

East Portland Neighbors, Inc.
Board Meeting
Wednesday, June 20th, 2012, from 7:00 to 9:00 PM
East Portland Neighborhood Office, 1017 NE 117th Avenue

Agenda

Time	Item	Action	Notes
7:00	Approval of the Agenda	Decision	Ray Hites
7:05	ONI Financial Management Grant	Information	Ray Hites
7:35	New Business: New Committees? EPN, Inc. Fiscal Management & Controls EPN, Inc. Project Management	Decision	Ray Hites
7:55	Election of Officers	Decision	Ray Hites
8:10	Appointments to Standing Committees: EPN, Inc. Executive Committee EPN, Inc. Newsletter Committee EPN, Inc. Fiscal Management Committee EPN, Inc. Project Management Committee	Decision	Ray Hites
8:40	Review of Meeting Minutes from April	Decision	Kathi Holmes
8:35	Treasurer's Report	Information	Kathi Holmes
8:50	New projects	Decision	Ray Hites
8:55	New Business		
9:00	Adjourn		

The EPN, Inc. Executive Standing Committee, who are Ray Hites (Lents), President; Kathi Holmes (Wilkes), Secretary/Treasurer; Brenda McSweeney (Glenfair); David Hampsten (Hazelwood), met on June 7th at EPNO with Richard Bixby, ONI.

The EPN, Inc. Executive Standing Committee approved the following projects for EPN, Inc. fiscal sponsorship: Conexion Latina III (EPAP), EPO-XPO (EPNO), EPO-XPO (EPAP).

This agenda, the attached documents, and the Membership Annual Meeting agenda (also attached) constitute the meeting notes for the Executive Standing Committee.

May 22, 2012

Raymond Hites
East Portland Neighbors, Inc.
1017 NE 117th
Portland, OR 97220

RE: East Portland Neighbors, Inc.

Dear Raymond:

I really enjoyed meeting with you on April 30, 2012. You have requested that I review your Articles, Bylaws, fiscal sponsorship agreement, and newsletter agreement and that I answer some questions East Portland Neighbors, Inc. [EPN] provided on a written sheet and some questions about the newsletter operations. We have agreed that my fee will not exceed \$2,400, so we discussed prioritizing what I do so that you can get your most important matters addressed. I followed your suggestions by addressing your lobbying and campaigning questions in some detail and describing the major issues presented by your bylaws and fiscal sponsorship agreement without exhaustively reviewing those documents.

ARTICLES OF INCORPORATION

You supplied me with Articles of Incorporation, Articles of Amendment filed July 14, 1994 and Articles of Amendment adopted on May 2, 2001. I checked the Corporation Division website, which shows that your corporation is a public benefit corporation with members. In addition to the documents you supplied to me, the website also shows that the corporation filed an associated name change on November 8, 1988 and a Correction of Filing on July 14, 1994. You should get copies of these documents for your own permanent records. You can get your complete file from the Corporation Division for \$5. I am assuming that these documents won't change my opinions in this letter but I'd need to look at them to be sure.

The Corporation Division lists you as a membership corporation and your Articles indicate that members will elect the Board, other than the initial Board. Those Articles were filed in 1987 under an older statute that had no specific definition of members. The statute was amended in 1989 and the new statute defined members as those who voted for at least one member of the Board. The Corporation Division listed you as a membership corporation under the new statute and your 1994 amendment to the Articles seemed to agree. On the 1994 amendment form filed with the state, your corporation stated that membership approval was required for the amendment, that you had two classes of members, that 11 members were allowed to vote and that they cast 20 votes.

As you no doubt remember from the neighborhood association training I did, Oregon nonprofit law considers a membership organization to be one in which an organization's members vote for at least one member of the Board. As noted below, your organization does not have an elected Board but an appointed Board with each appointment subject to the approval of the Board. This means that you are not a membership corporation (as Oregon law defines the term) and you need to amend your Articles to say that you are not a membership corporation.

BYLAWS

In order to keep within your financial constraints, I did not try to wordsmith your bylaws. I do want to point out several major concerns and will then list some provisions that don't comply with the law or which you should consider for other reasons.

Membership

One of the major issues presented by your bylaws is that the governance structure that the bylaws describe is not a membership corporation as that term is defined by Oregon law. The draft of your Bylaws that I reviewed states that your members are the NAs recognized by the City that have a memorandum of understanding with the East Portland Neighborhood Office. Article IV.2 and 5 states that each NA appoints a director, whose appointment is ratified by the Board of EPN.

Under the Oregon statute, yours is not a membership association. Your members as a body do not elect any directors. Each member appoints a director. Whether they do so by election or some other method is irrelevant. Even if the members of the NAs elect their directors, the members of the NAs are not your members—your members are the NAs themselves. The NAs as the members of EPN do not elect any of your Directors. Article II of your bylaws should state that you are not a membership corporation as Oregon law defines that term, but that you have members for other purposes.

This clarification answers a couple of questions you asked. Your directors are not delegates. They might be if the members of the NAs were also your members, but they are not. Because you are not a membership corporation, you are not required to have an annual membership meeting. The main purpose of the annual membership meeting is to gather so that the members can elect the Board which, as we have established, your members do not do. Your requirement that the Board approve the directors who are appointed does not create a membership corporation.

Board Policies

Bylaws should contain the basic rules for the governance of the corporation by its Board. The Board should consult them as needed and should expect new Board members to read them. Bylaws also require a special procedure to amend them. Boards are bound by law to follow their bylaws.

In order to keep bylaws readable and usable, I generally recommend that Board put matters not related to the basic governance of the corporation in Board policies. The policies should also be given to new Board members but it is not as important if the policies are not thoroughly read. Generally, the policies can be consulted in more detail if needed. Putting policies in a separate document makes it more likely that the Board will read and can more easily find its basic rules of operation in the bylaws. In addition, the policies can be amended at a Board meeting without the special notice required by an amendment to the bylaws. You can even create a policy that states that your policies are guidelines and not regulations for the Board and that the Board may vary from the policies from time to time as it wishes.

There are numerous sections of your Bylaws that I would recommend that you put into policies—for example, Art. III.2 after the first sentence; Art. IV.1 after the first sentence; Art. V.4. (almost all the duties of officers); Art. VI (almost all the details about committees); Art. IX, Art. X; and Art. XI. Rather than leave them as loose policies, I would suggest gathering them into a policy manual (it can be electronic) so that they are in one place. Add other policies to the manual as you pass them. The policy manual should prevent policies from getting lost and will allow you to arrange the policies in a readable order. (For example, you may want to group together financial policies, records policies, and so on.) You can attach a copy of the manual to the bylaws if this helps you to ensure that the policy manual isn't forgotten.

