



BYLAWS OF NORTHEAST VILLAGE PDX

ARTICLE I: VILLAGE NAME

The name of the village shall be Northeast Village PDX hereinafter “Village” or “NE Village.” NE Village operates under a Memorandum Of Agreement (Exhibit 1) with Villages NW-Metro hereinafter “Villages NW”.

ARTICLE II: NONPROFIT PURPOSES

Section 1: IRC Section 501(c)(3) Purposes. NE Village operates under a Memorandum Of Agreement (Exhibit 1) with Villages NW-Metro hereinafter “Villages NW”, an Oregon public benefit corporation that has received its 501(c)(3) tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. As such the Village is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Section 2: Specific Purposes. The specific purposes of the Village is to provide volunteer support, social activities, educational programs, and information and referral to assist Village members living within the NE Village service area to safely, cost-effectively and sustainably age in their own homes and neighborhoods as long as possible. The Village is organized and operated exclusively for charitable, research and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code.

ARTICLE III: SERVICE AREA

The boundaries of the service area are:

- On the North: West on Marine Dr. from 122nd. Ave to I-205; south to the slough; west along the slough to Alderwood Rd.; west on Cornfoot Rd. to 42nd Ave.; north to Elrod St.; west to 33rd. Ave.; north to the river; west to the east side of the Edgewater Golf Club.
- On the West: From the Columbia River south along the east side of the Edgewater Golf Club and the Peninsula Drainage Canal to the Columbia Slough then west along the slough to MLK Jr. Blvd.; south to Columbia Blvd.; east to 22nd. Ave.; south to Prescott St.; east to 23rd. Ave.; south to Alameda St.; west to 21st. Ave.; south to Fremont St.; west to 7th Ave.; south to NE Broadway St.; west to the Willamette River; south along the river to the I-5/I-84 Interchange.
- On the South: I-84 from the I-5 interchange east to Halsey St.
- On the Southeast: Halsey St. from I-84 east to 122nd. Ave.
- On the East: 122nd. Ave. from Halsey St. north to Marine Dr.

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Amended November 14, 2019 (Article VII, Section 4(d))

It includes within its boundaries 16 of the City Of Portland Neighborhoods within 3 Coalitions and 2 additional independent entities:

- Central Northeast Neighbors (CNN): All Neighborhoods in this Coalition are included in Northeast Village PDX – Hollywood, Beaumont-Wilshire, Rose City Park, Cully, Madison South, Roseway, Sunderland, Sumner and Grant Park.
- Northeast Coalition of Neighborhoods (NECN): Sullivan’s Gulch, Irvington, Alameda and Concordia.
- East Portland Neighborhood Office (EPNO): Parkrose, Parkrose Heights, and Woodland Park.
- Independent Entities: City of Maywood Park, Lloyd District Community Association.

ARTICLE IV: MEMBERS

Section 1: Categories and Voting. The two Categories of membership are Full Service and Associate. Each member shall be entitled to one vote on all matters for which a member vote is permitted by the Bylaws of the Village.

Section 2: Member Participation. Members shall have the right to attend member, Governing Council, and Standing Committee meetings, to bring up suggestions, issues or concerns, and to comment on current or proposed actions. Members shall elect members of the Governing Council from the slate offered by the Governing Council and from nominations from the membership.

Section 3: Qualifications. An individual shall become a member of the Village by a) being a member of a residential household within the NE Village Service Area :b)submitting an application which is accepted and approved by the Village; and c) paying an annual membership fee as determined by the Governing Council.

Section 4: Termination of Membership. The Governing Council may terminate membership after giving the member at least 15 days written notice by certified mail of the termination and the reasons for the termination and an opportunity for the member to be heard by the Governing Council, orally or in writing, not less than five days before the effective date of the termination. The decision of the Governing Council is final.

Section 5: Annual Meeting. The annual meeting of the members shall be held in the Fall of each year.

