

# **Bylaws**

Ashcreek Neighborhood Association, Inc.  
Portland, Oregon

*Adopted by the Membership*

*March 13, 2017*

This document contains the new set of Bylaws for the Ashcreek Neighborhood Association, Inc. (Association), of Southwest Portland, Oregon. The Association is a non-profit corporation operating under the aegis of Southwest Neighborhoods, Inc., a 501(c)(3) non-profit corporation and an adjunct of the City of Portland's Office of Neighborhood Involvement (ONI).

These Bylaws were drafted by the Association's Bylaws Committee, appointed in 2016, and approved by the membership of the Association on Monday, March 13, 2017. They replace, *in toto*, all prior bylaws of the Association.

Submitted by:

Dean Smith, Association Member, President

Jack Klinker, Association Member, Past President

Marianne Fitzgerald, Association Member

Michael Kisor, Association Member

*Ashcreek Neighborhood Association Bylaws Committee  
March 13, 2017*

# BYLAWS OF THE ASHCREEK NEIGHBORHOOD ASSOCIATION

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## ARTICLE I: NAME

The name of the organization shall be the Ashcreek Neighborhood Association.

## ARTICLE II: PURPOSE

The purposes for which this Association is organized are:

- a) To consider and act on issues that affect the livability and quality of the neighborhood;
- b) To provide an open process by which all Members may involve themselves in the affairs of the neighborhood;
- c) To take positions on matters of community interest, and promote those positions in communications;
- d) To inform residents of events or plans affecting the neighborhood;
- e) 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
- f) For such other purposes as are approved by the Board of Directors (Board) or membership.

## ARTICLE III: BOUNDARIES

The boundaries of the Association shall be defined as:

ANA's boundaries lie from SW 65th Ave. and SW Multnomah Blvd., east to SW 48th Ave., south on SW 48th Ave. where SW Hume intersects with SW Garden Home Road, follow SW Garden Home Road south to SW 48th Ave., SW 48th Ave. south to SW Dolph Court, SW Dolph Court east to SW 45th Ave., south on SW 45th Ave. to SW Marigold St., east on SW Marigold St. to SW Capitol Hwy., south on SW Capitol Hwy. to where it intersects with SW Taylors Ferry Road, west on SW Taylors Ferry Road to SW 65th Ave. north on SW 65th Ave. to SW Multnomah Blvd., also incorporating the abutting areas of Washington County lying within the city of Portland, west of the aforesaid Ashcreek boundaries.

## ARTICLE IV: MEMBERSHIP

**Section 1. Eligibility.** All residents, property owners and individuals, 18 years of age or older, and individuals who hold a current business license located within the boundaries as defined by these bylaws, are eligible to be members of the Association.

### Section 2. Consent.

- a) Consent to be a member. An eligible person shall become a member of the Association by providing written consent to be a member in accordance with the procedures established by the Association.
- b) Duration of membership. A member is always a member if s/he remains eligible for membership, pursuant to Article IV, Section 1. A member can remove his/her consent to membership at any time, in writing, to the Association's Secretary.

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**Section 3. Dues or Fees.** Dues or fees shall not be required. Membership contributions may be collected on a volunteer basis only.

**Section 4. Voting.** Each member shall be entitled to one vote. There shall be one class of members of this Association.

**Section 5. Member Powers.** Each member is eligible to vote for election of board Directors, bylaw amendments, and dissolution or merger.

### ARTICLE V: BOARD OF DIRECTORS

**Section 1. Number and Composition of Directors.** The number of Directors may vary between a minimum of three and a maximum of 11. All Officers are considered to be Directors.

**Section 2. Eligibility for Board Service.** Only members who have attended at least one membership meeting within the previous 12 regular meetings shall be qualified to hold an elected or appointed position to the Board.

**Section 3. Terms of Office and Term Limits.** Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Officers and Directors shall be two years. Officers shall be elected in odd-numbered years. Directors may be elected in even- or odd-numbered years.

**Section 4. Removal.** Any elected or appointed Director may be removed, with or without cause, by a two-thirds vote of the members at a membership meeting called by the Board for that purpose, or by a special meeting called by the membership for that purpose. Such special meeting shall be called for by a two-thirds vote of the members at a regular membership meeting, and shall be held no less than 14 days or more than 30 days after such vote is taken.

**Section 5. Board Vacancies.** Vacancies on the Board shall be filled by a vote of the directors currently serving on the Board. A member appointed to fill a vacancy shall serve until the remainder of the term of the vacant position, if less than one year. If the remainder of the term is more than one year, the vacancy shall be filled by a vote of the membership at the next regular membership meeting.

**Section 6. Powers and Duties of the Board.** The Board shall be responsible for managing the affairs of the Association, and for assuring that members are informed of business that affects them through reasonable means of notification. Elected and appointed Directors have the same powers and responsibilities.

### ARTICLE VI: OFFICERS

**Section 1. Titles and Eligibility.** The Officers of this Association shall be President, Vice President, Secretary, Corresponding Secretary and Treasurer. Only members are eligible to be Officers of the Association.

