



CAT Board Agenda
COMMUNITY ALLIANCE OF TENANTS (CAT)
December 12, 2022
8:00 PM - 8:30 PM

8:00 Welcome

Board role: Agenda approval and ground rules review

8:05 Approval of November 2022 minutes

8:10 Board introductions. check-ins and staff introductions
Check-in Question

*8:15 Treasurer election

Board Role: Listen, nominate and vote

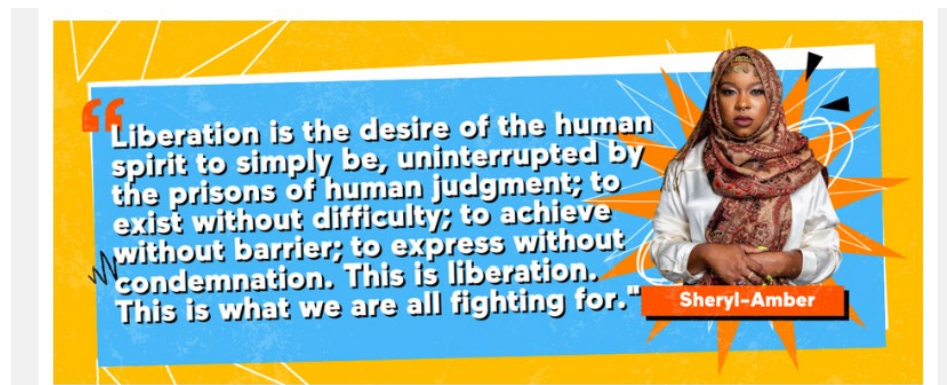
8:25 Set annual calendar Board.

Board Role: Discussion

8:30 Adjourn

*These are action items

.



Courtesy of CPD

**Community Alliance of Tenants
Board of Directors
Monday, November 28th, 2022
6:00-8:00 pm**

Present: Claire Rudy Roster (President), Alex Rhodes (Vice President), Delfina Andrade (Secretary), Janet McGee (Board member), Amanda Cafall (Board member), Musonda Mwangi (Board member), Kim McCarty (Executive Director), Elaine Zevenbergen (CAT Finance and Administrative Director), Jennifer de la Mancha (Southern Oregon Bi-lingual Organizer), Alexis Ames (Southern Oregon Organizer), Ivonne Rivero (Spanish Translator), and Tony Ande (Financial Consultant), and Crystallyn Black (potential Board member).

Absent: Mae Rogers (Board member). Meagham Ande (Development manager)

6:05 pm: The meeting was called to order by President Claire Foster. There was a quorum, and therefore Board members were able to vote on items as appropriate.

6:10 pm: Approval of September 2022 Board minutes. Musonda Mwangi moved to approve minutes as presented; Vice President Alex Rhodes seconded. Motion passed.

6:15 pm Check-in: The attendees introduced themselves and answered the **Check in question: How are you affected by the snow?**

6:25-6:40 pm. Finance Committee presentation Tony Ande was introduced as a consultant helping to coordinate recruiting a new Finance director as well as also an audit firm for CAT. Tony gave a presentation of the roles and reasons to have a Finance Committee (see Presentation in Board packet). At the last meeting, the Board voted to form said committee, although it is not required by the by-laws. Tony encouraged the Board to elect a Treasurer.

6:45 pm. Approval of Treasurer: Board discussed whether to have a Treasurer position on the CAT Board. Alex Rhodes made a motion, and Amanda Cafall seconded it; motion carried. President Foster asked members to think about who they would want to nominate as a treasurer for the next meeting, as this would be part of the agenda.

6:50 pm: Schedule for next Board meeting: A discussion ensued as to when the next Board meeting should be. Traditionally, it is scheduled on the 4th Thursday of the month, which would be December 26th, 2022, but there was a general consensus that this isn't feasible. Therefore, it was decided to move the Board meeting up to Monday, December 12th.

7:00 pm: Biobreak

7:05 pm. Finance Director recruitment process: Executive director Kim McCarty asked the Board to choose how they wanted to recruit a new Finance and Administrative Director. She said we can either keep this in-house or use a recruitment firm. Kim researched several employment firms and found out the typical price was **\$25,000**. Board members felt this was too expensive and that we should retain this recruitment in-house with the help of our consultant, Tony Ande. Musonda also mentioned that we could also have more control over selecting someone who will jive with CAT's culture and ethics.

Amanda asked if we could recruit out of state; Kim responded that since this a remote position, we can search nation-wide; in addition, CAT already has several people working outside the state of Oregon. Kim also noted that the job description is still in the process of revision, but it will be posted next week for internal candidates.

Alex said he was really interested in the interview process and hoped it could be an in-person collaborative event.

7:10 pm: FY21-22 Audit process: Kim, Elaine and Tony are working on a request for proposal to send out to various CPA firms to prepare audited financial statements and perform an independent audit review. Once we receive the proposals, the Finance Committee and/or Board as a whole can evaluate proposals; then it is the Board's responsibility to select an audit firm.

