BYLAWS OF THE PEARL DISTRICT NEIGHBORHOOD ASSOCIATION

ARTICLE I: NAME

The name of this organization shall be the Pearl District Neighborhood Association.

ARTICLE II: PURPOSE

- <u>Section 2.1.</u> The Pearl District Neighborhood Association is hereby organized as a non-profit organization in accordance with its articles of incorporation heretofore adopted and filed. The object of this organization shall be to:
- <u>Section 2.2.</u> To provide a facility for education, research and an exchange of information for citizens within the general area of the Pearl District so they may relate to their total environment.
- <u>Section 2.3.</u> To broaden channels of communication between the residents and businesses within the Pearl District and the City Officials in matters affecting neighborhood livability.
- <u>Section 2.4.</u> To assist in furthering activities and developments which will raise the level of the residential, commercial and industrial activity consistent with the interests of the Portland citizenry and sound economic practices.
- <u>Section 2.5.</u> This corporation is organized as a public benefit corporation.

ARTICLE III: BOUNDARIES

<u>Section 3.1.</u> The boundaries of the Pearl District Neighborhood Association shall be West Burnside on the South, the I-405 Freeway on the West, the Willamette River on the North and the western half of NW Broadway Street to the East. **Amended 6/10/93.**

ARTICLE IV: MEMBERSHIP

- <u>Section 4.1.</u> *Eligibility*. Any individual who resides, owns property, owns a business, is the designated employee representative of a business or the designated representative of a nonprofit organization within the areas described in Article 3 shall be eligible for membership in the Association. **Amended 9/13/01.**
- <u>Section 4.2.</u> Application. Any eligible individual 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 number only amended 9/13/01.**

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<u>Section 4.3.</u> *No Exclusions.* No one shall be excluded from participation in the Association because of race, religion, national origin, sex, sexual orientation, handicap, income, age, political party or citizenship. **Amended 9/13/01.**

<u>Section 4.4.</u> *Voting*. Any member shall be entitled to vote at all membership meetings attended by such member. **Amended 9/13/01.**

Section 4.5. Membership Meetings.

- A. *Annual Meeting*. The annual meeting of the membership shall be held in October of each year on a date to be fixed by the Board of Directors.
- B. *Notices*. Notification shall be by mail, posted notices, telephone calls, e-mail, notices in newspapers of general circulation or by any other appropriate means of communication apt to reach a majority of the members. Notification shall require five days advance notice to all members. **Amended 9/13/01.**
- C. *Special Meetings*. Special meetings of the membership may be called by the president of the Association, or a majority of the directors. Notification shall be by mail, posted notices, telephone calls, e-mail, notices in newspapers of general circulation or by any other appropriate means of communication apt to reach a majority of the members. Notification shall require at least five days notice to all members. **Amended 9/13/01.**
- D. *Quorum*. No called meeting shall be held unless a quorum is in attendance. A quorum shall be 20 members. If a quorum is not in attendance at an annual meeting, the annual meeting shall be rescheduled by the president on a date not more than 60 days following the original date.

<u>Section 4.6.</u> *Financial Support.* There are no dues or membership fees. Voluntary contributions will be accepted and fund raising may be authorized by the Board. **Amended 9/13/01.**

ARTICLE V. BOARD OF DIRECTORS

<u>Section 5.1.</u> General Powers. The Board shall be responsible for all business coming before the neighborhood association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting. The Board of Directors may create committees for any appropriate purpose. **Amended 9/13/01.**

<u>Section 5.2.</u> *Elections.* The Board of Directors shall be elected at the annual meeting with each member voting on all vacancies. If there are insufficient potential nominations for the minimum number of directors before the election, the Board shall fill out the list. All nominees shall be listed in the newsletter or other publication of general circulation prior to the meeting. **Amended 9/13/01.**

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Section 5.3. *Composition and Term.*

- A. The Board of Directors shall be composed of not fewer than seven nor more than 20 members. All officers of the Association shall be members of the Board. **Amended 10/08/98.**
- B. Directors shall serve a term of two years with no term limits. Half of the members' terms will expire in odd numbered years and half in even numbered years. **Amended 10/08/98.**
- C. *Directors Emeritus*. Directors Emeritus shall be those selected by the Board of Directors for their extraordinary service to the Pearl District Neighborhood Association and the Pearl District. Director Emeritus is an honorary position and carries no voting rights. **Amended 9/13/01.**

Section 5.4. Vacancies.

