

## Forest Park Neighborhood Association Bylaws

*Amended February 4, 1991; Amended November 2, 1992; Amended October 4, 1993; Amended January 6, 1998; Amended November 21, 2000*

### ARTICLE I. NAME

The name of this organization shall be the Forest Park Neighborhood Association.

### ARTICLE II. PURPOSE

This corporation is a public benefit corporation. Consistent with its purposes set forth in Article II of its Articles of Incorporation, the purpose of the Association shall be to provide a forum for the discussion of community, environmental, demographic and economic issues of concern to the area described by Article III hereof, to formulate policies which represent the views of the residents of the area with regard to such issues, and to promote such policies by appropriate action. (Amended 2/4/91)

### ARTICLE III. ASSOCIATION BOUNDARIES

The Association shall be composed of members meeting the criteria set forth in Article IV hereof located within the geographic area described as follows:

Starting at a point at NW Newberry Road and the intersection with the northeast boundary of Forest Park, proceeding southeasterly along the northeast Forest Park boundary line to the junction with the NWDA boundary at NW Aspen, then south along NW Aspen to the Macleay Park boundary, then northeast to NW Thurman and south along the Forest Park boundary to the intersection of NW Cornell Road, then southwesterly along NW Cornell Road to a point due north of the northeast corner of Multnomah County, then south to and along the easternmost line of Multnomah County to the intersection of NW Hilltop Drive, then south west along NW Hilltop Drive to the junction with West Burnside, then west on West Burnside to the Washington County line, then north on the Multnomah County/Washington County line to the intersection of the Multnomah County/Washington County line with NW Cornell Road, then east along the centerline of NW Cornell Road to the center of the intersection of NW Skyline Blvd and NW Cornell Road, proceeding in a northwesterly direction along the centerline of NW Skyline Blvd, to the intersection of NW Skyline Blvd and the southern boundary of Pana Vista Subdivision ("Pana Vista"), along the southern, western, and northwestern boundaries of Pana Vista to the intersection of NW Skyline Blvd, continuing northwesterly along the centerline of NW Skyline Blvd to the boundary between Alder Ridge Subdivision ("Alder Ridge") and Skyline Memorial Gardens Cemetery, following the common boundary across to the northernmost point of Alder Ridge proposed lot 79, then proceeding southwesterly along the northwest boundary of Alder Ridge proposed lots 77, 78, and 79, to the City of Portland city limits, then south along the City of Portland city limits and western boundary of Alder Ridge proposed lots 75, 76, and 77, then southeasterly along the southwest boundaries of Alder Ridge proposed lots 69 through 75 inclusive, then south along the western boundary of Alder Ridge, continuing south along the western boundary of Forest Heights PUD ("Forest Heights") to the Multnomah County/Washington County line, then south to the southwesternmost corner of Forest Heights at NW Laidlaw Road, then east and south following the meandering Forest Heights boundary to the intersection of the Forest Heights boundary to the Multnomah County/Washington County line near NW McDaniel Road, then north along the Multnomah County/Washington County line to the southwesternmost corner of Forest Heights at NW Laidlaw Road (intersecting this boundary at a single point), then west and north along the Multnomah County/Washington County line to the northwest corner of Section 6, then easterly along the northern boundaries of Section 6, Section 5 and Section 4 to the junction with NW Newberry Road, then northwesterly along NW Newberry Road to the junction of NW Newberry Road and northeast Boundary of Forest Park, the place of beginning. (Amended 2/4/91, 1/6/98)

## ARTICLE IV. MEMBERSHIP

Section 4.1 Powers. The membership of the Association shall determine the policies and direct the actions of the Association. All questions shall be decided by the majority vote of members in attendance at a meeting.

Section 4.2 No Exclusions. No one shall be excluded from participation in the Association because of race, religion, national origin, sex, sexual orientation, handicap, income, age, political party or citizenship. (Amended 2/4/91)

Section 4.3 Eligibility. Any individual who resides, owns property, has a business or represents a nonprofit organization within the areas described in Article III shall be eligible for membership in the Association.

