

The East Portland Neighbors, Inc.

Board Meeting

Is on

Wednesday, April 18, 2012, from 6:30 to 8:30 PM

At the

East Portland Neighborhood Office, 1017 NE 117th Avenue

Please RSVP

Agenda

Time	Item	Action		
6:30	Approval of the Agenda	Decision	Ray Hites	
6:35	Review of Meeting Minutes	Decision	Kathi Holmes	Pgs 2 - 3
6:40	Treasurer's Report	Information	Kathi Holmes	Pgs 4 - 8
6:45	Annual Confirmation of Directors	Decision	Ray Hites	Page 9
7:00	Election of Officers	Decision	Ray Hites	
7:05	Approval of Graffiti Abatement Grants	Decision	Richard Bixby	Page 10
7:10	Bylaws Amendment	Decision	Ray Hites	Pgs 11 - 19
7:20	Temporary Restaurant License	Decision		
7:30	New Projects	Decision		
7:35	Report on Small Grant & News Grants	Information	Ray Hites	Pgs 20 - 22
7:40	Report on Fiscal Management Grant	Information	Ray Hites	
7:45	Report on Accountant	Information	Richard Bixby	Page 23
7:50	Annual Report	Information	Ray Hites	
8:00	New Business			
	Adjourn			

The EPN, Inc. Executive Standing Committee met on April 2, 2012.

Attendance: Ray Hites (Lents), President; Kathi Holmes (Wilkes), Secretary/Treasurer; Brenda McSweeney (Glenfair); David Hampsten (Hazelwood)

Actions: Developed this agenda and unanimously approved three City grants: East Portland Neighborhood Association News Grant, 2012 Neighborhood Small Grants, and East Portland Action Plan Small Grant.

EAST PORTLAND NEIGHBORS, INC.
Neighborhood Office, 1017 NE 117th, Portland, OR
Board Meeting Minutes February 15, 2012 at 6:30 p.m.

Ray Hites	Lents, EPN President	Kathi Holmes	Wilkes, EPN Treasurer/Sec
Tom Shannon	Argay	Tom Lewis	Centennial
Brenda McSweeney	Glenfair	David Hampsten	Hazelwood
Marge Crawford	Mill Park	Mary Walker	Parkrose, Absent
Vacant	Parkrose Heights	Linda Bauer	Pleasant Valley, Absent
Anthony Pham	Powell Hurst-Gilbert, Absent	Vacant	Russell
Alesia Reese	Woodland Park		

Non-Board Members Present: Richard Bixby, EPNO-Director

Agenda

The Agenda was approved unanimously after agreeing to add the acceptance of Marge Crawford as a Mill Park, Director.

Acceptance of New Director

Marge Crawford as a Director from Mill Park was approved unanimously.

Minutes

The December 7, 2011, minutes were approved as written.

Treasure Report

It was unanimously approved as written.

Accountant

It was approved unanimously to enter a one-year contract at a cost of \$100 a month for financial assistance and bookkeeping with Kevin Minkoff.

It was approved unanimously to authorize a payment to Kevin Minkoff of \$180 to transfer our books to his software and server, his suggested way of accounting (different than the past), and an accuracy review to correct accounting practices.

Annual Confirmation of Members

Last year, East Portland Neighbors, Inc. (EPN) revised their bylaws to require written confirmation of delegates from member neighborhood associations to the East Portland Neighbors Board.

It was approved unanimously to send out notification to all neighborhood members to choose a representative and alternate to serve on the EPN, Inc Board for a term of one year and to send in their written confirmation of their chosen delegate and alternate by the Annual April 18, 2012, meeting along with their signed conflict of interest form.

New Projects - None

Graffiti Abatement Grant Application and Process

The proposed application and process to form an ad hoc committee with the understanding that all selection committee members would be neighborhood board members was approved unanimously.

Fiscal Management Grant - Payment for Citywide Workshops

It was approved unanimously to modify the allotment to add an additional \$30 for a total of \$530.00.

Ad Hoc Committees

Governance Committee - It was approved unanimously for Ray Hites to hire the services of an attorney, Cindy Cumfer, and for the committee to formulate the questions to ask the attorney and negotiate with the attorney recommendations for best practices. Marge Crawford volunteered to be an additional member on the governance committee.

Newspaper Policy Review Committee - Ray Hites, David Hampsten, Kathi Holmes, and Brenda McSweeney volunteered to be on this committee.

Adjournment and Next Meeting

The meeting was adjourned at 8:36 p.m. The next meeting will be the annual meeting on April 18, 2012 at 6:30 p.m.

Respectfully submitted,

Kathi Holmes Secretary/Treasurer

04/11/12
Accrual Basis

East Portland Neighbors, Inc.
Balance Sheet
As of April 1, 2012

	<u>Apr 1, 12</u>
ASSETS	
Current Assets	
Checking/Savings	
Main Money Market - Riverview	5,243.86
Money Market prjt- Riverview	33,597.36
Riverview Checking	10,211.19
Total Checking/Savings	<u>49,052.41</u>
Accounts Receivable	
Accounts Receivable	4,273.24
Total Accounts Receivable	<u>4,273.24</u>
Total Current Assets	<u>53,325.65</u>
TOTAL ASSETS	<u>53,325.65</u>
LIABILITIES & EQUITY	
Liabilities	
Long Term Liabilities	
2011 EPAP Civic Engage	8,820.85
2011 Neighborhood Small Gran...	11,878.71
East Portland Exposition	587.44
East Portland Graffiti Cleanup	21.58
EP Neighborhood News	7,724.29
Fiscal Management Grant	2,467.00
Friends of Parklane Park	393.10
Friends of Senn's Dairy Park	1,932.00
Jane's Park Group	3,148.64
Lents Summer Events	2,256.15
Neighborhood Cleanup	124.50
PGNA Fund	1,002.70
Ramona Street Fair	822.41
Rosewood Initiative	1,145.33
Undetermined Project Funds	300.00
Wilkes Park Project	2,201.33
Woodland Park Project	753.97
Total Long Term Liabilities	<u>45,580.00</u>
Total Liabilities	45,580.00
Equity	
EPN Equity	8,845.16
Net Income	(1,099.51)
Total Equity	<u>7,745.65</u>
TOTAL LIABILITIES & EQUITY	<u>53,325.65</u>

