



STANDING RULES for COMMITTEES

Adopted by the Board of Directors on December 5, 2022

This document shows the Standing Rules (SR) for committees as they correspond to the Southeast Uplift Bylaws.

BYLAWS ARTICLE VII: COMMITTEES

Section 1. Establishment of Committees

The Board may establish standing and ad hoc committees, as it deems necessary and desirable. Upon establishment of any committee, the Chair, with a vote of approval of the majority of Directors present, shall identify the charge of the committee scope, purpose, authority, duties, members, and quorum requirements.

The Board may designate committees that are advisory to the Board or that exercise the authority of the Board. Advisory committee recommendations and decisions must be presented in a timely manner and ratified by a majority of the Executive Committee or Board.

SR VII.1.1 Purpose - Standing Rules for Article VII: Committees of the Bylaws shall be adopted, amended, or repealed by resolution of the Executive Committee or the Board.

SR VII.1.2 Establishment – A completed Proposed Committee Charter form for every proposed committee shall be submitted to the Executive Committee for review and shall identify at a minimum the charge of the committee scope, purpose, type (executive, board or community / ad hoc or standing), authority (executive or advisory), responsibilities, initial members and leadership, and any quorum requirements. After reviewing the form, the Executive Committee will determine whether to request more information, deny or put the Proposed Committee Charter on a general Board meeting agenda for consideration and decision.

SR VII.1.3 Dissolution – With the exception of the Executive Committee, the Board may dissolve a committee with the vote of the majority of Directors present at a regular Board meeting.

Section 2. Executive Committee

The Chair, Vice-Chair, Secretary, Treasurer, and immediate Past Chair shall constitute the Executive Committee. If the immediate Past Chair is unable to serve for any reason, the Board, by the affirmative vote of a majority of all of the Directors in office, shall choose a fifth member from previous board officers. The Executive Committee shall have the authority of the Board of Directors to make decisions on emergency and routine business items and shall report all actions and decisions to the Board. The Board can modify or reverse the decision of the Executive Committee upon a majority vote of the Directors in attendance and voting at a regular meeting, provided a quorum is present. Other routine business of the Executive Committee shall include but not be limited to:

- A. Proposing board agenda;
- B. Reviewing and making recommendations to the Board on finances and budgets, contracts, program implementation and modification, and policy formulations or amendments to past policy statements;
- C. Hiring the Executive Director;
- D. Establishing rules of conduct, and policy guidelines.

Section 3. Board Committees

Board committees are comprised primarily of SE Uplift Directors. Board committees may include a Nominating Committee, Board Development Committee, Finance Committee, and others, as the Board deems necessary. Board committees must have at least two Board members and are advisory to the SE Uplift Board of Directors.

SR VII.3.1 Board Committee Members— After establishment, Board committees may make changes to their membership and leadership with a vote of approval of the majority of Directors on the committee present at a committee meeting. Board committees must have at least two Directors and be comprised primarily of Directors.

SR VII.3.2 Board Committee Leadership - The committee Chair must be a Director.

SR VII.3.3 Committee Charge or Scope Changes - Proposed changes to a committee charge or scope shall be submitted to the Executive Committee for review and approval.

Section 4. Community Committees

Community committees are comprised primarily of community members elected by their neighborhood association or other organization. Each organization is eligible to have one voting member on each community committee. Community committees are advisory to the SE Uplift Board of Directors.

SR VII.4.1 Community Committee Members – After establishment, Community committees may make changes to their membership and leadership with a vote of approval of the majority of voting members present at a committee meeting. Community committees must have one Board Director or SE Uplift staff as a member. Community committees may include community members at-large but must be primarily comprised of members elected by organizations. All membership changes shall

be communicated to the Executive Committee within three (3) business days (indicating the members name, whether the member is at-large or has been elected by an organization and if the member is a voting member) and updated by the Executive Committee in a SE Uplift committee roster.

SR VII.4.2 Community Committee Leadership - The Chair may be any voting committee member.

SR VII.4.3. Committee Charge or Scope Changes - Proposed changes to a committee charge or scope shall be submitted to the Executive Committee for review and approval.

Section 5. Minimum Committee Responsibilities

All committees shall report their progress regularly to the Board and submit proposals for Board approval or action as necessary. All committees shall provide minority positions an opportunity to be present at the Board meeting at which the proposal will be submitted and to present a minority report that complies with the Office of Community & Civic Life's guidance on minority reports, with the exception of the notice, agenda, meeting minutes, and public meeting and records requirements for committees without executive authority. The Board and its committees must abide by the committee charge, Oregon Statutes, and ONI Standards relative to public meetings and public records as applicable.

SR VII.5.1 Board Proposals – All committees shall submit for Executive Committee review a written proposal for the Board which shall identify at a minimum the purpose and goal of the proposal, the actions and resources necessary to accomplish the proposal, and any deadlines or associated timelines. After reviewing the proposal, the Executive Committee will determine whether to request more information or place the proposal request on the agenda at a regular Board meeting. All proposals shall be limited to 10 pages or less. The proposal shall be submitted to the Board Chair at least seven (7) days prior to the deadline for publishing the Executive Committee agenda for which the proposal is requested to be reviewed. If there is an urgent matter or time constraint, a Board Committee, with notification to the Executive Committee, may submit a proposal directly to the Board.

SR VII.5.2. Minority Reports – Committees who comply with Section 5 of the bylaws, shall have the opportunity to submit a minority report. The report shall be limited to 5 pages or less. The report shall be submitted to the Board Chair at least five (5) business days prior to the deadline for publishing the Executive Committee meeting agenda for which the report is requested to be reviewed. If there is an urgent matter or time constraint, a Board Committee minority position that has complied with Section 5 of the Bylaws, with notification to the Executive Committee, may submit a proposal directly to the Board with the majority position.

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