Financial Controls Policies

Your bylaws have taken the financial controls policies and procedures and re-written them as a series of duties for your President, Secretary, Treasurer and Check Signers. As noted above, this kind of policy needs to be a separate policy and not part of your bylaws. You will want to and need to tinker with your financial controls and who oversees them. As I discussed above, the bylaws, which are binding on the Board until properly amended, are a poor mechanism for this level of detail. The execution of your financial controls really should be done by policy and in your bylaws.

Breaking up the financial controls policies has another important disadvantage. I designed these policies and procedures to be part of a unified system of checks and balances. Breaking them up into a set of duties disguises the system behind the policies instead of highlighting it and undercuts one of the central purposes of the policy design—to encourage the Board to think in terms of risks and risk management about its financial controls.

I think it's great that your bylaws recognize that individuals should be assigned duties in a format that would outline what their duties are and, although I haven't reviewed your assignments in detail, you've done a good job of assigning duties to several people. My concern is that your format makes it very difficult for the individuals involved to understand what they do when and how they fit in a larger system that is designed to prevent mistakes and fraud. I've attached a guide to the policies that allows those involved to see what their duties are in the context of how the whole system should operate.

As a more minor point, your bylaws list the check-signers as officers and that may not always be the case. My draft of the policies doesn't do this. I've attached a recent version of my financial controls policies and I recommend that you adopt these as one of your policies rather than as a Board bylaw. If your officers find it helpful to have a specific list of their duties under these policies, you should certainly provide it, as long as they have the guide and policies as well.

Limitation of Personal Liability of Directors

Art. VIII.1 of your bylaws is not about indemnification at all. It is an effort to limit all personal liability of directors and officers for monetary damages for conduct as a director or officer, citing ORS 65.047(2)(c). ORS 65.047(2)(c) does not allow directors to limit all personal liability of its directors for their conduct, but only liability to the corporation itself.

More importantly, if you want to rely on ORS 65.047(2)(c), you must put it in your Articles. Putting it in your bylaws is not enough. It is not currently in your Articles. If you do want to limit the liability of your directors and officers to the corporation, you will need to amend your Articles and you should remove this provision from your bylaws. I suggest this language for your amendment:

The personal liability of the directors and officers of this corporation to this corporation for conduct as an officer or director shall be eliminated or limited to the fullest extent allowed by current or future Oregon law.

Roberts Rules of Order

Art. VII.6 provides that the 9th edition of Roberts Rules of Oregon governs your proceeding. I know that some of you attended my workshop at which I described the many reasons why you may not want to obligate your Board to follow Robert's Rules. Let me know if I need to repeat that. I strongly recommend that you omit this provision, unless you have some exceptional circumstances that justify leaving it in and a parliamentarian who can help you understand it.

Other Bylaws Provisions

Purpose. The drafters of Art. II did a nice job of repeating the purpose stated in the Articles and keeping it in the Board's eye. Normally, I suggest removing the purpose clause from the Articles so that future Boards don't forget it is there and inadvertently try to amend it through the Bylaws. Your Bylaw statement is another way to accomplish this.

Alternates. Art. IV.3 and VII.7 (and perhaps other provisions) provide for alternate directors. Although a number of nonprofits do this, it's not clear that the use of alternates is authorized under Oregon law.

Terms of Directors. You indicated in our meeting that EPN does not do much to track the terms of its directors. Art. IV.4 sets that a term is not to exceed one year. This is a bit unusual, since generally directors who are appointed serve until the organization that appoints them appoints someone else.

If you decide to retain the one-year terms, you need to make sure that you track when the terms expire and get notification from the NA who appointed the director that the appointment remains valid. Otherwise, you risk having a director voting who is not authorized to vote. The Secretary or other officer should attend to this.

If you don't want to go to the trouble of track terms, you can provide something like this:

Section 4. Terms of Office. Each director shall serve until the director resigns or is replaced by the NA that appointed the director.

Vacancies. Art. V.3 provides that vacancies in an office be filled by a majority vote of the Board. You should clarify whether that is a majority at the meeting or a majority of the entire Board.

Quorum. A quorum is the number of directors that must be at the meeting in order for a valid meeting to be held. Art. VII.4 provides that unfilled director positions shall not be considered in the calculation of the quorum. Oregon law doesn't give you that leeway. Where an organization like yours has a fixed board size, the law states that a quorum is calculated based on the fixed board size. You can reduce that quorum to as small as one-third, if you wish. As a general rule though, if only one-third of your board is showing up, you need to consider whether the board is doing its job.

Indemnification. Although it is rare, a director or officer (or someone else) may be threatened with a lawsuit or be sued for something they did or failed to do as part of their duties as a director or officer. Indemnification refers to the right of the person indemnified to require the corporation to pay the amount of any judgments, settlements, attorney fees or other expenses or costs that the director or officer incurred in connection with the lawsuit. The law requires indemnification in some cases (for example, when the director or officer wins) and forbids it in others (for example, when the director or officers has intentionally stolen from the corporation). There are circumstances in between these extremes (for example, the director or officer was found liable but acted in good faith) in which the corporation can indemnify its directors and officers if it wants. Art. VIII.2, your indemnification clause, addresses these circumstances.

Indemnification is a complicated area. I generally recommend that if you are going to indemnify a director or officer you draft a broad clause intended to protect the director and officer as much as possible. Your Art. VIII.2 is fairly broad but I think it could be clearer about your intent. Here is the clause I use. If you don't have an ERISA plan (and I'm guessing you don't), you can take out that language:

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that

the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

Conflicts of Interest Policy. As noted above, you really should move this policy out of the bylaws and into a policy manual. Conflicts of interest is a changeable area of law and these policies tend to change as practices and rules change, all of which is another reason to enact this as a policy and not a bylaws provision. Your policy looks like it was based on an older version of my policy, except that someone has added a definition of "substantial contributor" in Art. IX.2 that was not in my version and is not correct. The definition you added has to do with a "substantial contributor" who is disqualified under another section of the IRS code that relates to an organization's public charity status. That definition doesn't apply here, so you should take it out.

