

Bylaws of the Hillsdale Neighborhood Association

Article I The Association

(a) Name

The name of the organization shall be the Hillsdale Neighborhood Association (HNA).

(b) Purposes

The HNA is organized to provide a balanced and open process by which all Members of the neighborhood can involve themselves in the affairs of the community in a courteous and respectful manner by sharing information and ideas and organizing for the betterment of the community.

(c) Activities

This corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under chapter 65 of the Oregon Revised Statutes or its equivalent future statutory language and Section 501(C)(3) of the federal Internal Revenue Code or its equivalent future statutory language.

Article II Members and Membership

(a) Eligibility for Membership

Membership in HNA shall be open to any person having attained the age of sixteen (16) who lives in, or owns real property in, or attends school in, or is employed by or holds a business license for a business located within the boundaries of HNA as described in these bylaws. The foregoing persons may become a Member by attesting to one or more of the foregoing qualifications and attending and registering his/her consent to Membership at two HNA meetings within the preceding 24 month period, and shall remain a Member so long as so qualified. Additionally, residents of other Portland neighborhoods may become Members of HNA by requesting and receiving written approval of the Board of Directors, the determination of which is vested solely within the discretion of the Board, and if so approved may remain a Member so long as the meeting requirement is satisfied.

(b) Powers of the Membership

The Membership has the power to: (1) nominate and elect a Board of Directors; (2) ratify the Board's decisions setting the number of director positions, filling Board vacancies, and appointing Alternates; (3) remove directors and officers, with or without cause, pursuant to the procedures of Article V Section 10 of these bylaws regarding Removal; (4) approve amendments to the Articles of Incorporation and bylaws; (5)

approve Articles of Dissolution; (6) adopt Advisory Motions to advise the Board of the sense of the voting community on any matter affecting the Association; (7) cause the Board to call a special meeting of the Membership upon a petition signed by ten (10) percent of the Membership; and (8) ratify such limited actions as may, from time to time, be referred by the Board to the Membership for ratification.

Note: The term “limited” actions is used advisedly so that it is not supposed that actions of the Board may routinely be referred for ratification. It is the opinion of the Drafting Committee that overuse would undermine the power of the Board such that management of the Association would be performed by the Membership and not the Board, contrary to the intent of these bylaws.

(c) Voting and Procedures for Voting

(1) In General. On all matters, HNA Members shall have one vote. There shall be no voting by proxy.

(2) Voting by Email, or Remotely

(A) There shall be no voting by email.

(B) Remote voting shall be restricted to advisory votes of the Membership and be available only to those requesting to attend the meeting electronically in the United States, and by prior arrangement with the President, as to which the President shall use best efforts to accommodate the request.

Note: It is the view of the Drafting Committee (1) that the prohibition against proxies should be restricted to voting and that, for example, a reading by proxy of someone’s position on a given issue should be permitted, and (2) that the “arrangement” to be made for accommodating an absent Member by electronic connection may well be for a time and duration certain, not for an entire meeting.

(d) Advisory Votes.

(1) Initiating an Advisory Vote before the Meeting. The Membership, by Advisory Motion duly presented and adopted, may express its advice to the Board for its consideration, but the presenter of such Advisory Motion shall have made best efforts to inform President of its substance at least seven (7) days before the meeting date and must present a written copy of said motion, restricted to a single issue, to the Presiding Officer before any discussion may ensue.

(2) Significant Controversy. Any Advisory Motion involving a matter of significant controversy (at the sole judgment of the Presiding Officer) shall require reading and debate at two separately-noticed meetings before a vote.

(3) Advisory Motions at the Meeting. Any agenda item may be discussed by all those present at any meeting. The Presiding Officer shall have the authority to ask those present, following a full discussion of the agenda item, “Would anyone like to offer an Advisory Motion for Board consideration?” The motion shall be restricted to the single agenda item under discussion. The Presiding Officer, may then allow discussion of the

motion by all present. When satisfied that all relevant questions and facts pertaining to the Advice have been addressed, the Presiding Officer will then announce, “Does any Member wish to move to advise the Board to take action on the issue which has just been discussed?” Any Member except the Presiding Officer, after first affirming his/her Membership, if requested, may move that the Board be advised to take such action. The Advisory Motion must be restricted to a single topic, and requires a second by a Member. The Members will then discuss the motion. Once satisfied that all questions have been asked and answered, the Presiding Officer shall call for a vote of the Members present, report the number of ayes and nays thereon to the Board, and, in due course, with due dispatch, report the Board’s reaction back to the Membership.