**East Portland Neighbors
Budget**

	Actual 2009-2010	Actual 2010-2011	Adopted 12-7-11 2011-2012	3rd Quarter Actual 2011-2012
Income				
Small Grants				
Neighborhood Small Grants	31,100	15,138	25,000	-
EPAP Small Grants	6,910	36,382	15,000	(4,215)
Neighborhood Cleanup				
BPS Grant	6,539	6,260	7,811	4,273
Graffiti Cleanup Grant	7,545		7,186	(7,236)
Fiscal Management Grant		3,000		
East Portland Neighborhood News				
Insert revenue	6,519	-	-	-
Ad revenue	2,895	3,810	3,000	790
NA support	13,000	13,000	13,000	-
Individual Contributions		2,421	100	75
Neighborhood Projects				
East Portland Exposition				
Project Income	15,354	11,259	10,000	8,004
Business Contributions	3,950	1,150	3,000	3,428
City Reimbursement		1,090		450
Metro Nature in Neighborhoods Grant	2,867			
Misc Grants		563		
Misc Business Contributions		1,380	100	2,117
Misc Individual Contributions		2,501	100	2,547
Misc Project Income	2,049	1,039	500	1,479
Misc Project Reimbursement				1,800
Total Project Income		98,993	84,797	13,512
Insurance Reimbursement		8,637	8,500	8,609
Fiscal Sponsorship Fees		376	3,500	2,267
Interest	457	383	400	104
Total Operations Income		9,396	12,400	10,980
Total Income	99,185	108,389	97,197	24,492

Expenses

Project Expenses	72,954	88,799	85,000	78,269
Operating Expenses				
Insurance		8,637	8,500	8,951
Accountant	3,250	2,545	1,601	587
Rent			12	54
Laptop	500			
Bulk Mail permit	370	-	200	-
Corp Registration & CT-12	134	106	134	-
Supplies	20	108	80	220
Total Operating Expenses	4,274	11,396	10,527	9,812
Total Expenses	77,228	100,195	95,527	88,081

Administration Fees Projected - FY 2011-12

Neighborhood Small Grants	1,500
EPAP Small Grants	900
Cleanup Grant	439
Graffiti Cleanup Grant	431
Total projected fees	3,270

04/11/12

Accrual Basis

East Portland Neighbors, Inc.
Profit & Loss Detail
 January 1 through April 11, 2012

Item	Date	Name	Memo	Amount
Income				
Contributions				
Business				
	3/31/2012		Q3 close	(100.00)
NA:Lents Summer Events:Lents business do...	1/10/2012		Lents body shop	100.00
Total Business				0.00
Individual				
	3/31/2012		Q3 close	(60.00)
EPN:EPNAN:Individual Donations	1/10/2012		Eichenauer, Spence	60.00
Total Individual				0.00
Total Contributions				0.00
Grant Revenue				
	3/31/2012		Q3 close	3,134.17
2011 EPAP Grants:-Grant Revenue	2/22/2012	City of Portland	Return unused grant funds	(4,214.95)
2011 EPAP Grants:-Grant Revenue	2/22/2012		Void check # 3601; 9/20/2011	4,044.00
EPN:2010 Graffiti Grant:Grant Revenue	2/27/2012	City of Portland/ONI	return of grant funds	(7,236.46)
EPN:Neighborhood Cleanup:Grant Revenue	3/6/2012	Bureau of Plannin...	Woodland Park 10-8-2011 - Reimburse...	450.00
EPN:Neighborhood Cleanup:Grant Revenue	3/6/2012	Bureau of Plannin...	Powellhurst-Gilbert 10-15-2011 - Reimb...	2,087.30
EPN:Neighborhood Cleanup:Grant Revenue	3/6/2012	Bureau of Plannin...	Wilkes 11-5-2011 - Reimbursement for ...	808.00
EPN:Neighborhood Cleanup:Grant Revenue	3/6/2012	Bureau of Plannin...	Lents 11-12-2011 - Reimbursement for ...	686.00
EPN:Neighborhood Cleanup:Grant Revenue	3/6/2012	Bureau of Plannin...	Administration Fee	241.94
Total Grant Revenue				0.00
Interest				
	1/31/2012		Interest	0.97
	2/29/2012		Interest	0.83
	3/31/2012		Interest	0.89
	1/31/2012		Interest	6.19
	2/29/2012		Interest	5.32
	3/31/2012		Interest	5.69
	1/29/2012		Interest	2.24
	2/29/2012		Interest	1.61

04/11/12

Accrual Basis

East Portland Neighbors, Inc.
Profit & Loss Detail
 January 1 through April 11, 2012

Item	Date	Name	Memo	Amount
	3/31/2012		Interest	2.09
Total Interest				25.83
Miscellaneous Income				
EPN reimbursement	1/3/2012	City of Portland/ONI	Reimbursement for Accident Insurance ...	42.00
EPN reimbursement	1/3/2012	City of Portland/ONI	Reimbursement for final payment for ge...	353.00
EPN reimbursement	1/3/2012	City of Portland/ONI	Reimbursement for additional premium f...	140.00
EPN reimbursement	1/3/2012	City of Portland/ONI	Reimbursement for adding events to ge...	762.00
EPN reimbursement	1/3/2012	City of Portland/ONI	Reimbursement for annual premium for ...	4,855.00
EPN reimbursement	1/3/2012	City of Portland/ONI	Reimbursement for annual premium for ...	2,457.00
Total Miscellaneous Income				8,609.00
Project Income				
	3/31/2012		Q3 close	(240.00)
EPN:EPNAN:Ads-Proj Income	3/6/2012		Ashton & Minkoff - Advertisement in the...	240.00
Total Project Income				0.00
Total Income				8,634.83
Expense				
Insurance Expense				
	3/6/2012	Gales Creek Insur...	accident policy 2012-13	342.00
Total Insurance Expense				342.00
Professional Fees				
	2/15/2012	Kevin Minkoff, CPA	2010 990 form	587.00
Total Professional Fees				587.00
Project expense				
	3/31/2012		Q3 close	(12,284.34)
	3/31/2012		Correct canceled check 9-20-11	44.00
2011 EPAP Civic Engagement:Crime Prevent...	1/24/2012	Anna Volkova	staffing	1,101.60
2011 EPAP Civic Engagement:Crime Prevent...	1/24/2012	Natalya Sobolevs...	staffing - 2&3 workshop	1,101.60
2011 EPAP Civic Engagement:Crime Prevent...	1/24/2012	Natalya Sobolevs...	reimbursement for supplies	173.57
2011 EPAP Civic Engagement:Crime Prevent...	2/22/2012	Natalya Sobolevs...	staffing 4 workshop	550.80