**Section 2. Terms of Office.** Officers shall serve two-year terms and may be reelected without limitation on the number of terms s/he may serve.

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**Section 3. Vacancy.** A vacancy in any Officer position shall be filled by a vote of the Board not later than the first regular meeting of the Board following the vacancy. The Board must delegate the duties of a vacant Officer position to one or more Directors until the position is filled.

### **Section 4. Duties of Board Officers.**

President: The President shall be the chief officer of the Association and shall act as the chair of the Board. The President shall:

- a) prepare the agenda for Board and membership meetings;
- b) preside at all Board and membership meetings;
- c) appoint delegate to Southwest Neighborhoods, Inc. (hereinafter "SWNI" or "coalition") Board of Directors; and
- d) represent the position of the Board and the interests of the Association.

Vice-President: The Vice President shall perform the duties of the President in his/her absence and when requested. The Vice President also verifies receipt and distribution of funds of the Association.

Secretary: The Secretary shall:

- a) record and maintain minutes of membership and Board meetings;
- b) authenticate the records of the corporation;
- c) maintain the non-financial records of the Association; and
- d) ensure that all such records are housed at the SWNI coalition office.

Treasurer: The Treasurer shall have overall responsibility for all of the Association's funds. The Treasurer shall maintain full and accurate accounts of all financial records of the corporation and present financial reports as directed by the Board.

Corresponding Secretary: The Corresponding Secretary shall:

- a) maintain a record of official correspondence of the Association;
- b) ensure that notice is provided for all membership and Board meetings;
- c) maintain current and accurate Board and membership lists; and
- d) manage, contribute content for and maintain the Association's website, listserv and such other means of official communication as may be devised by the Association in the future.

## **ARTICLE VII: COMMITTEES**

**Section 1. Establishment of Committees.** The Board may establish standing and *ad hoc* committees as it deems necessary and desirable. Such committees are advisory to the Board. Upon establishment of any committee, the Board shall identify the scope of the committee's responsibility and appoint a committee chair. Committee chairs shall be the Association's representative to the corresponding committee of the SWNI coalition and be responsible for bringing the Association's issues to the coalition, and vice versa. Committee chairs or the President may delegate a substitute if the committee chair is not available.

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**Section 2. Advisory Committees.** The Board may establish advisory committees as standing or *ad hoc* committees. The Board appoints the committee members. Advisory committees are not required to comply with open meeting, notice, quorum or public records requirements. Advisory committees may make recommendations to the Board but cannot implement recommendations or projects without Board approval.

**Section 3. SWNI District Coalition Delegate.** The SWNI coalition delegate shall represent the Association at all meetings of the coalition board. If the Association's coalition delegate is not available, this responsibility shall fall to the President who may delegate the responsibility to another Director.

## ARTICLE VIII: MEETINGS

### Section 1. Membership Meetings.

- a) Annual meeting: The Annual Meeting of the membership shall be held each year in the month of April. The business of the Annual Meeting shall include a report from the Board on the state of the Association, and the annual election of Officers and/or Directors to the Board.
- b) Regular membership meetings: Regular membership meetings will be held at least 10 (ten) times a year at a regular day and time set by the Board, except for those cancelled for public safety concerns (e.g., severe weather). The membership shall advise the Board of current concerns and possible actions. Notice of regular membership meetings, including proposed action items, to members and to the public must be provided at least 7 days in advance.
- c) Special membership meetings: At least four members of the Board may call a special meeting of the membership. Notice of special membership meetings, including the purpose of such meeting and proposed action items, must be provided to members and to the public at least 7 days in advance.

### Section 2. Board Meetings.

- a) Board meetings: The Association's Board shall meet at least 10 (ten) times a year, except for those cancelled for public safety concerns (e.g., severe weather), typically on the 2<sup>nd</sup> Monday of each month for which a meeting is scheduled. Notice of regular meetings of the Board, including proposed action items, to members and the public must be at least 7 days in advance.
- b) Emergency board meetings: The President or at least four (4) 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.

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### Section 3. Notice of Meetings.

- a) Notices for membership and Board meetings: Notices for membership and Board meetings shall be provided to members of the Association and the community, at a minimum, via the Association's listserv and the monthly SWNI district coalition newsletter.
- b) Notices for committee meetings. Notices of committee meetings shall be provided to members at the discretion of the committee chair.

### Section 4. Quorum.

- a) Membership and Board meetings: A quorum for a membership meeting constitutes attendance by at least six (6) members and/or a quorum of the Board.
- b) Board of Directors meeting: A quorum for a Board meeting shall be a majority of the number of Directors in office immediately before the meeting begins.

### Section 5. Setting Meeting Agendas.

- a) Membership and Board Meetings: Membership meeting agendas shall be set by the President. Any member may add an item to the agenda by submitting the item in writing or by phone to the President at least one day prior to the meeting. Any member of the Association may make a motion to add an item to the meeting agenda. Adopt of such motion requires a second and majority vote.
- b) Committee meetings: Committee meeting agendas are set by the committee chair.

