

# **Bylaws of Do Good Multnomah**

## **ARTICLE I: PURPOSE**

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

The primary purpose of Do Good Multnomah shall be to provide community and support for Veterans and other marginalized and underrepresented people impacted by houselessness.

## **ARTICLE II: NONMEMBERSHIP**

This corporation shall have no members.

## **ARTICLE III: BOARD OF DIRECTORS**

Section 1. *Duties.* The Board of Directors shall oversee the business affairs of the corporation and may exercise all such powers of the corporation and do all such lawful acts as are not inconsistent with any state law or the Articles of Incorporation.

Section 2. *Number.* The number of the Directors of the corporation shall vary, but be no less than Six (6) and no more than thirteen (13). Staff are ineligible to serve as Directors.

Section 3. *Veteran Board Members.* The number of Veterans currently serving on the Board of Directors shall be a minimum of fifty percent (50%). A Veteran is an individual who served, or is currently serving, in the United States Armed Forces, regardless of discharge type and length of service.

Section 4. *Term and Election.* The term of office for Directors shall be two years. A Director may be re-elected for two additional consecutive two-year term. After three consecutive terms, a Director must have been a non-member for at least a year before being eligible for re-election. The board shall elect its own members, except that a Director shall not vote on that member's own position.

Section 5. *Participants as Board Members.* The Board of Directors will be encouraged to solicit past participants to join the Board of Directors. However, past participants shall not exceed 2 members of the current Board of Directors. A qualified past participant shall be a participant who (a) exited the program successfully and demonstrated being a good community member and (b) has been exited from all Do Good Multnomah's programs for a minimum of six {6} months.

Section 6. *Removal.* Any Director may be removed, with or without cause, by the Directors currently in office at a regular meeting or special meeting called for that purpose when it is determined that such a removal will serve the best interests of the corporation, subject to compliance with the following procedures: (a) prior to any vote to remove a Director, the Director in question must be given reasonable prior notice of the impending action and reasonable opportunity to speak before the Board of Directors at a regular meeting or special meeting called for that purpose, and (b) the Director in question shall be removed by a vote of two-thirds (2/3) of the remaining Directors.

Section 7. *Vacancies.* Vacancies on the Board of Directors or newly created board positions shall be filled by a majority vote of the Directors then on the Board of Directors.

Section 8. *Quorum and Action.* A quorum at a board meeting shall be a majority of the number of Directors then on the Board of Directors immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as provided otherwise by these bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 9. *Regular Meetings.* Regular meetings of the Board of Directors shall be held at the time and place determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 10. *Special Meetings.* Special meetings of the Board of Directors shall be held at the time and place determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and the purpose of the meeting, shall be delivered to each Director personally or by telephone or by electronic mail with confirmation of receipt or by postal mail not less than two days prior to the special meeting.

Section 11. *Alternative Meeting Venue.* Any regular or special meeting of the Board of Directors may be conducted through any use of communication by which all Directors participating may simultaneously hear each other during the meeting.

Section 12. *Compensation.* Board members will not be compensated for their role on the board and duties board membership entails. However, reasonable expenses may be reimbursed.

Section 13. *Action Taken Without a Meeting.* Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by at least three Board of the Directors.

Section 14. *Conflict of Interest.* Members of the Board of Directors owe a duty of undivided loyalty to Do Good Multnomah. Decisions regarding the organization's funds and activities must promote the organization's public purpose rather than individual private interest. It is the responsibility of members of the Board of Directors to present to the Board any possible conflicts of interests. A conflict of interest is an actual or perceived interest by an officer, board member/director, or staff member in an action that results in, or has the appearance of resulting in, personal gain. The best interest of Do Good Multnomah should always prevail over a director's personal or business interests. If a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### **ARTICLE IV: COMMITTEES**

Section 1. *Designating Committees.* The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 2. *Compensation Committee.* The Board of Directors shall regularly evaluate the Executive Directors on their performance. Procedures for conducting this evaluation by means of a Compensation Committee are presented in "Supplement One" of Appendix A to these Bylaws.

Section 3. *Quorum and Action.* A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 4. *Limitations on the Powers of Committees.* No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

#### **ARTICLE V: OFFICERS**

Section 1. *Titles.* The officers of this corporation shall be the President (also known as the Chair), Secretary & Treasurer.

Section 2. *Election.* The Board of Directors shall elect the President, Secretary & Treasurer to serve a term of two (2) years. An officer may be re-elected without limitation on the number of terms the officer may serve. Elections will take place during the regular January meeting of the Board of Directors on even years.

Section 3. *Vacancy.* A vacancy of the office of President or Secretary shall be filled no later than the first regular meeting of the Board of Directors following the vacancy.

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

Section 5. *President.* The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall be responsible to meet monthly with the Executive Director for supervision and support. The President shall also have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. *Secretary.* The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) ~~Archive all fundraising, event, outreach and other materials;~~ (d) any other duties as may be prescribed by the Board of Directors.

Section 7. *Treasurer.* The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) authentication of all records of the corporation; (b) keeping of full and accurate accounts of all financial records of the corporation; (c) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (d) disbursement of all funds when proper to do so; (e) making financial reports as to the financial condition of the corporation to the Board of Directors; and (f) any other duties as may be prescribed by the Board of Directors.

## **ARTICLE VI: CORPORATE INDEMNITY**

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 or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its future provisions) with respect to any employee benefit plan of the corporation. Any decision to indemnify shall be consistent with the requirements for specific authorization provided by section 65.404 of the Oregon Revised Statutes (or its corresponding future provisions). No indemnification shall be provided for any person with respect to

any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. 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 on which the amendment is delivered 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.

## **ARTICLE VII: GENERAL PROVISIONS**

Section 1. *Accounting Year.* The accounting year of the corporation shall end on June 30<sup>th</sup>.

Section 2. *Articles Govern.* In the event that any provision of these Bylaws is inconsistent with the Articles of Incorporation, the Articles shall govern.

Section 3. *Nondiscrimination.* It shall be the policy of this corporation not to discriminate against any person on the basis of race, sex, national origin, creed, relational preference, marital status or handicapping condition. This policy includes, but is not exclusive of, hiring, Payoffs, termination, promotions, wages, training, disciplinary actions, or any other terms, privileges, conditions, or benefits of employment, as well as nondiscrimination in the providing of any services or activities of the corporation.

Section 4. *Severability.* A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

## **ARTICLE VIII: AMENDMENTS TO BYLAWS**

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

Date Amended: July 12, 2023

Signature by Corporate Officers: