

**St. Johns Center for Opportunity**  
An Oregon Nonprofit Corporation  
**Third Amended and Restated Bylaws**

**Article I. Name and Term**

The name of this corporation will be St. Johns Center for Opportunity (SJCO) on a perpetual basis.

**Article II. Offices**

A. Principal office

The main office of SJCO will be in the St. Johns or Cathedral Park Neighborhood, located in Portland, Oregon, United States.

B. Registered office

The registered office does not need to be the same as the main office, but must be in the State of Oregon. The registered office address may be changed by a resolution of the Board of Directors.

**Article III. General Purposes**

SJCO is a nonprofit corporation existing only for charitable, educational, and other purposes outlined by the Oregon Nonprofit Corporation Act (later referred to as the "Act"), Section 501(c)(3) of the Internal Revenue Code of 1986, and any future United States Internal Revenue law (later referred to as the "Code"), governing gifts to the organization and income derived from activities.

1. In spite of any other part of this document, SJCO may only act as a 501(c)(3) organization or a contribution deductible organization under Section 170(c)(2) of the Code.
2. The organization and its resources may not benefit or be distributed to a person or organization, except as payment for services or in service of our mission.
3. SJCO shall not, directly or indirectly, participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. If the organization dissolves, assets, debts, and liabilities must be distributed under the 501(c)(3) Code and state law or to federal, state, or local government for a public purpose.

## Article IV. Specific Purposes

The purpose of SJCO is:

### A. Community Economic Development

SJCO will work to strengthen the St. Johns and Cathedral Park neighborhoods in Portland, Oregon through people-centered economic development and community building.

#### 1. Community Building

SJCO will organize and promote relationships between local government, neighbors, and businesses. SJCO will support other organizations who preserve and develop the diversity, welcoming and inclusive nature, and economic stability of the St. Johns and Cathedral Park neighborhoods. SJCO will represent its neighbors, with a focus on providing representation for underrepresented groups, at the city, county and special district levels.

SJCO will promote and host discussion groups and educate neighbors on issues relevant to the neighborhood. SJCO will sponsor cultural and district revitalization, including special events. SJCO will be a forum for sharing knowledge, experiences, and problems. SJCO will distribute and publicize work and information for the community. These may include, but are not limited to:

- Planning studies
- Organization brochures
- Informational brochures, maps, guides
- Special event flyers, pamphlets, posters
- Newsletter

#### 2. Economic Development

SJCO will educate and help St. Johns and Cathedral Park businesses and property owners develop their businesses. SJCO will sponsor workforce development activities in St. Johns, including special events.

##### a. Financial Activities

SJCO will manage and spend money and non-monetary resources in alignment with the terms and conditions stated by donors, grantors, and directors.

##### b. Other Activities

SJCO's activities will be lawful, meet non-profit requirements under the Act, and permit tax exemption under applicable laws and regulations of the United States and the State of Oregon.

## **Article V. Board of Directors**

### A. Number and Qualifications

The SJCO Board of Directors must have a minimum of five and a maximum of 12 Directors. Anyone may be a Director. When the minimum number of directors are not met, elections or appointments to fill the vacancies to meet the minimum must take place before any other election. The Board cannot be composed of a majority of people from a single occupation. The terms of the Board members must be staggered.

## **Article VI. Powers**

Everything SJCO does is governed by the Board of Directors in accordance with the Articles of Incorporation, this document, and the Act. The Board of Directors is responsible for doing and observing everything the organization does to carry out the Specific Purposes. The Board may delegate management to any person, persons, organization, or committee in any composition as long as the Board is still the ultimate authority on the Organization's activities and situation. This corporation cannot have members.

### A. Duties:

Directors must:

- Be lawful according to this document and the Articles of Incorporation.
- Appoint and remove, hire and dismiss, and unless stated otherwise in this document, determine the duties and compensation of the Executive Director and employees.
- Meet at times and places required by this document.
- Register email and postal addresses with the Secretary of SJCO and provide notice of meetings electronically or by mail as notification.
- Serve as stewards of the approved equity plan.

### B. Term of Office

Directors are elected for a two year term and/or until a successor is elected meeting the criteria in Number and Qualifications, above. Board Members must serve on staggered terms. After serving for the initial two year term, Directors may renew in one year increments, not to exceed a total service of four years.

### C. Elections

The Board will elect Directors to fill vacancies, which may be publicly announced or recruited in any way. The election will take place at a regular meeting of the Board by a majority vote, as long as there is a quorum. Director service begins at the following Board meeting.