East Portland Neighbors, Inc.
Profit & Loss Detail
January 1 through April 11, 2012

04/11/12

Accrual Basis

Item	Date	Name	Memo	Amount
2011 EPAP Civic Engagement:Crime Prevent...	2/22/2012	Natalya Sobolevs...	reimbursement for supplies	63.74
2011 EPAP Civic Engagement:Crime Prevent...	2/22/2012	Anna Volkova	staffing 4th workshop	550.80
2011 EPAP Civic Engagement:Crime Prevent...	2/22/2012	Anna Volkova	reimbursement	62.06
2011 EPAP Civic Engagement:Crime Prevent...	3/20/2012	Anna Volkova	staffing 5th workshop	550.80
2011 EPAP Civic Engagement:Crime Prevent...	3/20/2012	Natalya Sobolevs...	staffing 4 workshop	550.80
2011 EPAP Civic Engagement:Crime Prevent...	3/20/2012	Natalya Sobolevs...	reimbursement for supplies	168.15
2011 EPAP Grants:Integration of Iraqi Popula...	1/10/2012	Hayfa Khadoori	manual editing	350.00
2011 NSG:Friends of Parklane Park	1/26/2012	Tom Lewis	event supplies	819.85
2011 NSG:Mill Park Community Garden	3/20/2012	Mill Park Element...	reimburse expenses	1,297.20
2011 NSG:Park in Gateway	1/30/2012	Linda Robinson	Misc Expenses	277.78
2011 NSG:Park in Gateway	3/6/2012	Hazelwood Neigh...	reimburse Ravez Roost expenses	118.62
2011 NSG:Wilkes Park Movie	2/7/2012	Alice Blatt	prizes & supplies	210.24
2011 NSG:Wilkes Park Movie	2/7/2012	Wilkes Comm Gro...	prizes	49.50
2011 NSG:Wilkes Park Movie	2/7/2012	Wilkes Comm Gro...	partial bounce house	100.13
EPN:EPNAN:Project Expenses	1/30/2012	US POST OFFICE	Postage for Feb 2012 EPNAN	1,070.00
EPN:EPNAN:Project Expenses	2/7/2012	Matthew Hunt	design for february	540.00
EPN:EPNAN:Project Expenses	2/15/2012	The Outlook	printing for February 2012	1,584.10
EPN:EPNAN:Project Expenses	3/6/2012		Post office reimbursement for misplace...	(1,300.00)
EPN:EPNAN:Project Expenses	3/26/2012	US POST OFFICE	Postage for April 2012 EPNAN	1,000.00
EPN:EPNAN:Project Expenses	3/28/2012	Matthew Hunt	design for april 2012	540.00
EPN:EPNAN:Project Expenses	4/10/2012	Community News...	printing for April 2012	1,584.45
EPN:Neighborhood Cleanup:Project Expenses	2/7/2012	Alice Blatt	flyers for school	220.00
EPN:Neighborhood Cleanup:Project Expenses	4/10/2012	Powellhurst-Gilber...	PGNA cleanup - volunteer refreshments	124.50
Fiscal Management Grant:Management grant...	2/7/2012	North Portland Co...	city-wide training	533.00
NA:East Portland Exposition:Project expenses	4/10/2012	Mark White	debt payment	500.00
Total Project expense				2,252.95
Total Expense				3,181.95
Net Income				5,452.88

East Portland Neighbors Inc. Board of Directors At April 18, 2012

Confirmation of representatives for 2012-13

Committees, **Standing**, Ad Hoc

Confirmed of
for 2012-13 Interest

Argay Neighborhood Association						
Director	Tom Shannon	503-236-9570	tshann@gmail.com			
Alternate	Vacant					
Centennial Community Association						
Director	Tom Lewis	503-253-5025	GAMODATO@aol.com	Graffiti Abatement Grant		
Alternate	Vacant					
Glenfair Neighborhood Association						
Director	Brenda McSweeney	503-757-8714	brendam170@aol.com	<u>Newsletter & Executive; News policy review</u>		
Alternate	Vacant					
Hazelwood Neighborhood Association						
Director	David Hampsten	971-322-6599	david_hampsten@yahoo.com	<u>Executive & Governance, News Policy Review</u>	Yes	
Alternate	Arlene Kimura	503-252-9429	arlene.kimura@kraft.com		Yes	
Lents Neighborhood Association						
Director	Raymond Hites, President	503-775-4812	rayhites@yahoo.com	<u>Newsletter, Executive & Gov.; News Policy Review</u>		
Alternate	Vacant					
Mill Park Neighborhood Association						
Director	Marge Crawford	503-720-8459		<i>Governance</i>		
Alternate	Vacant					
Parkrose Neighborhood Association						
Director	Mary Walker	503-252-2146	parkrosephoenix@gmail.com			
Alternate	Vacant					
Parkrose Heights Association of Neighbors						
Director	Vacant					
Alternate	Vacant					
Pleasant Valley Neighborhood Association						
Director	Linda Bauer	503-761-2941	lbauerpvna@aol.com			
Alternate	Vacant					
Powellhurst-Gilbert Neighborhood Association						
Director	Anthony Pham	503-610-2746	pgnaap@gmail.com		Yes	
Alternate	Mark White	503-761-0222	markpdx@spiritone.com		Yes	Yes
Russell Neighborhood Association						
Director	Vacant					
Alternate	Vacant					
Wilkes Community Group						
Director	Kathi Holmes, Sec./Treas.	503-252-3164	kathiholmes@gmail.com	<u>Newsletter, Executive, News Policy Review; graffiti abat</u>	Yes	Yes
Alternate	Kim Breckel	503-997-8333	natur3girl@aol.com	Graffiti Abatement Grant	Yes	
Woodland Park Neighborhood Association						
Director	Alesia Reese	503-253-4414	alesiajmr@yahoo.com		Yes	Yes
Alternate	Vacant					

* Kim Breckel has expressed interest in joining the Newsletter Standing Committee.

East Portland Graffiti Abatement Community Grants

The Graffiti Abatement Grant selection committee met on Tuesday, April 10, 2012; from 6 to 7:30 PM, at the East Portland Community Center, poolside room

Joyce Ley, Kim Breckel, Kathi Holmes, Tom Lewis, and Mike Vander Veen all attended the meeting. Michael Chapman, Tom Badrick, Tom Barnes, and Brenda McSweeney all expressed interest in the committee and were sent the meeting packet, but did not attend.

Conflict of Interest:

Tom Lewis: All of the proposals are in the Centennial Community Association area, for which he is president, so has interest in all of them. He holds no formal position with any of the groups. He was involved with Rosewood last year and still attends their meetings; as neighborhood chair, has coordinated with Oliver SUN program for the Parklane Park event; and he has had little interaction with Lynchwood SUN.

Mike Vander Veen, secretary of CCA, is in a similar position. He also holds no formal position with any of the groups. He has been involved in Rosewood since its beginning and still regularly attends meetings. He has worked with Oliver SUN both through the Association and as a member of the Parklane Church which is next to Oliver school. There has been no regular contact with Lynchwood SUN.

No other members of the committee had any connections to any of the groups.

Proposal Review

Rosewood – The proposal seemed well researched and planned, and would impact a visible site. It appeared to meet the goals of the grant. There was a question of whether permission had been granted from the property owner of the planned mural site.

Oliver SUN – This proposal was not clear how it met the goals of the grant. The proposed site is less public than the Rosewood site, being behind the school building. This site will be more public when Parklane Park is developed, an undetermined number of years in the future.

Lynchwood SUN – It did not appear this project had been well researched. There was reference to a mural but no specifics on where it was or the impact. It also had an abatement part of the activities.

Recommendation:

Fully fund the Rosewood proposal (\$6000); and ask Lynchwood SUN if they would be interested in the remainder (\$1100) to do some of the abatement they proposed. If Lynchwood SUN is not interested in the partial funding, offer the remainder to Rosewood.

Followup:

Because both projects are within the Centennial Community Association, both Tom Lewis and Mike Vander Veen offered to check-in with the projects and alert the committee if they had any concerns. The Committee will review any requested changes.

Richard Bixby

EAST PORTLAND NEIGHBORS, INC.

BYLAWS

ARTICLE I – NAME

The name of the organization shall be **EAST PORTLAND NEIGHBORS, INC.**, hereinafter known as **EPN, Inc.**

ARTICLE II – PURPOSE

The purpose of the organization shall be:

For considering and acting upon any of a broad range of issues affecting the livability and quality of member neighborhoods. Specifically, this corporation is organized for charitable, educational, and research purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private entity, be it citizen, business, or property. Also, through communication, the organization shall inform the public on subjects beneficial to the community.

ARTICLE III – MEMBERSHIP

- Section 1. Membership: Membership in EPN, Inc. shall consist of Neighborhood associations recognized by the City of Portland Office of Neighborhood Involvement and have a memorandum of understanding with the East Portland Neighborhood Office.
- Section 2. Application for Membership: Any recognized neighborhood association shall be admitted upon receipt of request and approval by the EPN, Inc. Board of Directors.

ARTICLE IV – DIRECTORS

- Section 1. Membership: The EPN, Inc. Board of Directors shall consist of one (1) director from each member neighborhood association.
- Section 2. Alternates: Member neighborhood associations may appoint an alternate that will have all the rights and responsibilities of their director in the absence of their director.
- Section 3. Terms of Office: The term of office of its directors shall not exceed one (1) year, be the decision of each recognized neighborhood association to appoint their director, and be ratified by the EPN, Inc. Board of Directors.
- Section 4. Each Neighborhood Association shall submit written confirmation of their EPN, Inc. Director on an annual basis, on or before the date of the annual meeting. EPN, Inc. shall remove a director at the request of the respective member neighborhood association.

Section 5. Each EPN, Inc. Director must sign a conflict of interest declaration annually.

ARTICLE V – OFFICERS

Section 1. Officers: Officers shall be the President and Secretary/Treasurer. Officers shall be directors.

Section 2. Terms of Office: The term of office shall begin July 1 and be one (1) year or until a successor is elected.

Section 3. Vacancies: Vacancies in any office shall be filled for the unexpired term by majority vote of the EPN, Inc. Board of Directors.

Section 4. Duties

A. The President shall preside at meetings of the EPN, Inc. Board of Directors and shall be the chief administrative officer of the EPN, Inc. Board of Directors.

B. The Secretary/Treasurer shall, in the absence of the President, exercise the powers and duties of the President. The Secretary/Treasurer shall also be responsible for the proper recording of the minutes. Official action taken by the EPN, Inc. Board of Directors must be on record as part of the minutes of each meeting. The Secretary/Treasurer shall be responsible for maintaining financial records and reporting financial status to the EPN, Inc. Board of Directors.

Section 5. Elections: Election of officers shall occur at the annual meeting.

Section 6. Removals: Any officer may be removed from office by three-fourths (3/4) vote of the EPN, Inc. Board of Directors present at a regular meeting. The proposal to remove must be approved at a preceding regular meeting and be made known to all Directors by mail at least seven (7) days before the vote.