- A. *Resignation*. Any director may resign at any time by written notice to the Association's Board of Directors, president or secretary. **Amended 9/13/01.**
- B. *Removal*. The seat of any Board member with three consecutive unexcused absences from Board meetings may be declared vacant by the Board of Directors, notice of such intent having been given after the second absence. **Amended** 9/13/01.
- C. *Vacancies*. Board of Directors' seats vacated for any reason shall be filled for the remainder of the term by a vote of the Board. **Amended 9/13/01.**
- <u>Section 5.5.</u> *Regular Meetings*. Regular meetings of the Board of Directors shall be held monthly. **Amended 9/13/01.**
- <u>Section 5.6.</u> Special Meetings. Special meetings of the Board of Directors may be called by the president or any three members of the Board. A special meeting shall not be called unless a matter must be decided prior to the next regular Board meeting. **Amended 9/13/01.**
- <u>Section 5.7.</u> *Notice of Meetings.* Notification of regular meetings shall be by mail, posted notices, telephone calls, e-mail, notices in newspapers of general circulation or by any other appropriate means of communication apt to reach a majority of the members of the Association and shall require five days advance notice to all members. Notification of special meetings shall be by mail, telephone calls, e-mail, or by any other appropriate means of communication apt to reach a majority of the Board members. Notification of special meetings shall require as much notice as possible but no less than 24 hours notice to all Board members. **Amended 9/13/01.**
- <u>Section 5.8.</u> *Quorum.* A majority of the Board members shall constitute a quorum for all meetings of the Board. **Section number only amended 9/13/01.**
- <u>Section 5.9.</u> *Manner of Acting*. The act of the majority of Board members present shall be the act of the Board of Directors, unless the vote of a greater number is required by these bylaws. **Section number only amended 9/13/01.**

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<u>Section 5.10.</u> *Presumption of Assent.* A Board member who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent or abstention is entered in the minutes of the meeting. The right to dissent shall not apply to a member who voted in favor of an action. **Section number only amended 9/13/01.**

<u>Section 5.11.</u> *Qualified Directors.* The members of the Board of Directors shall be considered "qualified directors" in that they shall not receive compensation for personal services except for actual expenses incurred while performing a director's duties as established by the Board of Directors. **Section number only amended 9/13/01.**

<u>Section 5.12.</u> *Personal Liability*. The personal liability of a director or uncompensated officer of this corporation to the corporation or its members for monetary damages for conduct as a director or officer is hereby eliminated to the fullest extent allowed by law. **Section number only amended 9/13/01.**

Section 5.13. Conflict of Interest. A transaction in which a director may have a direct or indirect conflict of interest may be approved by a vote of the Board of Directors if in advance of the vote by the Board all material facts of the transaction and the director's interest are disclosed to the Board of Directors. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify a transaction, a quorum is present for the purpose of taking action. The presence of, or a vote cast by a director with a direct or indirect interest in the transaction does not affect the validity of the action. The director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction. Section number only amended 9/13/01.

ARTICLE VI: OFFICERS

<u>Section 6.1.</u> *Officers*. The officers of the Association shall be a president, vice president, secretary, and treasurer. Any member of the Board shall be eligible to become an officer. The elected officers and standing committee chairs shall constitute the Executive Committee. **Amended 9/13/01.**

<u>Section 6.2.</u> *Elections*. Following the election of the Board of Directors at the Annual Meeting, the Officers will be elected by the Board of Directors. Officers will be elected for one-year terms. **Amended 9/13/01.**

<u>Section 6.3.</u> *President.* The president of the Association shall preside at all meetings of the Board of Directors and membership. The president shall sign with the secretary or any other proper officer of the Association any contracts or other instruments that the Board of Directors or membership has authorized to be executed, unless the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Association or shall be required by laws to

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be otherwise signed. The president shall perform such other duties as may be prescribed by the Board of Directors and the membership and may serve as a voting member of all committees.