(4) Tabling a motion. An Advisory Motion may not be tabled indefinitely, but only to a time certain. A motion to table to a date certain must be seconded by a Member, and may be debated.

(5) Relinquishing the Chair/ Identification of Board Members. The Presiding Officer may not speak to the merits of any matter before the Membership without relinquishing the chair for the duration of his/her remarks, nor may a Board member speak to merits of any matter without identifying his/her Board affiliation.

(6) Parliamentary Procedure. The foregoing procedure is deemed sufficient for the conduct of HNA business; there shall be no reversion to Robert’s Rules, or any other parliamentary practice.

Note: (1) Regarding the submission of an Advisory Motion before a meeting, the Drafting Committee recognizes the tension between the desirability of early notice to the Membership and the capability of leadership to comply. We recommend that leadership make best efforts to promote early notice to it and concomitant early notice to the Membership, as noted in subsection (d)(1) directly above (7 day notice).

(2) Regarding identification of a Board Member before he or she speaks on the merits of a matter, it is the opinion of the Drafting Committee that a rule of flexibility should be observed by the Presiding Officer in enforcing this rule, such that, depending on the circumstances, one identification during the meeting may suffice, since the aim is simply to identify possible biases, not to promote redundant disclosures.

(e) Membership Roster.

(1) Compilation. The President shall appoint a Board member to maintain a current Membership roster of the preceding 24 months for every HNA meeting, which roster shall be available upon request to any Member certifying that it will not be used for purposes of commercial or financial solicitation.

(2) Required Sign-in. A sign-in sheet for every meeting shall be provided requiring the name, email address, street address (optional if email supplied) and phone number of each attendee, and bearing a notice that completion of the sign-in sheet constitutes attestation of qualification for and consent to membership in the HNA, but to no commitment of duty or obligation.

Note: It is the opinion of the Drafting Committee that a sign-up sheet need be of no particular form so long as it conveys the information necessary to satisfy the conditions and acceptance of Membership.

Article III Dues/Funds

HNA shall not charge dues or Membership fees. However, HNA may accept voluntary contributions. HNA may hold activities to raise funds for its use.

Article IV Meetings of the Association.

(a) Regular Meetings

There shall be at least two meetings of the Membership annually. HNA shall provide at least seven (7) calendar days advance public notice of such meetings.

(b) Special Meetings

The President, or a majority of the Board of Directors, may call a special meeting of the Membership to discuss a specific matter, and shall call a meeting when called upon to do so by a written petition signed by ten (10) percent of the Membership. Notification of a special meeting shall require not fewer than seven (7) calendar days Public Notice . No other business than that for which the President or Board of Directors gave notice may be discussed or acted on at a special meeting.

(c) Agenda.

(1) In General. The President shall cause an agenda for every meeting to be prepared, with sufficient detail to apprise the Membership of the substance of each item, to be publicly disseminated at least seven (7) calendar days in advance of the meeting. Any person may propose an item for the agenda for a regular meeting by submitting the item in writing to the President at least seven (7) calendars days in advance of the meeting.

(2) Additions to the Agenda at the Meeting. Subject to the procedures of Article II(d)(2) regarding a significant controversy, any Member may move to add an item to the agenda at any regular meeting of the Membership. Adoption of the motion requires a second by a Member and a majority vote of those Members present.

(d) Quorum and Voting.

(1) In General. A quorum for any meeting of the Membership shall be at least six (6) Members in attendance, including at least one (1) member of the Board of Directors.

(2) Minimum vote required for Passage. Unless otherwise specified in these bylaws, decisions of any body of HNA, whether Membership, Board, or committee, shall be made by a majority vote of those present and eligible to vote..

Note on counting those present and the danger of abstention by counting those “present and voting”: The voting requirement is made advisedly, to allay the problem, where abstention is permitted of the vote of only one person controlling the vote, as in the rule of counting just those “present and voting”. In short, under “present and voting” if you

abstain you may be permitting one person to control the outcome. This can lead to confusing counter-intuitive results, E.g., the quorum of six is met, and the motion under discussion receives 3 ayes, 2 nays, and 1abstention; the motion fails under the rule proposed.