Section 4.4 Application. Any eligible individual may become a member by submitting to the secretary of the Association a written application setting forth the individual's name, address, and the basis of eligibility for membership.

Section 4.5 Voting. All members qualified and enrolled as defined above, eighteen (18) years of age or older, shall have one vote each to be cast during attendance at any general or special meeting. One representative only, from each business, government agency or non-profit organization, upon prior written authority, shall have the same voting privilege as an individual member. The president may provide for acceptance of ballots from persons entitled to vote, at a location in addition to the meeting location, provided there has been reasonable advance notice. Ballots shall be accepted at such location only from the persons casting the votes, and shall be accepted only on the day of the meeting and no later than the close of voting at the actual meeting. (Amended 2/4/91, 11/21/00)

### Section 4.6 Meetings.

- A. Annual Meeting. The annual meeting of the membership shall be held in in each calendar year as determined by the board of directors. (Amended 2/4/91, 11/21/00)
- B. Special Meetings. Special meetings of the membership may be called by the president of the Association, any four directors, or any 25 members.
- C. Notices. The secretary of the Association shall notify the membership by mail, posted notices, telephone calls, or any other appropriate means of communication reasonably intended to reach a majority of the members, not less than three days and not more than a reasonable number of days in advance of the meeting date. Particular notice may be given to a person or organization that may be particularly affected by disposition of a matter to be considered. (Amended 11/21/00)
- D. Quorum. No called meeting shall be held unless a quorum is in attendance. A quorum shall be 25 members. If a quorum is not in attendance at an annual meeting, the annual meeting shall be rescheduled by the president on a date not more than 60 days following the original date.
- E. Agenda. Subject to the approval of the board, the president shall prepare the agenda for general and special meetings of the membership. Any member may add an item to the agenda by (a) submitting the item in writing to the board at least ninety (90) days in advance of the meeting, or (b) making a request to the board to add an item to the agenda. Acceptance of the request requires a majority vote of the board. The agenda shall be made public by at least posting at the office of the neighborhood coalition of which the Association is a member, at least 3 days before the meeting. Matters arising too late for advance publication, and which must be addressed before the next meeting, may be added to the agenda at the meeting. (Added 11/21/00)

Section 4.7 Dues. There shall be no membership fees or dues; however, voluntary contributions may be accepted and fund raising may be authorized by the board. (Added 11/21/00)

## ARTICLE V. BOARD OF DIRECTORS

Section 5.1 General Powers. The board of directors shall be responsible for conducting the affairs of the Association in accordance with general policies adopted by the membership. The board of directors shall make recommendations to the membership regarding policies and projects. The board of directors may create committees for any appropriate purpose, and appoint chair persons and members. Chair persons and committee members shall serve at the discretion of the board. (Amended 11/21/00)

Section 5.2 Composition. The board of directors shall be composed of not fewer than five nor more than 13 members. All officers of the Association shall be ex officio members of the board and shall be in addition to the elected officers. (Amended 10/93)

Section 5.3 Vacancies.

- A. Resignation. Any director may resign at any time by written notice to the Association's board of directors, president or secretary. Once delivered, a notice of resignation is irrevocable. (Amended 2/4/91)
- B. Recall. Upon receipt of a petition proposing the recall of a director which has been signed by 25 members, the secretary shall call a special meeting of the membership within 30 days to consider the recall. A two-thirds vote of the members attending the meeting shall be required to recall a director.
- C. Removal. The position of any officer or board members not in attendance at three consecutive board meetings may be declared vacant by the board of directors, notice of intent to consider such declaration having been given after the second absence. (Amended 11/21/00)
- D. Vacancies. Board of directors seats vacated for any reason shall be filled for the unexpired portion of term by a vote of the board.

Section 5.4 Regular Meetings. Regular meetings of the board of directors shall be held at such intervals as the board shall establish from time to time. (Amended 2/4/91)

Section 5.5 Special Meetings. Special meetings of the board of directors may be called by the president or any three members of the board.

