

Bylaws
Ashcreek-Crestwood Neighborhood Association
Draft Distributed January 6, 2025
Approved by Members January 13, 2025

This document contains the approved Bylaws for the Ashcreek-Crestwood Neighborhood Association, Inc. (Association), of Southwest Portland, Oregon.

Ashcreek and Crestwood Neighborhood Associations were independent non-profit corporations registered with the Oregon Secretary of State and Oregon Department of Justice and located within the City of Portland District 4 Coalition (Neighbors West-Northwest Review Board, doing business as District 4 Coalition), a 501 (c)(3) non-profit corporation operating under contract with the City of Portland's Office of Community and Civic Life (Civic Life).

Ashcreek Neighborhood Association voted in support of merging with the Crestwood Neighborhood Association on September 9, 2024. Crestwood Neighborhood Association voted in support of merging with the Ashcreek Neighborhood Association on September 9, 2024. In order to accomplish the merger, on January 13, 2025 Ashcreek Neighborhood voted to dissolve and transfer its assets to Crestwood Neighborhood. Crestwood Neighborhood, as the surviving corporation, voted to amend its Articles of Incorporation to change its name to Ashcreek-Crestwood Neighborhood Association and update its Registered Agent.

Submitted by:
Marianne Fitzgerald, President
Ashcreek-Crestwood Neighborhood Association

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ARTICLE I: NAME

The name of the organization shall be the Ashcreek-Crestwood Neighborhood Association (hereinafter "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;
- f) To organize community events, programs and projects that benefit the livability in the neighborhood; and
- g) For such other purposes as are approved by the Board of Directors (Board) or membership.

ARTICLE III: BOUNDARIES

The boundaries of the Ashcreek-Crestwood Neighborhood Association shall be defined as all properties within the area of the City of Portland, Oregon described as follows:

Start at the intersection of 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 Interstate 5, southwesterly along I-5 to the city boundary (currently SW 65th), 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-Crestwood Neighborhood boundaries.

Ashcreek-Crestwood Neighborhood Association includes all property within the borders of Woods Park and Dickinson Park, as they currently exist and as they may be amended over time, as well as the Ash Creek Natural Area.

ARTICLE IV: MEMBERSHIP

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Section 1. Eligibility.

All residents, property owners and individuals, 18 years of age or older, who reside within the boundaries, 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.

Any person who affirms that he/she/they meets these qualifications shall be recognized as a voting member at any General, Annual or Special meetings of the general membership. Documentation of eligibility may be required if there is a question of someone's eligibility, such as appropriate documentation of residency, or that they are authorized to act on behalf of their business.

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 to the Association's Secretary. The Association may post a membership form for this purpose on its website.
- b) Duration of membership. A member is always a member if he/she/they remains eligible for membership, pursuant to Article IV, Section 1. A member can remove his/her/their consent to membership at any time, in writing, to the Association's Secretary.

Section 3. Dues or Fees.

Dues or fees shall not be required. Contributions made on a voluntary basis may be accepted.

Section 4. Voting.

Each member shall be entitled to one vote. There shall be one class of members of this Association. All meetings are open to the public and members of the public will have an opportunity to speak, if time allows at the discretion of the presiding officer.

Section 5. Member Powers. Each member is eligible to vote for election of Board Directors, Officers, amendments to articles of incorporation or bylaws, and dissolution or merger.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number and Composition of Board 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

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. For the initial election scheduled for January 2025, half of the Directors shall serve a one-year term.

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. Any elected or appointed Director that has three consecutive unexcused absences shall be notified that he/she/they may be removed by a majority vote of the Directors at a meeting called for that purpose.

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 remainder of the term of the vacant position. 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, and Treasurer. Only members who have attended at least one membership meeting within the previous 12 regular membership meetings 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 he/she/they may serve.

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 or as soon as possible. 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) represent the position of the Board and the interests of the Association;
- d) act as the public contact and spokesperson for the Association;
- e) appoint Committee chairs;
- f) serve as the District Coalition delegate, or appoint a District Coalition delegate. The District Coalition delegate shall represent the Association at all meetings of the District Coalition Board of Directors.

Vice-President: The Vice President shall perform the duties of the President in his/her/their 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;
- d) ensure that all such records are housed at the District Coalition office or City Archives.
- e) maintain a record of official correspondence of the Association;
- f) ensure that notice is provided for all membership and Board meetings;
- g) maintain current and accurate Board and membership lists; and
- h) manage, contribute content for and maintain the Association's website, email groups and such other means of official communication as may be devised by the Association in the future.

