

BYLAWS of the The Community Association of Northwest Portland, Inc.

ARTICLE I INCEPTION

Section 1. Purposes and Powers.

The Northwest District Association the community association of Northwest Portland, Inc., hereafter referred to as NWDA, is hereby organized as a nonprofit corporation in accordance with its Articles of Incorporation heretofore adopted and filed. The object of this organization shall be:

- a. To provide a facility for education, research, and exchange of information for the citizens of Northwest Portland as they may relate to their total environment.
- b. To assist in furthering activities and projects which will raise the level of the total Northwest Portland environment and livability to that desired by its citizens.
- 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 corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986 (or their corresponding future statutes).

Section 2. Prohibited Activities.

Notwithstanding any statement of purposes or powers aforesaid, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

Section 3. Association Boundaries.

The boundaries of the NWDA shall be as follows:

On the South. The center line of West Burnside Street starting 600 feet west of its intersection with N.W. 23rd Place and running in an easterly direction to the center line of 1-405; then

On the East. The centerline of 1-405 running in a northerly direction to the center of the Willamette River, following the river downstream in a northwesterly direction to a point of intersection with N.W. Nicolai Street as extended to the northeast perpendicular to

N.W. Front Avenue; then

On the North. Generally westward along the center line of N.W. Nicolai Street, then northwestward along the center line of N.W. St. Helens Road to a point one-fourth mile beyond the intersection of ~.~.35" Avenue and Industrial Street; then

On the West. Southwesterly to the northern endpoint of N.W. Alexandria Avenue, thence following the eastern boundary of Forest Park to its coincidence with N. W. Aspen Avenue, along N. W. Aspen Avenue and the rear property lines of residential properties located on the west side of N.W. Aspen Avenue to N.W. Quimby Street, eastward along the boundary of Forest Park (the area commonly known as "Lower Macleay"), and in a northerly and ultimately a southerly direction to N. W. Cornell Road; then eastward along the center line of N. W. Cornell Road approximately 1000 feet to the western terminus of N.W. Westover Road, then southward approximately 400 feet to follow a southeasterly line including parcels partially or wholly within a line drawn 600 feet southwest and parallel to lower N. W. Cornell and N. W. Westover Roads to the place of beginning on West Burnside Street.

Section 4. Registered Office.

The registered office of the corporation shall be located within the boundaries of the Northwest District.

ARTICLE II MEMBERSHIP

Section 1. Eligibility.

The following are eligible to become members of this organization:

- a. Any person 18 years of age or older currently residing within the boundaries of the NWDA who has been in residence for a period of at least thirty (30) consecutive days immediately prior to making application for membership.
- b. Any person or organization owning real property within the boundaries of the NWDA for a period of at least thirty (30) consecutive days immediately prior to making application for membership.
- c. Any business licensee or private nonprofit organization located within the boundaries of the NWDA for a period of thirty (30) consecutive days immediately prior to making application for membership.
- d. At the time application is made for membership in the NWDA, a business licensee or nonprofit organization shall designate the name of the person who shall exercise the voting right of said licensee or organization. The designation of that person may be designated or changed by giving written notice to the Secretary of the corporation or to the staff at the Neighbors West- Northwest office no later than noon three (3) business days preceding an election. No person may represent more than one licensee or organization.

Section 2. Application for Membership.

Any person or entity desiring to become a member of the NWDA shall make application in writing. Any person may also make application via electronic mail. Any person or entity which has made such application and meets the requirements of Article 11, Section 1, shall be admitted to membership. If an applicant is found not to meet the requirements of Article 11, Section 1, notice of such failure shall be given by the NWDA in writing to the applicant within thirty (30) days of application.

Section 3. Termination of Membership.

Membership shall terminate automatically for any member immediately upon loss of eligibility as defined in Article 11, Section 1.

Section 4. Dues

Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted. Activities to raise funds may be held.

ARTICLE III MEETINGS

Section 1. Meetings of Members

a. Annual Meetings.

The NWDA shall hold an annual meeting of members in the month of May on a day selected by the Board of Directors. The purposes of the meeting are to conduct the annual election, to present proposals requiring consideration by the membership, and to transact any other business as may properly come before it. The Board of Directors shall establish the initial agenda for such meeting.

b. Special Meetings.