Section 5.6 Notice of Meetings. The secretary shall provide notice of regular and special board meetings to each director not less than 3 nor more than 21 days prior to the meeting date. Notices shall specify the date, time and place of the meeting and may be by mail, e-mail, telephone, fax or other appropriate means of communication. Notice of a special meeting may be given less than 3 days prior to the meeting date, but as early as practical, to consider only such matters as have arisen too late for 3 day notice. Any board action taken at a meeting held pursuant to less than 3 day notice, shall include a finding that the short notice was justified and the circumstances require action before the next board meeting. (Amended 11/21/00)

Section 5.7 Quorum. A majority of the elected and ex-officio board members shall constitute a quorum for all meetings of the board. (Amended 2/4/91)

Section 5.8 Manner of Acting. The act of the majority of board members present shall be the act of the board of directors, unless the vote of a great number is required by these bylaws.

Section 5.9 Presumption of Assent. A board member who is present at a meeting of the board of directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent or abstention is entered in the minutes of the meeting. The right to dissent shall not apply to a member who voted in favor of an action

Section 5.10 Qualified Directors: The Members of the Board of Directors shall be considered "qualified directors" in that they shall not receive compensation for personal services except for actual expenses incurred while performing director's duties as established by the Board of Directors.

Section 5.11 Personal liability: The personal liability of a director or uncompensated officer of this corporation to the corporation or its members for monetary damages for conduct as a director or officer is hereby eliminated to the fullest extent allowed by law.

Section 5.12 Conflict of Interest A transaction in which a director may have a direct or indirect conflict of interest may be approved by a vote of the Board of Directors if in advance of the vote by the Board all material facts of the transaction and the director's interest are disclosed to the Board of Directors. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify transaction, a quorum is present for the purpose of taking action. The presence of, or vote cast by a director with a direct or indirect interest in the transaction does not affect the validity of the action. The director

with the direct or indirect conflict of interest may elect to abstain from voting on the transaction. (Amended 2/4/91)

Section 5.13 Committee Actions. The action of a committee appointed by the board of directors has the authority of an action of the board of directors, provided conditions A, B and C below are met. The committee shall inform the board of directors of an action taken under this authority at the next regular board meeting or, if no regular board meetings is scheduled within 60 days after the action, by notification to each director no later than 14 days after the action. (Amended 11/21/00)

- A. The board of directors has directed the committee to act on its behalf in anticipation that adequately considered timely board action will sometimes be impractical. (Amended 11/21/00)
- B. The committee itself finds that delay of the action until the next meeting of the board of directors would substantially impair the effectiveness of the action. The reason for such findings shall be stated in the minutes of the committee. (Amended 11/21/00)
- C. Not less than a quorum of the members of the committee are present at a committee meeting in which the action is decided, and a majority of committee members assent to the action. Such assent may be given by telephone, e-mail, fax or other appropriate means of communication. (Amended 11/21/00)

Section 5.14 Committee Bylaws. A committee appointed by the board of directors may establish rules of procedure which are not in conflict with these bylaws or other controlling authority. (Amended 10/93)

Section 5.15 Authority of Committee Chair, Land Use Appeals.

- A. A committee chair has the same authority as an officer under Section 6.7 below, except that it shall be exercised only in matters within the purview of the committee. (Added 11/21/00)
- B. With the consent of a majority of the members of the committee, including the chair, communicated by any means, the chair of the land use committee (Development Committee) may file an appeal of government land use decisions on behalf of the Association. The board of directors shall be informed of such an appeal within 30 days of issuance of the appealed decision, at its next meeting, or by other means of communication, if necessary to meet the 30 day requirement. (Added 11/21/00)
- C. Decisions to appeal shall be made in compliance with all applicable and valid government requirements, in addition to standards in the preceding paragraph. (Added 11/21/00)

Section 5.16 Committee Meetings. Meetings shall be held when called by the chair or members comprising at least 40% of the committee membership, including the chair. Notice of meetings and rules of order for the conduct of meetings shall be the same as for board meetings, except as otherwise provided herein or by any rules adopted by the board. (Added 11/21/00)

Section 5.17 Committee Membership. The number of members of a committee shall be the number appointed by the board as provided in Section 5.1. Members shall be subject to removal for the same reasons as a director may be removed from the board, upon a vote of a majority of a committee. A committee chair may appoint a person to fill a vacancy if committee action that should be taken before the next board meeting cannot otherwise be taken. Such an appointment shall be temporary until ratified by the board. (Added 11/21/00)

## ARTICLE VI. OFFICERS

Section 6.1 Officers. The officers of the Association shall be a president, vice president, secretary, and treasurer. Any member of the Association shall be eligible to become an officer.

