

DISTRICT 4 COALITION

BYLAWS

Section I - Name

District 4 Coalition is a business name of Neighbors West-Northwest Review Board, Inc., a 501(c)(3) public benefit nonprofit corporation organized under the laws of Oregon, also doing business under the name of Neighbors West-Northwest.

Section II - Purpose

District 4 Coalition is established to provide support and services to neighborhood associations and other stakeholders within its boundaries. Specific purposes of District 4 Coalition include:

- A. To serve, further, and promote the purposes and development of the constituent neighborhood associations that exist within its boundaries and residents in a manner that is fair and just to each.
- B. To provide a forum for the constituent neighborhood associations to exchange information and views and to develop and adopt joint activities and projects as may further the purposes of the corporation and the neighborhood associations.
- C. To provide communications services, such as maintaining an updated mailing list, preparing newsletters in accordance with the information provided by the member neighborhood associations, and distributing newsletters and notices.
- D. Maintaining records regarding membership and activity for the constituent neighborhood associations.
- E. Recruiting volunteers to assist neighborhood associations, acting individually or with other associations, on projects that are designed to encourage resident participation, assist in neighborhood environmental enhancement and crime prevention objectives, settle grievances, (limited to those involving procedural violations of either these Bylaws or Office of Community & Civic Life Standards that directly affect the outcome of a group's decision), and to further neighborhood aims adopted by the constituent neighborhood associations.
- F. Seeking funding from the City of Portland's Office of Community & Civic Life ("OCCL", formerly Office of Neighborhood Involvement or "ONI") and grants from other governmental and philanthropic organizations and individuals, which will further the purposes of District 4 Coalition and its constituent neighborhood associations.
- G. Hiring and supervising staff. Maintaining an office as required for the furtherance of objectives within annual financial restraints, including the development of budgets and

the accurate reporting of accomplishments, accounting for expended funds to organizations providing funding, and to the general public in accordance with the statutes and ordinances governing nonprofit corporations and District Coalition Boards. Distribution of budget monies, office staff's time, and space shall be made in a manner that is consistent and just.

- H. To offer recommendations for the appointment of those persons who will represent this corporation and/or the residents in the area to serve on City of Portland public involvement committees, the OCCL Bureau Advisory Committee, and other public agencies' committees.
- I. To address the City of Portland and other public agencies to advocate on behalf of its constituent neighborhoods.

Section III - Boundaries

The geographic area serviced by District 4 Coalition is, generally, that territory within the boundaries of the City of Portland's District 4.

Section IV - Subscribing Neighborhood Associations

Any neighborhood association meeting the requirements for being recognized as a neighborhood association by the City of Portland and sited within the Boundaries of District 4 Coalition shall be eligible to be a subscribing neighborhood association of District 4 Coalition. Subscribing neighborhood associations are voting members of District 4 Coalition, with their votes delegated to representative Directors as set forth in Section VI.

New, unassigned, or non-subscribing neighborhood associations may join District 4 Coalition upon approved motion of the neighborhood association Board, and any necessary further approvals of the District 4 Coalition or the City of Portland.

Directors appointed by subscribing neighborhood associations must regularly participate in District 4 Coalition Board meetings as set forth in these Bylaws to maintain subscribing neighborhood association status.

District 4 Coalition shall maintain a publicly-available list of subscribing and non-subscribing neighborhood associations.

Section V - Non-subscribing Neighborhood Associations

A subscribing neighborhood association that no longer meets the requirements to be recognized by the City of Portland as a neighborhood association or these Bylaws, will cease to be a subscribing neighborhood association.

A subscribing neighborhood association may become a non-subscribing neighborhood association upon its own motion or upon the action of the Board of Directors. The Board of Directors may designate a subscribing neighborhood association as a non-subscribing neighborhood association if an association's designated representative fails to participate at three consecutive Board meetings and the Board has provided notice of the

proposed action after the second consecutive absence and before the meeting at which the action shall be taken. A letter sent to the last President of the Association and the last designated representative to the Board, by both certified mail and email, at least fifteen (15) days before the date of suspension, shall be considered proper notice.

