

North Portland Community Works

2209 N. Schofield Portland, Or 97217
501 (c) (3) Federal Tax # 93-1156762

BYLAWS

North Portland Community Works *a.k.a.* Kenton Action Plan

Article I: Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501 (c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This corporation's primary purpose shall be to build community assets through community organization and action with the intent to improve the quality of life for residents in North and Northeast Portland. The corporation shall foster community projects and act as an incubator for the establishment of new community-based organizations.

Article II: Non-membership

This corporation shall have no members.

Article III: Board of Directors

Section 1. DUTIES. The affairs of the corporation shall be managed by the Board of Directors. An executive director may be appointed by the Board of Directors to assist in the management of the corporation and shall serve at the pleasure of the Board.

Section 2. NUMBER. The number of Directors shall vary between a minimum of three and a maximum of fifteen.

Section 3. TERM AND ELECTION. Directors will be elected at the NPCW meeting in the fall of each year. The term of office for Directors shall be one year. A Director may be reelected without limitation on the number of terms she or he may serve. The board shall elect its own members, except that a Director shall not vote on that member's own position. The Board of Directors will be selected from those persons who reside in one of the 11 neighborhoods within the boundaries of North Portland Neighborhood Services.

Section 4. REMOVAL. Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 5. VACANCIES. Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of Directors then on the Board of Directors.

Section 6. QUORUM AND ACTION. A Quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as provided otherwise by these bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at a time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of this meeting is required.

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held at the time and place determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to a special meeting.

Section 9. MEETING BY TELECOMMUNICATION. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

Section 10. NO SALARY. Directors shall not receive salaries for their board services, but may be reimbursed for expenses related to board services.

Section 11. ACTION BY CONSENT. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article IV: Committees

Section 1. EXECUTIVE COMMITTEE. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between board meetings and shall have the power to make financial and budgetary decisions.

Section 2. OTHER COMMITTEES. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. COMPOSITION OF COMMITTEES EXERCISING BOARD FUNCTIONS. Any committee that exercises functions of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority of the number of Directors prescribed by the Board, or if no member is prescribed, of all Directors in office at that time.

Section 4. QUORUM AND ACTION. A quorum of a Committee meeting exercising Board functions shall be majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. LIMITATION OF THE POWERS OF COMMITTEES. No Committee may authorize the payment of a dividend or any part of income or profit of the corporation to its directors and officers; may approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors, or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal Articles, bylaws, or any resolution of the Board of Directors.

Article V: Officers

Section 1. TITLES. The officers of this corporation shall be the Board Chair and Secretary.

Section 2. ELECTION. The Board of Directors shall elect the Board Chair and Secretary to serve one year terms. An officer may be reelected without limitation on the number of terms an officer may serve.

Section 3. VACANCY. A vacancy of the office of Board Chair or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. OTHER OFFICERS. The Board of Directors may elect or appoint other officers, agents, or employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. BOARD CHAIR. The Board Chair shall act as the Chair of the Board. The Board Chair shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. SECRETARY. The Secretary shall have overall responsibility for all record keeping and all corporate funds. The Secretary shall perform, or cause to be performed the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of records of the corporation; (d) keeping of full and accurate account of all fiscal records of the corporation; (e) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (f) making financial reports as to the financial condition of the corporation to the Board of Directors; and (g) any other duties as be prescribed by the Board of Directors. The Secretary shall not disburse funds.

Article VI: Corporate Indemnity and Ethics

Section 1. INDEMNITY. This corporation will indemnify its officers and directors to the fullest extent allowed by current and future Oregon law. The Kenton Action Plan (KAP), also doing business as North Portland Community Works (NPCW), agrees to indemnify and hold harmless each Board of Director and its Executive Officer from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his or her capacity as a Board of Director and/or Executive Director, including, without limitation, actions taken or omitted by the Board Director and/or Executive Director consistent with these Bylaws and in furtherance of the business or affairs of the KAP, a.k.a. NPCW. The satisfaction of any indemnification of the Board of Directors and/or Executive Director under this Section will be from, and limited to, corporate assets, and the Board of Directors and/or Executive Director shall not have any personal liability on account thereof.

Section 2. FIDUCIARY RESPONSIBILITIES. Members of the Board of Directors pledge to act in good faith and in the manner in the best interest of the Corporation and its ability to meet the responsibilities of its mission.

Section 3. CONFLICT OF INTEREST. Members of the Board of Directors shall refrain from voting on issues which represent a clear potential for individual personal gain. A conflict of interest shall be defined as any voting action which provides a specific, discernable benefit to the voting individual which could possibly work to the detriment of the Corporation and its ability to meet its mission.

Section 4. RENUMERATION. Members of the Board of Directors shall receive no pay for services on the NPCW Board, but may be reimbursed for allowed expenses that arise from such service.

Article VII: Amendments to Bylaws

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

First reading: January 30, 2006
Date Adopted: September 24, 2006

Signature by a Corporate Officer: