

**HOMESTEAD NEIGHBORHOOD ASSOCIATION BYLAWS**

**AMENDED JANUARY 5, 2021**

**Table of Contents**

ARTICLE I: NAME.....2

ARTICLE II: VISION AND PURPOSES .....2

ARTICLE III: EQUITY AND INCLUSION.....2

ARTICLE IV: BOUNDARIES .....2

ARTICLE V: MEMBERSHIP .....3

ARTICLE VI: BOARD OF DIRECTORS .....3

ARTICLE VII: OFFICERS .....4

ARTICLE VIII: COMMITTEES.....5

ARTICLE IX: MEETINGS.....5

ARTICLE X: ELECTIONS .....6

ARTICLE XI: CONFLICT OF INTEREST .....7

ARTICLE XII: GRIEVANCE PROCEDURES .....8

ARTICLE XIII: INDEMNITY .....8

ARTICLE XIV: RECORDS AND REPORTS .....9

ARTICLE XV: AMENDMENTS TO BYLAWS .....9

ARTICLE XVI: OCCL STANDARDS .....9

# HOMESTEAD NEIGHBORHOOD ASSOCIATION

## BYLAWS AMENDED JANUARY 5, 2021

### ARTICLE I: NAME

The name of the organization shall be the Homestead Neighborhood Association (HmNA or association). The association is a non-profit public benefit corporation incorporated under the laws of the State of Oregon in 1992. As such, we are required to follow the laws governing all Oregon public benefit corporations.

### ARTICLE II: VISION AND PURPOSES

**Section 1. Vision.** The Homestead Neighborhood Association aims to be an organization that actively opposes racism and fosters a sense of community, and a spirit of neighborliness, with respect, caring, and inclusion for all.. The Association is open and responsive to the ideas and concerns of its members and all residents of the neighborhood.

**Section 2. Purposes.** The purposes of HmNA are:

- a. To provide a vehicle through which members can interact with other neighborhoods and with government agencies to influence policies and planning in order to improve the quality of life in the neighborhood;
- b. To consider and act on issues that affect the livability and quality of life in the neighborhood;
- c. To provide an open and inclusive process by which all members of the neighborhood are encouraged to involve themselves in the affairs of the neighborhood.
- d. To do and perform all activities related to these purposes, to have and enjoy all of the powers granted and to engage in any lawful activity for which nonprofit corporations may be organized under Oregon Revised Statutes (ORS) Chapter 65 or its equivalent future statutory language.
- e. To inform residents of events or plans affecting the neighborhood; and for such other purposes as are approved by the Board of Directors (Board) or membership. The association shall not take positions in support of or opposition to any political candidate or party. The association may take positions on ballot measures or referendums that may impact or affect the neighborhood.

### ARTICLE III: EQUITY AND INCLUSION

The Board and every committee, including ad-hoc committees, will strive to seek input from all voices from the community, particularly under-represented groups, so that their views are represented in the identification of priorities of the association, the strategies to accomplish those priorities, and the decisions made by the association. In the pursuit of our work, this association and everyone serving in it, must treat every community member with respect.

### ARTICLE IV: BOUNDARIES

The boundaries of the association shall be defined as set out in Appendix A and illustrated by the accompanying map.

## **ARTICLE V: MEMBERSHIP**

**Section 1. Eligibility.** Membership in HmNA shall be open to any person 18 years of age or older who lives and/or owns real property, holds a business license for a business, non-profit organizations and institutions located within the boundaries of the association.

**a.** A business entity, a non-profit organization, or an institution may appoint in writing a single representative. The appointment shall be submitted in writing to the association chair. The person so appointed shall be a member of the association.

**b.** Membership becomes effective 21 days after the Board receives the written consent described in Section 2 of this article.

**Section 2. Consent.** An eligible person shall become a member of the association by providing written consent as follows:

**a.** At a neighborhood meeting, by signing in with a home address, address of real estate owned in the neighborhood, or address of business and indicating desire to become a member by checking a box provided for the purpose on the sign-in sheet; or attending a virtual meeting indicating a desire to becoming a member, or

**b.** By electronic mail or by first class mail to the Homestead Neighborhood Association Board at [homestead@swni.org](mailto:homestead@swni.org) or 7688 SW Capitol Highway, Portland, Oregon 97219 showing eligibility and indicating a desire to become a member of the association. Those eligible may also register as members on the association's website.

**Section 3. Voting.** Each member shall be entitled to one vote.

**Section 4. Dues.** HmNA shall not charge dues or membership fees.

**Section 5. Member Powers.** Each member is eligible to vote for election of officers, directors, bylaw amendments, and dissolution or merger and to participate in any member votes taken at meetings.

**Section 6. Membership List.** The list of the membership is the property of the association and is not subject to public records requests, as set out in The Office of Community and Civic Life Standards for Neighborhood Associations.

**Section 7. Non-discrimination.** The association will not discriminate against individuals or groups as provided in the City of Portland Office of Community and Civic Life "Standards for Neighborhood Associations, District Coalitions, Business District Associations and the Office of Neighborhood Involvement", NCP-ADM 4.03, . [ONI Standards.]

## **ARTICLE VI: BOARD OF DIRECTORS**

**Section 1. Number and Composition.** The Board of directors is composed of five (5) officer members and two directors at large. The immediate past president may be an ex-officio member of the Board.

**Section 2. Eligibility.** Only members of the association are qualified to hold an elected position.

**Section 3. Terms of Office.** Directors and officers hold office for a term of one year. Appointed officers and directors serve out the term to which they are appointed.

**Section 4. Duties of Board Members.** The affairs of HmNA shall be managed by the Board. The Board shall be responsible for assuring that members are informed of business that affects them through reasonable means of notification. The Board through any reasonable means shall seek the views of those affected by proposed policies before adopting any recommendation on behalf of HmNA; and shall strictly comply with these bylaws. The Board must act in the best interests of the association but is not bound specifically to act according to the desire of the majority of members attending a particular meeting.

**Section 5. Board Vacancies.** The Board may fill any vacancy on the Board by a majority vote of the directors present at a Board meeting. A member so appointed to fill a vacancy shall serve until the next election.

## **ARTICLE VII: OFFICERS**

**Section 1. Titles and Eligibility.** The officers of this association shall be president, vice president, secretary, treasurer and outreach and membership chair. Officers of the association are members of the Board.

**Section 2. Terms of Office.** Officers shall serve one year terms and may be re-elected 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 Board 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 association and shall act as chair of the Board. The president shall: prepare the agenda for Board and membership meetings, preside at all meetings of the Board and of the membership, and shall appoint all committee chairs with the majority approval of the Board. The president shall serve as a member of the Board of directors of Southwest Neighborhoods, Inc. (SWNI), or designate an alternate, with Board approval, and shall appoint members to standing committees of SWNI, with majority approval of the HmNA Board. The president shall have the right to participate “ex officio” on all committees established by HmNA. The president shall represent the position of the Board and the interests of the association; act as spokesperson for the association; and serve as the public contact for the association.

**b. Vice President:** The vice president shall assist the president. In the president’s absence, or when requested, the vice president shall function as the president. The vice president shall serve as a member of the Board of directors of HmNA.

With the approval of the Board, the president and vice-president shall act as co-chairs and mutually share the responsibilities of the chief officer of the association and the chair of the Board.

**c. Secretary:** The secretary shall keep minutes of all meetings, assist the president with the correspondence of the association; maintain the non-financial files of the association; authenticate the records of the corporation and send approved minutes to the neighborhood district coalition office. The secretary will assume the duties of the outreach and membership chair in their absence.

