

**BYLAWS OF
SE UPLIFT NEIGHBORHOOD PROGRAM, INC.
These Restated Bylaws Adopted
April 4, 2022**

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 1-84 (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 1-205 (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 voting members as that term is defined in the Oregon Nonprofit Corporation Act.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Number of Directors and Eligibility

Directors are selected by the neighborhood associations affiliated with SE Uplift

Neighborhood Program, and by 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-six (36) and shall be selected from 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 seven (7) Directors from SE Uplift-area organizations, other than neighborhood associations, such as nonprofits, businesses, or public agencies.
- D. Up to seven (7) Directors as at-large, who have special expertise, skills or interests deemed valuable to SE Uplift by the Board of Directors, or who bring a valuable diversity of backgrounds and lived experiences to the Board of Directors.
- E. Board members selected by neighborhood associations must comprise a majority of the members serving on the Board of Directors.

Section 2. Selection of Directors

- A. Neighborhood Associations. Neighborhood association Directors are selected by neighborhood associations. Neighborhood associations shall submit the name of the person they select to serve on the SE Uplift Board in writing to SE Uplift. All Directors selected by neighborhood associations will begin their term of office at the next Board meeting following the notice of their selection to SE Uplift and after they have completed the onboarding process required by SE Uplift.

The selection of a specific Director by a neighborhood association may be refused with or without cause, by the Board of Directors of SE Uplift, by a 2/3 vote of the Directors who are not inactive Directors as defined in Article VIII, Section 6. If the Board rejects the selection of a Director selected by a neighborhood association, the neighborhood association shall then have the right to select a different person for the Board of Directors. All Directors must be given ten (10) days written notice of a meeting which includes the rejection of the selection of a Director on the agenda.

B. Other Directors.

- 1) Business associations or other organizations defined in Section 1 may nominate candidates for election to the SE Uplift Board of Directors. Director nominations shall be submitted to the Board, or to a designated Board Development Committee, and may be elected by a majority vote of Directors present at a properly called meeting at which a quorum is present.
- 2) Directors may nominate candidates for at-large Director positions. Director nominations shall be submitted to the SE Uplift Board, or to a designated Board Development Committee, and may be elected to the SE Uplift Board of Directors by a majority vote of the Directors present at a properly called meeting at which a quorum is present.
- 3) Directors elected by the Board will begin their term of office at the next Board meeting following their election and after they have completed the on-boarding process required by SE Uplift.

Section 3. Duties

Each Director shall endeavor to promote the objectives of SE Uplift to the best of their ability, and shall have the duty of care, duty of loyalty, and duty of obedience as defined and required by Oregon law, including the duty to make decisions in the best interests of SE Uplift and its mission, and the duty to comply with SE Uplift's Bylaws and all SE Uplift policies. Each Director is expected to attend as many of the meetings as possible, to effectively communicate between the Board and the organization that selected or nominated them, and to personally promote and participate in SE Uplift's' activities.

Section 4. Conflicts of Interest and Conflicts of Loyalty

Conflicts of Interest. The Board shall comply with state and federal requirements for approving conflict of interest transactions. 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, their relatives, 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, and if the transaction is approved by the affirmative vote of a majority of all of the disinterested Directors serving on the Board.

Conflicts of Loyalty. If a Director also serves on the Board of Directors of another organization or is an employee of another organization, and so owes an additional duty of loyalty to that other organization, a conflict of loyalty could arise. If a Director in that situation believes that voting or acting in the best interests of SE Uplift would or could violate their duty of loyalty to the other organization, then the Director shall disclose their conflict of loyalty, explain the nature and substance of their conflict of loyalty, and may abstain from voting or deliberating on the matter if the Director feels they cannot act in the best interest of SE Uplift.

Section 5. Terms of Office

- A. Neighborhood Association Directors. Terms of office for Directors selected by neighborhood associations shall be one year and shall be selected in accordance with each neighborhood association's election procedures. Their term of office shall begin at the next Board meeting following the notice of their selection to SE Uplift and after the person selected has completed the on-boarding process required by SE Uplift. A Director may serve additional terms if approved by the Neighborhood Association that selected them.
- B. Other Directors. Terms of office for all other Directors shall be one year, beginning at the first Board meeting following their election and after they have completed the on-boarding process required by SE Uplift. An elected Director may be re-elected to additional terms.
- C. Despite the expiration of a Director's term of office, unless the Director has resigned or been removed, the Director continues to serve on the SE Uplift Board until their successor has been properly selected or elected and begins their term of office.

Section 6. 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 7. Removal Of Directors

Any Director may be removed by the entity that selected or nominated them, acting in accordance with their own Bylaws. A Director may also be removed with or without cause by the Board of Directors of SE Uplift, by a 2/3 vote of the Directors who are not inactive Directors as defined in Article VIII, Section 6. Cause for removal shall include, but not be limited to, a director's failure to fulfill their fiduciary duties of care, loyalty and obedience, or failure to comply with SE Uplift's Bylaws or policies. The Board's determination of whether these causes exist shall be final and not subject to appeal.