(e) Requirement of Open Meetings /Limited Exception for Board Only

With the exception of an Executive Session of the Board (which may occur only by majority vote from an open meeting of the Board), any meeting of the Membership, or of any Committee, or of the Board of Directors, is open to any person who wishes to attend.

Note: It is the expectation of the Drafting Committee that the exception for Executive Session, although discretionary with the Board, will be little used.

Article V Pertaining to the Board of Directors (Board).

(a) Powers of the Board.

(1) In General. The Board shall manage the affairs of HNA. Any formal and official action of HNA may be authorized and enacted only by the Board of Directors.

(2) Duty to Listen. Anyone may offer advice and any Member may offer a proposed motion to the Board of Directors regarding any Hillsdale neighborhood concern or issue. The Board is charged to listen attentively to the opinions and advice of of all who appear before it, and to seek the views of anyone especially affected by any proposed policies, before taking any action on behalf of HNA.

(b) Responsibilities of the Board and of a Director.

A director is expected to discharge the duties of that position in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the HNA.

(c) Number of Directors/ Alternates

(1) Number. There shall be seven (7), nine (9), eleven (11), or thirteen (13) director positions on the Board. Subject to ratification by the general Membership, the Board is authorized to change the number from year to year, as the needs of HNA dictate, Public Notice shall be given of such change.

(2) Alternates. In order to lighten the workload of Board members and to provide for the leadership training, a Board member may, subject to ratification by the Board and the Membership, appoint an Alternate to assist a him or her in the conduct of Board and Officer duties when the appointing director is indisposed. Only one person may act officially at a time for the two.

(d) Term of a Director/ No Term Limit.

(1) Term. Each Director shall hold office for a term of two years for which he or she is elected or appointed, until his or her successor shall have assumed office . directors shall be elected to fill odd-numbered positions in odd-numbered years and even-numbered positions in even-numbered years, position numbers to be determined by custom or by order of the Board. Terms of officers and Directors shall begin the next July 1 following election, except as may be determined by the Board to better suit prevailing circumstances.

(2) No Term Limit. There shall be no term limit for a Director.

(e) Eligibility for Service as a Director.

Only HNA Members may serve on the Board of Directors.

(f) Desire for Geographic Diversity among Directors.

For positions other than officers, HNA shall endeavor, to the extent reasonably practicable, to have Directors from various areas of the neighborhood serve on the Board. The purpose of this section is to bring perspectives from different sectors of the neighborhood to the Board; this section, however shall not be interpreted to prevent a qualified, willing and able candidate from running for or serving on the Board simply because the candidate may not meet the geographic diversity goals set forth herein. Notwithstanding the desire for geographic diversity, it is the responsibility of each Director to represent the interests of the whole neighborhood encompassed by the HNA.

(g) Nominations for the Board.

Prior to the meeting at which the annual vote for Directors will occur, the President shall appoint a nominating committee to prepare a slate of nominees and present those names to the Membership at least seven (7) business days before the meeting. Additionally, Members eligible to vote for directors may nominate persons for the Board at the meeting at which the vote takes place.

(h) Election of Directors.

Directors whose terms expire shall be elected each year by a vote of the Membership at a meeting in the Spring. Election requires a majority vote of eligible Members present .

(i) Filling Vacancies.

The Board may fill any vacancy on the Board by majority vote of the directors present at the Board meeting, subject to ratification of the Membership. A director appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor assumes office.

(j) Election of Board Officers/ Term Limit of Officers.

(1)At a convenient time after its election, the Board shall convene and choose among its members those who will fill the offices of President, Vice-President, Secretary, and Treasurer for the ensuing 12 months (this being the term of office). In the event of a

vacancy of any office prior to the expiration of the term of the director vacating the position, the Board shall appoint a director to fill that position until the next election .

(2) There shall be a term limit of two consecutive full terms for any Board office, but a gap of no fewer than three (3) years shall permit the term limit to renew.

(k) Duties of Board Officers.

(1) President:

(A) The President shall be responsible for the faithful implementation and execution of the HNA Bylaws, and for HNA responsibilities as a member of Southwest Neighborhood, Inc. (SWNI), or its successor. She/he shall be the official public spokesperson of HNA and shall be responsible for filing legally required documents in a timely manner, as well as for submitting accurate records to ONI, SWNI, and to HNA members.

