

**RESTATED BYLAWS
OF
NORTHWEST NEIGHBORHOOD CULTURAL CENTER**
an Oregon Nonprofit Corporation
as adopted by the membership February 18, 2020

**SECTION 1
PURPOSE**

The mission of Northwest Neighborhood Cultural Center (the “Corporation”) is to promote civic and citizen engagement in the Northwest District and surrounding districts. Historically the Corporation has achieved this purpose through its ownership and operation of the building located at 1819 NW Everett Street, Portland, Oregon, a National Register Historic Property located within the Historic Alphabet District. The Corporation will continue its purpose through ongoing support of charitable programs in the community.

**SECTION 2
MEMBERSHIP AND DUES**

2.1 Qualifications for Membership. The Corporation shall have a single class of members. Membership is open to all residents, 18 years of age or older, or entities located within the geographic area commonly known as the Northwest District or in one of the six surrounding districts known as Arlington Heights, Goose Hollow, Hillside, Linnton, NINA, and NWDA for a period of at least thirty (30) consecutive days immediately prior to making application for membership. Entities are defined as non-resident property owners, business licensees, government agencies, or nonprofit organizations. An entity shall only be represented by an individual who is an owner, operator, officer, or director, or employee of the entity and specifically designated as the entity representative in writing on entity letterhead. Each member shall be entitled to one vote, regardless of multiple bases for membership (such as an owner of multiple properties or both a resident and entity representative).

2.2 Procedure for Admission. Any person or entity desiring to become a member shall complete a membership application in writing setting forth the applicant’s name, local address, other contact information as needed, and the basis of eligibility for membership, together with sufficient proof of eligibility. Each application may be submitted to the Board of Directors at any meeting, and if not challenged by any member of the Board of Directors prior to the next meeting of the Board of Directors, said applicant shall become a member. Any challenge must be based upon criteria for membership, and the Board of Directors by majority vote may uphold such challenge and withhold membership, upon its sole authority.

2.3 Dues. Members shall not be required to pay any dues, assessments or fees as a condition to membership, but may be requested to make voluntary donations.

2.4 Voting. Each member shall be entitled to only one vote.

2.5 Termination. Membership shall terminate automatically for any member immediately upon loss of eligibility.

2.6 Honorary Members. The Board of Directors, in its discretion, may make any person or entity an honorary non-voting member.

SECTION 3 MEMBERSHIP MEETINGS

3.1 Annual Meeting. The Annual Meeting of the members shall be held during the month of February in each year, at an hour to be fixed by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. In the event such Annual Meeting is omitted by oversight, or otherwise, the Board of Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently may be, but not more than sixty (60) days after the designated date. All elections or any business transacted at such meeting shall be valid as if transacted or held at the Annual Meeting. Such subsequent meetings shall be called in the same manner as provided for the Annual Meeting.

3.2 Demand for Special Meetings. Special Meetings of the members may be called by the Board of Directors, by the President with the concurrence of a majority of the other directors, or by 5% of the membership of the Corporation determined as of the date of the last Annual Meeting, if such members have signed, dated, and delivered to the Secretary one or more written demands for the Special Meeting describing the purpose(s) for which it is to be held.

3.3 Place of Meetings. The Annual Meeting and any Special Meetings of the members shall be held at the principal office of the Corporation or at any other place fixed by the Board of Directors within the geographic area commonly known as the Northwest District or in one of the six surrounding districts known as Arlington Heights, Goose Hollow, Hillside, Linnton, NINA, and NWDA.

3.4 Notice. Written or printed notice stating the place, day and hour of the Annual Meeting and containing a list of new or continuing directors proposed by the Nominating Committee and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be published by a newspaper of general circulation in the area where the meeting is held not less than thirty (30) nor more than sixty (60) days before the date of the meeting.

3.5 Voting. A member may vote only in person. Voting by proxy shall not be permitted. The secretary or other authorized Board of Directors member shall confirm voting rights for attendees, allowing a request for identification and determining each person is on the membership rolls.

