

Foster-Powell Neighborhood Association Bylaws

ARTICLE I. NAME OF ORGANIZATION

The name of the organization shall be the Foster-Powell Neighborhood Association (“Association”).

ARTICLE II. PURPOSE

The purposes for which the Association is organized are:

- a) To enhance the livability of the Association and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under ORS Chapter 65.
- d) Assist in furthering activities and projects that will raise the level of the total Foster-Powell neighborhood environment to that desired by its citizens.

ARTICLE III. BOUNDARIES

Boundaries of the Association shall be defined as:

Northern boundary: SE Powell Boulevard

Southern boundary: SE Foster Road

Eastern boundary: SE 82nd Avenue

Western boundary: Intersection of SE Foster and Powell at 50 Avenue.

ARTICLE IV. MEMBERSHIP

- Section 1 Membership Qualifications: Regular membership shall be open to all residents, property owners, business licensees, and representatives of non-profit organizations who reside or conduct business within the boundaries of the Association, herein referred to as “Members” and “Membership”. To qualify as a Member of the Association, one must meet the requirements of this section and have confirmed their membership status on a meeting sign-in sheet.
- Section 2 Voting: All Members as defined above, sixteen (16) years of age or older, shall have one vote to be cast when approving/amending bylaws, electing board officers, terminating board officers, or dissolution of the board. One

representative from each business, government agency or nonprofit organization located within the boundaries, upon prior written authority, shall have the same privilege as the residents listed above. Decisions of the Association shall be made by the Board of Directors considering input from the general Membership.

ARTICLE V. FINANCIAL SUPPORT

Charging of dues or Membership fees shall not be made; however, voluntary contributions will be accepted and fundraising may be authorized by the Board.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1 General Membership Meetings: There shall be at least nine (9) general Membership meetings yearly. The meetings shall be convened on any day decided upon by the Board. Notification shall be by mail, posted notices, telephone calls, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven (7) days advance notice to the general public and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

Section 2 Special Membership Meetings: Special meetings of the Membership may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, posted notices, telephone calls, or any other appropriate means of communication apt to reach a majority of the Members. Notification shall require seven (7) days advance notice to the general public and a minimum of 24 hours notice for all active Members and to individuals and news media that have requested notice.

Section 3 Agenda: Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the Membership. Any person may add an item to the agenda by:

- a) Submitting the item in writing to the Board at least seven (7) days in advance of the meeting, or
- b) Requesting a motion be made by the Board to add an item to the general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 4 Quorum: A quorum for any:

- a) Board meeting shall be four (4) Board members including the Chairperson.
- b) All general Members shall have one vote to be cast when

approving/amending bylaws, electing or terminating board officers, or dissolution of the board. A quorum for:

- i) Approving/amending bylaws shall be three (3) Board Members and five (5) general Members;
 - ii) Electing or terminating board officers shall be three (3) Board Members and three (3) general Members;
 - iii) Dissolution of the board shall be four (4) Board members and five (5) general Members.
- c) Special meeting shall be four (4) Board members.

Section 5 Participation: Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

Section 6 Procedures: Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1 Number of Board Officers: The Board shall determine the exact numbers of Board positions annually. There shall be at least three (3), those being the Chairperson, Secretary, and Treasurer; and no more than fifteen (15) Board members.

Section 2 Eligibility for Board Service: Only persons eligible for membership shall be qualified to hold an elected or appointed position, with the exception of Special Delegate at Large as defined in Article VII, section 8 (i). Any member who has attended at least three (3) Board, General, or Special meetings in the past twelve (12) months is eligible for Board Service.

Section 3 Terms of Office: Terms of office are for one (1) year.

Section 4 Board Vacancies: The general Membership may fill any vacancy on the Board or committee by majority vote of the general Membership. A Member appointed to fill a vacancy shall serve the remainder of the unexpired term and until their successor is elected or appointed.

Section 5 Election of Board Officers

- a) Board Officers shall be elected annually by a vote of the general Membership at the May meeting. The annual election may be postponed during times of a state of emergency. If the election is

postponed due to a state of emergency, the election shall be held as soon as possible after the state of emergency is terminated.

