

Grant Park Neighborhood Association Bylaws

ARTICLE I

Purpose

Section 1. Name of Organization: The name of this organization shall be the Grant Park Neighborhood Association (hereafter GPNA).

Section 2. Purpose of GPNA: The purposes for which the GPNA is organized are:

- a. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between 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 further civic betterment, educational, and charitable purposes. Notwithstanding any statement of purposes or powers aforesaid, this association shall not, except to an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of its specific and primary purposes.
- d. To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted under Oregon law to non-profit corporations, and engage in any lawful activity for which such corporations may be organized. Hereafter, the terms "non-profit corporation" and "association" shall be synonymous.

ARTICLE II

Membership and Boundaries

Section 1. Membership. Membership in the GPNA shall be open to any person age eighteen or older who lives, owns property, operates a licensed business, or who is the designated representative of any of the following located within the neighborhood: a business, non-profit, school or church. Members must confirm their membership in writing upon request, and organizations that designate a representative shall submit the name of their representative to the GPNA in writing. The minimum age requirement shall not apply to a school representative.

Section 2. Boundaries. The geographical boundaries of the GPNA are that section of Portland, Oregon, bounded on the west by NE 26th Avenue; on the south by NE Broadway from NE 26th Avenue to NE 33rd Avenue and the Banfield Freeway (Interstate 84) from NE 33rd Avenue to NE 37th Avenue, and by Tillamook Street from 37th Avenue to 47th Avenue; on the east by NE 47th Avenue; and on the north by NE Wistaria Drive to its intersection with NE Knott Street, by Knott Street to NE 37th Avenue, by NE Stanton between NE 37th Avenue and NE 33rd Avenue, and by Knott Street from NE 33rd Avenue to NE 26th Avenue. The boundary NE Tillamook Street on the south, NE Thompson Street on the north, NE 37th Avenue on the west and NE 47th Avenue on the east is an overlapping boundary shared with the Hollywood Neighborhood Association. The boundary NE 33rd Avenue on

the west, the Banfield Freeway (Interstate 84) on the south, NE 37th Avenue on the east, and NE Broadway on the north is an overlapping boundary shared with the Sullivan's Gulch Neighborhood Association.

ARTICLE III

Meetings

Section 1. Annual Meeting: The annual meeting of the members of the GPNA shall be held on the 2nd Tuesday of April of each year, at such time and place as the Board of Directors (hereafter board) shall designate. At least seven (7) days advance notice to the general public shall be provided of the annual meeting and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice. The board may also hold the annual meeting on an alternate date, but shall provide at least 30 days advance notice and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice if the annual meeting is to be held on a date other than the 2nd Tuesday of April.

Section 2. Regular Meetings: Regular meetings of the membership, board, or committees shall be held at such time and place as the board may hereafter establish by appropriate resolution. Regular meetings shall be held at planned intervals to be determined by the board. At least seven (7) days advance notice to the general public shall be provided of any regular meeting and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

Section 3. Special Meetings: A special meeting is one called to address issues that arise between regular or annual meetings. Special meetings of the membership, board, or committees, may be called from time to time. In addition, the GPNA president shall, at the request of three (3) directors or ten (10) members, stating the reason therefor, call a special meeting of the membership or the board, and in the event the president shall neglect or fail to do so when requested, the requesting directors or members may call such special meeting and cause the requisite notice thereof to be sent to the members or board. At least seven days notice shall be provided to the general public of any special meeting and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

Section 4. Emergency Meetings: The president or any three directors may call emergency meetings of the board as deemed necessary. There shall be not less than 24 hours' notice to the board and to individuals and news media that have requested notice. Minutes of the emergency meeting shall state the nature of the emergency and state why the meeting could not be delayed to allow at least seven days notice. At an emergency meeting, the board may make decisions or deliberate toward decisions only on the agenda topic or topics for which the emergency meeting was called.

Section 5. Remote Communication Meetings: Any meeting otherwise authorized by these bylaws may occur remotely when necessary. A remote, or virtual meeting, is one that does not take place at a specific physical location, but that enables directors and members to communicate in real time with one another electronically or by other means. To the extent reasonably possible, members of the public shall receive notice of any virtual meeting as otherwise required by these bylaws, via the GPNA website, and other frequently used neighborhood communication website(s); and shall have an opportunity to participate in such meetings as otherwise specified according to meeting type. To ensure that non-director attendees are valid members of the GPNA, any non-director attendee may be asked to provide a valid physical and/or email address to GPNA no fewer than two (2) days prior to the occurrence of any remote communication meeting. Upon verification of membership, a non-director attendee shall be provided necessary information to permit participation in that noticed remote communication meeting.