Section 6.2 President. The president of the Association shall preside at all meetings of the board of directors and membership. The president shall sign with the secretary or any other proper officer of the Association any contracts or other instruments which the board of directors or membership has authorized to be executed, unless the signing and execution thereof shall be expressly delegate by the board of directors or by these bylaws to some other officer or agent of the Association or shall be required by laws to be otherwise signed. The president shall perform such other duties as may be prescribed by the board of directors and the membership and may serve as a voting member of all committees.

Section 6.3 Vice President. In the absence of the president or in the event of the president's death, inability or refusal to act, the vice president shall perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be prescribed by the board of directors.

Section 6.4 Secretary. The secretary shall keep the minutes of all meetings and the attendance records from the previous 12 months and ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The secretary shall perform all other duties incidental to the office of secretary and such duties as may be prescribed by the president or the board of directors.

Section 6.5 Treasurer. The treasurer shall keep the books of account of the Association and shall, in general, perform all duties incidental to the office of the treasurer. The treasurer shall prepare a calendar year income statement and balance sheet for review by the membership at its annual meeting and prepare such statements quarterly for review by the board of directors at the board's regular meetings. The treasurer shall perform such other duties as may be prescribed by the president of the board of directors.

Section 6.6 Resignation and Removal. An officer may resign at any time by giving written notice to the board of directors. Officers may be removed with or without cause by a vote of two-thirds of all members of the board of directors at a special meeting called for that purpose. Vacancies in any office shall be filled by the majority vote of all directors. (Amended 11/2/92)

Section 6.7 Representation of the Association.

- A. An officer may speak publicly or privately to express what is believed to be in accord with the interests and policies of the Association. (Added 11/21/00)
- B. In addition to specified authority, an officer may take other actions on behalf of the Association, providing such actions are revocable and will not, if revoked, incur significant costs or obligations. The board of directors shall be informed of significant actions at its next meeting. The intent of this provision is to enable action on behalf of the Association when circumstances make it difficult to obtain timely advance consent of the board. Actions allowed under this sub-section shall include actions that can be taken by a committee chair under Section 5.15 B, except that such actions may be taken with the assent of either a majority of the Association officers, or a majority of the land use committee members. (Added 11/21/00)

## ARTICLE VII. ELECTIONS

Section 7.1 Terms of Board Members. Terms for board members shall be for one year, two years, or three years. The method of determining the number of one year, two year, and three-year term vacancies shall be as follows:

- A. The number of one year term vacancies shall be one third of the composition of the board (rounded down to the next whole number), less the number of incumbents with one year remaining in their term.
- B. The number of two year term vacancies shall be two thirds of the composition of the board (rounded down to the next whole number), less the number of incumbents with one or two years remaining in their term, less the number of one year term vacancies.
- C. The remainder of the term vacancies shall be terms of three years.

Section 7.2 Terms of Officers. Terms for officers shall be for one year.

Section 7.3 Method of Electing Board Members and Officers. Board members and officers will be elected at the annual meeting. No individual shall run for more than one position simultaneously. If there are insufficient potential nominations for officers and board members before the election, the officers and board shall fill out the list. All nominations shall be listed in the newsletter prior to the meeting.

- A. Election of Board Members. Board members of the Association shall be selected by the membership at large with each member voting for each vacancy. Positions with the longest duration terms shall be filled first by progressively selecting those individuals receiving the highest number of votes.
- B. Election of Officers. The officers of the Association shall be elected by the membership casting separate votes for each office. (Amended 11/2/92)

## ARTICLE VIII. ACCOUNTABILITY

Section 8.1 Public Notices. Notice of all meetings of the membership of the Association shall be given to the public as directed by the board of directors and shall be made available to the media.

