

BYLAWS
OF
WOODSTOCK NEIGHBORHOOD ASSOCIATION



Adopted: _____
(date)

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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these bylaws, contact Center for Nonprofit Law.

BYLAWS
OF
WOODSTOCK NEIGHBORHOOD ASSOCIATION

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of Woodstock Neighborhood Association (the “Corporation”) are exclusively those allowed for Corporations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Woodstock Neighborhood Association include the following:

To provide an open process by which all members of the Woodstock Neighborhood may involve themselves in the affairs of the Neighborhood.

To assist in furthering activities and projects that will protect and enhance the livability of the Woodstock Neighborhood.

To enhance the livability of the Woodstock Neighborhood by establishing and maintaining open lines of communication and acting as a liaison between the Woodstock Neighborhood and government agencies, private organizations, businesses and other neighborhoods.

To help preserve and maintain the Woodstock Community Center by supporting activities of the Friends of the Woodstock Community Center and their partnership with the city of Portland, Oregon.

ARTICLE II. GEOGRAPHICAL BOUNDARIES

Section 1. Boundaries. The “Neighborhood” shall be defined as the area with the following boundaries:

Northern Boundary: S.E. Holgate Boulevard

Southern Boundary: Portland City Limits*

Eastern Boundary: 60th Ave from Holgate to Duke Street; west on S.E. Duke Street to S.E. 50th Avenue; north to Henry Street; west on Henry Street to S.E. 45th; south on 45th to Portland city limits.

Western Boundary: S.E. 39th Avenue from Holgate Boulevard to Portland city limits.

*The Woodstock Neighborhood shares the area south of S.E. Crystal Springs Boulevard to the Portland city limits between S.E. 39th and S.E. 45th avenues with the Ardenwald-Johnson Creek Neighborhood.

ARTICLE III. VOTING MEMBERS

Section 1. Powers and Purpose of Voting Members. Voting members (hereinafter “members”) have the power to elect and also to remove the Directors on the Board of Directors of the Corporation, to elect and remove members, to vote on any amendments to the Bylaws or Articles that relate to the number of Directors, the composition of the Board, the term of office of Directors, the method or way in which the Directors are elected or selected, or the qualifications of members, and to vote on any other matters properly put before them for an advisory vote by the Board of Directors. The members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining the Corporation’s programs and activities.

Section 2. Records of Members. The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of the members. The contact information of members must be in the form of a street address, mailing address, or electronic address at which the member elects to receive notices and other messages from the Corporation.

Section 3. Dues. The Corporation shall not charge dues or membership fees. The Corporation may accept voluntary donations.

Section 4. Selection of Members. Requests for membership shall be automatically approved following a determination that the applicant satisfies any qualifications required for membership. This determination can be made by the Board of Directors or by a committee delegated this task by the Board of Directors. If at any time there are no members, then the Board of Directors may appoint new members.

Section 5. Qualifications of Members. Members must reside, own real property, hold a business license, or be a designated representative of a nonprofit or government agency in the Neighborhood. Clarifications of the criteria for the qualification or selection of members, including representation of certain constituencies or required participation in the activities of Woodstock Neighborhood Association, may be set by a resolution of the Board of Directors so long as they do not contradict the provisions of these bylaws. All members of the Board of Directors shall automatically be members.

Section 6. Suspension or Removal of Members. A member may be suspended or removed by the members for serious misconduct which adversely affects the interests or reputation of the Corporation.

Before the members can suspend or remove a member there must be not less than fifteen days prior written notice of the suspension or expulsion to the member giving

the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the suspension or removal by the members, or by a person or persons authorized to decide that the suspension or removal not take place.

Section 7. Resignation of Members. Any member may resign at any time by sending or delivering a written resignation to the Secretary of the Corporation. A member's resignation is irrevocable upon receipt by the Corporation. If a member resigns, and then subsequently desires to re-establish membership, the individual must reapply for membership as if the individual had never been a member.

