

**The Heights Neighborhood Association
Bylaws**

ARTICLE I. NAME

The name of this organization shall be The Heights Neighborhood Association (HNA).

ARTICLE II. PURPOSE

This corporation is a public benefit corporation. Consistent with its purposes set forth in Article II of its Articles of Incorporation, the purpose of the Association shall be to provide a forum for the discussion of community, environmental, demographic and economic issues of interest to the area described by Article III hereof, to formulate policies which represent the views of the citizens and qualifying members of the area with regard to such issues, and to promote such policies by appropriate action.

The Heights Neighborhood Association (HNA) is an organization formed under the guidelines of and is part of the City of Portland Office of Neighborhood Associations (ONA), with administrative support through the Neighbors West/Northwest office. As part of the ONA, HNA holds membership on the Northwest District Coalition Board.

ARTICLE III. ASSOCIATION BOUNDARIES

The Association shall be composed of members meeting the criteria set forth in Article IV hereof located within the geographic area described as follows:

Starting at the center of the intersection of NW Skyline Blvd and NW Cornell Road, proceeding in a northwesterly direction along the centerline of NW Skyline Blvd, to the intersection of NW Skyline Blvd and the southern boundary of Pana Vista Subdivisions ("Pana Vista"), along the southern, western, and northwestern boundaries of Pana Vista to the intersection of NW Skyline Blvd, continuing northwesterly along the centerline of NW Skyline Blvd to the boundary between Alder Ridge Subdivision ("Alder Ridge") and Skyline Memorial Gardens Cemetery, following the common boundary across to the northernmost point of Alder Ridge proposed lot 79, then proceeding southwesterly along the northwest boundary of Alder Ridge proposed lots 77, 78, and 79, to the City of Portland city limits, then south along the City of Portland city limits and western boundary of Alder Ridge lots 75, 76 and 77, then southeasterly along the southwest boundary of Alder Ridge proposed lots 69 through 75 inclusive, then south along the western boundary of Alder Ridge, continuing south along the western boundary of Forest Heights PUD ("Forest Heights") to the Multnomah County/Washington County line, then south to the southwestern most corner of Forest Heights at NW Laidlaw Road following the meandering Forest Heights boundary east, then south, then east (near NW Morgan Lane), then south to the center of the intersection of NW Cornell Road and NW

Miller Road, then east along the centerline of NW Cornell Road to the place of beginning.

ARTICLE IV. MEMBERSHIP

Section 4.1. Powers. The membership of the Association shall elect members to the Board of Directors and act on policy matters that are put before the membership by the Board.

Section 4.2. No Exclusions. No one shall be excluded from participation in the Association if they meet the membership eligibility requirements.

Section 4.3. Eligibility. Any individual, eighteen or more years of age, who resides, owns property, has a business or represents a nonprofit organization within the areas described in Article III shall be eligible for membership in the Association.

Section 4.4. Application. Those living within the Association's boundaries are automatically a member of the Association, if they can produce proof of residency at time of voting and participation within the organization. Other individuals may become a member by submitting to the Secretary of the Association a written application setting forth the individual's name, address, and the basis of eligibility for membership.

Section 4.5. Voting. Any member shall be entitled to vote at all membership meetings in person or by proxy. One vote per member.

Section 4.6. Meetings.

- A. Annual Meeting. The annual meeting of the membership shall be held on a date and location as determined by the Board of Directors.
- B. Special Meetings. Special meetings of the membership may be called by the president of the Association, any three directors, or any 25 members. The Board of Directors shall have the flexibility of using proxy ballots for determining matters before the membership in place of a physical meeting.
- C. Notices. The secretary of the Association shall mail or publish (or post in previously designated locations) a notice of each membership meeting to all members not less than seven days nor more than 40 days in advance of the meeting date.
- D. Quorum. No called meeting shall be held unless a quorum is in attendance, in person and/or by proxy. A quorum shall be 25 members. If a quorum is not in attendance at an annual meeting, the annual meeting shall be re-scheduled by the president on a date not more than 60 days from the original date.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1. General Powers. The Board of Directors ("Board") shall be responsible for conducting the business affairs of the Association. The Board may develop and submit to a vote of the membership general policies that help to clarify the needs and interests of the members. The Board may create committees for any appropriate purpose. Committee membership shall expire with the annual meeting each year and members are subject to appointment, or reappointment by the Board.

Section 5.2. Composition and Term. The Board shall be comprised of a minimum of seven members and a maximum of eleven. All Board members shall serve one year terms.

Section 5.3. Board Officers. Each year following the annual meeting those elected to the Board shall determine which Board members are to serve in the officer positions. The Board may identify any number of officer positions, however, the following minimum number of officer positions shall be identified: president, secretary, and treasurer.

Section 5.4. Vacancies.

- A. Resignation. A director may resign at any time by written notice to the Board president or secretary, and the resignation shall become effective with the Board meeting.
- B. Recall. Upon receipt of a petition proposing the recall of a director which has been signed by 25 members, the secretary shall call a special meeting of the membership within 45 days to consider the recall. A majority vote of the members attending the meeting shall be required to recall a director. Establishing a quorum for this meeting, a minimum of 25 votes shall be cast in person or by proxy.
- C. Removal. A Board member not in attendance at three consecutive Board meetings shall be declared no longer a member of the Board, with or without notice.
- D. Vacancies. Vacated Board positions shall be appointed by vote of the remaining Board members, and for the balance of the un-expired term of that position.

Section 5.5. Regular Meetings. Regular meetings of the Board shall be held at such intervals as the Board shall establish from time to time.

Section 5.6. Special Meetings. Special meetings of the Board may be called by the president or any three members of the Board.

