

# Central Northeast Neighbors Bylaws

Approved [January 7, 2015]

## ARTICLE 1 – Name

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

## ARTICLE 2 - Purpose

CNN shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (ORS) or its equivalent future statutory language and section 501(c)3 of the Internal Revenue Code or its equivalent future statutory language.

The specific purposes of CNN are to carry out the functions described by Portland City Code section 3.96.040 and to effect any additional purposes approved by the Board of Directors.

## ARTICLE 3 – Defined Area

The defined area of the coalition is as shown on Attachment A.

## ARTICLE 4 - Membership

**Section 1** Recognized neighborhood associations within the Defined Area shall be eligible for membership.

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

**Section 3** Any neighborhood association complying with Sections 1 and 2 and applying for membership in Central Northeast Neighbors shall be granted membership. A neighborhood association shall be considered “active” as long as it continues 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 than 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. These Directors shall be nominated and elected by the board.

**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. Approximately one-half of the neighborhood representatives' terms shall expire at the end of even term years and approximately one-half shall expire at the end of odd term years.

**Section 4** If a Board member misses three (3) consecutive regular Board meetings without prior notification or without representation by the designated alternate, the President may 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 member is an officer of CNN, notice of resignation from office shall be made in writing also 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** Board members shall act in good faith in matters which come before the CNN Board and shall conduct themselves 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 incorporated by reference as 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** All officers shall be elected on the first Wednesday of March, and shall serve a term of two (2) years from the date of their election or until their successors have been duly elected.
- Section 3** Vacancies in any office shall be filled by election by the Board for the unexpired term for that office.
- Section 4** Officers shall be elected by a majority vote with 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 5** 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 statutes, with special regard to compliance with section 501(c)(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 (revised).

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 approve, 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 or 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 6** 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, September to June 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 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 purposes 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; and
- 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 or she is alternate. No proxy votes shall be allowed.

**Section 6** A majority of the Board of Directors 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 Transportation Open Space Parks (“Land Use” or “LUTOP”).
  - 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** The President shall appoint chairpersons except as otherwise specified by these Bylaws.
- Section 3** The President shall appoint, with approval of the Board, the members of all standing and special committees.
- Section 4** Standing committee members shall serve for two years, 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 unexpired term of any vacant position.
- Section 5** No committee recommendation shall become Board policy until approved by the appropriate majority vote of the Board.
- Section 6** 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 7** 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 8** The composition and duties of the standing committees shall be:

**a. Executive Committee**

1. The 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 5.A.5 of these Bylaws.
2. The committee may 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 committee shall be submitted to the Board at the next regular meeting for ratification.

**b. Personnel Committee**

1. The committee shall be composed of not less than three (3) Board members appointed by the President and approved by the Board.
2. For purpose of screening and hiring Executive Director, additional members may be appointed by the President and approved by the Board.
3. The committee shall maintain an ongoing review of CNN personnel policies and shall recommend Board approval of such revisions necessary for conformity with applicable statutes, regulations, CNN Bylaws, and Standing Rules.
4. The 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, state, and national regulations and statutes.
5. The committee shall make an annual summary report.

**c. Nominating Committee**

1. The committee shall consist of members of the Board who shall be appointed by the President at the January meeting prior to the March election-of-officers meeting. The committee shall poll all Board members for candidates and shall prepare a list of at least

one nominee for each office and elected committee specified by these bylaws.

**d. Grievance Committee**

1. The committee shall be composed of the Executive Committee except if the complainant(s) is on the Executive Committee. In that case, the Board will appoint a replacement(s) from the Board for the complainant(s). The committee will meet as required to consider and resolve any grievance filed in accordance with Article 10 of these bylaws.
2. The committee shall make an annual summary report.

**e. Land Use Transportation Open Spaces Parks Committee (LUTOP)**

1. The committee 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 for said representative to be a member of the 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. The committee shall make monthly reports to the 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 Office of Neighborhood Involvement (ONI) and CNN Personnel Policies.

**Section 2** Staff supervision and all staff roles, responsibilities, and duties shall be governed by appropriate statutes, CNN Personnel Policies, these bylaws, and such standing rules as may from time to time be adopted by the Board (e.g., Job Description and the CNN Roles and Responsibilities Matrix).

**ARTICLE 10 – Grievance Procedures**



- 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 within seven (7) days after receiving the complaint.
- Section 3** The complainant 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 within seven (7) days of receipt of the determination.

The appeal must be made within seven (7) days of receipt by the complainant 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** 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 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, but is not limited to: 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; and plans to purchase property the use or control of which is under discussion by CNN. Conflict of Interest is further defined under ORS 65.361.

**Section 2** Whenever an officer or Board member determines that he or she has a conflict of interest relating to an item under discussion, he or she must inform the Board that the conflict of interests exists.

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

## **ARTICLE 12 – Standing Rules**

**Section 1** 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 Grant Contract for Services
- e. The current CNN Conflict of Interest Statement
- f. The current CNN Whistle Blower

## **ARTICLE 13 – Non-Discrimination**

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

## **ARTICLE 14 - Indemnity**

**Section 1** This Corporation will indemnify to the fullest extent not prohibited by laws 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, volunteer, or agent of the corporation.

## **ARTICLE 15 - 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 they are to be voted upon.

**ARTICLE 16 – ONI Standards**

**Section 1** CNN, in all its activities, shall comply with the requirements of ONI’s Standards for Coalitions.

**LIST OF EXHIBITS**

**CNN Roles and Responsibility Matrix**

**CNN Personnel Policies**

**CNN Conflict of Interest Statement**

**CNN Whistle Blower Statement**

**Boundaries- Coalition Map**

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

**ORS 192.610 to 192.690**