Section 8. Quorum for Membership Meetings. A quorum will consist of the votes represented at a meeting of the members.

Section 9. Decision-Making by Members. The affirmative vote of at least a majority of the members present at a properly called meeting is necessary and sufficient to make decisions or pass resolutions by the members, unless a greater proportion is required by law, the Articles, or these bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 10. Proxy Voting. Proxy voting will not be allowed at any meeting of the members or as part of reaching any decision of the members.

Section 11. Annual Membership Meeting. There must be an Annual Meeting of the members which will be held to elect Directors to the Board of Directors. It will be held every year in May at a time and location determined by resolution of the Board of Directors.

Written notice of the Annual Meeting must be sent by first class mail or email, as directed by the individual member, to all members entitled to receive notice, at the mailing address or email provided by the member as it appears in the corporate records, at least fifteen days in advance of the meeting.

At the Annual Meeting, members will hear and consider reports from the Board of Directors, Officers, and staff concerning the activities, management, and budget of the Corporation. Members will then elect the Directors to the Board of Directors and also vote on any other matters for which proper notice was given. The failure to hold an Annual Meeting does not affect the validity of any corporate action.

Section 12. Other Membership Meetings.

(A) Regular Meetings. The Corporation may hold a series of regular meetings of the members at times and locations set by the Board of Directors. A single notice sent by first class mail or email, as directed by the individual member, at least seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

(B) Special Meetings. Special meetings of the members may be called by the Chair, by the Board of Directors, or by ten or more members. Notice for a special meeting must be mailed by first class mail or email as directed by the individual member at least seven days in advance of the meeting. Only the business for which a special meeting is called may be considered at the meeting.

Section 13. Public Meeting Law Compliance. All member meetings must be open to the public. In addition to any other notice required by these bylaws for a meeting of the members, notice must also be provided to the public by publication and by individual notice to any persons (including the media) who have delivered a written request to receive notice from the Corporation. Notice must be provided at least seven days in advance of the meeting.

Section 14. Content of Notice. Notice of member meetings must be provided to all members and Directors on the Board of Directors. Notice must include the date, time, place, and a brief description of the nature of the principle matters to be discussed. Notwithstanding the foregoing, the matters discussed and decided at the member meeting need not be limited to those matters set forth in the notice if the matters discussed were unknown at the time the notice was sent or if proposed by a member at the meeting. If amendments to the bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 15. Waiver of Notice. Any member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 16. Record Date. The record date for determining the members entitled to vote and receive notice of a meeting will be the day before the day on which the notice is mailed.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors shall establish the Corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board of Directors must also ensure that the Corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks.

Section 2. Records of Directors. The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of Directors. The contact information of Directors must be in the form of a street address, mailing address, or electronic address at which the Director elects to receive notices and other messages from the Corporation.

Section 3. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to the mission and purposes of Woodstock Neighborhood Association and must be a member of the Corporation.

Section 4. Number of Directors. The Board of Directors must consist of no fewer than five and no more than twenty Directors.

The members may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may elect new Directors at that same meeting or at a later time to fill the newly created positions. Directors elected in this manner shall serve until the next regularly scheduled annual membership meeting.

Section 5. Terms of Directors. Directors will serve one-year terms. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve.

Section 6. Selection of Directors.

(A) Nominations. Directors shall serve only until the next annual election of Directors, when initial Directors may be re-elected and any new Directors will be elected by the then current members at an annual meeting of the members held for that purpose.

Nominations for new Board members may be made by the Board of Directors, by individual Board members, or by members.

(B) Election Process. Each member will have the right to vote only for as many persons as there are director positions open on the Board of Directors at the time of the election.

(C) Election Policy and Procedures. The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

(D) Annual Meeting. The election of Directors will take place at the Annual Meeting of the members, which will be held every year in May at an exact time and place set by the Board of Directors.

Section 7. Removal of Directors.

(A) Directors may be removed with or without cause by resolution of the members.

(B) Directors may also be removed by a majority vote of the Board of Directors, not including the Director to be removed, for the following causes: (1) missing three or more meetings of the Board of Directors in a year; (2) failing to fulfill the duties of a Director; or (3) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the Corporation.

(C) Whenever the removal of a Director will be considered at a meeting of the members or Board of Directors, proper notice must be given in advance, as required for an Annual Membership meeting, regular meeting, or a special meeting of the members or Board of Directors, whichever is appropriate, stating that the removal of a Director is to be considered. The person being considered for removal has no vote in the process of removal.

Section 8. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board of Directors, its presiding Officer, the Chair, or the Secretary. Once delivered, a notice of resignation is irrevocable.

Section 9. Filling Vacancies. The Board of Directors may, by a majority vote, elect new Directors to fill any vacancies on the Board of Directors. A Director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the Corporation.

Section 11. Quorum. At all meetings of the Board of Directors, the presence or participation of a quorum, which is at least a majority plus one of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 12. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

Section 13. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Telephonic Meetings. Meetings may be held by telephone, video conferencing, internet based communication or other method (each a "telephonic meeting"), so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum. Telephonic meetings may only be held by the Board of Directors if appropriate notice is given to all required parties and the public is provided at least one place to listen to the meeting by speakers or other device.

Section 15. Meetings. The Board of Directors must meet at least four times per year and shall strive to do this by meeting at least once each quarter of the year. Robert's Rules of Order shall be binding.

Section 16. Executive Session Meetings.

(A) The Board by resolution, or the Chair, may go into an Executive Session meeting which shall not be open to the public. The Board of Directors may go into Executive Session either during a meeting or may call a separate Executive Session meeting. Executive Session shall be used whenever the Board of Directors discusses a matter set forth in ORS 192.660(2) and deems it is necessary to protect the confidentiality of the matters that will be considered.

(B) Except as otherwise set forth herein, Executive Session meetings may be attended only by Directors of the Board of Directors and any guests the Board invites to join the meeting, which may include the Executive Director and other staff, or any other person the Board wishes to invite. Representatives of the media will also be allowed to attend Executive Session meetings but shall not be allowed to publish information obtained from the Executive Session meeting. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director.

(C) Final decisions may not be made at Executive Session meetings and all votes or final actions must take place at a public meeting. Minutes shall be properly recorded but shall only be read or approved at a subsequent Executive Session if there is a need to continue to ensure the confidentiality of the matters contained in the minutes. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law in order to protect the confidential nature of Executive Sessions.

(D) If a Board of Directors meeting will contain an Executive Session the notice for the meeting must include a statement that the Board of Directors will go into Executive Session and cite the statutory authority for such action from ORS 192.660. If a Board of Directors meeting is called solely for Executive Session the Corporation shall send notice to all required parties, just as it would for any other meeting, except such notice shall identify the meeting as an Executive Session meeting and cite the statutory authority for such action from ORS 192.660.

Section 17. Notice of Meetings.

(A) Notice of all Board of Directors meetings must be provided to all members and Directors on the Board of Directors. Notice must include the date, time, place, and a brief description of the nature of the principle matters to be discussed. Notwithstanding the foregoing, the matters discussed and decided at a meeting of the Board of Directors need not be limited to those matters set forth in the notice if the matters discussed were unknown at the time the notice was sent or if proposed by a Director at the meeting.

(B) Regular meetings. After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors, members, and the other required parties.

(C) Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by a quorum of the Board of Directors. Notice for a special meeting may be provided in person or by telephone or email at least twenty-four hours' in advance of

the meeting. Notice for a special meeting may also be provided by first class mail at least seven days in advance of the meeting. Only the business for which a special meeting is called may be considered at the meeting. Notice of special meetings should also be provided to the public, media, and interested persons to the extent such notice is reasonable.

