

**BYLAWS OF THE
MARSHALL PARK NEIGHBORHOOD ASSOCIATION**

ARTICLE I

NAME AND PURPOSE

The Marshall Park Neighborhood Association (MPNA) shall be the name of this organization. This association is registered in Oregon as a public benefit nonprofit organization. Its purpose shall be as follows:

1. To provide an open and participatory process by which all members may involve themselves in the affairs of the neighborhood.
2. The association is organized exclusively for charitable and educational purposes, under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and especially for the dissemination of information among members of this Southwest Portland neighborhood.
3. To preserve and enhance the quality of life in our neighborhood and Marshall Park proper.
4. To provide a means of communication and social interaction between neighbors and between this association and city, county, and other agencies that provide services to this neighborhood.

ARTICLE II

MEMBERSHIP

General membership shall be defined as any person 18 years of age or older who resides, owns property, owns a business, is the designated employee representative or alternate of a business or the designated representative or alternate of a nonprofit organization or government agency within the areas described below. One representative or alternate from each business, government agency or nonprofit organization located within MPNA boundaries shall have the same privilege as the residents listed above.

Boundaries of MPNA shall be defined as follows: Beginning at the intersection of SW 8th Avenue and Taylors Ferry Road, then south on 8th Avenue to Dolph Street, then continuing south on the first property line to the west of 8th Avenue to the intersection of Dolph Court and 8th Avenue, then south on 8th Avenue to 8th Drive, then south on 8th Drive, then south on 8th Drive to Plum Drive, then south to the end of Plum Drive, then directly south across a lot to Maplecrest Drive, then west and south along

Maplecrest Drive to northwest corner of Tryon Creek State Natural Area, then east and south along the boundary of the Natural Area to Boones Ferry Road, then south on Boones Ferry Road (excluding two triangular residential parcels on the west side of Boones Ferry Road that border the Natural Area and including the flag lot that is part of the Natural Area and the lot to the east of that flag lot) to Arnold Street, then west on Arnold Street to Lancaster Road, then north on Lancaster Road to the southern corner of Lot 79, Edge Cliff, then west following the southern boundaries of the Edge Cliff lots fronting Luradel to 25th Avenue, then north on 25th to Lancaster Road, then north on Lancaster Road to Taylors Ferry Road, then east on Taylors Ferry Road to the point of beginning.

Consent: People within the above boundaries must consent to become members either in writing/email, or verbally to an officer, upon which time they will be added to the MPNA email list. Membership will last until they move from the neighborhood or they ask to be removed as a member.

ARTICLE III

DUES

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

ARTICLE IV

MEETINGS

Membership Meetings: The membership will meet monthly, with the exceptions of July and August. The October membership meeting shall include election of officers. These meetings will be called by the chair and shall comply with the open meeting requirements of the City of Portland Office of Neighborhood Involvement (ONI) Standards.

Board Meetings: The Board will meet annually, immediately preceding the October membership meeting.

Agenda: It is the responsibility of the chair to create meeting agendas. Agenda items may be added by submitting items in writing to the chair at least seven (7) days in advance of a meeting or making a motion at the meeting. Adoption of the motion requires a second and a majority vote.

Quorum: At any meeting seven (7) members shall constitute a quorum.

Participation: Meetings will be conducted in an organized manner following the principles of Roberts Rules of Order (Simplified)

Voting: Each member present shall have one vote. Decisions will be made by the vote of a simple majority, not counting abstentions. Dissenting views will be incorporated and transmitted along with the majority recommendation to proponents and other appropriate parties.

Code of Conduct: Association members, Board members, and Officers, must act ethically and reasonably, in good faith, diligently, and in the Association's best interests, to avoid actual impropriety

or the appearance of impropriety when acting on behalf of the Association. Association members must adhere to ethical conduct at meetings, refraining from any behavior that could disrupt proceedings, including but not limited to personal attacks, discriminatory comments, or obstruction of the organization's operations.

All members, Board members, and Officers are expected to adhere to this code of conduct to promote respect, fairness, and integrity. Violations of the code may result in actions as outlined in the grievance procedures section (Article IX).

ARTICLE V

BOARD OF DIRECTORS

Number of Board Members: The Board of Directors will consist of a Chair, Vice-Chair, Secretary, Treasurer, and Coalition Representative. A minimum of three elected officers are required. The Chair and Vice-Chair may also hold the office of Secretary and Coalition Representative. Non-elected committee Chairs may also serve by a majority vote of the membership. The Board may, by a majority vote, accept committee Chairs onto the Board. The number of members of the Board of Directors shall comply with Oregon statutes.

Eligibility: Only persons eligible for membership in MPNA shall be qualified to hold an elected or appointed position.

Term of Office: Term of office shall be one year, beginning at the October membership meeting.

Board Vacancies: Board of Directors vacancies shall be filled by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term until his or her successor is elected or appointed.

Election of Board Members: Elections will occur at the general membership meeting in October.

