



# PLACE INITIATIVE

PROACTIVE LEADERSHIP ADVOCATING FOR CLIMATE & EQUITY

## PLACE Initiative By-laws

October, 2023

### Article I. Name

The name of the organization is PLACE Initiative (PI). PLACE is an acronym for Proactive Leadership Advocating for Climate & Equity.

### Article II. Purpose

The goal of PI as an organization is to provide leadership in the use of urbanism as a climate strategy leading to equitable outcomes.

### Article III. Membership

1. Definition: A “Member” is defined as: “Any person or entity that joins PI and supports its purpose, cause, and principles.”
2. Role of Members - PI is not a membership organization. Membership is a term the organization may use to describe supporters and supportive organizations generally. The term member does not confer any rights or responsibilities with regard to the organization.

### Article IV. Board of Directors

1. Powers. The affairs of PI are managed by the Board of Directors, which exercises all powers of PI, except those delegated to the Executive Committee of the Board related to time-sensitive matters, and

those assigned to the Executive Director. The Board of Directors has responsibility and authority to:

- a. Establish and direct the policies of PI;
- b. Adopt and update a strategic plan, by a majority vote of the Board, serving as a directive to the Chair and the Executive Director to take actions to achieve strategic plan goals;
- c. Appoint committees and task forces;
- d. Determine the particular roles of PI members;
- e. Raise funds necessary to finance the annual budget of PI, through any legal means that do not conflict with the goals of the strategic plan;
- f. Authorize the expenditure of PI funds by adopting an annual budget, by majority vote, authorizing the Treasurer and Executive Director to determine appropriate expenditures;
- g. Supervise the operations, finances, and obligations of PI;
- h. Hire, evaluate the performance of, remove, and replace the Executive Director;

- i. Authorize the hiring and engagement of contractors and employees;
- j. Oversee the relationships PI may establish with other organizations, persons, or entities, including authorization of organizational commitments;
- k. Delegate to the Chair and other Officers such authority, responsibilities and functions as it may from time to time deem necessary or appropriate;
- l. Establish rules for voting on Officers, Directors, and amendments to the By-laws based on recommendations of the Elections or any other Committee; and
- m. Modify the By-laws, with a  $\frac{2}{3}$  vote of Board members.

2. Membership. The Board of Directors is composed of 4 Officers plus the Executive Director, as well as between 2 and 10 other members.
3. Meetings. The Directors may hold regular meetings, special meetings, and retreats as may be determined by the Board. Special meetings of the Board may be called by the Chair or by petition of  $\frac{1}{3}$  of the Directors. All Directors must be provided at least one week's notice of meetings by physical or digital means. The purpose of any special meeting must be stated in the meeting notice.
4. Closed session meetings. The Board or the Executive

Committee may invoke an Executive Director Performance Review clause to meet in closed session without the presence of the Executive Director, for the purpose of reviewing the performance of the Executive Director.

5. Term of Office. Directors are elected for 2-year terms. However, initial terms are staggered by extending the terms of some Directors so that as near as possible an equal number of directors are elected each year. Each term may be extended or renewed by a majority vote of the Board.
6. Quorum. 50% of Directors constitute a quorum for meetings of the Board, including the Executive Director unless that position is vacant.
7. Voting. Voting by Board members occurs during meetings where quorum is present, or by other electronic means. For the purposes of electronic voting, a deadline must be given and enough Board members must vote to achieve quorum in order for the vote to be valid by the deadline given. Electronic votes must be structured such that votes may be counted as either "yes" or "no" (or other similar terms).
8. Vacancies. Except as otherwise provided herein, the Board Development Committee will submit to the Board of Directors nominations to fill vacancies on

the Board for unexpired terms, by vote of a majority of the Board of Directors.

9. Non-Liability of Directors. The Directors are indemnified and are personally liable for the debts, liabilities, or other obligations of PI.