If the Board removes a Director selected by a neighborhood association selected by a neighborhood association, the neighborhood association shall then have the right to select a different person for the Board of Directors. All Directors must be given ten (10) days written notice of a meeting which includes removal of a Director(s) on the agenda.

Section 8. 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 select another Director to finish the one-year term of office of the Director they are replacing. A Director selected to fill a vacancy by a neighborhood association may begin serving their term of office at the first Board meeting following notice to SE Uplift of their selection and after they have completed the on-boarding process required by SE Uplift.

The Board of Directors may remove a Director selected by a neighborhood association to fill a vacancy, or reject a selection, by following the same procedures stated above in Section 7. If the Board removes a Director selected by a neighborhood association to fill a vacancy or rejects the selection of a neighborhood association to fill a vacancy, the neighborhood association shall then have the right to select a different person to fill the vacancy on the Board of Directors. For other Board vacancies, Director nominations may be submitted to SE Uplift, or to a designated Board Development Committee. Directors may be elected to complete the vacated term by a majority vote of the Directors who are not inactive Directors as defined in Article VIII, Section 6. A Director elected to fill a

vacancy shall serve for the remainder of the one-year term of the Director they are replacing. The new Director's term of office may begin their term of office at the first Board meeting following their election and after they have completed the on-boarding process required by SE Uplift.

Section 9. 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 10. Compensation

Members of the Board of Directors shall be considered "qualified directors" for purposes of protection from personal liability pursuant to ORS 65.369. 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 11. 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 the President, who may be referred to as the 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. Election of 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.

Section 3. 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 4. Vacancies

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

Section 5. 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 Board of 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 Board, by the affirmative vote of a majority of all of the Directors in office, 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, Board Development 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 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 that complies with the Office of Community & Civic Life's guidance on minority reports, with the exception of the notice, agenda, meeting minutes, and public meeting and records requirements for committees without executive authority. The Board and its committees must abide by the committee charge, Oregon Statutes, and ONI Standards relative to public meetings and public records as applicable.

ARTICLE VIII - MEETINGS

Section 1. Regular Board 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 or at other locations at the discretion of the Chair or of the Board, and the location of the meeting shall be stated in the notice. Notice to the public of regular meetings must be given at least seven (7) days in advance. A reasonable attempt may be made to provide direct notice to individuals known to have an interest in the topic on the meeting agenda at least one (1) day in advance.

Section 2. Special Board 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 Directors and to the public of special meetings must be given at least seven (7) days in advance and must identify the topics on the agenda. A reasonable attempt may be made to give direct notice to individuals known to have an interest in the agenda topics at least one (1) day in advance. The Board can only discuss and make decisions at special meetings on the topics on the agenda as stated in the notice.

Section 3. Emergency Board 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. The Board can only discuss and make decisions at emergency meetings on the topics on the agenda as stated in the notice. 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. Notice. Notice of meetings shall be given in writing and may be sent by email and is considered given when the email is sent.

Section 5. Public Attendance

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

Section 6. 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 an inactive Director if they have missed three (3) or more consecutive regular Board meetings without approval by the Chair.

Section 7. Setting Meeting Agendas

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

Section 8. Remote Participation in Meetings

Directors may participate in meetings and meetings may be held by any combination of telephone, video conferencing, internet-based communication, or other method, so long

as all participating Directors may simultaneously communicate with each other. A Director participating in such a meeting is deemed present for purposes of a quorum and voting.

Section 9. Voting

Only currently seated Directors may vote. Each Director shall have one vote. Voting by proxy is not allowed. Unless Oregon state law, the Articles or these Bylaws require a higher standard, the affirmative vote of a majority of the Directors who are present and cast a vote is necessary and sufficient to approve a motion or make a decision. In calculating whether a motion was approved, or a decision made, a Director who chooses to abstain from voting in order to comply with their legal duty of loyalty as required by Article V Section 4 regarding conflicts of interest and conflicts of loyalty, shall not be counted as being present and having cast a vote for or against the motion or decision.

Section 10. 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 11. Meeting Procedures

Robert's Rules of Order, current edition, may, at the discretion of the Chair or by a vote of the Board, 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 – NO DISCRIMINATION

District Coalitions shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of their policies, recommendations or actions.

ARTICLE X - GRIEVANCE

The Board shall adopt and comply with a Grievance Policy with procedures for addressing grievances with a District Coalition and appeals from Neighborhood Associations or Individuals that complies with Section VII, D: Appeal and Grievance, of the ONI Standards. That Grievance Policy is hereby incorporated into these Bylaws by this reference.

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 presented to the Board of Directors for discussion at least one month in advance of a vote, and then must be in writing and sent to members of the Board fourteen (14) days prior to the meeting at which the proposed change(s) is presented for a vote.