

**Southeast Uplift Neighborhood Coalition
Board Meeting
Monday, November 2nd, 2015 – 7 to 9pm
SE Uplift Fireside Conference Room
3534 SE Main St.
Portland OR 97214**

<i>Time</i>	<i>Item</i>	<i>Presenter(s)</i>	<i>Info</i>	<i>Disc</i>	<i>Action</i>
7:00 (10 min)	Welcome Introductions, approve agenda and Oct minutes	McCullough	X	X	X
7:10 (5 min)	Seat new Treasurer.	McCullough	X	X	X
7:15 (45 min)	Bylaws Committee report, review draft proposals, discussion, Q&A	Colgrove, all	X	X	
8:00 (10 min)	Break	all			
8:00 (10 min)	Board Picture	all	X	X	
8:10 (15 min)	Request for board letter supporting PDOT 70's bikeways grant application. Info on second letter that will be going out to the NAs for approval.	Dublinski	X	X	X
8:25 (10 min)	Candidate Forum Follow-up	Mt Tabor rep	X	X	
8:35 (10 min)	Washington High School property. Request letter of support to ask city to exercise its option to buy the land.	Cole/Vala	X	X	X
8:45 (15 min)	Call for committee members to review process for appointing and coordinating SE Uplift reps to city committees	Gardner	X	X	
9:00	Adjourn	McCullough			

Next Board Meeting: 12/7/2015. 7-9 pm
SE Uplift
3534 SE Main St.
Portland, OR 97214

MINUTES OF MEETING OF THE BOARD
SOUTHEAST UPLIFT (SEUL) NEIGHBORHOOD COALITION
Monday October 5, 2015, 7:00PM @ 3534 SE Main Street, Portland Oregon 97214 (Fireside Room)

Meeting called to order at 7:00pm. Quorum confirmed.

P - Present N - Not Present

SEUL Board Members

- P - Ardenwald-Johnson Creek - Marianne Colgrove
- P - Brentwood-Darlington - Sara Clark
- N - Brooklyn - Wendy Miller
- P - Buckman - Nate Miller
- P - Creston-Kenilworth - Tyler King*
- P - Eastmoreland - Robert McCullough* (President)
- NA- Foster-Powell - *vacant*
- N - Hosford-Abernathy - Bill Crawford
- N- Kerns - Rai Mckenzie
- P - Laurelhurst - Don Gardner*
- P - Montavilla - Peter Maris* (Treasurer)
- P - Mt. Scott Arleta - Scott Vala*
- P- Mt. Tabor (MTNA) - Paul Leistner
- P - North Tabor - Cathy Riddell
- NA - Reed - *vacant*
- NA - Richmond - Denise Hare
- P - Sellwood-Moreland - Gail Hoffnagle
- NA - South Tabor - *vacant*
- P - Sunnyside - Reuben Deumling
- P - Woodstock - Moshe Lenske
- * member, ExComm

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SEUL At-large Board Members:

- N - Mandy Heaton (Reed College)
- P - Michael Molinaro (Sunnyside)
- P - Jeff Cole (Sunnyside)
- P - Michael Sonnleitner
- P - Ann Sanderson
- P - Terry Dublinski-Milton

SEUL Staff:

- P - Anne Dufay - Executive Director

N - Ashe Urban - Outreach and Communications Program & Fiscal Sponsorship Manager
N - Kelly Fedderson - Community Resource manager & Newsletter Editor
N - Jay Derderian - Senior Administrator
N - Bob Kellett - Neighborhood Planning Program manager
P - Katy Asher - Community Outreach Coordinator

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Welcome, introductions, approve agenda and September minutes

introductions for all present. Our bylaws committee update is being moved to next month. Robert would like to add a discussion about trees. This will be added at 8:40. Candidate Forum discussion will be added to the agenda during neighborhood updates. Reuben moves to approve September meeting minutes with corrections. Sarah seconds. Passes unanimously

Enter Executive Session to review/deliberate on recommendation of grievance committee on grievance appeal submitted RE Richmond NA grievance decision

Marianne moves to go into executive session to discuss Richmond appeal. Peter seconds. passes unanimously. This was a closed session, no public was present. Grievance committee (Nate, Gail, and Sarah) presents recommendation and board discusses. (see handout for recommendations)

It is determined that there will be two votes. One on if a grievance is valid, and another on appropriate suggested remedies.

Jeff moves to exit executive session. Nate seconds. One vote against exiting the session, 17 votes for exiting the session.

Exit executive session, vote on grievance appeal recommendation

Vote 1: All in favor of the recommendation from the committee as presented. 8 in favor, 4 opposed. 5 abstain. (Paul Leistner abstained as an employee of ONI)

Vote 2: Suggest remedies as proposed from the committee as presented. 10 in favor, 2 opposed. 4 abstain. (Paul Leistner abstained as an employee of ONI)

Commissioner Novick, discussion/Q&A RE Street fee and how to better involve the NA's

Commissioner Novick presents. Discussion on gas tax. In his opinion it looks to be the best option and the best option that can pass a general vote.

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Highlights of the discussion:

Robert points out that reps from the city need to get to NA meetings to discuss these issues because they are affecting people on this level. Also, transparency needs to be paramount.

Terry points out few SEUL projects on the preliminary list of repairs and maintenance priorities the gas tax would pay for.

Jeff is concerned that paving is less of a priority than other projects.

Don wonders if it is appropriate to be discussing a project list at this point. Also the weight mile tax would be hard on truckers.

Peter points out that the city should be explaining, even on the neighborhood level why some areas are prioritized over others.

Treasurer's Report

Sara Clark is going to be taking over as treasurer. Peter is going to focus on his own neighborhood for the immediate future. Last month it appeared there was a budget surplus. Peter, Anne and Sarah are going to meet in the future to discuss options for the spending of those funds.

Neighborhood Updates

Jonathan Pulvers presenting on a candidate forum. Paul suggested Jonathan speak to us after presenting to Mt. Tabor. He is asking if SEUL thinks that is a worthwhile thing to pursue. He is talking about all levels of government.

Ann points out that the goal should be ALL candidates should be included. There are some thresholds so not all candidates that have filed need to be invited. Paul points out that there are models to achieve equitable representation. Robert is requesting feedback from the neighborhood associations.

Would we want something that is a coalition-wide event, or sponsoring smaller events at the neighborhood level? Also, should it be a debate type event, or a town hall type event?

Trees

Mayor asked for a recommendation on redoing the tree code from Robert. Robert would like to see the same hearing process for big trees as is for demolitions of homes. For SEUL, he would like to have us at least have a seat at the table. There is a call for a representative.

Meeting adjourned.

Notes on SE Uplift Bylaws Revisions (9/29/15 rough draft)

Article II - PURPOSE

Slight rewording to emphasize neighborhood associations

Article III – DEFINED AREA

Clarify that areas outside the city limits don't have to be unincorporated, but they can't be "wholly" outside city limits.

Article IV - MEMBERSHIP → NONMEMBERSHIP, recommended by Katy and the *Oregon Non Profit Handbook*

Article V. DIRECTORS

Section 1. Number of Directors and Eligibility: Clarify types of organizations that can nominate board members; make broader to include "nonprofits, businesses, and public agencies".

Section 2. Election: Move revised section on Director elections to new Article IX on elections

Section 3. Conflict of Interest: Move language on Conflict of Interest from Article X, revise to make consistent with ONI template.

Section 4. Terms of Office: Differentiate between terms for NA Directors and all other Directors; establish all non-NA Director terms as one-year, coinciding with the fiscal year (July 1 – June 30).

Section 6. Removal: Enable Board to remove Directors, but differentiate process for NA Directors and all other Directors.

