

# **Parkrose Neighborhood Association Bylaws**

## **Table of Contents**

ARTICLE I.	NAME OF ORGANIZATION
ARTICLE II.	PURPOSE
ARTICLE III.	BOUNDARIES
ARTICLE IV.	MEMBERSHIP
Section 1.	Qualifications
Section 2.	Application
Section 3.	Voting
ARTICLE V.	FINANCIAL SUPPORT
ARTICLE VI.	MEMBERSHIP MEETINGS
Section 1	General Membership Meetings
Section 2	Special Membership Meetings
Section 3	Agenda
Section 4	Quorum
Section 5	Participation
Section 6	Procedures
ARTICLE VII.	BOARD OF DIRECTORS
Section 1	Number of Board Members
Section 2	Eligibility of Board Members
Section 3	Terms of Office
Section 4	Board Vacancies
Section 5	Election of Board Members
Section 6	Election of Officers
Section 7.A	Duties of Board Member
Section 7.B	Duties of Board Officers
Section 8	Board Meetings
Section 9	Powers of the Board
Section 10	Termination for Nonattendance
ARTICLE VIII.	COMMITTEES
ARTICLE IX.	CONFLICT OF INTEREST PROCEDURES
ARTICLE X.	GRIEVANCE PROCEDURES
Section 1	Eligibility to Grieve
Section 2	Complaint Receipt
Section 3	Final Resolution
ARTICLE XI.	PROCEDURES FOR CONSIDERATION OF PROPOSALS
Section 1	Submission of Proposals
Section 2	Notification
Section 3	Attendance
Section 4.	Dissemination
ARTICLE XII.	PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT
ARTICLE XIII.	NONDISCRIMINATION
ARTICLE XIV.	ADOPTION AND AMENDMENT OF BYLAWS

ARTICLE I. NAME OF ORGANIZATION: The name of the organization shall be the Parkrose Neighborhood Association.

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 Parkrose Neighborhood Association shall be defined as the area between the Columbia River and the Banfield Freeway (I-84), and between I-205 and NE 122<sup>nd</sup> Avenue, excluding the City of Maywood Park.

ARTICLE IV. MEMBERSHIP:

Section 1 Qualifications: Membership in the Association shall be open to all people who live, work, volunteer or own property within the designated boundaries.

Section 2 Application: Membership shall consist of all those who have attended **one** Parkrose Neighborhood Association meeting in the **last six months** and **indicate in writing** their wish to be a member.

Section 3 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 meetings yearly. This meeting 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 active 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 two (2) days advance notice to all active 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 the number of members in attendance with a minimum of Three (3). 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.

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.

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

## 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 three (3).

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 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.

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 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 a general 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 Election of Officers Board members shall meet after the election at the 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: 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 plan for maintaining and encouraging involvement in the neighborhood association.

Section 7. B. 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 neighborhood association.
- b. Vice Chairperson: The Vice 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 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 8 Board Meetings:

- a. Board meetings will be called, as needed, by the Board members with the attendance of the Board and interested members. These meetings are chaired by the Chairperson.
- b. Special 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 three calendar days before the special meeting. A special meeting shall not be called unless insufficient time is available to consider a pertinent matter at the regular Board meeting.
- c. A quorum consists of a majority of the currently elected Board members.

- d. The Board shall be notified not less than three (3) days preceding any board meeting; 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 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 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 Chairperson. Committees must have at least one (1) Board member on them.

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 Eligibility to Grieve: Any person or group who objects to a decision or policy or believes they are adversely affected by a decision or policy of the neighborhood association may file a complaint in writing with the Board. The Board shall resolve the complaint or take appropriate action and advise the complainant of the outcome.

Section 2 Complaint Receipt: Within seven (7) days of receipt of the complaint, the Board shall arrange with the petitioner for a mutually acceptable place, day and hour for a review of the complaint, and will, in writing, within thirty (30) days, recommend a resolution of the grievance to the Board.

Section 3 Final Resolution: The Board shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant, Board, and membership. If the committee, Board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of the majority of the membership at a general or special meeting. Parties involved are encouraged to request assistance from the Neighborhood Mediation Center.

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 2

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 XI.

PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

The neighborhood association shall abide by all Oregon statutes relative to public meetings and public records. 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 transmitted along with any recommendation made by the neighborhood association to the City. Official records will be kept on file at the coalition office.

ARTICLE XIII.

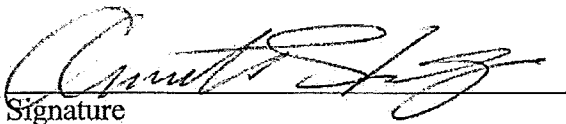
NONDISCRIMINATION:


The neighborhood association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, 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 east 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.

  
Signature

10-20-2014  
  
Date

Chair  
Title