor is any person who contributed or bequeathed an aggregate of more than \$5,000 to the organization, if that amount is more than 2% of the total contributions and bequests received by the organization before the end of the tax year of the organization in which the contribution or bequest is received by the organization from such person.

B. Family members of insiders are also insiders. Family members include the spouse or partner in a civil union recognized by state law; children, grandchildren, great-grandchildren, whole and half-blooded brothers and sisters, and spouses of any of these people; and any ancestors (parents, grandparents, etc.)

C. An insider who becomes an insider by virtue of A. and B. above remains an insider for five years after his or her influence over EPN, Inc. ends.

- D. An entity in which a director has a material interest or is a general partner, director, officer, top management official, top financial official or other key employee is an insider.
- E. An insider is any other for-profit or nonprofit entity in which a director of EPN, Inc. is a director or officer and the entity and EPN, Inc. are parties to a transaction that is or should be considered by the boards of both corporations.

### Section 3. Definitions of Conflicts of Interest

- A. For purposes of this policy, a conflict of interest arises when an insider described above may benefit financially from a decision he or she could make in his or her capacity as an insider, including indirect benefits to family members or businesses with which the insider is closely associated. A conflict of interest arises in any such transaction between EPN, Inc. and an insider, except for (1) transactions in the normal course of operations that are available to the general public under similar terms and circumstances, and (2) expense reimbursements to an insider made pursuant to an appropriate plan under IRS Reg. 1.62-2(c)(2).
- B. The EPN, Inc. Board of Directors recognizes that this policy may not describe all of the transactions or matters in which an insider or an individual or business closely connected with an insider may engage in a transaction or other matter with EPN, Inc. that creates divided loyalties or the possibility or perception of a conflict of interest or of unfair advantage to the other party. In such case, the EPN, Inc. Board of Directors shall determine whether the transaction should be treated as a conflict of interest under this policy or should otherwise be scrutinized.

### Section 4. Procedures: In order to ensure that transactions with insiders are fair to EPN, Inc. and comply with state and federal laws:

- A. All insiders must promptly and fully disclose all material facts of every actual or potential conflict of interest to the EPN, Inc. Board of Directors at the time such conflict arises.
- B. When the corporation engages in a transaction with an insider that constitutes a conflict of interest, the EPN, Inc. Board of Directors shall handle the transaction as follows:
  - (a) The EPN, Inc. Board of Directors shall exclude any insider that has a conflict of interest with respect to the transaction from voting on the transaction. The EPN, Inc. Board of Directors may ask questions of the insider prior to beginning its vote.
  - (b) The EPN, Inc. Board of Directors shall gather appropriate data to ensure that the compensation for each insider is reasonable.
  - (c) When employee compensation packages are established each year, the EPN, Inc. Board of Directors shall identify those employees who are insiders. The EPN, Inc. Board of Directors shall utilize reliable surveys of compensation for comparable positions or shall utilize data for at least three similarly situated employees in comparable positions. The EPN, Inc. Board of Directors shall not use the employee whose compensation is under consideration to collect comparability data.
  - (d) The EPN, Inc. Board of Directors shall document its decision by keeping written records that state the terms of the transaction and date approved, the directors present and who voted on it, the comparability data and how the data was obtained, and any actions taken with respect to directors who had a conflict of interest with respect to the transaction. The records must be prepared before the latter of the next EPN, Inc. Board of Directors meeting or 60 days after the final action is taken. Once prepared,

the records must be reviewed and approved by the EPN, Inc. Board of Directors within a reasonable time.

- (e) When EPN, Inc. provides an economic benefit to an insider for the insider's services as an employee or an independent contractor, the corporation shall contemporaneously document the transaction as required by the IRS (generally on an original Form W-2, Form 990, or Form 1099 or with a written employment contract).