Section 6. Notice: Notice of every annual, special, or regular meeting shall be given and may be provided by any means reasonably likely to provide such notice. Notice of emergency meetings shall be provided to board members by any means reasonably likely to provide such notice as expeditiously as possible.

Section 7. Minutes: Minutes shall be maintained by the secretary with respect to all annual, regular, special, and emergency meetings, and shall be submitted to board members for review no more than 20 days following the occurrence of each meeting. Should the secretary be unavailable to attend any meeting, the presiding officer shall appoint an alternate to act as secretary. Meetings may be recorded to ensure accuracy of minutes. At the commencement of any recorded meeting those attending shall be advised of the recording.

Section 8. Quorum: A quorum for any annual, regular, special, emergency, or board meeting shall be attendance by board members equal to 50% or greater of the number of principal officers then holding office.

Section 9. Voting: A membership vote at an annual or regular meeting is required for election of officers. A membership vote at an annual, regular, or special meeting is required for amendment of bylaws, dissolution, or merger. All members of the GPNA, including directors, shall be entitled to one (1) vote on those specified subjects, and a majority of those voting shall determine the outcome. Proxy voting shall not be allowed. On all other issues that may come before the GPNA, the board has the responsibility to act in the best interest of the neighborhood and is not specifically bound to vote according to the desire of the majority of members attending a particular meeting.

Section 10. Conflict of Interest: All directors shall take reasonable care to identify and disclose conflicts of interest. An issue concerning which a board member or 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, the director discloses all material facts of the director's interest to the board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the directors present who have no direct or indirect interest in the transaction. A transaction may not be authorized by the vote of a 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 must be 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. A director with a direct conflict of interest shall abstain from voting on the transaction, and a director with an indirect conflict of interest may abstain from voting on the transaction, after disclosing its existence to the board. A direct conflict of interest occurs when the outcome of an issue may benefit a director individually in a manner different from the community as a whole, and an indirect conflict of interest occurs when the vote of a director may benefit a family member, close personal friend, or client of the director in a manner different from the community as a whole.

Section 11. Non-Discrimination: The GPNA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

ARTICLE IV

Board Of Directors

Section 1. Board of Directors: The powers of the GPNA for the management of its affairs shall be vested and exercised by the board, the governing body of the association, which shall consist of individual persons numbering not less than five (5) nor more than fifteen (15). The exact number of directors between the stated minimum and maximum shall be fixed from time to time by resolution of

the directors. Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section 2. Appointment to the Board: Appointment to the board of principal officers shall be by a majority vote of members (including directors) present at an annual or regular meeting of members at which election of officers is an agenda item. Appointment to the board of members at large may be either by a majority vote of members (including directors) or by a majority vote of the board members then holding office. Vacancies on the board and newly created board positions shall be filled by a majority vote of the directors then on the board.

Section 3. Removal of Directors: Any director may be removed, with or without cause, at a meeting called for that purpose, by a majority vote of the members entitled to vote at an election of directors. Any board member missing three consecutive meetings (annual, regular, special, or board) may be removed from the board by a majority vote of directors.

Section 4. Duties of the Board: The board shall manage the affairs of the GPNA in the interim between meetings. The board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or actions before adopting any recommendation on behalf of the association; and shall comply with these bylaws. The board has the responsibility to act in the best interest of the neighborhood but is not specifically bound to vote according to the desire of the majority of members attending a particular meeting.

Section 5. Committees: Standing or special committees may be established by majority vote of the board or by appointment of the president. Committees shall be responsible for regularly keeping the board informed. At least one (1) committee member of each standing or special committee shall be a board member. The board shall define the scope of authority of committees, and may authorize committees to act on behalf of the board. Committees may establish independent meeting schedules.

ARTICLE V

Officers

Section 1. Principal Officers: The principal officers of the association shall consist of a president, one or more vice presidents as from time to time determined by the board, a secretary, a treasurer, and a communications officer, each of whom shall be elected by the membership at the annual meeting or at a regular meeting designated for the election of officers, and will become members of the board. Any two (2) or more offices may be held by the same person, except that the offices of president and vice president, and of president and secretary, shall not be held concurrently by the same person.