3.6 Quorum. Those members present at any Annual or Special Meeting of members shall constitute a quorum at the meeting. The vote of a majority of the votes represented and voting at a meeting shall be necessary for the adoption of any matter voted upon.

3.7 Fixing of Record Date. The Board of Directors shall fix in advance a date as the record date for any determination of voting members. The record date shall be not more than sixty (60) days and, in case of a meeting of members, not less than thirty (30) days prior to the date on which the particular action, requiring such determination of voting members, is to be taken. If the Board of Directors does not fix a record date, the date on which notice of the meeting is mailed or published or the date on which the resolution of the Board of Directors calling the meeting as the case may be, shall be the record date for such determination of members.

SECTION 4 BOARD OF DIRECTORS

4.1 General Powers. The Board of Directors shall exercise, or delegate or otherwise authorize the exercise of, all corporate powers and shall direct the management of the Corporation's affairs, subject to any limitation set forth in the articles of incorporation, these bylaws and Oregon law. The Board of Directors shall

retain authority over an exercise of corporate powers that the Board of Directors delegates or authorizes under this section.

4.2 Number, Election, Tenure, and Qualification.

4.2.a The number of directors of the Corporation shall be between seven (7) and eleven (11) directors as determined by resolution of the Board of Directors.

4.2.b At the annual election of directors held at the Annual Meeting of members in 2001, the directors were divided into three (3) classes of three (3) directors each. The term of office of those of the first class shall expire at the first annual meeting after their election, the term of office of those of the second class to expire at the second annual meeting after their election, and the term of office of those of the third class to expire at the third annual meeting after their election. For following elections, each term shall be for a period of three years. If directors are added as allowed in Section 4.2.a, each shall be placed in one of the three classes with a term to coincide with those of the other directors in that class. No class may contain more than four directors.

4.2.c Except as provided in Section 4.2.b, each director shall hold office for a term of three (3) years or until their successors are elected and qualified. No director may be elected for more than two (2) consecutive full three (3) year terms.

4.2.d The Board of Directors shall appoint a nominating committee no later than September 1st of each year, which shall report to the Board of Directors with its nominations for directors no later than November 1st. Directors may make additional nominations by submitting to the Board of Directors by December 1st of each year written nominations signed by two or more directors.

4.2.e If any member of the Corporation wishes to nominate for Directors persons other than those proposed by the Nominating Committee, said member shall do so by delivering to the Secretary not less than ten (10) days prior to the Annual Meeting a petition signed by at least ten (10) members naming the nominee or nominees and stating that each nominee has agreed to serve if elected. The Secretary shall state at the Annual Meeting, prior to the election of directors, the names and qualifications of those nominated by petition. The above wording in this section shall be included in the published notice of the annual meeting.

4.2.f Directors shall be members of the Corporation. Directors shall not be employees, officers or directors of any tenants of the Corporation. Directors shall serve without compensation.

4.2.g Should any director be absent from three meetings of the Board of Directors without having notified the Board of Directors of reasons for such absence, such absence shall be considered a resignation, which, if accepted by the Board of Directors, shall constitute a vacancy.

4.3 Annual Meeting. An annual meeting of the Board of Directors shall be held without notice other than these Bylaws immediately after, and at the same place as, the Annual Meeting for the membership.

4.4 Regular Meetings. The Board of Directors shall provide, by resolution, the time and place, for the holding of regular meetings without other notice than such resolution. All meetings of the Board of Directors shall abide by the Public Meetings Law of the State of Oregon.

4.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the directors then in office. Notice of the time, day and place of any special

meeting of the Board of Directors shall be given to the directors at least two (2) days before the special meeting. Notice may be oral or written, and communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, by mail, or private carrier, or as otherwise permitted by the Oregon Nonprofit Corporation Act; e-mail is not sufficient notice. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice.

4.6 Waiver of Notice. A director's attendance at or participation in a meeting waives any required notice unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business and does not thereafter vote for or assent to any action taken at the meeting. Whenever any notice is required to be given to any director of the Corporation, a waiver thereof in writing, signed by the person entitled to such notice, whether before or after the event stated therein, shall be deemed equivalent to the giving of such notice.

