

BYLAWS
SE UPLIFT NEIGHBORHOOD PROGRAM, INC.
Updated May 7, 2018

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

The mission of SE Uplift is to collaborate with the SE Portland community to build informed, inclusive, and participatory neighborhoods that support our social and ecological well-being.

ARTICLE III - DEFINED AREA

SE Uplift comprises 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 areas within City-recognized neighborhoods which lie partially 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 according to the following:

A. No more than one (1) Director from each SE Uplift neighborhood association, except as these bylaws provide otherwise.

B. Up to two (2) Directors from SE Uplift-area business associations.

C. Up to five (5) Directors from SE Uplift-area organizations, other than neighborhood associations, such as nonprofits, businesses, or public agencies.

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

Section 2. Duties

Each Director shall endeavor to promote the objectives of 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.

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

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 reappointed to additional terms.

Section 5. Resignation

A Director may resign at any time by giving written notice to the Chair 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 Director(s) on the agenda.

Section 7. Filling Vacancies

If any Director is removed, unable to serve or resigns, the Chair 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 appointed at any subsequent meeting of the SE Uplift Board of Directors.

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 SE Uplift, shall be controlled by the Board of Directors. The Board of Directors may, by vote of a majority of the Directors then in office, specifically authorize any 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 Directors of the corporation.

Section 9. Compensation

Members of the 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 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. Position Titles and Eligibility

Officers shall be Chair, Vice-Chair, Secretary, and Treasurer. The Board may elect two individuals to serve as Chair. In which case those individuals will be titled Co-Chairs. 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 with terms of service starting during the November board meeting. 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 Chair shall preside at meetings of the Board and shall be the chief administrative officer of the Board. The Chair shall be an ex-officio member of all committees. In the instance that the board elects Co-Chairs, the Co-Chairs shall share those duties.

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

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.

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 Chair, with a vote of approval of the majority of Directors present, shall identify the charge of the committee scope, purpose, authority, duties, members, and quorum requirements.

The Board may designate committees that are advisory to the Board or that 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 2. Executive Committee

The Chair, Vice-Chair, Secretary, Treasurer, and immediate Past Chair shall constitute the Executive Committee. If the immediate Past Chair 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. 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:

- A. Proposing board agenda;
- 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;
- C. Hiring the Executive Director;
- 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 5. 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 the committee charge, Oregon Statutes, and ONI Standards relative to public meetings and public records.

ARTICLE VIII - MEETINGS

Section 1. Regular Meetings

Regular meetings shall be held 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 Chair 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. 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 Chair 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 4. Public Attendance

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

Section 5. 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 Chair or the Executive Committee.

Section 7. Voting

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

Section 8. Opinion Recordings

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 9. Meeting Procedures

Robert's Rules of Order, current edition, may be utilized to govern meetings of the Board and its Committees, except as provided for otherwise in these bylaws. All meetings of the Board are subject to the meeting provisions of the ONI Standards.

ARTICLE IX – APPOINTMENTS AND ELECTIONS

Section 1. Directors

Neighborhood association Directors are appointed or elected by neighborhood associations. Neighborhood association representatives shall be submitted in writing to SE Uplift. All neighborhood association representatives will be appointed at the board meeting in July or at another properly scheduled meeting. [SEP]

A neighborhood association whose SE Uplift Director is elected Chair 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 November meeting each year. Current Directors are eligible to vote.

A nominating committee shall have been appointed by the Chair no later than the September meeting and should submit a slate of candidates prior to the November meeting at which time nominations from the floor will also be accepted.

ARTICLE X - GRIEVANCE

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 SE Uplift may file a formal grievance if they believe the action taken by SE Uplift 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 SE Uplift Executive Director and/or Chair, within 45 business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the SE Uplift bylaws or the ONI Standards which allegedly were violated, describe how the provision was violated, 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 SE Uplift Board shall consider the findings and recommendations and render a decision on the 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 Neighborhood Association to appeal. Grievances must be submitted, in writing, to the SE Uplift Executive Director and/or Chair. 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, 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 SE Uplift 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. SE Uplift'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 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 bylaws 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.

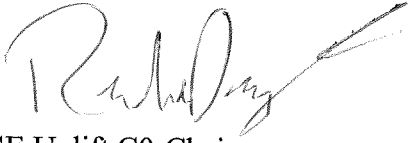
Revisions approved by SE Uplift Board, May 7, 2018



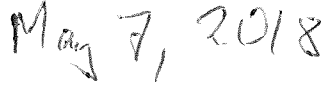
SE Uplift Co-Chair



Date



SE Uplift CO-Chair



Date