

HAZELWOOD NEIGHBORHOOD ASSOCIATION

BYLAWS

ARTICLE I – DEFINITION

Section 1. Name.

- A. The name of the organization is the Hazelwood Neighborhood Association.
- B. It is registered in the State of Oregon as a Membership Non-Profit Public Benefit Corporation and is a recognized Neighborhood Association by the City of Portland.

Section 2. Boundaries.

Except where noted, the following description refers to the center-line of the named streets: Beginning at SE Division and I-205, north to the southeast edge of I-84, northeast to Halsey, east to NE Weidler at 101st, northeast to NE 102nd, south to NE Halsey, east to NE 148th, south to SE Stark, west to SE 142nd, south to SE Division, west to SE 130th, north to SE Stark, west to SE 102nd, south to SE Cherry Blossom Drive, southeast to 112th, south to SE Division, and west on SE Division to I-205.

ARTICLE II – PURPOSE

The purpose of the Hazelwood Neighborhood Association is:

- A. To enhance the livability of the Neighborhood by establishing and maintaining open lines of communication and liaison among all parties representative of the Neighborhood, governmental agencies and other communities and neighborhoods.
- B. To facilitate education, research and exchange of information and ideas by insuring an open process by which all community residents may involve themselves in the affairs of the community, and also to facilitate and promote community events.

ARTICLE III – MEMBERSHIP

Section 1. Purpose.

As a membership-based Oregon non-profit public-benefit corporation, the members of the Hazelwood Neighborhood Association have certain legal powers and obligations in the running of the corporation. At a minimum, per ORS 65.437, the membership controls the number of directors, the composition of the board, the term of office of directors, and the method or way in which directors are elected or selected.

Section 2. Governance.

The voting membership shall elect a Board of Directors, who will in turn elect the Board officers needed to conduct the ongoing operations of the Hazelwood Neighborhood Association.

Section 3. Membership Eligibility.

Membership eligibility shall be restricted to persons 18 years of age and older who live, own property, hold a business license, or work within the Hazelwood Neighborhood Association boundaries.

Section 4. Voting Membership.

Eligible members who attend a general meeting and consent in writing, such as signing a meeting attendance sheet, shall be considered a voting member of the Hazelwood Neighborhood Association until the next general meeting.

Section 5. Dues.

No membership dues shall be assessed.

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Section 6. Membership Meetings.

- A. Regular General Membership meetings shall be held, at a minimum, three times per calendar year, and will be announced at least 7 days in advance on the district coalition calendar.
- B. The Annual Membership Meeting will be held in November of each calendar year and shall include the election of Board Directors. Voting for Directors shall be restricted to voting members.
- C. The Hazelwood Neighborhood Association shall abide by the City of Portland standards for open meetings. All meetings of the Hazelwood Neighborhood Association are open to all interested persons.
- D. Special membership meetings may be called by the President or at the request of the Board of Directors or by any five (5) voting members. Notification will be the same as for general meetings.
- E. A quorum for a general or special membership meeting of the Hazelwood Neighborhood Association shall be a minimum of five (5) board directors.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Purpose.

The purpose of the Hazelwood Neighborhood Association Board of Directors is to manage day-to-day operations of the Hazelwood Neighborhood Association, through its bylaws, policies, and standing rules, as well as through its Board officers. The Board of Directors shall act for the Hazelwood Neighborhood Association.

Section 2. Director Eligibility, Qualifications, Voting, and Elections.

- A. Board Directors must be voting members of the Hazelwood Neighborhood Association and have attended at least two (2) of the previous General Membership or Board meetings within the previous six (6) months.
- B. Election of Directors shall be held at the annual general membership meeting in November.
- C. Nominations from the floor or by the Board, by any voting member, will be accepted, provided the consent of the nominee has been obtained.
- D. The term of office for all Board Directors shall be for two (2) years and shall be from January 1st to December 31st. To maintain continuity, some Board Directors will be elected in alternate years.
- E. The Board appoints all Officers. The Board of Directors may, from time to time, appoint or nominate non-executive officers and representatives to external committees as needed. The Board of Directors shall review each appointment periodically.

Section 3. Board Governance.

- A. The Board of Directors of the Hazelwood Neighborhood Association shall consist of at least five (5) Directors and up to twelve (12) Directors elected at large.
- B. Board action shall require a quorum of five (5) Board Directors or a majority of the current Directors, whichever is greater in number. All Board action shall be reported in the minutes.
- C. Whenever a Board Director determines that they have a conflict of interest, bias, and/or ex-parte communication, relating to an item under discussion, they must inform the

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body hearing the proposal that the conflict of interest exists and this must be recorded in the minutes. The Board Director with the conflict of interest will abstain from voting on the issue, unless the body rules otherwise.

- D. A vacancy shall be declared when a Director has three (3) consecutive, unexcused absences at Board meetings. When a vacancy occurs for the above reason or due to death, resignation or other disqualification, such vacancy shall be filled for the unexpired portion of the term by a majority vote of the membership at the next general meeting.

Section 4. Board Meetings.