ARTICLE VI – COMMITTEES

Section 1. Standing Committees: The EPN, Inc. Board of Directors will appoint Standing Committee members for one (1) year during the annual meeting, and the terms shall be the same as for the Officers of the EPN, Inc. Board of Directors. Members must be either Directors or Alternate Directors of the EPN, Inc. Board of Directors. Each member Neighborhood Association may have no more than one representative on each Standing Committee. All committees must have at least three (3) members who must be either Directors or Alternate Directors of the EPN, Inc. Board of Directors. A quorum shall be a simple majority of the Standing Committee members. Each Standing Committee will elect its own chair. Rules for the removal and filling of vacancies of committee members shall be the same as for EPN, Inc. Board of Directors Officers, as stated in Article V, Sections 3 and 6. All standing committees must keep written minutes, report those minutes to the EPN, Inc. Board of Directors during regular and annual meetings, and all minutes are to be kept in the EPN, Inc. records. Standing Committees shall follow Standing Committee policies adopted by the EPN, Inc. Board of Directors at the annual meeting. The Standing Committee policies may be modified at any EPN, Inc. Board of Directors meeting. Standing Committee policies must be in a single document. The EPN, Inc. Board of Directors must be notified of all committee meeting times and locations. Standing Committees can be disbanded only by amending EPN, Inc. bylaws.

A. Executive Committee: The Executive Committee is set up to discuss and approve projects between EPN, Inc. Board of Directors meeting dates, as well as formulate

the agenda for coming EPN, Inc. Board of Directors meetings. It also serves as a grievance committee for other Standing Committees. The President of the EPN, Inc. Board of Directors will also serve as the Chair of the Executive Committee. The Executive Committee shall also have the Secretary/Treasurer of EPN, Inc. and three additional Directors elected by the EPN, Inc. Board of Directors. A quorum shall be a minimum of three members.

- B. Newsletter Standing Committee: The Newsletter Standing Committee purpose is to publish the East Portland neighborhood newsletter, and will act as an editorial board for the newsletter. The Newsletter Standing Committee is responsible for content and design of the newsletter, and will develop an annual plan for newsletter issues, mailing, Neighborhood Association targets, and insert sponsors. The Newsletter Standing Committee will also take an active role in financial oversight, transactions and budget in support of the newsletter. Membership of the Newsletter Standing Committee will be open to an EPN, Inc. Board of Directors Director or Alternate Director from each of the EPNO Neighborhood Associations. The Newsletter Standing Committee members will elect the Newsletter Standing Committee Chair. A quorum for the Newsletter Standing Committee must be a minimum of three members and at least a majority of filled positions.
- Section 2. Ad-Hoc Committees: The EPN, Inc. Board of Directors may, from time to time, create ad-hoc committees to deal with projects and pressing issues. Ad-hoc committees can only recommend policies and administer approved EPN, Inc. projects. The EPN, Inc. Board of Directors will appoint ad-hoc committee members for the period needed, and not to exceed one (1) year without re-authorization by the EPN, Inc. Board of Directors. Ad-hoc committees must have at least three (3) members who must be either Directors or Alternate Directors of the EPN, Inc. Board of Directors. The EPN, Inc. Board of Directors may appoint additional members of East Portland Neighborhood Associations as necessary to serve on ad-hoc committees. Ad-hoc committees may be created or dissolved with a simple majority of the EPN, Inc. Board of Directors at regular or annual meetings.

ARTICLE VII – MEETINGS

- Section 1. Regular Meetings: Regular meetings shall be held on a day agreed upon by the EPN, Inc. Board of Directors.
- Section 2. Special Meetings: Special meetings may be called by the President or at the request of any three (3) directors. Notice of special meetings shall be given to each director not less than twenty-four (24) hours prior to the time of the meeting.
- Section 3. Annual Meetings: The annual meeting shall occur in April of each year.
- Section 4. Quorum - A simple majority of directors (more than 50%) shall constitute a quorum for the transaction of business. Any decision of the EPN, Inc. Board of Directors affecting only one member organization must have the agreement of the representatives from that organization. Unfilled EPN, Inc. Board of Directors positions shall not be considered in the calculation of the quorum.
- Section 5. Voting: Each Neighborhood Association, through its present and participating representative Director, has one vote on the EPN, Inc. Board of Directors. As a delegate of a member organization, the President shall be entitled to vote on all matters.
- Section 6. Rules: Robert's Rules of Order, Newly Revised, 9th Edition, shall govern the proceedings of the EPN, Inc. Board of Directors when not covered by these Bylaws.

Section 7. Decisions: The EPN, Inc. Board of Directors may make decisions without meeting as allowed by ORS 65.211 and ORS 65.341. A consent form describing the decision and effective date will be sent to all board members. When the signed consent form from every board member is returned, the action is taken.

ARTICLE VIII – INDEMNIFICATION

Section 1. General: In accordance with, and subject to the limitation of, the provisions of ORS 65.047(2)(c), no director or uncompensated officer shall be personally liable for monetary damages for conduct as a director or officer.

Section 2. Specific: The corporation shall indemnify and also advance all reasonable expenses incurred by any director, officer, employee, volunteer, or agent of EPN, Inc. against any liability or expenses incurred or to be incurred by him arising from the performance or failure to perform the duties of such position, hereafter occurring, with respect to proceedings brought by third-parties or proceedings brought by or in the right of EPN, Inc. This requirement for the advance of reasonable expenses and indemnification by EPN, Inc. shall be to the fullest extent permitted by the statutory or common law of the State of Oregon as the same may now exist or hereafter be established.

ARTICLE IX – CONFLICTS OF INTEREST AND EXECUTIVE COMPENSATION

Section 1. Purpose: The EPN, Inc. Board of Directors shall monitor the transactions between EPN, Inc. and insiders to ensure that any transaction between EPN, Inc. and an insider that is a conflict of interest is fair to EPN, Inc. and does not grant excessive benefit to the insider. The purposes of this policy are to ensure that directors and officers act loyally to EPN, Inc. and that directors, officers and those who exercise substantial influence over EPN, Inc. do not use their influence to obtain benefits in excess of fair market value in transactions with EPN, Inc. This policy seeks to ensure that EPN, Inc. maintains high ethical standards and observes state and federal taxation concerning conflicts and excess benefits transactions.

Section 2. Definition of Insider: For purposes of this policy, “insider” has the same meaning as “disqualified person” under the Internal Revenue Code, 26 USC §4958.