In Section 6, someone has merged the Delegations to Committee section with the signature of the annual questionnaire, which should be a separate section.

I have a more updated Conflicts policy, which I will send with this letter. I tried to make it a bit easier to read, though good luck with that! This is a very complex field.

Amendments. Art. XII requires that two-thirds of the Board present must approve an amendment to the bylaws. You can go as low as a majority, if you want. You are required to give proper notice of the amendment, so I've attached a provision that uses your two-thirds vote and includes a provision that ensures that proper notice is given. You can change the fourteen day notice to be more or less if you want.

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a two-thirds vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least fourteen 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.

LOBBYING AND CAMPAIGNING

Most of the questions that your Board asked on the written sheet of questions you gave me pertained to lobbying and political candidates. You also asked me to review your newsletter agreement with reference to its restrictions on advocacy and political activities.

As you know, EPN is exempt under §501(c)(3), which means it can do limited lobbying and cannot engage in any political campaigning (that is, support or opposition to candidates or

political parties). Most of your questions are related to whether your support of or publication of information about individual NAs who are lobbying or campaigning means that you are violating the lobbying or campaigning restrictions. I'm answering your questions as the attorney for EPN and not for the NAs, but the NAs, if they are exempt under §501(c)(3), need to be aware that they can do only limited lobbying and no political campaigning.

Lobbying

In order to answer your lobbying questions, I need to give some background. The (c)(3) statute says that your lobbying cannot be more than insubstantial. The courts have been vague about what is lobbying under the original statute and how the law defines "insubstantial." Courts have used a number of approaches on these issues but generally they will look at the types of advocacy you do and all your expenses, time and efforts.

To clarify the rules, Congress passed legislation that allow most (c)(3)s, including yours, to make an election to come under a more specific set of rules. You make this election by filing a simple one page form, Form 5768.

If you make this lobbying election, the IRS defines lobbying more specifically and determines if your lobbying is more than insubstantial by a series of mathematical tests. The tests are based on a figure called your exempt purposes expenditures (EPE). For many small nonprofits, the EPE is all your expenses but you'd need to check the rules in your case to be sure. In calculating whether your lobbying is substantial, the IRS distinguishes between direct lobbying and grassroots lobbying. You can spend up to 20% of your EPE on all lobbying and no more than 5% on grassroots lobbying. These rules are good news for nonprofits that rely primarily on volunteers, since you pay your volunteers nothing and therefore can use lots of volunteer time without affecting your lobbying calculations. If you conclude that you are doing lobbying, you should seriously consider making the lobbying election.

With respect to lobbying, you ask if EPN has a problem if its NA members, who receive grants from EPN, regularly lobby city council. The answer is no, as long as you are not awarding grants for the purpose of lobbying and as long as the NAs have another source of funds that covers any lobbying expenses. Your Fiscal Sponsorship Agreement states in Section 5 that project funds cannot be used for lobbying so I'm assuming the NAs either have no lobbying expenses or they fund their lobbying costs in some other way. With reference to your payment of insurance for meetings, I'm assuming that your provision of insurance is for general NA meetings and your concern is that at times lobbying issues are discussed. It's extremely unlikely that this minimal indirect cost would be construed as a lobbying expense. Even if it was, the lobbying portion sounds very insubstantial.

You ask at what point your advocacy efforts become lobbying. In particular, you want to know whether an EPN project that advocates for government expenditures without telling the public to contact the City Council is lobbying. I'm assuming that when you say advocating you don't

mean advocating that you do in front of the City Council (direct lobbying) but refer to speaking or writing about government expenditures to the public (grassroots lobbying).

If you don't make the lobbying election, the IRS or a court will decide if your advocacy is lobbying. It is quite likely that the IRS will be guided by the same rules that apply to those making the lobbying election, but not certain.

If you make the lobbying election, grassroots lobbying is more than advocacy. Grassroots lobbying requires both a statement of your views *and* a call to action. What constitutes a call to action may vary a bit but generally requires:

- asking the recipient to contact their legislators; *and*
- providing the legislator's contact information; *and*
- *either*
 - providing a petition, tear-off postcard or similar material for the recipient to send his/her views to a legislator, *or*
 - specifically identifying the stands of legislators who will vote on the legislation or identifying legislators as being on a committee that will vote on the matter.

As you can see, advocating for government expenditures to your readers is not lobbying as the statute allowing for the lobbying election defines the term since there is no call to action.

I presented the information about a call to action so that I can respond to another or your questions. You asked whether, if you published a newsletter article that advocates a particular position on a piece of legislation and in a separate location in the newsletter published the contact information for the legislative body, this would constitute lobbying. As you can see from the description above, the answer depends on what else you do. If you make the lobbying election and you don't ask your readers to contact their legislators, then there is no call to action. If you ask your readers to contact their legislators and then provide the information elsewhere, it is likely that the IRS will see this as lobbying. You may be able to argue otherwise if you routinely publish the contact information in your newsletter and it is separated so that it is not visible from the page on which the article appears. This would be a risky strategy.

As you can see, your (c)(3) is allowed to do limited lobbying. Under the lobbying election, the IRS applies a mathematical test based on your EPEs. One activity for which you may have some lobbying expense is your newsletter. If you conclude that some part of your newsletter is lobbying, you can prorate the cost of any article in your newsletter that is considered lobbying. Generally, this is done by figuring what percentage of your column inches are taken up by the lobbying articles and assigning that percentage of the entire cost of the newsletter to your lobbying efforts. There are additional and somewhat more lenient rules that relate to publications that go entirely or primarily to members but you indicated your newsletter does not fall in either of these categories.

Whether or not you file the Form 5768, you do need to track your newsletter lobbying expenses. The (c)(3) rules require that you do only insubstantial lobbying, vaguely defined, under the vague insubstantial test. The lobbying election allows you to come under a more precise definition of lobbying and the mathematical test I described above. Under either test, you'll need to document what expenditures you made for lobbying. There is a very slight possibility that filing the lobbying election might bring you to the IRS's attention but I haven't heard that has been an issue for groups.

You also asked whether Section 3 of the Newsletter Agreement was too strict or lax in terms of the lobbying activities. Section 3.a. states that EPN is a (c)(3) and cannot engage in public or grassroots lobbying and articles on those topics are not allowed. This is not a correct statement of the law. (c)(3)s can engage in lobbying as long as it is insubstantial, as described above. The second sentence states that reporting about NAs who engage in lobbying will be accepted, as long as the article attributes the statements to the NA. Because one of the purposes of your newsletter is to report on what the NAs are doing, I would agree that simply reporting on lobbying done by an NA should not be considered lobbying by EPN.