## **Article V - Officers and Executive Committee**

1. Number. 4 Officers are elected by the Board of Directors: the Chair of the Board, Vice Chair, Secretary, and Treasurer.
2. Term. Officers are elected for 2-year terms.
3. Removal. Officers may be removed by the Board of Directors with or without cause by a 2/3 majority.
4. Vacancies. Interim vacancies may be filled by majority vote of the Directors.
5. Executive Committee. The Executive Committee is responsible for regularly overseeing the operations of the organization and administering the directives of the Chair in the Chair's efforts to carry out the policies established by the Board of Directors.
  - a. Membership: The Chair, Vice Chair, Treasurer, Secretary, and Executive Director constitute the Executive Committee.
  - b. Quorum: The Quorum for meetings of the Executive Committee is 3 members. The presence of the Executive

Director is required for quorum unless that position is vacant, to ensure that all decisions made by the Executive Committee will be carried out and implemented by the organization.

- c. Voting: The Chair, Vice Chair, Treasurer, and Secretary have voting rights within the Executive Committee. The Executive Director may only vote in the case of the need to break a tie, at the request of another member of the Committee.
- d. Meetings: The Executive Committee will meet on a sufficiently regular basis to guide the activities of the organization, in response to all time sensitive and organizational needs.
- e. Powers: The purpose of the Executive Committee is to make time-sensitive decisions as necessary to guide the operations of the organization; as such, it has the ability, as required to meet the urgency of the moment, to perform all functions of the Board not specifically reserved for the Board by these By-laws. The following Board powers are not conferred to the Executive Committee:
  - i. To hire or fire the Executive Director; and
  - ii. To elect or remove Directors and Officers.

6. Chair. The Chair has the following duties:
  - a. Generally supervise PI's affairs and business in conjunction with the Board of Directors;
  - b. Preside at Board of Directors' meetings and other organizational meetings;
  - c. Represent PI at appropriate functions and in public roles;
  - d. Execute the powers of Executive Director in instances that position is vacant;
  - e. In the absence or inability of any of the other Executive Committee Officers, serve as that other Officer until the return of the Officer or replacement of the Officer by the Board;
  - f. Have signature authority for the Executive Director contract; and
  - g. Be one of the Officers who may sign the checks of PI, including for payments to the Executive Director
7. Vice Chair. The Vice Chair may stand in for the Chair as necessary, should the Chair be temporarily unable to perform their duties.
8. Treasurer. The Treasurer oversees the financial affairs of PI, including its financial books and statements, payments for services performed or goods received, and related matters. The Treasurer may stand in for the Secretary as necessary, should the Secretary be

temporarily unable to perform their duties. The Treasurer has the following duties:

- a. Have signature authority for the Executive Director contract, in the case where the Chair is unable to exercise that authority;
  - b. Sign all checks or otherwise authorize all payments originating with PI in the absence of a Board-approved budget; and
  - c. In the absence or inability of the Chair to exercise their office, and should the Vice Chair be unavailable, become acting Chair.
9. Secretary. The Secretary ensures that PI is properly registered with state and federal authorities, and performs such actions as necessary to maintain its official status and registration, such as but not limited to maintaining and verifying meeting minutes.
  10. Executive Director. The Executive Director has the following powers and responsibilities:
    - a. Ensure that all books, reports, By-Laws, and certificates as required by law are filed and current;
    - b. Be one of the Officers who may sign the checks of PI, except for payments to the Executive Director;
    - c. Prepare and present the schedule for meetings and

- events, the venue for meetings and events, and the agenda for meetings and events to the Chair for approval, subject to the Board's wishes;
- d. Develop and execute an operations plan to implement the goals of the Strategic Plan;
  - e. Regularly report to the Executive Committee and the Board on the activities of the Executive Director and other members of the organization;
  - f. Appoint committees and task forces, including, but not limited to, those listed in Article VIII below;
  - g. Have such powers as may be reasonably construed as belonging to the Executive Director, or as may be designated by the Board of Directors, including signature authority for all contracts, commitments, and agreements entered into by PI, except for the contract for Executive Director services; each signature, commitment, or agreement must be clearly within the purview of the Strategic Plan and other policy documents, and must be reported to and reviewed by the Executive Committee;
  - h. Be a non-voting member of the Board and of the Executive Committee, except in such situations as when a tie-breaking vote is required; and
  - i. The role of the Executive Director is to propose questions to the Board, and seek guidance from the Board, regarding the organization's mission, activities, strategies, and actions. As such, the role of the Executive Director should, as much as possible, be to report to the Board, seek direction from the Board, and interpret direction from the Board as necessary to direct the operations of the organization and interface with parties external to the organization.
11. Non-Liability of Officers. Officers are not personally liable for the debts, liabilities, or other obligations of PI.

