

**By-Laws
Of The
Hillside Neighborhood Association**

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

ARTICLE II. PURPOSE : The purposes for which the neighborhood association is organized are:

- a) To promote and encourage community interest and participation in matters affecting the Hillside neighborhood and its inhabitants, and to enhance the livability of the neighborhood and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under OPS Chapter 65.
- d) For such other objectives as are approved by the Board of Directors (Board) or membership.

ARTICLE III. BOUNDARIES: Boundaries of the Neighborhood Association shall be defined as: The area of Northwest Portland beginning at the over-crossing of West Burnside Road by SW Barnes Road, thence north and east on NW Barnes Road to NW 48th Avenue, thence north on NW 48th Avenue to NW Hilltop Drive, thence north and east on NW Hilltop Drive to a point directly south of the point where the easternmost part of Adams Park touches the southern body of Macleay Park, thence following the southern and western boundary of Adams Park to NW Cornell Road, thence east on NW Cornell Road to its coincidence with the eastern boundary of Macleay Park, thence north along the eastern boundary of Macleay Park to it's coincidence with NW Quimby Street, thence east on NW Quimby to it's intersection with NW Cornell Road, thence east on NW Cornell Road to NW Lovejoy Street, thence east on NW Lovejoy Street to NW 25th Avenue, thence south on NW 25th Avenue to NW Westover Road, thence south and east on NW Westover Road to NW 23rd Avenue, thence south to West Burnside Street, thence west on West Burnside Street and West Burnside Road back to the point of beginning at the overcrossing of West Burnside Road by SW and NW Barnes Road. The northern jurisdictional boundaries will cover the membership on both sides of NW Quimby Street, NW Cornell Road (excluding Forest Park)

and NW Lovejoy Street.

ARTICLE IV. MEMBERSHIP:

Section 1 Qualifications: Membership in the Neighborhood Association shall be open to all residents, property owners, and holders of a business license with the principal place of business located within the boundaries of the neighborhood as defined in ARTICLE III of these bylaws.

Section 2 Voting: All members as defined above, eighteen (18) years of age or older, shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business, government agency or nonprofit organization located within the boundaries, upon prior written authority, shall have the same privilege as the residents listed above.

ARTICLE V. FINANCIAL SUPPORT: Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and fund raising may be authorized by the Board.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1 General Membership Meetings: There shall be at least one general membership meeting yearly, in September, October or November, as prescribed by the Board of Directors. Notification shall be by posted notices, telephone calls, e-mail, publication in a local newspaper, or any other appropriate means of communication apt to reach a majority of the members. There shall be at least 10 days notice prior to such meeting.

Section 2 Special Membership Meetings: Special meetings of the membership may be called by the President or by majority vote of the Board as deemed necessary. Notification shall be as prescribed by Section 1 above. There shall be at least 5 days notification prior to each such meeting.

Section 3 Agenda: The President or his/her designee shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by (a) submitting the item in writing to the Board at least five (5) days in advance of the meeting or (b) making a motion to the Board to add an item to the general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 4 Quorum: A quorum at a general or special meeting of the Association Membership shall consist of at least one Officer and two other members. Unless otherwise specified in these bylaws decisions of the neighborhood association shall be made by a majority vote of those members present at any meeting.

Section 5 Participation: Any general, special, Board, or committee meeting is open to any member, and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

Section 6 Procedures: Except as these by-laws shall otherwise provide, the President or his/her designee may chair any meeting in an informal manner, except that, at the request of any member present, Roberts Rules of Order Revised shall be followed for further conduct of the meeting.

ARTICLE VII. BOARD OF DIRECTORS:

Section 1 Number of Board Members: The Board shall determine the exact numbers of Board positions annually. There shall be at least five (5) and no more than fifteen (15) Board members.

Section 2 Eligibility for Board Service: Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section 3 Terms of Office: Terms of office are staggered. The initial appointments for one (1) year terms and for two (2) year terms will be determined by the Board at their first meeting. Upon expiration of initial terms of office, all re-appointments would be for two (2) year terms.

Section 4 Board Vacancies: The Board may fill any vacancy on the Board or committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Section 5 Election of Board Members: Board members shall be elected annually by a vote of the membership at the annual General Membership meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the neighborhood association. Election requires acceptance of the position by the nominee and a majority vote of the membership present.

Section 6 Election of Officers Board members shall meet at or after the annual General Membership meeting and, by majority vote of the Board members present, elect a President, Vice President, Secretary and Treasurer. The remaining Board members shall be members-at-large.