Section 2. Tenure: The officers of the association shall hold their offices for one year or until the election of their successors, except that no officer may hold the same office continuously for more than five (5) years without being reelected to that office. There shall be no term limits.

Section 3. President: The president shall be the chief executive officer of the association and shall preside at all meetings of the membership and the board. The president shall have general and active management authority over the business and affairs of the association, and shall see that all orders and resolutions of the board are carried into effect.

Section 4. Vice President(s): The vice president(s) shall perform such duties as the board may from time to time prescribe. In the absence or disability of the president, the president's duties and powers shall be performed and exercised by one or more of the vice presidents as designated by the board.

Section 5. Secretary: The secretary shall keep or cause to be kept at the principal office, or such other place as the board may order, a book of minutes of all meetings. Upon approval, a copy of all minutes shall be sent to the CNN office, either by hard copy or electronic transmission.

Section 6. Treasurer: The treasurer shall be responsible for the funds of the association, and shall pay them out only on the check of the association signed in the manner authorized by the board. The treasurer shall be responsible for payment of the yearly non-profit corporation fee to the State of Oregon.

Section 7. Communications Officer: The communications officer shall be responsible for notifying the membership of meetings, elections, events, and other relevant matters of concern to the GPNA, and shall maintain and update membership and distribution lists. The communications officer shall prepare, or appoint others to prepare, newsletters for periodic distribution to the neighborhood. Newsletters may be delivered by any means approved by the board, including but not limited to electronic transmission. The GPNA may also maintain and operate websites intended to facilitate communication among members of the association, but shall have no obligation or legal responsibility to monitor, edit, or censor such communications.

Section 8. Members at Large: The membership or board may appoint members at large who shall be board members and shall be entitled to vote on matters over which the board has jurisdiction. Members at large may also be appointed to committees or to represent GPNA. The number of members at large, together with the principal officers, shall not exceed 15. A member at large may include one representative of Grant High School, nominated according to procedures determined by that school. A Grant High School member at large may serve so long as that person is a student at Grant High School, and may be considered as a regular member at large thereafter if the person meets the regularly specified GPNA membership eligibility requirements.

ARTICLE VI

General Provisions

Section 1. Finances: The GPNA shall hold a valid Certificate of Incorporation under the provisions of the Oregon Nonprofit Corporation Act, and shall operate as a nonprofit corporation. The GPNA shall charge no membership dues, however, voluntary contributions will be accepted. Activities to raise funds for GPNA use may be held if appropriate.

Section 2. Membership in Central Northeast Neighbors: The GPNA shall hold a valid membership in the Central Northeast Neighbors (CNN) neighborhood coalition. One (1) or two (2) delegates from GPNA shall be appointed by the board to attend regular meetings of the CNN. These delegates shall be board members, or eligible to be board members, of the CNN. The GPNA may also appoint board members or persons eligible to be board members to serve on CNN committees.

Section 3. Expansion of Boundaries: The right of petition to be included within the boundaries of the GPNA shall be granted to residents of areas immediately adjacent to existing GPNA boundaries. Petitioning shall be in accordance with the policies of the Office of Neighborhood Involvement (ONI). GPNA may also seek to enlarge or reduce its boundaries upon approval of the board.

Section 4. Amendment of Bylaws: All amendments to these bylaws must be proposed in writing and submitted for a reading at an annual, regular, or special membership meeting before voting on their adoption may proceed at a later annual, regular, or special membership meeting. Notice of a proposal to amend the bylaws, specifying the date, time, and place for consideration, must be provided a minimum of seven (7) days before voting in the manner set forth in Article III, Section 5. Adoption of

any amendments to these bylaws shall require a majority vote.

ARTICLE VII

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 ONI Standards or these bylaws that has directly affected the outcome of a decision of the GPNA. 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 an opportunity to be heard. The committee shall then forward its recommendation to the board.

Section 4. Final Resolution: Within 60 calendar days from receipt of the grievance, GPNA shall render a final decision on the grievance and notify the grievant of the decision. Deliberations by the grievance committee on a recommendation and by the board on a decision may be held in executive session.

ARTICLE VIII

Public Meetings/Public Records Requirement

GPNA 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 GPNA 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. Official records will be kept on file at the CNN office.

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