4.7 Quorum: Majority Vote. A majority of the number of directors in office at the time of a meeting of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a different number is provided by law, the Articles of Incorporation, or these Bylaws.

4.8 Participation in Meeting; Action Without Meeting.

4.8.a The Board of Directors may permit any or all of the directors to participate in an annual, regular or special meeting by, or conduct the meeting through the use of any means of communication by which each director participating in the meeting can communicate with all of the other directors simultaneously. A director participating in a meeting in accordance with this section is, for the purposes of transacting any official business, present in person at the meeting.

4.8.b Any action that is required or permitted to be taken by the directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all of the directors. The action shall be effective on the date when the last signature is placed on the consent or at such earlier time as is set forth therein. Such consent, which shall have the same effect as a unanimous vote of the directors shall be filed with the minutes of the Corporation.

4.8.c The Board of Directors may, without a meeting, use email or other electronic means to take action required or permitted to be taken at a Board of Directors meeting if:

- (1) The Corporation has a record of an email address for each director;
- (2) The Corporation sends to the email address of each director an announcement that the Board of Directors will take action, a description of the matter on which the Board of Directors will take action, and a deadline of not less than 48 hours after the time the Corporation sends the announcement in which a director may vote; and
- (3) The majority of directors who hold office at the time vote in the affirmative, except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors.

A director may change their vote at any time before the deadline set forth in the email announcement. The Board of Directors' action is effective on the deadline specified in the email announcement unless the

announcement specifies a different effective date or time. The Corporation shall include the email announcement and a record of the directors' votes in corporate records reflecting the action that the Board of Directors took.

4.9 Vacancies. If any vacancy occurs in the Board of Directors, a replacement director may be elected by the Board of Directors to fill the vacancy only for the unexpired term of the predecessor in office. Any expansion of the Board of Directors up to the eleven directors allowed may be considered by the Board of Directors as a vacancy.

4.10 Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to assent to the action, unless the director's abstention or dissent is entered in the minutes of the meeting or unless a written dissent is filed with the person acting as the secretary of the meeting before the adjournment thereof or forwarded by certified or registered mail within 15 days of the meeting to the secretary of the Corporation immediately after the adjournment of the meeting. A director who voted in favor of the action shall not have the right to dissent.

4.11 Transactions with Officers and Directors.

4.11.a Any contract or other transaction between the Corporation and one or more of its officers or directors, or between the Corporation and another party in which one or more of its officers or directors are directly or indirectly interested, shall be valid notwithstanding the relationship or interest or the presence or participation of such officer(s) or director(s) in a meeting of the Board of Directors or committee if:

(1) the fact of such relationship or interest and the material facts of the transaction are disclosed or known to the non-interested directors who authorize, approve or ratify the contract or transaction, or

(2) the contract or transaction is fair to the Corporation at the time it was entered into. This section shall not apply to a loan from the Corporation to, or the guarantee of an obligation of, an officer or a director.

4.11.b Interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee that authorizes or ratifies such contract or transaction.

4.11.c None of the provisions of this section shall invalidate any contract or transaction that would otherwise be valid under applicable law.

4.12 Resignation. Any director may resign by delivering his or her written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective on receipt unless it is specified to be effective at some other time. A postdated resignation shall not be effective for the period prior to its receipt unless accepted by the Board of Directors.

4.13 Committees Generally. Except as may be contemplated by resolution of the Board of Directors, the provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees and their members as well. Each Committee shall operate under a Board approved charter.

4.14 NNCC Committees. The Corporation will have the following committees:

Executive. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer and such other members of the Board of Directors as may be appointed by the President. Interim decisions effective as action of the Board of Directors on any matters which requires prompt action for the best interests of the Corporation, except as to matters specifically set forth by statute, may be made by this committee and such decisions shall be reported to the Board of Directors at the next Board of Directors meeting. Further, any decision of the Executive Committee involving leases, the transfer or disposition of property or the initiation, settlement, or termination of a legal action shall not bind the Corporation until such decision has been subsequently ratified by the Board of Directors.

