

ByLaws of the Vernon Neighborhood Association

Article I - Name

The name of this organization shall be the Vernon Neighborhood Association, Inc., hereinafter referred to as the Association or VNA. This Association is hereby organized as a non-profit corporation in accordance with its Article of Incorporation hereafter adopted and filed.

Article II – Purpose

The purposes of this Association shall be:

- To actively initiate, promote and implement programs for the diverse citizens of this community.
- To cooperate with governmental agencies in securing needed community services and support.
- To provide a forum at which all the members of the Association may meet, consult and arrive at decisions affecting the community's livability and physical and social environment.
- To perform all of the activities necessary to implement said purposes and to have and enjoy all of the powers granted and engage in any lawful activity for which corporations may be organized under ORS Chapter 65,
- For other such objectives as approved by the Board of Directors (Board) or membership.

Article III - Boundaries

See attached map for the geographic area served by the Association. All boundaries described shall be considered to be a line drawn down the middle of the street named.

<http://www.portlandonline.com/oni/index.cfm?c=35281&a=58656>

Article IV - Membership

Section 1 Qualifications. The following may request in writing to be a member and are eligible for membership in the Association:

- All residents who are fourteen (14) years of age or over
- Property owners
- Business licensees limited to one (1) official representative
- Representatives of non-profit organizations, schools and churches if such activities or rights take place within the area defined in Section III of this Article - limited to one (1) official representative

Section 2 Membership List. A membership list shall be made and kept current in order that members may be notified of meetings and events pertaining to the Association.

Section 3 Voting. All members as defined above shall have one (1) vote each to be cast on all matters for which a membership vote is permitted by law, the Articles of Incorporation of the Bylaws of the corporation.

Article V - Financial Support

No dues or membership fees shall be required for membership or voting. However voluntary contributions will be accepted and the Board may authorize fundraising.

Article VI - Membership Meetings

Section 1 General Membership Meetings. The Association shall have an annual meeting for elections in October, and at least three membership meetings in the calendar year. The meetings shall be convened and on days decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven (7) days advance notice to the general public and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

Section 2 Special or Non-Regular Meetings. Special meetings of the general membership may be called by one of the following: Executive Board, Chairperson, or petition of five (5) members. Special meetings of the membership, board or committees may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven (7) days advance notice to the general public and a minimum of 24 hours notice for all active members, board or committee members, and to individuals and news media that have requested notice.

Section 3 Agenda. The Chairperson shall prepare the agenda for general and special meetings of the membership and shall be subject to the approval of the Board. Any person may add an item to the agenda by:

- Submitting the item in writing to the Board at least seven (7) days in advance of the meeting
- Making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote

Section 5 Quorum. Unless otherwise specified herein, a quorum for general membership meetings shall be one half of the number of Board Members present plus one member.

Section 6 Participation. Any general, special, board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All action or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

Section 7 Procedures. The Vernon Neighborhood Association does not require the use of Roberts Rules of Order in conducting business. However, the general principles embodied in Roberts Rules are acknowledged as valuable to conducting orderly and productive meetings.

Article VII - Board of Directors

Section 1 Number of Board Members. The Board shall consist of the following members:

- Four (4) executive officers of the Association
- Up to two (2) Vernon representatives to the Northeast Coalition of Neighborhoods Inc. (NECN)
- Up to four (4) board members at-large

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. The Board shall serve for a term of one (1) year from the January following the Annual meeting to the end of December. Terms are not to exceed two (2) consecutive terms in the same capacity.

Section 4 Absences, Resignations, Creation and Filling of Vacancies for Directors.

A. Absences. Four absences from a regular Board meeting for any reason of any Director or Officer during a Term Year shall be constitute reason to remove the Director or Officer as prescribed in *ORS65.324(9)*. There shall be no excused absences. The Secretary shall mail a written notice to a Director or Officer who has three (3) absences during a Term Year informing the person that an additional absence during the Term Year may cause the person to be terminated as a Director or Officer. At any regular Board meeting at which a Director or Officer incurs a fourth absence for the Term Year, the Board shall vote on whether remove the person. The person will be removed effective immediately after the vote. The Secretary shall provide written notice to the person informing the he or she is no longer a Director or Officer.

