

Hayden Island Neighborhood Network, Inc.
HINooN
BYLAWS
Effective June 9, 2011
(Supersedes all previous versions)

ARTICLE 1 - GENERAL

SECTION 1. NAME OF ORGANIZATION:

The organization name is "Hayden Island Neighborhood Network, Inc.," also known as HINooN.

SECTION 2. BOUNDARIES and DEFINITIONS:

- A. Boundary of the Hayden Island Neighborhood Network, Inc. is:

Hayden Island proper, within the City of Portland: bounded by the south bank of the Columbia River; the east end of Hayden Island/Tomahawk Island; the north bank of North Portland Harbor; the west end, including any portions of Hayden Island which are not within the Incorporated areas of the City of Portland; and includes moorages contiguous to the island.

- B. HINooN: Acronym for Hayden Island Neighborhood Network, Inc. and will be used in this document to reference the association and membership.
- C. Board: Refers to the Board of Directors (BOD) of HINooN.
- D. A Resident of Hayden Island shall be any person who owns or leases residential property and who lives at (in) that property more than six (6) months during a 12-month period, or any person who purchases a residence as a permanent home, using that address as a "home of record," residing therein on a permanent basis.

SECTION 3. PURPOSE OF HINooN:

The purpose of the Hayden Island Neighborhood, Inc. is:

- A. To enhance the livability of the Hayden Island neighborhood by establishing and maintaining an open line of communications and liaison between the members of HINooN, other neighborhood associations and government agencies.
- B. To recognize the goals and guidelines of the Office of Neighborhood Involvement and North Portland Neighborhood Services and to act as the City of Portland's recognized Neighborhood Association for Hayden Island.
- C. To provide a representative forum by which all members of HINooN may involve themselves in the affairs of the Hayden Island community.
- D. To perform activities related to the above purpose.
- E. To represent and be responsive to residential and business membership.
- F. To have and enjoy all the powers granted to corporations, and engage in any lawful activities for which corporations may be organized, under ORS Chapter 65.
- G. To promote and support the goals of The Hayden Island Plan.
- H. To exist exclusively for educational, scientific and charitable purposes. HINooN shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not (in) furtherance of its specific and primary purposes expressed in Section 3: A. – H.

SECTION 4. MEMBERSHIP: Members shall be "Qualified members" or "Qualified voting members"

- A. Qualifications: Membership in HINooN shall be automatic for all residents, owners of real or residential personal property (as an example, a person living on a boat moored at a Hayden Island moorage or living in an RV permanently parked in the Manufactured Home RV Park may be qualified for membership), business licensees (or employee/designee of such business) and non-profit organizations with a presence within the boundaries of HINooN and in compliance with ARTICLE 9. Section 1: Non-Discrimination A. All such described members shall be "Qualified Members". Qualifying criteria may include voter registration, census respondent, utility and service billings, income tax address of record, etc. A business or non-profit organization wishing to be recognized as a qualified member may request that the Board make a determination regarding membership. The Board shall discuss the request at its next meeting, and notify the applicant directly following that meeting.
- B. Voting: A "Qualified Voting Member" shall be any Qualified Member, who will be accorded voting privileges by having attended not less than three (3) General or Special or Board meetings within the last twelve (12) month period. All such Qualified Voting Members shall have one vote each to be cast during attendance at any General or Special or Board meeting. In order to be certified as a Qualified Voting Member, each member attending a General, Special or Board meeting will sign an attendance record, and the Secretary shall keep such record for reference.

ARTICLE 2 - FUNDING

SECTION 1. MEMBERSHIP FEES:

No dues or membership fees shall be charged to members of HINooN.

SECTION 2. CONTRIBUTIONS:

Voluntary contributions to HINooN may be accepted by the Board.

SECTION 3. FUNDRAISING:

The Board may initiate fundraising activities to benefit HINooN.

ARTICLE 3 - MEETINGS

SECTION 1. PROCEDURES:

HINooN shall follow "Robert's Rules of Order" (Revised) in all matters not covered by these Bylaws.