<u>Section 6.4.</u> *Vice President*. In absence of the president or in the event of the president's death, inability or refusal to act, the vice president shall perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be prescribed by the president of the Board of Directors. **Amended 9/13/01.**

<u>Section 6.5.</u> Secretary. The secretary shall keep the minutes of all meetings and the attendance records from the previous 12 months and ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The secretary shall perform all other duties incidental to the office of secretary and such duties as may be prescribed by the president of the Board of Directors.

<u>Section 6.6.</u> Treasurer. The treasurer shall keep the books of account of the Association and shall, in general, perform all duties incidental to the office of the treasurer. The treasurer shall prepare a calendar year income statement and balance sheet for review by the membership at its annual meeting and prepare such statements monthly for review by the Board of Directors at the Board's regular meetings. The treasurer shall perform such other duties as may be prescribed by the president of the Board of Directors. **Amended 9/13/01.**

<u>Section 6.7.</u> *Resignation and Removal.* An officer may resign at any time by giving written notice to the Board of Directors. Officers may be removed with or without cause by a vote of two-thirds of all members of the Board of Directors at a special meeting called for that purpose. Vacancies in any office shall be filled by the majority vote of all directors.

ARTICLE VII: COMMITTEES

<u>Section 7.1.</u> Standing Committees. Standing committees may be designated from time to time, and for such terms as may be appointed, by the Board of Directors. Standing Committees shall be chaired by a Board member. **Amended 9/13/01.**

<u>Section 7.2.</u> Special Committees. Special committees may be appointed by the president of the Board of Directors consistent with the means and purposes of the Association. **Amended 9/13/01.**

<u>Section 7.3.</u> *Executive Status for Committees.*

A. The Board of Directors of the Pearl District Neighborhood Association may grant executive status to committees. Executive status as defined in Section 65.354 of Chapter 69—1989 edition of the Oregon Non-Profit Corporations Statute as exercising the authority of the Board of Directors.

be otherwise signed. The president shall perform such other duties as may be prescribed by the Board of Directors and the membership and may serve as a voting member of all committees.

<u>Section 6.4.</u> *Vice President*. In absence of the president or in the event of the president's death, inability or refusal to act, the vice president shall perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be prescribed by the president of the Board of Directors. **Amended 9/13/01.**

<u>Section 6.5.</u> Secretary. The secretary shall keep the minutes of all meetings and the attendance records from the previous 12 months and ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The secretary shall perform all other duties incidental to the office of secretary and such duties as may be prescribed by the president of the Board of Directors.

<u>Section 6.6.</u> Treasurer. The treasurer shall keep the books of account of the Association and shall, in general, perform all duties incidental to the office of the treasurer. The treasurer shall prepare a calendar year income statement and balance sheet for review by the membership at its annual meeting and prepare such statements monthly for review by the Board of Directors at the Board's regular meetings. The treasurer shall perform such other duties as may be prescribed by the president of the Board of Directors. **Amended 9/13/01.**

<u>Section 6.7.</u> *Resignation and Removal.* An officer may resign at any time by giving written notice to the Board of Directors. Officers may be removed with or without cause by a vote of two-thirds of all members of the Board of Directors at a special meeting called for that purpose. Vacancies in any office shall be filled by the majority vote of all directors.

ARTICLE VII: COMMITTEES

<u>Section 7.1.</u> Standing Committees. Standing committees may be designated from time to time, and for such terms as may be appointed, by the Board of Directors. Standing Committees shall be chaired by a Board member. **Amended 9/13/01.**

<u>Section 7.2.</u> Special Committees. Special committees may be appointed by the president of the Board of Directors consistent with the means and purposes of the Association. **Amended 9/13/01.**

<u>Section 7.3.</u> *Executive Status for Committees.*

A. The Board of Directors of the Pearl District Neighborhood Association may grant executive status to committees. Executive status as defined in Section 65.354 of Chapter 69—1989 edition of the Oregon Non-Profit Corporations Statute as exercising the authority of the Board of Directors.

