

RUSSELL NEIGHBORHOOD ASSOCIATION BYLAWS:

Adopted 4/13/96

Revised 1/17/02

Revised 10/15/03

ARTICLE I DEFINITION

SECTION 1 NAME: The name of the organization shall be the **Russell Neighborhood Association**.

SECTION 2 MEMBERSHIP: Membership in the *Russell Neighborhood Association* shall be open to all citizens who live or own property within the below designated boundaries.

SECTION 3 BOUNDARIES: The boundaries of the *Russell Neighborhood Association* shall be Halsey on the South, I-84 on the North, 122nd Avenue on the West, and 142nd Avenue on the East.

The boundaries of the *Russell Neighborhood Association* shall be periodically updated by action of the Board of Directors to conform to the boundaries established by the Office of Neighborhood Involvement (ONI), so long as the adjustments are minor in nature. Adjustments shall be voted on at the next general meeting.

SECTION 4 DUES: No membership dues shall be assessed.

ARTICLE II PURPOSE

SECTION 1 The purpose for which the *Russell Neighborhood Association* is organized is to protect and enhance the livability of the area by whatever legal means the membership and/or Board of Directors deems appropriate. This objective will be sought by:

- (a) Establishing and maintaining open lines of communication and liaison between other neighborhoods, governmental units and agencies.
- (b) Providing an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- (c) By performing any activities related to livability, to have and enjoy all the powers granted and engage in any lawful activity for which corporations may be organized under ORS Chapter 61.
- (d) By being organized exclusively for non-profit, educational, scientific, and/or charitable purposes.

ARTICLE III STRUCTURE

SECTION 1 OFFICERS OF THE ASSOCIATION: The officers of the association shall be: CO-Chairs, Secretary, and Treasurer.

SECTION 2 BOARD OF DIRECTORS: The Board of Directors, hereinafter referred to as the Board, shall consist of the officers of the association, plus four (4) Board members at large.

SECTION 3 REPRESENTATION TO EAST PORTLAND NEIGHBORS (EPN): The CO-Chairs shall appoint two (2) members of the Board to represent the interest of the *Russell Neighborhood Association* by serving as a member of the EPN committee. Further, the CO-Chairs may serve in one of the two (2) positions. Appointees shall serve for one year. An appointee may be removed by a majority vote of the Board. Should a designated appointee be unable to attend an EPN meeting the CO-Chairs may appoint an alternate. The alternate will have the same authority as the appointee at the EPN meeting.

SECTION 4 STANDING COMMITTEES: Standing Committees and neighborhood liaison positions of the association shall be established and/or abolished by the Board at its discretion.

SECTION 5 AD HOC COMMITTEES: Ad hoc committees may be established and/or abolished by the Board at its discretion. They will exist only for specific, short term projects or issues affecting the neighborhood. Ad hoc committees automatically cease to exist at 120 days from when voted into existence, unless explicitly renewed by the Board.

ARTICLE IV ROLES AND RESPONSIBILITIES

SECTION 1 DUTIES OF THE OFFICERS OF *RUSSELL NEIGHBORHOOD ASSOCIATION*: The duties of the officers shall be as follows:

(a) CO-CHAIRS: The CO-Chairs shall prepare agendas for, and preside over all meetings of the general membership and Board of Directors as set out by the Board.

(b) SECRETARY: The Secretary shall keep or cause to be kept minutes and written records of all meetings; shall be responsible for all correspondence, and shall make records available for inspection for any proper purpose at any reasonable time. The Secretary will be well versed on all requirements of the Oregon Public Records Act and Public Meetings Law and insure the association is at all times in full compliance.

(c) TREASURER: The Treasurer shall be held accountable for all funds and shall give an accounting at each general meeting of the association; shall receive, safe keep, and disperse funds. All disbursements require the signature of the Treasurer and one other Board member as designated by the Board. The Treasurer shall function as chair if both CO-Chairs are absent.

SECTION 2 DUTIES OF THE BOARD OF DIRECTORS: The Board of Directors shall be responsible for the management of the affairs of the *Russell Neighborhood Association* in the interim between general membership meetings. The members of the Board shall attend regular meetings of the Board and the association, shall be accountable to the general membership, and shall comply with these bylaws.

ARTICLE V PROCESS

SECTION 1 MEMBERSHIP MEETINGS: There will be a minimum of four (4) general meetings of the membership each year, in the winter, spring, summer, and fall. Special meetings of the membership may be called by the CO-Chairs or a majority of the Board for any issue of concern to the *Russell Neighborhood Association*. Notification shall be given for all general and/or special meetings of the membership at least seven (7) days in advance of the meeting. All meetings shall be subject to open meeting laws (ORS 192.410 - 192.710). All meetings will be conducted using Roberts Rules of Order. However, should there be a conflict between Roberts Rules of Order and these bylaws, the bylaws will take precedence.