Finance. The Treasurer shall be the chair. The Finance Committee shall examine, and if found correct and just, approve and authorize payment of bills and claims against the Corporation, shall prepare and submit an annual budget to the Board of Directors, and shall generally have supervision of investments and finances.

Nominating. The Nominating Committee shall nominate candidates to stand for election as directors of the Corporation.

Grants. The Grants Committee shall be comprised of three to six directors appointed by the Board of Directors. The Grants Committee will serve as the donor advisory committee for the Northwest Neighborhoods Fund at Oregon Community Foundation (“OCF”), and shall share information from OCF to the Board of Directors and provide grant recommendations to OCF on behalf and at the direction of the Board of Directors.

4.15 Board Committees. The Board of Directors may create one or more board committees that exercise the authority of the Board of Directors. The creation of a board committee and either the appointment of directors to the board committee or the designation of a method of selecting board committee members must be approved by the Board of Directors. Each board committee must consist of two (2) or more directors, who serve at the pleasure of the Board of Directors. Only a director may serve as a voting member of a board committee. The Board of Directors may delegate the authority of the Board of Directors to a board committee; provided, however, no committee may:

- (1) Authorize the payment to a person from the income or assets of the Corporation, other than a payment of reasonable value for property received or services performed or payment of benefits that furthers the Corporation’s purposes;
- (2) Approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation’s assets;
- (3) Elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any board committees;
- (4) Adopt, amend, or repeal the articles of incorporation or bylaws; or
- (5) Appoint or remove officers.

4.16 Advisory Committees. The Board of Directors may create one or more advisory committees. The Board of Directors may appoint individuals to serve on an advisory committee or specify a method for

selecting members. Members of these committees need not be members of the Board of Directors, but at least one director shall serve on each such committee. Advisory committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors or to board committees and may implement Board of Directors or board committee decisions and policies under the supervision and control of the Board of Directors or a board committee.

SECTION 5 OFFICERS

5.1 Number. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, elected from the members of the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors from the membership of the Corporation and shall have such powers and duties as may be prescribed by the Board of Directors, except the right to vote. The same individual may not serve simultaneously as President, Secretary, or Treasurer.

5.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held after the Annual Meeting of the members. If the election of officers shall not be held at that meeting, it shall be held as soon thereafter as is convenient. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until the officer's death, resignation or removal.

5.3 Qualification. The President, Vice-President, Secretary, and Treasurer shall be directors.

5.4 Removal. Any officer or agent elected by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election of an officer or agent shall not of itself create contract rights.

5.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5.6 President. The President shall have general oversight of the Corporation, shall preside at all meetings of the Board of Directors and shall with the Secretary execute on behalf of the Corporation all contracts, agreements, and other instruments. The President shall from time to time report to the Board of Directors all matters within the President's knowledge affecting the Corporation that should be brought to the attention of the Board of Directors. The President shall have such other duties and responsibilities as may pertain to such office or be prescribed by the Board of Directors.

5.7 Vice-President. Except as specifically limited by the Board of Directors, the Vice-President shall perform the duties and have powers of the President during the absence of the President or in the event of his or her death, inability or refusal to act, and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

5.8 Treasurer. The Treasurer shall be the chief financial and accounting officer of the Corporation and shall supervise and monitor the finances of the Corporation. The Treasurer shall cause to be kept correct and complete records of account showing the financial condition of the Corporation. The Treasurer shall be legal custodian of all moneys, notes, securities and other valuables that may come into the possession of the Corporation. The Treasurer shall cause all funds of the Corporation to be deposited in depositories that the

