

Bylaws of the Piedmont Neighborhood Association

ARTICLE I NAME OF ORGANIZATION

The name of the organization is PIEDMONT NEIGHBORHOOD ASSOCIATION.

ARTICLE II PURPOSE

The Piedmont Neighborhood Association is an organization that works to enhance and protect neighborhood livability as well as engage neighbors in cooperative self-directed community building, civic improvement, social connection, and mutual assistance. The Association shall not sponsor political activities.

Non-discrimination clause: Consistent with federal, state, and local laws, as well as with the spirit of the neighborhood, the PNA does not discriminate against individuals or groups on the basis of ability, age, citizenship, color, ethnicity, gender identity, income, housing status, marital status, national origin, political affiliation, race, religion, sex, or sexual orientation in any of its policies, recommendations, or actions.

ARTICLE III BOUNDARIES

In Portland, Oregon, starting at the intersection of the midline of Interstate 5 and the midline of the Columbia Slough; then east along the midline of the Columbia Slough to its intersection with the midline of Martin Luther King Jr. Blvd.; then south along the midline of Martin Luther King Jr. Blvd. to its intersection with NE Ainsworth St; then west along the midline of NE Ainsworth St to its intersection with the midline Interstate 5; and then north along the midline of Interstate 5 to its intersection with the midline of the Columbia Slough.

ARTICLE IV GENERAL MEMBERSHIP QUALIFICATIONS

Membership is open to all residents eighteen (16) years or older, property owners, and holders of a business license operating within the Piedmont Neighborhood boundaries. A resident is any person who currently lives within the Piedmont Neighborhood boundaries. A member who wishes to be on the neighborhood association membership list can register by giving their name and contact information:

- at a general, special, or board meeting
- by email to board@piedmontemerald.com
- by regular mail to PNA c/o North Portland Neighborhood Service 2209 N Schofield St, Portland, OR 97217.

Voting: Each member has one vote to be cast during attendance at any General or Special Meeting. One representative from each business that meets membership qualifications has the same privilege as other members. Only elected Board Members are eligible to vote at Board Meetings. Unless otherwise specified in these bylaws, decisions of the Neighborhood Association are by a majority vote of those members present at and voting.

Powers of the general membership: Members can

- elect and remove Board Members
- revise and adopt Bylaws
- oversee the Grievance Procedure
- advise the Board of Directors

ARTICLE V MEETINGS

General Meetings: Four General Membership meetings are held annually on the final Thursday of January, April, July and October.

Annual General Membership Meeting: The Annual General Membership Meeting is held on the last Thursday of October. If the last Thursday falls on the 31st, the meeting will be held on Wednesday, the 30th. The election of the Board of Directors is conducted at the Annual Meeting. General meetings require a minimum of seven (7) days' advance notice to the Membership. The advance notice to the Membership for the Annual Meeting will include an opportunity for any member interested in serving on the Board to contact the Chair and submit his/her name for nomination. Notice may be sent by electronic or non-electronic means.

Special General Meetings: Special meetings of the Membership may be called by the Chairperson, by majority vote of the Board, or by a petition of three (3) or more qualified members (Article IV Section 1) presented to the Chair of the Board.

Quorum: A quorum for any General or special meeting of the Piedmont Neighborhood Association is ten (10), not including the Board Members.

Participation: All meetings are open to the public. Only qualified members are eligible to participate in discussion and vote.

Regular Board Meetings: Board Meetings are held monthly on the day of the month and place decided at the first meeting of the Board each calendar year. The time or place of Board Meetings may be changed temporarily or permanently by a 2/3 vote of the Board Members present and voting.

Special Board Meetings: Special Board Meetings may be called by the Chair or by a majority vote of the Board Members present and voting. A minimum of four (4) days' notice will be provided for any Special Board Meeting. Notice may be given via email,

phone or any other agreed upon method.

Quorum: A quorum for any Board Meeting is four (4).

Participation: All Board Meetings are open to the public. Only qualified board members are eligible to participate in discussion and vote.

ARTICLE VI BOARD OF DIRECTORS

Board Members: The Board of Directors will be comprised of no fewer than five (5) nor more than thirteen (13) members. One position on the Board is reserved for someone renting a room, apartment, or house in the neighborhood. Ideally, the Board should be an equitable and diverse representation of the Piedmont Neighborhood.

