

BYLAWS of the MULTNOMAH NEIGHBORHOOD ASSOCIATION

**Posted for member review: July 6, 2023
Adopted: October 10, 2023**

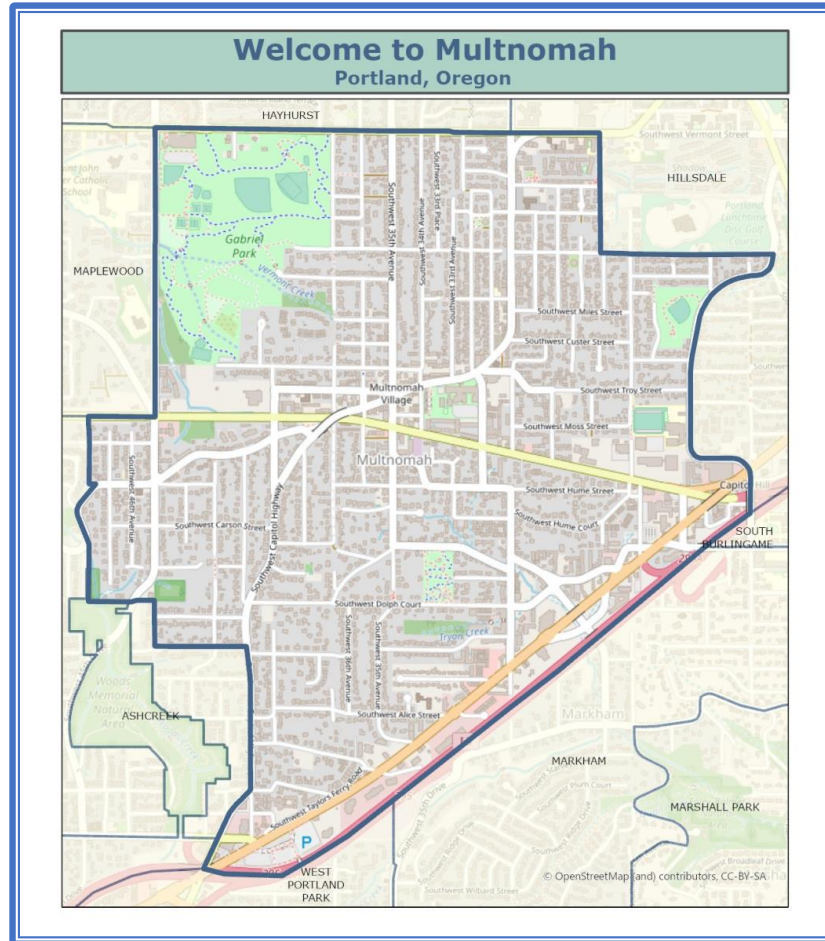


Figure 1: Map of the Multnomah neighborhood, which extends from SW Vermont St on the north to Barbur Blvd on the south; and from SW Capitol Hill Road on the east to 45th Ave and Capitol Hwy on the west.

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ARTICLE I (1): NAME

The name of the organization shall be the Multnomah Neighborhood Association (MNA).

ARTICLE II (2): PURPOSE

The purposes for which the MNA is organized are:

- a) To consider and act on issues that affect the livability and quality of the neighborhood;
- b) To take positions in matters of civic interest, and promote those positions in communications;
- c) To inform residents of events or plans affecting the neighborhood;
- d) To provide an open process by which all Members may involve themselves in the affairs of the neighborhood;
- e) To advocate for diversity, equity, inclusion, and accessibility in all neighborhood matters;
- f) To establish and maintain open lines of communication with other organizations, such as District Coalitions, other Neighborhood Associations, and city, county, regional, and state government agencies; and
- g) For such other purposes as are approved by the Board of Directors (Board).

Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes or its equivalent future statutory language and Section 501(C)(3) of the Internal Revenue Code or its equivalent future statutory language.