Section 7. Filling Vacancies: Differentiate process for filling vacancies from neighborhood associations and all other Directors.

Section 8. Corporate Powers: Affirm the Board's corporate powers; enable the board to delegate corporate powers only to other board members, and for specifically-designated purposes.

Article VI – OFFICERS OF THE BOARD

Section 1. Position Titles and Eligibility: Specify that officers must be members of the Board.

Section 2. Terms: clarify that terms align with the SE Uplift fiscal year (July 1 – June 30).

Section 4. Itemize duties for each officer position. Added text that President is ex officio on all committees (previously in committees section).

Section 5. Election: Move section on officer elections to new Article IX on elections.
clarify nominating committee timeline.

Article VII - COMMITTEES: Move article on Committees up from Article VIII.

Section 1. Establishment of Committees: Define Board authority to establish committees; differentiate between advisory and executive committees.

Section 3. Board Committees: provide for possible board committees. Only the executive committee has board authority.

New Section 4. Community Committees: provide for possible community committees, which are advisory.

Former Section 4. Board Participation: incorporated text into Section 3 and Article VI.
4.A. Duties of President.

Former Section 5. Solicitation of Funds: Deleted (not appropriate for Bylaws)

ARTICLE VIII - MEETINGS: Consistent with ONI Standards, provide for three types of meetings with associated notification requirements: Regular, Special, and Emergency.

Section 6. Establish that the President or Executive Committee can set the agenda for board meetings.

Section 8. Opinion Recordings: ONI Standards require that minority opinions be recorded in the minutes of public meetings.

Section 9. Meeting Procedures: Specify that meetings are subject to the ONI Standards (in addition to Robert's Rules, Revised)

ARTICLE IX - ELECTIONS: Establish new article on Elections

Section 1. Add section from ARTICLE V on Director elections
Differentiate election processes for **seating** NA Directors and **electing** all others.
Provide for a Membership Committee that recruits and vets Board of Director candidates.

Section 2. Add section from ARTICLE VI on Officer Elections.

ARTICLE X – GRIEVANCE

Replace all existing grievance language with recommended language from ONI

**ROUGH DRAFT
BYLAWS**

SOUTHEAST UPLIFT NEIGHBORHOOD PROGRAM, INC.

ARTICLE I - NAME

Southeast Uplift (SE Uplift) Neighborhood Program, Inc. is a public benefit nonprofit corporation organized under the laws of Oregon doing business under the name of Southeast Uplift.

ARTICLE II - PURPOSE

The mission of ~~Southeast-SE~~ Uplift is to assist the neighborhood associations and citizens ~~and neighborhood associations~~ of Southeast Portland to create communities, which are livable, socially diverse, safe and vital. ~~Southeast-SE~~ Uplift provides an organizational structure and forum to empower citizens to effectively ~~resolve-address~~ issues of livability and community development.

ARTICLE III - DEFINED AREA

~~The Southeast-SE~~ Uplift ~~comprises the area shall be defined as the~~ area of Portland south of I-84 (the Banfield Freeway) to the southern city limits and that area east of the Willamette River generally to 82nd Avenue (south of Division Street) or I-205 (north of Division Street), but may include ~~unincorporated~~ areas within City-recognized neighborhoods which lie partially ~~or wholly~~ outside the city limits.

ARTICLE IV - NONMEMBERSHIP

The Corporation has no members.

ARTICLE V - DIRECTORS

Section 1. Number of Directors and Eligibility

Directors are representatives of member neighborhood associations, as well as community members who reside in, own real property, own a business in, or represent a nonprofit, business, or public agency within the defined area described in Article III. The number of Directors shall not be less than fifteen (15) or more than thirty-five (35) and shall be selected from qualifying individuals ~~who qualify for membership in neighborhoods within Southeast Uplift's defined area:~~ according to the following:

A. Up to one (1) Director from each ~~SEUL-SE Uplift~~ neighborhood association, except as these bylaws provide otherwise.