Special meetings of the members may be called by a majority vote of the Board of Directors or by the President or by written petition of fifteen (15) members. The party or parties calling the special meeting shall establish the initial agenda for such meeting.

c. Notice of Meetings.

1. Notice of the annual meeting shall be published at least twice during the sixty (60) days preceding the meeting in a newspaper of general circulation in the district. The first notice shall contain instructions for declaration of

candidacy for any elections to be held at the annual election. The second notice shall contain instructions for application for membership and a list of all declared candidates for all offices at the annual election. One of the two notices must appear at least thirty (30) days prior to the annual meeting.

2. Special meetings require only such notice as required by applicable governing law. Notice must include the purpose of the meeting and no other business may be transacted.

d. Quorum.

Thirty (30) members present in person at an annual or special meeting of members shall constitute a quorum at the meeting. Pursuant to Article IV, Section 4.b., absentee ballots may count toward a quorum for the election of board members and officers at the annual meeting, but not for purposes of establishing a quorum at a special meeting.

e. Place of Meetings.

All meetings of members shall be held within the boundaries of the Northwest District.

f. Voting.

Each member of NWDA who has made application for membership no later than noon three (3) business days preceding the election or delivery of a completed absentee ballot shall be entitled to one vote. Voting, except for President or directors, may be either viva-voce or by written ballot. Proxy voting is prohibited.

g. Parliamentary Authority.

The current edition of Roberts Rules of Order, Newly Revised ("Roberts Rules") shall be the authority for the conduct of any meeting. However, noncompliance with Roberts Rules shall not render any action of the Board of Directors or the membership invalid, or be deemed a "major grievance" pursuant to Article XIV, provided that such noncompliance is cured by subsequent action of the Board of Directors or the membership.

Section 2. Board Meetings.

a. The Board of Directors shall schedule meetings at least monthly, but may meet more often at times set by the Chair or if requested by at least one half (1/2) of the Directors currently in office.

b. Quorum and Voting. A quorum consists of a majority of the number of the Board of Directors currently serving immediately before the meeting begins.

Section 3 Open Meetings/Public Records Law

The NWDA will abide by the open meetings/public records policy governing the neighborhood system as set forth in the operating ordinance.

ARTICLE IV ELECTIONS

Section 1. Procedure.

The election of directors and officers shall be conducted according to these Bylaws and the Oregon Nonprofit Corporation Act.

Section 2. Election Committee.

a. A committee shall be appointed by the Board of Directors at a regular meeting at least sixty (60) days prior to the election to supervise all aspects of the nominations and the election.

b. The Election Committee shall be composed of a minimum of three (3) and a maximum of seven (7) members who have not served on the current NWDA Board nor have declared themselves to be candidates for director or for any office of the NWDA in the election.

c. As part of its duties, the Election Committee shall review the declarations of candidacy and insure that the

candidates satisfy the requirements for election. The Election Committee shall report all material concerns regarding the election process or candidates to the Board of Directors, or the President, as soon as practicable. The Chair of the Election committee shall communicate the results of all elections to the members, including any candidates who are not in attendance at the election itself.

Section 3. Declaration of Candidacy.

a. All candidates for any election at an annual meeting must declare their candidacy in writing to the Secretary of the corporation or to the staff at the Neighbors West-Northwest offices by a date which will be set by the Board of Directors in accordance with the notice provisions of Article 111, Section 1.c.1. In no event shall the deadline for declaration be less than seven (7) days after the first election notice.

b. The Board of Directors may designate a form to be used for candidates declaring for office in order to provide information about potential conflicts of interests or other information that may be relevant to voters.

c. A candidate declaring for office must be a member of NWDA at the time of declaration.

d. A candidate for President may also declare for a board position and be considered in the alternative for such position. If such candidate is not elected President, then votes received for the office of President may be counted toward a board position.

Section 4. Ballots.

a. All elections shall be by written ballot. Ballots shall contain all candidates properly declared under Section 3. A numbering system must match each ballot to the corresponding voter on the voter role.

b. Absentee Ballots shall be made available at the Neighbors West-Northwest Office on all business days beginning one week in advance of the day of the annual meeting between 9am and 4pm, including the day of the Annual Meeting. The Election Committee may set additional times and days beginning one week in advance of the day of the Annual Meeting, at a location or locations of their choosing, for Absentee Ballots to be made available. These additions must be included in the second notice of the Annual Meeting, see Article III, Section 1 .c. 1.

c. Any member may claim an absentee ballot if fulfilling both of the following requirements:

1. The member submits a written request for an absentee ballot, including an explanation of the reason slhe will not be able to attend the Annual Meeting.
2. The member has registered for membership (meeting the requirements of Article 11, Sections 1 and 2) at least three (3) business days prior to receiving the ballot. (Article III, Section 1.f.)

d. Thirty (30) valid ballots are required for an election to be official.

Section 5. Special Provision for Absentee Voting in Annual Elections.

a. A member qualified to vote under may deposit his/her absentee election ballot at the Neighbors West-Northwest office during the hours of availability indicated above.

b. Absentee Ballots shall be safely kept by the Neighbors West-Northwest staff until the time of the Annual Meeting, whereupon staff shall deliver all absentee ballots to the NWDA Secretary or her/his designate.

c. At the commencement of the Annual Meeting, the Secretary or her/his designate shall immediately vote the absentee ballots on behalf of absent members. The Secretary shall not in any way alter the physical ballots except to sign them immediately prior to voting.

d. Except as indicated above, Absentee Ballots are treated exactly as personally voted ballots for purposes of tabulation and public record.

ARTICLE V BOARD OF DIRECTORS

Section 1. Duties.

The affairs of the association shall be managed by its Board of Directors.

Section 2 Number and Eligibility.

The Board of Directors shall consist of the directors, the President, and the immediate past President. There shall be a minimum of seven (7) and a maximum of fifteen (15) directors. Only members of the association are eligible to be directors. There shall be two (2) non-voting Youth Director positions, subject to all the restrictions of Article II, Section 1, a. except the restriction to be at least 18 years of age, appointed by the President.

Section 3. Terms.

The Board shall provide for staggered terms so that approximately one-half (1/2) of the terms of the directors expire each year. One term of office shall be two years and no director may serve more than three (3) full consecutive terms. Youth Directors shall serve a one-year term.

Section 4. Vacancies.

If a vacancy in any director position occurs for any reason, including, but not limited to, resignation, removal, or failure to elect a replacement, such vacancy may be filled by the Board of Directors. The term of a director appointed to fill a vacancy expires at the end of the unexpired term which such director is filling.

Section 5. Committee Service.

Each Director must serve on at least one standing or ad hoc committee, or shall participate in at least one project assigned by the President or Board of Directors.

Section 6. Conflict of Interest.

- a. A Director must disclose any conflict of interest before discussion on a transaction.
- b. A Conflict of Interest transaction is a transaction with the corporation in which a Director of the corporation has a direct or indirect interest. A Director has a direct interest in the transaction if the Director stands to benefit personally by the transaction. A Director has an indirect interest in a transaction if another entity in which the Director has a material interest or of which the Director is a Director, officer or trustee is a party to the transaction.
- c. A transaction with which a Director has a conflict of interest may be approved either by the vote of the Board or by a committee of the Board, if the material facts of the transaction and the Director's interest are disclosed or known by the committee.
- d. A conflict of interest transaction is authorized, approved or ratified if it receives a majority vote by those on the Board or committee who have no direct or indirect interest in the transaction.
- e. The NWDA requires all board members and officers to abide by the following policy, to be signed annually:

The standard of behavior of the NWDA is that all staff, volunteers, officers and board members scrupulously avoid any conflict of interest between the interests of the NWDA on one hand, and personal, professional and business interests on the other. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are: to protect the integrity of the NWDA's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff and board members.

Upon or before election, hiring or appointment, I will make a full, written disclosure of interests, relationships and holdings that could potentially result in a conflict of interest. This written disclosure will

be kept on file and I will update it as appropriate.

In the course of meetings of activities, I will disclose any interests in an transaction or decision where I (including my business or other nonprofit affiliation), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.

Section 7. Outside Representation.

The method of selecting representatives of the NWDA to other boards, commissions, task forces, or similar bodies shall be at the discretion of the Board of Directors.

ARTICLE VI OFFICERS

Section 1. Officers

The officers of the NWDA shall be a President, Vice President, Second Vice President, Secretary and Treasurer.

Section 2. Election and Terms.

The President of the NWDA shall be elected by the membership at the annual meeting. The other Officers shall be chosen by the Board of Directors from their own number at the first Board meeting following the Annual Meeting. Officers shall serve a term of one year and until their successors have been elected. No person may serve as an officer for more than four (4) full consecutive terms.

Section 3. Vacancies.

If a vacancy occurs in any office it shall be filled by the Board of Directors. The term of an officer appointed to fill a vacancy expires at the end of the unexpired term which such officer is filling.

Section 4. President.

The primary roles of the President will be to act as Chair of the of the Board of Directors and to facilitate communications including calling and chairing meetings (including the date, time, location and initial agenda of such meetings) and providing leadership in developing and implementing programs. The President shall be the chief executive officer of the NWDA and shall have the general supervision and control of the business of the NWDA subject to limitations prescribed in these bylaws or by the Board of Directors. The President shall be an ex officio non-voting member of all committees. The President shall be the primary spokesperson of the NWDA, and he/she shall communicate to the community, and other interested parties, the public aims, goals and actions of the NWDA.

Section 5. Vice President.

The Vice President shall preside at meetings in the absence of the President and shall discharge such other presidential duties as may be delegated by the President or the Board of Directors.

Section 6. Second Vice President.

The Second Vice President shall preside at meetings in the absence of the President and Vice President and shall discharge such other Presidential duties as may be prescribed by the President or the Board of Directors.

Section 7. Secretary.

The Secretary shall keep or cause to be kept, minutes of the proceedings of all meetings and an up to-date roster of the NWDA members. He/she shall be responsible for voting Absentee Ballots in the Annual Election, or to designate a member of the Election Committee to do so, as per Article IV, Section 5.

Section 8. Treasurer.

The Treasurer shall keep or maintain, or cause to be kept or maintained, accurate and correct accounts of the business transactions of the NWDA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, shall present an audit to the annual meeting, shall give bond if required by the Board of Directors, and shall have such other duties as may be prescribed by the Board of Directors.

ARTICLE VII RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 1. Resignation.

- a. An officer or director may resign at any time by delivery of written notice to the Board of Directors, the President or the Secretary and will be effective upon receipt. Once delivered, a notice of resignation is irrevocable.
- b. Absence of an officer or director from three (3) consecutive regularly scheduled board meetings without prior notification may be deemed de facto resignation by the Board of Directors at its discretion.

Section 2. Removal.

- a. An officer or director may be removed by the members of the association only at a meeting called for the purpose of removing the officer or director and the meeting notice must state that the purpose, or one or more purposes of the meeting, is removal of the officer or director. An officer or director may be removed for failure to satisfy the requirements of Article V, or any other requirement applicable to officers, directors and members set forth in these Bylaws.
- b. A director or officer may be removed only by a two thirds (2/3s) affirmative vote of the number of votes eligible to be cast.

ARTICLE VIII COMPENSATION OF OFFICERS AND DIRECTORS

Section 1. Financial Compensation.

Officers, directors and appointed committee members are volunteers and shall not receive any salaries for their services but may be reimbursed for related expenses which have Board approval.

ARTICLE IX COMMITTEES

Section 1. Standing Committees.

The following shall be the standing committees:

- a. The Transportation Committee. For the purposes of evaluating and planning for the transportation needs of the Northwest District.
- b. The Health and Environment Committee. For the purposes of evaluating health and environmental issues that affect the Northwest District and coordinating community input to plan and improve the overall quality of health and environment for Northwest District residents and businesses.
- c. The Safety and Livability Committee. For the purposes of evaluating issues and planning and implementing programs related to public safety, parks and recreation, alcohol licensing, and neighborhood livability.
- d. Other Committees. There may be such other standing and *ad hoc* committees and sub- committees as may be designated from time to time by the Board of Directors. In addition, the President may establish *ad hoc* committees to address specific, time-sensitive issues at any time ("Special Project Committees"). Special Project Committees shall not be required to comply with the requirements of Article IX, Section 2 below as applied to standing committees, but shall be required to provide periodic status reports to the President and/or Board of Directors. Special Project Committees shall terminate upon completion of -their project or resolution of the applicable issue.

Section 2. Organization of Standing Committees.

