

# Northeast Portland Tool Library

5431 NE 20th Ave, Portland OR 97211

[www.neptl.org](http://www.neptl.org)

## BYLAWS

### Article I: Purpose

The Northeast Portland Tool Library provides Northeast Portland residents of all income levels access to tools, empowering our neighbors to build and maintain a sustainable, thriving community.

The Northeast Portland Tool Library (NEPTL) is a 501(c)3 organization with federal tax ID# 81-4993759. The following guidelines were created to provide additional directions specific to the day-to-day management of the Tool Library.

### Article II: Board of Directors

Section 1. DUTIES. The affairs of NEPTL shall be managed by a volunteer Board of Directors. A paid staff person may be appointed by the Board to fulfill duties as assigned by the Board of Directors. Volunteers who have assumed roles and responsibilities in support of NEPTL shall also report to the Chair or another Board member the Board of Directors designates.

Section 2. NUMBER. The number of Board members shall vary between a minimum of five and a maximum of 12.

Section 3. TERM AND ELECTION. The initial term of office for Board members shall be one year. A Board member may be re-elected without limitation on the number of terms she or he may serve. The Board shall elect its own members by majority vote, except that a Board member shall not vote on that member's own position. The majority of the Board will be selected from those persons who reside in Northeast Portland.

Section 4. REQUIREMENTS. Board members shall attend at least 75 percent of all regular Board meetings held from the date of their election to the Board throughout the ensuing 12-month period of service (e.g., nine of 12 monthly meetings). In addition, Board members shall miss no more than two consecutive Board meetings. If either of these cases occurs, the Board reserves the right to invoke the procedures specified in Section 5 below to remove him or her and appoint a new member to the seat.

Section 5. REMOVAL/RESIGNATION. Any Board member may be removed, with or without cause, by a vote of a simple majority of the Board members then in office until the Board has a minimum of 10 members. Any Board member may resign at any time

by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein.

Section 6. VACANCIES. Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of members then on the Board. A person elected to fill a vacancy on the Board shall hold office for a one-year term, at which time that member is eligible for re-election, or until his or her resignation or removal from office.

Section 7. QUORUM AND ACTION. A quorum at a Board of Directors meeting shall be a majority of the number of Board members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Board members present, except as provided otherwise by these bylaws. A majority vote of the Board members in office is required to establish committees, to exercise Board functions, to amend the bylaws, to sell assets not in the regular course of business, to merge or dissolve, or for other matters brought to the attention of the Board.

Section 8. REGULAR MEETINGS. Regular meetings of the Board shall be held at a time and place to be determined by the Board. These meetings shall be held at least once a month.

Section 9. SPECIAL MEETINGS. Special meetings of the Board may be convened at a time and place determined by the Board. Notice of such a meeting, describing the date, time, place, and purpose of the meeting, shall be delivered to each Board member personally or by telephone or by email not less than two days prior to the special meeting.

Section 10. MEETING BY TELECOMMUNICATION. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Board members participating may hear each other.

Section 11. COMPENSATION. Board members shall not receive salaries for their Board services, but may be reimbursed for expenses related to their work on behalf of the Board or the Tool Library.

Section 12. ACTION BY CONSENT. Any action which may be taken at a Board meeting may be taken without a meeting if all Board members submit their consent in writing (including via electronic means).

Section 13. CONDUCT OF MEETINGS. The Chair, or in the Chair's absence, the Vice-Chair, or in both their absences any person chosen by the Board of Directors' members present, shall call the meeting to order and shall act as the Chair of each meeting. The Secretary shall act as the Secretary of all meetings, but in the Secretary's absence, the presiding officer can appoint any other person to be acting Secretary of

that meeting.

### **Article III: Officers**

Section 1. TITLES. The Officers of NEPTL shall be the Chair, Vice Chair, Secretary, and Treasurer.

Section 2. ELECTION/TERMS. Board members shall elect the Chair, Vice Chair, Secretary, and Treasurer to serve one-year terms. An Officer may be reelected without limitation on the number of terms he or she may serve.

Section 3. REMOVAL/RESIGNATION. Any Officer may be removed, either with or without cause, by a vote of a simple majority of the Board members then in office until the Board has a minimum of 10 members, at which time a vote of two-thirds is sufficient. Any Officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein.

Section 4. VACANCIES. A vacancy of the office of Chair, Vice Chair, Secretary, or Treasurer shall be filled by a majority vote of the Board no later than the first regular meeting of the Board following the vacancy. A person elected to fill a vacancy of an Officer of the Board shall hold office for a one-year term, at which time that Board member is eligible for re-election, or until his or her resignation or removal from office.

Section 5. OTHER OFFICERS. The Board of Directors may elect or appoint other officers, agents, or 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.

Section 6. CHAIR. The Chair shall act as the Chair of the Board of Directors and shall serve as the personnel officer. The Chair shall preside over all meetings and will supervise and control the affairs of the project. The Chair shall see that all books, reports and certificates are properly kept and shall have any other powers and duties as may be prescribed by the Board of Directors. The Chair will also serve as NEPTL's primary liaison to any property lease holder.