Section 8.2 Publication of Policies. All policy decisions of the Association shall be made public through newsletters and shall be made available to the media.

#### Section 8.3 Grievances.

- A. Filing. Any major grievance or complaint against the Forest Park Neighborhood Association must be filed in writing and delivered to the Neighborhood Association at the Neighbors West/Northwest Office, 1819 N. W. Everett 4205 Portland, OR 97209.
- B. Procedure. The Board of Directors shall review any grievance or complaint filed against the Forest Park Neighborhood Association within 45 days of receiving the complaint. If the Board of Directors concurs that the grievance or complaint is a major grievance or complaint, the President will call a special meeting of the Board of Directors to resolve the grievance. A person or persons filing the grievance or complaint must be given at least 14 days written notice of the time and place of the meeting.
- C. Resolution: The person or person filing the grievance or complaint may present witnesses or any other information to the Board of Directors. Any member of the Board of Directors may present additional witnesses or information. Any person or persons filing the grievance or complaint and any member of the Board of Directors may ask a reasonable number of questions of each witness. The President of the Board of Directors shall, at his/her discretion, limit testimony and presentation of information to eliminate repetition or presentation of irrelevant information. After allowing all interested person(s) the opportunity to be heard, the Board shall vote. Each member shall announce publicly his or her vote and the secretary shall record the vote. Except as stated above, Roberts Rules of Order, Revised, shall be the authority for conducting the hearing. A decision by the majority of the Board of Directors will be final.
- D. Mediation: Prior to any hearing on any major grievance or complaint against the Neighborhood Association, the parties shall be encouraged to request assistance from the Neighborhood Mediation Center. (Amended 2/4/91)

Section 8.4 Proposals. Any individual, group or agency submitting a proposal to the Association shall be notified in writing within seven days of the item, date and place in a manner of hearing that proposal, and which body will be hearing it.

Section 8.5 Open Meetings. All meetings will be open to press and public except personnel committee meetings. All requests for the use of electronic recording devices at the meetings must be approved by a majority of the membership present.

#### ARTICLE IX PARLIAMENTARY AUTHORITY

The proceedings of the Association shall be governed by Roberts Rules of Order, Revised, except where those rules conflict with the provisions of these bylaws.

#### ARTICLE X. INDEMNIFICATION


The Association shall indemnify each of its directors and uncompensated officers to the fullest extent permissible under the Oregon Nonprofit Corporation Act, as the same exists or may hereafter be amended, against all expense, liability, and loss (including, without limitation, attorney fees) incurred or suffered by such a person by reason of or arising from the fact that such person is or was a director or officer of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust employee benefit plan, or other enterprise, and such indemnification shall continue as to a person who has ceased to be a director, officer, partner, trustee, employee, or agent and shall inure to the benefit of his or her heirs, executors and administrators. The Association may, by action of the board of directors, provide indemnification to employees and agents of the Association who are not directors or uncompensated officers with the same scope and effect as the indemnification provided in this Article X to directors and uncompensated officers. The indemnification provided in this Article X shall not be exclusive of any other rights to which any person may be entitled under any statute, bylaw, agreement, resolution, or otherwise.

ARTICLE XI. AMENDMENTS

All Bylaws changes must be submitted to the board of directors for consideration. These changes may be brought to the membership by recommendation of the Board or by petition signed by 5 members (none of whom reside in the same household), This will be published in the newsletter prior to the General Membership meeting.

ARTICLE XII. SAVING CLAUSE

If any clause, sentence, paragraph, section, article or portion of these bylaws for any reason shall be adjudged invalid by a court having jurisdiction, such judgment shall not affect, impair or invalidate the remainder of these bylaws, but shall be confined in its operation to that part directly involved in the controversy.

  
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President      *Les Blaize*

  
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Acting Secretary & Vice president *AR*

26 Feb 2002  
Date

February 26, 2002  
Date