

Glenfair Neighborhood Association Bylaws May 2018

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ARTICLE I. NAME OF ORGANIZATION: The name of the organization shall be Glenfair Neighborhood Association (GNA).

ARTICLE II. PURPOSE: The purposes for which the neighborhood association is organized are:

- a) To enhance the livability of the neighborhood 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 OPS Chapter 65.
- d) For such other objectives as are approved by the Board of Directors (Board) or membership.
- e) To be organized exclusively for non-profit, educational, scientific and or charitable purposes.

ARTICLE III. BOUNDARIES: Boundaries of the Neighborhood Association shall be defined as beginning at the north east corner of Stark Street, north along 148th Avenue to the south east corner of Glisan Street, east along Glisan Street to the Portland/ Gresham boundary (approx. 162nd Avenue), south along the Portland/Gresham boundary to the northwest corner of Stark Street to 148th Avenue.

ARTICLE IV. MEMBERSHIP:

Section 1 Qualifications: Membership in the Neighborhood Association shall be open to all residents, property owners, holders of a business license located within the boundaries as defined in ARTICLE III of these bylaws, and members, staff, and program participants of non-profit organizations serving Glenfair residents who request in writing to be a member.

Section 2 Voting: All members 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 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.

ARTICLE V. FINANCIAL SUPPORT: Charging of dues or membership fees

shall not be made; however, voluntary contributions will be accepted and fund raising may be authorized by the Board.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1 General Membership Meetings: There shall be at least one (1) general membership meeting yearly. The meetings shall be convened upon any day decided upon by the majority vote of 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 all members.

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 all members.

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) making a motion to 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 general or special meeting of the neighborhood association shall be three.

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. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports. Members must exhibit an interest in participating in GNA affairs by registering their name, residence address

Section 6 Procedures: Unless otherwise specified in these bylaws decisions of the neighborhood association shall be made by a majority vote of those members present or participating at any meeting.

ARTICLE VII. BOARD OF DIRECTORS:

Section 1 Number of Board Members: There shall be at least three and no more than ten (10) Board members.

Section 2 Eligibility for Board Service: Only persons eligible for membership shall be qualified to hold an elected or appointed position. All

nominees shall have consented to serve if elected.

Section 3 Terms of Office: Terms of office are staggered. The initial appointments for one (1) year terms and for two (2) year terms will be determined by the Board at their first meeting. Upon expiration of initial terms of office, all re-appointments would be for two (2) year terms. Officers and Board members shall serve from February 1st to January 31st.

Section 4 Board Vacancies: The Board may fill any vacancy on the Board or committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term

Section 5 Election of Board Members: Board members shall be elected annually by a vote of the membership at a general meeting in the first quarter of the year. Election requires a majority vote of the membership present.

Section 6 Election of Officers Board members shall meet after the election general meeting and, by majority vote of the Board members present, elect a Chair, Vice Chair, Secretary and Treasurer. The remaining Board members shall be members-at-large.

Section 7. A. Duties of Board Members: The Board shall have following responsibilities and powers:

- a. Manage the daily affairs of the neighborhood association.
- b. Make decisions and represent the interests of the neighborhood 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 (that is, non-special) meeting.
- c. Appoint committees to perform necessary functions and represent the neighborhood association on specified topics.
- d. Establish a plan for maintaining and encouraging involvement in the neighborhood association

Section 7. B. Duties of Board Officers

- a. Chairperson: The Chairperson shall prepare agendas for (see VI 3), and preside over, 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 neighborhood association.
- b. Vice Chairperson: The Vice Chairperson shall assist the Chairperson, and 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 keep, or cause to be kept, minutes of Membership and Board meetings, assist the Chairperson with correspondence, meeting notifications, and vote tabulations, and shall maintain the non-financial files of the neighborhood association and make records available for inspection for any proper purpose at any reasonable time. 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 neighborhood association and shall receive, deposit and disburse funds for the neighborhood association in a bank(s) or financial institution(s) or other safekeeping in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board. In the event of formal dissolution of the organization, the Treasurer shall be responsible for drafting a resolution to donate any remaining assets to a recognized charitable organization.

Section 8 Board Meetings:

- a. Board meetings are held as needed, with the attendance of the Board and interested members. All members are welcome. See also Article VI, Section 5.
- b. A quorum consists of a majority of the Board members.
- c. The Board shall be notified not less than three (3) days preceding any board meetings; Notification shall be by mail or telephone calls to all board members and any media apt to reach a majority of the membership.

Section 9 Powers of the Board: The Board shall be responsible for all business coming before the neighborhood 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 association but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 10 Termination for non-attendance: Board members failing to attend three (3) consecutive board meetings shall be deemed to have resigned from the board unless specific written notification has been given the board with valid reason such as emergency, vacation etc. prior to the absence.

ARTICLE VIII. COMMITTEES: There may be ad-hoc or standing committees as designated by the Board and special committees as may be established by the Chairperson with the advice and consent of the board. Committees must have at least one (1) Board member on them. Committees shall not have the power to act on behalf of the organization without specific authorization of the board. The Chairperson shall be an ex-officio member of

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES: A transaction in which a Director 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 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** **One-on-One Dialogue and Mediation:** Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.
- Section 2** **Eligibility to Grieve:** Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws that has directly affected the outcome of a decision of Glenfair Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.
- Section 3** **Processing the Grievance:** The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.
- Section 4** **Final Resolution:** Within 60 calendar days from receipt of the grievance, Glenfair Neighborhood Association shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

ARTICLE XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS.

Section 1 Submission of Proposals: Any person or group, inside or outside the boundaries of the neighborhood 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 neighborhood 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 neighborhood association shall abide by all the requirements pertinent to public meetings and public records as outlined in the ONI Standards adopted July, 2005. Official action(s) taken by the neighborhood 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 recorded along with any recommendation made by the neighborhood association. Official records will be kept on file at the coalition office.

ARTICLE XIII. NONDISCRIMINATION:

The neighborhood 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 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.


Chair, Glenfair Neighborhood Association

11-13-2018
Date