SECTION 2 BOARD MEETINGS: There shall be a minimum of two (2) Board meetings each year. The Board, at its discretion, may call a maximum of one (1) Board meeting for any month of which a general membership meeting, as required in Section 1, does not occur. These meetings are open to the public; however, only Board members may vote. Notification shall be given for all Board meetings of the *Russell Neighborhood Association* at least seven (7) days in advance of the meeting. All meetings shall be subject to open meeting laws (ORS 192.410 - 192.710). All meetings will be conducted using Roberts Rules of Order. However, should there be a conflict between Roberts Rules of Order and these bylaws, the bylaws will take precedence.

SECTION 3 MEETING AGENDAS: The CO-Chairs shall prepare the agendas for all Board meetings, and for all special and general meetings of the membership. Agenda items may be added, modified, or deleted by a majority vote of the Board.

SECTION 4 PARTICIPATION: Any general, special, Board, or committee meeting is open to any person, and all who wish to be heard. However, only citizens who live or own property within the *Russell Neighborhood Association* boundaries are eligible to vote at general membership meetings. All actions or recommendations of the *Russell Neighborhood Association* membership, whether from special or general membership meetings, shall be reported to those affected, and shall include any dissenting or minority position taken at a formal vote.

SECTION 5 VOTING: All citizens living or owning property within the *Russell Neighborhood Association* boundaries are eligible to vote during general or special membership meetings. The Board may require proof of voting eligibility prior to voting. All actions or recommendations require a majority to pass.

SECTION 6 QUORUM: For voting purposes, a quorum for any general or special membership meeting of the *Russell Neighborhood Association* shall be the number of members in attendance. For Board meetings a quorum of four (4) is required. All votes of the Board require a majority to pass.

SECTION 7 BOARD ELECTIONS: Officers of the association and the four members at large shall be elected for a period of two (2) years. Nominations for officers and the four members at large positions will be made at the Fall general meeting, with elections to take place at the Winter general meeting.

SECTION 8 BOARD VACANCIES: If a Board member misses three consecutive unexcused meetings the position will automatically be vacated. The CO-Chairs may excuse a Board member from a meeting at their discretion. Emergencies such as death, illness, etc.,

automatically qualify as an excused absence, provided the CO-Chairs are aware of the situation. A member may also vacate a position by submitting a written resignation to the CO-Chairs. The Board may fill any vacancy on the Board by majority vote of the Board. A member appointed and elected by the Board to fill a vacancy shall serve until the next general election, and must be ratified by a majority of members present at the next general meeting.

SECTION 9 ELIGIBILITY: Only persons eligible for *Russell Neighborhood Association* membership shall be qualified to hold and elected or appointed position.

SECTION 10 STANDING COMMITTEES: Volunteers for standing committees shall be solicited at all general meetings. Standing committees shall report to the Board, the CO-Chairs of the association, or the general membership. This will be determined at each point in time a committee is created.

SECTION 11 IMPEACHMENT: A majority of the Board may submit a written request for the resignation of any officer or Board member, at a regularly scheduled Board meeting. If any holder of any elected or appointed position refuses to resign, he/she may be removed by a two-thirds (2/3) majority vote of a general or special meeting of the membership.

SECTION 12 GRIEVANCE PROCEDURE: Any person affected by the actions or decisions of the *Russell Neighborhood Association* who has a grievance may submit a written complaint to any member of the Board. The Board member receiving the complaint shall within three (3) days forward the complaint to the CO-Chairs. The CO-Chairs shall put the grievance on the agenda of the next meeting, whether it be Board, special, or general meeting. Only Board members may vote on grievance matters.

SECTION 13 MEDIATION: Any conflict unresolved by the grievance procedure involving the *Russell Neighborhood Association* may, upon request of the complainant, be referred to an arbitrator. The arbitrator will be mutually agreed upon by the Board and grievant. The arbitrator will have the authority to render a decision and remedy on any matter before him/her. The arbitrator will, within 30 days of hearing a matter, reduce his/her decision(s) and remedy(ies) to writing and deliver a copy to the CO-Chairs and grievant(s). The arbitrator's decision will be final at the *Russell Neighborhood Association* level. However, any party to a grievance may refer the matter to the Office of Neighborhood Involvement (ONI).

SECTION 14 INDEMNIFICATION: Russell Neighborhood Association agrees to indemnify and hold harmless each Board Member from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his or her capacity as a Board Member, including, without limitation, actions taken or omitted by the Board Member consistent with these Bylaws and in furtherance of the business or affairs of Russell Neighborhood Association. The satisfaction of any indemnification of the Board Members under this Section will be from, and limited to, Russell Neighborhood Association assets, and the Russell Neighborhood Association members shall not have any personal liability on account thereof.

SECTION 15 BYLAWS REVISION: Adoption of and amendments to the bylaws shall require a two-thirds (2/3) majority vote by eligible voters present at a general meeting of the membership.

ARTICLE VI NON-DISCRIMINATION

The *Russell 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.