Bylaws

ARTICLE I Purpose

Section 1. <u>Name of Organization:</u> The name of the organization shall be the Grant Park Neighborhood Association (GPNA).

Section 2. <u>Purpose of GPNA:</u> The purposes for which the GPNA 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 be organized exclusively for educational, scientific and charitable purposes only. Notwithstanding any statement of purposes or powers aforesaid, this association shall not, except to an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of its specific and primary purposes.
- d) To do and perform all of the activities related to said purposes to have and enjoy all of the powers granted under Oregon law to non-profit corporations and engage in any lawful activity for which such corporations may be organized.

ARTICLE II Membership

Section 1. Membership in this corporation shall be open to all persons age eighteen or older who live,

own property or operate licensed businesses within that section of Portland, Oregon, bounded on the west by NE 26th Avenue; on the south by NE Broadway from NE 26th Avenue to NE 37th Avenue and by Tillamook Street from NE 37th Avenue to NE 47th Avenue; on the east by NE 47th Avenue; and on the north by NE Wisteria Drive to its intersection with NE 43rd Avenue, by Knott Street to NE 37th Avenue, by NE Stanton between NE 37th Avenue and NE 33rd Avenue and by Knott Street from NE 33rd Avenue to NE 26th Avenue. The boundary of NE Thompson Street to NE Tillamook Street from NE 37th Avenue to NE 47th Avenue is an overlapping boundary shared with the Hollywood Neighborhood Association.

Section 2. <u>Annual Meeting:</u> The annual meeting of the members of this corporation shall be held on the second Tuesday of May of each year at such place as the Board of Directors shall designate. The election of all officers shall be held during this annual meeting.

Section 3. <u>Special Meetings:</u> The Board of Directors may call a special meeting from time to time. The corporate President shall, at the request of three (3) Directors or ten (10) members stating the reason therefore, call a special meeting of the membership, and in the event the President shall neglect or fail to do so when requested, the requesting Directors or members may call such special meeting and cause the requisite notice thereof to be sent to the members.

Section 4. <u>Regular Meetings:</u> Regular meetings of the membership shall be held at such time and place as the Board of Directors may hereafter establish by appropriate resolution.

Section 5. <u>Notice:</u> Notice of every annual or special meeting of the membership shall be given to the neighborhood at large.

Section 6. Quorum: A quorum for any General or Special meeting of the GPNA shall be three more general members in attendance than Board members in attendance. For Board meetings, a quorum shall be attendance of more than 50% of the total number of Board members. The minutes shall reflect if a quorum was present.

Section 7. <u>Voting:</u> Each member of the corporation shall be entitled to one (1) vote on all matters at all meetings, annual, regular or special, of the corporations members. Unless otherwise specified in these Bylaws, decisions of the corporation shall be made by a majority vote of those present at any meeting.

Section 8. <u>Non-Discrimination:</u> The GPNA 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.

ARTICLE III

Board Of Directors

Section 1. <u>Board of Directors:</u> The powers of the corporation for the management of its affairs shall be vested and exercised by the Board of Directors, the governing body of the corporation, which shall consist of individual persons numbering not less than nine (9) nor more than fifteen (15). The exact number of Directors between the stated minimum and maximum shall be fixed from time to time by resolution of the Directors. Directors other than Officers shall be designated as At-Large.

Section 2. <u>Appointment to the Board:</u> Appointment to the Board of Directors shall be by a majority vote of the current Board. A vacancy created by the dismissal, resignation or death of any At-Large Board member may be filled by appointment by the President and confirmed by a majority of the Board.

Section 3. <u>Removal of Directors:</u> Any Director may be removed from the Board of Directors by the affirmative two-thirds (2/3) majority vote of the Directors then holding office. Any Board member missing three consecutive meetings (General and Board) shall be considered for removal and may be removed from the Board.

Section 4. <u>Annual Meeting of Directors:</u> The annual meeting of the Board of Directors shall be held each year, at such time and place as may be prescribed by the Board of Directors at the regular or special meeting immediately preceding the Annual Meeting (Art II, Sec II).

Section 5. <u>Special Meetings of Directors</u>: Special meetings of the Board of Directors may be called at any time by the President, or by any three (3) or more Directors.

Section 6. Quorum: A quorum for Special Board meetings for which there has been at least one week advance notice shall be the number of Board members in attendance but no less than three (3): if there has been less than one week notice for a Board meeting, a quorum shall be five (5) Board members. Minutes shall be maintained by the Secretary with respect to all meetings of the Board of Directors and shall reflect if a quorum was present.

Section 7. <u>Duties of the Board</u>: The affairs of the GPNA 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 the corporation; and shall strictly comply with these bylaws.