- b) The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any Member of the Association.
- c) Election requires a majority vote of the membership present.
- d) No Board Officer shall hold more than one of the following offices at a time: Chair, Co-Chair, Treasurer, and Secretary. All other offices may be held concurrently by the same Board Officer.

Section 6 Election of Board of Directors: The Board Officers elected shall constitute the Board of Directors.

Section 7 Duties of the Board of Directors: The Board of Directors shall have the following responsibilities and powers:

- a) Manage the daily affairs of the Association.
- b) Make decisions and represent the interests of the Association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- c) Appoint committees to perform necessary functions and represent the Association on specified topics.
- d) Establish a yearly work plan of priority issues and projects; and for maintaining and encouraging involvement in the Neighborhood Association with input and approval of the general Membership.
- e) Attend at least 60% of the scheduled general meetings, special meetings, and Board-approved events of the Association.

Section 8 Duties of Board Officers:

- a) Chairperson: The Chairperson shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chairperson shall represent the position of the Board and the interests of the Association.
- b) Co-Chairperson: The Co-Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and as authorized by

the bylaws or regulations of the Board.

- c) Secretary: The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial files of the Association. The Secretary will maintain a list of Board members and their terms.
- d) Treasurer: The Treasurer shall have charge of all funds belonging to the Association and shall receive, deposit and disburse funds for the Association in a bank(s) or financial institution(s) in such manner as designated by the Board. No funds in excess of \$50.00 shall be expended except by approval of the board. The Treasurer shall make financial reports as directed by the Board.
- d) Delegate to Southeast Uplift: The Delegate to Southeast Uplift shall be responsible for attending all Southeast Uplift meetings and for reporting to the Association all matters affecting the Association.
- e) Southeast Uplift Land Use and Transportation Delegate: The Southeast Uplift Land Use and Transportation Delegate shall represent the Association at all Southeast Uplift Land Use and Transportation Committee meetings. They shall act in the interest of Association officers and general Membership on all pertinent matters as directed by the board and the general Membership.
- f) Land Use Chair: The Land Use Chair shall receive and respond to Land Use issues and notifications. They shall report on notifications to the Association and suggest action to be taken. They shall act as a Land Use resource for the Association. They shall act in the interest of Association officers and general Membership on all pertinent matters as directed by the board and the general Membership.
- g) Transportation Chair: The Transportation Chair shall receive and respond to Transportation issues and notifications. They shall report on notifications to the Association and suggest action to be taken. They shall act as a Transportation resource for the Association. They shall act in the interest of Association officers and general Membership on all pertinent matters as directed by the board and the general Membership.
- h) Delegates at Large: The Delegates at Large may act as alternates for the above positions in the instance an officer cannot attend at a specific meeting. They shall act in the interest of Association

officers and general Membership on all pertinent matters as directed by the board and the general Membership.

- i) Special Delegate at Large: One Delegate at Large may be elected in exception of Article VII, section 2, who maintains residence outside the borders defined in Article III, but maintains residence within the borders of a Neighborhood Association boundary directly adjoining Foster-Powell. This Special Delegate at Large position is titled "Neighborhood Liaison." The Special Delegate shall act in the spirit of cooperation between Foster-Powell and its regional partners and have voting privileges. In the case of a conflict of interest between Delegate's Association of residence and Foster-Powell, Delegate is to recuse themselves from voting on said issue.