B. Up to two (2) ~~D~~irectors from ~~SEUL-SE Uplift~~-area business associations.

C. Up to five (5) ~~D~~irectors from ~~SEUL-SE Uplift~~-area ~~community~~ organizations, ~~other than neighborhood associations, social service agencies, and regional citizen involvement groups such as nonprofits, businesses, or public agencies;~~

D. Up to five (5) ~~D~~irectors as at-large, ~~persons-members~~ with special expertise or interest.

~~Section 2. Election (Move to new ARTICLE IX)~~

~~The Board of Directors shall select directors for open positions from those whose names have been presented to it. The Board's decisions are final.~~

~~An individual or above mentioned group may nominate candidate(s) for appropriate category(ies). Nominations shall be submitted to the Board and the Board shall by a majority vote of the current Directors select its directors.~~

~~A neighborhood association whose SEUL director is elected President of the Southeast Uplift Board has the option of nominating a second representative as an additional Director from that neighborhood.~~

Section ~~2~~3. Duties

Each ~~director-Director~~ shall endeavor to promote the objectives of ~~Southeast-SE~~ Uplift to the best of his/her ability. Each is expected to attend as many of the meetings as possible, to effectively communicate between the Board and the organization s/he may represent, and, to personally promote and participate in the organization's activities.

Section 3. Conflict of Interest

Directors will disclose to the board any interest they have in a transaction or decision of the board that may result in a financial benefit or gain to them, their businesses, family members, significant other, employers, close associates, and other nonprofit organizations with which they are affiliated. The director will not participate in any board discussion of or vote on the transaction or decision.

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A transaction in which a director may have a direct or indirect conflict of interest may be approved by a vote of the Board of Directors if in advance of the vote all material facts of the transaction and the director's interest are disclosed to the board.

Section 4. Terms of Office

~~Term of office for each Director shall be for two years. Directors shall be elected on alternate years according to the published schedule.~~

Terms of office for neighborhood association Directors shall be in accordance with each neighborhood association's election procedures. Terms of office for all other Directors shall be one year, aligned with the SE Uplift fiscal year beginning July 1 and ending June 30. A Director may be re-elected to additional terms.

Section 5. Resignation

A ~~D~~irector may resign at any time by giving written notice to the President ~~or Secretary and Executive Director~~. Any such resignation shall take effect at the time specified, or if not specified shall take effect immediately upon its receipt by the officer.

Section 6. Removal

Any Director may be removed with or without cause by a 2/3 vote of the Board of Directors then in office. Neighborhood association Directors may only be removed with the consent and approval of their neighborhood association. A Director may also be removed by their nominating neighborhood association, business association, or other community group acting in accordance with its bylaws. All Directors must be given ten (10) days written notice of a meeting which includes removal of ~~D~~irector(s) on the agenda ~~and the specified charges~~.

Section 7. Filling Vacancies

If any Director is removed, unable to serve or resigns, the President shall notify the represented association or organization of the vacancy within ten (10) days of the time the vacancy occurs and request nomination(s) to fill the vacancy. Neighborhood associations may elect or appoint another Director to finish the term. The neighborhood association delegate may be seated at any subsequent meeting of the SE Uplift Board of Directors by a majority vote of Directors present. The Board may elect another director to finish the term at any subsequent meeting.

For other Board vacancies, Director nominations may be submitted to SE Uplift, or a designated Membership Committee. Directors may be elected to complete the vacated term by a majority vote of SE Uplift Directors present.

Section 8. Corporate Powers

All of the corporate powers shall be exercised by or under the authority of the Board of Directors, and the business affairs of ~~this corporation~~ SE Uplift, shall be controlled by ~~its the~~ Board of Directors. The ~~B~~oard of ~~D~~irectors may, by vote of a majority of the ~~D~~irectors then in office, specifically authorize any ~~person or persons~~ Board member(s) to exercise the powers that would otherwise be exercised by the board. To the extent so authorized, any such person or persons shall have the duties and responsibilities of the ~~D~~irectors of the corporation.

