

# Bylaws of the North Tabor Neighborhood Association

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**ARTICLE I. NAME OF ORGANIZATION:** The name of the organization shall be North Tabor Neighborhood Association (NTNA).

**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 ORS Chapter 65.
- d. For such other objectives as are approved by the Board of Directors (Board) or membership.

**ARTICLE III. BOUNDARIES:** Boundaries of the Neighborhood Association shall be defined as from the midlines of: North, I-84 and Halsey from 44th to 68th; West, 44th Avenue; South, Stark from 44th to 49th, then north on 49th to Burnside, then east on Burnside to 68<sup>th</sup>; then north on 68th to Halsey.

**ARTICLE IV. MEMBERSHIP:**

**Section 1 Qualifications:** Membership in the Neighborhood Association shall be open to all residents age 18 or older, property owners, non-profit organizations, and holders of a business license located within the boundaries as defined in ARTICLE III of these bylaws 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 or non-profit shall have the same privilege as the residents listed above. Unless otherwise specified in these bylaws decisions of the Neighborhood Association shall be made by a majority vote of those members present at any meeting. General members are to vote on bylaw changes, membership petitions, and election of board members.

**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 general membership meeting each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hour notice for all active members and to individuals and news media that have requested notice.

**Section 2 Special or Non-Regular Meetings:** Special meetings of the membership, board or committees may be called by the Chair or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hour notice for all active members, board or committee members, and to individuals and news media that have requested notice.

**Section 3 Emergency Meetings:** Emergency meetings of the Board of Directors may be called by the Board of Directors as deemed necessary. Notification and purpose(s) of the meeting shall require at least 24 hour

notice. The agenda must describe the emergency. No other business may be discussed or acted on at an emergency meeting.

**Section 4 Agenda:** Subject to the approval of the Board, the Chair shall prepare or delegate 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 ten (10) days in advance of the meeting or,
- b. making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

**Section 5 Quorum:** A quorum for any meeting of the Neighborhood Association shall be the majority of the currently elected Board members.

**Section 6 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 Board Members who are present are eligible to vote at regular meetings. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

**Section 7 Procedures:** Robert's Rules of Order, Revised or another agreed upon mode for running meetings should be followed in all areas not covered under the bylaws, with the intent to allow every person fair, relevant, and transparent participation. Decisions made and votes taken at all NTNA meetings will be binding regardless of perceived or real procedural errors related to meeting management. Decisions and votes can be overturned by using procedure outlined in "Article X Grievance Procedure."

## **ARTICLE VII. BOARD OF DIRECTORS:**

**Section 1 Number of Board Members:** The Board shall determine the exact numbers of Board positions annually. There shall be at least five (5) 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.

**Section 3 Terms of Office:** Terms shall be one (1) year after which the office is up for election. All board members may be elected for multiple consecutive terms. Any board member must notify the Chair(s) of their inability to finish their term. One (1) year term is understood to be effective starting from the annual board election.

**Section 4 Board Vacancies:** The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

**Section 5 Election of Board Members:** Board members shall be elected annually by a vote of the membership at the annual meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the Neighborhood Association. Election requires a majority vote of the membership present.

**Section 6 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 meeting.

- c. Appoint committees to perform necessary functions and represent the Neighborhood Association on specified topics.
- d. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the Neighborhood Association.

**Section 7 Election of Board Officers:** Board members shall meet after the annual general meeting and, by majority vote of the Board members present, elect a Chair or Co-Chairs, Vice Chair, Secretary and Treasurer. The remaining Board members shall be members-at-large.

If the positions of Chair and Vice Chair are not filled, the Board may assign the following tasks of the Chair and Vice Chair to individual NTNA Board members:

- o facilitation of meetings;
- o preparation of meeting agendas; and
- o coordination of official NTNA correspondence and service as the contact for people wishing to communicate with the NTNA.

**Section 8 Duties of Board Officers:**

- a. **Chair(s):** The Chair(s) 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 Chair shall represent the position of the Board and the interests of the Neighborhood Association. The Chair shall serve as an ex-officio member of all committees.
- b. **Vice Chair:** The Vice Chair shall perform the duties of the Chair in the Chair's absence and as authorized by the bylaws or regulations of the Board or any duties as delegated by the Chair. The Vice Chair shall record and maintain all minutes in the absence of the Secretary.
- c. **Secretary:** The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chair with correspondence and maintain the non-financial files of the Neighborhood 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 Neighborhood Association and shall receive, deposit and disburse funds for the Neighborhood Association in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.