Terms of Office: The term of office is for one (1) year, or until the next annual election in October. The Chair of the Board cannot serve in that function for more than three consecutive years.

Attendance: A Board member who cannot attend the monthly board meeting notifies the Chair or Secretary on or before the day of the Board meeting. Board members who do not attend three consecutive board meetings without notification of absence are considered to have stepped down.

Board Vacancies: The Board may fill any vacancy of the Board of Directors until the next Annual Meeting.

Election of Board Members: Board Members are elected annually by a vote of the General Membership at the Annual Meeting held in October of each year. Nominations will be solicited via all communication methods currently being used. Any member may self-nominate by contacting the Chair or from the floor during the Annual General Membership Meeting.

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 members-at-large.

Duties of Board Members: The Board manages the affairs of the Piedmont Neighborhood Association. The Board may establish *ad hoc* committees or appoint representatives as it deems appropriate.

Duties of Board Officers:

- **Chair:** The Chair prepares an agenda, facilitates Board and General Membership meetings, serves as the spokesperson for the Board and signs checks on the Association checking account.
- **Vice Chair:** The Vice Chair performs the duties of the Chair in his/her absence and assists the Chair, as requested.
- **Secretary:** The Secretary records minutes and maintains all records, and files. The Secretary forwards duplicates of all records in a timely manner to North Portland Neighborhood Service, Office of Neighborhood Involvement.

- **Treasurer:** The Treasurer receives and disburses funds, writes checks, maintains accurate fiscal records, presents a detailed monthly account of the fiscal position, and proposes an annual operating budget to the Board in November of each year.

Termination: Any Board Member may be terminated at a General or Special Membership meeting, with or without cause, by a simple majority of members present and voting, provided the proposal to terminate is noted in the agenda and submitted to the Membership a minimum of seven days prior to the General or Special meeting.

ARTICLE VII COMMITTEES

Grievance Committee: The board has a standing Grievance Committee, consisting of the Chair and the Vice-chair.

Board Committees: The Board may establish committees appropriate to carry out the work of the Association. Committees will serve at the pleasure of the Board and not act on their own accord without Board approval.

Fundraising Committee: The Board may establish one or more fundraising committees to fund Neighborhood activities or programs. Piedmont Neighborhood Association may receive funds from volunteer contributions, grants or fund-raising activities. Membership dues are prohibited.

ARTICLE VIII GRIEVANCES

Eligibility to Grieve: Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws and that the grievant has been directly affected the outcome of a decision of Piedmont Neighborhood Association.

Grievances must be submitted in writing to the Board within 45 days of the alleged violation.

Processing the Grievance: The Grievance Committee (Article VII), will review the grievance and give the grievant and others the opportunity to present relevant comment. Deliberations may be held in executive session, not open to the public. The Committee's recommendation is forwarded to the Board.

Final Resolution: Within 60 days from receipt of the grievance the Piedmont Neighborhood Association Board will render a final decision on the grievance and notify the grievant of its decision. Deliberations by the Board on a grievance decision may be held in executive session.

ARTICLE IX CONFLICT OF INTEREST

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

ARTICLE X GOVERNANCE

Standards, Practices, and Law: Piedmont Neighborhood Association is an officially recognized neighborhood association of the City of Portland, a Non-Profit Corporation of the State of Oregon, a federal tax-exempt organization under the Internal Revenue Service 501(c)(3) tax code, and one of eleven neighborhood associations of North Portland Neighborhood Services, Office of Neighborhood Involvement. Piedmont Neighborhood Association will follow the City of Portland Office of Neighborhood Involvement Standards, the State of Oregon laws for Non-Profit Corporations, U.S. Internal Revenue Service laws and requirements, and participate in North Portland Neighborhood Services, Office of Neighborhood Involvement actions and activities.

Bylaws reviews and amendment: These bylaws will be reviewed annually by the Board of Directors. Amendments to these bylaws may be proposed by the General Membership or the Board for consideration and vote by the General Membership.

Governance Procedures: Roberts Rules of Order will be followed in all areas not covered by the bylaws.

These bylaws supersede any and all previous bylaws of the PIEDMONT NEIGHBORHOOD ASSOCIATION. Approved by the General Membership on January 24, 2019

X __

Secretary, Piedmont Neighborhood

Association January 25, 2019