Section 9. Compensation

Members of the ~~B~~board of Directors shall be considered "qualified directors" in that they shall not receive compensation for personal services except for actual expenses incurred while performing a director's duties as established by the Board of Directors.

Section 10. Personal Liability

The personal liability of a ~~director~~ Director or uncompensated officer of this corporation to the corporation for monetary damages for conduct as a director officer is hereby eliminated to the fullest extent allowed by law.

ARTICLE VI - OFFICERS OF THE BOARD

Section 1. Positions ~~Titles and Eligibility~~

Officers shall be President, Vice-President, Secretary, and Treasurer. The Board may elect two individuals to serve as President. In which case those individuals will be titled Co-Presidents. To be eligible to be an officer, an individual must be a member of the Board of Directors.

Section 2. Terms

All officers shall serve a term of one (1) year, aligned with the SE Uplift fiscal year beginning July 1 and ending June 30. ~~They~~ Officers may be re-elected to additional terms.

Section 3. Vacancies

Vacancies in any office shall be filled by the Board for the unexpired term.

Section 4. Duties

A. The President shall preside at meetings of the Board and shall be the chief administrative officer of the Board. The President shall be an ex-officio member of all committees. In the instance that the board elects Co-Presidents, the ~~Co-Chairs~~ Presidents shall share those duties.

B. The Vice-President shall, in the absence or incapacity of the President, exercise the power and the duties of the President.

C. The Secretary shall be responsible for preparing minutes of the directors' meetings and authenticating records of the corporation.

D. The Treasurer shall review and monitor financial record-keeping, receipt of corporate funds and disbursement of corporate funds.

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~~Section 5. Election (Move to new ARTICLE IX)~~

~~Election of officers shall occur at the regular July meeting each year, which is also the first meeting of the organization's fiscal year. A nominating committee shall have been appointed by the President at the May meeting and should submit a slate of candidates at the June meeting at which time nominations from the floor will be opened until election.~~

ARTICLE VII: COMMITTEES

Section 1. Establishment of Committees

The Board may establish standing and ad hoc committees, as it deems necessary and desirable. Upon establishment of any committee, the President, with a vote of approval of the majority of Directors present, shall identify the scope of the committee's purpose, authority, duties, members, and quorum requirements.

Committees may be advisory to the board or may exercise the authority of the board. Advisory committee recommendations and decisions must be presented in a timely manner and ratified by a majority of the Executive Committee or Board.

Section 42. Executive Committee

The President, Vice-President, Secretary, Treasurer, and immediate Past President shall constitute the Executive Committee. If the immediate Past President is unable to serve for any reason, the Executive Committee shall choose a fifth member from previous board officers. The Executive Committee shall have the authority of the Board of Directors to make decisions on emergency and routine business items, and shall report all actions and decisions to the Board, ~~which The Board~~ can modify or reverse the decision of the Executive Committee upon a majority vote of the Directors in attendance and voting at a regular meeting, provided a quorum is present. Other routine business of the Executive Committee shall include but not be limited to:

~~i.A.~~ i.A. Proposing board agenda;

~~ii.B.~~ ii.B. Reviewing and making recommendations to the Board on finances and budgets, contracts, program implementation and modification, and policy formulations or amendments to past policy statements;

~~iii.C.~~ iii.C. Hiring the Executive Director;

~~iv.D.~~ iv.D. Establishing rules of conduct, and policy guidelines.;

Section 3. Board Committees

Board committees are comprised primarily of SE Uplift Directors. Board committees may include a Nominating Committee, Membership Committee, Finance Committee, and others, as

the Board deems necessary. Board committees must have at least two Board members, and are advisory to the SE Uplift Board of Directors.

