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Centennial Community Association Bylaws

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Centennial Community Association Bylaws

ARTICLE I. **NAME OF ORGANIZATION:**

The name of the organization shall be Centennial Community Association (here to referred as the Association).

ARTICLE II. **PURPOSE:**

The purpose and objectives of the association shall be to promote the following principles, but shall not be limited to those items:

- A. To enhance the livability of the community.
- B. To establish and maintain an open, objective line of communication and relationships among the community and all interested stakeholders.
- C. To provide an open process by which all interested parties may involve themselves in the community for the good of the community.
- D. To facilitate citizen participation in land use issues and planning within the Boundaries (see Article III) and adjacent areas.
- E. 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.
- F. For such other objectives as are approved by the Board of Directors (Board) or membership.

ARTICLE III. **BOUNDARIES:**

Point of beginning at 142nd and Stark Street; east on Stark Street to 162nd Avenue (the Gresham city limits boundary); continue east following the City Of Portland's northern boundary to the easternmost corner (roughly Stark and 174th); proceed south along the City's eastern boundary east of 174th Avenue to Johnson Creek; west to Powell Butte Park and around the Butte to a point equivalent to 142nd Avenue; and north along a line equivalent to 142nd Avenue to the beginning point at Stark Street and 142nd Avenue.

Note: Centennial and Pleasant Valley Neighborhood Association have for years shared an area south of Powell Blvd. to Johnson Creek and we presently have an agreement to continue sharing the area.

ARTICLE IV. **MEMBERSHIP:**

Section 1 **Qualifications:** Membership will be open to all stakeholders in the community (see Article III), without discrimination, who apply in writing. Stakeholders include, but are not limited to, residents, property owners, business owners and employees, parents and guardians of community school attendees, and participants in local faith groups.

Section 2 Voting: Members, as defined above, who are of legal voting age and who have attended at least one previous meeting within the past year, shall have one vote each to be cast during attendance at any general, emergency, or special meeting. Unless otherwise specified in these bylaws, decisions of the Association shall be made by a majority vote of those members present at any meeting.

ARTICLE V. FINANCIAL SUPPORT:

There will be no membership dues. Source of income authorized by the Board may include, but not be limited to voluntary contributions, contracts, or grants.

ARTICLE VI. MEMBERSHIP MEETINGS:

Section 1 General Membership Meetings: There shall be at least two general membership meetings a year held at a time predetermined by the Board. All meetings will be open for the general public to attend. Mail, posted notices, email, phone calls, or any other appropriate means may be used to notify members. Notification will be made seven days in advance of meeting date.

Section 2 Special Membership Meetings: Special membership meetings may be called by the Chairperson or a majority of the Board. Notification will be the same as for a general meeting.

Section 3 Agenda: Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by (a) submitting the item in writing at least fourteen (14) days in advance of the meeting or (b) making a motion at the meeting. Adoption of that motion follows Section 6 - procedures for general membership voting.

Section 4 Quorum: Three of the Board or two-thirds of the Board, whichever is greater, is required to hold a vote.

Section 5 Participation: Any general, special, emergency, Board, or committee meeting is open to any person. Only members will be eligible to vote. All actions or recommendations, including minority reports, of the general or special meetings shall be communicated to all affected parties.

Section 6 Procedures for General Membership Voting: Unless otherwise specified in these bylaws, the current Roberts Rules of Order shall be followed. General Membership may vote to pass a resolution that will then be considered for adoption by the Board. Resolutions shall be considered by the Board following a majority vote of those members present. Motions may be passed with a single reading if they have unanimous support. If consensus can not be achieved, then passing the motion requires a second majority vote at a future advertised, scheduled meeting. If there is consensus of the present membership that a motion does not have a significant effect on the neighborhood, it may be passed without consensus.

ARTICLE VII. BOARD OF DIRECTORS:

Section 1 Number of Board Members: The Board shall review and determine the number and title of Board positions annually. There shall be a minimum of three (3) 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 committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term.

Section 5 Election of Board Members: In accordance with stated Terms of Office, Board members shall be elected annually by a vote of the membership. Candidates for the Board can be nominated by any member of the neighborhood association. Election requires a majority vote of the membership present.

Section 6 Election of Officers: Board members shall, by majority vote of the Board members present, elect a Chair, Secretary, and any additional roles approved by the board. The remaining Board members shall be members-at-large.

Section 7a Duties of Board Officers - The Board shall have following responsibilities and powers:

- A. Manage the daily affairs of the neighborhood association.
- B. Make decisions and represent the interests of the neighborhood association. 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 plan for maintaining and encouraging involvement in the neighborhood association.

Section 7b Duties of Board Officers:

- A. **Chairperson**: The Chairperson shall preside at all board meetings and all membership 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. The Chairperson will be an exofficio member of all standing committees.

- 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.
- 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 as directed by the Board.

Section 8 **Board Meetings**:

- A. Board meetings are called by the Chairperson.
- B. A quorum is three of the Board members or two-thirds of the Board, whichever is greater.
- C. Notification will be the same as for a general meeting.
- D. An Emergency Board meeting may be called by the Chairperson by giving notice to each officer and Board member of the time, place, and items to be discussed or acted upon at least three calendar days before the meeting. An emergency meeting shall not be called unless insufficient time is available to consider a pertinent matter at a regular Board meeting.

Section 9 **Powers of the Board**: The Board shall be responsible for all business coming before the Association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board shall adopt and implement the resolutions passed by the General Membership except for cause. Cause shall be if the resolution violates the law, the Association bylaws, ONI Standards, contractual obligations, excessive liability, or if the resolution is in response to a proposal that has been substantively changed and a new resolution by the General Membership is required before the next regular General Membership Meeting. The Board must vote for a finding of cause, the reasons for the finding, and the Chair must report to the General Membership the finding and why the Board did not adopt the General Membership resolution at the next regular meeting of the General Membership.

Section 10 **Termination for non-attendance**: Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

ARTICLE VIII. COMMITTEES:

There may be standing committees as designated by the Board and special committees as may be established by the Chairperson. Committees must report back to the Board and membership.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES:

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

ARTICLE X. GRIEVANCE PROCEDURES:

Section 1 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 The Association. Grievances must be submitted within 45 days of the alleged violation.

Section 2 Complaint Receipt: 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 3 Final Resolution: Within 60 calendar days from receipt of the grievance, The 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.

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 seven (7) days in advance.

Section 3 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4 Dissemination: The neighborhood association shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

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 the ONI Standards adopted July, 2005. 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) taken. A summary of dissenting views should be transmitted along with any recommendation made by the neighborhood association to the City. Official records will be kept on file at the district office.

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. INDEMNIFICATION:

The Association agrees to indemnify and hold harmless each Board Member from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his or her capacity as a Board Member, including, without limitation, actions taken or omitted by the Board Member consistent with these Bylaws and in furtherance of the business or affairs of the Association. The satisfaction of any indemnification of the Board Members under this Section will be from, and limited to, the Association assets, and the Association members shall not have any personal liability on account thereof.

ARTICLE XV. ADOPTION AND AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to members at least seven (7) days before voting on their adoption may proceed. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members at east seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.

Adopted 5/21/2012 Tom Lewis CHAIRPERSON

Signature 