## Bylaws of

# PIEDMONT NEIGHBORHOOD ASSOCIATION Revised November 19, 1986

### ARTICLE I. NAME

Section 1. The name of this organization shall be Piedmont Neighborhood Association (PNA).

### ARTICLE II. PURPOSES

- Section 1. To establish a non-profit organization to enhance and protect the neighborhood livability and those qualities of the environment of which Piedmont is proud, while promoting a spirit of cooperation and mutual interest in the neighborhood.
- Section 2. To provide a forum where members may express their ideas and recommendations concerning the neighborhood.
- Section 3. To monitor and upgrade the comprehensive land use plan.
- Section 4. To promote public safety and other desireable activities in the neighborhood.
- Section 5. To establish and maintain communications and liaison between the neighborhood, government agencies, business, and other organizations which will effect the livability of the neighborhood.
- Section 6. To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and to engage in any lawful activity for which corporations may be organized under ORS Chapter 61.
- Section 7. To be organized exclusively for educational, scientific and charitable purposes only. Not-withstanding any statement of purpose or powers aforesaid, this corporation shall not, except to an insubstantial degree, enagage in any activity or exercise any powers that are not in furtherance of its specific and primary purposes as defined in IRS 501 (3c).

### ARTICLE III. BOUNDARIES

Section 1. The neighborhood areas served by the Association shall, going in a clockwise direction along the centers of streets be roughly as follows: starting at the junction of N.E. Martin Luther King, Jr. Blvd., and N.E. Ainsworth, go West on Ainsworth to I-5 to Columbia Blvd., then East on Columbia Blvd. to MLK Blvd., then South on MLK Blvd. to Ainsworth, the point of begining, but also to include the 1986 annexation. The 1986 annexation having boundaroes: MLK Blvd. on West, Vancouver Way and East, Schmeer Road on South, and N.E. 6th Ave. on North.

### ARTICLE IV. MEMBERSHIP

- Section 1. Membership is open to any person, not less than fifteen years of age, who resides, owns property, operates a business or represents a non-profit organization within the neighborhood boundaries.
- Section 2. Any person eligible for membership shall submit their name and address, or any change thereto, to the Board for addition to the membership list.
- Section 3. Citizens living in adjacent unaffiliated neighborhood areas may become members of the Association by submitting their name and address to the Board for approval.
- Section 4. There shall be no dues or membership fees required for membership or voting.
- Section 5. The Association may receive funds from voluntary contributions, grants, or fund raising activities sponsored by the Association.

# ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors, hereinafter referred to as the Board, shall be composed of the chairperson, vice chairperson, secretary, treasurer, representatives to the City of Portland Area Board, and chairperson from each standing committee recognized by the Association.

- a. The number of directors may be increased or decreased to such number of directors as may be provided from time to time by amendment of bylaws, provided that such decrease in number shall not have the effect of shortening the term of any director, and provided that the number of directors shall not be less tham four (4).
- b. The outgoing chairperson and other representatives of interest groups may serve as exofficio members of the Board for one year.
- Section 2. The duties of the Board shall be, but not limited to, the following:
  - a. To act as spokesperson for the membership, representing both majority and minority views on issues of concern to the Association.
  - b. To direct and coordinate all activities of the Association.
  - c. To inform the membership of issues of concern and to solicit their opinions on same.
  - d. To prepare and present an annual operations budget for approval by the membership no later than July, yearly; to approve expenditures and authorize payments of bills within limits of the approved budget.
  - e. To report to the membership the Board's activities and to perform other functions as delegated by the Board or by vote of the membership. Such a report to include an annual financial summary, no later than 60 days after the close of the fiscal year.
- Section 3. Officers shall be residents of the neighborhood and shall perform the following duties.
  - a. Chairperson presides over all meetings of the membership and Board; shall be responsible for the overall functioning of the Board. The chairperson is an ex-officio member of all committees, except the nominating committee.

# ARTICLE VI. MEETINGS

- Section 1. All meetings are open to the membership and shall be held in compliance with the laws regulating open meetings and open access to all information not protected by the right of personal privacy.
- Section 2. The Annual meeting shall be held the last Wednesday in April.
- Section 3. General membership meetings shall be held at least three (3) times yearly, commencing with the Annual meeting. Notification for all general meetings shall require seven (7) days advance notice. A quorum of the membership shall be ten (10) members, other than the Board of Directors.
- Special meetings of the membership may be called by the Chairperson, or Board as deemed necessary. Notification and purpose(s) of the special meeting shall require seven (7) days advance notice. A quorum shall be stated in Section 3 above.
- Special meetings for the purpose of reviewing notices for land use, zone changes and other items haiving a major impact on the neighborhood may be called by the chairperson, Board of Directors, or three members of the Association. Three (3) members shall submit their request to the appropriate committee chairperson. Action on the request msut be accomplished in a timely manner. A quorum shall be defined in Section 3 above.
- Section 6. Board meetings shall be held monthly, and at any other time the chairrperson may designate. Directors shall be notified of Board meetings at least four (4) days in advance unless designated an emergency. Notification shall be by phone or other means which is determined by the Board. A quorum of the Board shall be a majority of the directors.
- Section 7. The time, date, and place of meetings shall be determined by the Board; meeting dates and times may be changed temporarily or permanently by a two-thirds (2/3) vote of the membership in attendance at a meeting, other than Board meetings.