**d. Outreach and Membership Chair:** The outreach and membership chair shall take attendance at all general and special meetings and verify voting privileges of each member. The outreach and membership chair will maintain current and accurate Board and membership lists. The outreach and membership chair will assume the duties of the secretary in their absence. The outreach and membership chair shall submit copies of bylaws and attendance records to Southwest Neighborhoods, Inc. for permanent record in the HmNA files.

**e. Treasurer:** The treasurer shall have overall responsibility for all the association's funds, be held accountable for all funds and shall give an accounting at each general meeting; and shall receive, safe keep and disburse HmNA funds. Any single disbursement of more than \$100 shall require the signature of one other Board member. The treasurer shall review all financial records with the vice president at least twice a year.

**Section 5. Removal.** Any elected or appointed director may be removed, with or without cause, by a majority vote of the members at a membership meeting called by the Board for that purpose.

## **ARTICLE VIII: COMMITTEES**

**Section 1. Establishment of Committees.** The Board may establish both standing and ad hoc committees as it deems necessary. Members of the association are eligible to serve on these committees. Committees shall make recommendations to the Board for Board action. When a committee is established, the Board shall identify the scope of the committee's authority and duties, set the number of members and appoint the committee's membership. A committee may not consist of just one person. No committee may act on behalf of the association without specific Board authorization.

**Section 2. Advisory Committees.** The Board may establish advisory committees as standing or ad hoc committees. Members of the association are eligible to serve on these 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 may not implement recommendations or projects without Board approval.

## **ARTICLE IX: MEETINGS**

### **Section 1. Membership Meetings.**

**a. Annual Meeting:** The Annual Meeting of the membership shall be held each year on the first Tuesday in the month of June. 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 directors to the Board. Notice of the Annual Meeting to members and to the public must be at least 7 days in advance. Notification shall be by any appropriate means of communication reasonably calculated to notify the membership.

**b. General Membership and Special Meetings:** General membership meetings shall be on the first Tuesday of the month unless otherwise decided by the Board. The membership shall advise the Board of current concerns and possible actions. Special membership meetings may be called by a majority of the Board members or upon written request by any five (5) members of the association.

**c. Notice of Meetings:** Published notice in the Southwest Neighborhood News shall constitute written membership and public notice of general membership meetings. The SWNI News is the association's publication of record. Notice of special membership meetings to members and to the public must be at least 7 days in advance by any means reasonably calculated to give actual notice.

#### **d. Agenda:**

1. The president sets the agenda for Board and membership meetings. The chair of any committee sets the agenda for the committee meeting.

2. Any member of HmNA may move to add an item to the agenda at Board, general or special meetings. Adoption of that motion requires a second and a majority vote of members present. Committee chairs develop rules for amending committee agendas.

**e. Quorum:** A quorum for any membership meeting shall be a minimum of five (5) members in attendance.

**f. Reporting:** Actions and recommendations of the general and special meetings shall be communicated by posting minutes on the neighborhood association website as well as being summarized in the SWNI News.

**g. Procedures:** The HmNA shall follow Robert's Rules of Order (Revised) in all areas not covered by the bylaws.

**h. Cancelling a Meeting:** Any Regular Meeting, including the Annual Meeting, may be cancelled by a majority vote of the Board of Directors. Other meetings can be cancelled by the same individual or body that called the meeting. When any meeting is cancelled, notice of the cancellation shall be sent to those affected by any means reasonably calculated to give actual notice of the cancellation, including: posting in the SWNI News, posting on the association's website, or email notice to the membership list.

## **Section 2. Board Meetings.**

**a. Regular Board Meetings:** Regular Board meetings shall be on the first Tuesday of the month unless otherwise decided by the Board. Notice of the meeting will be given at least 7 days in advance.

**b. Special and Emergency Board Meetings:** The president or a majority of Board members may call a special or an emergency meeting of the Board when the timeliness of the regular meeting is insufficient to take action on particular issues. Notice of special and emergency meetings of the Board to members of the Board, members of the association and the public shall be by telephone, electronic means, or any other means reasonably calculated to reach them. There shall be 7 days' notice of a Special Board Meeting and not less than 24 hours' notice of an emergency meeting.