**Section 9 Board Meetings:**

- a. **Regular Board Meetings:** There shall be no less than 5 regular Board meetings each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hour notice for all Board members and to individuals and news media that have requested notice.
- b. **Special or Non-Regular Board Meetings:** Special meetings of the Board may be called by the Chair or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hour notice for all Board members and to individuals and news media that have requested notice.

- c. **Emergency Meetings:** Emergency meetings of the Board may be called by the Chair or by majority of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require not less than 24 hour notice to the members of the Board that is meeting and to individuals and news media that have requested notice. The agenda must describe the emergency. No other business may be discussed or acted on at an emergency meeting.
- d. Board meetings are chaired by the Chair or his/her delegate. In the event the Chair is not present, the following succession shall apply: (1) Vice Chair, (2) Secretary, (3) Treasurer, (4) any director elected by the membership by majority vote, (5) any member elected by the membership by majority vote.
- e. **Quorum:** A quorum for board meetings of the Neighborhood Association is a majority of elected board members.
- f. **Voting:** Unless otherwise specified in these bylaws decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

**Section 10 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 to act 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.

**Executive Committee:** The Executive Committee is made up of the officers of the NTNA and any Board members assigned the duties of the Chair and Vice Chair. A majority of the Executive Committee is authorized to take action on behalf of the NTNA when action is required before the next regularly-scheduled NTNA general membership or Board meeting. The Board shall review the action and either approve or disapprove it at the next regularly scheduled NTNA meeting.

**Section 11 Termination for non-attendance:** Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

**ARTICLE VIII. COMMITTEES:** There may be standing committees as designated by the Board and special committees as may be established by the Chair. Membership on these committees is open to all members. Committees must have at least one (1) Board member on them. Committees must keep minutes of all meetings and may make recommendations to the board for action.

**ARTICLE IX. REPRESENTATIVES/DELEGATES AND LIAISONS**

Representatives/Delegates or Liaisons to any agency, city bureau, organization, private or public group may be appointed by the board of directors or elected by the general membership when the need arises. Unless otherwise specified, term limits will last for one (1) year from time of appointment.

**Section 1. Duties of Representatives/Delegates**

Representatives/Delegates are to serve at the pleasure of the board and general membership. Only authorized representatives/delegates may represent NTNA; each is to express the majority vote or opinion, and a minority vote or opinion if directed to do so, after a hearing and vote by the board or general membership has been held. Representatives/Delegates may take a position or vote representing NTNA only if instructed or authorized to do so in advance by the Board or General Membership. Representatives/Delegates shall report to the Board and General Membership at regular meetings.

**Section 2. Duties of Liaisons**

Liaisons serve as communicators between the NTNA Board and an outside group or citizen on a particular issue. Liaisons are observers at others' meetings and are expected to report back as needed during the "Liaison Reports" section of the board meeting agenda.

**ARTICLE X. NEWSLETTER:**

**Section 1 Newsletter Purpose:** The purpose of the newsletter is to:

- a. To inform the neighbors of the issues affecting our neighborhood, our community or the city and to encourage the free exchange of ideas and opinions on these issues.
- b. To promote participation in NTNA.
- c. Act as a public announcement of NTNA activities and meetings.
- d. To inform the neighborhood of actions taken and decisions and recommendations made at NTNA Board, general and committee meetings.
- e. To reflect the cultural and artistic diversity of North Tabor.

**Section 2 Newsletter Responsibility:**

- A. Board Responsibility
  - a. The Chair shall establish a newsletter committee to be chaired by a Board member.
  - b. The Chair assigns articles as appropriate to communicate relevant issues to the North Tabor area or delegates this responsibility.
  - c. The Newsletter committee will make every reasonable effort to ensure the newsletter will be delivered in a timely and useful manner.
  - d. The Board is ultimately responsible for the production and contents of the newsletter. The Executive Board is responsible for resolving disputes regarding the newsletter.
- B. Editor Responsibility
  - a. The Editor is responsible for the production and authenticity of the newsletter and its contents.
  - b. The Editor may delegate responsibilities to other members.
  - c. The Editor has authority to withhold or edit any submitted items with the approval of the Chair.
  - d. As the Editor is a spokesperson for the NTNA Board, the Chair must approve the newsletter prior to printing and distribution.

**ARTICLE XI. 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 must be 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 XII. 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 North Tabor 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, North Tabor 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 XIII. 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 24 hours 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 record recommendations and dissenting views in the meeting minutes.

**ARTICLE XIV. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:** The Neighborhood Association shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. 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) and recommendations made along with a summary of dissenting views. Official records will be kept on file at the District Coalition office.

**ARTICLE XV. 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 XVI. ADOPTION AND AMENDMENTS OF BYLAWS:** All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of 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.