Each standing committee under Section 1 shall conduct its business according to the following rules:

- a. Each committee shall be composed of a minimum of three (3) and a maximum of fifteen (15) voting members. Committee members shall be appointed or removed by the Board of Directors with at least one member of the Board on each committee. Nominations for the committee membership shall be made by the existing committee, by the Board of Directors or by the President. Each voting committee member must at all times be eligible for membership under Article 11. Committee members may be removed by the Board of Directors. The Board of Directors shall not be required to fill a committee if there is insufficient interest among the membership.
- b. Each committee shall present a current list of its full membership at the first meeting of the Board of Directors in the month of October of each year.
- c. Each committee shall conduct its business in public.
- d. Each committee shall elect its own Chair.
- e. The Chair shall cause all committee reports to be presented to the Board. A minority report may also be presented. All such reports may be provided by e-mail.
- f. The time, date and place of each committee meeting shall be available in advance of the meeting at the NWDA office. Minutes shall be taken at each meeting and, in a timely manner, printed copies shall be placed on file in the NWDA office and circulated at a Board meeting, or electronic copies may be circulated by e-mail or posted to the NWDA website.
- g. With the exception of the Executive Committee for Planning, no committee or committee member shall undertake any plan of action, implement any program, or represent or take a position on behalf of the NWDA without prior approval of the Board of Directors. Committees and committee members may carry on day-to-day activities that have been granted prior approval by a Board-approved Committee workplan. Letters written on NWDA letterhead, or testimony or other public statements delivered on behalf of the NWDA must receive Board approval before delivery. If a board meeting is not scheduled in time to approve such materials, the NWDA President may authorize delivery of the letter, testimony, or public statement if the content is deemed to be consistent with a Board-approved workplan. This requirement shall not prevent the President, or other officers or board members with specifically delegated authority, from discussing policy positions adopted by the Board of Directors.
- h. The President, in consultation with the Executive Committee of the Board, shall have the authority to halt temporarily the actions of a committee or committee member which he/she judges to be outside the authority granted by the Board; the matter will then be referred to the full Board at its next meeting.

Section 3. Executive Committee for Planning.

There shall be an Executive Committee for Planning for the purpose of rendering decisions on behalf of the Board of Directors concerning all land use issues affecting the Northwest District.

- a. The Executive Committee for Planning shall conduct its business according to the rules set out in Article IX, Section 2, a. through f.
- b. Prospective members shall serve a minimum three (3) month apprenticeship before appointment as a voting member of the committee.
- c. Any decision of the Executive Committee for Planning may be reviewed by the Board of Directors upon a majority vote of the Directors. The Board of Directors may approve, reverse, reverse in part, or remand a decision back to the Executive Committee for Planning.

d. Any decision of the Executive Committee for Planning may be appealed to the Board of Directors for rehearing by any interested person or entity whose rights have been affected by a decision.

e. The Executive Committee for Planning shall report all its decisions to the Board of Directors. All such reports may be provided by e-mail.

Section 4. The Executive Committee of the Board of Directors.

a. There shall be an Executive Committee of the Board of Directors for the purposes of managing the affairs of the Board of Directors on all issues requiring action or response between board meetings. The Executive Committee of the Board of Directors shall be composed of the President, Vice President, Second Vice President, Secretary, and Treasurer. The President will facilitate communications, including calling and ensuring meetings of the Executive Committee of the Board of Directors.

b. The Executive Committee of the Board of Directors will report all actions and deliberations to the Board of Directors at the following meeting. All such reports may be provided by e-mail.

ARTICLE X EMPLOYEES AND CONTRACTS

Section 1. Authorization to Employ and Enter Into Contracts.

The Board of Directors shall have the authority to employ and supervise such persons as may be necessary to further the aims of the NWDA. The Board of Directors shall determine the salary and benefits of said employees. The Board shall also have the authority to enter into contracts for services.

ARTICLE XI FINANCES

Section 1. Deposits.

Funds of the NWDA shall be deposited by the Treasurer as directed by the Board of Directors.

Section 2. Drafts or Other Orders for the Payment of Money.

Checks, drafts, or other orders for the payment of money or other obligations incurred may be signed by the Treasurer or by such other persons as may be authorized by the Board of Directors.

Section 3. Contracts.

Contracts and agreements requiring the expenditures of NWDA funds shall be approved by the Board of Directors. The Board of Directors shall not have the authority to buy, sell or encumber real property unless specifically authorized by the membership. An annual budget shall be prepared and adopted by the Board of Directors.

Section 4. Approved Expenses.

The disbursement of actual expenses by officers, directors and other volunteers shall be approved by the Board.

ARTICLE XII LIABILITY

Section 1. Limitation.