### D. Removal of a Director

In acknowledgment that SJCO cannot successfully carry out its mission without quorum votes at General Board Meetings, Directors are automatically removed from the Board

upon missing three successive General Board Meetings, including the annual Board Retreat. If, upon being removed from the Board, a former Director wishes to return, they may be re-elected to the Board by a quorum vote and continue their term.

Otherwise, removal of a Director can only occur if the agenda of the meeting, provided in advance, states that this will be a topic of the meeting and with an affirmative majority vote of all other Directors. Otherwise, Directors will remain until successors are elected and qualified, until their death, resignation, removal, or term limit.

#### E. Resignations

Any Director may resign with written notice to the Executive Director, Chair, Secretary, or Board, unless the notice is for a later date. If the resignation is for a later date, a successor may be elected to replace the individual on that date. However, no Director can resign if the resignation will leave SJCO without an elected Director or Directors to control activities.

#### F. Vacancies

A vacancy exists if a Director dies, resigns, or refuses to serve prior to the end of their term. If a vacancy on the Board is open, it will be filled by the majority vote of the remaining Directors. A Director elected to fill a vacancy will complete their predecessor's remaining term. Three consecutive unexcused absences from regular Board meetings including the annual Board retreat will be considered a vacancy at the sole discretion of the Board. The Board member removed from the Board will be notified of their removal by the Board Chair by phone or email.

#### G. Regular Meetings: Quorum

The Board will meet a minimum of six times per year. Meetings are held at the principal office unless otherwise specified by the Board. Half of the Directors in attendance at the meeting plus one is a quorum. A quorum may vote by email or phone if the vote is called by the Chair and/or three Directors. If a vote meets quorum, the outcome is moved forward. A Director is considered present even if they do not vote. If quorum is not reached at a Board Meeting or Executive Session, or Special Board Meeting, the Directors present may adjourn the meeting to a later place and time without further notice.

##### 1. Executive Sessions

- a. The Board may call an Executive Session to discuss legal or personnel issues affecting paid or volunteer staff and only Board members may attend. The Board may vote to allow members of the media at the Executive Session but media professionals may not report on any content of the session. The Board may also vote to allow other attendees as needed to address issues at hand. No decisions will be voted upon at an Executive Session.

## 2. Special Meetings

- a. The Chair and/or any three Directors may call a Special Meeting of the Board of Directors. These will be held at the principal office or another designated location identified by the person or people who call the meeting.

## H. Notice of Meetings

Unless stated otherwise in the Article of Incorporation, this document, or Oregon law, the following requirements apply to notice of Board meetings:

### 1. Regular Meetings

- a. No notice is required for any regular meeting of the Board.

### 2. Executive Session and Special Meetings

- a. Oral, written, email, postal mail, or phone notice must be provided by the Secretary one week in advance of the meeting stating the location, date, and time of the meeting along with the agenda.

### 3. Waiver of Notice

- a. The notice requirement of the meeting may be waived in writing signed by the Director before or after the meeting.

## I. Dissent by a Director

A director is considered in favor of actions of the Board unless they did not vote in favor and either objected to the meeting or matter, their dissent is reflected in the meeting minutes, or the Director provides written notice of dissent or abstention to the presiding officer before adjournment or immediately thereafter.

## J. Conduct of Meetings

The presiding officer of the meeting is the Chair, or in their absence the Vice Chair, or in their absence the Chairperson selected by the majority of Directors present at the meeting. The Secretary acts in their role at all meetings and if they need to miss a meeting, they appoint another person to perform their duties at the meeting. Meeting procedures are selected by the Board as long as they comply with the Articles of Incorporation, this document, and the law.

## K. Action Without a Meeting

Any action required or permitted at a meeting may be taken without a meeting if one or more written consents are signed by each member of the Board and included in the minutes or are filed with SJCO's records.

#### L. Telephone Conference Meetings

Directors may participate in a regular or special meeting by any means of communication where all Directors participating may simultaneously hear one another. Individuals participating in this manner are considered present.

#### M. Adjournment

Any meeting with or without quorum may be adjourned to another time and place by majority vote. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time and/or place must be given to Directors not present prior to the adjourned meeting.

#### N. Conflicts of Interest

1. No Director may allow their personal business to conflict with SJCO.
2. A Director is deemed to have a conflict of interest if they have a direct or indirect interest in a transaction involving SJCO, including interactions with another entity where the Director has a material interest, is a 10% shareholder, partner, Director, officer, trustee, or is party to the transaction.
3. A transaction where a Director has a conflict of interest may be approved:
  - a. By majority vote of the Board members who have no conflict of interest, as long as the material facts of the transaction are disclosed or known by them.
  - b. As allowed by law.