Section 6: Special Meetings. Special meetings of the members shall be held at the call of the Governing Council, or by the call of the holders of at least 10% of the voting power of the village by a request signed, dated, and delivered to the Village’s Secretary. Such request by the members shall describe the purpose of the meeting. In this case, the Governing Council shall set a time and place for the meeting, which shall be no more than 45 days from the receipt of a valid request.

Section 7: Notice of the Meeting. Notice of all meetings of the members shall be given at least 7 days before the meetings to each member at the last e-mail address of record and a posting of a notice on the Village website. In the case where there is no e-mail address for the address of record, notice shall be given by first class mail or telephone. The notice shall include the date, time, place and purposes of the meeting.

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Section 8: Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members. Any vote of the membership, except for Governing Council elections, shall be considered advisory to the council.

Section 9. Proxy Voting. There shall be no voting by proxy.

ARTICLE V: GOVERNING COUNCIL

Section 1: General Powers. Members of the Governing Council shall be elected at the Annual Members meeting. The property, affairs, and business of the Village shall be managed and controlled by the Governing Council, in collaboration with the Villages NW Board of Councilors as provided in the Memorandum of Agreement (Exhibit 1). The Governing Council may delegate to officers of the Village and to committees such duties as provided for in these Bylaws.

Section 2: Number and Qualifications. The number of elected members of the Governing Council may vary between a minimum of six and a maximum of **sixteen** as determined by the Governing Council. Governing Councilors shall be of the age of majority in this state. At least two-thirds of the elected Councilors shall be members of the Village with at least one of those being a full service member.

(a) In addition to the elected voting members, one individual chosen by Villages NW Board of Councilors shall serve as voting member of the Governing Council and counted for quorum. Members of the Governing Council shall be elected at the Annual Members meeting. At least two-thirds of the elected Councilors shall be members of the Village with at least one of those being a full service member.

Section 3: Duties. It shall be the duty of the Councilors to:

(a) Select two representatives to serve in the Villages NW Village Representatives Circle, of which at least one shall be a member of the Governing Council;

(b) Perform any and all duties imposed on them collectively or individually by law, by the Memorandum of Agreement, or by these Bylaws;

(c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Village;

(d) Supervise all officers, agents, and employees of the Village to assure that their duties are performed properly and in accordance with Personnel policies

(e) Approve the annual operating budget and raise all funds necessary to ensure NE Village is financially stable and able to meet all its financial obligations;

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Section 4: Term and Election. The term of office for Councilors shall be for two years. A Councilor may be re-elected or appointed to serve two additional, consecutive terms. No incumbent Councilor shall be re-elected or appointed to the Governing Council on completion of a third full term of continuing service except after a lapse of one year. Term limits may be waived when in the judgement of the council, the best interest of the Village will be served.

Section 5: Resignation. Any Councilor may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Chair or Governing Council. Councilors who expect to be unable to perform their duties for extended periods of time, and who have one year or more remaining in a term shall be expected to resign. The Chair or Governing Council will review absences of six months or longer to determine whether the preceding specification of “extended periods of time” is triggered and whether the Councilor should be asked to resign.

Section 6. Removal. Any Councilor may be removed, for misconduct or chronic absenteeism at a meeting called for that purpose. Any misconduct shall be presented in writing, by any member of the board, or the Chair, and the Board shall appoint a committee to consider the validity of the charges. Should the committee find a valid cause for removal, a Councilor can be removed from office if two thirds (2/3) of the Councilors present vote for removal of that Councilor at a GovCo meeting to address that issue

Section 7: Vacancies Any vacant seat on the Governing Council, up to the maximum number permitted by GovCo resolution, may be filled by a vote of remaining Councilors at any regular or special meeting of the Governing Council. If the vacancy is the result of an elected or appointed Councilor resigning or leaving the Governing Council for other reasons, such appointment shall be for the remainder of the term of the seat being filled.

