

BY-LAWS Hand Up Project, Inc.

Article I

PURPOSES, POWERS AND NONPROFIT STATUS

**The Hand Up Project Mission Statement is to:
House the disenfranchised, and to empower them with the resources to improve their lives,
so they may live independently as productive citizens.**

Section 1. Purpose

The Hand Up Project, is a community based service PROJECT, hereafter, referred to as “THE PROJECT,” which is being organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, including without limitation, but only to the extent consistent with such purposes, to identify, develop, operate, fund, support, promote and encourage charitable, educational, and a broad spectrum of community based programs and projects to address the needs of the homeless and disenfranchised.

- 1a. To stimulate the involvement of the community, families, educational and, faith based programs, and other stakeholders into the process of improving the lives of disenfranchised people.
- 1b. To plan, facilitate, administer and implement programs for self-development in such areas as education, personal economic development and health.
- 1c. To study community needs and develop resources to enable the community to be able to solve those needs.
- 1d. To cooperate with corporations, businesses, other nonprofit organizations and governments to reach solutions.
- 1e. To receive, utilize and disburse funds from individuals, agencies, corporations, businesses, foundations and other sources which might be available to meet the standards of our stated purposes.

THE PROJECT shall have the power, directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, or convenient to affect any or all of the purposes for which THE PROJECT is organized, and to aid or assist other PROGRAMS whose activities are such as to further accomplish, foster, or attain any of such purposes. The power of THE PROJECT shall include, but not be limited to, the acceptance of contributions in cash, in kind or otherwise from both the public and private sectors.

Section 2. Restrictions

Restrictions. The assets of THE PROJECT are irrevocably dedicated to the purposes described above, and no part of the net earnings of THE PROJECT shall inure to the benefit of or be distributed to its directors, officers, or other private purposes, except that THE PROJECT shall be authorized and empowered to pay reasonable compensation for services rendered and to make

payments in furtherance of the purposes set forth in Article I, Section 1 of these bylaws. No substantial part of the activities of THE PROJECT shall consist of carrying on propaganda or otherwise attempting to influence legislation. THE PROJECT shall not participate or intervene in, or publish or distribute any statements in connection with, any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these bylaws to the contrary, THE PROJECT shall not engage in any activities that are not permitted for a corporation which is exempt from federal income tax under Internal Revenue Code section 501(c)(3) or to which contributions are deductible under section 170(c), 2055(a), or 2522(a). THE PROJECT'S Board of Directors shall adhere to the ethical standards model as designed by the Association of Fund Raising Professionals. No Board Member will participate in any activity that poses as a conflict of interest.

Article II. OFFICES

Offices: THE PROJECT will have offices at such places either within or outside the City of Portland as, from time to time, be determined by the Board of Directors.

Article III. MEMBERS

Section 1. Constitution

The members of THE PROJECT will be such persons, natural or legal, who will meet such qualifications and requirements (including without limitation payment of initiation fees and dues) as from time to time may be established by the Board of Directors. The Board of Directors will be the sole judge of the qualifications of the members and its determination as to whether a person is or is not a member will be final. With the establishment within these by-laws of ethical standards and conflict of interest statement, the Board affirms its position to ethically and legally set the highest standards of behavior.

Section 2. Place of Meetings

All meetings of the members and all special meetings of the members called by the President or the Board of Directors will be held at such place, either within or outside the State of Oregon, as will be stated in the notice of meeting.

Section 3. Annual Meeting

The Annual Meeting will be held on or around July, 14th following the end of THE PROJECT'S fiscal year. Written notice will be sent to the members and board of director 14 days prior to the Annual Meeting.

Section 4. Special Meetings

A special meeting of the members, for any purpose or purposes, may be called by the President or by the Board of Directors. Any such call will state the purpose or purposes of the proposed meeting.