7:20 pm. Strategic Plan Implementation: Kim said that CAT members adopted the Strategic plan at the October 2022 Member Meeting; now we need to begin implementation phase. Kim reviewed the CAT Organizational Chart with the Board. Implementation will require more staff, particularly with tenant education, organizing and advocacy skillsets. We will be holding trainings for personnel in hotline and organizing work next year. We may need more managers in all departments; in particular an office manager is needed in the Finance/Admin department. We are also looking at ways to streamline and make financial processes more efficient, by incorporating our payroll and timesheet systems into the accounting software (Abila MIP). We also need to continue to expand our services in Washington and Clackamas County. We may need in-house staff to work on communications, write tenant advocacy policy and procedure manuals. The development manager is working to develop more grant resources and expand the ones we already have. Alex asked if there is room for career growth in the organization; there is, but there are some constraints, as the Union has only recognized certain job categories. The plan also includes expanding legal referrals across the state as well as the Tenant Protections Team program. We also need to enhance our contact and support with our member base.

7:35 pm. Announcement: Interview Volunteers Needed: Lynne Salcido, Accounting Manager popped on the meeting to recruit a Board member for interviewing our Finance & Administrative Coordinator candidate, Steven Mitchel. Foster graciously volunteered. The interview panel will consist of 5-6 people who interview the candidate. Lynne will set up the interview in the next few weeks.

7:40 pm Financial statement presentation: Finance and Administrative Director Elaine Zevenbergen presented the **October 2022** Income Statement and **FY22-23** cash flow projections. Revenues and expenses are what is about expected for the first 4 months. Contract services is a bit high, but that is because we have had several contractors working for us in the Finance, Communications, Organizing and Tenant Education Departments. Cash flow is a little low, but we should be getting a lot of money in the door from pending invoices **from July-October 2022.**

7:55 pm. Program Updates: Kim highlighted a few items from the program report in the Board packet. The Tenant Assembly is happening in Southern Oregon this Saturday, December 4th, 2022 at the Rogue Valley Action Center. People from seven different tenant-related organizations will be at this event, either in-person or virtually via Zoom. It is hoped that we can recruit some members from Southern Oregon for the OHCS cohort program. Kim is also asking if the any Board members would like to volunteer to be part of the Finance Director recruitment process.

Work is continuing on the Policy Committee. Members want to a much lower cap on base rent (1.5-3 %), and maybe not include Consumer Price Index increases, if we can. Other suggestions were to cap the total rent at 10% a year.

8:05 pm. The Board will table the annual meeting schedule for the next Board meeting. President Foster adjourned the meeting.

November 2022 Board Blurb

Hotline

In the month of November, we completed 223 hotline calls across the state.

Issue	Number
Repairs - Essential Service	54
Rent Increase	46
Repairs - Other Repairs	102
Termination/Eviction - No cause	56
Lease Questions	97
Deposit returns/billing	112

Race	Percentage
White (HUD)	58%
Black, African American, or African (HUD)	25%
American Indian, Alaska Native, or Indigenous (HUD)	12%
Client refused (HUD)	2%
Asian or Asian American (HUD)	1%
Data not collected (HUD)	0%
Native Hawaiian or Pacific Islander (HUD)	0%
Hispanic/Latinx	18%

Events:

No events in November.

Tenant Protections Team (TPT)

TPT Talks:

11/30/22 Getting ready for cold weather: 6 in Zoom (not CAT staff). 90 people reached, 46 views. Languages: ASL & English

Most tenants were provided services with Vietnamese language support. Tenants needed the most help with eviction & rent increases.

IRCO- 8 referrals.

APANO- 14 referrals.

Livestream Sessions (Vietnamese language):

- Stories and law applies. livestream: 7 lives, 2 in phone conferences, 60 views
- Getting ready for cold weather: 13 lives, 104 views

25 referrals to Troy.

SEI- 10 referrals. No workshops.

CAT- 13 referrals.

October 2022 Board Report Organizing and Communications

Organizing

- Each organizer has been tasked with recruiting a small regional cohort to kick-off in November/December.
- The Organizing and Education staff have identified continued relationships with the Prescott Tenants Union, Ludon, Woodspring LIHTC, and True Holdings
- Two of the Portland Rental Services Commission members are also associated with CAT.
- Cancel the Rent meeting will only meet on the 1st Saturday of the month.
- OHCS is working with a preservation buyer for Orchard Park the expiring LIHTC in Salem.
- Planning gift distribution.
- CAT participated in the joint Tenant Assembly December 3rd. Over 100 people attended and 250 were registered.

Development

CAT has applied for a general grant from Myer Memorial. CAT received a training grant from Myer Memorial.

Year-end appeal to our major donors.

We are raising funds for the development of a legal services program.

We are applying to resources to support metro area organizing around environmental justice issues.

Policy

- Policy Committee choose to focus on reform of SB 608 to address inflation, relocation and no cause evictions and a strategy to address the needs of tenants in low-income housing. Second strategy is starting Rental Registration, and return of SB 608 provisions that are important to preventing eviction. For everything a focus on policy that will equitably reach Black, Indigenous and Immigrant and Refugee households is critical.
- CAT is meeting with Fair Shot, the Housing Alliance, Stable Homes and other coalitions on these and other housing policies. The website has been updated with a campaign webpage and Every Action letter.
- A social media awareness campaign was started to bring awareness to the increase in the rent cap to 14.6%.
- Staff have educated policy makers regarding the impact of expiring LIHTC and MULTE projects.
- Staff have been advocating for more rent assistance, reduced application barriers, better eviction prevention policies.