SECTION 2. GENERAL MEMBERSHIP MEETINGS:

- A. Voting:
1. Each individual HINooN Qualified Voting Member who is eighteen (18) years of age or older will have one (1) vote to cast on any matter brought to a vote during any General or Special membership meeting.
 2. Voting by proxy shall not be allowed
- B. General and Annual meetings: Four (4) General Membership meetings will be held annually. Notice requires a minimum of seven (7) days advance notice and may be sent by electronic or non-electronic means. The annual General Membership meeting shall be held in March of each year, unless designated otherwise with thirty (30) days advance notice.
- C. Special General Meetings: Special General Membership Meetings may be called by the Chairperson or by a majority vote of the Board or by twenty-five (25) or more Qualified Voting Members presented to the Board. A Special General Meeting shall be for a stated purpose.

- D. Quorum: A quorum for any General Meeting shall be fifteen (15) Qualified Voting Members, which may include Board members.
- E. Participation: Meetings are open to the general public. Only Qualified Voting Members are eligible to participate in discussion and vote.
- F. A sign-in attendance roster shall be available at all meetings. Members shall be requested to sign-in so that those in attendance may be documented as active in the organization.

SECTION 3. BOARD OF DIRECTORS MEETINGS:

- A. Board of Directors Meetings: Board meetings are held monthly, unless deferred by the Board.
- B. Special Board Meetings: Special Meetings of the Board may be called by the Chairperson or by a majority vote of the Board. These meetings shall be for a stated purpose.
- C. Quorum: A quorum for any Board Meeting is seven Board Members.
- D. Participation: Meetings are open to the general public. Only Board members are eligible to participate in discussion and vote.
- E. A sign-in attendance roster shall be available at all meetings. Members shall be requested to sign-in so that those in attendance may be documented as active in the organization.

SECTION 4. MEETING AGENDA:

- A. The Chairperson shall be responsible for the preparation of the agenda for each General or Special Meeting.
- B. The agenda will have the approval of the HINooN Board of Directors.
- C. Any member may request an item be added to the agenda by submitting the item in writing to the Board seven days prior to the meeting.
- D. At a General meeting, any member may request to have an item added to the agenda. At the discretion of the Chair, the item may be added to the next meeting or a subsequent meeting.

ARTICLE 4 - BOARD of DIRECTORS

SECTION 1. NUMBER OF BOARD MEMBERS:

The number of members of the Board shall consist of:

- A. Members from the residence associations (HOAs) as outlined Section 3. A. of this Article, plus three (3) Business representatives; four (4) At-Large representatives and two (2) Non-Profit organization representatives .
- B. All Board members are subject to the further provisions of this section.

SECTION 2. QUALIFICATIONS AND TERM:

- A. Qualifications: Board membership is limited to one (1) member per residence association except as outlined below, Business licensee or At-Large position and Non-Profit organizations. If a new HOA is formed, and that HOA wishes to place a seat on the Board of Directors, the HOA shall petition the Board, and the Board shall, within forty-five (45) days, render a decision. If the HOA is deemed qualified, there shall be a position added to the Board for that HOA. Board members must be a Qualified Member of HINooN, and, within ninety (90) days of installation on the Board of Directors, shall be a Qualified Voting Member of HINooN.

- B. Term of Office: The term of office shall be two (2) years or until the annual election. The individual HOAs may choose to continue their appointed director beyond that term.

SECTION 3. BOARD MEMBERSHIP AND COMPOSITION:

- A. The Directors must be designated in writing by their respective HOA Board of Directors from the following residential HOAs:
- Association of Unit Owners of River House.
 - Columbia Point East
 - Columbia Point West
 - Hayden Bay Marina Homes
 - Hayden Bay Condominium Association
 - Hayden Island Manufactured Home Owners & Renters Association, Inc. – three BOD members
 - Island Cove Floating Home Community
 - Jantzen Bay Moorage
 - Jantzen Beach Moorage– two BOD members
 - Jantzen Beach Village Condominium
 - Lotus Isle Homeowners Association
 - Marina River House Homeowner’s Association
 - River House East
 - Tomahawk Island Floating Home Community
 - Waterside Condominiums
 - West Hayden Island Moorage
- B. The following elected positions shall be elected to serve at the pleasure of the Board:
1. Three (3) Business positions
 2. Four (4) At-Large positions
 3. Two (2) Non-Profit Organization positions
- C. Any Association petitioning to join HINooN must have a constituency, Bylaws and regularly scheduled meetings.

SECTION 4. ELECTION OF BOARD OFFICERS:

Board members shall meet after the Annual Meeting to elect a Chairperson, Vice-Chairperson, Secretary and Treasurer. The remaining Board members will be considered general board members.