Section 8: Meetings and Meeting Notices. Unless otherwise provided for by the Memorandum of Agreement, these Bylaws, or provisions of law, the following provisions shall govern the meeting and giving of notice for meetings of the Governing Council:

(a) **Regular Meetings.** Regular meetings of the Governing Council shall be held at the time and place to be determined by the Governing Council. Notice of the date, time, place, and agenda of the meetings shall be posted on the Village’s website not less than 7 days prior to the regular meeting. No other notice is required.

(b) **Special Meetings.** Special meetings of the Governing Council may be called by the Chair, or by a majority of the Councilors, who may fix the location of the meeting. Notice describing the date, time, place, and purpose shall be delivered to each Councilor personally or by telephone, e-mail, or mail not less than one week prior to the special meeting. In addition, notice of the date, time, place and purpose of the meeting shall be posted on the Village website not less than 7 days prior to the special meeting. Should urgency require, notification of such meeting can be reduced to no less than 24 hours

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(c) Executive Sessions. Executive Sessions are exclusive to Council members, but others, as deemed necessary by the Council may be invited to attend. An Executive session of the Governing Council may be called only for the purposes of: Personnel Matters, Legal matters, property negotiations. The Governing Council may set a meeting solely to hold an executive session as long as it gives appropriate public notice. Notice requirements for executive sessions are the same as for regular, special or emergency meetings.

Notice of an executive session must cite the specific law (ORS 192.660) that authorizes the executive session. This authorization also must be announced before going into the executive session

No final action may be taken in executive session. Decisions must be made in public session. If a governing body expects to meet publicly to make a final decision immediately after an executive session, it should try to announce the time of that open session to the public before the executive session begins.

Section 9: Quorum and Action. A quorum at a Governing Council meeting shall be by a majority of all Councilors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Councilors present; but if less than a majority of the Councilors are present at that meeting, a majority of the Councilors present may adjourn the meeting from time to time without further notice.

Section 10: Meetings by Telecommunication. Any regular or special meeting of the Governing Council may be held by telephone or other telecommunications, as long as all Councilors participating can hear each other.

Section 11: Unanimous Consent. Any action required by law to be taken at a Governing Council meeting, or any action that may be taken at a Governing Council meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Councilors. Electronic consent is acceptable

Section 12: Compensation. Councilors shall serve without compensation, but they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Councilors shall be approved in advance in accordance with the conflict of interest policy in the Memorandum of Agreement.

Section 13: Non-liability of Governing Councilors. The Councilors shall not be personally liable for the debts, liabilities, or other obligations of the Village.

Section 14: Indemnification by Village and by Village NW of Governing Councilors and Officers. The Councilors and officers of the Village shall be indemnified by the Village and Villages NW (pursuant to Memorandum of Agreement) to the fullest extent permissible under the laws of this state.

Section 15: Insurance for Village Agents: Except as otherwise provided for under provisions of law or under the Memorandum of Agreement, the Governing Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Village (including a Councilor, officer, employee or other agent of the Village) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the

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Village would have the power to indemnify the agent against such liability under the Memorandum of Agreement, these Bylaws, or provisions of law.

ARTICLE VI: OFFICERS

Section 1: Officers. The officers of the Village shall be a Chair, Co-Chair, Secretary, and Treasurer, and such other officers as may be elected in accordance with other provisions of this Article, from among the Councilors.

Section 2: Selection. The Governing Council shall elect the officers of the Governing Council annually at the first regular meeting in the month following the annual meeting of members.-The term of Office shall be one year.

Section 3: Vacancies. A vacancy of an office shall be filled no earlier than the first regular meeting of the Governing Council following the vacancy and be consistent with Article V, Section 7

Section 4: Chair. The Chair shall serve as the Chief Executive Officer of the Village, and shall have general charge and supervision of affairs of the Village, unless the Governing Council shall appoint an employee to serve in that capacity.

Section 5: Vice Chair: The Vice Chair shall perform such duties as may be assigned by the Chair or the Governing Council. The Chair and Vice Chair may also act as co-chairs and split the various duties between them to insure that the overall responsibilities of those offices are properly carried out.