Staffing:

- Member Services Support Specialist- this position is on hold pending resources
- Multnomah County Organizer – this position is canceled pending resources
- Mid-Valley Organizer position has internal candidates that are being interviewed.
- Southern Oregon hotline specialist on hold pending resources

CAT Action Fund (C4)

- The CAT Action fund board supported Kotek, McCleary, Hardesty, and Golden, Morales, Meek, Ruiz and Sollman
- CAT Action confirmed new board members Kat McKelvey, and Meg Olson.

Communications

- Education announcements regarding the expiration of eviction laws and allowed rent increases for 2023
- Here is a link to [CAT in the news](#).
- Calculate your rent calculator on social media.
- CAT promoted Welcome Home and ROC organizing regarding the Portland Housing fall bump hearings.

Strategic Plan

October 2022 Board Report Organizing and Communications

- The Strategic Plan was presented at the Member meeting and adopted by the board in October
- Staff Safety Plan is incomplete
- The Workplace Culture and Racial Equity Assessment was shared with the board in October after translation and endorsed. CAT received funding from Meyer to implement some of the Transformative Justice recommendations.

Membership Services

- Member to Member meeting on the Second Saturday of each month will be assisted by Jensi and is on hold until January
- PSU Student volunteers are on hold because the main professor that offers volunteers is on an extended leave.
- Membership Services Assistant applicants are being sought.
- Membership module may be added to Every Action

Union Negotiations

CAT and CLU have reviewed all articles. CAT has shared their response to the financial article. CAT and CLU have agreed to meet more frequently. A majority of the articles are with CLU.

Calendar

November

~~Tenant Assembly planning~~
~~CAT fundraising appeal letter~~

December

Finance Director Search
Regional Cohort announcements
~~Tenant Assembly December 3rd~~
Winter Break
Regional Cohort kickoffs
Make grants to tenant advocate organizations
~~Tenant Assembly planning~~
Strategic Plan implementation strategy
Board Editorial-in progress wait until after elections to release it
Regional Cohort announcements

January

Mid-West Academy Training
Rent Well Training
Advocacy Training
Fair Shot Assembly January 14th
Abila payroll system kick off
Annual Report FY 2021
Mid-year operation grant requests

February

Legislative Session Kick Off
Lobby Day?
Distribute cohort equipment

October 2022 Board Report Organizing and Communications

March

Contract amendments
Grant Applications

April /May/June

Support OHCS budget

Management Overview

- Future projects
 1. Bylaw review
 2. New programming proposals
 3. HMIS and Every Action integration
 4. Further expansion of hotline hours
 5. Legal Advocacy program
 6. Resource development goals
 7. Transition to Abila for payroll
 8. Internal Audit
- CAT Morale?
 - There is a focus on training and we are seeking funding for training. We need more in person gatherings/work and resolution of the office issue. The all staff gathering went well.
- Workplan performance?
 - The education department is nearly fully staffed and training is close to completion.
 - The Tenant Protection Program is making progress.
 - Cohort kick off will happen soon.
 - The finance department is making progress with accounting clean ups.
- Which projects need a little help?
 - CAT needs to recruit for the C4 and C3 boards.
 - We need to keep projects closer to the mission.
- Progress on workplan?
 - Implementation of the strategic plan will start in November
- Challenges
 - We believe that we met or exceeded all deliverables in FY 2021. But, staff absences, understaffing and use of contractors has caused problems with billing that we did not understand until June. This issue has also cause overwork for some. We are working to improve our billing process, and communication of deliverables to make it clear to our funders that we are performing as required. We have funding for new legal service planning.
- What are some things you'd like to highlight in your department in terms of upcoming activities, projects, events, campaigns, etc.?
 - CAT's policy campaign was adopted by Fair Shot.

October 2022 Board Report Organizing and Communications

- Member Meeting continues to involve a diverse set of voices and languages. This year we supported people who speak Spanish, Vietnamese, Eritrean and Ethiopian languages and ASL.

Media

Foster and Kim along with Sam Diaz director of 1000 Friends of Oregon and Steve Messinetti head of Habitat for Humanity have an op-ed out in the Oregonian about not sacrificing our Urban Growth boundary that helps preserve things like farms to increase our housing stock. Here's the piece: <https://www.oregonlive.com/opinion/2022/12/opinion-undoing-urban-growth-boundary-isnt-the-answer-to-our-housing-crisis.html>

The Tenant Protection Ordinance meant to curb some of the uptick in tenant harassment by landlords has been slow to be brought out for a vote by Portland Housing Commissioner Dan Ryan. Oregonian reports here: <https://www.oregonlive.com/business/2022/12/portland-housing-board-recommended-tenant-harassment-ordinance-months-later-activists-say-its-stalled.html>

Bend Bulletin has a new series detailing the stories of homeless folks in Central Oregon: https://www.bendbulletin.com/meet-the-real-people-in-central-oregons-homeless-crisis/collection_55416efc-8099-11ec-acd0-87a662de2c73.html

Community Alliance of Tenants Department Manager Reports- Finance and Administrative

12-8-22

Purpose: These are to be used for management meetings and board reports for the board of directors. This is to help consolidate information the amount of report out to make life a little easier for managerial staff. The idea behind this template is that you fill it out twice a month for management team meetings and the latest one will be used for the board meeting.

Questions to answer:

- How are staff doing in your department?
 - What is their morale like?
 - What is their performance like regarding achieving workplan goals for the year?
- How are you doing on completing your workplan?
 - What projects are going well?
 - Which projects need a little help?
 - Where would you say you are in completing your whole workplan?
 - What elements of your workplan would you like to highlight?
- How is fundraising going for your department?
 - What deficits remain in which departments?
 - What are we doing to address those deficits if applicable?
 - What applications and reports are due in the next two weeks?
- How are you doing in maintaining your budget?
 - How is spending in your department? On track, accelerated or slow-going?
 - If applicable, what needs to be adjusted to help bring your spending back on track?
- What are some things you'd like to highlight in your department in terms of upcoming activities, projects, events, campaigns, etc.?

STAFF CHECK IN

On a scale of 1 to 10, how would you rate morale for your staff? (1 being poor, 10 being awesome!)

1	2	3	4	5	6	7	8	9	10
---	---	---	---	---	---	---	---	---	----

What's the story behind selecting your answer? (Feel free to add any important details that will help us understand as to why morale is the way it is!)

Steven, Elaine and Lynne are continuing adjustments and reconciliations for the fiscal year FY21-22 (as well as keeping up with FY21-22), in preparation of our first financial audit. Our goal is to get the balance sheet items reconciled by the end of this month (that would be accounts receivable, accounts payable, cash accounts, etc.)

Kendra is ensuring we have all records in good order and that all are complete for both current and past employees for the upcoming audit. She is also working with our HR firm to streamline policies and create forms for managers for better managing their departments.

Meaghann has amended the OHCS expansion grant, as far as Scope of Work and budget; Kim and Elaine just need to give it a final review.

What is performance like with regard to achieving workplan goals for the year?

Behind, need support	Behind, but have a plan	No opinion, really	On track	Ahead of Schedule
----------------------	-------------------------	--------------------	----------	-------------------

WORKPLAN CHECK IN

How far along are you in completing your workplan for the year? 0-100%

What are the top three workplan items that are going the best?

- (1) **General financial operations and accounting records for FY22-23:** Financial Operations continues to go smoothly. We will be streamlining timesheets and payroll by incorporating these into our accounting software as well as automating cost allocations by funder, site and department – We will be meeting with our Abila accounting software rep and working with him to hopefully be finished with software conversions and staff training by the beginning of **2022**.
- (2) **Human Resources and Payroll:** Monthly Payroll processing and timesheet submittal are going very smoothly. New hire orientation and separation of departing employees is going relatively well, although Kendra continues to work on streamlining these Offboarding/Onboarding processes so they are more effective and efficient. Steven has been working with our payroll provider to revise payroll for multi-state payroll taxes and worker's compensation.
- (3) **Development:** Meaghann Ande is working on fundraising opportunities as delineated in the fundraising section below, with a focus on private foundation grants. As mentioned above, she is working on a fundraising plan for the new year. She is also working on getting the C4 entity up and running and is recruiting new candidates for both the C3 and C4 Boards.

What are three workplan items that need some more attention to get/stay on track?

- (1) **FY 21-22 Abila reconciliations and cleanup:** Lynne and Elaine are still working on reclassing expenditures and adjusting releases from restrictions for private grants for the upcoming financial audit. We still about **6** grants to cleanup, which takes a lot of time. We are current on all electronic filing for accounts payable, accounts receivable grants, Pex debit accounts and other audit-worthy documents for **FY21-22. Trying to get this done by 12/31/22.**
- (2) **Financial policies and procedures:** While these were revised in March 2022, there is still more work to improve this manual, and put in more details on actual procedures.

Are there any unfunded projects in your work plan/task list right now that we need to develop a plan for funding and/or strategically letting go?

Yes

No

It will be necessary fundraise at least **\$400,000** in order to meet current budget goals; Meaghann is actively pursuing. In addition, it is the hope that we can also get more administrative help in the Finance and Administrative Department, as well as Organizing Manager for the Organizing and Policy department, to assist the director in administration and management of Organizing employees; however, this will require additional fundraising as well.

Any highlights about your workplan that you'd like to share?

Thanks to work on November 2022 transactions by our Accounting Manager Lynne Salcido, Elaine was able to produce financial reports earlier than ever (in less than 10 days from month end)!!! This means we will be able to generate invoices through November 2022 by end of this month.

FUNDRAISING CHECK IN									
<i>How are you doing with raising the funding needed in your department? (1-10, 1 being poor, 10 being awesome)</i>									
1	2	3	4	5	6	7	8	9	10
What funding opportunities are you waiting to hear back from: We are waiting to hear back from Home Forward for a renewal of the Housing Choice Voucher program for calendar year 2023.									

What funding opportunities do you have your eye on?

We will also be aggressively pursuing Oregon Community Foundation, Start Small, and Kaiser Foundation for private grant monies for **FY22-23**.

What funding opportunities are you pursuing right now and for what purpose?

See above.

BUDGET CHECK IN

How are you doing with spending? Are you accelerated? On track? Slow-going?

Accelerated (for revenues)

On Track

A little Slow-Going (for both expenses and revenues)

What's the story behind your selection?

Net income as of **November 30th, 2022** is **\$10,849** with unrestricted funds only, and **\$301,424** with restricted funds.

We have earned **46 %** of revenues. The bulk of the revenues was primarily from government contracts with Multnomah County, Oregon Housing and Community Services, Portland Water Bureau, and Portland Housing Bureau (**\$1,026,686**), as well as from private funds from Oregon Community Foundation, Meyer Memorial Trust, Oregon Consumer Justice, Unite Oregon and Right to the City (**\$290,575**).

Expenditures were **\$1,113,172**, representing **36%** of budget. The majority of the expenditures is for personnel (**\$793,254**), and contract services (**\$126,895**). Contract services consists of services provided by Robert Half temps for Communications, Accounting, and Tenant Education, as well as for an independent lobbyist and policy researcher.

Cash flow is much better than November at **\$309,796**; we are still waiting on payments from Multnomah County and are catching up on billing OHCS, Multnomah County, and Portland Housing Bureau through **November 2022**, so we should hold a much better position by January 2023.

Cash flow is estimated to be **(\$117,011)** by **June 30th, 2023**, so we will need to either fundraise for that or cut expenses. Part of it should be made up from additional OHCS monies, as well as funds applied for this fall from private foundations.

CAT Cash flow FY22-23

	Dec-22	Jan-23	Feb-23	Mar-23	Apr-23	May-23	Jun-23
Beginning bank balance 12-8-22	309,796	358,579	308,024	256,564	218,715	199,570	96,899
Revenue							
Portland Housing Bureau 22-23	69,656	45,000	45,000	45,000	45,000	55,000	
Oregon Housing & Community Service	424,030	151,000	130,000	130,000	130,000	52,979	
Multnomah County 22-23 CDBG	4,519	2,671					
Multnomah County CARES 22-23	58,448	10,924	8,823	12,300	9,505		
Portland Water Bureau FY 22-23	1,677	1,600	1,600	1,600	1,600	1,600	1,340
Washington County			7,368		7,000		7,000
Events (Gala)							20,000
Individual Donations/Contributions	3,000	3,000	3,000	3,000	3,000	3,000	3,000
Membership Dues	1,250	1,250	1,250	1,250	1,250	1,250	1,250
Total Revenues	562,579	215,445	197,041	193,150	197,355	113,829	32,590
Expenses							
Personnel (salaries, payroll taxes, ben)	160,000	160,000	160,000	160,000	160,000	160,000	160,000
General operating	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Marketing/Communications	1,000	1,000	1,000	1,000	1,000	1,000	1,000
Legal fees (LASO)	2,500			2,500			2,500
Tenant emergency assistance (OCF)		10,000	10,000	10,000			
Statewide support for TLC members		10,000	10,000	10,000	10,000	10,000	
Computer Equipment and accessories		2,000	2,000	2,000			
Upward Technology	3,000	3,000	3,000	3,000	3,000	3,000	3,000
Development costs	1,000	1,000	1,000	1,000	1,000	1,000	1,000
Staff trainings		5,000	5,000	5,000	5,000	5,000	5,000
Telecommunications	3,500	3,500	3,500	3,500	3,500	3,500	3,500
Accounting and audit fees			20,000				
Praxis Communications Contract	3,000	3,000	3,000	3,000	3,000	3,000	3,000
Tenant education contractor	6,000	6,000	6,000	6,000	6,000	6,000	6,000
Contract Lobbyist	4,000	4,000	4,000	4,000	4,000	4,000	4,000
Program expense - PHB passthru to partners		37,500					37,500
Total Monthly expenses	204,000	266,000	248,500	231,000	216,500	216,500	246,500
Ending balance, xx/31/22-23	358,579	308,024	256,564	218,715	199,570	96,899	(117,011)

OREGON Community Alliance of Tenants
Statement of Activities FY22-23
as of November 30th, 2022

	Nov-22	Unrestricted FYTD	Restricted YTD	Total	FY 22-23 Budget	% Actual to Budget
Government Contracts	181,377	1,026,686		1,026,686	2,554,690	40.19%
Foundation Revenue (privat	1,749	18,804	290,575	309,380	373,334	82.87%
Justin Buri Donations	25	129		129	5,000	2.58%
Contributions	1,451	9,848		9,848	50,000	19.70%
Member Dues	492	2,669		2,669	15,000	17.79%
Event Income (Gala)	-	-		-	20,000	0.00%
Event Income (Other)	-	1,250		1,250	2,000	62.50%
Fee for Services (C4)	5,262	7,341		7,341	80,000	9.18%
Other Income	3,349	57,994	-	57,994	7,000	828.49%
TOTAL REVENUES	193,705	1,124,721	290,575	1,415,296	3,107,024	45.55%
Salaries	125,129	622,258		622,258	1,737,757	35.81%
Employee Benefits	23,074	113,766		113,766	299,581	37.97%
Payroll Taxes	6,887	57,230		57,230	173,776	32.93%
Program Expense	-	-		-	75,000	0.00%
Building Leases	3,911	19,557		19,557	40,000	48.89%
Legal & Legal Aid Fees	5,005	19,195		19,195	57,500	33.38%
Lobbying	4,000	8,000		8,000	-	0.00%
Accounting Fees		150		150	20,000	0.75%
Event Expense		740		740	6,500	11.38%
Telecommunications	3,565	17,599		17,599	23,871	73.72%
Software Purchase	2,899	26,555		26,555	49,992	53.12%
C4 expenses	5,262	7,341		7,341	80,000	9.18%
Local Travel		213		213	10,000	2.13%
Meeting Meals	86	2,073		2,073	3,000	69.10%
IT services	2,912	20,903		20,903	43,680	47.86%
Translation	50	2,979		2,979	35,000	8.51%
Leadership Develop/Staff training		5,700		5,700	14,000	40.71%
Office Supplies	583	2,937		2,937	9,000	32.63%
Other travel		12,872		12,872	31,000	41.52%
Payroll Services	251	5,837		5,837	3,000	194.58%
Gift Cards	292	2,077		2,077	7,500	27.70%
Postage & Delivery	135	2,118		2,118	3,000	70.59%
Other Contract Services	15,630	126,895		126,895	107,000	118.59%
Conferences & Training		1,708		1,708	3,000	56.93%
Equipment Purchase		2,146		2,146	10,000	21.46%
Printing & Copying	41	1,922		1,922	10,000	19.22%
Tenant Assistance Fees		3,899		3,899	30,000	13.00%
Stipends for TLC members, interns		-		-	55,000	0.00%
Repairs & Maintenance		-		-	1,000	0.00%
Advertising		180		180	3,000	6.00%
Dues & Subscriptions	460	870		870	4,000	21.75%
Utilities	435	2,173		2,173	4,500	48.29%
Insurance Liability D&O		-		-	1,900	0.00%
Insurance - General Liability		3,249		3,249	7,000	46.42%
Insurance - Workers Comp		439		439	2,000	21.96%
Finance Fees	38	1,108		1,108	3,000	36.94%
Equipment Rental (copier)	244	1,221		1,221	4,000	30.52%
Childcare		360		360	1,000	36.00%
Development Expenses		776		776	42,000	1.85%
Communication Expenses	979	11,559		11,559	60,000	19.27%
Misc Expense	353	2,028		2,028	21,467	9.45%
Interest Expense (Line of cre	688	3,241		3,241	2,000	162.03%
Vacation Expense		-		-	10,000	0.00%
Board Meetings		-		-	2,000	0.00%
TOTAL EXPENSES	202,909	1,113,872	-	1,113,872	3,107,024	35.85%
Increase in Net Assets	(9,204)	10,849	290,575	301,424	0	

Roles and Responsibilities of Nonprofit Boards¹

Principal Role: Stewardship

1. Ensure that the organization is operated for charitable purposes, not for private benefit.
2. Ensure that the organization's assets/funds are held "in trust" for use in meeting its charitable mission and used effectively.

Basic Requirements:

1. Active Participation – The board cannot fulfill their legal responsibilities without being active participants in the management of the organization.
2. Informed Participation – The board must ensure that it has enough information about the operations of the organization to determine if it is being operated in ways that fulfill its mission and are fiscally responsible.
3. Loyalty – The board must be focused on promoting the health and well being of the organization, not any private interest. All potential conflicts of interest must be disclosed. Great care must be taken to ensure that any transaction between the nonprofit organization and board members and their families and businesses, are "fair and reasonable," that there is full disclosure, and that the transaction is "clearly in the best interest of the charity." (pg 6)
4. Obedience to the Organization's Governing Documents – The board must adhere to the Articles of Incorporation and the Bylaws, as well as all relevant state and federal laws. The board should also be thoroughly familiar with all other policies established by the board to govern the organization and adhere to those.
5. Due Care – Make decisions and carry out actions for the organization with "the care an ordinary prudent person in a like position would exercise under similar circumstances." (pg 5)

Other Basic Duties:

1. Ensure that complete and satisfactory records are kept, as required by law. This includes up-to-date Bylaws and Articles of Incorporation (reflecting the current activities and mission of the organization), board meeting minutes and records of all actions taken by board committees.
2. Ensure that financial records and accounting controls are adequate. This includes approving an annual budget, regularly reviewing income and expense statements that include a comparison with the budget, and balance sheets. For large organizations

¹ The information on basic roles and responsibilities of board members is drawn from *A Guide to Nonprofit Board Service in Oregon*, a publication of the Oregon Attorney General's office. All quotes are from that publication. For more detail on the basic legal requirements, see that publication. Legal requirements in other states may vary some, but are generally very similar, since much of this is based on federal requirements.

and those owning property, the board should have an audit, done by an independent auditor, that meets all audit requirements by agency funders to review annually. The board should have a face-to-face meeting with the auditor as part of this review.