Campaigning

Generally, a person is considered a candidate at the point at which the media identifies the person as a candidate, even if she or he has not yet declared their candidacy. Once the candidate declares candidacy, s/he is clearly a candidate.

The IRS is much stricter about election-related activity than it is about lobbying. As you know, there is a strict prohibition against a (c)(3) supporting a candidate or political party.

You asked whether the newsletter could report on candidate endorsements made by the individual NAs. Although the IRS has not addressed this issue directly with respect to NAs, the IRS has been clear that (c)(3)s who are linked to (c)(4)s that make endorsements must be very careful not to be seen as supporting those endorsements. You must remain neutral with respect to candidates and the IRS is very likely to construe your reporting of an endorsement as an implicit endorsement. If you wanted to take the risk that you might lose your exemption, you could argue that one of your exempt purposes is to report the news and this is news to the NAs. If you did this, you should clearly state in the newsletter (in or immediately after the article where the endorsement is reported) that the newsletter is only reporting the endorsement as part of its news reporting, that EPN does not take a position on political races, and that the endorsement is only that of the individual NA.

As with the lobbying question, your provision of insurance for general neighborhood meetings should not be campaigning simply because a candidate identifies himself or herself as a candidate at an NA meeting as long as the NA has a separate source of funds to cover this very minimal expense. If the NA is a (c)(3), you may want to warn them that they should get advice about this. The NA is putting its (c)(3) exemption at risk.

You indicated that you are doing a series of interviews for your newsletter with all five City Council members, two of who were up for re-election. Those Council members did not talk about their campaigns but you did publish these two interviews during the primary season.

As I noted above, you are required to be neutral with respect to candidates. You should not publish an article about a candidate that mentions the candidate's candidacy or election. If you publish an article about a candidate without mentioning the candidacy or campaign, the IRS will look at all the circumstances to decide if you are taking a position. For example, do you normally run articles about the backgrounds of individuals? Do you run articles about those in office during the non-campaign season? What made you pick these individuals? Why are you running these articles during primary season? Is the individual connected to neighborhood issues apart from the campaign or have you profiled the individual because s/he is running for office? Has the individual taken a position on an issue on which you have taken a position? Do you ask all kinds of questions about issues or do you focus on issues of interest to the NAs? Does the article (and newsletter as a whole) maintain a nonpartisan atmosphere? Is there any mention of the campaign in the article or newsletter? If the individual is an office holder, does he or she talk about his/her current job without mentioning their candidacy? Does the article show why you are talking to this individual about their job for reasons other than the election? These may not be all the questions that the IRS asks, but it gives you a flavor of what their concerns would be.

You also asked whether Section 3 of the Agreement was too strict or lenient in terms of campaign activities. The only reference I see to campaign activities related to a candidate is 3.b., which says that NAs cannot take positions in support of or in opposition to a political candidate or party. That statement is correct.

FISCAL SPONSORSHIP AGREEMENT

I understand that EPN is the fiscal sponsor for 11 NAs. All the Project funds go through EPN accounts and the accounts for the projects range in size from roughly \$500-\$10,000. The funds may come from the Office of Neighborhood Involvement grants or individual donations. EPN rarely gets reports about the use of the funds it manages.

I reviewed the Fiscal Sponsorship Agreement that you provided. You indicated that EPN is using this Agreement with its 11 projects and only wants to change it if necessary. In many respects, the Agreement is well-drafted. It is easy to understand, contains numerous provisions allowing EPN to refuse to provide funding that would violate (c)(3) rules, provides for reporting (and has some simple forms attached for an application and reporting) and allows termination by either party.

As an introduction to the major concerns I do have about your Agreement, I want to say a few things about fiscal sponsorship agreements of the type you use. First, be aware that your fiscal sponsorship relationship involves two components—how you get your funds and how you spend them. As I understand it, you get most of your funds from ONI grants and individual donations. An important concern here is what these funders understand will be the use of their grants and

contributions. In distributing the funds to your project, you are either making a grant of these funds to the project or, in rarer cases, may be hiring the project as an independent contractor to carry out your program. The latter does not seem to fit what you are doing, so I'll treat your disbursement as a grant from you to the NA.

My major concerns about the drafting of the Agreement are in two areas. One is that the Agreement at times seems to say that the funds it receives are earmarked for support of the project and must be kept in a restricted fund. (See Recitals and parts of §9.) The IRS generally interprets words like "earmarking" and "restricted fund" as suggesting a pass-through relationship—that is, that EPN is legally obligated to give the funds to the project because this is what the sponsor or project promised the donor. If this is the case, the funds are treated as going directly to the project, EPN would not reflect the funds as part of its monies in its reporting, and donors could not take a charitable tax deduction. To the extent the funds are City monies, these consequences may not matter.

Other provisions in the Agreement contradict this interpretation—for example, Section 9 states that the intent of the Agreement is to give EPN sufficient variance powers to treat the restricted funds as its asset in accordance with FASB standards. Such variance powers would require that EPN has the right, at the very least, to refuse to fund the project if the project did not operate in a manner that complied with §501(c)(3). Whether additional variance powers are required is a matter of some dispute in the legal, accounting and foundation worlds. I would recommend that you redraft the Agreement to provide consistency throughout the Agreement about what EPN's powers are to manage the funds it expects to grant to a NA.

My second concern is the relationship between the sponsor and project. §2 states that the project manages the activities subject to the supervision and control of EPN's Board and that all programs and related activities of the projects are the ultimate responsibility of EPN and will be conducted in EPN's name. This sounds like the project is either a program of EPN's or EPN perhaps sees the project as an independent contractor.

However, in spite of Board control, in §3 EPN is specifically excluded as the agent that it is liable for the project, except where the Agreement provides otherwise, and in §8 the project indemnifies EPN from losses related to the project. If the project were a program of EPN's, EPN would be liable for the project and a program could not indemnify its own Board from its losses. Again, the Agreement seems to imply two inconsistent relationships between EPN and the NAs.

These conflicting concepts and provisions need to be clarified and made consistent. It sounds like EPN intends that the project is a separate entity. The language about the project operating under the supervision and control of EPN's Board probably was another effort to establish that EPN could exercise variance powers sufficient to show that defeat a claim of earmarking. However, this language creates more confusion than clarification on this point. I recommend that you rewrite these sections of the Agreement to be consistent with an overall approach to the fiscal sponsorship relationship.

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An important element in both the effort to clarify EPN's variance power with respect to the monies it grants to NAs and EPN's relationship with the NAs is what is told to the donors. §9 refers to EPN's right to spend the funds it receives from contributions and other sources accomplish the purposes of the project as nearly as possible within EPN's sole judgment as to the purpose, "subject to any donor-imposed restrictions." It is very important that both EPN and the NAs maintain clarity over what is said to donors about the use of their gifts. The content of what you tell donors will be affected by choices you make about how you structure your Agreement with respect to what variance powers EPN has over the contributions it receives. Because the Agreement is currently so inconsistent on this issue, I'm concerned that donors may not be getting an accurate message about the use of their funds. Once you clarify that, you may want to add a provision to your Agreement that requires that EPN review any publicity and other messages that the NAs plan to give about the use of funds it raises.

I recognize that you already have contracts with all your NAs and don't want to change them. Because your grants tend to be small, you may want to phase a new Agreement in as you award new money, rather than go back and redo the old Agreements.

I'm also concerned because you indicated that you rarely get reports from the NAs. Because the grants you are providing are relatively small, you can live with a simple report (one page or less), such as the ones attached to your Agreement, which contain an accounting of the funds from the project and how they were used.

I suspect that you are in close enough contact that you may be doing some "field" oversight—for example, attending functions that your grant funds sponsor. If EPN has some personal contact with the event funded by its project, especially if the project involves a grant of greater than \$1,000, save a note in the file that shows who from EPN had contact, the date, what the project was and a simple statement of what the person observed. For example, for a \$1,500 grant to support a neighborhood cleanup that one of your Board members attends, the note might read: "May 22, 2012, I attended the __ NA cleanup at the __ Church parking lot. I saw about 10 volunteers working with dozens of vehicles, unloading and sorting carloads and truckloads of goods," followed by a signature of your Board member. You should still get a short report from the project.

I really appreciate the opportunity to work with your neighborhood coalition. Please call me if you have questions after reviewing this report.

Very truly yours,

/s/ Cynthia Cumfer

Cynthia Cumfer
Attorney at Law

Encl.

GUIDE TO FINANCIAL CONTROLS POLICIES AND PROCEDURES

This Guide is to give you a big picture look at how the financial controls policies and procedures work. In every case, you need to consult the attached specific policies and procedures to properly implement your controls.

FUNDS IN		FUNDS OUT	
<i>Check Receipts in Office</i>		<i>Disbursements</i>	
Sec.	Opens mail Copies checks; sends to	Board	Establish bank account and check signers
Treas.	Endorses checks w/ bank stamp	Sec.	Only access to check stock (unused checks)
<i>Cash Receipts in Office</i>		<i>Check Authorization and Issuance</i>	
Vol.	Gives proper receipt for cash from receipt book Puts cash in locked cash drawer	Treas.	Reviews invoices and non-invoiced expenses Approves payment; send to Sec
Sec.	Retrieves cash; 2 people count it	Sec.	Writes check (no blank checks or checks to cash)
Treas.	Compares receipt book to cash deposit records	Ck. signers	Sign checks after proper review
<i>Checks and Cash Outside Office</i>		<i>Online Payments</i>	
Sec.	Deposits cash with documentation 2 nd person verifies cash	Ck. signers	Only ones to authorize payments
Treas.	Checks deposit documentation	Treas.	Read-only access to bank account Spot checks
<i>Checks and Cash Outside Office</i>		<i>Petty Cash</i>	
2 Vol.	2 volunteers count cash; prepare duplicate deposit tickets Give proper receipts where possible	Sec.	Writes check to “[Sec]—Petty Cash” Records purchases and receipts

	List all checks; compare to deposit slip		<i>Expense Reimbursement</i>
	If cash, deposit immediately (that day)	All	Approval in advance; submit timely documentation
	Give receipt book and checklist to Sec. for acknowledgment letters to donors	Treas.	Review records at reconciliation
			<i>Purchasing and Use of Corporate Property</i>
Sec.	Send acknowledgment letters	All	See policies and procedures
Treas.	Reviews receipt book; puts donors' names on website		<i>Credit Cards and Other Corporate Obligations</i>
		All	No debit cards; restrictions on credit cards and other corporate obligations
			<i>Bank Reconciliation</i>
		Sec.	Gives financial records to Treas.
		Treas.	Gets bank statement directly from bank Reconciles bank statement within 7 days of receipt
			<i>On-Line Banking</i>
		Sec. & Treas.	Read-only access
		Sec.	Review weekly for ID theft
		Treas.	Reconcile bank statement and spot checks on online payment

EAST PORTLAND NEIGHBORS, INC.
Neighborhood Office, 1017 NE 117th, Portland, OR
Board Meeting Minutes April 18, 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	Vacant	Russell
Alesia Reese	Woodland Park. Absent		

Non-Board Members Present: Richard Bixby, EPNO-Director; Kim Breckel, Wilkes Alternate; and Joyce Ley, Wilkes Chair.

Agenda

The Agenda was approved unanimously.

Minutes

The February 15, 2012 minutes were approved unanimously after changing to newsletter from newspaper in the Policy Review Committee heading.

Treasure Report

It was unanimously approved as written.

Confirmation of Directors

It was approved unanimously confirm the proposed directors. Tom Shannon and Marge Crawford still need to get confirmation from their neighborhood to serve on the Board.

Election of Officers

It was approved unanimously to delay the election of officers and appointment of standing committees until the June meeting.

Authorize Ad Hoc Committees (EPN, Inc. Governance and Newsletter Policy)

David Hampsten, Ray Hites, Marge Crawford, and Brenda McSweeney will serve on the EPN, Inc. Governance Committee.

Brenda McSweeney, Ray Hites, Kathi Holmes, David Hampsten, Larry Hudetz, Judy Welch, and Kim Breckel will serve on the Newsletter Policy Committee.

Approval of Graffiti Abatement Grants

It was approved unanimously to accept the recommendation of the selection committee. Rosewood was granted the \$6,000 they requested and Lynchwood SUN was granted \$1,100.

Bylaws Amendment

It was approved, with Marge Crawford abstaining, to accept the proposed changes to the Bylaws.

