

**BYLAWS OF PORTLAND BRANCH 1120B
OF THE
NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE**

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LEGEND - Citations of authority for bylaw

no citation shown	<i>Bylaws for Units of the NAACP, 2019; same section number</i>
(ABU Article III 6.)	<i>Bylaws for Units of the NAACP, 2019; different section location in original (ABU is acronym for Association Bylaws for Units)</i>
(Constitution Article IX 4.)	Constitution of the NAACP, 2019
[ORS 65.061]	Oregon Revised Statute Chapter 65 - Nonprofit Corporations
(Branch 1120B)	Resolution of Branch 1120B, or adopted by members as bylaws

Note: Electronic links provided in *Documents Cited*, page 51.

BYLAWS FOR PORTLAND BRANCH 1120B

These Bylaws of Portland Branch 1120B (the Branch), as a local Unit, conform to the *Bylaws for Units of the National Association for the Advancement of Colored People* (Association or NAACP), 2019, abbreviated herein as Association Bylaws for Units (ABU). A resolution ratified in 2021 by the Association's Board of Directors, is incorporated.

These Bylaws should be read in conjunction with the Constitution of the NAACP.

Under Oregon Revised Statute (ORS) Chapter 65 – Nonprofit Corporations, these Bylaws control provisions in any other Branch document for managing or regulating the affairs of the Branch. **[ORS 65.061]**

ARTICLE I NAME AND JURISDICTION

1. *(Name of Branch)*

The name of this organization is the Portland Branch 1120B of the NAACP.

2. *(Jurisdiction)*

- a. The Portland Branch 1120B is a constituent and subordinate unit of the Association subject to the general authority and jurisdiction of the Association's Board of Directors.
- b. *Relationship Between Youth Units and the Branches.* Youth Units and Branches have coordinate status within the Association's framework. While each affiliate has an independent status from the other, it is expected that their programs will be coordinated.
- c. Youth Units and the Branch in the same area will work in full cooperation to accomplish the aims and objectives of the Association subject to the general authority of the Association's Board of Directors.
- d. The Branch is a member of the Alaska Oregon Washington State-Area Conference and is subject to the Alaska Oregon Washington State-Area Conference's efforts to coordinate NAACP activities and policies within its jurisdiction.
- e. As a Public Benefit Nonprofit incorporated in the State of Oregon, the Branch is subject to current ORS Chapter 65 – Nonprofit

Corporations. Selected ORS procedural requirements are incorporated within these Branch Bylaws, as cited.

1. A public benefit corporation is a domestic corporation that:
 - (a) Is formed as a public benefit corporation under ORS 65.044 to 65.067, is organized for a public or charitable purpose, whether or not recognized as tax exempt under section 501(c)(3) of the Internal Revenue Code [ORS 65.001 (38)(a)];
 - (b) Is restricted so that on dissolution the corporation must distribute the corporation's assets to an organization that is organized for a public or charitable purpose, a religious corporation, the United States, a state, or a person that is recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 [ORS 65.001 (38)(b)]; and
 - (c) Is not a religious corporation [ORS 65.001 (38)(c)].

ARTICLE II OBJECTIVES

1. ***(Purpose of Branch)***

- a. *Units.* The purpose of the Units shall be to support the policies of the Association as described in Article II of the Constitution and to support the National Office by, among other means, sharing fundraising dollars and providing financial support.
- b. *Objectives of Branches.* The purpose and aims of the Branches of the National Association for the Advancement of Colored People shall be to improve the political, educational, social, and economic status of African-Americans and other racial and ethnic minorities; to eliminate racial prejudice; to keep the public aware of the adverse effects of discrimination; and to take lawful action to secure the elimination of racial discrimination, to seek legislation and policies at the local level, or at other levels if requested by the Alaska Oregon Washington State-Area Conference or National Office, which advance the programs and policies of the Association; and to oppose legislation and policies which are adverse to the programs and policies of the Association consistent with the efforts of the national organization and in conformity with the Articles of Incorporation of the Association, its

Constitution and Bylaws, and as directed by the Association's Board of Directors.

2. (Methods)

The methods used to obtain the Association's objectives shall be direct action, litigation, legislation and political action.

a. *Direct Action*

Examples. Direct action includes agitation, demonstrations, marches, picketing, boycotts, economic sanctions and other appropriate action.

Authority. In accepting the mantle of leadership bestowed by virtue of their charter which requires the aggressive pursuit of the Association's mission, the Branch is encouraged to follow an independent course of action set out by the Branch's membership as long as it is consistent with the Association's policies and objectives. However, no Branch shall initiate, endorse or participate in direct action on behalf of the Association, or any Unit of the Association, without the express written authorization of the President and CEO and General Counsel.

Direct Action Approval Procedure. Any Branch seeking to initiate, endorse or participate in direct action as described above, the Branch shall seek prior, timely authorization in writing from the President and CEO and General Counsel. The Branch must submit requests for approval within 10 business days before the date of proposed action. The subject line of the e-mail sent by the Branch seeking authorization should read "Direct Action." The President and CEO shall respond in a timely manner after receipt of said request. The President and CEO and General Counsel, at their discretion and in accordance with the objectives of the Association, shall communicate approval, or disapproval of said proposed direct action in writing to the Branch. If the 10 business days make the direct action irrelevant due to the pressure to respond immediately, the Branch shall receive approval by email to ensure that the response to the Branch is timely.

b. *Litigation*

Litigation Authority. No Branch of the Association shall have the authority to initiate, endorse or participate in legal action, including, but not limited to, pre-suit discussions, negotiations, court litigation, or post-suit matters on behalf of or in the name of the Association, or any Unit of the Association, without the express written authorization of the President and CEO and General Counsel.

Litigation Approval Procedure. The Branch, if seeking to initiate, endorse or participate in legal action as described above shall seek prior, timely authorization in writing from the President and CEO and General Counsel. After reasonable opportunity to evaluate said proposed legal action, the President and CEO and General Counsel, at his or her discretion and in accordance with the objectives of the Association, shall communicate their approval, or disapproval of said proposed legal action in writing to the Branch.

c. *Legislation*

No Branch shall support any legislation or policy that is contrary to the official position of the Association adopted by the Association's Board of Directors.

Authority. The Branch shall not initiate, endorse or participate in the passage of federal legislation, including, but not limited to, bills, statutes, regulations or resolutions on behalf of the Association, or any Unit of the Association, without the express written authorization of the President and CEO.

Legislation Approval Procedure. The Branch, seeking to initiate, endorse or participate in the passage of federal legislation as described above, shall seek prior, timely authorization in writing from the President and CEO. After reasonable opportunity to evaluate said proposed federal legislation, the President and CEO, at his or her discretion and in accordance with the objectives of the Association, shall communicate their approval, or disapproval of said proposed federal legislation in writing to the Branch.

d. *Political Action*

The Branch, at the appropriate jurisdictional level, is expected to: increase registration and voting; work for the enactment of municipal, local, state (state conference) and federal (national office) legislation designed to improve the educational, political and economic status of minority groups; work to repeal racially discriminatory legislation; improve the administration of justice; secure equal enforcement of the law; and keep the National Office and the Branch informed of all proposed legislation which affects minority groups. All political action shall be non-partisan and shall not endorse candidates for public office. Statewide ballot measures proposed by the Branch must first obtain the approval of the National legal staff before filing with the local balloting authority.

3. (Coalition/Affiliation with other Organizations)

- a. *Authority.* The Branch may affiliate and cooperate with other groups, organizations or coalitions when there is an incentive and purpose of affiliation and/or cooperation on specific issues, which are in accord with the program and policies of the Association. Prior written permission for such affiliation and/or cooperation by the Branch must be granted by the President and CEO.
- b. *Approval Procedure for Joining Coalitions.* The Branch, seeking to join a coalition, shall seek prior, timely authorization in writing from the President and CEO. The Branch must submit requests for approval within 15 business days before joining the proposed coalition. The President and CEO shall respond within 10 business days after receipt of said request. The President and CEO, at his or her discretion and in accordance with the objectives of the Association, shall communicate approval or disapproval of said proposed coalition in writing to the Branch.

**ARTICLE III
ORGANIZATIONAL STRUCTURE**

1. (Branch Status)

- a. The Branch shall be a 501(c)(4) entity. The Branch is not authorized to create or form any 501(c)(3) entity unless expressly approved in writing by the Association's Board of Directors.
- b. No Branch shall be authorized to incorporate itself or to organize itself in the form of a corporation under state law unless expressly approved to do so, in writing, by the President and CEO and the General Counsel upon a showing of legal or business necessity. Failure to obtain approval prior to filing will result in the immediate suspension of the Branch Officers and its Executive Committee. [This section modified to conform with 2021 NAACP Resolutions, Internal Affairs Resolution 1., page 43.]
- c. The Branch is required to file its annual financial report by the annual deadline established by the Association's Board of Directors in order to timely ensure that the National Office can file consolidated group information with the Federal Government and State Governments. Failure to file an annual end of year financial report will result in the immediate suspension of the Unit Officers and its Executive

Committee. [This section added to conform with 2021 NAACP Resolutions, Internal Affairs Resolution 1., page 43.]

- d. All Branch Officers and its Executive Committee shall complete ethics training to be conducted by the National Office within six months after the completion of each Branch election. [This section added to conform with 2021 NAACP Resolutions, Internal Affairs Resolution 1., page 44.]

2. **(Units of the Association)**

The Units of the Association, including Branches, are those Units described in Article I, Section 1 of the Association Bylaws for Units [ABU p. 1]. A Unit is an organization chartered by the Association's Board of Directors. A Branch is one type of NAACP Unit. State/State-Area Conferences, Prison Branches, College Chapters, and Youth Councils are examples of other types of units. (Constitution, Article III - Organizational Structure, 1., p. 2)

3. **(Charter)**

Charter Authority. The Association's Board of Directors shall establish Units, including Branches, and such other subsidiaries of the Association in such places and under such conditions as it sees fit. Each shall be administered under a charter granted to it by the Association's Board of Directors and in accordance with the Constitution and Bylaws for Units authorized by said Board of Directors.

- a. *Charter Eligibility Criteria for Branches.* In any jurisdiction where there is no existing Branch, application shall be made to the National Office for a Branch charter in conjunction with procedures established by the Board of Directors. Prospective Branches must be comprised of no fewer than one hundred (100) adult members. The jurisdictional boundaries of a prospective Branch shall not conflict with the boundaries of any existing Branch.
 1. *Maintaining a Branch Charter.* The Branch shall maintain no fewer than 50 adult members; shall pay all annual assessments; and, shall file all year-end reports as required by the Constitution and Bylaws of the Association in order to maintain its charter.
 2. The Branch must also maintain good standing with the Alaska Oregon Washington State-Area Conference by filing annual year-end reports and paying all Alaska Oregon Washington State-Area Conference assessments.