#### **Article VI - Advisory Committee**

At its discretion, the Board of Directors may establish and designate members of an advisory board or committee to assist the Board of Directors.

#### **Article VII - Financial Affairs**

1. Dues: If deemed necessary and appropriate, dues may be set annually by the Board of Directors.
2. Bookkeeping: All books and records of PI are maintained by the Treasurer with sufficient detail to provide reports to the Board of Directors of the activities of the organization, reporting to funders as required, filing of forms and documents required by the State of Oregon and by the United States

Internal Revenue Service for maintenance of good standing and 501(c)(3) non-profit corporation status, and examination by a 3rd party auditor, as requested by the Board of Directors.

3. Fiscal Year: The fiscal year of PI is the 12-month period ending on December 31 of each year.
4. Budget: The Board sets budget priorities; the Executive Director drafts a budget in response to these priorities, in coordination with the Treasurer and Finance Committee; the Board approves this Budget against which payments may be made as authorized.
5. Budget term: The budget term is one year, unless amended or extended by an act of the Board.
6. Budget amendments: The budget may be amended, or its term extended, at any point by a majority vote of the members of the Board. The Executive Committee can propose budget extensions or amendments for consideration by the Board.
7. Solicitations: The Executive Director can perform activities intended to solicit funds for the organization, with reporting to and approval of the Treasurer or Executive Committee.
8. Authorizations: The Board must authorize all fund expenditures, through the budget process; in the absence of an approved budget, the Treasurer may

authorize specific expenditures of funds.

9. Signature Authority for Expenditures: The Treasurer may sign for funds for the Executive Director contract, and in instances where no established budget has been approved by the Board for the current time period; the Executive Director may sign for funds within an established budget, except for those funds required to pay invoices submitted for the Executive Director Services contract, which must be signed for or otherwise provided by the Treasurer.

### **Article VIII - Committees**

With the advice of the Board of Directors, the Executive Committee appoints committees and special interest task forces, composed of individuals from the Board of Directors, general Membership, and other people deemed appropriate, and generally chaired by members of the Board of Directors. Standing Board Committees are as follows; additional committees may be created as necessary:

1. Board Development Committee: determines needed skills, experience, and connections for the PI board, recruits and vets potential board members, and recommends new board members as part of the board elections cycle.

- The Vice Chair is the chair of the Board Development Committee;
2. Finance Committee: reviews PI's finances on a regular basis and works with the Executive Director to establish a draft annual budget for full board consideration. The Treasurer is the chair of the finance committee; and
  3. Executive Committee: is established as previously identified in these bylaws.

### **Article IX - Conflicts of Interest Policy**

1. Disclosure: Immediately upon election or appointment to the Board, all Directors must disclose any relevant interest which may pose a conflict of interest. Disclosure must include any interest, financial or otherwise, in any corporation, organization, or partnership that provides professional or other services to PI, or otherwise benefits from the activities of the organization. Disclosure statements must be available to any Director of PI on request. When matters come before the Board or any committee of the Board in which a Director has an interest, that interest must be immediately disclosed.

2. Definition of "Interest" - Whether a Director has an interest in a matter is determined by whether that person would derive an individual benefit, economic or otherwise, either directly or indirectly, from the decision on the matter by the Board or committee. An "interest" is not intended to include positions on legislative matters of general impact.
3. Voting - No Director may vote on matters in which they have an interest.
4. Non-Participation - The Board may ask any Director who has an interest in a matter not to participate, or to leave the room in which discussion is carried on, by majority vote; provided, however, that the interested Director may participate in any discussion regarding their exclusion.
5. Attempts to Influence - Directors may not attempt to influence other Directors regarding matters in which they are interested, without disclosing that interest.

### **Article X - Amendments**

These By-laws may be amended, repealed, or added to at any meeting of the Board of Directors with a  $\frac{2}{3}$  vote of the members present at a full Board meeting that has attained quorum. The modification of the bylaws must have been properly shared on the agenda for the meeting at least one week in advance.