A subscribing neighborhood association may be designated as a non-subscribing organization if the subscribing neighborhood association has not held an annual meeting in accordance with the bylaws of that association.

Non-subscribing neighborhood associations may receive all the services offered to subscribing neighborhood associations at the discretion of the Board of Directors. Non-subscribing neighborhood associations shall not be represented on the Board of Directors but may attend all meetings and participate in an advisory capacity.

A non-subscribing neighborhood association may apply to become a subscribing association following the procedure set forth in Section IV.

Section VI - Board of Directors

A Board of Directors shall manage the affairs of the corporation.

A. Voting Directors

Each subscribing neighborhood association shall elect a representative who shall function as a voting Director and vote on behalf of that association. If the voting Director is absent, the votes of the majority of other Directors carry any given issue, just as with other nonprofit organizations.

B. Selection of Directors

Neighborhood associations shall submit the name of the person they elect to serve on the District 4 Coalition Board of Directors in writing to District 4 Coalition. All Directors begin their term of office at the next Board meeting following the notice of their election to District 4 Coalition and after completing the onboarding process required by District 4 Coalition.

C. Qualified Directors

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.

D. Resignation

A Director may resign at any time by delivery of written notice to the Board of Directors, President, or the Secretary. Resignation will be effective upon receipt by one of the above individuals. Once delivered, a notice of resignation is irrevocable.

E. Vacancy

A vacancy on the Board, whether caused by resignation, removal, or death of a Director, shall be filled through appointment by their neighborhood association.

F. Conflict of Interest

The Board of Directors shall adopt a Conflict of Interest policy consistent with IRS regulations.

All Directors and Officers must sign a disclosure of all conflicts of interest and update it if that disclosure needs to be changed. The standard of behavior at the District 4 Coalition is that all staff, volunteers, and Board members scrupulously avoid any conflict of interest between the interests of District 4 Coalition and personal, professional, and business interests. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.

G. Duty of Loyalty

Every Director owes a legal undivided duty of loyalty to the corporation, and shall discharge their duties in a manner the Director reasonably believes to be in the best interests of the corporation. Directors shall abide by District 4 Coalition's Duty of Loyalty policy and resolve conflicts in loyalty pursuant to that policy.

G. 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, or the selection of a specific Director by a neighborhood association may be refused with or without cause, by the Board of Directors of District 4 Coalition, by a two-thirds (2/3) vote of the Directors. If the Board removes 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 removal of a Director(s) on the agenda.

H. Indemnification of Directors

The corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made party to an action, suit, or other proceeding, because the person is or was a Director or Officer,

The obligation to indemnify a Director or Officer shall not exceed the limits of the Directors' and Officers' insurance coverage available at the time of the occurrence.

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Section VII – Committees

A. Executive Committee

The Board of Directors shall establish an Executive Committee of the Board and delegate to that committee the power to make decisions as deemed necessary and appropriate between meetings of the full Board. The Executive Committee's role is primarily for efficiency and oversight, while ensuring neighborhood association representation. The Executive Committee shall be elected pursuant to Section IX.

The Executive Committee shall generally consist of nine (9) Board members, including the Officers, and elected pursuant to Section IX.

The Executive Director shall be invited to attend all Executive Committee meetings (except those specifically involving the Executive Director). Any other Board member may also attend Executive Committee meetings. Actions of the Executive Committee will require a concurrence of a majority of the Executive Committee. Minutes shall be taken at each meeting and all actions taken and under consideration shall be reported to the Board monthly, or more frequently if designated by the Board. The Executive Committee shall serve at the pleasure of the Board.

The Executive Committee must comply with the provisions of these Bylaws concerning meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, applicable public meeting laws, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board.

B. Board-Level Committees

In addition to the Executive Committee, the Board may establish other committees delegated with the power of the Board of Directors to accomplish specific tasks, including but not limited to: (a) making Board decisions, (b) authorizing expenditures, (c) adopting budgets, (d) setting policies, or (e) establishing programs. These types of committees are "Board Level Committees." Board Level Committees must consist of two (2) or more Directors and shall not have any members who are not simultaneously Directors. Such committees shall be established by resolution adopted by the Board at a properly called meeting and shall specifically state the authority of the Board being delegated to the committee. These committees could include but are not limited to, committees for Financial Oversight, Governance/ Nominating, Human Resources, Insurance and Liability, and any other specialized committees such as for Land Use, Transportation, Parks, or Public Safety.