ARTICLE III (3): BOUNDARIES

The boundaries of the MNA shall be defined as:

- Starting from the intersection of SW 45th Ave and SW Vermont St
- Then, SW Vermont St east to the intersection of SW 26th Ave
- Then, SW 26th Ave south to the intersection of SW Nevada Ct
- Then, SW Nevada Ct east to the intersection of SW Capitol Hill Rd
- Then, southerly on SW Capitol Hill Rd to the intersection of SW Barbur Blvd, and SW 19th Ave
- Then, continue on SW 19th Ave south until it intersects I-5.
- Then, southwesterly on I-5 to the intersection of SW Capitol Hwy and SW Barbur Blvd
- Then, northerly on SW Capitol Hwy to the intersection of SW Marigold St
- Then, SW Marigold St west to the intersection of SW 45th Ave
- Then, northerly on SW 45th Ave to SW Dolph Ct
- Then, SW Dolph Ct west to the intersection of SW 48th Ave

- Then, northerly on SW 48th Ave where it intersects SW Garden Home Rd
- Then, northerly on SW Garden Home Rd to where it intersects SW 48th Ave again
- Then, SW 48th Ave north to where it intersects SW Multnomah Blvd
- Then, SW Multnomah Blvd east to where it intersects SW 45th Ave
- Then, SW 45th Ave north to the point of origin at the intersection of SW Vermont St

ARTICLE IV (4): MEMBERSHIP

Section 1. Eligibility. For individuals that are 16 years of age or older: all residents, property owners, and business-license holders located within the boundaries as defined by these bylaws are eligible to be Members of the MNA. Other individuals may become eligible for membership by approval of the MNA Board of Directors.

Section 2. Consent. An eligible person shall become a Member of the MNA by providing written consent in accordance with the procedures established by the MNA. An eligible person becomes a Member one week after they consent, at a Regular Meeting, to join the MNA.

Section 3. Term of Membership: An individual's term of membership shall be 10 years from the date they become a Member or until they no longer meet the eligibility requirements, whichever comes first. Individuals are not limited in the number of times they may renew their membership.

Section 4. Dues or Fees. Dues or fees shall not be required.

Section 5. Voting. Each Member shall be entitled to one vote. There shall be one category of Members of the MNA.

Section 6. Member Powers. Each Member is eligible to vote for:

- election of Board Directors
- bylaw amendments
- dissolution or merger

ARTICLE V (5): BOARD OF DIRECTORS

Section 1. Number and Composition of Board Members. The number of Directors may vary between a minimum of three and a maximum of fifteen.

Section 2. Eligibility for Board Service. Only Members shall be qualified to hold an elected or appointed position.

Section 3. Terms of Office and Term Limits. The term of office for Directors shall be one year. A Director may be reelected without limitation on the number of terms they may serve.

Section 4. Removal. Any elected or appointed Director may be removed, with or without cause, by a 2/3 vote of the Directors at a Board meeting called for that purpose. A Director with unexcused absences for three consecutive Board meetings shall no longer be a member of the Board.

Section 5. Board Vacancies. Vacancies on the Board shall be filled by a majority vote of the Directors currently serving on the Board. A Member appointed to fill a vacancy shall serve until the next election.

Section 6. Powers and Duties of the Board.

The Board shall be responsible for:

- managing the affairs of the MNA
- assuring that Members are informed of business that affects them through reasonable means of notification

The Board must act in the best interest of the MNA. The Board is not bound to act according to the desire of the majority of Members attending a particular meeting.

Elected and appointed Directors have the same powers and responsibilities.

ARTICLE VI (6): OFFICERS

Section 1. Titles and Eligibility. The officers of the MNA shall be President, Vice President, Secretary, and Treasurer.

Section 2. Terms of Office. Officers shall serve one-year terms and may be reelected without limitation on the number of terms they may serve.

Section 3. Vacancy. A vacancy in any office shall be filled by a vote of the Board not later than the first regular meeting of the Board following the vacancy or as soon as possible.

The President must delegate the duties of a vacant office to one or more Directors until the position is filled.

Section 4. Duties of Board Officers.

a. **President:** The President shall be the chief officer of the MNA and shall act as the chair of the Board. The President shall:

- prepare the agenda for Board and Regular Meetings
- preside at all Board and Regular Meetings
- represent the position of the Board and the interests of the MNA
- act as spokesperson for the MNA
- serve as the public contact for the MNA

- appoint Committee Chairs
- appoint a Neighborhood Coalition Delegate
 - The Neighborhood Coalition Delegate shall represent the MNA at all meetings of the Neighborhood Coalition Board.

b. **Vice President:** The Vice President shall perform the duties of the President in their absence and when requested.

c. **Secretary:** The Secretary shall:

- record and maintain minutes of Regular and Board meetings.
- assist the President with the correspondence of the MNA.
- maintain the non-financial files of the MNA.
- provide notice of all Regular and Board meetings
- authenticate the records of the corporation.
- maintain current and accurate Board and membership lists.
- send approved minutes to the Neighborhood District Coalition office.

d. **Treasurer:** The Treasurer shall have overall responsibility for all the MNA's funds. The Treasurer shall:

- maintain full and accurate accounts of all financial records of the corporation.
- present financial reports as directed by the Board.