Section 4. Community Committees

Community committees are comprised primarily of community members elected by their neighborhood association or other organization. Each sponsoring organization is eligible to have one voting member on each community committee. Community committees are advisory to the SE Uplift Board of Directors.

~~Section 2. Additional Committees of the Board~~

~~The President, with a vote approval of the majority of the directors then in office, shall have the power to establish committees, appoint members thereto, establish committee purpose, duties and authority, and remove members and dissolve the committee.~~

Section 35. Minimum Committee Responsibilities

All committees shall report their progress regularly to the Board and submit proposals for Board approval or action as necessary. All committees shall provide minority positions an opportunity to be present at the Board meeting at which the proposal will be submitted and to present a minority report. The Board and its committees must abide by Oregon Statutes and ONI Standards relative to public meetings and public records.

~~Section 4. Board Participation~~

~~Each committee which has authority to act on behalf of the Board shall have at least two members of the Board as members of the committee. In addition the President shall be an ex-officio member of all committees.~~

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~~Section 5. Solicitation of Funds~~

~~Solicitation of funds for Fiscal Sponsored Projects are made only on the condition that SE Uplift retains complete control and discretion over the use of the contributed funds.~~

ARTICLE VIII - MEETINGS

Section 1. Regular Meetings

Regular meetings shall be held ~~the first Monday of each month at 7:00 p.m. at the Southeast Uplift office. Exceptions are permitted, giving careful attention to notification, ten (10) times per year at a regular date and time set by the Board. Meetings are held at the SE Uplift office. Notice to the public of regular meetings must be at least seven (7) days in advance. Direct notice~~

to Directors and individuals known to have an interest in the topic on the meeting agenda must be provided at least one (1) day in advance.

Section 2. Special Meetings

Special meetings may be called by the President or at the request of any three (3) Board members when the timeliness of the regular meeting is insufficient to take action on particular issues. Notice to the public of special meetings must be at least seven (7) days in advance and must identify the topics on the agenda. Direct notice to Directors and individuals known to have an interest in the agenda topics must be provided at least one (1) day in advance.~~shall be given to each member not less than twenty four hours prior to the time of the meeting.~~ The Board can only discuss and make decisions at special meetings on the topics on the agenda.

Section 3. Emergency Meetings

Emergency meetings may be called by the President or at the request of any three (3) Board members when there is insufficient time to address business within the notice requirements of a regular or special meeting. Notice of emergency meetings to all parties shall not be less than 24 hours in advance. Direct notice to individuals known to have an interest in the agenda topic must be provided. The Board can only discuss and make decisions at emergency meetings on the topics on the agenda. Minutes of the emergency meeting shall state the nature of the emergency and state why the meeting could not be delayed to allow at least seven days' notice.

Section ~~34~~. Public Attendance

All meetings shall be open to the public except when in Executive Session.

Section ~~45~~. Quorum

A majority of the active Directors currently holding office shall constitute a quorum for the transaction of business at any Board of Directors' meeting. For purposes of establishing a quorum only, a Director shall be considered inactive if he or she has missed three (3) or more consecutive regular Board meetings.

Section 6. Setting Meeting Agendas

The agenda for regular, special, or emergency board meetings may be set by the President or the Executive Committee.

Section ~~57~~. Voting

Only currently seated Directors may vote and all votes must be ~~done-made~~ in person (no proxies allowed).

Section ~~68~~. Opinion Recordings

~~When appropriate, majority~~Majority and minority views of directors on issues considered by the Board shall be recorded in the minutes of the meetings and/or correspondence.

Section 79. Meeting Procedures

Robert's Rules of Order, Revised, shall govern the procedures of the Board when procedure is not covered by the By-Laws. All meetings of the Board are subject to the meeting provisions of the ONI Standards.