Board of Directors may designate. The Treasurer shall pay funds out only on the check of the Corporation signed in the manner authorized by the Board of Directors. The Treasurer shall present to the Board of Directors regular statements of the Corporation's financial position. The Treasurer shall ensure that the Corporation files all necessary tax returns. The Treasurer shall maintain the record of all gifts, grants, contributions, gross receipts from admissions, sales of merchandise, performance of services, or furnishings of facilities, in an activity that is not an unrelated trade of business, and the sources of all the foregoing funds. The Treasurer shall keep a record of all substantial contributors and disqualified persons as defined by Sections 507 and 4946 of the Internal Revenue Code of 1986, as amended ("IRC"), and of all receipts received from disqualified persons. The Treasurer shall keep a record of any gross investment income, as defined by IRC Section 590(e), received by the Corporation. The Treasurer shall keep a record of any unrelated business taxable income, as defined by IRC Section 512, received by the Corporation. The Treasurer shall prepare a report for each annual meeting of the Board of Directors listing the above information and stating whether the Corporation is maintaining its status as a tax-exempt, publicly-supported charity under IRC Section 509(a)(2).

5.9 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors. All minute books and other corporate records shall be maintained at the principal office of the Corporation for at least five (5) years and shall be available for examination, upon reasonable notice, by any member. The Secretary shall countersign on behalf of the Corporation all contracts, agreements and other instruments and shall perform such other duties as may be required by the Board of Directors.

SECTION 6 NORTHWEST NEIGHBORHOOD CULTURAL CENTER BUILDING

6.1 Tenants. For so long as the Corporation owns the Northwest Neighborhood Cultural Center at 1819 N.W. Everett, Portland, Oregon, a majority of tenants with leases of 30 days or more, shall be IRS tax-exempt organizations.

6.2 Rates. Rental and lease rates for tenants shall reflect the Corporation's and the building's costs of operation, including staffing, operational expenses, equipment depreciation and a reasonable reserve fund for replacement and expansion. The Board of Directors is not required to set rental rates at market value. However, market value should be considered in establishing rate equity for the tenants of the building. The Board of Directors may consider Multnomah County requirements for property tax exemption in setting rates.

6.3 Disposal. The Board of Directors shall take no action to dispose of the building at 1819 N.W. Everett, Portland, Oregon, either by sale, by transfer to another non-profit Corporation, or by any other means, without the approval of two-thirds of the members present at a Special Meeting called for the sole purpose of considering such disposal, except as otherwise provided by the Articles of Incorporation.

SECTION 7 INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who was, is or is threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or serves or served at the request of the Corporation as a director or officer or another corporation, partnership, joint venture, trust or other enterprise. To the extent permitted by law, the Corporation shall pay all expenses incurred by any such person in defending such a proceeding in advance of its final disposition at the

written request of such person if the person (a) furnishes written information of a good faith belief that he or she has met the standard of conduct required by law, and (b) furnishes the Corporation with a written undertaking to repay such advance if it is ultimately determined that such person did not meet such standard of conduct. The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect the time of the determination. Any and all such indemnification shall be made from cash proceeds of the organization and no property or rights may be encumbered for such purpose.

SECTION 8 CONTRACTS, LOANS, CHECKS AND OTHER INSTRUMENTS

8.1 Contracts. Notwithstanding Sections 5.6 and 5.9 of these Bylaws, the Board of Directors may authorize, by resolution, any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Such contract must have been specifically reviewed and authorized by the Board of Directors prior to such authorized action.

8.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

8.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers and agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 9 SEVERABILITY

Any 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.

SECTION 10 FISCAL YEAR

The fiscal year of the Corporation shall commence January 1 and end December 31 of each year.

SECTION 11 NONDISCRIMINATION

The Corporation shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender, gender identity, race, creed, marital status, sexual orientation, religion, color, age, national origin, veteran status, or disability.

SECTION 12 AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any regular or special meeting only by a majority of the members present, provided that notice and text of the amendment shall have been published to the members, as the case may be, in accordance with the Bylaws and the laws of

the State of Oregon. Any provision of the Bylaws which requires a two-thirds vote of the members shall be altered, amended or repealed only by two-thirds of the members present at any such meeting. Bylaw changes proposed by the Board of Directors shall be approved at two Board of Directors meetings by majority vote prior to the member meeting during which such changes are presented.

The foregoing Bylaws, as amended, were duly adopted by the members on the 18th day of February 2020.

/s/ Ginger Burke
SECRETARY

/s/ Daniel Anderson
PRESIDENT