4. (Assessments)

a. National Assessments

1. Branch Freedom Fund and other assessments for the previous calendar year, for the support of the Association, as established by the Association's Board of Directors, shall be paid to the National Office within 90 calendar days before the Annual National Convention. The assessments must be paid in order for Branch delegates to be eligible to vote at the National Convention.

2. *Fundraising Assessments.* The net proceeds of each contribution, entertainment or fundraising effort by the Branch, excluding ACT-SO and Back-To-School/Stay-In-School and other approved programs, shall be divided as follows: 25% to the National Office, 75% to the Branch; unless, in any case, written permission is obtained from the National Office for some different division, provided that the entire net proceeds of any fundraising effort for exclusively national purposes shall be transmitted to the National Office.

Notwithstanding the foregoing obligation, the Branch shall be exempt from disbursing 25% of its net proceeds of each contribution, fundraising or entertainment effort to the National Office if, and when, it increases its membership, as recorded by the National Office, by 35% from the previous calendar year.

When the Branch increases its membership level by 35% from January 1 of a year to December 31 of that same year, the Branch shall be required to submit only 15% of its net proceeds of each fundraising or entertainment effort for the succeeding year to the National Office. The assessment reduction is earned on a year to year basis, based on the membership increase of the previous year.

3. A financial report of all such entertainment, contributions and fundraising activities shall be rendered to the Branch, the National Office and the public. The Branch must submit the report to the National Office, with the National Office's share within 45 days following the date of the event.

a. *State-Area Conference Assessments.* The Branch assessment for support of the State-Area Conference shall be paid into the treasury of

the State-Area Conference within sixty (60) calendar days of the annual State-Area Conference Convention. The amount of said assessment shall be determined by the State-Area Conference with the approval of the Association's Board of Directors.

5. (Real Property) (ABU Article III 6.)

Branches may not own real property. The Branch, entity or affiliate may not own or maintain or acquire any equitable interest in real property. Notwithstanding the foregoing, the NAACP, Inc., may, at the discretion of the Association's Board of Directors and in accordance with the principles, aims and purposes of the Association, hold and/or own real property for the use and benefit of Branch. Any real property shall be owned in the name of NAACP, Inc., and in appropriate instances be held under circumstances approved by the Association's Board of Directors.

6. (Intellectual Property; NAACP Trademarks) (ABU Article III 7.)

- a. NAACP Trademarks. Personal use of the NAACP Trademark is prohibited. No Branch or member may use the NAACP name or any of its trademarks in conjunction with any person or entity on any product, without the express written authorization of the President and CEO.
- b. NAACP Logo and Letterhead. Personal use of the NAACP logo and letterhead is prohibited. No member shall use the NAACP logo or letterhead in conjunction with any entity; on any product, without express written authorization of the President and CEO.

**ARTICLE IV
MEMBERSHIP**

1. (Membership Prerequisites)

Any person who is in accordance with the principles and policies of the Association may become a member of this Association with consent of the Association's Board of Directors, by accepting the terms of the Constitution of the National Association for the Advancement of Colored People and the Bylaws for Units, and by paying annually in advance the requisite membership fees as prescribed by the Association's Board of Directors. Membership in the Branch shall include membership in the National Association. Members of the Branch are encouraged to support the Association and cooperate to conserve resources in pursuit of the NAACP's mission and goals.

2. (Effective Date of Membership in the Branch)

- a. The effective date of Membership in the Branch is the date membership payment is received by the Branch either at a meeting of the General Membership or of the Executive Committee of the Branch; by the Branch Secretary; or by the Branch office, if there is one. In the event the National Office receives a membership fee from an individual who has indicated a desire to affiliate with the Portland Branch 1120B, the National Office will notify the Branch that the membership fee has been received and, at the same time, transmit the Branch's share of the membership fee to the Branch. In such a case, such membership shall be effective upon receipt by the Branch of its share of the membership fee from the National Office.
- b. The minimum voting age for any member in good standing in Branch Elections shall be seventeen (17) years of age. Said member may vote in the Branch Election if he/she has paid the Regular Adult membership fee to the Branch

3. (Membership in the State-Area Conference)

The Branch is a Unit in the Alaska Oregon Washington State-Area Conference's jurisdiction and is automatically a member of the State-Area Conference, and is required to pay annually the prescribed assessment fee established by the Legislative Session of the State-Area Conference and approved by the Association's Board of Directors. In order to be a Unit in good standing of the State-Area Conference, Portland Branch 1120B shall have paid its yearly assessment fee to the State-Area Conference and the per capita tax on each membership sent to the Association, and shall have at least fifty adult (50) adult members in good standing; at least sixty (60) days prior to any meeting of said Conference. All Units must be in good standing; pay all annual assessments; and, file all annual year-end reports as required by the Association to participate in meetings of the Conference. Only members of Units in good standing as defined above are members of the State-Area Conference.

4. (Membership in the Branch)

- c. Any person who is a permanent resident or who works within the Branch's jurisdiction may become a member of said Branch, providing they have paid the annual requisite Regular Adult Membership fee.
- d. Members of the Association in good standing where Branches are being formed, or who establish permanent residence within the jurisdiction of an existing branch, or who work within the jurisdiction of

an existing Branch, may affiliate with the local Branch and be entitled to vote upon presenting satisfactory evidence of their membership. They shall not be assessed annual membership fees by the Branch until the expiration of the annual membership for which they have paid.

- e. Members of the Association shall affiliate and vote with only one Unit at a time.

5. (Dues) (ABU Article IV 10.)

The National Office and Units of the Association shall share in all membership dues as hereinafter provided.

6. (Division of Regular Membership Dues) (ABU Article IV 11.)

The Branch shall remit to the treasury of the National Association, the National Office's share of all membership fees within 15 calendar days of their receipt, in the following proportions, and may retain the balance in its treasury for local purposes:

- a. REGULAR ADULT MEMBERSHIP. For persons twenty-one (21) years of age and over - thirty dollars (\$30.00): to NAACP National Office eighteen dollars and ten cents (\$18.10) (includes State-Area Conference tax); and to local treasury eleven dollars and ninety cents (\$11.90).
- b. YOUTH MEMBERSHIP WITH CRISIS. For persons twenty (20) years of age and under - fifteen dollars (\$15.00): to National Office ten dollars and twenty cents (\$10.20) (includes State-Area Conference tax); and to local treasury four dollars and eighty cents (\$4.80).
- c. YOUTH MEMBERSHIP WITHOUT CRISIS - For persons seventeen (17) years of age and under - ten dollars (\$10.00): to National Office seven dollars (\$7.00) (includes State-Area Conference tax); and to local treasury three dollars (\$3.00).
- d. WOMEN IN THE NAACP (WIN) - For women who are paid members of the NAACP - ten dollars (\$10.00): to National Office five dollars (\$5.00) (includes State-Area Conference tax); and to local treasury five dollars (\$5.00).

7. (Annual Corporate Membership) (ABU Article IV 12.)

Annual Corporate Memberships of \$5,000.00 shall be divided as follows: three-fifths (3/5) or (\$3,000.00) to the National Office; two-fifths (2/5) or

(\$2,000.00) to the Branch provided the Annual Corporate Membership is solicited through the Branch. This membership level would not have voting privileges in State-Area Conference and other units.

8. (Division of Life Membership Dues) (ABU Article IV 13.)

- e. *Junior Life Membership* – one hundred dollars (\$100.00), for children thirteen (13) years of age and under, shall be divided as follows: three-fifths (3/5) or (\$60.00) to the National Office; two-fifths (2/5) or (\$40.00) to the Branch, provided the Junior Life Membership is solicited through the Branch or other Unit.
- f. *Bronze Life Membership* – four hundred dollars (\$400.00), for youth fourteen (14) to twenty (20) years of ages shall be divided as follows: three-fifths (3/5) or (\$240.00) to the National Office, two-fifths (2/5) or (\$160.00) to the Branch, provided the Bronze Life Membership is solicited through the Branch or other Unit.
- g. *Silver Life Membership* – seven hundred fifty dollars (\$750.00) shall be divided as follows: three-fifths (3/5) or \$450 to the National Office, two-fifths (2/5) or \$300 to the Branch provided the Silver Life Membership is solicited through the Branch or other Unit.
- h. *Gold Life Membership* - one thousand-five hundred dollars (\$1,500.00) shall be divided as follows: three-fifths (3/5) or (\$900.00) to the National Office; two-fifths (2/5) or (\$600.00) to the Branch, provided the Gold Life Membership is solicited through the Branch or other Unit. Gold Life Membership shall be available only to holders of fully paid Silver Life Memberships of the NAACP.
- i. *Diamond Life Membership* – two thousand-five hundred dollars (\$2,500.00) shall be divided as follows: three-fifths (3/5) or (\$1,500.00) to the National Office; two-fifths (\$1,000) to the Branch, provided the Diamond Life Membership is solicited through the Branch or other Unit. Diamond Life Membership shall be available only to holders of fully paid Gold Life Memberships of the NAACP.
- j. *Subscribing Life Membership* – shall be divided by the three-fifths/two-fifths formula stated above. Annual minimum payments shall be 10% over a period of ten years.

ARTICLE V GOVERNANCE

1. **(Meetings of the Branch)**

- a. *Regular Meetings.* The Branch shall hold regular membership meetings at least once a month, on a fixed day or date of each month. The Branch may hold other public or special meetings as may be required.
- b. The Portland Branch 1120B shall give notice to members entitled to vote at the meeting, of each matter that members must approve. **[ORS 65.214 (3)(b)]** The eight specific matters listed in ORS 65.214 are described in Section **9. Notice**, within this Article.

2. **(Annual Meeting of the Branch)** (ABU Article V 3.)

The Branch shall hold an Annual Meeting in the month of December to receive and act upon Annual reports from the Officers/Chairpersons of Standing Committees and to vote for members of the Association's Board of Directors. The Branch may install its Officers and Executive Committee Members elected at the Biennial Election.

3. **(Notice of Annual Meeting)** (ABU Article V 4.)

- a. *State/State-Area Conferences.* Written notice shall be provided a minimum of 30 days prior to the time and place of the Annual State-Area Conference Convention to each member Unit in good standing.
- b. *Branch.* Written notice shall be provided a minimum of 30 days prior to the time of the Annual Meeting to each member in good standing in writing, or published in some local newspaper of general circulation.
- c. The notice shall include the place, date, and time of the meeting, and a description of each matter that members must approve at the annual meeting **[ORS 65.214 (3)(b)]**. Eight specific matters require notice to members, described in 9. Notice, within this Article.