Section 7. A. Duties of Board Officers: The Board shall have following responsibilities and powers:

a. Manage the daily affairs of the neighborhood association.

b. Make decisions and represent the interests of the neighborhood association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to

the membership at the next regular meeting.

- c. Appoint committees to perform necessary functions and represent the neighborhood association on specified topics.
- d. Establish a plan for maintaining and encouraging involvement in the neighborhood association

Section 7. B. Duties of Board Officers

- a. President: The President or his/her designee shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The President shall represent the position of the Board and the interests of the neighborhood association. All agreements or other documents obligating the Association or the Board in any manner may be executed by the President, with the approval of the Board.
- b. Vice President: The Vice President shall perform the duties of the President in the President's absence or disability, unless the President specifically designates another member to perform a specific function, and as authorized by the bylaws or regulations of the Board.
- c. Secretary: The Secretary shall record and maintain minutes of Membership and Board meetings, assist the President with correspondence and maintain the non-financial files of the neighborhood association. The Secretary will maintain a list of Board members and their terms.
- d. Treasurer: The Treasurer shall have charge of all funds belonging to the neighborhood association and shall receive, deposit and disburse funds for the neighborhood association in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board. Funds of the Association shall be deposited by the Treasurer as directed by the Board of Directors. Checks, drafts, or other orders for the payment of money or other obligations incurred by the Association may be signed by the Treasurer or by such other officers as may be authorized by the Board of Directors.

Section 8 Board Meetings:

- a. Board meetings are held once a month from September to June, with the attendance of the Board and interested members. These meetings are chaired by the President or his/her designee.
- b. Special Board meetings may be called by the chairperson by giving notice to each officer and Board member of the time,

place, and items to be discussed or acted upon at least three calendar days before the special meeting. A special meeting shall not be called unless insufficient time is available to consider a pertinent matter at the regular Board meeting,

- c. A quorum consists of at least one Officer and two of the currently elected Board members.
- d. The Board shall be notified not less than three (3) days preceding any board meetings; Notification shall be by mail, e-mail, or telephone calls to all board members and any media apt to reach a majority of the membership.

Section 9 Powers of the Board: The Board shall be responsible for all business coming before the neighborhood association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 10 Termination for non-attendance: Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

ARTICLE VIII. COMMITTEES: There may be standing committees as designated by the Board and special committees as may be established by the President. Committees must have at least one (1) Board member on them. The President shall designate a Chair for each committee. Each committee shall report its activities to the Board as appropriate, or as requested by the President.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES: A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum, is present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE X GRIEVANCE PROCEDURES:

Section 1 Eligibility to Grieve: Any person or group who objects to a decision or policy or believes they are adversely affected by a decision or policy of the neighborhood association may file a complaint in writing with the Board within 45 days of the incident. The Board shall resolve the complaint or take appropriate action and advise the complainant of the outcome.

Section 2 Complaint Receipt: Within 60 days of receipt of the complaint, the Board shall arrange with the petitioner for a mutually acceptable place, day and hour for a review of the complaint, and will, in writing, recommend a resolution of the grievance to the Board.

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

ARTICLE XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS.

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

Section 2 Notification The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than seven (7) days in advance.

Section 2 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals

Section 4 Dissemination: The neighborhood association shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE XI. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

The neighborhood association shall abide by all the requirements relative to public meetings and public records as outlined in the ONI Standards adopted July, 2005. Official action(s) taken by the neighborhood association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken. A summary of dissenting views should be recorded, if possible. Official records will be kept on file at the coalition office.

ARTICLE XIII. NONDISCRIMINATION:

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

ARTICLE XIV ADOPTION AND AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to members at least seven (7) days before voting on their adoption may proceed. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members at east seven (7) days before voting. Adoption of and amendments to these by laws shall require a two-thirds (2/3) vote by the members present at a regular meeting.

It is hereby certified that the above and foregoing by-laws of the Hillside Neighborhood Association were duly adopted by the Board of Directors at the meeting of such Board on the 13th day of December, 2011, and that these by-laws replace and supplant all prior versions of by-laws and amendments previously adopted by the Board or Association membership.

Signed: *Gary Berger* Date: *1-13-2012*

Gary Berger, President

Signed: *Tatiana Terdal* Date: *1/13/2012*

Tatiana Terdal, Secretary

Adopted by the Hillside Membership December 13, 2011