- A. To serve as an Officer the person must be a Resident of Hayden Island.
- B. Term of office for Officers shall be two (2) years.
- C. An officer may be removed by a simple majority vote of the Board.
- D. The terms of the Chairperson and the Treasurer shall expire in even numbered years, the terms of the Vice-Chairperson and the Secretary shall expire in odd numbered years.

SECTION 5. DUTIES OF THE BOARD:

The Board manages the affairs of HINooN.

SECTION 6. DUTIES OF THE BOARD OFFICERS:

- A. The Chairperson shall prepare agendas and presides at all meetings. The Chairperson shall, with the Board’s approval, appoint members to committees other than Standing Committees.
- B. The Vice Chairperson shall assist the Chairperson, and assume the Chair in the Chairperson’s absence.

- C. The Secretary records and maintains minutes of Board, Special and General meetings and maintains a current list of the Board members and Qualified Voting Members. The Secretary shall be responsible for all correspondence related to HINooN. The Secretary will certify the eligibility of all persons for voting in elections or serving on the Board.
- D. The Treasurer shall have charge of all finances, maintain accurate fiscal records, and present a detailed monthly account of the fiscal position. The Treasurer shall receive, deposit and disburse funds for Hayden Island Neighborhood Network (HINooN) in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports on a yearly financial report for the annual meeting, shall arrange the annual audit by the audit committee, and perform other duties as directed by the Board.

SECTION 7. TERMINATION OF A BOARD MEMBER:

- A. A Board member may be terminated by a simple majority vote of the Board.
- B. If the terminated member is an At-Large, Non-Profit or Business member, the position vacated shall remain unfilled until a qualified individual is elected to fill it.
- C. If the terminated member is a designated HOA representative, the Chair shall write the residence HOA and request the position be filled by a replacement designee.

SECTION 8. TERMINATION OF AN HOA POSITION:

- A. If a homeowner association fails to designate an individual to serve on the Board, and such failure continues for sixty (60) days after written notice to the association, then the Board may designate that position an At-Large position to be filled by a qualified individual.
- B. The residential position may be reinstated at the request of the HOA, provided a qualified Board member is designated by that HOA. The designated Board member shall begin to serve at the first Board meeting following the Board's acceptance of the designee, and the At-Large position shall terminate at the next annual meeting.

ARTICLE 5 - COMMITTEES

SECTION 1. COMMITTEES:

- A. Grievance Committee:
 - 1. The Grievance Committee shall be elected at the annual meeting by the general membership in attendance, and shall consist of not less than three (3) Qualified Voting Members, who are not on the Board of Directors.
 - 2. No more than one committee member will be from any one HOAs identified in Article 4, Section 3. A.
 - 3. A committee member may be chosen from the At-Large, Business or Non-Profit group, provided the provisions of Section 1. A. 2 are applied.
- B. Financial Audit Committee:
 - 1. The Financial Audit Committee shall be appointed by the Board, and shall consist of not less than three (3) members, one of whom is a member of the Executive Committee, and two (2) or more non- Board members.
 - 2. The Financial Audit Committee shall conduct an informal independent financial audit reviewing revenue and expenses. This informal audit will be conducted within the last 90 days of the fiscal year (June 30), and finalized with presentation to the membership no later than October 1.

C. Board-appointed special committees:

The Board may establish committees. Committees shall not act on their own accord.

D. Unless modified by the Board, HINooN shall have the following Standing Committees:

1. Executive
 - a. Consisting of the Officers, and
 - b. One (1) additional At-Large member selected from and approved by the Board, for a term not exceeding six (6) months.
2. Land Use and Government Affairs Liaison
3. Environment and Livability
4. Grievance
5. Safety
6. Transportation
7. Communications
8. Business Development

SECTION 2. STANDING COMMITTEE MEETINGS:

- A. Standing Committee Meetings shall meet as called by their respective Chairperson(s).
- B. The Financial Review and Audit Committee shall review the financial records of HINooN annually, and prepare a report to be presented to the membership no later than October 1 of the year following the reporting year.

ARTICLE 6 - ELECTIONS

SECTION 1. ELIGIBILITY:

Only HINooN Qualified Voting Members shall be eligible for elected, appointed or volunteer positions, except as provided in Article 4, Section 2. A.

SECTION 2. BOARD MEMBERS:

Business, At-Large and Non-Profit Directors shall be elected to serve for a term of two years.