4. **(Special Meetings of the Branch)** (ABU Article V 5.)

Special Meetings may be called at any time and place and on three days written notice to all members, by the President, or by any three members of the Executive Committee; or by any ten members of the Branch by signed declaration to the Secretary, who in turn must call the meeting. The notice must

state the purpose for which the meeting is called. If the meeting is to be held via teleconference or electronic meeting, the conference call number or sign in code must be provided.

- a. Notice shall include the place, date, and time of the meeting, and a description of each matter that members must approve. [ORS 65.214 (3)(b)].
- b. The record date for a special meeting is the date the first member signs the demand for a special meeting [ORS 65.204 (2)].

5. (Record date)

The record date is the date on which the Branch determines the identity of the Branch members, to meet specific provisions, such as to send notice to all members [ORS 65.001 (39)]. The record date to determine the members entitled to notice about a members' meeting is the day before the day on which the first notice is mailed or otherwise transmitted to members, unless these Bylaws are amended to provide for a different record date [ORS 65.221 (1)(a)]. ORS 65.221 describes record dates for other actions.

6. (Meetings of the Executive Committee of the Branch)

- a. The Executive Committee shall meet at least once a month at such times and places as it may determine.
- b. Special Executive Committee meetings may be called by the President, Secretary or by two members of the Committee on two days written notice. The notice must state the purpose for which the meeting is called.

7. (Meeting Location: Remote Communication (Electronic), or Physical)

Regular and Annual membership meetings, Executive Committee meetings, and other committee meetings may be held by remote communication, also called electronic meetings, provided that participation by remote communication is subject to guidelines and procedures that the Executive Committee adopts.

Remote communication means any method for one or more persons not physically present at the location of a meeting, to hear or otherwise communicate in mutual time with other persons attending the meeting and have access to materials needed to participate and vote in the meeting as authorized [ORS 65.001 (41)]. The Branch shall implement measures to:

- a. Verify that persons participating in the meeting are members or known guests [ORS 65.205].

- b. Ensure that a member may participate by remote communication in an effective manner [ORS 65.205].
- c. The Branch shall maintain a record of the vote or other action of a member that participates in a membership meeting by remote communication [ORS 65.205].
- d. Notice of a membership meeting at which the Executive Committee authorizes participation by remote communication shall state that the Executive Committee authorizes participation by remote communication and shall describe how a member may notify the Branch that the member intends to participate in the membership meeting by remote communication, or to request accommodation if the member is unable to participate by remote communication [ORS 65.205].
- e. When no alternative meeting location is specified in the notice of a meeting, and the meeting is not solely a meeting by remote communication, the meeting must be held at the Branch principal office [ORS 65.201 and 65.204].

8. (Meetings of Standing Committees) (ABU Article V 7.)

The Standing Committees shall meet regularly once a month at places they may determine. They shall inform the President of the time and place of each meeting. Special meetings may be called by the Chairperson or by two members on two days written notice. If the meeting is to be held via teleconference or electronic meeting, the conference call number or sign in code must be provided.

9. (Notice)

Notice is the action taken to provide members of Portland Branch 1120B with information about meetings and about matters that members must vote for or against. Notice may be oral or written unless otherwise specified for a particular kind of notice [ORS 65.034 (1)].

- a. Notice may be communicated by one or more of these means [ORS 65.034 (2)]:
 - 1. in person,
 - 2. by telephone,
 - 3. in writing electronically (email),

4. in writing by mail or private carrier, or
 5. by publication in a newsletter or similar document mailed to a member's address.
 6. If personal notice is not possible, notice by a newspaper of general circulation in the Branch jurisdiction.
- b. Notice is considered effective if the notice is communicated in a comprehensible form [ORS 65.034 (3)].
- c. The time of notice varies depending on the means of notice as well as on the reason for notice [ORS 65.034 (4) and (5), and 65.214 (3)(a)]. Effective time includes:
1. Oral notice, in person or by telephone, is effective immediately.
 2. Electronic notice in writing is effective at the earlier of: when the notice is received or two (2) days after the notice is sent, if the notice is correctly addressed.
 3. Notice by mail or private carrier is effective at the earlier of five (5) days after the notice is deposited in the United States mail, if corrected addressed and with first class postage affixed, or on the date shown on the return receipt, if the notice is sent by registered or certified mail, return receipt requested.
- d. Written notice is correctly addressed to a member or officer if the notice is addressed to the most recent address the member or officer provided for receiving notice from the Branch. [ORS 65.034 (6)].
- e. Notice is fair and reasonable if [ORS 65.214 (2) and (3)]:
1. The Portland Branch 1120B notifies members of the place, date and time of each meeting, in accordance with a. through d. of this definition, at least seven (7) days before the meeting,
 2. Notice of annual or regular meeting includes a description of any matter or matters that the members must approve:
 - (a) Executive Committee member conflict of interest [ORS 65.361],
 - (b) Executive Committee determination and authorization of indemnity for an Executive Committee member meeting standard of conduct [ORS 65.404],

- (c) amount of indemnification and provision for advancing [ORS 65.414 (1)(a)],
 - (d) amendment to articles of incorporation. Notice must state that the purpose, or one purpose of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment [ORS 65.437],
 - (e) amendment or repeal of particular bylaw [ORS 65.464],
 - (f) plan of merger [ORS 65.487]
 - (g) sale of assets [ORS 65.534]
 - (h) dissolution of Branch [ORS 65.624], and
3. Notice of a special meeting includes a description of the purpose or purposes for which the meeting is called.
- f. When a meeting is adjourned to a different date, time or place, notice of the new date, time or place is not needed if it is announced at the meeting before it is adjourned [ORS 65.214 (4)]. However, a new record date must be fixed if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting [ORS 65.221 (4)].

10. (Quorum) (ABU Article V 8. and VIII 3.)

- a. *General Membership Meetings:* At all Branch General Membership meetings the number of members necessary to constitute a quorum shall be 20 (Branch 1120B Resolution-1, June 26, 2021).
- b. The Branch may modify the quorum at all meetings by a resolution adopted by the Branch which shall be incorporated into the Branch Bylaws. (ABU Article V 8., p. 24)
- c. *Executive Committee Meetings:* At all Executive Committee meetings the number of members necessary to constitute a quorum shall be a majority of the number of members in office immediately before the meeting begins, unless the Bylaws require a greater or lesser number [ORS 65.351. (1)].
- d. The Branch may authorize a quorum of Executive Committee members of no fewer than one third of the number of members in office immediately before a meeting begins. [ORS 65.351 (2)] (ABU

VIII 3., p. 41)

- e. *Standing and Special Committees:* At all meetings of Standing Committees and Special Committees the number of members necessary to constitute a quorum shall be a majority of the members of each committee. [*Robert’s Rules of Order Newly Revised* (12th Ed.) 40:5, p. 330] (Branch 1120B)
- f. An emergency exists, in the context of using emergency procedures adopted to be effective in an emergency, if a quorum of the members of the Executive Committee cannot readily be assembled because of some present or imminent catastrophic event. [ORS 65.064 (4)].

11. (Order of Business) (ABU Article V 9.)

The Branch, unless altered or suspended at any meeting by a majority vote of the members present, shall follow the order of business at meetings of the Branch:

- (1) Ascertainment of members present;
- (2) Reading of minutes of previous meeting;
- (3) Reports of Officers;
- (4) Reports of Committees
- (5) Unfinished Business; and
- (6) New Business.

In the event that the provisions herein do not address a specific procedural question, the latest edition of Robert’s Rules of Order shall apply. Nonetheless, mere good faith failure to adhere to such rules may not constitute grounds for removal or suspension pursuant to Article X.

12. (Members’ Rights and Responsibilities)

- a. Members of the Branch have the same rights and responsibilities, except as limited in these Bylaws [ORS 65.144]. Members have rights to:
 - 1. Elect Officers and At-large members of the Executive Committee (Article IX 1.)
 - 2. Remove members of the Executive Committee except as limited by Article VIII, and Article X.

3. Authorize or withhold authorization of decisions by the Executive Committee in its general control of the affairs and program of the Branch (Article VIII. 2. a.).
 4. Endorse or withhold endorsement of policy decisions of the Executive Committee (Article VIII. 2. f.).
 5. Vote to dissolve the Branch, by majority vote [ORS 65.624 b.].
- b. Regardless of provisions in the Branch Bylaws and Articles of Incorporation, a member has a right to [ORS 65.144 (2)]:
1. Vote on an action or an amendment to the articles of incorporation if the action or amendment would reduce or eliminate the member's right to vote, and,
 2. Inspect and copy the Branch's record, as provided in ORS 65.774.
- c. The Branch is a place of public accommodation according to Title III of the Americans with Disabilities Act. This title prohibits private places of public accommodation from discriminating against individuals with disabilities. When serving people with disabilities, the Branch will make "reasonable modifications" to usual procedures, and take steps necessary to communicate effectively with people who have vision, hearing, and speech disabilities.

13. (Using electronic means to discuss issues or take action)

Members may, without a meeting, use electronic mail or other electronic means to take action that members can take at a meeting, if the Branch complies with the requirements in this section [ORS 65.212 (1)]. The Executive Committee may, without a meeting, also use electronic mail or other electronic means to take action that the Executive Committee can take at a meeting, if these requirements are met [ORS 65.343 (1)]:

- a. Before taking an action, the Branch shall send to the electronic mail address that each member provided to the Branch for communications, an announcement that states the members will take the action.
- b. The Branch email must include a description of the matter on which the members will take action, and must specify a deadline of not less than 48 hours after the time the Branch sends the announcement in

which a member may record the member's vote [ORS 65.212 (2)(a) and (b)].

- c. If the Branch does not have a record of an electronic address for a member, the members may not use electronic mail or other electronic means to take action [ORS 65.212 (3)].
- d. The Branch shall include the electronic mail announcement and a record of the members' votes in the minutes or in documents that reflect the action that members took [ORS 65.212 (2)(c)].
- e. A member may change the member's vote at any time before the deadline set forth in the electronic mail announcement in which a member may record the member's vote [ORS 65.212 (4)].
- f. A vote in favor by the majority of the members at the time the members take an action by means of electronic mail or by other electronic means is an act of the members. The Branch may require a greater proportion of votes in favor [ORS 65.212 (5)].

14. (Controversies Between Branch and Youth Units)

Within fifteen (15) days after a controversy arises between a Youth Unit and a Branch, the Advisor, the Presidents and Secretaries of both Units shall prepare and forward signed report(s) to the President and CEO of the Association for mediation, arbitration, decision or referral to the appropriate Regional Office or State-Area Conference for investigation and other action. Respective parties shall send copies of all reports submitted by them to State-Area Conference and Field Operations and Membership Department and to the other party to the controversy. The original report to the President and CEO shall contain a statement that copies have been forwarded as provided above.