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~~ARTICLE VIII – COMMITTEES (Move to new Article VII)~~

~~Section 1. Executive Committee~~

~~The President, Vice President, Secretary, Treasurer, and immediate Past President shall constitute the Executive Committee. If the immediate Past President is unable to serve for any reason, the Executive Committee shall choose a fifth member from previous board officers. The Executive Committee shall have the authority of the Board of Directors to make decisions on emergency and routine business items, and shall report all actions and decisions to the Board which can modify or reverse the decision of the Executive Committee upon a majority vote of the Directors in attendance and voting at a regular meeting provided a quorum is present. Other routine business of the Executive Committee shall include but not be limited to:~~

~~— i. Proposing board agenda;~~

~~— ii. Reviewing and making recommendations to the Board on finances and budgets, contracts, program implementation and modification, and policy formulations or amendments to past policy statements;~~

~~— iii. Hiring the Executive Director;~~

~~— iv. Establishing rules of conduct, and policy guidelines.~~

~~Section 2. Additional Committees of the Board~~

~~The President, with a vote approval of the majority of the directors then in office, shall have the power to establish committees, appoint members thereto, establish committee purpose, duties and authority, and remove members and dissolve the committee.~~

~~Section 3. Minimum Committee Responsibilities~~

~~All committees shall report their progress regularly to the Board and submit proposals for Board approval or action as necessary. All committees shall provide minority positions an opportunity to be present at the Board meeting at which the proposal will be submitted and to present a minority report. The Board and its committees must abide by Oregon Statutes relative to public meetings and public records.~~

Section 4. Board Participation

~~Each committee which has authority to act on behalf of the Board shall have at least two members of the Board as members of the committee. In addition the President shall be an ex-officio member of all committees.~~

Section 5. Solicitation of Funds

~~Solicitation of funds for Fiscal Sponsored Projects are made only on the condition that SE Uplift retains complete control and discretion over the use of the contributed funds.~~

ARTICLE IX – ELECTIONS

Section 1. Directors

Neighborhood association Directors are appointed or elected by neighborhood associations. Neighborhood association delegates shall be submitted to SE Uplift and shall be seated by the SE Uplift Board of Directors once the Executive Director confirms the nomination form has been received. Neighborhood associations should annually affirm their selected SE Uplift Director.

A neighborhood association whose SE Uplift Director is elected President of the SE Uplift Board has the option of nominating a second representative as an additional Director from that neighborhood.

Business associations or other organizations defined in ARTICLE V may nominate candidates for election to the SE Uplift Board of Directors. Director nominations shall be submitted to the Board, or a designated Membership Committee, and may be elected by a majority vote of Directors present.

SE Uplift Directors may nominate candidates for at-large Director positions. Director nominations shall be submitted to SE Uplift, or a designated Membership Committee, and may be elected to the SE Uplift Board of Directors by a majority vote of Directors present.

Section 2. Officers

Election of officers shall occur at the regular July meeting each year, which is also the first meeting of the organization's fiscal year. Current Directors are eligible to vote.

A nominating committee shall have been appointed by the President at no later than the May meeting and should submit a slate of candidates at the June prior to the July meeting at which time nominations from the floor will also be ~~opened until election~~accepted.

ARTICLE X - GRIEVANCE

Section 1. Presentation

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~~To initiate the grievance procedure any member adversely affected by a decision of the Board shall within a reasonable time submit a written complaint to the Executive Committee.~~

~~Section 2. Review~~

~~The complaint shall be reviewed by the Executive Committee at a specially called meeting. Section 3. The complainant shall be notified no later than four (4) days prior to this meeting in order that she/he may attend.~~

~~Section 3. Resolution~~

~~The Executive Committee shall resolve the complaint or take appropriate action to affect this resolution and advise the complainant of its determination.~~

Section 1. Grievance Process

A. Other Forms of Conflict Resolution are Encouraged

All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with directors and members, and/or formal mediation whenever possible.