The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation or its members, for monetary or other damages, for conduct as a director, officer or member shall be limited to the full extent permitted by law.

ARTICLE XIII AMENDMENTS

Section 1 Procedure

Amendments may not be made to these Bylaws, except by recommendation by the Board of Directors or petition signed by at least ten (10) members, and only the members may adopt, approve, or reject the Amendment as provided by Sections 2 and 3 below.

Section 2 Notice.

Prior to the amendment of the Bylaws at any annual or special meeting there shall be included in the written notice of said meeting sufficient information to advise the membership of the subject of the amendments to be considered and the full text of the amendments shall be available at the NWDA office at least seven (7) days prior to the meeting.

Section 3 Voting.

At such meeting the Bylaws may be amended or repealed and new bylaws adopted only upon the two-thirds (2/3s) affirmative vote of the members present.

ARTICLE XIV GRIEVANCE PROCEDURE

Section 1. Filing.

Any grievance or complaint against the Northwest District Association must be filed in writing and delivered to the registered office of the corporation.

Section 2. Procedure.

Any grievance must be submitted to the NWDA by the grievant within forty-five (45) business days of the alleged incident. The grievance must be reviewed by the NWDA and responded to within sixty (60) calendar days from receipt of the grievance. The Executive Committee of the Board of Directors shall initially review any grievance or complaint filed against the NWDA to determine whether the grievance or complaint constitutes a "major" or "minor" grievance. A "major grievance" must include an alleged material violation of these bylaws, or an alleged material violation of the Standards for Neighborhood Associations, District Coalitions, Business District Associations, and the Office of Neighborhood Involvement, as adopted by the Portland City Council, and as such may be amended from time to time (the "ONI Standards"). A "minor grievance" is a grievance or complaint which fails to allege a material violation of these bylaws or the ONI Standards, or which is frivolous on its face. If the Executive Committee determines that the grievance or complaint is a major grievance, then it shall report its findings and recommendations to the Board of Directors at its next regularly scheduled meeting. If the Board of Directors concurs that the grievance or complaint is a major grievance or complaint, the President will call a special meeting of the Board of Directors to resolve the grievance. The person or persons filing the grievance or complaint must be given at least fourteen (14) days written notice of the time and place of the special meeting.

Section 3. Resolution.

The person or persons filing the grievance or complaint may present witnesses and any other information to the Board of Directors. Any member of the Board of Directors may present additional witnesses or information. Any person or persons filing the grievance or complaint and any member of the Board of Directors may ask a reasonable number of questions of each witness. The President of the Board of Directors shall, at his/her discretion, limit testimony and presentation of information to eliminate repetition or presentation of irrelevant information. After allowing all interested persons the opportunity to be heard, the Board shall vote. Each member shall announce publicly his or her vote and the secretary shall record the result. Except as stated above, Roberts Rules shall be the authority for conducting the hearing. A decision by the majority of the Board of Directors will be final, subject only to the appeal procedures set forth in the ONI Standards.

Section 4. Mediation.

Prior to any legal action on any major grievance or complaint against the Neighborhood Association, the parties shall be encouraged to request assistance from the Neighborhood Mediation Center.

ARTICLE XV NON-DISCRIMINATION

The NWDA does not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, national origin, legal citizenship, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XVI LIQUIDATION OF THE CORPORATION**Section 1. Dissolution.**

Dissolution of the corporation may be authorized only by a two-thirds (2/3s) affirmative vote of the ballots returned in a mail election to all members of the NWDA. Such mail election must be authorized:

- a. At a regular or special meeting of the Board, by a two-thirds (2/3s) affirmative vote of the Directors and Officers currently in office; or
- b. At an annual or special meeting of the membership by a two-thirds (2/3s) affirmative vote of the members present. Notice of the meeting must state that one of the purposes of the meeting is to consider dissolution of the corporation and must include a copy or summary of the plan of dissolution.

Section 2. Distribution of Assets.

The provisions for the distribution of assets on dissolution or final liquidation are set forth in Article VI of the Articles of Incorporation currently in force.

It is hereby certified that the above and foregoing Bylaws of the NWDA, The community association of Northwest Portland, Inc., were duly adopted by the membership of the NWDA, on May 23, 2011, and supersede all prior bylaws and amendments.

Ron Walters, President

Date



June 22, 2011

Mary Ann Pastene, Secretary

Date