Temporary Restaurant License

It was approved unanimously to pay \$50.00 for a temporary restaurant license for neighborhoods that have a fiscal sponsorship agreement with EPN, Inc. to use for EPN, Inc. projects.

NEW Projects - None

Report on Small Grants

The executive committee approved receiving three grants: from the City: East Portland Neighborhood Association News Grant, 2012 Neighborhood Small Grants, and the East Portland Action Plan Small Grant.

Questions for Attorney

Ray Hites reported on the questions the Ad Hoc committees would like him to ask the attorney.

Adjournment and Next Meeting

The meeting was adjourned at 8:50 p.m. The next meeting will be the third Wednesday of June 20, 2012 at 6:30 p.m.

Respectfully submitted,

Kathi Holmes Secretary/Treasurer

East Portland Neighbors
Fiscal Sponsorship Agreement
ADDENDUM A

PROJECT INFORMATION

Requesting Neighborhood: RUSSELL NEIGHBORHOOD ASSN.

Project Information: Name MUSICAL INSTRUMENT PURCHASE, REPAIR, & DONATION PROJECT

Estimated Start Date JUNE, 2012

Estimated End Date DECEMBER, 2012

Estimated Dollar Budget EPAP GRANT - \$5,000

Estimated In-Kind Donations \$12,000

Project Mission: PURCHASE NEW & REPAIR EXISTING OR

DONATED MUSICAL INSTRUMENTS FOR USE BY PARKROSE SCHOOL DISTRICT STUDENTS TO ALLOW PARTICIPATION IN SCHOOL PROGRAMS

Project Description: WILL ASSIST LOW INCOME STUDENTS TO

PARTICIPATE IN SCHOOL MUSIC PROGRAMS BY PROVIDING NECESSARY INSTRUMENTS THEY CAN'T OTHERWISE AFFORD & UNAVAILABLE THROUGH SCHOOLS. PRIMARILY REPAIR PROGRAM FOR OTHERWISE USABLE DONATED INSTRUMENTS

Primary Project Personnel and Contact Numbers: _____

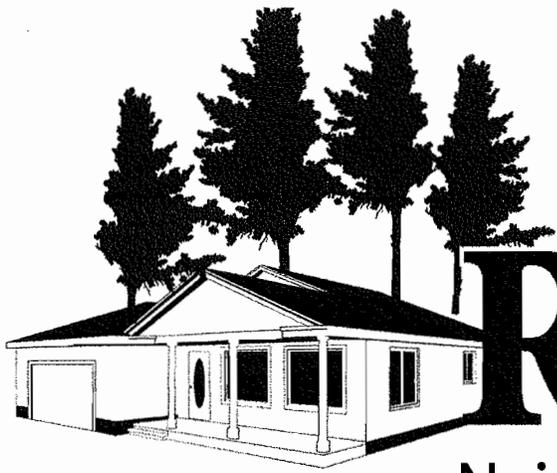
PROJECT MANAGER: LOUIS BYBEE, PARKROSE SD MUSIC BOOSTERS
502-256-2195 l.bybee@gmail.com

Declaration:

I have read the terms of the Fiscal Sponsorship Agreement and agree to be bound by its terms. I understand that if any portion of the Project Disbursements are used in a manner inconsistent with EPN's purposes and objectives, funding of the Project will cease immediately and the RUSSELL Neighborhood Association shall immediately reimburse EPN for any funds held by the RUSSELL Neighborhood Association or used in a manner inconsistent with EPN's purposes and objectives.

Bonny McLaughlin
Signed by Neighborhood Chairperson

5/18/12
Date



Russell

Neighborhood Association

May 18, 2012

Lore Wintergreen
East Portland Action Plan Advocate
East Portland Neighborhood Office
1017 NE 117th Ave.
Portland, OR 97220

Dear Lore,

Last night the Russell Neighborhood Associations voted unanimously to become an active sponsor for the Musical Instrument Purchase, Repair, and Donation proposal by the Parkrose School District Broncos Boosters organization.

It is our understanding that the project has been accepted for funding by the East Portland Action Plan. We anticipate no change of any kind to the project proposal EPAP has funded. What we will provide is access to fiscal agent services through the East Portland Neighbors, Inc. of which we are a member.

Louis Bybee, representing the Parkrose School District Music Boosters, attended our meeting last night and discussed the proposal and our sponsorship of it. Those attending our meeting were extremely supportive of both the concept and the cost-effectiveness of the approach.

It is clear that music is an important asset for some students in keeping their interest and involvement in school. We appreciate the fact that because of this project we will be able to supplement, through initial support from EPAP, a way of providing musical instruments to students who otherwise would simply lose access to them due to Parkrose School District funding limitations.

We believe that this beginning will build a strong volunteer and donated instrument capability for the project and we in Russell will continue to solicit support and donations as the program continues.

We will provide official notice to East Portland Neighbors, Inc. of our sponsorship through their formal process.

I have enclosed a copy of the sign-up sheet from last night's Russell Neighborhood Association meeting as well as a copy of our agenda noting Mr. Bybee's attendance on behalf of the project. If you need further documentation from me, please contact me at bonnymck@comcast.net.

We are pleased to support this funding decision by the East Portland Action Plan program and welcome other opportunities to act in partnership with our neighbors throughout East Portland.

Sincerely,

A handwritten signature in black ink that reads "Bonny McKnight". The signature is written in a cursive style with a long horizontal stroke extending to the right.

Bonny McKnight
Chair
Russell Neighborhood Association

cc May 18, 2012 Russell Neighborhood Association Sign Up Sheet
May 18, 2012 Russell Neighborhood Association Meeting Agenda

Tom Lewis, President, Centennial Community Association
1333 SE 148th Ave
Portland, OR 97233
503-253-5025

June 6, 2012

Dear East Portland Neighbors, Inc.,

I'm Tom Lewis, President of the Centennial Community Association since 1991. The Centennial Community Association has been a member of the East Portland Neighbors, Inc. membership non-profit since the corporation's inception.

In accordance to the 2011 Oregon Revised Statutes (ORS) 65.201, the Centennial Community Association demands that East Portland Neighbors, Inc. hold an annual membership meeting.

65.201 Annual and regular meetings.

(1) A corporation with members shall hold a membership meeting annually at a time stated in or fixed in accordance with the bylaws.

(2) A corporation with members may hold regular membership meetings at the times stated in or fixed in accordance with the bylaws.

(3) Annual and regular membership meetings may be held in or out of this state at the place stated in or fixed in accordance with the bylaws. If no place is stated in or fixed in accordance with the bylaws, annual and regular meetings shall be held at the corporation's principal office.

(4) At the annual meeting:

(a) The president, and any other officer the board of directors or the president may designate, shall report on the activities and financial condition of the corporation; and

(b) The members shall consider and act upon such other matters as may be raised consistent with the notice requirements of ORS 65.214.

(5) At regular meetings the members shall consider and act upon such matters as may be raised consistent with the notice requirements of ORS 65.214.

(6) The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with a corporation's bylaws does not affect the validity of any corporate action. [1989 c.1010 §52]

Further, in accordance to ORS 65.202, the Centennial Community Association, which holds 1/13th or 7.69% of the corporation's voting power, requests that the membership meeting be held immediately prior, and at the same location as, to next EPN, Inc. Board of Directors meeting on June 20th 2012, to elect a new EPN, Inc. Board of Directors, as well as deal with any other member business that may come up.

65.204 Special meeting.

(1) A corporation with members shall hold a special meeting of members:

(a) On call of its board of directors or the person or persons authorized to do so by the articles of incorporation or bylaws; or

(b) Except as provided in the articles or bylaws, if the holders of at least five percent of the voting power of any corporation sign, date and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

(2) If not otherwise fixed under ORS 65.207 or 65.221, the record date for members entitled to demand a special meeting is the date the first member signs the demand.

(3) If a notice for a special meeting demanded under subsection (1)(b) of this section is not given pursuant to ORS 65.214 within 30 days after the date the written demand or demands are delivered to the corporation's

secretary then, regardless of the requirements of subsection (4) of this section, a person signing the demand or demands may set the time and place of the meeting and give notice pursuant to ORS 65.214.

(4) Special meetings of members may be held in or out of this state at the place stated in or fixed in accordance with the bylaws. If no place is stated or fixed in accordance with the bylaws, special meetings shall be held at the corporation's principal office.

(5) Only matters within the purpose or purposes described in the meeting notice required by ORS 65.214 may be conducted at a special meeting of members. [1989 c.1010 §53]

The Centennial Community Association demands that the other 12 members be notified in a fair and reasonable manner as stated by ORS 65.214:

65.214 Notice of meeting.

(1) A corporation shall give notice consistent with its bylaws of meetings of members in a fair and reasonable manner. The corporation is required to give notice to members entitled to vote at the meeting and to any other person specified in this chapter, the articles of incorporation or the bylaws.

(2) Any notice which conforms to the requirements of subsection (3) of this section is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered, provided, however, that notice of matters referred to in subsection (3)(b) of this section must be given as provided in subsection (3) of this section.

(3) Notice is fair and reasonable if:

(a) The corporation notifies its members of the place, date and time of each annual, regular and special meeting of members no fewer than seven days, or if notice is mailed by other than first class or registered mail, no fewer than 30 nor more than 60 days before the meeting;

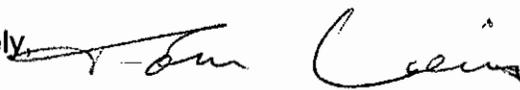
(b) Notice of an annual or regular meeting includes a description of any matter or matters which must be approved by the members under ORS 65.361, 65.404, 65.414 (1)(a), 65.437, 65.464, 65.487, 65.534 or 65.624; and

(c) Notice of a special meeting includes a description of the purpose or purposes for which the meeting is called.

(4) Unless the bylaws require otherwise, if an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under ORS 65.221, however, notice of the adjourned meeting must be given under this section to the persons who are members as of the new record date. [1989 c.1010 §56; 1991 c.231 §2]

Thank you for your help on this matter.

Sincerely,

 *AT JUNE 6, 2012*

Tom Lewis, President, Centennial Community Association

Date recorded by EPN, Inc. Secretary:

June 7, 2012

Name & signature of EPN, Inc. Secretary:

Kathleen (Kathi) Holmes

East Portland Neighbors, Inc.
1017 NE 117th Ave
Portland, OR 97220

June 13, 2012

Dear Member,

On behalf of the Board of Directors, it is my pleasure to extend to you an invitation to attend the 2012 Annual Meeting of the Members of East Portland Neighbors, Inc. (EPN, Inc.) The annual meeting will be held at:

Place: East Portland Neighborhood Office
1017 NE 117th Ave
Portland, OR 97220

Date: Wednesday, June 20th, 2012

Time: 6:30 pm (local time)

EPN, Inc. is a membership 501(c)(3) non-profit corporation registered under Oregon law (Registry Number 09450487.) Pursuant to ORS 65.201 and ORS 65.204, the principal business to be transacted at the annual meeting will be the annual report by the President of the Board of Directors and the election of the Board of Directors by those Members of EPN, Inc. who are either attending the annual meeting or have sent in written and signed proxy votes that are received before the scheduled annual meeting (proxy attached).

EPN, Inc. has 13 Members:

- Argay Neighborhood Association
- Centennial Community Association
- Glenfair Neighborhood Association
- Hazelwood Neighborhood Association
- Lents Neighborhood Association
- Mill Park Neighborhood Association
- Parkrose Heights Association of Neighbors
- Parkrose Neighborhood Association
- Pleasant Valley Neighborhood Association
- Powellhurst-Gilbert Neighborhood Association
- Russell Neighborhood Association
- Wilkes Community Group
- Woodland Park Neighborhood Association

EPN, Inc. currently has nine active Directors on its Board, all of whom have been previously confirmed by their respective Member organizations and have attended EPN, Inc. Board of Directors meeting within the past year:

Ray Hites, Lents Neighborhood Association, EPN, Inc. President

Kathi Holmes, Wilkes Community Group, EPN, Inc. Secretary/Treasurer
Tom Lewis, Centennial Community Association, EPN, Inc. Director
Alesia Reese, Woodland Park Neighborhood Association, EPN, Inc. Director
Tom Shannon, Argay Neighborhood Association, EPN, Inc. Director
David Hampsten, Hazelwood Neighborhood Association, EPN, Inc. Director
Brenda McSweeney, Glenfair Neighborhood Association, EPN, Inc. Director
Anthony Pham, Powellhurst-Gilbert Neighborhood Association, EPN, Inc. Director
Marge Crawford, Mill Park Neighborhood Association, EPN, Inc. Director

All EPN, Inc. Directors and Officers receive no monetary compensation whatsoever, and are expected to regularly attend EPN, Inc. Board of Directors meetings on the third Wednesday of every even month, and to participate in at least one standing EPN, Inc. committee and/or as an EPN, Inc. Board of Directors officer.