(B) The President shall have the power to appoint a Presiding Officer for the conduct of any meeting, or part thereof, pertaining to the affairs of the HNA.

(C)The President shall appoint members of committees, and may appoint, with Board approval, the chairs of Committees. The President, with Board approval, may remove members or the chairs of committees. The President may participate ex-officio on all HNA committees as a non-voting member.

(D)The President shall accept all grievances and oversee the grievance resolution process. However, any grievance matter directed at the President shall be resolved with the Vice-President acting as chair of the grievance resolution committee.

(2) Vice-President:

The Vice-President shall assist the President, shall function as president in the absence of the President, and shall serve as or appoint a parliamentarian. The Vice- President shall be responsible for scheduling and conducting an annual strategic planning meeting open to all HNA Members, focused, at a minimum, on the major topics from the then current Hillsdale Town Center Plan (including land use/zoning; transportation; business growth/development; urban design; community; environment/recreation; and housing), whether formally adopted by the City or not, as well as undertaking such duties as may be assigned by the President.

(3) Secretary:

The Secretary shall: keep minutes of all Membership and Board meetings and post them on the HNA website; maintain the non-financial files of HNA in accordance with ONI's retention standards; make records of HNA available for inspection for any proper purpose at reasonable times, and shall maintain the record of attendance at Membership and Board meetings. The Secretary shall also be responsible for preparing correspondence of HNA, as well as undertaking such duties as may be assigned by the President. The Board of Directors may delegate signature authority for the Association to the Secretary in such matters as it may determine.

(4) Treasurer:

The Treasurer shall manage all funds and shall give an accounting as requested by the President and shall receive, safeguard, and disburse HNA funds, except that any funds exceeding \$5,000 shall be received, safeguarded, and disbursed by a fiscal agent appointed by the Board. The Treasurer shall also undertake such additional duties as may be assigned by the President.

(l) This section is unassigned to avoid confusion in numbering.

(m) Meetings of the Board.

The Board shall meet at a time the President shall designate; however, a majority of all Directors, by signed petition, may call a special Board or Membership meeting, provided the meeting is given Public Notice .

(n) Quorum/ Voting of the Board.

(1) In General. A quorum for Board meetings shall be a majority of those representing the then-authorized number of director positions.

(2) Minimum vote required. The Board shall make decisions by majority vote of those representatives present.

(o) Emergency Actions of the Board.

Whenever the Board determines that circumstances require a neighborhood response or Board action before the issue in question can be presented to the Membership, and the Board, at its discretion, determines that the issue must be addressed, the Board may take action but shall indicate to the requestor such is the case. Such a meeting shall be given such prior Public Notice as the circumstances permit. The Board shall present the action it took to the Membership within a reasonable time for discussion or ratification as it may determine is appropriate.

(p) Alternative Procedures for Submitting Proposals to the Board.

(1) Submittals. Any person or group, inside or outside the boundaries of HNA, may propose in writing to the President an item for HNA consideration. The Board shall decide whether the proposed item will appear on the agenda, if at all, of either a meeting of the Board, a committee, or the general Membership.

(2) Notifications. The President shall notify the proponents of the proposal and Members directly affected by such no fewer than seven business (7) days in advance of the time and place the proposal will be reviewed, unless the Board or Membership reviews the proposal in an emergency meeting, or not at all. For an emergency meeting, the President shall notify the proponents and Members directly affected by such proposals as soon as feasible following a decision to call an emergency meeting.

(3) Rights of Proponents. The proponents may attend any ensuing meeting to make a presentation and answer questions concerning the proposal.

(4) Outcomes. The HNA shall submit recommendations and dissenting views as recorded from the meeting to the proponents and other interested parties.

(q) Non-Voting Members and Advisors.

(1) The Hillsdale Business and Professional Association (HBPA) may appoint one (1) person to serve as a non-voting Member of the HNA Board of Directors.

(2) The HNA's representative to the Southwest Neighborhoods, Inc. (SWNI) Board of Directors may also attend Board meetings as a non-voting Member of the HNA Board of Directors.

(3) The Board may also appoint other neighborhood Members to serve as non-voting advisors.

(r) Removal of a Director/ Forfeiture of Office

(1) In General. (For "A person or group harmed as a result of a decision or action of HNA" consult Article VIII Grievance Procedures.)

