Adopted 1985
Revised October 25, 2001
Revised October 23, 2003

BYLAWS OF THE WOODLAND PARK NEIGHBORHOOD ASSOCIATION

ARTICLE I Purpose

Section 1 Name of Organization: The name of the organization shall be the Woodland Park Neighborhood Association (WPNA).

Section 2 Purpose of WPNA: The purposes for which WPNA is organized are:

a. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between 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 corporations may be organized under ORS Chapter 65.
d. To be organized exclusively for educational, scientific and charitable purposes only. Notwithstanding any statement of purposes or powers aforesaid, WPNA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purpose.

Section 3 Membership: Membership in WPNA shall be open to all residents, property owners, governmental agencies, and nonprofit organizations located within the boundaries of WPNA as defined in Article X of these bylaws.

Section 4 Voting: All active members, who are 18 years of age or older, shall have one vote to be cast during attendance at any General or Special meeting.

ARTICLE II Funding

Section 1 Dues: Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted. Activities to raise funds for WPNA use may be held if appropriate.

ARTICLE III Meetings

Section 1 General Meetings: There shall be at least two general membership meetings yearly. The meetings shall be convened in the months of October and April and upon any day decided upon by the majority vote of the Board of Directors. Notification for all General meetings shall require seven (7) days advance written or telephonic notice to all active members of WPNA. "Active member" is defined as one who has attended at least one of the last two General or Special meetings of the membership.

Section 2 Special Meetings: Special meetings of the membership may be called by the Chairperson or the Board of Directors as deemed necessary. Notification and purpose(s) of the Special meeting shall require seven (7) days advance written or telephonic notice to all active members of WPNA.

Section 3 Agenda: Subject to the approval of the Board of Directors, the Chairperson shall prepare the agenda for General and Special meetings of the membership. Any person may add an item to the agenda by submitting the item in writing to the Board of Directors at least seven (7) days in advance of the membership meeting. Any two Board members or any four members of WPNA may add an item to the Board, General or Special agenda at those respective meetings.

Section 4 Quorum: A quorum for any General or Special meeting of WPNA shall be the number of members in attendance. Unless otherwise specified in these Bylaws, decisions of WPNA shall be made by majority vote of those members present at any meeting.

Section 5 Participation: Any General, Special, Board or Committee meeting is open to any person and all who wish to may be heard. All actions or recommendations of the General or Special meetings shall be communicated to all affected parties, including minority reports.

Section 6 Procedures: The WPNA shall follow "Robert's Rules of Order (Revised)" in all areas not covered by the Bylaws.

Section 7 Non-discrimination: The WPNA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation in any of its policies, recommendations or actions.

Section 8 Open Meetings/Public Records Law: The WPNA will abide by the open meetings/public records policy governing the neighborhood system as set forth in the operating ordinance.

ARTICLE IV Board of Directors

Section 1 Composition of the Board: The Board of Directors, hereinafter referred to as the Board, shall be composed of a Chairperson, First and Second Alternate, Secretary, Treasurer and Chairpersons of standing committees except for the Grievance Committee. Each Director shall hold office for a term of two (2) years for which he/she was elected or appointed and until his/her successor shall have been elected or appointed to take office. (The year in which a position is open for election will be indicated in parenthesis following that position's duty description).

Section 2 Duties of Board Members:

a. Chairperson (elected in even years): The Chairperson shall prepare the agenda and preside at all meetings of the Board and membership; shall appoint members of committees not elected, with a majority approval of the Board, except for members of the Grievance Committee.
b. First Alternate (elected in odd years): The First Alternate shall assist the Chairperson; in the Chairperson's absence shall function as Chairperson; shall serve as a member of the Publicity Committee.
c. Second Alternate (elected in even years): The Second Alternate shall serve as liaison to other Northeast neighborhood associations and perform other duties as the Chairperson may delegate.
d. Secretary (elected in odd years): The Secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence of WPNA, shall make records of WPNA available for inspection for any proper purpose at any reasonable time.
e. Treasurer (elected in even years): The Treasurer shall be held accountable for all funds and shall give an accounting at each General meeting; shall receive, safekeep and disburse WPNA funds, but such disbursement shall require the signature of one other Board member.
f. Committee Chairpersons: Chairpersons of Committees shall inform the Board and WPNA of all activities of their respective committees.