(D) Emergency Meetings. In the case of an actual emergency, the Chair or a quorum of the Board of Directors may hold a meeting of the Board of Directors with less than twenty-four hours' notice. If the Board of Directors holds an emergency meeting, the minutes of the meeting must describe the emergency and state why the meeting could not be delayed to allow at least twenty-four hours' notice. Only the emergency issue(s) may be dealt with at an emergency meeting. Emergency meeting notice must be provided to all Directors on the Board of Directors. Additionally, the Corporation shall make a good faith effort to provide notice to the members, public, media, and interested persons. The good faith effort to provide notice to the foregoing persons shall be documented in the corporate minutes.

Section 18. Public Meeting Law Compliance. Except as otherwise set forth in these bylaws, all meetings of the Board of Directors must be open to the public. In addition to any other notice required by these bylaws for a Board of Director meeting, notice must also be provided to the public by publication and by individual notice to any persons (including the media) who have delivered a written request to receive notice from the Corporation. Notice must be provided at least twenty-four hours in advance of the meeting. Unless otherwise authorized by the Board of Directors, meetings of the Board of Directors shall be open to the public but shall not include public participation.

Section 19. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 20. Authority of Directors. The Chair shall be an official spokesperson for the Corporation and may represent the Corporation and its positions whenever appropriate. No Director of the Board of Directors other than the Chair may officially represent the positions of the Corporation or speak or make agreements on behalf of the Corporation without specific approval by the Board of Directors.

ARTICLE V. OFFICERS AND STAFF

Section 1. Officers. The Officers of Woodstock Neighborhood Association must carry

out the policies and decisions of the Board of Directors as directed by the Board. The Officers must include a Chair, Vice-Chair, Secretary, and Treasurer. The Board of Directors may also elect one or more other Officers as desired. The same person may not hold any two of the offices of Chair, Secretary, or Treasurer at the same time, but the same person may hold any other two offices. Officers must simultaneously serve as Directors on the Board of Directors.

Section 2. Election and Term of Office. The Officers of Woodstock Neighborhood Association will be elected by the Board of Directors. As soon as possible following the election of Directors, the Board of Directors will meet to elect new officers of the Corporation. Officers will serve one year terms. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, an Officer may serve.

Section 3. Removal. Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the Corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the Officer so removed. The person being considered for removal has no vote in the process of removal. The removal of a person as an Officer shall not act as a removal from the Board of Directors unless applicable provisions of the bylaws relating to the removal of a director is followed concurrently.

Section 4. Vacancies. If any office of the Corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining Directors still in office, although less than a quorum, may elect any eligible individual to fill such a vacancy. The elected Officer will hold office for the remaining portion of the term of that office.

Section 5. Chair. The Chair is the principal officer of the Corporation and will, in general, supervise or oversee the supervision of all of the affairs of the Corporation. The Chair generally will preside at all meetings of the members and Board of Directors, unless the Board selects another person to preside. The Chair will also perform other duties as may be assigned by the Board of Directors. The Chair may serve as an ex-officio member of any committee.

Section 6. Vice-Chair. In the absence of the Chair, or in the event of the Chair's inability to act, the Vice-Chair will perform the duties of the Chair. The Vice-Chair, when acting as Chair, will have all the powers of and is subject to all the restrictions on the Chair. The Vice-Chair will also perform other duties assigned by the Board of Directors. More than one Vice-Chair position may be created and duties clarified in a resolution of the Board of Directors.

Section 7. Secretary. The Secretary will perform or oversee the performance of the following duties: (a) record and keep the minutes of the meetings of the members, Board of Directors, and Board committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the contact information of each member and Director; (e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and (f) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer will perform or oversee the performance of the following duties: (a) be responsible for the proper management and control of all funds of the Corporation; (b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the Corporation; (c) present reports on the financial affairs of the Corporation at least once each quarter at a meeting of the Board of Directors; and (d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the Corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the Corporation. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board of Directors determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the Corporation. The Executive Director shall receive notice of all meetings of the members, Board of Directors, and Executive Committee, and shall ordinarily attend all Board meetings except when the Board goes into Executive Session to meet without the Executive Director present.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

Only committees composed entirely of Directors on the Board of Directors may be delegated Board powers and decision-making authority.

