

# Maplewood Neighborhood Association Bylaws

## ARTICLE I. PURPOSES

### Section 1. General Non-Profit Purposes

In accordance with its Articles of Incorporation, Maplewood Neighborhood Association (MANA) is organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Subject to the limitations stated in the Articles of Incorporation or in Section 3 of this article, the purposes of MANA shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes, or its corresponding future provisions, and Section 501(c)3 of the Internal Revenue Code or corresponding section of any future federal tax code.

### Section 2. Specific Purposes

#### Section 2.1. Neighborhood Association

The primary purpose of MANA is to consider and act on issues that affect the livability and quality of the neighborhood.

This includes but is not limited to:

- a) To provide an open process by which all residents and businesses operating within the Geographic Boundaries may involve themselves in the affairs 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; and
- d) 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.

## **Section 2.2: City of Portland Neighborhood Association**

MANA shall operate as a Neighborhood Association in accordance with Portland City Code Title 3.96 - "Office of Community & Civic Life" and follow Civic Life's ONI standards.

## **Section 2.3: Non-Discrimination**

MANA shall 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 their policies, recommendations or actions.

## **Section 3. Limitations**

### **Section 3.1 Political Activities**

No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation within the meaning of Section (501)(c)(3) of the Internal Revenue Code. The Association shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

### **Section 3.2. Activities for profit**

The Association may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

### **Section 3.3. Other Prohibited Activities**

Notwithstanding any other provision of this document, the organization shall not carry on any other activity not permitted to be carried on (a) by an Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a Association, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding sections of any future federal tax code.

## **ARTICLE II: BOUNDARIES**

### **Section 1. Geographic Boundaries**

MANA boundaries shall be defined as:

- Starting at the corner of SW Multnomah Blvd and 45th Ave;
- then continuing north on SW 45th Avenue to Vermont Street;
- then continuing west on SW Vermont Street to 65th Avenue;
- then south on 65th Avenue and further following the Washington County line to SW Multnomah Blvd.,
- then continuing east on Multnomah Blvd. to SW 45th Avenue.

Additionally, boundaries encompass the properties west of the Washington County line between Vermont Street to the North and Multnomah Blvd. to the South that are within the city limits of the City of Portland and contiguous to the boundaries above, including:

- 6125 SW 66th Court
- 6833 SW 65th Avenue
- 6901 SW 65th Avenue
- 6935 SW 65th Avenue
- properties on SW Canby Lane
- 6556 SW Canby St

## **ARTICLE III: MEMBERS**

### **Section 1. Classes**

There shall be one class of members of MANA.

### **Section 2. Qualifications**

Membership in MANA is open to any natural person who lives and/or owns real property or holds a business license within the Geographic Boundaries.

A person shall become a member of the corporation by following the policies established by the Board of Directors.

### **Section 3. Dues**

Membership dues or fees shall not be required.

### **Section 4. Member Powers**

Members shall elect Board Directors, vote on amendments to the bylaws, vote on removal of a Board Director, and vote on the dissolution or merger of MANA.

### **Section 5. Voting (Proxy, Quorum, by Consent, by Ballot)**

#### **Section 5.1. Votes per member**

Each member shall be entitled to one vote.

#### **Section 5.2. Proxy voting**

There shall be no voting by proxy.

#### **Section 5.3. Quorum**

Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently.

#### **Section 5.4. Action by Consent**

Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

#### **Section 5.5. Voting by ballot**

Upon determination by the Board of Directors, voting may be conducted by ballot.

## **Section 6. Meetings (Annual, Special, Notice of)**

### **Section 6.1. Annual Meeting**

The Annual Meeting of the members shall be held in March, at a date, time and place set by the Board of Directors.

### **Section 6.2. Special Meeting**

Special meetings of the members shall be held

- a) at the call of the Board of Directors
- b) by written petition submitted to the Board signed by at least 15 members of the organization. The petition for the meeting needs to include the item(s) to be discussed at the special meeting. The petition shall also set the time and place of the special meeting. Its time shall be not more than 45 days but at least 14 days after the petition has been delivered to the Board. Its place shall either be within the boundaries of the neighborhood as defined in Article 2 of the Bylaws or the meeting shall be held remotely.

### **Section 6.3. Notice of Meeting**

Fair and reasonable notice of all meetings of the members shall be given no fewer than seven days before the meeting. The notice shall include the date, time, place or instructions for joining virtually, and purposes of the meeting.

## **Section 7. Termination of Membership**

Members can terminate their membership by following the policies established by the Board of Directors.

Membership may be terminated by the Board of Directors

- after giving the member at least 15 days written notice of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination or
- any other procedure deemed fair and reasonable.

The decision of the Board shall be final and shall not be reviewable by any court.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section 1. Duties**

The affairs of the corporation shall be managed by the Board of Directors.

### **Section 2. Number**

The number of Directors may vary between a minimum of four and a maximum of fifteen. The size of the Board is the number of Directors in office immediately before a meeting of the Board.

### **Section 3. Qualifications**

Qualifications for Directors are the same as qualifications for Members.

### **Section 4. Term**

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 5. Election**

The Board shall be elected by the majority of votes cast at the Annual Meeting of the members.