Section 6: Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Village in accordance with the Spoke Village Financial Policies and Procedures as provided in Exhibit 2.

Section 7: Secretary. The Secretary shall ensure that accurate minutes of the meetings of the Governing Council and of the members are recorded in an appropriate manner. The Secretary shall oversee the keeping, preparation and filing of all records required by laws or the policies of the Governing Council. The Secretary shall perform such other duties and have such other powers as the Governing Council may from time prescribe, or imposed law or by these Bylaws.

ARTICLE VII: COMMITTEES

Section 1: Authority

(a) The Governing Council, by resolution adopted by a majority of the Councilors in office, may designate and appoint one or more committees, of its members, each of which shall consist of two or more persons, which committees, shall carry out the duties provided in said resolutions, and make reports and recommendations to the Governing Council pertaining to their areas of assignment.

(b) The Governing Council may establish an Executive Committee. If established the Executive Committee of the Governing Council shall consist of the officers and Executive Councilor (if any) of the Governing Council, and will be chaired by the Governing Council Chair or, in his or her absence, by the Governing Council Vice-Chair. Any Governing Council members may attend meetings of the

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Executive Committee, but only the members of the Executive Committee shall have a vote. The Executive Committee may act on behalf of the Governing Council between regular meetings of the Governing Council. All actions taken by the Executive Committee will be reported to the full Governing Council at its next regular meeting.

(c) Standing and Ad-Hoc committees may be designated and appointed by resolution adopted by a majority of the Governing Council at a meeting at which a quorum is present, or by the Chair as authorized by a like resolution of the Governing Council. Membership on such committees need not be limited to Councilors.

Section 2: Committee Chairpersons. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 3: Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4: Standing Advisory Committees. The Chair, with the advice and consent of the Governing Council, shall appoint committees and committee chairs of Standing Advisory Committee. These committees and their respective chairs shall continue after expiration of the Chair's term unless the Chair with the advice and consent of the Governing Council otherwise discharges them. All standing committees shall be designated in the bylaws.

(a) Membership. The Membership Committee is responsible for recruitment plans and operations related to membership activities.

(b) Volunteer. The Volunteer Committee is responsible for recruitment, retention, training and operations related to volunteer activities.

(c) Program. The Program Committee is responsible for program development and operations related to social, educational, age-related, wellness, activities,

~~(d) Marketing/Outreach. The Marketing/Outreach Committee is responsible for development and operations related to promoting the village in community outreach activities.~~

(d) Communications, Marketing & Outreach. The Communications, Marketing & Outreach Committee is responsible for development and operations relating to the primary communications, marketing and outreach activities, both within the Village, and externally.

(amended 11/14/2019)

(e) Development Committee. The Development Committee is responsible for development and operations related to resource development and fundraising activities.

(f) Meetings: When possible, Meeting notices should be posted on the NE Village Web Calendar. Committee reports should be contained in the minutes to the Governing Council and- shall be archived in the Village Office

Section 5: Ad-Hoc Committees. The Governing Council may establish such other ad-hoc committees as needed.

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Section 6: Quorum. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee.

ARTICLE VIII: INDEMNIFICATION

Any present or former Councilor, officer, employee, or agent of the Village, or other such persons so designated in the discretion of the Governing Council, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Village against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Governing Councilor, officer, employee, or agent, to the extent authorized by the Governing Council. No indemnification or advance against expenses shall be approved by the Governing Council or paid by the Village until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE IX: AMENDMENTS.

Amendment of Bylaws: The Bylaws of the Village may be altered, amended or repealed, or new Bylaws may be adopted, by the affirmative vote of a majority of Councilors voting after being read at a least 2 meetings and having such amendment on the agenda.

Should a bylaws change be proposed, such proposal shall be forwarded to the membership for review and comments prior to final vote of the Governing Council.

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