15. (Indebtedness for Branch)

- a. No indebtedness or obligation shall be incurred by the Branch or any of its officers or agents in the name of National Association for the Advancement of Colored People, and the National Office shall not be responsible for any indebtedness or obligation incurred by the Branch or any of its officers or agents.
- b. Indebtedness exceeding \$300.00 per month in the aggregate shall not be incurred in the name of, or on behalf of the Branch unless by vote of the Executive Committee.

16. (Fiscal Business Year) (ABU Article V 17.)

- a. The fiscal and business year of the Branch shall begin on January 1 and end December 31.
- b. The installation of officers can take place following elections or at a time and place designated by the body.

17. (Branch Bookkeeping System) (ABU Article V 18.)

The Branch must use the uniform bookkeeping system provided by the National Office.

18. (Audits) (ABU Article V 19.)

The books of the Branch shall be audited annually by an auditing system acceptable to the National Office.

**ARTICLE VI
OFFICERS OF BRANCH AND STAFF**

1. (Officers and Staff)

- a. The elective officers of the Branch shall be: President, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and additional officers as the Branch may prescribe pursuant to local Bylaws.
- b. *Staff and Executive Directors.* The Branch may employ Staff and/or Executive Directors where budgets warrant such employment, upon terms and conditions approved by the President and CEO.
- c. *Restrictions.* Executive Directors or other staff shall not be members of the Executive Committee of the Branch.

2. (Qualifications)

- a. Only members in good standing shall be eligible to run for office or vote in the Branch election.
- b. For the purpose of running for office, a member in good standing is one whose name appears on the roll of the Branch as a bona fide member of the Branch by April 1 of the election year and remains a continuous member of the branch through the election process; and who lives and/or works within the Branch jurisdiction.

- c. For the purpose of being elected to the Nominating Committee or the Election Supervisory Committee, signing a nominating petition or voting in Branch elections, a member in good standing is one who has been a bona fide member of the Branch for at least 30 calendar days prior to the date the election is held or the nominating petition is filed.
- d. For all other purposes, a member in good standing is one who has paid the requisite minimum membership fee to the Branch.

3. (Term of Office)

Branch. All officers and elected members of the Executive Committee shall be elected by secret ballot for a two-year term and shall serve until their successor is elected and qualified. The term for officers shall begin on January 1 following the election. All minutes and other official records are the property of the Branch and shall be promptly transferred to the newly elected and qualified officers within 30 days after the election. Non-compliance with terms herein shall be considered conduct that is inimical to the best interests of the NAACP, meriting disciplinary action pursuant to Article X.

**ARTICLE VII
DUTIES OF OFFICERS OF THE BRANCH**

1. (President)

The duties of the President shall be:

- a. To preside at meetings of the Branch and act as Chair of the Executive Committee. To appoint the Chair and members of all Committees not otherwise elected by the General Membership or the Executive Committee of the Branch; except the Chair of the Youth Work Committee of the branch.
- b. Between meetings of the Executive Committee and the Branch, to exercise general executive authority on behalf of the Portland Branch, subject to ratification by the Executive Committee.
- c. To countersign all checks and properly supported requisitions for disbursements from the Branch Treasury.
- d. To perform such other functions and exercise such further duties as may be voted from time to time by the Branch Membership or the Executive Committee.

- e. To be an ex-officio member of all committees except the Nominating Committee and Election Supervisory Committee.
- f. To encourage and assist all Committees in the development of their programs and the performance of their duties.
- g. To recommend, to the Executive Committee, the removal of any Chairperson of a Standing or Special Committees.
- h. To provide reasonably sufficient information about the President's activities to the Vice President to facilitate the Vice President's assumption of the President's duties in the case of the President's absence. (Branch 1120B)
- i. To perform the duties described for members of the Executive Committee, as listed in Article VIII. (Branch 1120B)

2. (Vice President)

The duties of the Vice President shall be:

- a. To perform all the duties of the President in his/her absence or disability.
- b. In case of more than one Vice President, the Vice Presidents shall be designated as first, second, third and so forth and shall perform their duties according to their numerical rank.
- c. In the event of the resignation, removal, or death of the President, the Vice President(s) shall automatically ascend to the position of President, according to their numerical rank, for the remainder of the term of the presidency. Any other Vice President(s) shall ascend in the same manner.
- d. To perform the duties described for members of the Executive Committee, as listed in Article VIII. (Branch 1120B)

3. (Secretary)

The duties of the Secretary shall be:

- a. To act as Secretary of the Branch and the Executive Committee; to give members notice of regular meetings and three (3) calendar days notice of special meetings of the Branch and Executive Committee; to keep full and accurate records of the proceedings of the Branch and of the Executive Committee and record the same in a minute book or

- minute books, provided that, if the Branch employs paid staff, the responsibility of giving the membership required notice of meetings shall be discharged by said staff under the oversight of the Secretary.
- b. To keep a record of all Branch members and their dues, provided that wherever paid staff is employed such duties shall be discharged by said staff under the oversight of the Secretary.
 - c. To give receipts for all membership fees received and to transmit such fees to the Branch Treasurer; to send promptly to the Association lists of all membership fees received; and to secure from the Treasurer and forward to the Association that portion of membership fees due to the Association.
 - d. To aid, coordinate and integrate the work of the several committees and divisions of the Branch, provided that wherever an Executive Director is employed such duties shall be discharged by said Executive Director.
 - e. To submit reports to the Branch and the Executive Committee at all regular meetings, or whenever required by either body, covering the status of the Branch and its activities since the date of the last report, the number of members, and the number of youth members; to submit to the Branch at its annual meeting an annual report of the status and activities of the Branch, provided that, if the Branch employs an Executive Director is employed, such duties shall be discharged by said Executive Director. The Director shall forward a copy of all reports, when adopted by the Branch, to the Association.
 - f. To keep the President and CEO of the Association informed of all events affecting the interests of minority groups in the vicinity of the Branch, and to submit to the Association, whenever required by the Association, a report on Branch activities, provided that, wherever an Executive Director is employed, such duties shall be discharged by said Executive Director.
 - g. In conjunction with the President, to sign requisitions for disbursements from the Branch Treasury and to maintain a file of receipts and disbursements.
 - h. The Secretary shall be an ex-officio member of all committees except the Nominating Committee and the Election Supervisory Committee.
 - i. To provide reasonably sufficient information about the Secretary's activities to the Assistant Secretary, to facilitate the Assistant

Secretary's assumption of the Secretary's duties in case of the Secretary's absence. (Branch 1120B)

- j. To perform the duties described for members of the Executive Committee, as listed in Article VIII. (Branch 1120B)

4. (Treasurer)

The duties of the Treasurer shall be:

- a. To receive all monies of the NAACP Branch promptly deposit the same in the name of the NAACP Branch in a separate account or accounts in a responsible bank or trust company. No money shall be withdrawn from any account except by check signed by the Treasurer and countersigned by the President.
- b. To act as chief financial officer of the NAACP Branch and chair of the Finance Committee.
- c. To make authorized disbursements upon requisition signed by the Secretary and countersigned by the President. Each requisition shall recite the amount and purpose of the payment requested. Any requisition exceeding one hundred dollars or more in the case of the Branch must be approved by the Executive Committee before a check therefore is issued. The Branch bylaws may require that requisitions in smaller amounts be approved by the Executive Committee.
- d. To remit through the Secretary to the Association the proportion of membership fees to which the Association is entitled, as hereinafter provided, within fifteen calendar days after their receipt.
- e. To submit reports to the Branch and the Executive Committee at all regular meetings, or whenever required by either body, covering the financial condition of the Branch showing receipts and disbursements and outstanding accounts unpaid since the last report; to submit an Annual Report to the business of his/her office at the Annual Meeting of the Branch, to which shall be appended a statement signed by the President and Secretary that all funds by the NAACP Branch have been listed in the Treasurer's report. A copy of all reports by the Treasurer, when adopted by the Branch, shall be forwarded to the National Office.
- f. The Branch shall require the Treasurer to be bonded at the expense of the Branch.

- g. Submit year-end financial reports to the National Office on or before March 1st.
- h. To provide reasonably sufficient information about activities of the Treasurer to the Assistant Treasurer, to facilitate the Assistant Treasurer's assumption of the Treasurer's duties in case of the Treasurer's absence. (Branch 1120B)
- i. To perform the duties described for members of the Executive Committee, as listed in Article VIII. (Branch 1120B)

5. (Assistant Secretary)

- a. To perform the duties of the Secretary in his/her absence, unavailability or disability.
- b. The Assistant Secretary may perform specific duties of the Secretary under the supervision of the Secretary.
- c. To perform the duties described for members of the Executive Committee, as listed in Article VIII. (Branch 1120B)

6. (Assistant Treasurer)

- a. The duties of the Assistant Treasurer shall be to perform the duties of the Treasurer in his/her absence, unavailability or disability.
- b. The Assistant Treasurer may perform specific duties of the Treasurer under the supervision of the Treasurer.
- d. To perform the duties described for members of the Executive Committee, as listed in Article VIII. (Branch 1120B)

7. (Executive Director)

The duties of the Executive Director shall be:

- a. To give due notice of all meetings of the Branch as provided in Section 3 of this Article.
- b. To keep a record of all Branch members and their dues as provided in Section 3 of this Article.
- c. To send promptly to the National Office lists of all memberships received and to secure from the Treasurer and forward to the National

Office that portion of the membership fees belonging to the National Office as provided in Article IV.

- d. To aid, coordinate and integrate the work of the several committees and divisions of the Branch as provided in Section 3 of this Article. All the aforesaid duties listed in herein are to be performed in cooperation with the Secretary.
- e. To manage the Branch office and paid staff; and to supervise the annual membership campaign.
- f. To interview complaints; to act in the name of the Branch on behalf of complainants with valid grievances; to investigate in the name of the Branch any reported, alleged or suspected discrimination practices in any place of community life; to represent the Branch at meetings of other organizations approved by the Executive Committee; to lend Branch support in active cooperation with such other organizations as may be approved by the Executive Committee; to discharge such other duties as may arise in the execution of the office, or as may be assigned by the Executive Committee.
- g. To submit reports of the activities of the General Membership and the Executive Committee at all regular meetings or whenever required by either body; to submit to the Branch at its annual meeting an annual report covering activities. A copy of all reports where adopted by the Branch shall be forwarded to the National Office.
- h. To keep the President and CEO of the Association informed of all events affecting the interests of African-Americans and other racial and ethnic minorities in the vicinity of the Branch.
- i. The Executive Director shall be responsible to the General Membership, to the Executive Committee; and between meetings of the General Membership and the Executive Committee to the President.

ARTICLE VIII COMMITTEES OF BRANCH

1. (Executive Committee)

The Executive Committee shall consist of the President, Vice Presidents (not to exceed three Vice Presidents) Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and the Chairperson of each Standing Committee of the Branch, President of each Youth Council in the same community, the Branch

Advisors in the High School Chapters, Youth and Junior Youth Councils and such other members at large not to exceed twenty-four to be elected at the regular election of the Branch, provided that the total membership of the Executive Committee shall not exceed 45 except by written authorization of the Association's Board of Directors.

The Branch Executive Committee is referred to as a board of directors in Oregon law for nonprofit corporations. ORS 65.001 defines board of directors as the individuals who are vested with overall management of the affairs of the corporation, irrespective of the name that designates the individuals. [ORS 65.001 (6)].

2. (Duties of the Executive Committee)

- a. The Executive Committee shall have general control of the affairs and program of the Branch, subject to:
 1. the authority of the Branch,
 2. the provisions of the Constitution and approved bylaws, and
 3. any limitation set forth in the articles of incorporation [ORS 65.301 (2)].
- b. The Executive Committee shall render a report, containing the reports of all standing and special committees, at the regular meetings of the Branch and whenever otherwise required.
- c. At its first meeting following the election, and at any time during the term of office, the Executive Committee shall approve the Branch President's appointments of Chairpersons of the various Standing Committees as presented by the President.
- d. To create special committees as needs arise.
- e. To fill all vacancies in Branch offices and on the Executive Committee.
- f. To decide matters of Branch policy subject to endorsement by the Branch and in accordance with national policy.
- g. The Executive Committee shall appoint, employ and enter into employment arrangements with employees of the Branch subject only to employment procedures and qualifications approved by the National Office.
- h. If there is no local youth group recognized by the National Office, the Executive Committee must, upon receipt of 25 youth memberships,

apply to the National Office for a Youth Charter and organize the appropriate youth group (ABU Art VIII 1.b., p. 39), through the Branch Committee on Youth Works (ABU Art. VIII 5. s., p. 48).

- i. When a Youth Unit is chartered in the jurisdiction of Portland Branch 1120B, the Executive Committee shall assist the Youth Unit as specified by the National Association. When a Youth Council submits names to the Branch Executive Committee, of the Advisor the Youth Council elected at the Annual Meeting of the Youth Council, the Branch Executive Committee must accept or reject the submitted name of the Advisor within fifteen (15) days after the submission, in writing. (ABU Art V 11., p. 25)
 1. The Advisor must be a member in good standing of the Association, be at least twenty-five (25) years of age or at least twenty- two (22) years of age if the person is a member of the branch; reside or work within the jurisdiction in which the Youth Council operates and shall be in accord with the aims and objectives of the Association. The Advisor shall serve as an ex-officio member of the Youth Council Executive Committee without voting rights.
 2. If the Branch Executive Committee rejects the submitted name, a written explanation as to the justification for a denial must accompany the response forwarded to the Youth Council President. The Youth Council Executive Committee then has the option of electing and submitting another name to the Branch Executive Committee or to utilize the controversy process as outlined in Article V, Section 14.
 3. Should the Branch Executive Committee fail to act on the submitted name within fifteen (15) days after the submission, the submitted named adult shall become the Advisor.
- j. Each member of the Executive Committee shall annually sign a statement which affirms they (Branch 1120B):
 1. have received a copy of the conflict of interest policy,
 2. have read and understand the policy,
 3. agree to comply with the policy, and
 4. understand that the Branch is tax-exempt as an Oregon nonprofit public benefit corporation, and in order to maintain its federal 501(c)(4) tax exemption must engage primarily in

activities that accomplish one or more of its tax-exempt purposes.

- k. During an emergency, defined in Article VIII 10., on page 17, the Executive Committee may modify lines of succession, notice requirements, and take other actions in good faith to further the affairs of the Branch, deviating from normal procedures. [ORS 65.081]

3. (Standards of Conduct for Executive Committee Members)

- a. A member of the Executive Committee shall discharge their duties in that office, including their duties as a member of a committee [ORS 65.357 (1)]:
 - 1. in good faith,
 - 2. with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and
 - 3. in a manner the Executive Committee member reasonably believes to be in the best interests of the Branch.
- b. An Executive Committee member is not acting in good faith if the member has knowledge concerning the matter in question that makes reliance otherwise permitted by section c., below, unwarranted. [ORS 65.357 (3)]
- c. In discharging the duties of a member of the Executive Committee, a member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by [ORS 65.357 (2)]:
 - 1. officers or employees of the Branch whom the member reasonably believes to be reliable and competent in the matters presented;
 - 2. legal counsel, public accountants or other persons as to matters the member reasonably believes are within the person's professional or expert competence; or
 - 3. a committee of the Executive Committee of which the Executive Committee member is not also a member, as to matters within the committee's jurisdiction, if the member reasonably believes the committee merits confidence.
- d. An Executive Committee member is not liable to the Branch, any

member or any other person for any action taken or not taken as a member of the Executive Committee, if the member acted in compliance with a. and c., above. The liability of a member of the Executive Committee for monetary damages to the corporation and the Branch's members may be eliminated or limited in the Branch's articles of incorporation to the extent provided in ORS 65.047 (2)(c). [ORS 65.357 (4)]

- e. *Voting:* If a quorum is present when a vote is taken, the vote in favor by a majority of members of the Executive Committee who are present when the action is taken is the act of the Executive Committee. Each member has one vote and may not vote by proxy. [ORS 65.351 (3)] A member who is present at an Executive Committee meeting when an action is taken is deemed to have assented to the action taken unless [ORS 65.351 (4)]:
1. The Executive Committee member objects at the beginning of the meeting or on arrival to holding the meeting or transacting the business at the meeting;
 2. The member's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 3. The member delivers written notice of dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the Branch immediately after the meeting adjourns. The right of dissent or abstention is not available to a director who votes in favor of the action taken.
- f. *Disclosure of conflict of interest:* Each member of the Executive Committee shall disclose their direct or indirect interest in a transaction at the time that the transaction is proposed for approval. When any member has a direct or indirect interest in a transaction with the Branch the transaction is a conflict of interest transaction. If the material facts of the transaction and the member's interest are disclosed or known to the Executive Committee, the transaction is presumed to be fair when approved. [ORS 65.361 (1) and (2)]
1. A conflict of interest transaction is a transaction with the Branch in which an Executive Committee member or other member has a direct or indirect interest. The transaction is presumed to be fair if it is approved as described in Article VIII 3. e. [ORS 65.361 (1) and (4)]

- (a) Direct interest: A member of the Executive Committee would directly benefit from the transaction.
 - (b) Indirect interest: A member of the Executive Committee has an indirect interest in a transaction if **[ORS 65.361 (4)]**:
 - i. another entity in which the member has a material interest is a party to the transaction,
 - ii. another entity of which the member is a director, officer or trustee is a party to the transactions; or
 - iii. a person who is related to the member or a business associate of the member is a party to the transaction.
2. Approval of a conflict of interest transaction requires the vote in favor by a majority of the members who have no direct or indirect interest in the transaction. Authorization, approval or ratification of a conflict of interest transaction requires the vote in favor by a majority of the majority of all members of the Executive Committee who have no direct or indirect interest in the transaction. Such a transaction may not be authorized, approved or ratified by a single member of the Executive Committee. **[ORS 65.361 (5)]**
 3. The presence of, or a vote cast by, a member with a direct or indirect interest in the transaction, does not affect the validity of any action approving a conflict of interest transaction if conflict of interest has been disclosed and the member's vote is not part of the majority required. **[ORS 65.361 (5)]**

4. (Standing Committees and Special Committees)

Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Executive Committee also apply to committees and committee members **[ORS 65.354 (3)]**.

- a. *Standing Committees of Branches.* The Standing Committees of the Branch shall be: ACT-SO, Armed Services & Veteran Affairs; Communications, Press & Publicity; Community Coordination; Criminal Justice; Economic Development; Education; Environmental and Climate Justice; Finance; Freedom Fund; Health; Housing; Labor & Industry; Legal Redress; Membership and Life Membership;

Political Action; Prison Branch; Religious Affairs; Young Adult; Youth Works and WIN.

- b. The President, in consultation with the Committee Chair, shall appoint the members of the Standing and Special Committees, except the Nominating Committee. All committees shall consist of not less than three members.

5. (Duties of the Standing Committees)

The duties of the Standing Committees shall be:

- a. **Afro-Academic, Cultural, Technological and Scientific Olympics (ACT- SO):** The Committee on ACT-SO shall follow these rules: (1) must be properly registered annually with the National Office and follow all directives outlined by the National ACT-SO Program; (2) understand that it is a major project of the NAACP. With ACT-SO, the NAACP is providing an instrument through which African-American youth are encouraged and inspired toward excellence in academic and cultural pursuits while benefiting from the maximum support of their communities; (3) uphold its goal of ACT-SO that affords the same respect for African-American Scholastic and cultural achievement that is given to heroes; and (4) recognizing that ACT-SO conducts annual academic competitions for students in grades nine (9) through twelve (12) in NAACP Branches throughout the country in accordance with the published guidelines of the National Office and oversight of the National Director of ACT-SO Program.
- b. **Armed Services and Veterans' Affairs .** The Committee on Armed Services and Veterans' Affairs shall: (1) seek to establish a working relationship with those agencies in government, national, state and local, having the responsibility in the affairs of members of the various Armed Services and Veterans and to see that the programs to which they are responsible are administered fairly and justly to members of the minority community; (2) study conditions pertaining to veterans and members of the Military Service and their dependents and/or survivors in the community; (3) serve as a center of information on matters affecting the members of the Active Military, Reserves, State National Guard and Veterans; (4) maintain a repository of materials, information and forms to be used in assisting veterans and/or dependents of veterans and military personnel with their problems; (5) receive and act on all complaints relative to acts of discrimination on account of race, color, creed, or denial of benefits to which they are entitled because of discrimination; (6) prepare a quarterly report on committee activities to be submitted to the Executive Committee of

the Unit and the National Director of Armed Services and Veterans Affairs.

- c. **Communications, Press and Publicity.** The Committee on Communications, Press and Publicity shall: (1) seek to promote media content consistent with fundamental NAACP goals which include the elimination of racial isolation and fear and the furtherance of multiracial and cultural understanding; (2) work to eliminate employment segregation and discrimination in those industries, [comprising the communications arts and sciences] (radio, telephone, television, motion pictures, newspapers, books, related computer communications, business, cable television); (3) seek to ensure Black minority ownership and control of print and electronic media — both hardware and software; (4) monitor local and national media, especially advertising performance; (5) provide the National Office with research and data on those local businesses engaged in communications arts and sciences; (6) seek to ensure that all people have a meaningful right to choose from and have access to a variety of high quality telecommunications goods and services at reasonable cost; (7) endeavor to secure publicity for the work of the Unit and the Association in the local press and on radio, television and other media; (8) attempt to interest persons in charge of local news media on conditions affecting minority groups; (9) seek to counteract derogatory and erroneous statements in local news media about Blacks and other minority groups; (10) be responsible for forwarding to THE CRISIS items covering Unit activities and important local affairs; and (11) act as far as possible as an agency for the promotion and sale of THE CRISIS. No publicity shall be released without first being approved by the President of the Unit.
- d. **Community Coordination.** The Committee on Community Coordination shall enlist the support of other community organizations on issues affecting the interests of African Americans and other communities of color.
- e. **Criminal Justice.** The Committee on Criminal Justice shall: (1) seek to eliminate harsh and unfair sentencing practices that are responsible for mass incarceration and racial disparities in the prison system, (2) support and seek to increase trust and public safety by advancing effective law enforcement practices, (3) fight for the restoration of the voting rights of formerly incarcerated people and the removal of barriers to employment, (4) elevate the voices of crime victim survivors in order to identify and advance systemic breakdowns existing in the criminal justice system that perpetuate crime, (5)

resolve to end the war on drugs for its disproportionate collateral consequences harm communities of color, (6) seek the institution and availability of alternatives to incarceration including education, employment, and mental health services, (7) eliminate zero tolerance policies implemented in our schools which are keeping kids out of the classroom and putting them on a path from the schoolhouse to the jailhouse, (8) investigate programs implemented in our local law enforcement agencies which derail from their main purpose of safety and order to conduct the work of federal agencies for which they do not have the capacity, and (9) seek budget modifications in states where incarceration receives more funding than education.

- f. **Economic Development.** The Committee on Economic Development shall implement local efforts and support national programs to preserve and expand economic empowerment among African-Americans and other communities of color by: (1) researching and establishing relationships with private and public entities; (2) supporting the work of the National Office in monitoring the progress and activity of private and public entities designated by national programs; and (3) implementing local efforts to promote the growth of business ownership; (4) increasing employment and job creation; and (5) encouraging business development and home ownership.
- g. **Education.** The Committee on Education shall: (1) seek to eliminate segregation and other discriminatory practices in public education; (2) study local educational conditions affecting minority groups; (3) investigate the public school system and school zoning; (4) familiarize itself with textbook material there from which is racially derogatory; (5) seek to stimulate school attendance; (6) keep informed of school conditions and strive to correct abuses where found; (7) investigate the effects of standardized and high stakes testing practices; (8) teacher certification; (9) promote parental involvement in education; and (10) aim to be a center of popular education on the race question and on the work of the Association.
- h. **Environmental and Climate Justice.** The Environmental and Climate Justice Committee shall: (1) seek to address environmental inequities at the local level and advocate for civil rights issues (2) develop a comprehensive and holistic agenda to reduce pollution (3) advance energy efficiency and clean energy (4) build disaster resilient infrastructure policies and practices.
- i. **Finance.** The Finance Committee shall consist of the President, Treasurer, and at least one other member. It shall study the financial

- needs of the Unit and shall be responsible for drafting an adequate annual budget.
- j. **Freedom Fund.** The Freedom Fund Committee shall plan and conduct fund-raising activities, entertainment and other projects, for local and national purposes within the scope of the Association's program. It shall work closely with the Finance Committee.
 - k. **Health.** The Health Committee shall: (1) work to promote, protect and maintain the health of African Americans; (2) assess the health needs of the community; (3) advocate for equal access to health education, care, treatment and research for all Americans; (4) sponsor health-related activities such as health forums, fairs and workshops highlighting issues of importance to people of color; and (5) support health initiatives of the Association.
 - l. **Housing.** The Committee on Housing shall: (1) study housing conditions in the local community; (2) receive and seek to address complaints of discrimination; (3) oppose all restrictive practices whether public or private; and (4) disseminate information and render such other assistance which may eliminate discrimination in housing.
 - m. **Labor and Industry.** The Labor and Industry Committee shall seek ways to improve the economic status of minority groups by: (1) working to eliminate discriminatory employment practices in industry and government, wage differentials based on race, unequal opportunities for training, promotion and unfair dismissals; (2) encouraging greater participation in the trade union movement; (3) working to end discriminatory practices in labor unions; (4) securing the enactment of state and federal fair employment practices legislation; and (5) working for improved opportunities in vocational and apprenticeship training.
 - n. **Legal Redress.** The Legal Redress Committee shall: (1) investigate all cases reported to it; (2) supervise all litigation in which the Unit is interested; and (3) keep the National Office and the Branch informed on the progress of every case. It shall not give general legal advice.
 - o. **Membership and Life Membership.** The Membership Committee shall: (1) work throughout the year to maintain and increase the membership of the Association; (2) be responsible for planning and organizing the annual membership campaign; (3) be responsible on a continuous basis for soliciting new members and for securing renewals; and (4) initiate all possible means to obtain Life Members and sponsor a continuing program towards this end.

- p. **Political Action.** The Political Action Committee shall: (1) seek to increase registration and voting; (2) work for the enactment of municipal, state and federal legislation designed to improve the educational, political and economic status of minority groups; (3) seek the repeal of racially discriminatory legislation; (4) work to improve the administration of justice; (5) work to secure equal enforcement of the law; and (6) keep the National Office and the Unit informed of all proposed legislation which affects minority groups. The Committee shall be nonpartisan and shall not endorse candidates for public office.

- q. **Religious Affairs.** The Religious Affairs Committee shall include ministerial and lay religious leaders who are members of the Unit. It shall: (1) promote an educational program designed to give moral and ethical interpretation to the civil rights struggle; (2) interpret the work of the Association to organized religious groups of all faiths; (3) enlist the support of such organized religious groups for membership, fundraising, and the struggle for equality and full civil rights; and (4) provide resource assistance for religious education and social action activities, associated with the improvement of race relations.

- r. **Young Adult.** The Committee on Young Adult shall consist of Branch members twenty-one (21) – forty (40) years of age. It shall be the function of the Committee to: (1) support all branch activities; (2) stimulate interest through advocacy training and solicit membership of twenty-one (21) – forty (40) years of age; (3) create a mentorship program (Branch to Young Adults and Young Adults to Youth Units) to serve as a support bridge from Youth and College to Branch participation; (4) provide networking and social opportunities for young adults in the local community; and (5) encourage the participation of young adults in all activities and leadership within the Branch.

- s. **Youth Works.** The Committee on Youth Work for Branches shall consist of the Youth Unit Advisor(s), and Youth Unit President(s) in the same community, and five (5) persons appointed by the Branch President. The Youth Unit Advisors and the Youth Unit Presidents shall choose the chair of the Committee. The Youth Work Committee shall develop and coordinate the programs of the Branch and Youth Units. The Branch Committee on Youth Work shall turn the names, addresses and membership dues of youth solicited by the Branch over to the appropriate National Office recognized youth group, if any, in their community. The Youth Work Committee shall monitor the youth membership in the Branch. If there is no local youth unit

recognized by the National Office, the Committee shall recommend the Branch apply to the National Office for a Youth Charter and organize the appropriate youth group.

- t. **Women in the NAACP (WIN).** The Branch may organize Women in NAACP (WIN) committees subject to the control of the Executive Committee and to such rules and regulations as the Association's Board of Directors may enact. WIN committees shall consist of a Chairperson and/or Co-Chairperson and at least three (3) other members. WIN shall address within the framework of the NAACP, civil rights issues affecting women and children and shall carry out other civil and cultural activities to enhance membership and provide financial support to the Branch. The purpose WIN is (1) to enhance the leadership role of women; (2) to serve as an advocacy vehicle to address the social, economic, political, educational, health and welfare issues affecting women; (3) to advocate for the emotional, mental, physical and spiritual development of children and (4) to support the policies as well as the on-going mission and vision of the NAACP.
- u. All Standing Committees must have at least three (3) appointed members. They shall report in writing each month to the Executive Committee at its regular meetings.

6. (Tenure) (ABU Article V 9.)

Members of the Executive Committee and of the several standing committees of Branch 1120B shall hold office for two years and until their successors are elected and qualified.

7. (Resignation)

Members of the Executive Committee may resign at any time by delivering written notice to the Executive Committee, the President, or the Secretary. Once delivered, the notice is irrevocable without further action of the Executive Committee. **[ORS 65.321]**

8. (Removal Procedure) (ABU Article VIII 10.)

- a. Non-functioning committees shall be discharged promptly by the Executive Committee.
- b. Any member of the Executive Committee, except officers, or of any standing or special committee who shall be absent from three (3) consecutive meetings without notice to the Secretary or President or who shall not perform the required duties for three (3) consecutive

months, or who shall be absent from any six (6) meetings with or without notice in a twelve month period shall be removed by the Executive Committee by written notification to the delinquent member and replaced in accordance with Article VIII, Section 2(e). A member of any standing or special committee may be directly removed by the chairperson for dereliction of duty. If the Executive Committee fails to act, the President, Secretary, and one member may sign the removal letter.

- c. For any officers who shall be absent from three (3) consecutive meetings without notice or explanation to the Secretary or President, or who shall not perform the required duties for three (3) consecutive months, or who shall be absent from any six (6) meetings with or without notice in a twelve month period except in cases when the General Meeting and the Executive Committee meeting are held on the same day those occurrences shall be counted as one missed meeting, the National Office is to be notified by the Secretary by way of a petition signed by the Secretary, the President and one (1) other member of the Executive Committee. If the President or Secretary is in violation, then any three members of the Executive Committee shall sign the petition. The National Office shall recommend the removal of said officer by the Association's Board of Directors at the next meeting of the Association's Board of Directors following receipt of the petition.

ARTICLE IX ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE AND DELEGATES

1. (Procedure for State-Area Conference Elections)

a. Election of Delegates

1. All delegates elected to the Annual Convention of the State-Area Conference must be members in good standing of Units in good standing within the State-Area Conference. All such delegates must be elected at a regular meeting of their general membership. Elected delegates must present official credential forms as provided by the State-Area Conference at the time of registering to the Credentials Committee of the Convention.
2. The election shall be by secret ballot of delegates both youth and adults at the Annual Convention of the State-Area Conference held in odd numbered years and those elected

shall hold office for two (2) year terms and/or until their successors are elected and qualify.

3. **Representation.** Representation of Units at the Annual Convention of the State-Area Conference shall be on the following basis:

25 - 49 members (Youth) 2 delegates

50 - 100 members 4 delegates

101 - 500 members 6 delegates

501 - 1,000 members 8 delegates

1,001 - 2,500 members 10 delegates

2,501 - 5,000 members 12 delegates

5,001 - 10,000 members 14 delegates

10,001 - 20,000 members 16 delegates

20,001 - 25,000 members 18 delegates

Over 25,000 -1 additional vote for every 2,500 members.

- (a) Representation shall be on the basis of membership as recorded in the National Office, sixty (60) days prior to the opening date of each Annual Convention.
- (b) Each Unit is entitled to the number of alternate delegates equal to the number of voting delegates. Alternate delegates shall be permitted to vote in place of absent delegates.

2. (Election of Officers and Executive Committee)

- a. **Biennial Elections.** All officers and elected members of the Executive Committee shall be elected by ballot at a Branch election held in even numbered years as hereinafter provided, and shall hold office for two (2) years and until their successors are elected and qualify.
- b. **Nominating Committee Election.**
 1. In even numbered years there shall be elected at a September membership meeting of the Branch a Nominating Committee composed of not less than five (5) nor more than fifteen (15)

members of the Branch in good standing, provided that not more than two (2) shall be officers of the Branch or members of the Executive Committee.

2. *Duties of the Nominating Committee.* The Branch Secretary shall call the organizing meeting of the Nominating Committee. The first meeting of the Nominating Committee shall be held no later than ten (10) days after its election. The Nominating Committee shall:

- (a) Elect its Chairperson and Secretary as its first order of business.
- (b) Nominate any member of the Branch who is in good standing. For purposes of running for office, the term “member in Good Standing” shall mean that the person must be a *bona fide* member of the Branch by April 1 of the election year and must live and/or work within the branch’s jurisdiction.
- (c) The Nominating Committee may nominate a member thereof as a candidate for office or as an at large member of the Executive Committee.
- (d) The Nominating Committee shall have itself available to interview members interested in being considered for office or as at-large members of the executive Committee.
- (e) The Nominating Committee shall nominate only those persons who have given written consent to be nominated. The secretary shall verify that each nominee has given written consent after the Nominating Committee has given its report at the October meeting and before the Branch accepts this report.
- (f) The Committee shall nominate a member for only one (1) position during the election.

3. *Reporting of the Nominating Committee.* The Nominating Committee shall submit a report in writing at the October General Membership Meeting of the Branch. This report shall consist of the names of those persons qualified to fill existing Branch offices (one name for each office) and to be members

- of the Executive Committee (at least ten (10) names and up to twenty-four (24) names).
4. *Nominations by Petition.* At said October Membership Meeting of the Branch, additional nominations may be made for all officers and elected members of the Executive Committee by written petition signed by three or more members of the Branch in good standing as of the time of the meeting. No one shall be nominated by the Nominating Committee or by petition without having first obtained his/her written consent. The Branch Secretary shall certify that at least three (3) of the members who signed the petition are members in good standing and that the member being nominated is a member in good standing and that a consent form has been signed by the nominee.
 5. *Withdrawal of Nominations.* A member properly nominated for a position may withdraw from contention by forwarding a letter requesting that his/her name be removed from the ballot. The letter must be sent to the Chairperson of the Election Supervisory Committee in sufficient time prior to the election.
 6. *Eligibility Determinations.* All questions regarding the eligibility of candidates must be resolved prior to the conclusion of the October meeting.
- c. *Election Supervisory Committee.* After all nominations have been made, the Branch at said October meeting shall elect an Election Supervisory Committee consisting of five (5) members of the Branch in good standing. In addition, each candidate for the presidency is entitled to appoint a representative to the Election Supervisory Committee. However, in the event the total number of candidates for the presidency is more than four (4), the Branch must elect additional members to the Election Supervisory Committee so that the total number of elected members is one more than the appointed members of the Committee. No candidate may serve on the Election Supervisory Committee.
- d. It shall be the duty of the Election Supervisory Committee to:
1. Supervise the Branch election.
 2. Supervise the establishment of appropriate machinery, provisions, and procedures for conducting the election in accordance with this Constitution and the Manual for Branch Election Procedure, whether at an election meeting or at polling

- booths, in order to protect the right of each member of the Branch to cast his ballot properly and have it counted.
3. Have printed ballots containing in alphabetical order by last name, the names of all persons nominated for office and executive committee that were properly received at the October General Membership meeting for each office to be elected.
 4. Prepare the ballot in sufficient numbers for use at the election, and this ballot shall be the only ballot used at the election. Unless the Branch decides to use voting machines in addition to, or in place of, the ballot.
- e. *Notice of September, October Meeting and November Election.* Each Branch shall send notice to each member in good standing at least ten (10) days prior to the September meeting, listing the time, place, date and purpose of the September and October meetings and time, place and date of the November election. Notices shall be sent via regular and electronic mail to members. The Secretary shall maintain a list of those members to whom a notice was sent and shall secure and maintain all electronic delivery receipts for the notice. In addition to this notice, each Branch shall place the announcements of such meetings and election in one or more local newspapers of general circulation at least ten (10) days before the date of the November election. Should a run-off election be necessary, that election shall occur on the following date at time certain (at least 1 hour) at this location run-off elections shall be conducted not less than ten (10) days after the original election.
- f. *Term of Office.*
1. All officers and elected members of the Executive Committee shall be elected by secret ballot for a two year term ending December 31. The term of each elected officer shall begin on January 1, of each odd numbered year.
 2. Election Meeting. No officer of the Branch or any candidate for office shall occupy their chair at election meetings. The names of the various candidates for the office shall be clearly announced or posted in a place visible to all present at the election meeting. Tellers to count the ballot shall be appointed in equal numbers by the candidates for office of the President. No officer of the Branch or candidate for office shall serve as teller.

- g. *Eligible Voters.* The number of eligible voting members of the Branch shall be established before the voting begins. Upon proof of qualification, all eligible voters shall receive and sign for one ballot each and thereupon immediately proceed to vote secretly. The right to vote is personal and shall not be exercised by proxy. No absentee ballots may be cast.
- h. *Polling Booths of Branches of 1,000 or More Members.* Polling booths must be used and must be set-up as prescribed by the Branch Election Manual in a centralized place staffed by the Election Supervisory Committee, and with an equal number of watchers and observers for each of the candidates for President. The Branch's bylaws will determine the number of hours the booths shall be open. The minimum number of hours for polling shall be four (4) hours unless otherwise determined by the Branch's bylaws. Provisions for determining eligibility and challenging the right of persons to vote shall be established in accordance with the Branch Election Manual, which has been adopted by the Association's Board of Directors and is appended hereto.
- i. *Members in Good Standing.* Members in good standing shall be eligible to run for office or vote in a Branch election. For the purpose of running for office, a member in good standing is one whose name appears on the roll of the Branch as a bona fide member of the Branch by April 1 of the election year and who lives and/or works within the Branch jurisdiction. For the purpose of being elected to the Nominating Committee or the Election Supervisory Committee, signing a nominating petition or voting in Branch elections, a member in good standing is one who has been a bona fide member of the Branch for at least (30) thirty days prior to the date the election is held or the nominating petition is filed. For all other purposes, a member in good standing is one who has paid the requisite minimum membership fee to the Branch at least (30) thirty days prior to the date the election is held or the nominating petition is filed. For all other purposes, a member in good standing is one who has paid the requisite minimum membership fee to the Branch.
- j. *Youth Voting in Branch Elections.* The minimum voting age for any member in good standing in Branch elections shall be seventeen (17) years of age. Should a member of the Branch be seventeen (17) years of age, but under twenty-one (21) years of age, that member may vote in the Branch election if he/she has paid the minimum adult membership fee to the Branch.

- k. *Life Members, Subscribing Life Members and Members-At-Large.* In order to run for Branch office unaffiliated Life Members and Members-At-Large must be actively affiliated with the Branch by April 1 of the election year. In order to run for State-Area Conference office unaffiliated Life Members and Members-At-Large must be actively affiliated with a Unit in good standing within the Conference by December 15 of the year prior to the election year. In order to vote in a Branch or Conference election, unaffiliated Life Members and Members-At-Large must be actively affiliated with a Unit in good standing within the Conference at least thirty (30) days prior to any meeting at which they are nominated for office or seek to vote. The term "affiliated" means that the individual must have requested, in writing, that his membership be transferred to the Branch. The request may be made through the Branch or directly to the National Office. The National Office must notify the Branch in writing within thirty (30) days of receiving notification.
- l. *Tellers.* Presidential candidates shall have the right to appoint an equal number of tellers. The tellers thus appointed, shall elect a chief teller, who shall organize the tabulating of the ballots.
- m. *Election Controversy.* In the event of election controversy, all parties thereto shall submit any written complaint(s) to the National Office through the President and CEO. Said complaint(s) must be postmarked no later than five (5) calendar days following the date of the election in question. In Branches with memberships up to 1000, such complaints must be signed by at least twenty-five (25) members of the Branch in good standing. In Branches with memberships exceeding 1000, such complaints must be signed by at least fifty (50) members of the Branch in good standing.
1. The National Office will institute an investigation into the matter, and should a determination be made that the complaint is frivolous or completely devoid of merit, or that the election result could not have been otherwise even if the allegations alleged are assumed to be true, then the National Office shall within thirty (30) days, or as soon thereafter as possible, dismiss the complaint and inform all parties forthwith that the installation of officers might be held.
 2. Should the National Office be unable to dismiss the Complaint because the charges appear to have merit and as such, the results of the election might have been otherwise had the alleged violations not occurred, then the matter will be referred

to the Chairman of the Committee on Membership and Units of the Association's Board of Directors, who will designate a Hearing Panel.

3. Pending resolution of the dispute, the officers whose terms were to have expired with the new election, will continue to function.

n. *Authority of the National Office.* The National Office shall have authority to intervene at any time during the three-month period leading up to the Branch election. Such authority includes suspending the process and instituting corrective action to ensure that the rights of all members are protected.

3. (Voting for Members of the Association's Board of Directors at Large)
(ABU Article IX 6., p. 79)

The list of candidates for the Association's Board of Directors is mailed out to the Units of the Association by not later than November 1st of each year in accordance with procedures established by the Association's Board of Directors in the NAACP Annual Elections Procedure Manual. The names of the Association's Board of Directors Candidates shall be placed on an election ballot to be voted upon by members of the Branch at the Annual Meeting of the Branch.

ARTICLE X
EXPULSION, SUSPENSION OR REMOVAL OF OFFICERS AND MEMBERS

Members of the Association are encouraged to make every attempt to amicably resolve disputes without the Association's formal intervention. Members should resort to the complaint process under this Article only with respect to matters of significant importance which could not be resolved otherwise. Careful consideration should be given as to whether application of the complaint process would require a disproportionate allocation of scarce Association resources.
(Constitution, Article X 5.)