Subject to compliance with applicable statutory procedures, the Membership of the HNA may remove a director, either with or without cause, at any time by a vote of two-thirds of the Members present at a special meeting called for the sole purpose of voting on the removal.

(2) Removal Procedure.

(A) Initiation of Removal. To initiate the removal process a Member must submit a formal written request to that effect to the President as well as the Secretary. The Presiding Officer will then read the request at the next regularly scheduled meeting of the HNA. Before announcing the date of a special meeting to discuss and vote on the matter, the Presiding Officer shall publicly ask the Member to affirm that she/he wishes to proceed with the removal process, or instead wishes to withdraw the request. If the Member wishes to proceed, the President will announce the date, time, and place of a special meeting.

(B) Special Meeting for Removal. Once the matter has been fully discussed at the special meeting, the Presiding Officer shall ask whether any Member wishes to make a final statement. The director named in the request for removal shall then be given an opportunity to make a final statement. Members will then be given ballots and asked to vote "Yes" "No" to the ballot question: "Shall (Name of the director) be removed as a member of the Board of Directors the Hillsdale Neighborhood Association?" The Presiding Officer shall announce the vote count and state whether those in favor of removal equal no less than sixty-seven percent (67%) of those Members present.

(C) Effect of Removal. A director removed by this process will immediately lose his/her position of director, as well as any official responsibilities associated with it.

(3) Forfeiture of Office. Subject to compliance with applicable statutory procedures, the unexcused failure of a director to attend three (3) consecutive Board meetings shall work a forfeiture of the position and any attendant office.

Article VI Committees of the Board.

(a) Creation.

The Board may establish standing and ad hoc committees as it deems necessary, subject to the rights of the President in Article V(k)(1). The Board of Directors shall establish operating procedures that set forth the responsibilities and authorities of the committees.

(b) Duties and Authority of Committees.

Committees shall be responsible for the coordination of activities and programs, for research and review of issues and proposals, and for recommending actions to be considered by the Board of Directors or the Membership in the areas of responsibility assigned to the committee.

(c) Governance.

All committees shall be subject to the provisions of these bylaws.

(d) Membership and Voting.

Any person is eligible to serve on an HNA committee and may vote, if votes are taken, or necessary to be taken. The President and Board shall endeavor, to the extent reasonably practicable, to ensure that committees reflect the geographic, ethnic, and gender diversity of the neighborhood. However, this section shall not be interpreted to prevent a qualified, willing and able candidate from serving on a committee simply because he or she may not meet the geographic diversity goals set forth herein.

(e) Officers of Committees

Except in cases where the President, with approval of the Board of Directors, appoints the chair for a committee, each committee may choose its own officers. The chair of each committee may serve as a non-voting member of the Board of Directors. The chair of any committee shall report to the Board of Directors at the request of the President.

(f) Minutes of Committee Meetings

Unless required by the Board, committees shall have no duty to keep minutes. If minutes are required, however, the chair of such committee shall cause them to be kept and, within two weeks of the meeting, shall present a written copy thereof to the President of HNA who shall cause them to be posted on the HNA website .

(g) Operating Procedures for Committees

The Board of Directors shall review annually its operating procedures for committees.

(h) SWNI Representations.

The President shall, with the approval of the Board of Directors, appoint Members, and their alternates, to serve as representatives on SWNI's standing and ad hoc committees, including one Member to serve as HNA's representative on SWNI's Board of Directors.

Article VII. Conflict of Interest

(a) General Rule. Whenever a Member or director determines that he or she has a conflict of interest relating to an item under discussion, he or she shall inform the body hearing the proposal that a conflict of interest exists and refrain from discussing or voting on the matter.

(b) Policy.

The Board may adopt a policy for defining a conflict of interest

(c) Right to Challenge.

Any Member may, by filing a grievance, challenge a failure to declare a conflict of interest.

Article VIII Grievance Procedures

(a) General Rule.

All parties are encouraged to resolve disagreements and disputes through face-to-face meetings, discussions with directors and Members, and/or mediation whenever possible.

(b) Eligibility to Grieve.

A person or group harmed as a result of a decision or action of HNA may file a formal grievance if they believe the action taken by HNA violated a provision of these bylaws, a formally-adopted policy of HNA, or the ONI Standards.

(c) Submittals.