Section 5. Notice of Meetings

Written notice of each annual or special meeting stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) will be given by or at the direction of the president, the secretary or the person or persons calling the meeting to each member entitled to vote at such meeting not less than 14 nor more than 30 days before the meeting. Business transacted at any special meeting of members will be limited to the purposes stated in the notice of the meeting or any written waiver thereof.

Section 6. Quorum

Three (3) members present, in person, will constitute a quorum at all meetings of the members of the Board of Directors. If, however, such quorum will not be present at any such meeting, the members entitled to vote will have power to adjourn the meeting.

Section 7. Access to Documents

Nothing in these Bylaws shall be construed to limit the access of THE PROJECT'S members and Board of Directors to THE PROJECT'S documents. Members requesting copies of any Hand Up Project documents may be charged a reasonable copying fee and members requesting publications or mailing lists presented to the public for sale may be charged the same fee as the general public. THE PROJECT'S documents include, but are not limited to: contracts, board minutes, office procedure manuals, and IRS filings. This section does not authorize the release of any information that federal or state law protects from disclosure.

Article IV. DIRECTORS

Section 1. Powers

The affairs and duties of THE PROJECT will be managed by the Board of Directors.

The duties of the Board of Directors are:

- 1a. To study the resources and needs of the stated purposes of THE PROJECT and plan appropriate programs and services;
- 1b. To advise on program policies concerning the fields of service and program management;
- 1c. To seek funding support from appropriate sources;
- 1b. The board of directors is responsible for the hiring and evaluating of the executive director. This will be done on an annual basis following the fiscal year's final accounting;
- 1f. To identify and work with appropriate community agencies and programs to further the stated purposes of THE PROJECT; and
- 1g. The board of directors will adhere to a strict code of ethics as determined by the Association of Fund Raising Professionals.

Section 2. Number

The number of directors will be not more than seven (7).

Section 3. Composition

The Board of Directors will consist of THE PROJECT'S President, Vice President, Secretary, Treasurer, Executive Director sitting in a voting position and two (2) other directors except when it would cause a conflict of interest.

Section 4. Nominations, Election and Term

Any member may be nominated for election to the Board by submitting a nomination petition in accordance with THE PROJECT'S election procedures following Robert's Rule of Order or any other recognized parliamentary procedure manual. Election of the directors shall be by written ballot of the entire membership, carried out in accordance with those same procedures. Each director will hold office for a term of two (2) years. Directors may be re-elected for one (1) successive term. Directors need not be residents of the State of Oregon.

Section 5. Meetings

The Board of Directors may hold meetings, both regular and special, either within or outside the State of Oregon. The first meeting of each newly elected Board of Directors will be held at such time and place as will be specified in a notice delivered as hereinafter provided for special meetings of the Board of Directors. Regular meetings of the Board of Directors may be held without notice at such time and at such place as will from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President on two days' notice to each director, either personally or by mail, email or by voice mail. Special meetings will be called by the President in like manner and on like notice on the written request of any two directors. Meetings of the directors may be held by means of a telephone or video conference circuit and connection to such circuit will constitute presence at such meeting.

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6. Vacancies

Any vacancy occurring on the Board of Directors may be temporarily filled by the President for no more than three (3) months. Any director appointed to fill a vacancy will be appointed for the remaining term of his or her predecessor in office only upon approval of the full board of directors.

Section 7. Quorum

At all meetings of the Board of Directors, a majority of attending elected directors will constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by the Oregon Non-profit Corporation Act or by the articles of incorporation.

Section 8. Director's Consent Vote

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting by instead taking a vote by electronic mail, voice mail or electronic mail, according to the following procedure. Any Board member may submit a motion. Any other Board member may second the motion. Amendments to the motion are allowed, but not amendments to amendments. From the point that the motion on the floor has been seconded, there shall be a period of discussion regarding the motion. At the close of the discussion period, voting shall begin, for a period not to exceed one week. As soon as the number of like votes exceeds a majority of Board members, the vote shall be declared complete. If no majority is reached by the end of one week, and by the end of this period fewer than five (5) of Board members has voted, the motion fails. Failed motions may be brought back at the next official meeting of the Board.