A. An insider is any person who is in a position of authority over EPN, Inc. or who exerts substantial influence over EPN, Inc., including directors, officers, the top management official, the top financial official, other key employees and substantial contributors. A substantial contributor is any person who contributed or bequeathed an aggregate of more than \$5,000 to the organization, if that amount is more than 2% of the total contributions and bequests received by the organization before the end of the tax year of the organization in which the contribution or bequest is received by the organization from such person.

B. Family members of insiders are also insiders. Family members include the spouse or partner in a civil union recognized by state law; children, grandchildren, great-grandchildren, whole and half-blooded brothers and sisters, and spouses of any of these people; and any ancestors (parents, grandparents, etc.)

C. An insider who becomes an insider by virtue of A. and B. above remains an insider for five years after his or her influence over EPN, Inc. ends.

D. An entity in which a director has a material interest or is a general partner, director, officer, top management official, top financial official or other key employee is an

insider.

- E. An insider is any other for-profit or nonprofit entity in which a director of EPN, Inc. is a director or officer and the entity and EPN, Inc. are parties to a transaction that is or should be considered by the boards of both corporations.

Section 3. Definitions of Conflicts of Interest

- A. For purposes of this policy, a conflict of interest arises when an insider described above may benefit financially from a decision he or she could make in his or her capacity as an insider, including indirect benefits to family members or businesses with which the insider is closely associated. A conflict of interest arises in any such transaction between EPN, Inc. and an insider, except for (1) transactions in the normal course of operations that are available to the general public under similar terms and circumstances, and (2) expense reimbursements to an insider made pursuant to an appropriate plan under IRS Reg. 1.62-2(c)(2).
- B. The EPN, Inc. Board of Directors recognizes that this policy may not describe all of the transactions or matters in which an insider or an individual or business closely connected with an insider may engage in a transaction or other matter with EPN, Inc. that creates divided loyalties or the possibility or perception of a conflict of interest or of unfair advantage to the other party. In such case, the EPN, Inc. Board of Directors shall determine whether the transaction should be treated as a conflict of interest under this policy or should otherwise be scrutinized.

Section 4. Procedures: In order to ensure that transactions with insiders are fair to EPN, Inc. and comply with state and federal laws:

- A. All insiders must promptly and fully disclose all material facts of every actual or potential conflict of interest to the EPN, Inc. Board of Directors at the time such conflict arises.
- B. When the corporation engages in a transaction with an insider that constitutes a conflict of interest, the EPN, Inc. Board of Directors shall handle the transaction as follows:
 - (a) The EPN, Inc. Board of Directors shall exclude any insider that has a conflict of interest with respect to the transaction from voting on the transaction. The EPN, Inc. Board of Directors may ask questions of the insider prior to beginning its vote.
 - (b) The EPN, Inc. Board of Directors shall gather appropriate data to ensure that the compensation for each insider is reasonable.
 - (c) When employee compensation packages are established each year, the EPN, Inc. Board of Directors shall identify those employees who are insiders. The EPN, Inc. Board of Directors shall utilize reliable surveys of compensation for comparable positions or shall utilize data for at least three similarly situated employees in comparable positions. The EPN, Inc. Board of Directors shall not use the employee whose compensation is under consideration to collect comparability data.
 - (d) The EPN, Inc. Board of Directors shall document its decision by keeping written records that state the terms of the transaction and date approved, the directors present and who voted on it, the comparability data and how the data was obtained, and any actions taken with respect to directors who had a conflict of interest with respect to the transaction. The records must be prepared before the latter of the next EPN, Inc. Board of Directors meeting or 60 days after the final action is taken. Once prepared, the records must be reviewed and approved by the EPN, Inc. Board of Directors within a reasonable time.

- (e) When EPN, Inc. provides an economic benefit to an insider for the insider's services as an employee or an independent contractor, the corporation shall contemporaneously document the transaction as required by the IRS (generally on an original Form W-2, Form 990, or Form 1099 or with a written employment contract).

Section 5. Policy Compliance: In order to ensure compliance with this policy:

- A. On an annual basis, the Secretary of the corporation or the Secretary's designee shall develop and maintain a list of insiders who engage in or are reasonably likely to engage in transactions that constitute conflicts of interest with the corporation during the year.
- B. The officers, directors and key employees shall each year disclose interests that could give rise to a conflict of interest under this policy. Such disclosure shall be made on a Disclosure and Acknowledgment form similar to the one attached to this policy and shall be filed with the Secretary or the Secretary's designee.
- C. The Secretary or the Secretary's designee shall monitor and enforce compliance with this policy by reviewing the list of insiders and the Disclosure and Acknowledgment forms each year and by bringing potential or actual conflicts to the attention of the President of the EPN, Inc. Board of Directors. The President shall disclose conflicts to the EPN, Inc. Board of Directors as they arise and ensure that the procedures in this policy are followed.
- D. The Secretary or the Secretary's designee shall convey the list of insiders identified above to the EPN, Inc. Board of Directors.

Section 6. Delegations to Committee: The EPN, Inc. Board of Directors may delegate its responsibilities under this policy to a committee of the EPN, Inc. Board of Directors. The committee shall comply with this policy and shall report its decision to the EPN, Inc. Board of Directors in a timely fashion. Each EPN, Inc. Board of Directors member, officer, and key employee, at the annual meeting, shall submit an annual questionnaire. The questionnaire shall include:

- A. A basic conflicts of interest and executive compensation policy disclosure and acknowledgement statement.
- B. A disclosure report, which includes a list of any conflicts of interest or potential conflicts of interest between the corporation and person, a family member or a business or corporation with which the person is connected within the meaning of the Conflicts of Interest and Executive Compensation Policy. The person has an ongoing obligation to notify the EPN, Inc. Board of Directors promptly of any such conflicts of interest that subsequently arise.
- C. An acknowledgment statement that the person has been received, read, understand and will comply with the Conflicts of Interest and Executive Compensation Policy of EPN, Inc. The person also affirms that, other than the interests reported, they are aware of no conflicts of interest that they have or may have within the meaning of the Conflicts of Interest and Executive Compensation Policy, with a signature, printed name, and date of signing.
- D. The form shall be submitted to the Secretary of EPN, Inc. and, with a copy being retained for the person's records. The Secretary of EPN, Inc. shall acknowledge the questionnaire with their signature, printed name, title, and the date the form was adopted.