**c. Quorum for Board Meetings:** A quorum for a Board meeting shall be a majority of the number of directors in office immediately before the meeting begins

**Section 3. 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.

## **ARTICLE X: ELECTIONS**

**Section 1. Annual Election.** The members shall elect the directors and officers at the Annual Meeting which is held on the first Tuesday in June. Election of each officer and director requires a majority vote of the members present. Officers automatically become directors.

**Section 2. Notice of the Election.** The president will provide notice of the election which will include the time, date, and place of the election as well as the positions to be filled and the names of any candidates known at the time of notice. The notice will be published in the association's article in the SWNI news for May as well as June and will be posted on the association's website.

**Section 3. Conducting the Election.** The president will conduct the election. If the election for president is contested, the president will appoint another person to run the voting at the meeting.

**Section 4. Voting Eligibility.** Current members are eligible to vote in the annual election. At the Annual Meeting, and before the election, to confirm eligibility to vote, the Outreach and Membership Chair shall provide a list of persons eligible to vote.

**Section 5. Nomination Process.**

**a. Developing a slate:** The president will determine whether incumbent officers and directors are willing to run for that office. The president will, in cooperation with the Board, seek eligible candidates to run for all director and officer positions. The president may appoint a nominating committee. Once a list of candidates is developed, the president will arrange for the preparation of paper ballots. The ballots will include space for candidates nominated from the floor to be added.

**b. Nomination from the Floor at the Annual Meeting:** Members may nominate members for officer or director positions at the Annual Meeting. Nominations from the floor do not require a second. Individuals nominated from the floor must consent to be nominated through the designated nomination process.

**c. No write-in votes unless nominated:** The tabulator will not count votes for individuals whose names are written in on ballots unless they have been nominated through the designated nomination process.

**d. Volunteer candidates:** Members wishing to do so may declare their interest in running for an office by contacting the Nominations Committee or a member of the Board before or at the Annual Meeting.

**Section 6. Voting Process.**

**a.** Voting at the annual election shall 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.** Election of an individual requires a majority vote of the members voting in the annual election.

**c.** Members must be present to vote. Proxy voting and voting by mail are prohibited.

**d.** Candidates do not need to be present to be elected, but must have informed the president, a Board member who will be at the meeting, or the Nominations Committee, if any, of their willingness to serve in writing, such as by email, before the Annual Meeting.

**ARTICLE XI: CONFLICT OF INTEREST**

**Section 1. Definition.** A conflict of interest exists for a member or a Board member whenever the member or Board member holds a personal financial interest which will be impacted by the action or inaction of HmNA on a proposal before the membership or the Board. A personal financial interest shall include a financial interest by a member or director and/or by members of their immediate family.

**Section 2. Personal Financial Interest Defined.** A personal financial interest includes an ownership interest above 5% of a business which will be impacted by a decision of HmNA. Examples of personal financial interest would include employment by HmNA; ownership of property the use or control of which is being considered by HmNA; plans to purchase property the use or control of which is under discussion by HmNA; or similar instances.

**Section 3. Declaration of a Conflict of Interest.** Whenever a member or Board member perceives that they have a conflict of interest relating to an item under discussion, they are expected to report this to the body (membership or Board) hearing the proposal. To protect the integrity of the association'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 abstain from voting on the transaction or decision.

## **ARTICLE XII: GRIEVANCE PROCEDURES**

**Section 1. 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 Office of Neighborhood Involvement Standards.

**Section 2. Filing a Grievance.** Grievances must be submitted in writing (hard copy or e-mail) to any director within forty-five (45) business days of the alleged violation. The grievance must identify the date of the action being grieved and the provision of the association's bylaws or the ONI Standards claimed to have been violated, how the grievant was harmed by the violation, and shall include the remedy the grievant is seeking.

