

What does it mean to be a Neighborhood Association Board Member?

Values

Serve the public good: Organizations in the coalition function as Oregon Non-profits. Your bylaws outline your mission and commitment to the greater good.

Be Accountable: You are responsible to your membership to examine all issues critically, from multiple perspectives.

Honor the spirit of rules & law: Understanding the intentions behind the rules often benefits your organization. For example, transparency is required by the ONI Standards, but open meetings also encourage participation.

Respect individual worth & dignity: Ensure all actions are respectful of individuals and promote inclusiveness, social justice, and diversity. Welcome new members. Though neighborhoods are participatory organizations, the board has a responsibility to consider perspectives outside their own.

Be a Good Steward: You are responsible for managing resources entrusted to you. This includes avoiding conflicts of interest and perceived conflicts between the organization's interests and personal, professional and business interests. A board member should declare all conflicts & recuse themselves from the discussion and decision-making process as appropriate.

The Ground Rules

From your organization

- Articles of Incorporation
- Bylaws

From external sources

- Office of Neighborhood Involvement Standards
- Oregon Revised Statutes 65
- State and Federal Non-Profit Regulations

Duty of Due Care

- Make Reasonable Decisions
- Provide Financial Management
- Observe Laws on Tax-Exempt Status
- Create and Follow Policies
- Manage Protections and Responsibilities

Duty of Loyalty & Conflict of Interest

- Follow adopted policies & board actions
- Sign Conflict of Interest statements

Duty of Obedience

- Respect the mission statement
- Follow the corporate purpose

Protections and Responsibilities

General Liability Insurance (GL)

- The corporations are covered by GL Insurance owned and managed by the NWNW board
- NWNW requests a list of anticipated events annually, in order to arrange for coverage
- The base cost is paid by NWNW; a neighborhood may be asked to pay for special events that increase costs
- Physical activities, such as cleanups, should obtain liability waivers from participants
- Events serving Alcohol require additional insurance, licensing, and volunteer training

Indemnification and Insurance for Directors & Officers:

- The boards are insured by a D&O policy, owned and managed by the NWNW board
- Indemnification protects assets
- The organizations are supported by the Federal Volunteer Protection Act. The City of Portland maintains a limited fund to defray expenses
- You are personally liable, insurance notwithstanding, when you:
 - Fail to act with due care in governing the corporation or acting for the corporation
 - Engage in a conflict of interest
 - Agree to be personally liable

Member Neighborhood Association Responsibilities

- The articles & bylaws must stipulate that the organization is governed by a board of directors.
- In order to receive coverage, member organizations must immediately report any incident or activity which might result in an insurance claim. Failure to do so may result in the insurance company denying such a claim.

Frequently Asked Questions

How do you tell the public about your meeting?

- Follow your bylaws for advance notice of meetings.
- Establish regular meeting dates, times, and places for all meetings.
- NWNW helps publicize meeting information.
- Provide the NWNW Office with advance notification of all meetings. If we don't know about a meeting, we can't publicize it through official channels.
- Keep a list of people who may need notification on specific issues.
- If you must have an emergency meeting, notify the NWNW office as soon as possible. Be willing to help staff make necessary notifications.

What does a public meeting entail?

- Hold your meeting in a publicly accessible place. The address must be noticed.
- The chair controls rules for public participation and your bylaws determine who votes.
- You may go into Executive Session for specific reasons. Members of the press may remain in the room and they may take notes but they are obliged not to use the information. Don't forget to come out of executive session prior to voting on the subject.
- Consider a roll call vote. It can be fast and efficient. There is no such thing as a secret ballot for organizations subject to the open meeting rule.

What about Public Records?

- All neighborhoods are subject to public records rules as specified in the ONI Standards.
- Minutes must be taken at every meeting where a decision is made: general membership, board, committee, etc. and kept on file in the NWNW office.
- Minutes are helpful even if you're not making decisions. Remember, people have served before you and will serve after you.
- Be sure to record attendees present and votes by individual. Use a roll call sheet.
- Follow (or develop) policies for your records. Staff can assist.

See the *Communications* and *Managing Neighborhood Records* handouts for more detail.