ARTICLE VII (7): COMMITTEES

The Board may establish advisory committees as standing or ad hoc committees, as it deems necessary and desirable. Members of the MNA are eligible to serve on these committees. Upon establishment of any committee, the Board shall identify the scope of the committee's authority and duties, set the number of Members, and appoint the committee's membership. Committee meetings are scheduled by the committee chair.

Advisory committees are not required to comply with open meeting, notice, or public records requirements. Advisory committees may make recommendations to the Board but cannot implement recommendations or projects without Board approval.

ARTICLE VIII (8): MEETINGS

Section 1. Membership Meetings.

- a. **Annual Meeting:** The annual meeting of the membership shall be held each year in the month of November on a date set by the Board. The business of the annual meeting shall include a report from the Board on the state of the MNA, and the annual election of Officers and Directors to the Board. Notice of the annual meeting to the public must be at least 7 days in advance. Notice to Members must be provided at least 21 days in advance.

- b. **Regular Membership Meetings:** Regular membership meetings (Regular Meetings) will be held at least 10 times a year at a regular day and time set by the Board. The membership shall advise the Board of current concerns and possible actions. Notice of Regular Meetings to Members and to the public must be at least 7 days in advance.
- c. **Special Membership Meetings:** The Board may call a special meeting of the membership. Notice of special membership meetings to Members and to the public must be at least 7 days in advance.

Section 2. Board Meetings.

- a. **Special Board Meetings:** The President may call a special meeting of the Board when the timeliness of the Regular Meeting is insufficient to take action on particular issues. Notice of special meetings of the Board to the public must be at least 7 days in advance and must identify the topics on the agenda. Direct notice to the Board and individuals known to have an interest in the agenda topic(s) must be provided at least one day in advance. The Board can only discuss and make decisions at special meetings on the topics on the agenda. A special Board meeting may be called by at least three Board members.
- b. **Emergency Board Meetings:** The President, or at least three Board members, may call an emergency meeting of the Board when there is insufficient time to address timely business within the notice requirements of a Regular or special meeting. Notice of an emergency meeting to all parties may not be less than 24 hours in advance. Direct notice to individuals known to have an interest in a particular agenda item must be provided.

Section 3. Quorum.

- a. **Annual Meeting:** A quorum for the Annual Meeting constitutes attendance by 12 Members.
- b. **Regular Meeting:** A quorum for a Regular Meeting constitutes attendance by a majority of the Board members.
- c. **Board of Directors Meeting:** A quorum for special and emergency Board meetings shall be a majority of the number of Directors in office immediately before the meeting begins.
- d. **Committee Meeting:** A quorum for a committee meeting constitutes attendance by 2 members.

Section 4. Setting Meeting Agendas.

- a. **Board Meetings:** Board meeting agendas shall be set by the President
- b. **Regular Meetings:** Regular meeting agendas shall be set by the President
- c. **Committee Meetings:** Committee meeting agendas are set by the committee chair
- d. **Amending the Agenda:** Members may add items for discussion under “New Business”

Section 5. Cancelling a Meeting.

Meetings can be cancelled by the same individual or body that called the meeting.

Section 6. Deliberation and Decision Making. Action is taken by a majority vote of those eligible to vote at a meeting. The procedures for deliberation and decision making shall be established by the Board.

Section 7. Parliamentary Authority.

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the MNA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the MNA may adopt.

ARTICLE IX (9): ELECTIONS

Section 1. Annual Election. The Members shall elect each Director by a majority vote at the annual election. The annual election will be held at the annual meeting during the month of November.

Section 2. Election of Officers. The Members shall elect the officers at the annual election. Election of officers requires a plurality vote of the membership present. Officers automatically become Directors.

Section 3. Voting Eligibility. Current Members are eligible to vote in the annual election.

Section 4. Nomination Process.