B. Resignation. Notice of Board or committee resignation must be made in writing to VNA to accept this resignation and the Board will vote to accept it at a regularly scheduled meeting.

C. Filling Vacancies. The Board may fill any vacancy on the Board or committees by vote. 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 Removal of Officers. Any Board member may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of the Board members.

Section 6 Duties of Board Members. The Board shall have the following Duties:

- Transact necessary business and manage daily affairs of VNA
- Prepare a budget and annual work plan of priority issues and projects for maintaining and encouraging involvement in the Neighborhood Association
- Make decisions and represent 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
- Appoint committees to perform necessary function and represent the Neighborhood Association on specified topics

Section 7 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 8 Duties of Officers.

A) Chairperson

- Preside at all Board and Membership meetings of the Association
- Prepare agendas
- Shall co-sign payments for expenditures authorized by the membership of the Association
- Perform such duties as may be assigned to him or her by the Association of its Board
- Represent the position of the Board and interests to the Neighborhood Association
- Shall be ex-officio member of all other committees except the Nominating Committee

B) Co-Chairperson

- Assist the Chairperson
- Act as the Chairperson when the latter is absent or disabled
- Assist the Co-Chairperson with correspondence. Maintain all non-financial files, maintain a list of board members and their terms

C) Secretary

- Keep an accurate record of the Association – including minutes of all meetings which will be available to the membership upon reasonable request
- Submit approved minutes and agendas to NECN

D) Treasurer

- Have charge of all funds belonging to the Neighborhood Association and shall deposit and disperse funds for the NA in banks and/or financial institutions in such a manner as designated by the Board.
- Make financial reports as directed by the Board
- Co-sign payments for expenditures as authorized by the Board

E) Northeast Coalition of Neighborhoods (NECN) Liason

- Shall represent VNA at all meetings of the NECN Board. On those issues on which VNA membership or the board of directors have taken a formal position, the delegate shall vote accordingly; in all other cases, he/she shall exercise his/her discretion while voting in accordance with the general objectives of the VNA.
- Shall convey information and announcements between VNA and NECN, sharing as an information conduit between the two organizations.

F) Sharing Duties The duties of Chairperson and Co-Chairperson, above, may be shared by the two officers elected to those positions. In the event that the two officers wish to share duties, the Board shall vote to distribute and assign the tasks of Chairperson and Co-Chair in order to insure transparency and accountability.

Article VIII- Board Meetings

Section 1 Regular Board Meetings. There shall be up to ten (10) regular Board meetings each year. The meetings shall be convened on any day decided on by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven (7) days advance notice to the general public and minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.

Section 2 Special or Non-Regular Board Meetings. Special meetings of the Board may be called by one of the Co-Chairpersons or by majority vote of the

Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any appropriate means apt to reach a majority of the members. Notification shall require seven (7) days advance notice to the general public and a minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.

Section 3 Emergency Meetings. Emergency meetings of the Board may be called by one of the Co-Chairpersons or by a majority of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any appropriate means apt to reach a majority of the members. Notification shall require not less than 24 hours to the members of the Board that is meeting and to individuals and news media that have requested notice.

Section 4 Quorum. A quorum for Board meetings for the Neighborhood Association is one half plus one of the number of existing board members.

Section 5 Voting. Unless otherwise specified in these Bylaws, decisions of the Board shall be made by a majority vote of those members present at any meeting.

Article IX – Elections

Section 1 Elections of Officers. Officers shall be elected at the October meeting and shall assume their duties the following January.

- At the Annual Meeting, the general membership will elect executive officers, board members at-large positions and Vernon Representatives to NECN.
- All contested elections of Board members shall be by secret written ballot.
- The winner of a tie will be determined by secret ballot.

Article X – Committees

Section 1 Committees. All committees shall be of the ad-hoc type. Such committees shall be created by the Board as may be required to promote the purposes and policies of the Association.

Section 2 Composition. Each committee must contain one (1) member of the Board. The chairperson of each committee shall be selected by the Board.

Section 3 Authority. All committee recommendations and decisions must be presented in a timely manner and ratified by a majority of the Board depending on the issue. Committees may schedule meetings for their convenience.

Section 4 Terms. The regular term for committee members shall be one (1) year starting in the month of November and expire the following June. If a committee is appointed mid-year, their term shall expire in October.

Section 5 Decisions. All committee recommendations and decisions for public position statements must be presented in a timely manner to the Board and ratified by a majority of the Board. Prior to committee members taking in a vote on a public position statement, they shall take a straw poll to gauge the opinion of everyone in attendance at a committee meeting.

Section 6 Removal of Committee Members. Any committee member may be removed from serving on any committee for any reason. A request shall be presented in writing to the committee for discussion and review. With a majority vote, the committee may forward its recommendation for removal to the Board.

Article XI – Conflict of Interest

Section 1 Procedures. A transaction in which an Officer may have a direct or indirect conflict of interest may be approved by a vote on the Board if, in advance of the vote by the Board, all material facts of the transaction and the Officer'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 Officers who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify a transaction. A transaction may not be authorized by the single Officer. If a majority of the Officers who have no direct or indirect interest in the transaction voted to authorize, approve, or ratify a transaction, a quorum of, or vote cast by an Officer with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Officer with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

Article XII – Grievance Procedures

Section 1 One on One Dialogue and Mediation. Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

Section 2 Eligibility to Grieve. Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the Organization of Neighborhood Involvement (ONI) Standards or these Bylaws that has directly affected the outcome of a decision Neighborhood Association. Grievances must be submitted within forty-five (45) days of the alleged violation.

Section 3 Processing the Grievance. The Board shall arrange a Grievance Committee which shall review the grievance. The Committee shall hold a public

hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The Committee shall forward its recommendation to the Board.

Section 4 Final Resolution. Within sixty (60) calendar days from the receipt to the grievance, the Neighborhood Association shall render a final decision on the grievance and notify the grievant of its decision. Deliberations by the Grievance Committee on a recommendation and by the Board on a decision may be held in executive session.

Article XIII – Procedure for Consideration of Proposals

Section 1 Submission of Proposals. Any person or group, inside or outside the boundaries of the Neighborhood Association, may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing committees, or general or special meetings.

Section 2 Notification. The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed – not less than 24 hours in advance.

Section 3 Attendance. The proponent may attend this meeting to make a presentation and answer questions concerning proposals.

Section 4 Dissemination. The Neighborhood Association shall record recommendations and dissenting views in the meeting minutes.

Article XIV – Public Meetings/Public Records Requirement

Section 1 Requirement. The Neighborhood Association shall abide by all requirements relative to public meetings and public records as outlined by ONI Standards for Neighborhood Associations. Official action(s) taken by the Neighborhood Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be kept on file at NECN.

Article XV – Nondiscrimination

The Neighborhood Association will not discriminate against individuals or groups on the basis of Race, Religion, Color, Sex, Sexual Orientation, Gender Identity, Age, Disability, Legal Citizenship, National Origin, Income, or Political Affiliation in any of its policies, recommendations, or actions.

Article XVI – Amendments

These Bylaws may be amended or repealed and new Bylaws adopted by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least seven days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

- These Bylaws with changes April 12, 1979, printed August 1979
- Revised March 10, 2009
- Revised February 2013

Signed this day of the month of year

Eilien Van Patten, Chair
Sarah Williams, Co-Chair

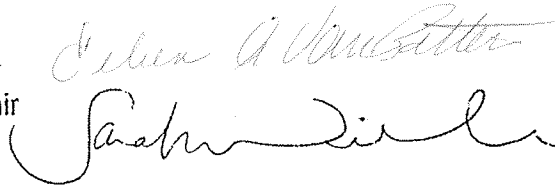
Article XVI – Amendments

These Bylaws may be amended or repealed and new Bylaws adopted by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least seven days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

- These Bylaws with changes April 12, 1979, printed August 1979
- Revised March 10, 2009
- Revised February 2013

Signed this 13th day of the month of March year 2013

Eilien Van Patten, Chair
Sarah Williams, Co-Chair

The block contains two handwritten signatures in cursive. The top signature is for Eilien Van Patten and the bottom signature is for Sarah Williams. Both signatures are written in dark ink.