- A. The Board of Directors will hold regular meetings on dates approved by the Board.
- B. Special Board of Director meetings may be called by the President of the Hazelwood Neighborhood Association, at the request of any three (3) Board members, or at the request of any five (5) voting members of the most recent general membership. Notification of Special Board meetings will be provided at least 48 hours in advance.
- C. No proxy votes, electronic votes, or absentee ballots will be permitted at any meeting.
- D. All Board Meetings are open to the public.

Section 5. Meeting Agenda.

Subject to the approval of the Board, the President shall prepare the agenda for all Board meetings, special meetings and general meetings of the membership. By contacting the president, any Director or member may add an item to the agenda in advance of the general meeting. Any Director of the Board may make a motion to add an item to the Board, general or special agenda at those respective meetings. Adoption of the motion requires a majority vote of the voting members present.

Section 6. Committees.

- A. Standing Committees may be created by the Board of Directors which exercise the authority of the Board of Directors and to make Board decisions concerning pre-specified issues; Per ORS 65.354, each committee must have at least two (2) Board-appointed Directors as regular members; and each must have open public meetings, announced in advance, and must publish meeting minutes at the next Board of Directors meeting.
- B. Ad-Hoc Committees may be formed by the Board of Directors to work on immediate issues or projects, and may have fewer than two appointed Directors. Any changes to Association policies or bylaws must be directed to the Board of Directors for a vote.

ARTICLE V – BOARD OFFICERS

Section 1. Executive Roles.

With the intent of creating an active Board of Directors, the Hazelwood Neighborhood Association encourages all Directors to participate in the governance and running of the corporation. The Board relies on officers to make executive decisions not only in emergency situations, but also upon specialized roles needed to run the corporation.

Section 2. Officers.

As required by ORS 65.371, the Hazelwood Neighborhood Association shall have a president, a secretary, and such other officers as are elected, appointed, or nominated by the Board of Directors. All officers must themselves be qualified to be Directors.

- A. President – The President shall be the executive officer of the Hazelwood Neighborhood Association and, subject to the Board of Directors, shall have the general supervision and

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control of the business of the corporation, including signatory authority, as well as the duty to cause that all meetings are facilitated.

- B. Secretary – The Secretary shall have the responsibility to cause to be kept and updated all records required under ORS 65.771.
- C. Other Officers – All other appointed officers, with their stated duties, shall be listed in the Standing Rules document.

Section 3. Indemnification.

This corporation will indemnify to the fullest extent not prohibited by law 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. 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 VI – NON-DISCRIMINATION

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

ARTICLE VII – PROPOSAL, RECONSIDERATION, & GRIEVANCE PROCEDURES

Section 1. Proposals.

Any person or group, within or without the neighborhood association boundaries, may propose in writing, items for consideration and/or recommendation to the Board. The Board shall decide whether the proposal should appear on the Agenda of the Board, an active standing committee, or a General or Special Membership meeting.

Section 2. Reconsideration.

- A. Request – Any person or group of persons who feels adversely affected by a recommendation or position of the Hazelwood Neighborhood Association or its Board of Directors may request reconsideration of the recommendation or position, in writing, to the President.
- B. Response – The President will put the issue on the agenda for the next general membership meeting. If a more timely response is required for transmittal of the recommendation or position, the President shall call a special meeting for reconsideration. By majority vote of a quorum of Board Directors present, the recommendation or position may be affirmed, amended or reversed.

Section 3. Grievances.

- A. 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.

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- B. 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 City of Portland ONI Standards or these bylaws that has directly affected the outcome of a decision of the Hazelwood Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.
- C. 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.
- D. Final Resolution – Within 60 calendar days from receipt of the grievance, The Hazelwood 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 an executive session.

ARTICLE VIII – AMENDMENTS

No amendment can be voted upon unless said proposed amendment was distributed or read at the previous general membership meeting. These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at a Board meeting at least 14 days after the general membership meeting at which the bylaw changes were presented. Per ORS 65.437, if the amendment relates to the number of directors, the composition of the board, the term of office of directors or the method or way in which directors are elected or selected, then the bylaws must be amended by a two-thirds (2/3) vote of the voting members present at a general membership meeting, who must be notified of the proposed changes at a previous general membership meeting at least 30 days prior to a vote. The Board of Directors may elect to submit additional bylaw changes to a membership vote on a case-by-case basis.

ARTICLE IX – LIQUIDATION & DISSOLUTION

The dissolution of the Hazelwood Neighborhood Association may be ordered by a two-thirds (2/3) vote of the voting members of the Association at a general or special membership meeting with notification. The Hazelwood Neighborhood Association shall use its funds only to accomplish the purposes and objectives specified in Article 2, Section B. No part of the funds shall be inured or be distributed to the members of the Hazelwood Neighborhood Association. On dissolution, any funds remaining shall be distributed to one or more regularly organized and qualified non-profit organizations exempt from federal taxation to be selected by the Hazelwood Neighborhood Association Board of Directors.

(Bylaws Adopted February 18, 1988; Revised November 2005; Amended April 2011; Revised November 2013)