Duties of Board Members: Board members shall manage the daily affairs of MPNA, and make decisions and represent the interests of MPNA 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 membership meeting.

Board Meetings: One annual meeting of the Board of Directors shall be held immediately prior to the October general membership meeting.

Powers of the Board: The Board of Directors shall be responsible for all business coming before MPNA 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 MPNA but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

ARTICLE VI

OFFICERS

Number and Eligibility: The affairs of the MPNA shall be conducted by members present and participating at membership meetings as well as by a Board of Directors. The Board shall consist of a Chair, Vice-Chair, Coalition Representative, Secretary, and Treasurer. These officers shall be elected at the October membership meeting and shall serve for one year or until their successor is elected. Assumption of duties will occur at the time of election.

Chair: It shall be the duty of the Chair to preside at all meetings of the membership, to create and modify agendas consistent with ONI Standards, and to appoint any committees deemed necessary. The chair shall be the chief executive officer of the association, and, subject to the membership, shall have the general supervision and control of the business of the association. The responsibility of the chair position may be shared between two individuals functioning as co-chairs.

Vice Chair: In the absence of the Chair, the Vice-Chair shall perform all the duties of the chair, and when so acting shall have all the powers of and be subject to all restrictions upon the chair. The Vice-Chair shall have such other powers and perform such other duties as from time to time be prescribed by the chair.

Coalition Representative: The Coalition Representative acts as a link between the neighborhood association they represent and the Coalition. In the absence of both the Chair and the Vice-Chair, the Coalition Representative shall temporarily perform all the duties of the chair, and when so acting, shall have all the powers of, and be subject to, all restrictions upon the chair.

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 members. He/she shall supervise all correspondence and shall have such other duties as may be prescribed by the chair.

Treasurer: The Treasurer shall keep or cause to be kept or maintained accurate and correct accounts of the business transactions of the association. Maintain full and accurate accounts of all financial records of the Association. The tax year will be on a calendar basis from January 1 to December 31.

In addition to the above, duties of the Treasurer will include the following:

- Receive and deposit funds for the Association
- Receive invoices requesting payment and issue payment. Check may be signed by Chair, Vice-chair, or Treasurer. Ensure all payments are approved in writing (email is fine) by at least two directors.
- Present financial reports to the Board and Membership at least once every four months
- Develop and adopt an annual budget before January 1st each year.
- File any required state and federal forms

The Treasurer shall have such other duties as may be prescribed by the Chair.

Personal Liability: The personal liability of a director or uncompensated officer of this association to the association or its members for monetary damages for conduct as a director or officer is hereby eliminated to the fullest extent allowed by law.

ARTICLE VII

COMMITTEES

The membership shall establish both standing and ad hoc committees as deemed necessary. Committees shall make recommendations to the neighborhood association for Board actions. Committees shall not have the power to act on behalf of the association without specific authorization from MPNA or its officers.

ARTICLE VIII

CONFLICT OF INTEREST

Definition: A conflict of interest exists for a member whenever the member stands to make personal financial gain by the action or inaction of the MPNA on a proposal before the membership.

Declaring the Conflict of Interest: Whenever a member determines that he/she has a conflict of interest relating to an item under discussion, he/she must inform the body (membership or board) hearing the proposal that the conflict of interest exists.

ARTICLE IX

GRIEVANCE PROCEDURES

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.

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 ONI Standards or those bylaws that have directly affected the outcome of a decision of MPNA. Grievances must be submitted within 45 business days of the alleged violation.

Processing the Grievance: Grievances shall be referred to the Grievance Committee, which shall review the grievance and make a recommendation to the Board for a final decision. The committee may recommend dismissals of grievances that are defective for procedural reasons. Otherwise, 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 then forward its recommendations to the board. Within 60 calendar days from receipt of the grievance, MPNA shall render a final decision on the grievance. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

ARTICLE X

PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

MPNA shall abide by all Oregon statutes and ONI Standards relating to public meetings and public records. Official action(s) taken by MPNA 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 transmitted along with any recommendation made by MPNA to the City.

ARTICLE XI

NON-DISCRIMINATION

MPNA does 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 XII

PROHIBITED ACTIVITIES

No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this association.

ARTICLE XIII

DISSOLUTION

Upon dissolution of the Marshall Park Neighborhood Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

ADOPTION AND AMENDMENTS

The bylaws may be adopted, amended, or repealed by the membership at any meeting by a two-thirds majority vote.

It is hereby certified that the above and foregoing bylaws of the Marshall Park Neighborhood Association were duly amended by the membership by meeting of such body on the 9th day of November 2006 by

Jen Seamans Blatner, Chair

Mike Charles, Secretary

It is hereby certified that the above and foregoing bylaws of the Marshall Park Neighborhood Association were duly amended by the membership by meeting of such body on the 15th day of May, 2024 and signed by

Mike Charles

Mike Charles, Chair

Russell E. Albertson

Russ Albertson, Vice-Chair