Section 9 Board Meetings:

- a) The Chairperson has the option to call Board meetings. These meetings are chaired by the Chairperson.
- b) Board meetings may be called by the chairperson by giving notice to each officer and Board member of the time, place, and items to be discussed or acted upon at least seven (7) calendar days before the special meeting.
- c) A quorum for a Board meeting is four (4) Board members including the Chairperson.
- d) The Board shall be notified not less than seven (7) days preceding any Board meetings. Notification shall be by mail, telephone calls, or any other appropriate means of communication to all Board members. Notification to the general public, individuals and news media that have requested notice shall be by mail, posted notices, telephone calls, or any other appropriate means of communication apt to reach a majority of the Members not less than seven (7) days preceding any Board meetings.
- e) Emergency meeting of the Board may be called by the Chairperson or by majority of the Board as deemed necessary. If a matter must be discussed or a decision must be made with less than the required seven (7) days notice the Chairperson may call an emergency meeting. There must be at least twenty-four (24) hours notice. Notification shall be by mail, telephone calls, or any other appropriate means of communication to all Board members. Notification to the general public, individuals and news media that have requested notice shall be by mail, posted notices, telephone

calls, or any other appropriate means of communication apt to reach a majority of the Members.

- f) Decisions made by the Board at these meetings shall be by a majority vote of those Board members present.

Section 10 Powers of the Board: The Board shall be responsible for all business coming before the Association and for assuring that Members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of Members attending a particular meeting.

Section 11 Termination of Board Members:

- a) Board reserves the right to take corrective action and replace Board members failing to attend three (3) consecutive Board meetings or three (3) consecutive Membership meetings.
- b) Any Board member not fulfilling the purpose of the Association shall be subject to recall at a regularly scheduled general meeting. A two-thirds (2/3) vote of those present shall be needed to recall. The Board member shall be notified at least twenty-one (21) days prior to such an action.

ARTICLE VIII. COMMITTEES

There may be standing committees as designated by the Board and special committees as may be established by the Chairperson. Committees must have at least one (1) Board member on them.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES

A transaction in which an Officer may have a direct or indirect conflict of interest may be approved by a vote of the Board 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. 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 votes to authorize, approve or ratify a 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 taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE X GRIEVANCE PROCEDURES

- Section 1 Grievance: Any person or group may file a complaint based upon an alleged violation of the Neighborhood Association's bylaws or the ONI Standards. The complaint must be made in writing to the Board within forty-five (45) days of action.
- Section 2 Grievance Components: The petition shall include the name and address of the petitioner, the nature of the grievance and suggested remedy.
- Section 3 Grievance Committee: Within seven (7) days after the receipt of the petition, the Chairperson will establish a grievance committee of three (3) to include: one representative appointed by the Board of Directors, one representative appointed by the petitioner and one representative from the neighborhood district coalition. The committee shall investigate the matter and report to a general or special meeting within sixty (60) calendar days from receipt of the grievance.
- Section 4 Grievance Hearing: The grievance hearing shall appear on the notification of the general or special meeting. The general Membership, by a majority vote of those present, can take action on the grievance. Such actions include, but are not limited to: sustaining the original action, reversing the original action, revising the original action or deferring further action pending further investigation. A tally of votes and reasons from the grievance hearing shall be documented and forwarded to the affected individuals and groups.
- Section 5 Appeals Process: Only upon unsatisfactory resolution of a grievance with a Neighborhood Association may the grievant appeal to the District Coalition and the Office of Neighborhood Involvement as indicated in the Office of Neighborhood Involvement Standards.

ARTICLE XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS

- Section 1 Submission of Proposals: Any person or group, inside or outside the boundaries of the Association may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.
- Section 2 Notification: The proponent and Members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than seven (7) days in advance.
- Section 3 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals
- Section 4 Dissemination: The Association shall submit recommendations and

dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE XII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

The Association shall abide by all Oregon statutes relative to public meetings and public records. Official action(s) taken by the Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken. A summary of dissenting views should be transmitted along with any recommendation made by the Association to the City. Official records will be kept on file at the coalition office.

ARTICLE XIII. NONDISCRIMINATION

The Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, gender expression, age, disability, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XIV ADOPTION AND AMENDMENT OF BYLAWS

All amendments to these bylaws must be proposed in writing and submitted to Members at least seven (7) days before voting on their adoption may proceed. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all Members at least seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the Members present at a general meeting.

Tracy Gratto, Chairperson

July 10, 2006

Amended September 13, 2010

Amended May 11, 2013

Amended May 8, 2017

Amended June 8, 2020

Amended July 15, 2020

Amended November 9, 2020