Section 2. Executive Committee.

(A) The Board may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. All members of the Executive Committees must simultaneously serve on the Board of Directors, and it shall not have any members who are not simultaneously Directors on the Board of Directors. The members of the Executive Committee shall be the Officers and any other Directors appointed by the Board. The Board may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committees to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

(B) The Executive Committee must comply with the provisions of the bylaws concerning the meetings and decision of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board.

Section 3. Other Committees.

(A) The Board may establish any other committees it deems appropriate, including a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees. These are all "non-Board committees" which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Such committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

(B) Financial Oversight Committee. The Board may establish a committee responsible for financial oversight of the Corporation's income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee must consist of two or more persons, including at least one person with some financial experience or experience with bookkeeping, who is not the Corporation's check signer or bookkeeper. The committee shall be responsible for

overseeing the Corporation's financial transactions and the implementation of the Corporation's financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the Corporation's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the Corporation's finances to the Board. The committee shall also make the necessary arrangements for and oversee the Corporation's annual audit or annual financial review, which is described in these bylaws.

Section 4. Committee Members. The Board shall appoint the members of committees, or for committees other than the Executive Committee the Board may delegate this task to the Board Chair or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 5. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board, or if the Board wishes, it may delegate that power to the Board Chair or to the members of the committee.

Section 6. Limitation on Powers. No committee may (a) elect, appoint, or remove any Officer, any member of the Board of Directors, or member of the Executive Committee; (b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (c) authorize the dissolution of the Corporation or revoke proceedings therefore; (d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or (e) authorize the payment of a dividend or any part of the income or profit of the Corporation to its Directors or Officers.

The Board of Directors shall always have the power to amend, alter or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

ARTICLE VII. GRIEVANCE PROCEDURES

Section 1. One-On-One Dialogue and Mediation. All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with Directors and members, and/or formal mediation whenever possible.

Section 2. Eligibility to Grieve. A person or group harmed as a result of a decision of the Corporation may file a formal grievance if they believe the action taken by the Corporation violated a provision of these bylaws, a formally adopted policy of the

Corporation, or the Office of Neighborhood Involvement (“ONI”) Standards for neighborhood associations.

Section 3. Filing a Grievance. Grievances must be submitted, in writing, to the Corporation’s Chair and/or Secretary, within forty-five business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the Corporation’s bylaws or the ONI Standards which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

Section 4. Initial Review and Response. The Board of Directors designee will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this Article VII. If the proposed grievance is found not to meet the criteria, the Board of Directors or its designee will inform the grievant in writing of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process shall continue.

Section 5. Grievance Committee. If the grievance process continues, the Board of Directors, or a committee designated by the Board of Directors, shall offer the grievant an opportunity to present information relevant to the grievance and shall gather other relevant information. The body carrying out the review will develop its findings and recommendations and submit them to the Board of Directors.

Section 6. Board Action. The Board of Directors shall consider the findings and recommendations and render a decision on the grievance. The Board of Directors shall notify the grievant of the Board of Directors’ decision in writing within sixty calendar days from the receipt of the grievance.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or Director on the Board of Directors will receive any compensation for fulfilling the responsibilities of a Director on the Board or of an Officer as defined in these bylaws. However, the Corporation may pay compensation to Officers and Directors on the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Directors on the Board of Directors and their relatives who receive regular compensation from the Corporation must always constitute less than a majority of the Board. Officers and Directors on the Board of Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. A conflict of interest is always present whenever the Corporation pays money or other compensation, or provides any tangible benefits, to an Officer or Director on the Board of Directors or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be approved using the following procedures: (1) conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by the Chair, Executive Committee, Executive Director or other staff. (2) Directors and Officers who have a conflict of interest in any matter must (a) declare the existence of any direct or indirect conflict of interest, (b) disclose the details of the proposed transaction on the record, (c) abstain from voting on that matter and (d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. (3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the Corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. (4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the Directors on the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement, or theft of the Corporation's funds and assets, and that would discover it if those problems or crimes were to occur.