### Section 6. Calling a Meeting.

- a) Membership and Board meetings: Membership and Board meetings are established in the bylaws or by the Board. The President or at least four members of the Board may call a special membership meeting.
- b) Committee meetings: Committee meetings are scheduled by the committee chair and/or the committee members.
- c) Meeting cancellation: Meetings can be cancelled by the same individual or body that called the meeting.

**Section 7. 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.

- a) Membership voting. Any qualified member may vote on any action item coming before the Association. A vote by members on bylaws of the Association, and amendments thereto, and on the election of Officers and Directors, are binding on the corporation. Votes on other matters become binding on the Association except for as provided in Article VIII, section 6, subsection b) below.

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- b) Officer and Directors voting. Officers and Directors (the “Board”) are members and may vote on all matters coming before the Association. Except for voting on bylaws, bylaws amendments, creation or dissolution of the corporation, and Officer or Director elections, the Board may take a separate vote on any matter voted on by the membership, provided that at least one (1) Board member, at the time of the membership vote, requests a separate Board vote, in which case the results of the Board voting becomes binding on the corporation.

### ARTICLE IX: ELECTIONS

**Section 1. Annual Election.** The members shall elect the Directors at the annual election, held during the annual membership meeting.

**Section 2. Election of Officers.** The members shall elect the Officers at the annual election designated for that purpose. Officers automatically become Directors.

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

#### **Section 4. Nomination Process.**

- a) Nomination Committee: Two months prior to the annual membership meeting, the President shall create a nominations committee, which shall seek eligible members for open positions and present them as nominees; and manage the election process.
- b) Nomination from the Floor at the Annual Election: Time shall be provided at the annual meeting to nominate members from the floor to be added to the ballot. Nominations from the floor do not require a second. Individuals nominated from the floor must be present and consent to be nominated.

#### **Section 5. Voting Process.**

- a) Balloting: Voting at the annual election may be by secret paper ballot, unless a member makes a motion from the floor—subsequently approved by a vote of members present—to dispense with paper ballots and instead to vote by a show of hands or by voice. If none of the open seats are contested, a member may make a motion from the floor to adopt the full slate of candidates by acclamation.
- b) Majority vote: Election of Officers and Directors requires a majority vote of the members voting in the annual election.
- c) Proxy or in absentia voting: Members must be present to vote. Proxy voting and voting by mail are prohibited. Candidates do not need to be present to be elected but must have agreed to be nominated prior to the vote.

### ARTICLE X: 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.

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**Section 2. Eligibility to Grieve.** A person or group harmed as a result of a decision of this Association may file a formal grievance if they believe the action taken by the Association violated a provision of these bylaws, a formally-adopted policy of the Association, or the standards of the City of Portland's Office of Neighborhood Involvement (hereinafter "ONI").

**Section 3. Filing a Grievance.** Grievances must be submitted, in writing, to the Association's President and/or Secretary, within 45 business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the Association'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.

**Section 4. Initial Review and Response.** The Association has 60 calendar days to review and respond to the grievance. 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 of this Article, 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.

**Section 6. Board Action.** The Board shall consider the findings and recommendations of the Grievance Committee and render a decision on the grievance. The Board shall notify the grievant of the Board's decision, in writing, within 60 calendar days from the receipt of the grievance.

**Section 7. Appeal Process.** If the grievant is not satisfied with the response, the grievant may appeal the Association's response to SWNI, the Association's district coalition, within 14 calendar days of the decision.

### ARTICLE XI: INDEMNITY

This corporation will indemnify to the fullest extent not prohibited 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: CONFLICT OF INTEREST AND DUTY OF LOYALTY

**Section 1. Conflict of Interest.** To protect the integrity of the Association's decision-making processes, Officers and Directors shall 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.



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The Officer or Director shall not be present for or participate in any Board discussion of, or vote on, the transaction or decision

**Section 2. Duty of Loyalty.** In cases where an Officer or Director may be faced with a Board decision that could affect another non-profit for which s/he also serve as a Board member, the Officer or Director should always act in the best interests of the Association.

### **ARTICLE XIII: NON-DISCRIMINATION**

The 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.

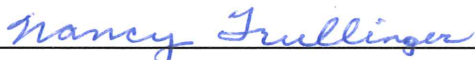
### **ARTICLE XIV: ONI STANDARDS**

The Association, in all its activities, shall comply with the requirements of the ONI Standards for neighborhood associations.

### **ARTICLE XV: AMENDMENT OF BYLAWS**

These bylaws may be amended at any monthly or special meeting by a 2/3rds vote of the Association members present and voting, provided that notice, including the subject and language of the proposed amendment, has been given in the call for the meeting.

Date Adopted: March 13, 2017



ATTEST: Nancy Trullinger, Secretary  
Ashcreek Neighborhood Association, Inc.  
7688 SW Capitol Highway  
Portland, OR 97219

### Previous Revisions:

Corrected & Amended      April 1998  
Corrected & Amended      March 2006

