

**ARTICLE I. NAME OF ORGANIZATION:** The name of the organization shall be Roseway Neighborhood Association.

**ARTICLE II. PURPOSE:** The purposes for which the Neighborhood Association is organized are:

- a) To enhance the livability of the neighborhood and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under ORS Chapter 65.
- d) For such other objectives as are approved by the Board of Directors (Board) or membership.

**ARTICLE III. BOUNDARIES:** Boundaries of the Neighborhood Association shall be defined as From the center line of the intersection of N.E. 62<sup>nd</sup> Ave. and N.E Prescott St., east along N.E. Prescott St. to N.E. 82<sup>nd</sup> Ave., South on N.E. 82<sup>nd</sup> Ave. to N.E Thompson St., West on N.E Thompson St., to N.E 78<sup>th</sup> Ave. to the Northern boundary of the Rose City Golf Course, West along the northern boundary of the Rose City Golf Course, to the center line of N.E. 65<sup>th</sup> Ave., North on N.E 65<sup>th</sup> Ave. to N.E Fremont St, West on N.E Fremont St, to N.E 62<sup>nd</sup> Ave., North on N.E 62<sup>nd</sup> Ave, to N.E Prescott St.

**ARTICLE IV. MEMBERSHIP:**

**Section 1 Qualifications:** Membership in the Neighborhood Association shall be open to all residents, property owners, and owners of a licensed business establishment that is physically located within the boundaries as defined in

ARTICLE III of these bylaws. Those business owners who meet the requirements, and wish to vote, must submit a request in writing received and confirmed by the Board seven days prior to voting.

**Section 2 Voting:** All members as defined above shall have one vote each to be cast during attendance at any general or special meeting.

One representative from each business shall have the same privilege as the residents listed above. Unless otherwise specified in these bylaws decisions of the Neighborhood Association shall be made by a majority vote of those members present at any meeting.

**ARTICLE V. FINANCIAL SUPPORT:** Charging of dues or membership fees

shall not be made; however, voluntary contributions will be accepted and fund raising may be authorized by the Board.

## **ARTICLE VI. MEMBERSHIP MEETINGS:**

**Section 1 General Membership Meetings:** There shall be 4 general membership meetings each year. The meetings shall be convened in January, April, July, and October on the Second Tuesday of the month. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

**Section 2 Special or Non-Regular Meetings:** Special meetings of the membership, board or committees may be called by the Chairperson or by simple majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists and/or any other appropriate means of communication A quorum of active Board Members must respond with a vote.

In the case of Special meetings of the membership or board, notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members, board or committee members, and to individuals and news media that have requested notice.

In the case of committee meetings, notification shall require no less than 24 hours notice for all active Board and members of that committee.

**Section 3 Agenda:** The Chairperson shall prepare the agenda for general, Board, and special meetings of the membership. Any person may add an item to the agenda by:

- a.) submitting the item in writing to the Board at least three(3) days in advance of the meeting or,
- b.) making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings.

Adoption of that motion requires a second and majority vote.

**Section 5 Quorum:** A quorum for any Board, or general, of the Neighborhood Association is determined by the given number of active Board Members divided by two rounded up to the highest odd number (i.e. if there are 15 active Board Members, there needs to be 8 Board Members for a quorum). In the event that there is an even number of Board Members and there is a locked vote, issue will be brought to the next general meeting for a vote.

**Section 6 Participation:** Any general, special, or Board meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only Board members will be eligible to vote at Board and special meetings. All members, per Article IV, are eligible to vote at General meetings.

All recommendations of special, or committee meetings shall be proposed as motions for vote or ratification and the next regular Board meeting.

Official actions at Board or general meetings shall be documented per Article XII.

**Section 7 Procedures:** Roberts Rules of Order shall be followed in all areas not specifically addressed by these bylaws.

## **ARTICLE VII. BOARD OF DIRECTORS:**

**Section 1 Number of Board Members:** The Board shall determine the exact numbers of Board positions annually. There shall be at least five (5) and no more than fifteen (15) Board members.

**Section 2 Eligibility for Board Service:** Only persons eligible for membership shall be qualified to hold an elected or appointed position.

**Section 3 Terms of Office:** Terms of office are staggered. The initial appointments for one (1) year terms and for two (2) year terms will be determined by the Board at their first meeting. Upon expiration of initial terms of office, all re-appointments would be for two (2) year terms.

**Section 4 Board Vacancies:** The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed at which point their regular term will begin.

**Section 5 Election of Board Members:** Board members shall be elected annually by a vote of the membership at the October general meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member.. Election requires a simple majority vote of the membership present.