### **Section 6. Removal**

Any Director may be removed, with or without cause, at a meeting called for that purpose, by a majority of votes cast by voting members.

### **Section 7. Vacancies**

Vacancies on the Board of Directors and newly created positions shall be filled by a majority vote of the Directors then on the Board of Directors. A member appointed by the Board to fill a vacancy shall serve until the next election.

### **Section 8. Quorum and Action**

A quorum at a Board meeting shall be a majority of the number in office immediately before the meeting begins.

If a quorum is present, action is taken by a majority vote of Directors present.

Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

### **Section 9. Regular Meetings**

Regular meetings of the Board of Directors shall be held at a time and place to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required, except as otherwise provided in these Bylaws.

### **Section 10. Special Meetings**

The presiding officer of the Board or twenty percent of the Directors then in office may call and give notice of the meeting of the Board. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting shall be delivered to each Director no less than two days prior to the special meeting.

### **Section 11. Virtual Meetings**

Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

### **Section 12. Action by Consent or Email**

#### **Section 12.1. Action by Consent**

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

#### **Section 12.2. Action by Email**

Voting by email may be authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken

at any annual, regular, or special meeting of the Board of Directors may be taken without a meeting by email if:

- (1) The Corporation has a record of all Directors email addresses; and
- (2) The Corporation maintains a copy of the announcement and record of the Director's votes in the corporate minutes.

The announcement shall be sent to each Director at the E-mail address stored in the corporate records and shall include:

- (1) A description of the action to be taken;
- (2) A deadline to respond with a vote which may not be less than forty-eight (48) hours;
- (3) A statement that a Director may change their vote any time prior to the deadline; and
- (4) An effective date if the action is intended to be effective at a date which is later than the deadline date.

The affirmative vote of a majority of all Directors is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

### **Section 13. Delegation**

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their office for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.



## **ARTICLE V: Officers**

### **Section 1. Titles and Qualifications**

The officers of MANA shall be President, Secretary and Treasurer. All officers of MANA must be members of the Board of Directors.

### **Section 2. Election**

The Board of Directors shall elect the officers to serve one-year terms. An officer may be reelected without limitation on the number of terms they may serve.

### **Section 3. Vacancy**

Effort shall be made to fill a vacancy in any office at the first regular meeting of the Board of Directors following the vacancy.

### **Section 4. President**

The President shall be the chief officer of MANA and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

### **Section 5. Secretary**

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall (a) create the official record of the minutes of Membership and Board meetings and actions; (b) provide notice of Membership and Board meetings; (c) authenticate the records of MANA; (d) maintain current and accurate Board and Membership lists, and (e) any other duties as may be prescribed by the Board of Directors.

### **Section 6. Treasurer**

The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall (a) maintain full and accurate accounts of all financial records of the corporation; (b) deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disburse funds when proper to do so; (d) present financial reports to the Board of Directors and (e) any other duties as may be prescribed by the Board of Directors.

## **ARTICLE VI: Committees**

### **Section 1. Committees**

The Board may establish committees, as it deems necessary and desirable. Committees may not exercise the authority of the Board.

## **ARTICLE VII: CORPORATE INDEMNITY**

### **Section 1. Corporate Indemnity**

#### **Non-profit handbook**

This corporation will indemnify to the fullest extent not prohibited by law but limited to the face value of its liability insurance 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, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation.

No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person.

The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally, and otherwise.

## **ARTICLE VIII: GRIEVANCE PROCESS**

### **Section 1. Definition**

A grievance is a complaint formally expressed in writing by an individual, (the grievant), or individual representing a Neighborhood Association, District Coalition, or organization to which the grievant belongs regarding a specific alleged violation.

Grievances are limited to procedural violations of MANA's bylaws or ONI Standards that directly affect the outcome of a group's decision.

A Grievance is a recognized action and requires a written response from the neighborhood leadership. The response is part of a process to encourage fair and equitable treatment of all individuals involved in neighborhood volunteer efforts.

### **Section 2. Process**

A grievance must contain an alleged violation of the subject Neighborhood Association's bylaws or ONI Standards.

The grievance must be brought to the MANA board.

A grievance must be submitted by the grievant within 45 business days of the alleged incident. The grievance must be reviewed and responded to by the MANA board within 60 calendar days from receipt of the grievance.

MANA's consideration of the grievance shall be open to the public. The findings of a grievance shall be a matter of public record. Deliberations of the decision-makers, however, may be held in executive session.

MANA's response shall be in writing and include supporting findings of the decision.

## **ARTICLE IX: AMENDMENTS TO BYLAWS**

### **Section 1. Amendment by Board of Directors**

The Board of Directors may vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of Directors present, if a quorum is present.

Any amendment to the Bylaws to increase the quorum required for any member action or to add to, change or delete the vote required for any member action must be approved by the members. Prior to the adoption of the amendment, each Director shall be given at least two-day notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting shall be to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

### **Section 2. Amendment by Members**

The members may vote to amend or repeal these Bylaws or adopt new ones by a majority vote of the members represented and voting. Prior to the adoption of the amendment, each member shall be given the notice of meeting required by these Bylaws and the notice shall state that one of the purposes of the meeting shall be to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

*Adopted: Nov 10, 2022 at a special meeting of the members*