#### O. Loan or Guarantee

SJCO may not lend money or guarantee the debts or liabilities of any Director or officer.

#### P. Compensation

Directors will not receive compensation for their services, though the Board may authorize reimbursement for expenses incurred during their duties by resolution. Directors are not eligible to serve in a paid capacity, either on staff or by contract without first resigning from the Board.

### **Article VII. Committees of the Board of Directors**

#### A. Board of Directors Committees

The Board of Directors may create one or more committees consisting of a minimum of two Directors or with a resourcing plan approved by the Board. The Board may adopt rules for the governance of any committee, but it must be consistent with this document.

B. Other Committees

SJCO may have other committees from time to time, designated by resolution. The committee may consist of individuals who are not Directors and will act in an advisory capacity to the Board. Other committees do not have the same level of authority as the Board.

### **Article VIII. Officers**

A. Selection

The Board will have a Chair, Vice Chair, Secretary, Treasurer, and additional officers determined by the Board from time to time.

B. Term

Officers are elected by the Board and hold office until they resign, are removed, or are disqualified, or until their successor is elected and qualified, whichever happens first. Officers are elected by the Board at least annually.

C. Removal

Officers may be removed with cause by two thirds vote. "Cause" refers to fraud, embezzlement, dishonesty, unauthorized use of confidential information, or other intentional misconduct that adversely and materially affects SJCO. Other acts or omissions not listed here may also be considered "cause." In cases of fraud, waste, and abuse that involve federal funds, board members are instructed to refer the case to the [Office of the Inspector General](#).

D. Vacancy

If a vacancy occurs in an officer position, the Board shall appoint a person to succeed the office for the remainder of the term.

E. Inability to Act

In the case of absence or inability to act, an officer may delegate the powers and duties of their office to any person they select for any period of time the Board deems necessary.

F. Resignations

An officer may resign at any time with written notice without impacting their rights or contracts with SJCO. This resignation is effective upon being received by the Chair, Secretary or Board, unless a different time is stated for effectiveness of the resignation. Acceptance of resignation is not necessary to make the resignation effective unless specified by the notice.

## G. Duties of the Chair

The Chair is responsible for:

- Governance and Oversight
  - Ensure prudent use of all assets, including facility, people and good will
  - Ensure that SJCO's activities and transactions are advancing the mission
  - Recognize and disclose conflicts of interest
  - Monitor financial planning and reports
  - Ensure that SJCO and the Board of Directors obey applicable laws and regulations, follows SJCO's Bylaws and adheres to SJCO's stated purpose and mission
  - Coordinate annual performance evaluation of the Executive Director
- Leadership
  - Partners with the Executive Director in achieving SJCO's mission
  - Develops board meeting agenda in conjunction with the Executive Director and chairs meetings of the board
  - Unless prohibited by law, Articles of Incorporation, or this document, the Chair may execute deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors in SJCO's name
  - Ensure SJCO's commitment to a diverse board and staff that reflect SJCO's mission
- Fundraising
  - Collaborate with Board of Directors and Executive Director to foster overall financial health of SJCO
  - Play a major role in ongoing fundraising efforts including corporate/individual giving and annual fund raising efforts

## H. Duties of the Vice Chair

The Vice Chair is responsible for:

- In the absence of the Chair or if the Chair is unable to act, the Vice Chair will assume all of the Chair's powers and assume all duties
- The Vice Chair may sign checks or documents needed by SJCO in the Chair's absence
- Supports the Chair in fulfilling the Chair responsibilities
- The Vice Chair may have other responsibilities or powers under law, the Articles of Incorporation, these bylaws, or as assigned by the Board

## I. Duties of the Secretary

The secretary is responsible for:

- Certifying and keeping a copy of these bylaws to date at the principal office.



- Keeping the meeting minutes, recording the time, place, and type of meeting (regular or special), how it was called, how notice was given, the names of those present at the meeting, and notes of the proceedings.
- Ensure notices are given in accordance with these bylaws or as required by law.
- Provide the bylaws, names of Board Members, or meeting minutes to any Director or their agent upon request.
- In the absence, inability, or refusal to act of the Chair or Vice Chair, the Secretary will serve in the Chair's place, hold their powers and perform their duties.
- Perform incidental Secretary duties, those required by law, Articles of Incorporation, or these bylaws, or those assigned periodically by the Board of Directors.