Section 8. <u>Committees</u>: Standing or special committees may be established by majority vote of the Board or by appointment of the President. Committees shall be responsible for regularly keeping the Board informed in a timely manner. At least one (1) committee member of each standing or special committee shall be a Board member.

ARTICLE IV

Officers

Section 1. <u>Principal Officers</u>: The principal officers of the corporation shall consist of a President, one or more Vice-Presidents as from time to time determined by the Board of Directors, a Secretary, a Treasurer, and a Communication Officer, each of whom shall be elected by the membership at the annual meeting and will become members of the Board of Directors. Any two (2) or more offices maybe held by the same person, except that the offices of President and Vice-President, and of President and Secretary, shall not be held concurrently by the same person.

Section 2. <u>Tenure</u>: The officers of the corporation shall hold their offices at the pleasure of the membership and shall hold office until their successors are elected. In the event of a vacancy created by the dismissal, resignation or death of a Principal Officer, except President, the Board shall, by majority vote, appoint a replacement to complete the remaining term of office.

Section 3. <u>President</u>: The president shall be the chief executive officer of the corporation and shall preside at all meetings of the membership and the Board of Directors. She/He shall have general and active management of the business and affairs of the corporation, and shall see that all orders and resolutions of the Board are carried into effect.

Section 4. <u>Vice-President(s)</u>: The Vice President(s) shall perform such duties as the Board of Directors may, from time to time prescribe. In the absence or disability of the President, the Presidents duties and powers shall be performed and exercised by one of the Vice Presidents as designated by the Board.

Section 5. <u>Secretary</u>: The Secretary shall keep, or cause to be kept at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings. She/he shall ensure reasonable access for public inspection of these minutes.

Section 6. <u>Treasurer</u>: The Treasurer is the fiduciary of the corporation and shall be responsible for the handling and accounting of funds of the corporation, and shall pay them out only on the check of the corporation signed in the manner authorized by the Board of Directors or by other means as may be authorized by the Board of Directors. The Treasurer shall be responsible for payment of the yearly non-profit corporation fee to the State of Oregon and any other recurring fees and/or charges as authorized by the Board of Directors.

Section 7. <u>Communication Officer</u>: The Communication Officer shall be responsible for preparing the GPNA newsletters, maintaining the GPNA website, and notifying the membership of meetings, elections, events, and other relevant matters of concern to the GPNA, and shall maintain and update membership and mailing lists.

ARTICLE V

General Provisions

Section 1. <u>Finances</u>: GPNA shall hold a valid Certificate of Incorporation under the provisions of the Oregon Nonprofit Corporation Act. Charging of dues or membership fees shall not be made. However, voluntary contributions may be accepted. Activities to raise funds for GPNA use may be held, if appropriate.

Section 2. <u>Membership in NECN</u>: GPNA shall hold a valid membership in the Northeast Coalition of Neighborhoods (NECN). One (1) or two (2) delegates from GPNA shall be appointed by the Board of Directors to attend regular meetings of the NECN. These delegates shall be Board members of the NECN.

Section 3. <u>Expansion of Boundaries</u>: The right of petition to be included within the boundaries of the GPNA shall be granted to residents of areas immediately adjacent to existing GPNA boundaries. Petitioning shall be in accordance with the policies of the Northeast Coalition of Neighborhoods and the Office of Neighborhood Involvement.

Section 4. <u>Amendment of Bylaws:</u> The Bylaws of the corporation may be altered, amended or repealed, or new Bylaws may be adopted, by the affirmative vote of a majority of the membership of the corporation voting after being read at any three consecutive meetings and having such amendment on the agenda.

Section 5. Grievances: Any major grievance or complaint against the GPNA concerning the activities, policies or recommendations of the GPNA must be filed in writing with the President or Vice President of the Grant Park Neighborhood Association or with the Northeast Coalition of Neighborhoods. Upon receipt of any grievance the President of the GPNA shall within twenty (20) days call a meeting of the Board of Directors to discuss said grievance. The Board of Directors shall have the option of resolving the grievance by themselves, the grievance before bringing the general membership or requesting the assistance of the Neighborhood Mediation Center. It is the responsibility of the parties involved to achieve a fair resolution of the grievance. In cases where the parties cannot reach an agreement, a decision by the majority of the GPNA Board or the District Coalition (NECN) Board will be final.

In the event that a grievance is made against the GPNA concerning compliance with the Guidelines for Neighborhood Associations, and after all of the review procedures of the Neighborhood Association or District Coalition have been exhausted, a determination may be sought from the Office of Neighborhood Involvement as further set out in said Guidelines.

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Michael Kinney President