1. (Branch Failing to Report)

If a Branch fails to inform the Association in writing of its activities or shall fail to maintain a minimum of fifty (50) adult members for a period of four (4) consecutive months, the Association's Board of Directors shall declare any or all of the offices of the Branch vacant and order a new election. Notice of removal shall be sent to the President, Secretary and Treasurer of the Branch and the State-Area Conference by registered mail at their last addresses on file in the Association and shall be published in the official communication organ of the National Association.

Immediately upon the service of notice by the Association, the Officers shall perform no official acts and shall hold all records and monies of the Branch, subject to the disposition of the Association.

2. *(Grounds for Suspension or Other Disciplinary Action)*

When an individual becomes a member of the NAACP, that individual pledges to abide by the rules and policies of the Association and the decisions of the Association's Board of Directors. The Association's Board of Directors, upon satisfactory evidence that an officer or member of the Association, or of a subsidiary Unit of the Association is guilty of conduct not in accord with the principles, aims and purposes of the National Association for the Advancement of Colored People, as set forth in its Constitution, and as defined by the Association's Board or Convention, or guilty of conduct inimical to the best interests of the National Association for the Advancement of Colored People, may order suspension, expulsion or other disciplinary action against such officer or member, after a full hearing if requested by the respondent in accord with the provisions of this Constitution. Any member of the Association who files litigation against the National NAACP or against any of its units without having pursued the remedies within the framework of the Association, shall be deemed as exhibiting behavior not in accord with the principles, aims and purposes of the National Association for the Advancement of Colored People, meriting suspension, expulsion, or other disciplinary actions.

3. *(Complaints)*

A complaint against an officer or member of a Branch of the NAACP may be initiated by any 20 members of the affected Branch and must be signed by such members and forwarded to the National Office and to the attention of the President and CEO as well as State-Area Conference. The National Office may seek input from said State-Area Conference on the complaint. The complaint must include the officer or member's mailing address.

4. *(Authority of National President and CEO)*

Where the President and CEO of the National Office is satisfied that there is danger of irreparable harm to the Association or Unit involved and that immediate action is necessary, he may order an officer or member suspended pending a full hearing if requested by the respondent.

5. *(Notice of Complaint and Right to Answer)*

Upon receipt of the complaint by certified or regular mail, the National Office shall forward a copy of the complaint by mail to the officer or member against whom it has been filed at the officer or member's correct address of record within ten (10)

calendar days of receipt of the complaint. The respondent officer or member shall have fifteen (15) calendar days from the date of the receipt of the complaint to file a written response by certified and regular mail, sent to the attention of the Vice President of Field Operations and Membership Department. The 15-day period shall commence to run from the time service of the complaint is complete. Service of the complaint upon the officer or member shall be deemed complete five (5) days after the complaint was mailed by the Vice President of Field Operations and Membership Department.

6. (National Office Review and Investigation)

The National Staff, upon receipt of the complaint, and the respondent's written response, shall conduct an investigation, render determinations and make recommendations and findings regarding the complaint, when no hearing is requested by the respondent, to the Committee on Membership and Units within ninety (90) calendar days of the respondent's written response. The National Staff shall prepare a record which includes all documentary matters submitted to it. Where a hearing is requested by the respondent, the National Office through the President and CEO or his designee, shall cause a hearing to be held by a panel of three members of the Association's Board of Directors. The panel shall be appointed by the Chairperson of the Board's Committee on Membership and Units. The hearing panel shall convene within sixty (60) calendar days, of the receipt of the complaint or as soon as possible thereafter, and conduct a hearing according to the hearing procedure.

After receipt of the National Staff or hearing panel's decision, the complainant and respondent shall have fifteen (15) calendar days within which to appeal. Notice of Appeal shall be filed with the National Office, by certified and regular mail, to the attention of the Vice President of Field Operations and Membership Department, 4805 Mt. Hope Drive, Baltimore, MD 21215. If an appeal is filed, the National Office shall notify the Committee on Membership and Units within fifteen (15) days. The Committee on Membership and Units will review the findings and conclusions of the National Staff or hearing panel. Upon failure to appeal within a fifteen (15) day period, the complainant/respondent's opportunity to appeal is waived.

Should either party file an appeal to the National Office, the President and CEO or his designee shall cause an appellate hearing to be held by the Association's Board of Directors. The panel shall be appointed by the Chairperson of the Board's Committee on Membership and Units. The hearing panel shall convene within sixty (60) calendar days, of the receipt of the appeal, or as soon as possible thereafter, and conduct an appellate hearing according to procedures.

7. (Hearing Procedure)

The hearing panel shall review the written record and may allow oral argument by the parties or their spokesperson. Based on its review of the record, and oral argument, if any, the panel shall render findings and recommendations in the matter to the Association's Board of Directors. The Board shall affirm, reverse, modify the panel's recommendation, or deny a rehearing. The decision of the Association's Board of Directors shall be final.

Appeals shall be based only on the written record. Appeal hearings will be conducted by a hearing panel which shall be appointed by the Chairperson of the Board's Committee on Membership and Units. The General Counsel or his/her designee shall serve as counsel for the panel. The appellants may be represented by oral argument by counsel or another person of their choosing. The parties may not present documentary evidence or testimony, but rather they may speak only from the written record before the panel.

8. (Notice of Findings and Action of the Board)

Notice of the findings and action of the Board shall be sent to the officer or member by registered mail at his/her address on file in the National Office and, in the discretion of the Association's Board of Directors, published in the official organ of the National Association. Decisions affecting membership shall be forwarded to the National Membership Director.

**ARTICLE XI
SUSPENSION AND REVOCATION OF CHARTER**

The Charter of Authority received by a Unit upon its admission to the Association may be suspended or revoked by the Association's Board of Directors of the Association, whenever the Association's Board of Directors shall deem it in the best interest of the Association; provided, however, that a hearing consistent with Article X, Section 7 on such changes be held. Such charter suspension or revocation shall not invalidate the membership of any member of the Unit in the Association. Notice of the findings and action of the Association's Board of Directors shall be sent by the President and CEO, by registered mail, to the President and Secretary of the Unit, and shall be published in the official organ of the National Association and in a newspaper of general circulation in the jurisdiction where the Unit is located. Upon receipt of the notice by the President or Secretary by mail, publication or otherwise of charter suspension or revocation, the Unit shall cease to function and the officers shall forthwith forward all records, property and monies of the Unit to the Association where the same may be applied in its discretion for the benefit of the community wherein the Unit was located.

Notice of intent to revoke or suspend a charter shall be mailed to officers of the Unit on such terms and conditions as determined by the Association's Board of Directors.

ARTICLE XII INDEMNIFICATION

1. (Persons Covered)

The Association shall furnish all duly elected directors or officers or staff of the Association or its subsidiaries and duly elected or Executive Committee members of Units a legal defense and indemnification against judgments incurred as a result of specifically authorized actions on behalf of the NAACP and its programs.

2. (Limitation; Notice)

This Article shall have no force or effect unless the person(s) affected forwards legal process to the General Counsel or his/her designee within a reasonable time to allow a defense to be made.

ARTICLE XIII AMENDMENT OF BYLAWS FOR UNITS

The Bylaws for Units of the Association, except for State-Area Conferences, may be amended by a two-thirds (2/3) vote of any Annual Convention of the Association provided the proposed amendment be submitted to the Resolutions Committee by the May 1st deadline. The President and CEO shall provide copies of the proposed amendment(s) to all Units at least 30 days prior to the Annual Convention.

1. (Branches May Propose Amendments to the Bylaws for Units)

A Unit may submit proposed amendments to Bylaws for Units of the National Association for the Advancement of Colored People that have been approved by members and signed by the Unit's President and Secretary. (Constitution Article IX 1.)

**ARTICLE XIV
RATIFICATION OF BYLAWS FOR UNITS**

The Bylaws for Units of the National Association for the Advancement of Colored People become effective at Noon, on January 1, 2005, Eastern Standard Time. It supersedes any previous document outlining the policy and procedures of the Association and its subordinate Units and the Bylaws, manuals and other documents duly adopted by the Association's Board of Directors and subordinate to these Bylaws.

**ARTICLE XV
AMENDMENT OF PORTLAND BRANCH 1120B BYLAWS**

The Association Bylaws for Units refer to unit bylaws with reference to discretionary decisions by Units. [ABU Article V 8. a. and 18., Article VI 1. a., Article VII 4. c., and Article VIII 3.]

An amendment to these Bylaws shall be consistent with NAACP Bylaws for Units. These Bylaws may be amended by two-thirds (2/3) vote of members attending a members' meeting, provided that the amendment has been submitted in writing at the previous regular meeting. [*Robert's Rules of Order Newly Revised* (12th Ed.) 56:67, p. 557]

1. (Precedence)

Proposed bylaws and bylaw amendments shall conform to NAACP Constitution, NAACP Bylaws for Units, Branch Articles of Incorporation, and state law applicable to nonprofit public benefit corporations.

2. (Time of Notice)

Written notice shall be provided to each member in good standing, on the day of or before the previous meeting of members.

3. (Written Notice)

Written notice shall include wording of proposed bylaw amendments, and

4. (Verbal notice)

Verbal notice of the date and place of the vote to amend bylaws shall be stated during the previous members' meeting. [*Robert's Rules of Order Newly Revised* (12th Ed.) 44:10, p. 383]

DOCUMENTS CITED

2021 NAACP Resolutions <https://naacp.org/resources/2021-naacp-resolutions>

Bylaws for Units of the National Association for the Advancement of Colored People, 2019, 84 pages. Abbreviated in these bylaws as ABU. NAACP [Website link](#)

Constitution of the NAACP [Website link](#)

NAACP Instructions to NAACP Units for Submitting National Resolutions for Consideration by the National Convention; example for 2022:
<https://naacp.org/resources/submitting-national-resolutions-consideration-national-convention>

NAACP Unit Financial and Bookkeeping Guide of the NAACP, 2018 [Website link](#)

Oregon Revised Statutes Chapter 65 – Nonprofit Corporations 2021 Edition, Abbreviated in these bylaws as ORS 65. State of Oregon [Website link](#)

RESOLUTION of Portland Branch 1120B

Resolution 1 – Quorum for general membership meetings, June 26, 2021

Robert's Rules of Order Newly Revised (12th Ed.)

Adopted December 17, 2022

NAACP Portland Branch 1120B prepared these bylaws through a Bylaws Special Committee formed under President Sharon Gary-Smith in June 2021. Committee members were Michelle DeShazer, Ona Harshaw, and Beth Woodward. For information about this process and records, contact current officers of the Branch.