- a. **Election Committee (EC):** The President shall create an election committee, in conformance with Article XIII, which shall:
- Give attention to diversity, equity, inclusion, and accessibility in all matters, including the choice of candidates and the voting process.
 - In cooperation with the Board, seek eligible candidates to run for Director and officer positions.
 - If not already established, develop a process for the election, including who will preside over the annual election, and submit it to the Board for approval.
 - Establish a process to determine, at the election, who is eligible to vote (e.g., formal membership roster, sign-in check box, presentation of formal documentation of eligibility to be a Member).
 - Provide formal notice of the annual election. The notice should include:
 - Date, time, place
 - Number and type of open seats

- Process by which a Member can declare their interest in being a candidate for a Board position.
 - Who is eligible to vote.
 - Process by which individuals can become a Member and be eligible to vote.
 - Process at the election by which Members will be asked to prove their Member status and eligibility to vote.
 - Present a list of all nominees at the Regular Meeting prior to the Annual Meeting.
 - Prepare ballots and any other materials needed for the election.
- b. **Nomination from the Floor.** Time shall be provided at the Regular Meeting prior to the Annual Meeting for Members to nominate Members from the floor to be added to the ballot. No additional nominations will be accepted after that Regular Meeting. Nominations from the floor do not require a second. Individuals nominated from the floor must consent to be nominated.
- c. **No Write-in Votes:** Votes for individuals written in on ballots who have not been nominated through the designated nomination process(es) will not be counted.

Section 5. Voting Process.

Voting at the annual election shall be by secret ballot as much as possible, and accessibility accommodations are to be provided in compliance with ADA Title II. Proxy voting is prohibited. Candidates do not need to be present at the election to be elected.

ARTICLE X (10): GRIEVANCE PROCESS

Section 1. Other Forms of Conflict Resolution are Encouraged. All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with Directors and Members, and/or formal mediation whenever possible.

Section 2. Eligibility to Grieve. A person or group harmed as a result of a decision of the MNA may file a formal grievance if they believe the action taken by the MNA violated a provision of these Bylaws, a formally adopted policy of the MNA, or the ONI Standards.

Section 3. Filing a Grievance. Grievances must be submitted, in writing, to the MNA President and/or Secretary, within two calendar months of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the MNA's Bylaws or the ONI Standards which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking. The

MNA requires the grievant to submit the grievance on a form that follows the ONI Standards.

Section 4. Initial Review and Response. The Board or the Board’s designee will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found not to meet the criteria, the Board or its designee will inform the grievant in writing of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process continues.

Section 5. Grievance Committee. If the process continues, as per Section 4, the Board, or a committee designated by the Board, shall offer the grievant an opportunity to present information relevant to the grievance and shall gather other relevant information. The body carrying out the review will develop its findings and recommendations and submit them to the Board. Remedies may include:

- acknowledgement of error and appropriate apologies
- repeal of a decision
- redoing a process—where feasible
- rectification of a procedure
- a good faith commitment not to repeat the error.

Remedies may only rectify the harm done and do not include punishment—such as the removal of Board members and/or officers.

Section 6. Board Action. The Board shall consider the findings and recommendations and render a decision on the grievance. The Board shall notify the grievant of the Board’s decision, in writing, within two calendar months from the receipt of the grievance.

ARTICLE XI (11): INDEMNITY

This corporation will indemnify to the fullest extent allowed by laws any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, Officer, volunteer, or agent of the corporation.

ARTICLE XII (12): CONFLICT OF INTEREST

To protect the integrity of the MNA’s decision-making processes, Directors will disclose to the Board any interest they have in a transaction or decision of the Board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organizations with which they are affiliated. The Director will not be present for or participate in any Board discussion of or vote on the transaction or decision.

ARTICLE XIII (13): NON-DISCRIMINATION

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

ARTICLE XIV (14): OFFICE OF NEIGHBORHOOD INVOLVEMENT (ONI) STANDARDS

The MNA, in all its activities, shall comply with the requirements of the ONI Standards, or its successor, for Neighborhood Associations.

ARTICLE XV (15): AMENDMENT OF BYLAWS

All amendments to these Bylaws must be proposed in writing. Amendments may be proposed by the Board or by a petition signed by twelve Members and presented to any Board officer. The Board shall submit proposed amendments to the Members for a reading at a Regular Meeting. The Board shall schedule a vote on the adoption of the amendment(s) at a subsequent Regular Meeting.

Section 1. Notice. Notice of a proposal to amend the Bylaws, specifying the date, time and place for consideration, must be provided to all Members a minimum of 35 days before the Regular Meeting at which the amendment(s) will be voted on. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment(s).

Section 2. Adoption. Adoption and amendment of these Bylaws shall require a two-thirds (2/3) vote by the Members present at a Regular Meeting.

Date Adopted: October 10, 2023 (to go into effect December 1, 2023)

Previous Versions

Initial: May 26, 1982

Amended: November 10, 2009