

1 By-Law of the Hayhurst Neighborhood Association

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3 ARTICLE I Purpose

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5 Section 1. Name of Organization: The name of the organization shall be the Hayhurst
6 Neighborhood Association (HNA).

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8 Section 2. Purpose of HNA: The purposes for which HNA is organized are:

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10 a) To enhance the livability of the area by establishing and maintaining an
11 open line of communications and liaison between the neighborhood,
12 government agencies and other neighborhoods.
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14 b) To provide an open process by which all members of the neighborhood may
15 involve themselves in the affairs of the neighborhood.
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17 c) To be organized exclusively for educational, scientific and charitable
18 purposes only.

19 ARTICLE II Boundaries

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21 Section 1. Northern boundary: the centerline of SW Beaverton-Hillsdale Highway
22 Eastern boundary: the centerline of SW 30th Street
23 Southern boundary: the centerline of SW Vermont Street
24 Western boundary: the Multnomah County line

25 Section 2. Expansion of Boundaries The right of petition to be included within the
26 boundaries of HNA shall be guaranteed to residents of areas immediately
27 adjacent to HNA boundaries and within the City of Portland city limits. A
28 petition for inclusion shall contain signatures of at least a majority of those who
29 would qualify as member of HNA in the area sought to be included, and shall
30 require a two-thirds (2/3) approval of the membership at a General or Special
31 meeting, and the same approval from the neighborhood association they are
32 leaving if the area has an established neighborhood association.
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34 ARTICLE III Membership and eligibility

35 Section 1. Members in HNA shall be any adult who:

- 36 a) Lives in the defined HNA geographic boundaries or
37 b) Owns property in the defined HNA geographic boundaries or
38 c) Is the designated member from any business licensee functioning in the
39 defined HNA geographic boundaries or
40 d) Is the designated member from any not for profit organization functioning
41 in the defined HNA geographic boundaries.
42 e) No member may have more than one vote on any issue requiring a vote on
43 any level within the HNA.

44 ARTICLE IV Board of Directors

45 Section 1. Composition of the Board

46 The Board of Directors, hereinafter referred to as the Board, shall be composed
47 of a Chairperson, a Vice-Chairperson, a Secretary/Treasurer, a Southwest
48 Neighborhoods Inc. (SWNI) Representative and 4 Directors at Large. Each
49 Director shall hold office for a term of one year for which he or she is elected or
50 appointed.

51 Section 2. Duties of Members of the Board

52 a) Chairperson: The Chairperson shall prepare the agenda and preside at all
53 meetings of the Board and membership; shall appoint members of the
54 various committees with approval of a majority of the Board. He or she
55 shall be the Chief Executive Officer of the HNA, and subject to the Board
56 shall be responsible for the general supervision and control of the business
57 of the HNA. He/she shall be an ex-officio member of all standing
58 committees, and may appoint special committees as needed.

59 b) Vice-Chairperson: In the absence of or disability of the Chairperson, the
60 Vice-Chairperson shall perform all the duties of the Chairperson, and when
61 so acting shall have all the powers of and be subject to all restrictions on the
62 Chairperson. The Vice-Chairperson shall have such other powers and
63 perform such other duties as from time to time may be prescribed by the
64 Board. The Vice-Chairperson shall be in charge of meeting places and
65 serve as host/hostess. The Vice-Chairperson shall succeed to the position of
66 Chairperson according to the normal voting process.

67 c) Secretary/Treasurer: The Secretary shall keep minutes of the proceedings of
68 all meetings and an up-to-date roster of the members of HNA. S/he shall
69 supervise all correspondence of the HNA and have such other duties as may
70 be prescribed by the Board. As Treasurer, this person shall keep or
71 maintain accurate and correct accounts of the business transactions of the
72 HNA including accounts of its assets, liabilities, receipts and disbursements.

73 d) SWNI Representative: The SWNI Representative shall represent the
74 interests and concerns of HNA on the Board of Directors of and shall report
75 regularly to the HNA Board.

76 e) Directors at Large (4): Each Director at Large shall chair one of the HNA
77 Standing Committees and shall represent the HNA on that same Committee
78 at SWNI. When standing for election, each Director at Large shall
79 designate which Committee s/he seeks to chair. A Director at Large shall
80 recruit members for his/her committee and recommend such recruits for
81 approval by the Board and also perform such other duties as may from time
82 to time be assigned by the Chairperson.

83 Section 3. Duties of the Board

84 a) Management: The affairs of HNA shall be managed by the Board in the
85 interim between general meetings. The Board shall be accountable to the
86 general membership; shall seek the view of those affected by any proposed
87 policies or actions before adopting any recommendations on behalf of
88 HNA; and shall strictly comply with these bylaws.

89 b) Vacancies: The Board may fill any vacancy on the Board or a committee by
90 majority vote of the Board in cases involving absences by a Board or

91 committee member from three (3) consecutive meetings. A member
92 appointed to fill a vacancy shall serve the remainder of the unexpired term.

93 c) Liability Limitation: The personal liability of a Director or uncompensated
94 officer of the HNA to the HNA, its members, or the public for monetary
95 damages for conduct as a Director or officer is thereby eliminated to the
96 fullest extent allowed by law.

97 ARTICLE V Committees

98 Section 1. Standing Committees: The Committees shall be:

99 a) Public Safety, which shall study public safety issues, make
100 recommendations to the Board and develop/conduct at least one HNA
101 public safety oriented meeting or event each calendar year.