ARTICLE X – WHISTLEBLOWERS

Section 1. Purpose: EPN, Inc. seeks to conduct all of its activities in a responsible, legal and ethical manner. All officers, directors, employees and volunteers of EPN, Inc. must practice integrity and honesty in fulfilling their responsibilities and must comply with all applicable laws and regulations. The purpose of this Whistleblower Policy is to provide a mechanism to report irresponsible, illegal or unethical behavior.

Section 2. Whistleblower Complaints

- A. If an officer, director, employee or volunteer should discover information leading him or her to believe that a serious wrongdoing or illegal or unethical behavior has occurred in this corporation, he or she shall report this information to the President of the EPN, Inc. Board of Directors or a member of the EPN, Inc. Executive Committee.
- B. The President or other Executive Committee member shall conduct an investigation. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an investigation. If the reported conduct is illegal, appropriate corrective action will be taken if warranted by the investigation. If the reported conduct is irresponsible or unethical, then the EPN, Inc. Board of Directors will take appropriate action. The EPN, Inc. Board of Directors shall review any action taken at its next meeting.

Section 3. No Retaliation

- A. EPN, Inc. policy is to protect from retaliation and discrimination any person who in good faith:
 - (a) Refused to participate in any federal, state or local offense; reported to law enforcement or other officials any information that the person believed to be evidence relating to the commission or possible commission of any federal, state or local offense; or initiated, testified or aided in proceedings related to the above;
 - (b) Initiated or aided in civil proceedings;
 - (c) Refused to engage in a violation of a governmental administrative regulation; reported any information related to a violation of governmental administrative regulations; commenced, testified at, aided or participated in a governmental adjudicatory proceeding;
 - (d) Refused to engage in or attempted to stop fraud against, gross waste of or abuse of authority by the government; or
 - (e) Reported other information about wrongdoing, illegal or unethical behavior pursuant to this Policy.
- B. An officer, director, employee, or volunteer of EPN, Inc. shall not, with intent to retaliate or discriminate, take any action harmful to any person described above, including interference with the lawful employment or livelihood of any person.
- C. In the event that an officer, director, employee, or volunteer intends, for any reason, to take any action harmful to any person who has acted as described in Article X, Section 3, Subsection A., parts (a)-(e) above, the officer, director, employee, or volunteer must obtain the approval for such action from the EPN, Inc. Board of Directors prior to taking action. Such approvals must be obtained even if the officer, director, employee, or volunteer believes that the person who provided information to the law enforcement officer or other official provided untruthful information.

(Part of Standards of Conduct Form: Conflict of Interest; Whistleblower; Grievances)

Signature: _____

Printed Name: _____

Title: _____

Date Adopted: _____

ARTICLE XI – APPEALS & GRIEVANCES

Section 1. Parties are asked to follow the following steps towards resolving differences.

- A. One-on-one dialogue: Individuals or groups are encouraged to first seek resolution of differences through one-on-one dialogue. Consider contacting a Neighborhood Association President/Chair for advice.
- B. Mediation: A circumstance could present itself that may require an individual to facilitate the discussion with the affected parties of the grievance. If the affected parties are unable to settle upon a facilitator to assist them in their meeting, then the parties should consult with the Office of Neighborhood Involvement for assistance through the Neighborhood Mediation Program at Resolutions Northwest.

Section 2. Appeal procedures for a neighborhood project

- A. Appeals of a grievance from a Neighborhood Association brought to EPN, Inc. must contain an alleged violation of the appropriate Neighborhood Association’s bylaws, the Office of Neighborhood Involvement Standards, or EPN, Inc. bylaws and adopted policies.
- B. An appeal must be submitted to EPN, Inc. by the grievant within fourteen business days of adjudication of the grievance by the Neighborhood Association. The appeal will be reviewed and responded to by EPN, Inc. within 75 calendar days from the date the appeal was received.
- C. An appeal must be submitted in writing to EPN, Inc. The EPN, Inc. Executive Standing Committee shall be convened to hear the appeal, deliberate, and recommend a response to the EPN, Inc. Board of Directors. The EPN, Inc. Board of Directors will adopt, or amend and adopt, the recommended response at their next meeting. Deliberations of the EPN, Inc. Board of Directors may be held in executive session.
- D. The grievant, and any other interested parties, will be notified at least seven days in advance of the meeting to consider the grievance. The findings of the grievance shall be made available to the grievant and to the members of the EPN, Inc. Board of Directors. Deliberations of the EPN, Inc. Board of Directors may be held in executive session.

Section 3. Grievance procedures against EPN, Inc.

- A. A grievance against EPN, Inc. must contain an alleged violation of EPN, Inc. bylaws and adopted policies.
- B. A grievance must be submitted to EPN, Inc. within 45 business days of the alleged incident. The grievance will be reviewed and responded to by EPN, Inc. within 75 calendar days from the date the grievance was received.
- C. An appeal must be submitted in writing to EPN, Inc. The EPN, Inc. Executive Standing Committee shall be convened to hear the appeal, deliberate, and recommend a response to the EPN, Inc. Board of Directors. The EPN, Inc. Board of Directors will adopt, or amend and adopt, the recommended response at their next meeting. Deliberations of the EPN, Inc. Board of Directors may be held in executive session.

D. The grievant, and any other interested parties, will be notified at least seven days in advance of the meeting to consider the grievance. The findings of the grievance shall be made available to the grievant and to the members of the EPN, Inc. Board of Directors. Deliberations of the EPN, Inc. Board of Directors may be held in executive session.

Section 4. EPN, Inc. will provide a written response to the grievance and include supporting findings of the decision.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of the EPN, Inc. Board of Directors present at any regular meeting. Any proposed amendment in its final form for adoption must be in writing and mailed to the members fourteen (14) days prior to the meeting at which it is to be presented.