C. Non-Board Level Committees

The Board may establish any other working or advisory committee, that may be composed of Board or non-Board members, that it deems appropriate. These are all "Non-Board Level Committees," which do not have the power to make Board-level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Non-Board Level Committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of

such a committee whether or not that person is a Director . Such committees will be defined by the Board on an as-needed basis.

D. Committee Members

The Board shall appoint the members of committees, or for committees other than the Executive Committee, the Board may delegate this task to the President or the Committee Chair. The term of office of a member of a committee will continue until their successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

E. Committee Chairs

One member of each committee will be selected or appointed Committee Chair by the Board, or if the Board wishes, it may delegate that power to the President or to the members of the committee.

F. Non-Committee Gatherings

As part of its mission and purpose, the District 4 Coalition Board, Staff, or Committees may facilitate and support various community development and improvement conversations with neighborhoods that do not rise to the level of formal District 4 Coalition Committees until such steps are taken to formalize them.

G. Limitation on Powers

No committee may (a) elect, appoint, or remove any Officer, Director of the Board of Directors, or member of the Executive Committee; (b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (c) authorize the dissolution of the Corporation or revoke proceedings therefore; (d) amend, alter, or repeal the Articles of Incorporation, these Bylaws, or any resolution of the Board of Directors; or (e) authorize the payment of a dividend or any part of the income or profit of the Corporation to its Directors, Officers, or any other person or entity.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section VIII - Executive Committee and Officers

The District 4 Coalition Board shall elect the nine (9) Executive Committee members, and shall choose one of those Executive Committee members to serve as President, at the annual meeting. Executive Committee members shall serve until the next annual meeting. The Executive Committee shall choose the remaining District 4 Coalition officers among themselves. The Board of Directors shall fill vacancies at the next regular or special meeting, provided that written notice of the agenda action is given to each member of the Board at least seven (7) days before the meeting.

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Officers may be replaced before the expiration of their term of office by a vote of two-thirds (2/3) of the Board, subject to the same notice requirements as indicated for replacing Director vacancies.

The Officers and their duties are as follows:

A. President

The President shall establish a meeting schedule, act as the Chairperson at all meetings, and be responsible to the Board for the day-to-day affairs of District 4 Coalition. Accordingly, the President, in consultation with the Executive Committee, shall generally set or cause to be set meeting agendas, subject to approval of the Board. The President may appoint committees to assist in the performance of tasks within the limits of the President and any such committees shall report to the President or to the Board monthly.

B. Vice President

The Vice President shall act in the absence of the President at Board meetings and in the conduct of the day-to-day affairs of the corporation and perform such other duties delegated by the President.

C. Corporate Secretary

The Secretary shall be responsible for taking the minutes of the Board meeting and the Executive Committee meetings and distributing them one (1) week before the Board Meeting to be included in the Board packet, and any other customary duties as assigned by the President or Board.

D. Treasurer

The Board of Directors shall appoint a Treasurer. The Treasurer will not be an Officer of the board, but a delegated Director. The Treasurer will report quarterly at the Board meeting on the financial operations and will work with the Executive Director and Financial Oversight committee to oversee District 4 Coalition's financial operations.

Section IX - Executive Committee and Officer Election Procedures

A. General Procedure

During the Board Meeting at least two (2) months before the Annual Meeting, the President shall appoint, and the Board ratify, a Nominating Committee consisting of five (5) members of the Board.

This Nominating Committee shall seek out and interview potential candidates for the Executive Committee and President positions, selecting a slate of candidates who are broadly representative of the full membership of District 4 neighborhood associations in geography, population size, character, and interests.

The Nominating Committee shall present this slate of candidates at the following Board Meeting (one month before the Annual Meeting).

Elections for the Executive Committee and President will generally be held at the Annual Meeting. The seated Executive Committee members will then elect the non-President officers from among the remaining Executive Committee members.