#### J. Duties of Treasurer

The Treasurer's responsibilities:

- Provide leadership for oversight of the organization's financial health.
- Report to the Board about the financial health of the organization.
- Serve as custodian of all funds and securities of SJCO, depositing all funds in the name of SJCO in banks, trusts, or other depository institutions as selected by the Board of Directors, or delegating these activities.
- Receive and provide a receipt for money due and payable to SJCO from any source, or delegating these activities.
- Disburse the funds of SJCO as directed by the Board of Directors and provide documentation, or cause them to be disbursed.
- Keep and maintain adequate records of SJCO's property and transactions, including accounting for assets, liabilities, receipts, disbursements, gains, and losses or delegate these activities.
- Provide books and financial records to any Director or their agent upon request or request books from delegated parties.
- Provide an account of all transactions and financial condition of SJCO to Directors upon request or cause them to be provided.
- Prepare and certify financial statements for any required reports, or cause them to be prepared and certified.
- Perform all incidental duties of the Treasurer as required by law, Articles of Incorporation, or these bylaws, or those assigned periodically by the Board of Directors.
- Review monthly reports (Statement of Activity and Statement of Financial Position) prepared by the Executive Director and meet monthly with the Executive Director, to review randomly selected transactions and their supporting documentation.
- Ensure the Executive Director prepares an annual budget and that the Board of Directors passes a budget by a quorum of the board ahead of the commencement of any given fiscal year.

- Require that the general ledger be reconciled against SJCO's bank accounts monthly.
- Annually review internal controls to determine if such controls are sufficient to safeguard SJCO's assets.

K. Duties of Committee Chairs

Respective Committee Chair responsibilities are as follows:

- Prepare and maintain a charter of activities for respective committees as determined by the Board
- Prepare for and run committee meetings as outlined by charter
- Report to the rest of the Board at regular Board meetings regarding the activities of the committee

L. Temporary Officers

If officers are absent or experiencing a disability, the remaining officers can vote to delegate the powers and duties of that officer to any other Board member.

### **Article IX. Limitation of Liability**

A. Authority to Contract

Directors, officers, and employees of SJCO are not permitted to incur any contractual or real obligation on behalf of SJCO without authorization from the Board of Directors. Directors, officers, and employees of SJCO are not permitted to provide moral or financial support for another entity on behalf of SJCO without the approval of the Board of Directors.

B. General Limitation of Liability

No Director or officer of SJCO may be held liable for debts or obligations of SJCO.

C. Immunity

No director or officer of SJCO may be held liable to SJCO for monetary damages for conduct as a Director or officer, but this does not limit the liability of a Director or officer for any of the following:

- Acts or omissions prior to the date these bylaws became effective under the Articles of Organization
- Breach of duty or loyalty
- Acts or omissions not in good faith or involving intentional misconduct or known violation of the law
- Transactions where the Director or officer derived an improper personal benefit

- Any act or omission in violation of the Director conflict of interest provisions of ORS 65.361 or these bylaws, the prohibition against loans and guarantees of ORS 65.364 or these bylaws, or the prohibitions against unlawful distributions under ORS 65.367 or these bylaws

#### D. Indemnity

SJCO indemnifies any person who is made or threatened to be made party to a civil, criminal, administrative, investigative or other action, suit, or proceeding against or for SJCO for judgements, fines, reasonable amounts paid in settlement and reasonable costs due to being a Director or Officer of SJCO to the fullest extent permitted by the Act (particularly ORS 65.387 through 65.414) so long as:

1. Indemnity will not be granted to any person judged liable in an action or proceeding due to improper personal benefit received by that person, unless they are found by the court to be fairly and reasonably entitled to indemnity or the amount paid is covered by SJCO insurance.
2. Indemnity will not be granted to any person who has breached their duty of loyalty to SJCO, is guilty of intentional misconduct, knowing violation of the law, guilty acts or omissions, not in good faith, has received an improper personal benefit, authorized an unlawful distribution, acted with undisclosed conflict of interest to approve transaction unfair to SJCO, or received an illegal loan, personal benefit, or corporate guarantee of a personal obligation from SJCO.
3. The Board may determine eligibility for indemnity through a resolution where not mandated by law or covered by insurance in accordance with ORS 65.387 through 65.414 or similar timely statutes.
4. Directors will not be indemnified until 20 days after the effective date of written notice to the Oregon Attorney General.