3. Ensure that financial resources are used well to meet the mission and goals of the organization, and invested prudently. This requires creating and regularly reviewing a set of policies to govern spending and investment.
4. Ensure that all funds are spent consistent with any requirements of particular funders.
5. Ensure that fundraising for the organization is done in responsible ways.
6. Hire and set the level of compensation for the chief operating officer (often called an executive director). Periodically (at least annually) do a formal review of the CEO's performance. This review should include a process for getting input from staff. Take disciplinary action up to and including firing the CEO if that is necessary for the health and well being of the organization.

Conflicts of Interest

As noted under "loyalty" above, it is very important that board members act clearly in the best interest of the nonprofit organization and not in ways that instead benefit themselves, their families or their businesses when they transact business for the organization. For that reason:

1. A written policy should be established for dealing with conflicts of interest. Such policies should, at minimum, define conflict of interest in ways consistent with state law, require disclosure of financial interests, and require that board members withdraw from discussion and voting on any issue where there is perceived to be a conflict of interest. The board could also require that any transaction that benefits a director be approved by greater than a majority vote. Some organizations require an annual disclosure by board members of any business involvement with the nonprofit.
2. Loans from the organization to a board member are prohibited except in one very limited instance (see page 7).
3. Directors are restricted from pursuing as individuals (or businesses) a business opportunity that is "available to and suitable for" the nonprofit unless the nonprofit has decided not to pursue the opportunity and conflict of interest procedures are clearly followed (see page 7).

Liability of Board Members

Board members are legally responsible for the nonprofit on whose board they serve. That said, they are provided by law with "qualified immunity" (pg 12) from lawsuits directed at the organization. This protects them from being sued by an outside, third party who claims to have been damaged in some way by their dealings with the organization. They can, however, be sued for "gross negligence, willful or fraudulent acts" (pg 12). For this reason, many nonprofits indemnify their directors in their governing documents and/or purchase directors and operators insurance.

What Board Members Should Expect

Certain kinds of support by staff are required for board members to be able to fulfill their duties. Board members should expect, and insist on, the following:

1. An orientation for new board members to the history, mission, goals, structure and budget of the organization and to the expectations of board members, including copies of all governing documents and board policies;
2. Regular board meetings, scheduled well in advance;
3. Board packets providing the information needed to make well informed decisions as required by the agenda, several days before each board meeting;
4. Regular financial reports which include income and expense statements that include a comparison with the budget and balance sheets at least quarterly, an annual budget presented for approval, an independent audit provided annually (for large organizations and those owning property), and sufficient time in board meetings to answer any questions board members have about finances;
5. Willing engagement by staff in providing information the board needs to make good decisions;
6. Formal, written minutes for board meetings presented to the board for review and official approval at or before the next board meeting;² and,
7. An active role in setting policy for the organization. What this will look like will vary from organization to organization, and will change over time inside organizations. At minimum, the board should have a very active role in any changes to the mission, values and primary goals of the organization, and to the bylaws or articles of incorporation, and be part of the strategic planning work for the organization.

Board members should NOT expect, except in the early stages of the formation of a new organization where there is little or no paid staff, to be involved in the daily running of the organization.

Other Roles the Board May Play

Boards play many other roles in nonprofit organizations. What any given nonprofit expects of its board should be clearly spelled out when new board members are recruited, and periodically reviewed to ensure that the formal and informal expectations are consistent. Common activities for board members include:

Giving money to the organization	Public education and advocacy
Fundraising	Board recruitment and mentoring
Event coordination and staffing	Research into new directions the organization could develop
Community outreach	

²These are public records and should be filed in a way that makes them easy to access if questions arise.
 © Tasha Harmon, 2016. Please keep this contact information attached when sharing this document. If you want to publish it in any way, permission is required from New Perspectives Coaching, Training and Facilitation, 503-788-2333 • Tasha@Tasha-Harmon.com.

Bylaws for the Community Alliance of Tenants

Article I: Purpose and Mission

Section 1. Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

Section 2. Mission

The mission of the Community Alliance of Tenants is to educate and empower tenants to promote affordable, stable and safe rental homes.

Recognizing that housing is the basis of a sound community, CAT brings tenants together to organize and collectively work for fair and equal protection in housing policies and practices. Further recognizing that low-income tenants bear the greatest burden in the rental housing market, CAT prioritizes the organization and development of low-income tenants to take leadership in working for better living conditions for themselves and for tenants in general.

Article II: Members

Section 1. Classes and Voting

There shall be one class of members of this corporation. Each member shall be entitled to one vote in the election of Directors. Voting can only occur at a meeting of members called according to the process set forth in the Bylaws.

There are two classes of Board membership: Tenant Member and Supporter Member.

- a. Tenant Member: defined as one who does not own a residence and who is not in the employment of landlords or property managers in a position to directly affect tenancies.
- b. Supporter Member: defined as one who is not in the employment of landlords or property managers in a position to directly affect tenancies.