**Section 3. Initial Review and Response.** Within fourteen (14) days of a director receiving a complaint, the president shall appoint an ad hoc grievance committee consisting of at least three (3) members, one of whom shall be a director. The ad hoc committee 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 4. Grievance Committee.** If the process continues, as per Section 3, within seven (7) business days following determination that the grievance meets the criteria, 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 5. 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 60 calendar days from the receipt of the grievance. Remedies in the grievance process do not include punishment but focus on the harm done and ways to undo that harm where possible.

**Section 6. 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.

## **ARTICLE XIII: 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 XIV: RECORDS AND REPORTS**

HmNA shall abide by all Oregon statutes relative to public meetings and public records. Official action(s) taken by HmNA must be on record or a part of the minutes of each meeting. The minutes shall include a record of attendance and the result of any vote(s) taken. Any recommendation made by HmNA to the City of Portland shall be accompanied by the vote and summary of the vote.

## **ARTICLE XV: AMENDMENTS TO BYLAWS**

**Section 1. Amendment.** All amendments to these bylaws shall be proposed in writing and submitted to members at least thirty (30) days before voting on their adoption may proceed. The president shall provide public notice to all members of the date, time and place for consideration of amendments at least thirty (30) days before voting on their adoption. Adoption of an amendment to these bylaws shall require a two-thirds (2/3) vote by members at two (2) consecutive general or special meetings. The notice shall include a copy of the proposed amendments. Amendments may be proposed by the Board or by a petition signed by 10 members and presented to any Board officer.

**Section 2. General Revisions.** Changes in the bylaws that are extensive and general are not amendments and require an entirely new set of bylaws (general revision). These new bylaws require the same notice as an amendment, and adoption requires a two-thirds (2/3) vote of members present at two (2) consecutive general or special meetings. If rejected, the old bylaws remain in force.

## **ARTICLE XVI: OCCL STANDARDS**

The association, in all its activities, shall comply with the requirements of the Office of Community and Civic Life standards for neighborhood associations.

Date Adopted: January 5, 2021

Previous Revisions:

Amended February 2, 2016

Adopted March 10, 1999

Amended December 2004

Amended May 2006



## APPENDIX A

Begin at the West side of Barbur Blvd. where the North line of the South 1/3 of the West ½ of the James Terwilliger Donation Land Claim (DLC) intersects with SW Barbur Blvd. (Hillsdale NA North East border point as per Hillsdale bylaws Nov. 13, 1996).

Follow the West side of SW Barbur Blvd. North to SW Curry St. West on SW Curry to the East side of Terwilliger Parkway. North along the East side of Terwilliger Parkway to lamppost sixteen 16 (Dunaway Park), then directly North to the intersection of SW 6<sup>th</sup> and SW Caruthers St.

Go West to SW Broadway Dr. and then southerly up Broadway Dr. to where it meets Hoffman Ave., then along a line due South to SW Terwilliger Blvd., west along Terwilliger Blvd. and continuing west along Sam Jackson Park Road, and then up the center of the access road to the Marquam Park Shelter. From the Marquam Park Shelter go in a southwesterly direction up the creek at the base of Marquam Hill towards the intersection of Fairmount Blvd. and Marquam Hill Road. At the point where the Upper Marquam Trail crosses the creek, go East up the trail to Marquam Hill Road, from thence Southwest up Marquam Hill Road to the intersection with Fairmount Blvd.

Continue in a southerly direction along Fairmount Blvd., staying to the east of all residential communities which are accessible only from Fairmount until intersecting the South line, extended, of the North 1/3, of the West ½, of the James Terwilliger Donation Land Claim, which corresponds to the North line of SW Northwood Ave., extended. Proceed South on Northwood Ave., excluding all properties bordering on this street, to its intersection with the North line of the South 1/3 of West ½ of the James Terwilliger DLC to Barbur Blvd., the point of beginning.