#### E. Advance of Defense Costs

SJCO will advance or reimburse actual and reasonable out-of-pocket expenses of defense in an action, suit, or proceeding in compliance with 65.397 or similar timely statutes under the following conditions:

1. Costs associated with other indemnity agreements, advances, or insurances are not covered by SJCO.
2. When SJCO is obligated to provide an advance, SJCO has the authority to designate or approve counsel, expenses, and settlements.

### **Article X. Fiscal Year Accounting and Financial Administration**

#### A. Fiscal Year

The fiscal year starts on July 1 and ends on the last day of June each year.

#### B. Year-end Reporting

The books are closed and reviewed at the end of each fiscal year by an accountant or other person or entity selected by the Board. The Treasurer or other person selected by

the Board will prepare a year-end financial statement within two months after the end of the fiscal year, showing a reasonable detail describing the revenue and expenses over the prior year and the financial position of SJCO. The statement is presented to the Board of Directors at a regular Board meeting.

C. Execution of Instruments

Only the Board can authorize any officer or agent to enter into a contract or pledge credit on behalf of the SJCO by resolution that renders SJCO monetarily liable for any amount for any reason. The Chair has this authority without a vote of the Board.

D. Checks and Notes

Except where determined by a resolution of the Board of Directors or required by law, checks, drafts, promissory notes, and money orders must be signed by the Treasurer, President, or Vice President.

E. Deposits

All funds must be deposited from time to time in a bank or other depository selected by the Board.

F. Gifts

The Board may accept contributions, gifts, bequests on behalf of SJCO for nonprofit purposes.

G. Fiscal Sponsorship

St. Johns Center for Opportunity does not fiscally sponsor any outside entities, projects, or coalitions of any kind under any circumstances.

H. Federal Grants

- a. SJCO will request disbursements from federal grants on a reimbursement basis, except where a quorum vote of the board indicates a financial need for prepayment. In the case where a quorum vote of the board overrides the reimbursement basis policy, SJCO agrees to timely use of funds for the specific purposes of the grant and agrees to limit disbursement requests to the minimum needed to fulfill the immediate specific program costs.
- b. SJCO will comply with the project objectives, Federal statutes, regulations, or the terms and conditions of the Federal award.
- c. SJCO is able to specifically account for grant-specific funds expended through its documentation and accounting practices.
- d. SJCO is responsible for the efficient and effective administration of the Federal award through the application of sound management practices.
- e. The treatment of indirect costs will be consistent.

- f. Where matching funds are required for a federal grant application and agreement, SJCO should request and apply matching funds consistently across grant-eligible expenses.
- g. Award-specific and match-specific funds should appear on their own separate line items from other expenditures. Payroll expenditures must be split according to the grant agreement so as to appear on two separate line items, one for award, one for match pertaining to the specific grant.
- h. Travel policy is contained in the [employee handbook](#).
- i. Grant-specific costs must be approved by the Executive Director or Board Chair prior to being expended.
- j. Executive Director shall submit SF 425 federal financial reports based on amounts recorded in the general ledger pertaining to federal award.

#### **Article XI. Books, Records, Document Retention, Corporate Seal**

Accurate books must be kept at the SJCO office. SJCO records must be permanently maintained and available upon request under ORS 6.771(5), including Articles of Incorporation and amendments, bylaws and amendments, name and address of all current Directors, Board meeting minutes, IRS tax exempt status form and determination letter, forms 990, financial statements, audits, and accounting reports from a public accountant, employment and termination agreements, insurance policies, stock and bond records, and annual reports filed with the Oregon Secretary of State.

Contracts, including grant applications and leases, must be kept on file for seven years after termination. General ledgers, expense records, invoices, journal entries, check registers, bank deposit slips, bank statements, reconciliations, and electronic fund transfer documents, garnishment records, payroll tax returns, W2, records relating to promotion, demotion, or discharge, donor records and acknowledgement letters.

Sales records, employment tax records, accident reports and workers compensation records, background checks, drug test results, driving records, employment verifications, OSHA documents must be kept for five years. Resumes and employment applications, and related materials, timesheets, compensation history, job history, performance appraisal, disciplinary action, I9 for hired individuals must be kept for five years after termination.

Petty cash vouchers, cash receipts and credit card receipts, employment applications, and related materials for individuals not hired must be kept for three years.

SJCO has no corporate seal.

#### **Article XII. Amendments**

These bylaws can be amended or repealed and new bylaws may be adopted by a two thirds vote of the Board at any meeting where permitted by law.

I certify that this is a copy of the bylaws of St. Johns Center for Opportunity, an Oregon Nonprofit Corporation, as adopted and effective at the general board meeting on September 26, 2022.

Erica Rife  
Board Chair