Section 4. Annual Financial Assessment. The Board of Directors must require the performance of an annual audit, financial review, financial compilation or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the Corporation or sign checks for the Corporation. This need not be a formal audit but must at least involve a sufficiently thorough review of the Corporation's financial records so that it would likely discover any misuse, embezzlement or theft of the Corporation's funds or assets. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors.

Section 5. Tax Year. The tax year of the Corporation is October 1-September 30.

Section 6. No Discrimination. In the delivery of its services to the public, Woodstock Neighborhood Association does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 7. General Meeting Requirements. All meetings of the members, Board of Directors, and committees must adhere to the following:

(A) Location of Meeting. All meetings of the Corporation shall be conducted in the Neighborhood.

(B) Accessibility. All meetings of the Corporation must be reasonably accessible to people with hearing impairment or other disabilities. If an activity or meeting is publicized, there should be a statement attached to the effect: "if an individual is in need of special accommodation, contact _____ one week in advance." If a person indicates a need for a special accommodation, it should be provided if reasonable.

(C) Smoking. Smoking is banned at all meetings of the Corporation.

(D) Non-Meeting Gatherings. Informal gatherings outside of a meeting are permissible. Notwithstanding the foregoing, the intent of an informal gathering may not be to deliberate issues and no decision may be made. Members, or Directors, constituting a quorum must avoid any group discussion of the business of the Board of Directors, or a committee thereof, during private social gatherings.

Section 8. General Requirements for Records.

(A) Minutes of Meetings. Minutes must be taken at all meetings of the Corporation. The meeting minutes do not have to be a verbatim transcript of the meeting, but should at a minimum summarize the discussions, actions, and resolutions occurring during the meeting. At a minimum, the minutes must include: (1) members and/or directors present; (2) motions, proposals, and resolutions discussed and their disposition; (3) results of all votes taken, and except as otherwise provided herein, the vote of each member and/or director by name; (4) the substance of any topic and any discussion; and (5) a reference to any public document which was discussed. Recording the vote of each member and/or director is not required whenever a meeting contains more than twenty-five persons entitled to vote at the meeting unless the Board of Directors or a person entitled to vote in the meeting requests that the minutes reflect such information.

(B) Public Access to Records. All meeting minutes of the Corporation, except for Executive Session meeting minutes, shall be made available to the public, upon request,

no later than seven days after the meeting was conducted. The Board of Directors shall adopt a policy to allow public inspection of records, including meeting minutes and other corporate records, which are not otherwise protected under the public records laws of the State of Oregon. Such policy may require persons requesting inspection of corporate minutes to pay fees reasonably calculated to reimburse the Corporation for its actual cost in making such records available.

ARTICLE VIII. AMENDMENTS

Section 1. Amendment of the Articles of Incorporation and Bylaws. The Board of Directors may amend or restate the Articles or bylaws, and the affirmative vote of at least two-thirds of the entire Board of Directors is necessary and sufficient to do so. Provided, however, that only the members may approve amendments that relate to the number of directors, the composition of the Board, the term of office of directors, the method or way in which the directors are selected or removed, the way in which the members are selected or removed, or the qualifications of members. The affirmative vote of two-thirds of members participating in the vote is necessary and sufficient for the approval of such amendments.

Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

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CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of Woodstock Neighborhood Association, as duly adopted by the Board of Directors on the ____ day of _____, 2019.

Signed this ____ day of _____, 2019.

Secretary of Woodstock Neighborhood Association