Additional nominations of eligible currently-serving Board members can be made before voting, with each nomination requiring a second.

At the close of nominations, the ballot will be modified by each voting member to include any nominees added to the printed slate of candidates.

Ballots shall be counted by computer application or District 4 Coalition staff.

If no position is contested, the Board may adopt a slate of candidates without a written ballot.

Section X - Board Meetings

A. Quorum

No business may be transacted at any Board meeting without the presence of a majority of the Directors representing the subscribing members. Unless otherwise provided for herein, a vote of the majority of the Directors representing subscribing associations is required to pass any resolution. Proxies shall not be permitted. All motions must be accepted by a process of: (1) Motion is made; (2) Motion is seconded; (3) Motion is discussed; and (4) Motion is taken to a vote.

When the Board has completed its full agenda, the meeting will be open for public comment and, at that time, non-Board members are welcome to speak. Only Board members and authorized staff are allowed to speak during meetings, including during the discussion between seconded Motions and the Board votes.

B. Telecommunication and Electronic Meetings

In the spirit of neighborhood participation, it is District 4 Coalition's strong preference that meetings be held in person whenever possible. Meetings may be held, or individual Directors may participate in meetings by telephone, video conferencing, internet-based communication, or any other method authorized by the Board, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum and voting.

C. Decisions by Email

Voting by email is authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if: (1) The Corporation has a record of all Directors' email addresses; and (2) The Corporation maintains a copy

of the announcement and a record of the Directors' votes with the corporate records. Electronic signatures, whether from the email address of the Directors' address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

The Board President, Secretary, Executive Director, or their designees, are all authorized to send electronic announcements for a vote to the entire Board of Directors. The electronic announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Director may change their vote any time before the deadline; and (4) an effective date if the action is intended to be effective at a date which is later than the deadline date. Voting by electronic mail does not require a second.

The affirmative vote of a majority of all Directors then in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

D. Regular Meetings

Regular meetings shall be held at least once each calendar quarter. A written proposed agenda and supporting information shall be provided to each Board member ~~at least~~ seven (7) days before the meeting date.

E. Special Meetings

Upon the request of three subscribing associations or on the initiation by the President and one subscribing association, a Special Meeting shall be called by the President or by the Vice President in the absence of the President.

Section XI - Annual Meeting

A. Date of Meeting

A meeting shall be convened at the usual date of the Board Meeting for the month of November or as otherwise set by the Board.

B. Notice

The District 4 Coalition Staff shall be responsible for notifying all subscribing and non-subscribing associations of this Annual Meeting. Notification shall be by electronic or first-class mail as preferred by each individual Board member. Such notification shall be prepared and sent within 2 business days after the Board meeting in which the Slate of Candidates is announced by the Nominating Committee. It shall include notification of the Annual Meeting and a copy of the slate of candidates and the Election Procedures.

Section XII - Grievance Procedure

District 4 Coalition shall enter into a Memorandum of Agreement that shall include procedures for addressing grievances with a District Coalition and appeals from Neighborhood Associations or individuals.

Section XIII - Amendments

These bylaws may be amended at any Annual or Special Meeting, by a vote of two-thirds (2/3) of the subscribing associations. Accompanying the meeting notice shall be a description of the proposed bylaw changes. Proper written notice must be given at least seven (7) days in advance and must include either a written copy or a written summary of the proposed amendments.

Section XIV - Public Meetings and Records Rules and Governing Statues

The District 4 Coalition Board shall abide by the appropriate governing federal, state, and City of Portland standards, rules, and laws.

Section XV - Non-Discrimination

District 4 Coalition does not discriminate by race, religion, color, sex, sexual orientation, gender identity or expression, age, disability, national origin, legal citizenship, income, political affiliation, or any other legally protected class.

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CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that the foregoing Bylaws constitute the Bylaws of District 4 Coalition as duly adopted by the Board of Directors on the _____ day of _____, 2024.

Signed this 15th day of July, 2024.

Secretary Signature Marquerite F. Howell
Printed Name: _____

Draft Rev. June 20, 2024