**Section 6 Duties of Board Members:** The Board shall have following responsibilities and powers:

- a. Manage the affairs of the Neighborhood Association.
- b. Make decisions and represent the interests of the Neighborhood Association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- c. Appoint committees to perform necessary functions and represent the Neighborhood Association on specified topics.
- d. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the Neighborhood

Association.

**Section 7 Election of Board Officers:** Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected by members in the general meeting in October.

**Section 8 Duties of Board Officers:**

**a. Chairperson:** The Chairperson shall preside at all Board and general meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chairperson shall represent the position of the Board and the interests of the Neighborhood Association.

**b. Vice Chairperson:** The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and as authorized by the bylaws or regulations of the Board.

**c. Secretary:** The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial files of the Neighborhood Association. The Secretary will maintain a list of Board members and their terms, unless delegated to another Board member through an approved motion. If delegated, the Board Member shall hold the title of "Volunteer Coordination, with this duty and others as approved by the Board.

**d. Treasurer:** The Treasurer shall have charge of all funds belonging to the Neighborhood Association and shall receive, deposit and disburse funds for the Neighborhood Association in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports at Board meetings. The Treasurer is authorized to disperse funds in accordance with Board motions, including reimbursements of individuals for board approved expenses..

**Section 9 Board Meetings:**

**a. Regular Board Meetings:** There shall be ten regular Board meetings each year. The meetings shall be convened every month except December and August and upon any day within those months. Meetings notification shall conform to decided upon by the majority vote of the Board. Notification shall be in accordance with article VI section 2.

**b. Special or Non-Regular Board Meetings:** Special meetings of the Board may be called by the Chairperson in accordance with article VI section 2.

**c. Emergency Meetings:** Emergency meetings of the Board may be called by the Chairperson or by majority of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members.

**d. Board meetings** are chaired by the Chairperson.

**e. Quorum:** A quorum for board meetings of the Neighborhood Association is determined by the given number of active Board Members divided by two rounded up to the highest odd number (i.e. if there are 15 active Board Members, there needs to be 8 for a quorum). In the event that there is an even number of Board Members and there is a locked vote, issue will be brought to the next general meeting for a vote.

**f. Voting:** Unless otherwise specified in these bylaws decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

**Section 10 Powers of the Board:** The Board shall be responsible for all business coming before the Neighborhood Association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

**Section 11 Termination for non-attendance:** Board members failing to attend three consecutive Board meetings may be terminated from the Board unless excused by the Chair. Notice of termination must be sent to the Board member in writing to allow an opportunity for them to explain their absence and seek to be retroactively excused by the Chair.

**ARTICLE VIII. COMMITTEES:** There may be standing committees as designated by the Board and ad-hoc committees as may be established by the Chairperson. Official committees must have at least one (1) Board member on them.

The Landuse and Transportation Committee (LUTC) will be a standing committee. Its chair shall be appointed by the Board by a majority vote. LUTC Chair may be terminated by majority vote of the Board. The LUTC will have the authority to act on behalf of the Board with regard to Landuse and Transportation matters and shall be subject to the same requirements as a Board officer. Recommendations and actions of the LUTC shall be approved or ratified by vote at Board Meetings.

**ARTICLE IX. CONFLICT OF INTEREST PROCEDURES:** A transaction in which a Board Officer may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Board who have no direct or indirect interest in the

transaction. A transaction may not be authorized by single Board member. If a majority of the Board members who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Board member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Board member with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

#### **ARTICLE X GRIEVANCE PROCEDURES:**

**Section 1 One-on-One Dialogue and Mediation:** Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

**Section 2 Eligibility to Grieve:** Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws that has directly affected the outcome of a decision of Roseway Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.

**Section 3 Processing the Grievance:** The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.

**Section 4 Final Resolution:** No later than 60 calendar days after the next Board meeting from receipt of the grievance, Roseway Neighborhood Association shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

#### **ARTICLE XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS:**

**Section 1 Submission of Proposals:** Any person or group, inside or outside the boundaries of the Neighborhood Association may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings, or whether any other action is or is not appropriate.

**Section 2 Notification:** The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.

**Section 2 Attendance:** The proponent may attend this meeting to make a

presentation and answer questions concerning the proposals.

**Section 4 Dissemination:** The Neighborhood Association shall record recommendations and dissenting views of its membership in the meeting minutes.

**ARTICLE XII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:**

The Neighborhood Association shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official action(s) taken by the Neighborhood Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views of its membership. Official records will be kept on file at the District Coalition office (Central Northeast Neighbors (CNN)).

**ARTICLE XIII. NONDISCRIMINATION:**

The Neighborhood Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

**ARTICLE XIV ADOPTION AND AMENDMENT OF BYLAWS:**

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided in accordance with Article VI section 2

Adoption of amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.