Section 3 Duties of the Board:

a. Management: The affairs of WPNA shall be managed by the Board in the interim between General meetings. The Board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or actions before adopting any recommendation on behalf of WPNA and shall strictly comply with these Bylaws.
b. Vacancies: The Board may fill any vacancy on the Board or a committee by majority vote of the Board in cases involving absences by a Board or committee member from three (3) consecutive meetings. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his/her successor is elected or appointed.
c. Board Meetings: The Board shall meet at least fourteen (14) days prior to any General or Special membership meeting and at any other time the Chairperson may designate. These meetings shall be open session; however, only Board members shall be entitled to vote. A quorum for Board members shall be the number of Board members in attendance; decisions shall be made by majority vote. Directors shall be notified of Board meetings in writing or telephonically at least two (2) days in advance. A majority of Board members, by signed petition, may call a Board, General or Special meeting.
d. Emergency Powers: In such cases where the Board is required to provide neighborhood response before the question is presented to the membership, the Board must indicate that this is the case, and shall present the action taken at a Special or General meeting within 30 days, or within a reasonable time where circumstances dictate, for ratification by the membership.

Section 4 Conflict of Interest

Whenever a board member determines that they have a conflict of interest relating to an item under discussion, they must inform the body (membership or board) hearing the proposal that the conflict of interest exists and this must be recorded in the minutes. The board member with the conflict of interest may elect to abstain from voting on the transaction.

Section 5 Indemnification

WPNA agrees to indemnify and hold harmless each Board Member from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his or her capacity as a Board Member, including, without limitation, actions taken or omitted by the Board Member consistent with these Bylaws and in furtherance of the business or affairs of WPNA. The satisfaction of any indemnification of the Board Members under this Section will be from, and limited to, WPNA assets, and the WPNA members shall not have any personal liability on account thereof.

ARTICLE V Committees

Section 1 Standing Committees:

a. Grievance Committee (elected each year): The Grievance Committee shall consist of not less than three members elected by the general membership at the General meeting in October. No member of this committee shall serve on the Board. The committee's responsibility shall be to hear complaints of persons adversely affected by decisions of WPNA and to make recommendations to the Board and WPNA for resolution of the complaint.
b. Publicity Committee (elected in even years): The Publicity Committee shall be responsible for the WPNA newsletter and notifying the membership of meetings, elections, events, and other relevant matters of concern for WPNA; shall maintain and update the membership and mailing lists.
c. Finance Committee (elected in odd years): The Finance Committee shall secure financial support for WPNA, if necessary, as deemed by the Board.
d. Additional Standing Committees: Additional standing committees may be established by amendment to these Bylaws.

Section 2 Special Committees: Special Committees may be established by majority vote of the Board or by the Chairperson.

ARTICLE VI Elections

Section 1 Eligibility: Only persons eligible for WPNA membership shall be qualified to hold an elected or appointed position.

Section 2 Board Members: Members of the Board shall be elected to serve until the appropriate October General meeting. The election at the October meeting shall be by nomination from the floor and requires a majority vote of the membership present. The Board membership election will be held in October of each year as indicated in Article IV depending upon whether the position is open in an odd or even year.

Section 3 Standing Committees: Standing Committees shall have elected committee chairpersons with nominations being taken from the floor and shall require a majority vote of the membership present. The Chairperson shall then call for volunteers to fill committee memberships. In cases where volunteers exceed positions, selection will be made by vote of the General meeting. In the case of insufficient volunteers, the Board will fill the vacancies. Standing committee elections shall be held in October of each year, positions to be filled as indicated in Article V.

Section 4 Impeachment: Any holder of an elected position may be removed and replaced by a two-thirds (2/3) vote of a General or Special meeting.

ARTICLE VII Grievance Procedure

Section 1 Person or Group Adversely Affected: A person or group adversely affected by a decision or policy of WPNA may submit in writing a complaint to any member of the Grievance Committee.

Section 2 Receipt of Complaint: Within seven (7) days of receipt of the complaint, the committee shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint, and will in writing, within thirty (30) days recommend a resolution of the grievance to the Board.

Section 3 Final Resolution: The Committee 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 a majority of the membership at a General or Special meeting.

Section 4 Mediation: Any conflict involving the neighborhood association may, by mutual consent of the parties involved, be referred to the Neighborhood Mediation Center.

ARTICLE VIII Procedure for Consideration of Proposals

Section 1 Execution: The Board shall be responsible for the execution of this article.

Section 2 Submission of Proposals: Any person or group, inside or outside the boundaries of WPNA and any City agency 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 or either the Board, Standing, or Special Committees or General or Special meetings.

Section 3 Notification: The proponent and members directly affected by such proposals 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 4 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Section 5 Dissemination: The WPNA shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

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

ARTICLE X Boundaries

Boundaries of WPNA shall be defined as the area beginning at the extension of Tillamook Street and NE 102nd Avenue, south to NE Weidler Street, west on Weidler to Halsey Street, then west to the Banfield Expressway boundary, then north along the Banfield Expressway, then east along the extension of Tillamook Street to 102nd Avenue.

The boundary of WPNA shall run along the centerline of all right-of-ways and projections mentioned above.