Section 9. Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the Board, designate one or more committees, including an executive committee. Each committee is to consist of one or more of the board, as well as members and stakeholders. The Board may appoint one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

Article V. COMMITTEES

Section 1. Executive Committee

There will be established an Executive Committee which will consist of the President, Vice President, Treasurer and Secretary. The Executive Director also sits on this committee in a nonvoting role.

Section 2. Technical Council

There shall be a Technical Council consisting of at least one board member as well as other members and stakeholders. The primary purpose of the Technical Council shall be the study of technical issues concerning THE PROJECT and its auxiliary support systems. The Council shall appoint Technical Working Groups to make recommendations related to specific issues. After evaluation and certification by the Council, the recommendations shall be brought to the Board of Directors for formal recognition. The Executive Director also sits on this Council in a nonvoting capacity.

Section 3. Institutional Advancement Council

The Institutional Advancement Council shall consist primarily of one officer and one member of the board of directors accompanied by a minimum of three stakeholders as well as one professionally recognized fund raising professional. The purpose of this Council is to assure that the Hand Up Project fund raising efforts, according to the guidelines established by the 501c(3) are in compliance with local, state and federal standards, rules, laws and principles. This Council is charged with obtaining the income needed to assure that the Hand Up Project can function properly at its stated program levels. The Executive Director sits on this Council and has a voting role.

Section 4. Ethics and Conflict of Interest Council

This Council consists of one board member, one staff, and three stakeholders. It will provide the oversight required to assure that all activities, people, programs, fund raising activities, hiring of employees, and any other activity conducted by the Hand Up Project is in compliance with all ethical standards. The Council will assure that no conflict of interest will occur in any of the Hand Up Project's activities. The Executive Director sits on this Council in a nonvoting capacity.

Section 5. Program Development Council

This Council consists of one board officer, two additional board members, one staff member. This Council is charged with determining the course of all the Hand Up Project's programs and their development. The Executive Director sits on this Council in a nonvoting capacity.

Section 6. Peer Council

This Council consists of one staff member and four community advocates for homelessness. This Council is charged with advising and submitting recommendations to the board regarding changing trends of homelessness to help steer the course of the Hand Up Project's programs and their development.

Article VI. NOTICES

Under the provisions of the Oregon Non-profit Corporation Act or of the articles of incorporation or of these Bylaws, written notice is required to be given to any person. Such notice may be given by mail, addressed to such person at his or her address as it appears in the records of THE PROJECT. Such notice will be deemed to be delivered, if mailed, at the time when the same will be deposited in the United States mail. Notice may also be given by email, voice mail or delivered personally to any director.

Article VII. OFFICERS

Section 1. Number

The officers of THE PROJECT will be a president, a vice president, a secretary, and a treasurer.

Section 2. Eligibility for Nomination

Any member may be nominated for THE PROJECT'S President, and any director may be nominated for the other Board offices.

Section 3. Nomination Procedure

Any member may be nominated for election to the office of THE PROJECT'S President by submitting a nomination petition in accordance with THE PROJECT'S election procedures.

Section 4. Election and Term

The president will be elected by the general membership in accordance with the bi-laws. All officers shall be selected for a term not to exceed two years.

Section 5. Election Procedures

All elections will be conducted in accordance with the bi-laws and approved by the Board of Directors. The election of the president and vice president, treasurer and secretary shall be by written ballot of the entire membership and shall occur at the regular annual meeting. The candidates receiving the majority of the votes will be elected.

Section 6. President

The President will preside at meetings of the General Membership, the Board of Directors and the Executive Committee.

Duties:

- 1a. Preside at all meeting of the officers, board of directors and general meetings;
- 1b. Presents the annual report at the annual meeting;
- 1c. Appoints all committees; and
- 1d. Shall have such powers and privileges as can be reasonably construed by Roberts Rules of Order.