ARTICLE X – DISSOLUTION

Upon dissolution or final liquidation, after paying all debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit organization, foundation, or fund, which has its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Adopted November 2, 1989
Revised November 1, 2000
Amended May 2, 2001
Amended May 13, 2004
Amended January 31, 2005
Amended April 5, 2005
Amended May 3, 2006
Amended April 20, 2011

Grant Agreements between the CITY OF PORTLAND and East Portland Neighbors approved at the Executive Committee meeting.

A grant of \$13,000 is going to East Portland Neighbors (EPN) for production of the *East Portland Neighborhood Association News*, a coalition-wide print newsletter for the purpose of encouraging and facilitating communication in outer East Portland.

Actions

Publish and distribute four issues of the *East Portland Neighborhood Association News* to the EPNO mailing list of approximately 7,000.

East Portland Action Plan Grant awarded to the East Portland Neighbors/ Powellhurst-Gilbert with an allocation of \$4,000.00. East Portland Exposition's project will: Hold a one-day celebration of ethnic cultures of East Portland that showcases and celebrates the respective cultures, educates cross-culture, cultivates relationships, and gives the broader community an intimate introduction to the numerous cultural newcomer groups that now call East Portland home.

Actions

To be provided through East Portland Neighbors Powellhurst-Gilbert East Portland Exposition:

- Outreach for the one-day multicultural event will be done through Facebook, encouragement of all participating cultural groups to promote the event in their communities, direct mailing, media releases and through an internet site.
- 'Colored Pencils' will be hired as the primary community organizing partner. They will be responsible for the entertainment portion of the event and to arrange one or more pre-event meetings between East Portland Exposition and leaders of various cultural newcomer groups.
- There will be a multicultural 'Village' education and interactive activity component with community partner hosts who will receive supplies and stipends.
- The David Douglas School District will be approached to identify ways to strengthen that partnership.
- MetroEast Community Media is partnering on the event.
- EPAP will be identified as an event Sponsor on all listings of sponsors, a direct link to the EPAP internet site will be posted on the event internet site, and EPAP's logo will be included on primary event signage adjacent to the main stage area.
- Photographs (3 jpegs) of a project activity to be submitted with a completed EPAP Evaluation and Budget form.
- Documentation of activities and progress made on the application identified Action items will be posted on the EPAP website Action Plan update page:
www.eastportlandactionplan.org/updates

Grant of \$30,336 for sixteen **neighborhood small grants**.

Actions:

Listed below are the sub-recipients of neighborhood small grants receiving fiscal sponsorship from East Portland Neighbors, including sub-recipients' organization, project title, amount awarded, and a brief description of each project.

HOPE (Parklane Elementary PTO)

Parklane Elementary Walking Trail

\$2,000.00

Finish a "Walking Trail" and engage neighbors at this Centennial School District school in outer East Portland, just east of Parklane Park

Latino Learning Community/Comunidad Latina Aprendiendo

Conexion Latina II

\$1,500.00

Engage 15 Hispanic speakers in classes that teach about Domestic Violence, DHS, and Mexican Consulate.

Centennial Community Association

Parklane Neighborhood Fair and Movie

\$3,500.00

August event enhances community relations and works toward expanding Parklane Park.

Gateway Area Business Association

Gateway Fun-O-Rama Parade

\$1,377.00

Bring back a historic parade, on a shorter six-block route, featuring education, community and civic entries; all free to public.

Glenfair Neighborhood Association

Glenfair Movie in the Park & National Night Out

\$2,200.00

A combined National Night Out party and PP&R Movie in the Park event.

Hazelwood Neighborhood Assn.

Event at East Holladay Park

\$901.00

Community-building event in Fall, 2012 after playground equipment is installed, to minimize user conflicts between dog owners [dog park use] and families with kids.

Lents Neighborhood Association

Lents Founders Day 2012: A Celebration of Our Community

\$3,500.00

With parade and festival, break down geographic, cultural and language barriers and increase diversity participation the traditional rapport-building event.

Lents Neighborhood Association

2012 Ramona Street Fair

\$2,650.00

Provide a fun environment in which to educate neighbors about eco-friendly, sustainable and 'going green' concepts.

Parkrose Heights Association of Neighbors

2012 PHAN National Night Out Party

\$2,100.00

National Night Out event to reduce crime, build community relationships, involve neighbors.

Parkrose Heights Association of Neighbors

Movie in Knott Park

\$1,245.00

Bring neighbors together by hosting a PP&R Movie in the Park event in July, 2012.

Powellhurst-Gilbert Neighborhood Assn.

Powellhurst Gilbert 2012 National Night Out

\$3,500.00

National Night Out / Movie in the Park event to reduce crime, build community relationships, involve neighbors.

Powellhurst-Gilbert Neighborhood Assn

East Portland Exposition

\$3,500.00

Put on the EPO XPO as a one-day event, at Earl Boyles Park; include even more multi-cultural events.

Wilkes Community Group

Wilkes Park Movie in the Park

\$2,500.00

Help create a "sense of community" for new and existing neighbors, in a relaxed atmosphere.

Woodland Park Neighborhood Assn.

Movie & Community Fair at Gateway Park

\$1,473.00

A 'Movie in the Park' community-building event in this unimproved park including food and events like Mexican Bingo.

East Portland Neighbors 2010-11 income and expenses & IRS Form 990

The submitted 990 form showed:

\$177,875 in income

\$170,204 in expenses

In reviewing the accountant's numbers I found errors yeilding:

\$ 53,549 less income

\$57,186 less expenses

The corrected numbers would be:

\$124,326 in income

\$ 113,018 in expenses

The differences reflect inclusion in the accountant's numbers of a July income posting and reversal, transferred funds between neighborhood small grant accounts, returned unspent grant funds, return of donations from a cancelled project.

On April 6, Kevin Minkoff, accountant, was informed of these numbers and a revised 990 was requested. I also requested a new date to transfer the books to his system. I have not yet had a reply.

The amounts reported to the Board at the October meeting was:

\$ 108,389 in income

\$ 100,195 in expenses

That still leaves a discrepancy of:

\$ 15,937 in additional income

\$ 12,823 in additional expenses

I suspect these are more account transfers that have been included in income and expenses, but have not had the time to investigate.

Richard Bixby