B. Eligibility to Grieve

A person or group harmed as a result of a decision of this Coalition may file a formal grievance if they believe the action taken by the Coalition violated a provision of the Coalition bylaws, a formally-adopted policy of the organization or the ONI Standards. (If appealing a grievance decision of a Neighborhood Association to the Coalition, see Section 2. Grievance Appeal Process)

C. Filing a Grievance

Grievances must be submitted, in writing, to the Coalition Executive Director and/or Secretary, within 45 business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the Coalition's bylaws or the ONI Standards which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

D. Initial Review and Response

The Board or its designee - individual or committee - will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found not to meet the criteria, the board or its designee will inform the grievant in writing of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process continues.

E. Board Action

The Board shall consider the findings and recommendations and render a decision on the

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grievance. The board shall notify the grievant of the board's decision, in writing, within 60 calendar days from the receipt of the grievance.

Section 2. Grievance Appeal Process

A. Other Forms of Conflict Resolution are Encouraged

All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with directors and members, and/or formal mediation whenever possible

B. Filing a Grievance Appeal

Only upon unsatisfactory resolution of a grievance with a Neighborhood Association may the grievant appeal to SE Uplift. The grievant has fourteen calendar days from the date the decision is rendered by the NA to appeal. Grievances must be submitted, in writing, to the Coalition Executive Director and/or Secretary. A grievance appeal must identify the date of the action being grieved and the provision of the Neighborhood Association's bylaws or the ONI Standards which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

C. Review and Response

Within 60 calendar days, the Coalition Board or its designee – individual or committee – will review the grievance appeal and will determine whether it meets criteria for a grievance appeal as defined in this article. *If the proposed grievance appeal is found not to meet the criteria, the Board or its designee will inform the grievant in writing of this determination and the reasons for the determination.*

If the proposed grievance appeal is found to meet the criteria the Board or designee shall offer the grievant an opportunity to present information relevant to the grievance and shall gather other relevant information. The body carrying out the review will develop its findings and recommendations and submit them to the board.] The District Coalition's consideration of the grievance is not required to be open to the public. Only the initial hearing of a grievance with the Neighborhood Association need be open. The findings of a grievance shall be a matter of public record.

ARTICLE X – CONFLICT OF INTEREST (Move to Article V. on Directors)

~~A transaction in which a director may have a direct or indirect conflict of interest may be approved by a vote of the Board of Directors if in advance of the vote all material facts of the transaction and the director's interest are disclosed to the board. A personal financial interest shall include a financial interest held by the board member and/or by member(s) of his/her immediate family. Examples of conflict of interest include employment by Southeast Uplift, ownership of property the use or control of which is being considered by Southeast Uplift, etc.~~

~~A conflict of interest transaction is considered ratified if there is a quorum present for taking action and it receives the affirmative vote of the majority of the directors who have no direct or~~

~~indirect interest in the transaction. A transaction may not be authorized by a single director. The presence of, or a vote cast by a director with a direct or indirect interest in the transaction does not affect the validity of the action. The director with the conflict of interest may elect to abstain from voting on the transaction.~~

ARTICLE XI - INDEMNIFICATION

Section 1. Directors and Officers

The corporation shall indemnify its directors who are wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses actually incurred by the director in connection with the proceeding. The obligation to indemnify a director shall not exceed the limits of the liability insurance coverage available at the time of the occurrence.

Section 2. Employees and Other Agents.

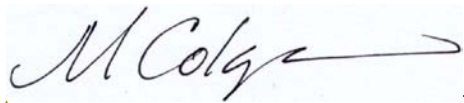
The corporation may indemnify its employees and other agents to the fullest extent permitted by law.

ARTICLE XII- AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the Directors present at any regular Board meeting, provided that a quorum is present. Any proposed changes must be in writing and mailed to the preferred address of members of the Board fourteen (14) days prior to the meeting at which it is presented.

Revisions approved by Southeast Uplift Board, 6/7/2010

Signed



June 21, 2010

Marianne Colgrove
Southeast Uplift President

Date

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June 7, 2010

Director