- A. A position will be considered unfilled at the first General or Special Meeting twenty-four (24) months after the incumbent has been installed.
- B. Election of a nominee will be carried by a majority vote of the members present, to include Board members.

SECTION 3. STANDING COMMITTEES:

The Chairperson of a Standing committee shall be appointed by the Chairperson of the Board and approved by a majority vote of the Board. The Standing Committee Chairperson shall call for volunteers from the floor to fill the committee membership.

- A. If volunteers exceed the number of positions available, selection will be by vote of the membership present.

- B. If the number of volunteers is less than the positions needed, the Board shall solicit the membership to fill vacancies.

ARTICLE 7 - GRIEVANCE PROCEDURE

The Grievance Committee shall:

- A. Review grievances limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these Bylaws, and such harm is the direct result of a decision of HINooN. Grievances must be submitted in writing to the Board within 45 days of the alleged violation.
- B. Review the grievance and give the grievant and others the opportunity to present relevant comment. The committee's recommendation is forwarded to the Board for ratification by simple majority.
- C. Within 60 days from receipt of the grievance render a final decision on the grievance and notify the grievant of their decision. Deliberations may be held in Executive Session.

ARTICLE 8 - CONFLICT OF INTEREST

A member with a conflict of interest must declare such conflict and shall not vote on any Board or General Membership action that provides a personal material financial advantage to the member.

ARTICLE 9 - GOVERNANCE

SECTION 1. STANDARDS, PRACTICES AND LAW:

- A. HINooN is an officially recognized neighborhood association of the City of Portland, a Non-Profit Corporation of the State of Oregon, and one of eleven (11) neighborhood associations of North Portland Neighborhood Services.
- B. HINooN will follow the City of Portland Office of Neighborhood Involvement Standards (ONI), the State of Oregon laws for Non-Profit Corporations, and participate in North Portland Neighborhood Services actions and activities.

SECTION 2. BYLAWS APPROVAL, REVIEW AND AMENDMENT:

- A. These Bylaws will be reviewed annually by the Board of Directors. Amendments to these Bylaws may be proposed by the Board. Disputes involving Bylaws interpretation shall be resolved by a majority vote of the BOD. Disagreement with the actions of the Board shall be resolved as provided in Article 7.
- B. Amendments or Addenda to these Bylaws necessary to ensure compliance with guidelines or statutes promulgated by ONI, local, state or federal authority, may be implemented by a majority vote of the Board of Directors.
- C. Changes to these Bylaws other than those provided for in Section 2. B. of this Article shall be reviewed at a General or Special Meeting which is announced to Members at least 30 days in advance.
 - 1. Such notice to be accompanied by, at a minimum, a description of the suggested change(s).
 - 2. The membership in attendance at that meeting, may vote to recommend all changes, some changes, suggest modifications or recommend disapproval of all or part.
 - 3. The Board of Directors, at the next Board of Directors meeting, shall vote on such changes giving consideration to recommendations.
 - a. The vote may approve all changes, some changes, modify changes, or may disapprove any or all changes, with a 2/3 majority of the Board being required for approval.

b. Disagreement with the actions of the Board shall be resolved as provided in Article 7.

SECTION 3. GOVERNANCE PROCEDURES:

Robert's Rules of Order (Revised) shall be followed in all areas not covered by these Bylaws.

ARTICLE 9 - NON-DISCRIMINATION

SECTION 1. NON-DISCRIMINATION:

Hayden Island Neighborhood Network shall not discriminate against individual, business or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, nation origin, income, or political affiliation in any of their policies, recommendations or actions.

ARTICLE 10 - DISSOLUTION of the ASSOCIATION

SECTION 1. DISSOLUTION OF THE ASSOCIATION:

- A. A vote of two-thirds (2/3) of the residents of Hayden Island Neighborhood Network, Inc present at the Special Meeting, may dissolve this Organization. This vote shall be at a Special Meeting called for this purpose exclusively.
- B. After passing the dissolution vote and payment of any and all bills of the Organization, any funds remaining shall be disbursed to a Non-Profit Organization as voted on by the residents of Hayden Island Neighborhood Network, Inc.
- C. Should no consensus be reached as to the disbursement of the remaining funds then the assets shall be distributed to one or more exempt purposes within the meaning of applicable sections of the Internal Revenue Code or corresponding section of any future federal tax code.

END