Section 5. Policy Compliance: In order to ensure compliance with this policy:

- A. On an annual basis, the Secretary of the corporation or the Secretary's designee shall develop and maintain a list of insiders who engage in or are reasonably likely to engage in transactions that constitute conflicts of interest with the corporation during the year.
- B. The officers, directors and key employees shall each year disclose interests that could give rise to a conflict of interest under this policy. Such disclosure shall be made on a Disclosure and Acknowledgment form similar to the one attached to this policy and shall be filed with the Secretary or the Secretary's designee.
- C. The Secretary or the Secretary's designee shall monitor and enforce compliance with this policy by reviewing the list of insiders and the Disclosure and Acknowledgment forms each year and by bringing potential or actual conflicts to the attention of the President of the EPN, Inc. Board of Directors. The President shall disclose conflicts to the EPN, Inc. Board of Directors as they arise and ensure that the procedures in this policy are followed.
- D. The Secretary or the Secretary's designee shall convey the list of insiders identified above to the EPN, Inc. Board of Directors.

Section 6. Delegations to Committee: The EPN, Inc. Board of Directors may delegate its responsibilities under this policy to a committee of the EPN, Inc. Board of Directors. The committee shall comply with this policy and shall report its decision to the EPN, Inc. Board of Directors in a timely fashion. Each EPN, Inc. Board of Directors member, officer, and key employee, at the annual meeting, shall submit an annual questionnaire. The questionnaire shall include:

- A. A basic conflicts of interest and executive compensation policy disclosure and acknowledgement statement.
- B. A disclosure report, which includes a list of any conflicts of interest or potential conflicts of interest between the corporation and person, a family member or a business or corporation with which the person is connected within the meaning of the Conflicts of Interest and Executive Compensation Policy. The person has an ongoing obligation to notify the EPN, Inc. Board of Directors promptly of any such conflicts of interest that subsequently arise.
- C. An acknowledgment statement that the person has been received, read, understand and will comply with the Conflicts of Interest and Executive Compensation Policy of EPN, Inc. The person also affirms that, other than the interests reported, they are aware of no conflicts of interest that they have or may have within the meaning of the Conflicts of Interest and Executive Compensation Policy, with a signature, printed name, and date of signing.
- D. The form shall be submitted to the Secretary of EPN, Inc. and, with a copy being retained for the person's records. The Secretary of EPN, Inc. shall acknowledge the questionnaire with their signature, printed name, title, and the date the form was adopted.

## **ARTICLE X – WHISTLEBLOWERS**

Section 1. Purpose: EPN, Inc. seeks to conduct all of its activities in a responsible, legal and ethical manner. All officers, directors, employees and volunteers of EPN, Inc. must practice integrity and honesty in fulfilling their responsibilities and must comply with all applicable laws and regulations. The purpose of this Whistleblower Policy is to provide a mechanism to report irresponsible, illegal or unethical behavior.

### **Section 2. Whistleblower Complaints**

- A. If an officer, director, employee or volunteer should discover information leading him or her to believe that a serious wrongdoing or illegal or unethical behavior has occurred in this corporation, he or she shall report this information to the President of the EPN, Inc. Board of Directors or a member of the EPN, Inc. Executive Committee.
- B. The President or other Executive Committee member shall conduct an investigation. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an investigation. If the reported conduct is illegal, appropriate corrective action will be taken if warranted by the investigation. If the reported conduct is irresponsible or unethical, then the EPN, Inc. Board of Directors will take appropriate action. The EPN, Inc. Board of Directors shall review any action taken at its next meeting.

### **Section 3. No Retaliation**

- A. EPN, Inc. policy is to protect from retaliation and discrimination any person who in good faith:
  - (a) Refused to participate in any federal, state or local offense; reported to law enforcement or other officials any information that the person believed to be evidence relating to the commission or possible commission of any federal, state or local offense; or initiated, testified or aided in proceedings related to the above;
  - (b) Initiated or aided in civil proceedings;
  - (c) Refused to engage in a violation of a governmental administrative regulation; reported any information related to a violation of governmental administrative regulations; commenced, testified at, aided or participated in a governmental adjudicatory proceeding;
  - (d) Refused to engage in or attempted to stop fraud against, gross waste of or abuse of authority by the government; or
  - (e) Reported other information about wrongdoing, illegal or unethical behavior pursuant to this Policy.
- B. An officer, director, employee, or volunteer of EPN, Inc. shall not, with intent to retaliate or discriminate, take any action harmful to any person described above, including interference with the lawful employment or livelihood of any person.
- C. In the event that an officer, director, employee, or volunteer intends, for any reason, to take any action harmful to any person who has acted as described in Article X, Section 3, Subsection A., parts (a)-(e) above, the officer, director, employee, or volunteer must obtain the approval for such action from the EPN, Inc. Board of Directors prior to taking action. Such approvals must be obtained even if the officer, director, employee, or volunteer believes that the person who provided information to the law enforcement officer or other official provided untruthful information.