- b. Vice Chairperson performs the role of facilitator, seeking to ensure fair, effective conduct of meetings, and assumes the duties of the chairperson in his/her absence.
- c. Secretary records attendance, minutes, and majority and minority positions on issues raised at membership and Board meetings; maintains the membership list; shall be responsible for maintaining files on correspondence on behalf of the Association.
- d. Treasurer receives and disburses funds of the Association; and shall be the custodian of the assets and finances of the Association, and shall keep and maintain full respect to assests, liabilities, and other items of the Association, as directed by the Board.
- Section 4. The representatives to the City of Portland Neighborhood Area Board will represent the views of the Association and initiate actions through the Area Board as directed by the Association. Representatives shall report all activities of the Area Board to the PNA Board.
  - a. Representatives shall be appointed by the chairperson and approved by the Board and membership. They shall be residents of the neighborhood.
  - b. Representatives must have been active members of the Association for at least six (6) months prior to their appointment. They shall be residents of the neighborhood.
- Section 5. A member of the Board who misses three unexcused consecutive Board meetings, other than Special meetings, or fifty percent (50%) of the Board meetings, within the calendar year, shall be deemed to have vacated that position.

Section 8. Notification shall be by newsletter, other mailings, handbills, or phone and shall be facilitated by the posting of notices at various locations throughout the neighborhood.

### ARTICLE VII. VOTING AND ELECTIONS

- Section 1. A member is entitled to one vote; however, only Board members are entitled to vote at Board meetings.
- Section 2. Officers and Standing committee chairpersons shall be elected by the membership, at the Annual meeting, and shall serve an annual term. Their term shall be begin at the close of the Annual meeting at which they are elected. No officer or committee chairperson will remain in any one Board position in excess of two consecutive years.
- Any member is eligible to run for an elective position within the Association, unless otherwise stated, by submitting his or her name to the nominating committee, or by being nominated from the floor at the Annual meeting.
- Section 4. Special elections to fill a vacted position shall occur at any general meeting, if the membership is duly notified.

# ARTICLE VIII. DELEGATES AND COMMITTEES

- Section 1. Unless otherwise expressed, delegates and membership on committees shall be open to all members of the Association.
- Delegates can be appointed by the membership, Board or committee chairperson as needed to carry on the functions of the Association. Committee chairpersons shall submit the names of all appointed delegates to the Board for ratification. The chairperson will present in writing all delegates to all other organizational meetings.

- Section 3. To expidite the work of the Association, standing and special committees may be created or disbanded in accordance with the needs of the Association by the Board or a majority vote of the membership. Standing committees may be changed by amendment only.
- Section 4. The Standing Committees recognized by the Association shall be:

Crime Prevention
Land Use and Environment
Parks
Property Assessment and Taxation

- a. Standing Committee chairpersons shall submit their action plan and duties to the Board and membership for approval each year. Plans and duties shall be submitted within sixty (60) days after the Annual meeting.
- b. Chairpersons shall regularly report to the Board and membership.
- Section 5. A Public Information Committee shall be established for the purpose of communicating to the public the aims, purpose, and actions of the Association. This person will be named by the Board and operate under the Board's direction.

### ARTICLE IX. COUNCIL OF RECOURSE

- Section 1. a. The Council is composed of three non-Board members as follows:
  - 1.) one person elected at the Annual Meeting
  - 2.) one person appointed by the Board, and
  - 3.) one person, having no self-interest in the particular matter at issue, selected by the complaintant.
  - b. Within a reasonable time of the Association's action, a written complaint may be submitted to the Board or Council by a member affected by the decision.

- c. Said complaint shall include the following:
  - 1.) name and address of the complaintant
  - 2.) nature of the complaint, stated in full,
  - 3.) the name of the person appointed by the complaintant to the Council.
- d. Within five (5) days of receipt of the complaint, the Council shall inform the complaintant of the date, time, and place of the hearing.
- e. The hearing shall be held within fourteen (14) days of the filing date of the complaint, but shall not be held at any general meeting.
- f. No later than five (5) days after the hearing, the Council shall recommend in writing to the Board, with a copy sent to the complaintant, one of the following actions:
  - 1.) Complaint is without merit, and the action should not be considered, or
  - Complaint is with merit, and the action should be reconsidered by the Board and/or membership.
- g. If the action is to be reconsidered, the Board shall include the subject in the agenda of the next general meeting.
- h. If the Council does not recommend reconsideration, the complaintant may have the subject added to the agenda upon filing a petition, which fully states the issue and is signed by at least 35 members.
- i. After the Council has made its recommendation to the Board, a complaint shall be resolved upon by a vote of the membership.

### ARTICLE X. PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Robert's Rules of Order shall be the parliamentary procedure followed by the Association, where not covered by the bylaws.

#### ARTICLE XI. AMENDMENTS

Section 1. The bylaws may be amended, repealed, or altered by a two-thirds (2/3) vote of the membership present at any general meeting, provided that the membership has received notice of the proposed amendment at least fourteen (14) days preceding the meeting.