Any person or group eligible to grieve may submit a grievance in writing, on a form substantially in conformance with that available from the Office of Neighborhood Involvement, to the President, or to any other director the President has designated for this purpose, within forty-five (45) business days of the discovery of the cause of the grievance, irrespective of when the cause of the grievance occurred. The grievance shall include a proposed solution and a statement how that solution furthers the purpose of HNA.

(d) Review.

Within seven (7) calendar days of the receipt of a grievance, the President shall call a special meeting of the Board of Directors. At that meeting, the Board shall elect a grievance committee consisting of at least three Members, one (1) of whom shall be a

director. Within seven (7) calendar days following its appointment, the grievance committee shall arrange with the petitioner and any declared or reasonably ascertainable opponents a mutually acceptable place and time for a review of the grievance. The grievance committee shall, in writing, within thirty (30) calendar days of that meeting recommend a resolution of the grievance to the Board of Directors.

(e) Resolution.

The Board will review the recommendation of the grievance committee together with any new information or arguments the petitioner and any declared or reasonably ascertainable opponents may submit. Within sixty (60) calendar days of the date the grievance was submitted, the Board shall issue a final written decision on the grievance and provide notice to the petitioner, the general Membership, and any declared or reasonably ascertainable opponents of same. The decision shall include supporting findings for the decision.

(d) Appeal.

Right of appeal, if any, shall be governed by SWNI bylaws, ONI standards, or other controlling city processes.

Article IX Boundaries

(a) Description.

The boundaries of HNA are as follows:

Beginning where SW Dosch Road intersects SW Beaverton-Hillsdale Highway;

North on SW Dosch Road to SW Flower Terrace; then around SW Flower Terrace including all properties on this street;

Continuing North on SW Dosch Road, including properties on both sides of SW Dosch Road to 4110 SW Dosch Road and then running on the centerline of SW Dosch Road, including in Hillsdale only those properties on the west side of Dosch Road from 4025 SW Dosch Road to 3831 SW Dosch Road, and including 3408 SW Dosch Court.

The boundary shall run easterly down SW Martin’s Lane, with the properties fronting on Martin’s Lane not being in Hillsdale.

At the point where Martin’s Lane turns to the northeast, the boundary extends through the block between 4017 SW Altadena Avenue and 4029 SW Altadena Avenue to SW Altadena Avenue, and crossing that street encompasses the properties on the both sides of SW Washouga Avenue all the way to the right-of-way located just south of 4242 SW Washouga Avenue.

From there the boundary point extends to the middle of SW Washouga Avenue, Hillsdale having the western side, and proceeds south to SW Twombly Avenue.

At SW Twombly Avenue, the boundary heads northeast to SW Chesapeake Avenue, Hillsdale having the southern side, and heads southeast halfway down the street to the pedestrian walkway between 4280 SW Chesapeake Avenue and 4308 SW Chesapeake Avenue.

At the walkway, the boundary proceeds northeast up the pedestrian walkway, Hillsdale having the southwestern side and turns southeast along the back fence lines of the houses fronting on SW Melville Avenue.

The boundary line then runs southeast along the southeastern border of 4445 SW Melville Avenue.

At that point, the boundary extends south along the southern and western boundaries of the properties facing SW Fairmount Boulevard, until it meets a line corresponding to an extension of SW Hamilton Street.

Here the boundary turns east, crossing the entire ridge top to where it crosses SW Fairmount Boulevard as that street traverses the eastern slope of the ridge.

The boundary then proceeds south on Fairmount to where it intersects the south line, extended, of the north one-third of the west one-half of the James Terwilliger Donation Land Claim, which corresponds to the north line of SW Northwood Avenue, extended.

The boundary then proceeds south on Northwood Avenue, including all properties on this street, to its intersection with the north line of the south one-third of the west one-half of the DLC.

The boundary then proceeds east on that line extended to its intersection with SW Barbur Boulevard.

The boundary then proceeds south, then west on SW Barbur Boulevard to where it intersects SW Terwilliger Boulevard.

The boundary then proceeds south on SW Terwilliger Boulevard, including all properties on the west side of the street, to Interstate-5.

The boundary then proceeds southwest along the northwest side of I-5 to the SW 19th Avenue viaduct.

The boundary then proceeds north on SW 19th Avenue to SW Capitol Hill Road.

The boundary then proceeds west and north on SW Capitol Hill Road to SW Nevada Court.

The boundary then proceeds west on SW Nevada Court to SW 26th Avenue.