102 b) Parks, which shall encourage and coordinate neighborhood wide
103 environmental, sustainability, and livability programs and review the need
104 for and advocate for creation of appropriate parks, community centers and
105 recreational facilities and monitor use of such facilities and make
106 recommendations to the Board and develop/conduct at least one HNA
107 environmental/livability meeting or event each calendar year.

108 c) Land Use, which shall study zoning, building codes, growth and other
109 related issues as well as applications for zone changes and variances within
110 the HNA, make recommendations to the Board and develop/conduct at least
111 one Land Use meeting or event each calendar year.

112 d) Transportation, which shall coordinate citizen participation in matters of
113 streets, bus and rail service, bike and foot paths and other modes of
114 transportation, make recommendations to the Board and develop/conduct at
115 least one Transportation meeting or event each calendar year

116 Section 2. Special Committees: Special Committees may be designated from time to time
117 by the Board. Chairs and members of Special Committees shall be appointed by
118 the HNA Chairperson with the advice and consent of the Board.

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120 ARTICLE VI Meetings and Voting Procedures

121 Section 1. Annual Meetings: The annual meeting shall be convened on the day in the
122 month of January decided upon by the majority vote of the Board of Directors
123 for the election of Directors, establishment of board/general meeting dates for
124 the year and presentation of action plans. There shall be seven (7) days notice
125 prior to said meeting.

126 Section 2. Special Meetings: Special meetings of the membership may be called by the
127 majority vote of the Board or by the Chairperson if needed, at any regular or
128 special meeting. There shall be seven (7) days notice prior to said meeting.

129 Section 3. General Meetings: The HNA shall meet in general session at least four (4) times
130 annually. All business of the HNA is reported to this forum for action. These
131 meetings are expected to function as general membership meetings.

- 132 Section 4. Board Meetings: The Board may meet in special situations to handle
133 emergencies. Two Board members may call for a special Board meeting.
- 134 Section 5. Quorum
- 135 a) Meeting of the Membership: Those members present in person or by proxy
136 at any annual, general, board or special meeting of members shall constitute
137 a quorum.
- 138 b) Board of Directors: A majority of the number of directors fixed by the
139 Bylaws shall constitute a quorum for the transaction of business. The acts
140 of the majority of the directors present at a meeting at which a quorum is
141 present shall be the acts of the Board.
- 142 Section 6. Voting
- 143 a) Each member of the HNA shall be entitled to one vote. Voting may be
144 either by voice or by written ballot. The vote of a business licensee or
145 nonprofit corporation may be cast only by the individual or alternate
146 designated in writing to the HNA secretary/treasurer.
- 147 b) A member must have attended at least one meeting in the prior twelve (12)
148 months to be eligible to vote.
- 149 c) Dissenting views will be incorporated and transmitted along with the
150 majority recommendation to proponents and other appropriate parties.
- 151 Section 7. Elections
- 152 a) Eligibility Only persons eligible for HNA membership shall be qualified to
153 hold an elected or appointed position.
- 154 b) Time and Method of Election The election of members of the Board shall
155 occur as follows: at the October meeting of the HNA, the Chairperson shall
156 name a Nominating Committee which at the November meeting shall report
157 a slate of nominations for vacant Board positions, including those positions
158 currently being filled through appointment. Additional nominations from
159 the floor may be made at the November meeting. Election to fill vacant
160 Board positions shall occur at the January Meeting. Persons elected shall
161 assume office at the close of the January Meeting.
- 162 c) Impeachment Any holder of an elected position may be removed and
163 replaced by a two-thirds (2/3) vote of a General or Special meeting.
- 164 Section 8. Proxy: Voting may be conducted by proxy at the annual meeting. The proxy
165 shall be in writing and filed with the Secretary of the HNA.
- 166 Section 9. Participating: Any General, Special, Board or Committee meeting is open to
167 any person and all who wish to be heard, however, only those eligible for
168 membership are entitled to vote. All actions or recommendations of the General
169 or Special meetings shall be communicated to all affected parties, including
170 minority reports.
- 171 Section 10. Procedures: The HNA shall follow "Robert's Rules of Order (Revised)" in all
172 areas not covered by the Bylaws.

173 ARTICLE VII Proposals and Grievances

174 Section 1. Submission of Proposals/Grievances: Any person or group, inside or outside the
175 boundaries of the HNA may propose in writing items for consideration and /or
176 recommendation to the Board. Any person adversely affected by a decision of
177 the HNA may file a complaint following this procedure. The Board shall decide
178 whether the proposals/complaints will be heard by the Board or a committee and
179 shall act in a timely manner.

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

183 Section 3. Attendance: The proponent/complainant may attend this meeting to make a
184 presentation and answer questions concerning the proposal/complaint.

185 Section 4. Mediation: Prior to a hearing on a major grievance the parties shall be
186 encouraged to request assistance from the Neighborhood Mediation Center.

187 Section 5. Resolution and Dissemination: The HNA shall submit recommendations and
188 dissenting views as recorded from the meeting to the proponent/complainant and
189 to all affected parties.

190 ARTICLE VIII

191 Amendments and Adoption: Adoption of an amendment to these Bylaws shall require a two-thirds
192 (2/3) vote by the members present at a General meeting.

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195 These bylaws were revised, reviewed and passed by the general membership March 12, 2002.