Section 7. VICE CHAIR. The Vice Chair shall serve as Chair in the absence of the Chair and will succeed the Chair in the event that the Chair departs from the position without completing the term. The Vice Chair shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 8. SECRETARY. The Secretary shall have overall responsibility for all record keeping for NEPTL, and shall perform, or cause to be performed, the following duties:

- (a) official recording of the minutes of all proceedings of Board meetings and

actions;

(b) provision for notice of all meetings of the Board;

(c) attend to all correspondence of the organization and submit to the Board any communications that shall be addressed to him/her as the Secretary of the organization;

(d) authentication of records of the project; and

(e) any other duties as prescribed by the Board.

Section 9. TREASURER. The Treasurer shall have overall responsibility for the tracking and monitoring of the project's income and expenditures, and will serve as the secondary liaison to any property lease holder, particularly for purposes of conducting financial transactions. The Treasurer will perform, or cause to be performed, the following duties:

(a) keeping a full and accurate account of all fiscal records of the project;

(b) depositing of all monies and other valuable effects in the name and to the credit of the project in such depositories as may be designated by the Board of Directors;

(c) making financial reports as to the financial condition of the project to the Board of Directors; and

(d) any other duties as prescribed by the Board of Directors. The Treasurer shall not disburse funds without board approval.

#### **Article IV: Committees**

Section 1. EXECUTIVE COMMITTEE. The Board of Directors may establish an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board meetings, including making financial and budgetary decisions.

Section 2. OTHER COMMITTEES. The Board may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board or may be advisory only.

Section 3. COMPOSITION OF COMMITTEES EXERCISING BOARD FUNCTIONS. Any committee that exercises functions of the Board of Directors shall be composed of two or more Board members elected by the Board by a majority of the number of Board members in office at that time. Other individuals who are not members of the Board of Directors, such as volunteers, may be appointed to a NEPTL committee at the

discretion of the Board or the two Board members serving on the committee.

Section 4. QUORUM AND ACTION. A quorum of a committee meeting exercising Board of Directors functions shall be 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 committee members present.

Section 5. LIMITATION OF THE POWERS OF COMMITTEES. Decisions by committees, other than the Executive Committee, must be approved by the full Board of Directors. No committee may authorize the payment of a dividend or any part of income or profit of the project to its leaders and officers; may approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the project's assets; may elect, appoint, or remove Board of Directors members, or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal Articles, bylaws, or any resolution of the Board of Directors.

#### **Article V: Records and Reports**

Section 1. MAINTENANCE OF RECORDS. The project shall keep at its principal administrative office at NEPTL:

- (a) minutes of all meetings of the Board of Directors and its committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- (b) adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets and liabilities, receipts, and disbursements; and
- (c) a copy of these bylaws as amended to date, which shall be open to inspection by the Board of Directors and the public at all reasonable times during NEPTL's office hours.

Section 2. BOARD MEMBERS' INSPECTION RIGHTS. Every Board member shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the project and shall have such other rights to inspect the books, records and properties of this project as may be required under these bylaws.

#### **Article VI: Conflict of Interest**

Section 1. DEFINITION OF CONFLICT. An activity or action is considered a conflict of interest when a member of the Board of Directors has an interest in a business, transaction, individual or professional activity which could unduly interfere with the

proper discharge of his or her duties in the best interest of NEPTL.

Section 2. EMERGING CONFLICTS OF INTEREST. In the event that any conflict of interest arises during their tenure on the NEPTL Board of Directors or any of its committees, Board members must disclose the conflict immediately in full to the Board to be recorded in the minutes, or in writing.

Section 3. PROCEDURE. Having declared a conflict of interest the Board member shall, on each and every occasion:

- (a) withdraw from all participation in voting related to the indicated conflict; and
- (b) as appropriate, refrain from influencing others regarding any associated decision making, discussion or voting.

Section 4. CONTRACTS/TRANSACTIONS. The NEPTL Board of Directors shall not enter into any contract or transaction with (a) one or more of its Board members, (b) a director of a related organization, or (c) an organization in or of which an NEPTL Board member is a director, officer, or legal representative, or in some other way has a material financial interest unless:

1. That interest is disclosed or known to the full Board of Directors,
2. The Board approves, authorizes or ratifies the action in good faith,
3. The approval is by a majority of Board members (not counting the interested Board member),
4. At a meeting where a quorum is present (not counting the interested Board member).

The interested Board member may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

### **Article VII: Amendments to Bylaws**

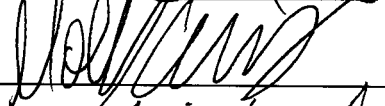
These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of Board members present, if a quorum is present. Prior to the adoption of the amendment, each Board member shall be given at least two days notice of the date, time and place of the meeting 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.

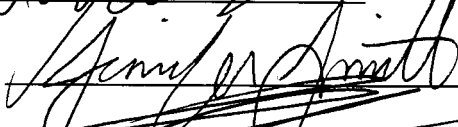
Originally Adopted: June 15, 2015

Reviewed and Modified: July 24, 2017


**Signature of Officers:**


Chair: Dave Nunn 


Vice Chair: Molly Gray 

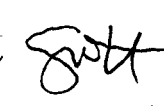
Secretary: Jennifer Smith 

Treasurer: Robert Bowles 

Board at Large: GRAY CASKEY GILLEN 

Board at Large: Joe Martinez 

Board at Large: Toril Milbrath 

Board at Large: Nate Scott 

Board at Large: Chris Hertel 

Board at Large: \_\_\_\_\_

Board at Large: \_\_\_\_\_