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- B. The Board of Directors of the Pearl District Neighborhood will grant executive status to committees under the following guidelines:
 - (1) Each member of a committee with executive status shall at all times be eligible for membership in the Pearl District Neighborhood Association.
 - (2) Committees with executive status shall be chaired by Board members. **Amended 9/13/01.**
 - (3) A committee will not be granted executive status unless it operates under specific guidelines approved by the Pearl District Neighborhood Association.
 - (a) Any action outside the approved guidelines will be null and void.
 - (4) Any decision of a committee with executive status must be reviewed by the Pearl District Neighborhood Association Board at the next regular meeting. Such decision may be reversed in full, reversed in part or remanded back to the original committee by a majority vote of the Pearl District Neighborhood Association Board.
 - (5) Any decision of a committee with executive status may be appealed to the Pearl District Neighborhood Association Board of Directors for rehearing by any interested person or entity whose rights have been affected by a decision.
 - (6) All committees with executive status are subject to Article VII Section 7.3 of the Pearl District Neighborhood Association Bylaws. **Amended 9/13/01.**
- C. Executive status may be exercised only in cases where action cannot be taken by the Pearl District Neighborhood Association Board.
- D. As of the date of this amendment, executive status has been granted to the Planning Committee. **Amended 3/12/92.**
 - (1) Membership in the Planning Committee shall require a declaration of intent to join followed by attendance at six meetings. **Amended 9/13/01.**
- E. As of the date of this amendment, executive status has been granted to the Executive Committee. A quorum is four members. **Amended 9/13/01.**

ARTICLE VIII: GRIEVANCE

<u>Section 8.1.</u> Filing. Any major grievance or complaint against the Association must be filed in writing and delivered to the Pearl District Neighborhood Association at the Neighbors West/Northwest office, 1819 NW Everett Street, #205, Portland, Oregon, 97209. **Amended 9/13/01.**

Section 8.2. Procedure. The Executive Committee of the Board of Directors shall review any grievance or complaint filed against the Pearl District Neighborhood Association and make a recommendation to the full Board at its next regularly scheduled meeting. If the Board of Directors concurs that the grievance or complaint is a major grievance or complaint the president will call a special meeting of the Board of Directors to resolve the grievance. A person or persons filing the grievance will be given at least 14 days written notice of the time and place of the meeting.

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Section 8.3. Resolution. A person or persons filing the grievance or complaint will be given at least 14 days to present witnesses and any other information to the Board of Directors. Any member of the Board of Directors may present additional witnesses or information. Any person or persons filing the grievance or complaint and any member of the Board of Directors may ask a reasonable number of questions or each witness. The president of the Board of Directors shall, at his/her discretion, limit testimony and presentation of information to eliminate repetition or presentation of irrelevant information. After allowing all interested persons the opportunity to be heard, the Board shall vote. Each member shall announce publicly his or her vote and the secretary shall record the result. Except as stated above, Robert's Rules of Order, Revised, shall be the authority for conducting the hearing. A decision by the majority of the Board of Directors will be final.

<u>Section 8.4.</u> *Mediation*. Prior to any hearing on any major grievance or complaint against the Neighborhood Association, the parties shall be encouraged to request assistance from the Neighborhood Mediation Center.

ARTICLE IX: AMENDMENTS

<u>Section 9.1.</u> Articles of Incorporation. Amendments to the articles of incorporation shall be made as follows: The Board of Directors shall adopt a resolution setting forth the proposed amendment, which shall then be submitted to a vote at an annual or special meeting of the members of the Association. The proposed amendment shall be made available to each member entitled to vote at such meeting, within the times and manner prescribed by ORS Chapter 65. The proposed amendment shall be adopted only by a two-thirds vote of the members present at the meeting. **Amended 9/13/01.**

<u>Section 9.2.</u> Bylaws. The bylaws may be amended or repealed by a two-thirds vote of the Board of Directors then in office.

ARTICLE X: PARLIAMENTARY AUTHORITY

<u>Section 10.1.</u> 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.

As amended 13 September 2001.		
President	Date	
Secretary		

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