## **ARTICLE XI – APPEALS & GRIEVANCES**

Section 1. Parties are asked to follow the following steps towards resolving differences.

- A. One-on-one dialogue: Individuals or groups are encouraged to first seek resolution of differences through one-on-one dialogue. Consider contacting a Neighborhood Association President/Chair for advice.
- B. Mediation: A circumstance could present itself that may require an individual to facilitate the discussion with the affected parties of the grievance. If the affected parties are unable to settle upon a facilitator to assist them in their meeting, then the parties should consult with the Office of Neighborhood Involvement for assistance through the Neighborhood Mediation Program at Resolutions Northwest.

Section 2. Appeal procedures for a neighborhood project

- A. Appeals of a grievance from a Neighborhood Association brought to EPN, Inc. must contain an alleged violation of the appropriate Neighborhood Association’s bylaws, the Office of Neighborhood Involvement Standards, or EPN, Inc. bylaws and adopted policies.
- B. An appeal must be submitted to EPN, Inc. by the grievant within fourteen business days of adjudication of the grievance by the Neighborhood Association. The appeal will be reviewed and responded to by EPN, Inc. within 75 calendar days from the date the appeal was received.
- C. An appeal must be submitted in writing to EPN, Inc. The EPN, Inc. Executive Standing Committee shall be convened to hear the appeal, deliberate, and recommend a response to the EPN, Inc. Board of Directors. The EPN, Inc. Board of Directors will adopt, or amend and adopt, the recommended response at their next meeting. Deliberations of the EPN, Inc. Board of Directors may be held in executive session.
- D. The grievant, and any other interested parties, will be notified at least seven days in advance of the meeting to consider the grievance. The findings of the grievance shall be made available to the grievant and to the members of the EPN, Inc. Board of Directors. Deliberations of the EPN, Inc. Board of Directors may be held in executive session.

Section 3. Grievance procedures against EPN, Inc.

- A. A grievance against EPN, Inc. must contain an alleged violation of EPN, Inc. bylaws and adopted policies.
- B. A grievance must be submitted to EPN, Inc. within 45 business days of the alleged incident. The grievance will be reviewed and responded to by EPN, Inc. within 75 calendar days from the date the grievance was received.
- C. An appeal must be submitted in writing to EPN, Inc. The EPN, Inc. Executive Standing Committee shall be convened to hear the appeal, deliberate, and recommend a response to the EPN, Inc. Board of Directors. The EPN, Inc. Board of Directors will adopt, or amend and adopt, the recommended response at their next meeting. Deliberations of the EPN, Inc. Board of Directors may be held in executive session.
- D. The grievant, and any other interested parties, will be notified at least seven days in advance of the meeting to consider the grievance. The findings of the grievance shall be made available to the grievant and to the members of the EPN, Inc. Board of



Directors. Deliberations of the EPN, Inc. Board of Directors may be held in executive session.

Section 4. EPN, Inc. will provide a written response to the grievance and include supporting findings of the decision.

#### **ARTICLE IX – AMENDMENTS**

These Bylaws may be amended by two-thirds (2/3) vote of the EPN, Inc. 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 members 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, foundation, or fund, which has its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Adopted November 2, 1989  
Revised November 1, 2000  
Amended May 2, 2001  
Amended May 13, 2004  
Amended January 31, 2005  
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Amended May 3, 2006  
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