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. The Treasurer shall ensure that the annual corporate filings are current with the Oregon Secretary of State, Oregon Dept. of Justice and Internal Revenue Service. The Treasurer may not be a signatory on the Association's financial accounts.

ARTICLE VII: 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 the President shall appoint a committee chair. 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.

ARTICLE VIII: MEETINGS

Section 1. Membership Meetings.

- a) Annual meeting:

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The Annual Meeting of the membership shall be held each year, typically 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 8 (eight) 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 half of the members of the Board in office immediately prior to the special meeting 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) Regular Board meetings:

The Association's Board shall meet at least 8 (eight) times a year, except for those cancelled for public safety concerns (e.g., severe weather), typically on the 2nd Monday of each month for which a meeting is scheduled. Board meetings may be concurrent with regular membership meetings. Notice of regular meetings of the Board, including proposed action items, must be provided to members and to the public at least 7 days in advance.

d) Special Board meetings:

At least half of the members of the Board in office immediately prior to the special meeting may call a special meeting of the Board. Notice of special Board 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.

b) Emergency board meetings:

The President or at least four 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. Notice of Meetings.

a) Notices for membership and Board meetings:

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Notices for membership and Board meetings shall be provided to members of the Association and the community. The Association shall utilize email groups composed of people interested in the actions of the Association. The Association shall also notify the District Coalition of current meeting dates, times and locations.

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 quorum for a Board or membership 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 and Board meeting agendas shall be set by the President. Any member may request the addition of an item to the agenda by submitting the item in writing to the President at least eight days 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) Decisions by in-person or virtual meetings shall follow Robert's Rules of Order.

- b) Decisions by email: Any decision or action which may be made by the Board may be made by email without a meeting if:
 - a. The Association has a record of all Directors; email addresses;
 - b. The Association notifies Board of Director members and the public in the same manner as other meetings of the Board;
 - c. The electronic notification shall be sent to each Director at the email address stored in the corporate records and shall include a description of the action to be taken, a deadline to respond with a vote which may not be less than 48 hours from the time of notification; and
 - d. The association maintains a copy of the meeting notice and a record of the Director's votes in minutes of the meeting. Electronic signatures, whether from the email address of the Directors' address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as a hard copy ink signature.
- c) Minutes: Minutes of Membership and Board meetings shall summarize the issues addressed during the course of the meeting, actions taken, recommendations, and all motions voted on. The minute shall record attendance of the Board of Directors for purposes of determining a quorum, and attendance of members for purposes of determining eligibility to serve on the Board of Directors. Copies of the minutes shall be retained by the Association and also filed with the Coalition as required by ONI standards.

ARTICLE IX: ELECTIONS

Section 1. Annual Election.

The members shall elect the Board of Directors and Officers at the annual election, held during the annual membership meeting. 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 (February), the President shall create a nominations committee whose members will seek eligible members for open positions and present them as nominees; and manage the election process. Nominees must consent to be nominated prior to the election.
- 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.

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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 meetings are virtual meetings, voting may vote 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. The City of Portland's Office of Community and Civic Life, formerly known as the Office of Neighborhood Involvement (ONI) Standards (2005) prohibit proxy voting and voting by mail. 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.

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 City of Portland's Office of Community and Civic Life, formerly known as the Office of Neighborhood Involvement (ONI) Standards (2005).

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 the Association's District Coalition, within 14 calendar days of the decision.

ARTICLE XI: INDEMNITY

This Association 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.

If a conflict of interest is disclosed, 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 he/she/they also serve as a Board member, the Officer or Director should always act in the best interests of the Association.

ARTICLE XIII: NON-DISCRIMINATION

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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.

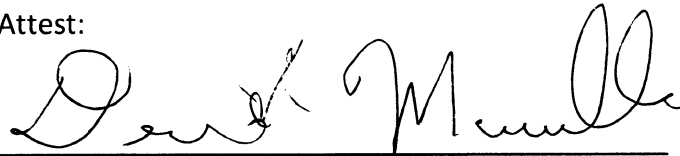
ARTICLE XIV: ONI STANDARDS

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 Board or Membership 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.

Attest:



Interim Secretary
Ashcreek-Crestwood Neighborhood Association
c/o Neighbors West Northwest dba District 4 Coalition
434 NW Sixth Avenue, Suite 202
Portland, OR 97209

Previous Ashcreek and Crestwood Bylaw Revisions Prior to Merger:

Ashcreek Neighborhood Association

Corrected and Amended: March 13, 2017

Corrected and Amended: October 2011

Corrected and Amended: March 2006

Corrected and Amended: April 1998

Crestwood Neighborhood Association

Amended and Restated Effective September 14, 2016