Section 2. Qualifications

Only persons who are not in the employment of landlords or property managers in a position to directly affect tenancies are eligible for membership. Staff of the corporation, landlords, property managers, and the employees of landlords and property managers who are in a position to directly affect tenancies are not eligible for membership.

A person shall become a member of the corporation by: (a) agreeing to support the mission of the corporation, (b) agreeing to abide by the rules and policies of the corporation, and (c) paying dues, volunteering, or making other contributions to the corporation.

Section 3. Termination of Membership

Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. Annual Meeting

The annual meeting of the members shall be held in October of each year.

Section 5. Special Meetings

Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 6. Notice of Meeting

Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 7. Quorum and Voting

Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members.

Section 8. Proxy Voting

There shall be no voting by proxy.

Section 9. Composition

The Board composition must include between 60-100% tenant members and 0-40% supporter members.

Article III: Board of Directors

Section 1. Duties

- a. The Board of Directors shall manage the affairs of the corporation.
- b. The Board of Directors will be responsible for the supervising, hiring, and terminating of the Executive Director.

Section 2. Number and Qualifications

- a. The number of Directors may vary between a minimum of three and a maximum of fifteen.

Formatted: Numbered + Level: 1 + Numbering Style: a, b, c, ... + Start at: 1 + Alignment: Left + Aligned at: 0.07" + Indent at: 0.32"

b. All directors shall be members in good standing of the corporation.

Section 3. Term and Election

a. Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be two years. The Board shall make provisions to stagger the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire. A Director may be reelected without limitation on the number of terms s/he may serve.

b. The Board shall be elected by the members at the annual meeting of the members.

Section 4. Removal

Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

A Director may also be removed by the Board of Directors by a majority vote of the Directors at a meeting when a quorum is present if that Director has been absent for three consecutive, regularly scheduled meetings of the Board of Directors without requesting an excused absence from the President of the Board prior to the meetings.

A director may be removed for violating the Community Alliance of Tenants code of ethics, basic agreements or board contract of the board of directors of the corporation.

The decision of the membership or of the Board shall not be reviewable by any court. Any removed Director may appeal pursuant to grievance policy.

Section 5. Vacancies

Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors at a meeting when a quorum is present.

Section 6. Quorum and Action

a. A quorum at a Board meeting shall be a minimum of three Directors or one-third of the number of Directors in office immediately before the meeting begins, whichever is the largest number.

b. If a quorum is present, action is taken by a majority vote of the Directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the Directors in office to establish committees, to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. Regular Meetings

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. Special Meetings

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunication

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

Section 10. No Salary

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. Action by Consent

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article IV: Committees

Section 1. Executive Committee.

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions. Composition of the Executive Committee must be comprised of majority tenant members.

Section 2. Other Committees.

The Board of Directors may establish such committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees. Composition of other committees must be comprised of majority tenant members.

Section 3. Committees Exercising Board Functions

a. Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors and be comprised of majority tenant members.

b. A quorum at a committee meeting exercising Board functions shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 4. Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Section 5. Transfer of Duties of Executive Officers

Responsibilities and projects in process during officer elections are to be continued upon new officer election. Board members agree to make reasonable efforts to wrap up and close out projects in progress upon the election of new officers. If the projects cannot be completed within 30 days of full assumption of new officers' responsibilities, board members agree to make reasonable effort to ensure a smooth transfer of duties regarding open projects within 30 days of new officers' elections.

Article V: Officers

Section 1. Titles and Composition

- a. The officers of this corporation shall be the President and Secretary.
- b. The officers shall be members of the Board of Directors.

Section 2. Election

The Board of Directors shall elect the President, Secretary, and Vice President to serve one-year terms. The annual election of officers shall occur in the month following the annual member meeting. An officer may be reelected without limitation on the number of terms the officer may serve.

Officers assume respective responsibilities at the board meeting following their election to ensure projects in process are completed and/or transferred to new officers within 30 days of their election.

Section 3. Vacancy

A vacancy of the office of President or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors. The President and Vice President shall work together to decide division of facilitation duties, with the intent of empowerment and learning, with input from the BOD.

Section 6. Vice President

1. The VP will chair meetings in the absence of the President.
2. The President and VP shall work together to decide division of facilitation duties, with the intent of empowerment and learning, with input from BOD.
3. The VP will have other duties, as assigned by the BOD.
4. In the event the president is unable to fulfill the duties of office, the Vice President will act as president.

Section 7. Secretary

The Secretary shall have overall responsibility for all recordkeeping and all corporate funds. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation; (d) keeping of full and accurate accounts of all financial records of the corporation; (e) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (f) disbursement of all funds when proper to do so; (g) making financial reports as to the financial condition of the corporation to the Board of Directors; (h) maintaining current and accurate membership lists; and (i) and any other duties as may be prescribed by the Board of Directors.

Section 8. Composition

Officers of the Board must be majority tenant members.

Article VI: Corporate Indemnity

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the

corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

Article VII: Amendments to Bylaws

These Bylaws may be amended or repealed and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Date adopted: September 3, 1997, Amended February 8th, 2005, May 4, 2009, October 2nd, 2009, Oct. 22, 2013, October 28, 2016, April 22, 2019.