Section 7. Vice President

The Vice President will serve in the absence of the President and will undertake other administrative duties as designated by the President.

Duties:

- 1a. The vice president shall act as the president in the absence or inability of the president;
- 1b. Acts on behalf of the president with the approval, either written or oral, with the approval of the president; and
- 1c. Oversees the operations and progress of the on-going work of The PROJECT.

Section 8. Secretary

The Secretary will maintain the records of THE PROJECT and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary will also conduct THE PROJECT'S correspondence.

Duties:

- 1a. Oversees and keeps the legal records of the nonprofit corporation, The PROJECT; and
- 1b. Files legal documents required by law with the appropriate local, state and federal laws.
- 1c. Attends to other duties, as needed or assigned, by the president of The PROJECT.

Section 9. Treasurer

The Treasurer will serve as chief financial officer and in general, will perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or Board of Directors.

Section 10. Vacancies

When an office becomes vacant for any reason, the President will appoint a director to serve out the remainder of that term. When the office of the President becomes vacant, the Vice President will become President for the remainder of the President's term and will then, as President, appoint a director to serve as Vice President.

Section 11. Signing of Instruments

All checks drafts, orders, notes and other obligations of THE PROJECT for the payment of money, deeds, mortgages, leases, contracts, bonds and other corporate instruments in the amount of more than \$1000.00 must be signed by the Treasure and Executive Director of THE PROJECT.

Section 12. Dissolution

In the event of dissolution of THE PROJECT, any assets remaining after payment of THE PROJECT’S debts shall be transferred by THE PROJECT to another nonprofit corporation located in the greater Portland area. That nonprofit corporation, have its purposes similar to those of THE PROJECT, will be qualified as a 501(c)(3) of the Internal Revenue Service. No part of the net income will benefit any private individual, and upon final dissolution, any further assets remaining shall become property of the State of Oregon to be used for public purposes.

Article VIII.

SEAL

The corporate seal will have inscribed upon it the name of THE PROJECT and such other appropriate language as may be prescribed by the Oregon Non-profit Corporation Act or from time to time by the Board of Directors.

Article IX.

FISCAL YEAR

The fiscal year of THE PROJECT shall be July 1st through June 30th.

Article X.

INDEMNIFICATION

Any person who at any time serves or has served as a director or officer of The PROJECT, at the request of THE PROJECT, as a director or officer of another Corporation, whether for profit or not for profit, shall not be indemnified by The Project and not be reimbursed against and for expenses actually and necessarily incurred in connection with the defense or reasonable settlement of any action, suit, legal or administrative proceeding, whether civil, criminal, administrative or investigative, threatened, pending or completed, to which that person is made a party by reason of being or having been such director or officer, except in relation to matters as to which the person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of official duties.

ARTICLE XI. DEBT LIMIT

THE PROJECT’S debt limit is \$250,000.

ARTICLE XII.
Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity, national origin or sexual orientation.

ARTICLE XIII.
Restrictions on Actions

Section 1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article I of these bylaws.

Section 2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an PROGRAM exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or PROGRAMs whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

Section 3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE XIV

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt status of THE PROJECT's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of THE PROJECT or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable programs.

Article XV

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which THE PROJECT has a transaction or arrangement,
- b.** A compensation arrangement with THE PROJECT or with any entity or individual with which THE PROJECT has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which THE PROJECT is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XV, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article XVI

Procedures for Conflict of Interest.

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c.** After exercising due diligence, the governing board or committee shall determine whether THE PROJECT can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in THE PROJECT's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from THE PROJECT for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from THE PROJECT for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from THE PROJECT, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE XVII

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands THE PROJECT is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article XVIII

Periodic Reviews

To ensure THE PROJECT operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management PROGRAMS conform to THE PROJECT's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article XVIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, THE PROJECT may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XX

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

The Bylaws were approved and adopted 08-01-2015; Revised May 2016.