EPN, Inc. welcomes additional nominees for Directors to the Board who are willing and able, as stated in writing by the nominee, to perform the functions stated above, especially from Member organizations that no longer have active participation on the EPN, Inc. Board of Directors. All nominees must be from Member organizations.

Pursuant to ORS 65.227, each EPN, Inc. Member has one vote. If more than one person represents the Member at the annual meeting vote, then multiple votes for that Member are split into equal parts. Each Member may vote for or against more than one nominee to the EPN, Inc Board of Directors.

We know that some of our Members may not be able to attend the annual meeting. Pursuant to ORS 65.231, proxy vote assignments are solicited so that each Member has an opportunity to vote on all items of business transacted at the annual meeting. Whether or not you plan to attend the annual meeting, we hope that you will have your vote represented by completing, signing, and returning the attached proxy vote assignment, to the address above before the date and time of the annual meeting, either by post or in person. You may, of course, attend the annual meeting and vote in person, even if you have previously returned your written proxy vote assignment.

Sincerely,

Ray Hites
President of the Board of Directors,
East Portland Neighbors, Inc.

EPN, Inc. Proxy Vote Assignment

EPN, Inc. Annual Meeting is to be held on June 20th, 2012, at 6:30 PM, at EPNO, 1017 NE 117th Ave, Portland, OR 97220. Please return this Proxy Vote before that time.

Member Organization: (please specify) _____

Name, and title (if any) in the Member Organization: _____

Name of the individual I'm appointing as my proxy voter, to vote at the meeting on my behalf: _____ (name & affiliation)

Signature: _____ Date: _____

Director Nominees for the Board of EPN, Inc. (Mark "X" for only one box)

For all nominees Against all nominees

For, Against, or Abstain on all nominees as stated below (circle one on each line)

Ray Hites, Lents Neighborhood Association	For	Against	Abstain
Kathi Holmes, Wilkes Community Group	For	Against	Abstain
Brenda McSweeney, Glenfair Neighborhood Association	For	Against	Abstain
Tom Lewis, Centennial Community Association	For	Against	Abstain
David Hampsten, Hazelwood Neighborhood Association	For	Against	Abstain
Tom Shannon, Argay Neighborhood Association	For	Against	Abstain
Alesia Reese, Woodland Park Neighborhood Association	For	Against	Abstain
Marge Crawford, Mill Park Neighborhood Association	For	Against	Abstain
Anthony Pham, Powellhurst-Gilbert Neigh. Association	For	Against	Abstain

Name and affiliation of additional Nominee: _____
For Against Abstain

(Each new nominee must have a signed and dated letter from the same nominee stating a willingness and ability to serve on the EPN, Inc. Board of Directors. All EPN, Inc. Directors and Officers receive no monetary compensation whatsoever, and are expected to regularly attend EPN, Inc. Board of Directors meetings on the third Wednesday of every even month, and to participate in at least one standing EPN, Inc. committee and/or as an EPN, Inc. officer.)

Upon completion of this proxy, please sign, date, and return it to:

East Portland Neighbors, Inc.
 1017 NE 117th Ave
 Portland, OR 97220

Thank you for participating in the annual membership meeting of EPN, Inc.

East Portland Neighbors, Inc.
Annual Membership Meeting
Wednesday, June 20th, 2012, 6:30 PM
East Portland Neighborhood Office, 1017 NE 117th Avenue

Agenda

Time	Item	Action	Notes
6:30	Approval of the Agenda	Decision	Ray Hites
6:35	EPN, Inc. Annual Report	Information	Ray Hites
6:40	Election Rules, including Proxy Voting	Information	David Hampsten
6:45	Election of EPN, Inc. Board of Directors by Members (13 votes maximum)	Decision	Richard Bixby
6:55	New Business		
7:00	Adjourn		

Voting Ballot is on the reverse side.

EPN, Inc. Ballot

EPN, Inc. Annual Meeting is on June 20th, 2012, at 6:30 PM, at EPNO, 1017 NE 117th Ave, Portland, OR 97220. This ballot must be submitted at the time of the vote. After you have filled out this ballot, please hand this ballot to Richard Bixby.

Each Member is entitled to one vote. Each nominee may receive no more than one vote "For," "Against," or "Abstain" from each Member. If more than one person votes as a Member, including proxy votes, the votes shall be split between the number of voters from that Member organization.

There is no quorum requirement by State law or in the EPN, Inc. Bylaws for Membership meetings. Any Member who fails to attend the annual meeting or send in a proxy vote before the vote, shall not be counted.

Any nominee who receives more "For" votes than "Against" votes will be "elected" to the EPN, Inc. Board of Directors, regardless of the number of votes cast or not cast.

Any new nominee must have a signed and dated letter from the nominee stating a willingness and ability to serve on the EPN, Inc. Board of Directors. All EPN, Inc. Directors and Officers receive no monetary compensation whatsoever, and are expected to regularly attend EPN, Inc. Board of Directors meetings on the third Wednesday of every even month, and to participate in at least one standing EPN, Inc. committee and/or as an EPN, Inc. officer.

EPN, Inc. Board of Directors Ballot for June 20th, 2012 Annual Membership Meeting

Member Organization: (please specify) _____

Name, and title (if any) in the Member Organization: _____

Signature: _____ Date: _____

Nominees for EPN, Inc. Board Directors

(Mark "X" for only one box)

For all nominees

Against all nominees

For, Against, or Abstain on all nominees as stated below (circle one on each line)

Ray Hites, Lents Neighborhood Association	For	Against	Abstain
Kathi Holmes, Wilkes Community Group	For	Against	Abstain
Brenda McSweeney, Glenfair Neighborhood Association	For	Against	Abstain
Tom Lewis, Centennial Community Association	For	Against	Abstain
David Hampsten, Hazelwood Neighborhood Association	For	Against	Abstain
Tom Shannon, Argay Neighborhood Association	For	Against	Abstain
Alesia Reese, Woodland Park Neighborhood Association	For	Against	Abstain
Marge Crawford, Mill Park Neighborhood Association	For	Against	Abstain
Anthony Pham, Powellhurst-Gilbert Neigh. Association	For	Against	Abstain

Name and affiliation of additional Nominee: _____