Section 5.7. Notice of Meetings. No additional notice is required for regularly scheduled Board meetings after a general notice for the year has been published and distributed to Board members and other members of the Association. Notices shall specify the date, time and place of the meetings. The Board may post notices of both regular and special Board meetings in previously defined locations, or in publications as designated by the Board. Meeting locations shall be determined by the Board of Directors.

Section 5.8. Quorum. A majority of Board members shall constitute a quorum for all Board meetings.

Section 5.9. Presumption of Assent. A Board member who is present at a Board meeting shall be presumed to have assented to any action taken by the Board, unless his or her dissent or abstention is entered into the meeting minutes. The right to dissent shall not apply to a member who voted in favor of an action.

Section 5.10. Obligations to Association Membership. Board and committee members have an obligation to fairly consider matters and acting in what they perceive to be the best interests of the membership and generally within the scope of policies as approved by the membership.

Section 5.11. Conflict of Interest. A Board member with a direct or indirect conflict of interest, in a matter before the Board, should announce that they have a possible conflict of interest and abstain from voting on a matter.

ARTICLE VI OFFICERS

Section 6.1. Officers. The officers of the Association shall be president, secretary and treasurer. The Board of Directors shall have the authority to identify and appoint other officer positions.

Section 6.2. Election. Officers are selected by the Board, from the elected Board members.

Section 6.2. President. The president shall preside at all meetings of the Board of Directors and the membership and serve in the general capacity of chief executive officer of the Association, with its attendant duties. The President shall sign, along with another Board member, contracts or other instruments which the Board or membership has authorized.

Section 6.3. Secretary. The secretary shall be responsible for minutes of the Board and membership meetings, managing the Board and Association records, and other duties as normally performed by the secretary of an organization.

Section 6.4. Treasurer. The treasurer shall be responsible for the financial records and monies of the Association and other duties as normally performed by the treasurer of an organization.

Section 6.5. Other Officers. The Board has the option to designate other officer positions on the Board.

Section 6.6. Duties of Officers and Board Members. The Board has the authority to define the duties and responsibilities of each Board member and all committees of the Association. All activities performed under the name of The Heights Neighborhood Association, are subject to approval of the Board, unless those activities are reserved for approval by the general Association membership.

Section 6.7. Resignation and Removal. An officer may be removed from their appointed officer position by a majority vote of the Board. Committee membership is subject to approval by the Board and committee members may be removed from their appointed positions, or removed from a committee, by a majority vote of the Board.

ARTICLE VII ACCOUNTABILITY

Section 7.1. Public Notices. Notice of all meetings of the Association, Board and Committees shall be given as directed by the Board of Directors and shall comply with the open meeting laws as required under the Oregon open meeting law.

Section 7.2. Publication of Policies. All policy decisions of the Association shall be made available to the membership.

Section 7.3. Parliamentary Authority. The proceedings of the Association shall be governed by Roberts Rules of Order, Revised, except where those rules conflict with the provisions of these bylaws.

Section 7.4. Grievances.

- A. Filing. Any major grievance or complaint against the Association shall be filed in writing and delivered to the Neighborhood Association at the Neighbors West/Northwest Office, 1819 NW Everett #204, Portland, Oregon 97209.
- B. Procedure. The Board shall review any grievance or complaint filed against the Association within 75 days of receiving the complaint. If the Board concurs that the grievance or complaint is major, the parties to the complaint will be entitled to a hearing, with notice of time and place of the meeting. The Board may delegate complaint and grievance procedures to a Committee, with appeal rights to the Board.
- C. Resolution Proceeding. Resolution proceedings will be provided via policy as approved by the Association membership.

D. Mediation. Prior to any hearing or any major grievance or complaint against the Neighborhood Association, the parties shall be encouraged to request assistance from the Neighborhood Mediation Center.

Section 7.5. Proposals. Individuals, groups or agencies wishing to address the Board and Association membership with their proposals and make presentations, are to contact the Board President or Secretary to determine a date and time for the matter. The Board retains the authority to determine agenda items, unless specifically stated otherwise in the Association bylaws, including the advance timelines for making the request to be placed on the agenda. The Board may refer requests to appropriate committees for consideration prior to being placed on the Board agenda.

ARTICLE VIII INDEMNIFICATION

The Association shall indemnify each of its directors, officers, committee members employees and agents to the fullest extent permissible under the Oregon Nonprofit Corporation Act, as the same exists or may hereafter be amended, against all expense, liability, and loss (including, without limitation, attorney fees) incurred or suffered by such a person by reason of or arising from the fact that such person is or was a director, officer, committee or staff member, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust employee benefit plan, or other enterprise, and such indemnification shall continue as to a person who has ceased to be a director, officer, partner, trustee, employee, or agent and shall inure to the benefit of his or her heirs, executors and administrators.

ARTICLE IX AMENDMENTS

All bylaws changes shall first be submitted to the Board of Directors for consideration. If the Board does not choose to refer the bylaws changes to the Association members for consideration, a petition signed by twenty-five or more members can be taken directly to the membership at the next annual meeting of the Association, with a minimum 60 days notice to the membership prior to their annual meeting. Costs of notification and other expenses relating to the petitioner's bylaws changes shall be at the expense of the petitioners and/or sponsors. All notices of official Association business shall be handled by the Board Secretary, or their designee.

ARTICLE X SAVING CLAUSE

If any clause, sentence, paragraph, section, article or position of these bylaws for any reason shall be adjudged invalid by a court having jurisdiction, such judgement shall not affect, impair or invalidate the remainder of these bylaws, but shall be confined in its operation to that part directly involved in the controversy.