The boundary then proceeds north on the extended line of SW 26th Avenue to SW Capitol Highway.

The boundary then proceeds west on SW Capitol Highway to SW 30th Avenue.

The boundary then proceeds north on SW 30th Avenue to SW Beaverton-Hillsdale Highway and SW Dosch Road, the beginning point.

(b) Map (north at the top).

Note: The northern boundary does not cross Fairmont; the eastern boundary does not cross Barbur until as it becomes the southern boundary, where at Terwilliger the southern boundary becomes I 5. The western boundary does include some properties on the western side of Dosch, and excludes some on the eastern side of Dosch.

Article X. Records and Reports of HNA

(a) Responsibilities.

HNA shall abide by its Articles of Incorporation, its bylaws, the ONI Standards, and all Oregon statutes relative to public meetings and public records, as amended from time to time. Official actions that HNA takes must be on record or part of the minutes of the meeting in which they are taken. The minutes shall include a record of attendance and the results of any vote taken. Along with any recommendation that HNA makes, the implementing document, or minutes recording the decision, shall include a summary of dissenting views.

(b) Public Notices and Dissemination of Information.

At a minimum, all Public Notices required herein shall be posted on the official HNA website, if such exists, and, where possible, shall be published in the SWNI News, or its successor publication. Further, the President shall endeavor, personally and through delegates of her/his choosing, to communicate meeting announcements, official minutes of Board and Membership meetings, and other noteworthy HNA reports and information, to the residents of the Hillsdale community through HNA email lists, appropriate social media, and blogs, and shall set up mechanisms to continually monitor the efficacy of such efforts.

Article XI Non-Discrimination.

HNA shall 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. Provisions of General Application

(a) Definitions.

(1) “Advisory Motion” means a motion heard by the Membership.

(2) “Board” means the Board of Directors of HNA.

(3) “Executive Session” means any part of a meeting of the Board which, at its sole discretion, is closed to certain persons for deliberation on certain matters, and which is not prohibited by Oregon law.

(4) “HNA” means Hillsdale Neighborhood Association.

(5) “Member” means a person who is eligible to vote on an issue before the HNA.

(6) “Membership” means the aggregate of Members in the HNA at any given time.

(7) “ONI” means the Office of Neighborhood Involvement.

(8) “ORS” means Oregon Revised Statutes.

(9) “Public Notice” means that notice which is fairly and reasonably thought to reach the Membership and the general public within the times prescribed in these bylaws.

(10) “Presiding Officer” means the person authorized to conduct a formal meeting of the Membership, Board, or a Committee of HNA.

(11) “SWNI” means Southwest Neighborhood, Inc.

Note: The Drafting Committee intends capitalized terms, used in the proper context, to be regarded as words of art defined as shown above.

(b) Computation of Time.

(1) For the purposes of determining whether a person has complied with a time limitation governing an act to be performed in these bylaws, the time prescribed for the performance of the act does not include the day on which the specified period begins to run. The designated period does include the last day unless the last day is a legal holiday or falls on a weekend day;

(2) Unless stated otherwise due dates are deemed to be business, not calendar, days. Business days shall disregard weekend days and legal holidays.

(c) Compliance with Laws and ONI Standards.

HNA shall comply with all then-pertaining applicable laws and ONI Standards.

(d) Italicized Notes.

Italicized notes are non-binding commentary by the Drafting Committee intended for such interpretational purposes as the Board, at its discretion, may wish to employ.

Article XIII Indemnity.

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by

reason of the fact that the person is or was a director, officer, volunteer, or agent of the corporation.

Article XIV Adoption and Amendment of Bylaws.

(a) Amendment Procedure

All amendments to these bylaws must be proposed in writing and submitted to Members at least seven (7) days before voting on their adoption, and may be proposed by the Board or a petition signed by no less than twenty (20) percent of the HNA Membership. Adoption of an amendment to these bylaws shall require a two-thirds vote by the Members present at a meeting of the Membership. Amendments shall be effective immediately upon adoption, unless otherwise provided in their text.

(b) Effective Date.

These bylaws shall become effective January 8, 1997. The first amendment shall be effective December 6, 2000.

The second amendment shall be effective March 1, 2006.

The third amendment shall be effective July 2, 2008.

The fourth amendment shall be effective December 1, 2010.

The fifth amendment shall be effective November 4, 2015.