

# *Goose Hollow Foothills League*

## **Bylaws**

### **ARTICLE I Membership**

1.1 Eligibility. Any person desiring to become a voting member of the League shall apply in writing to the Board of Directors. The application shall include reasonable evidence of qualification. A qualified applicant who has made application for membership no later than noon five (5) business days prior to an annual election shall be entitled to one vote. Voting membership shall terminate when the member no longer meets the requirements of Article IV of the Article of Incorporation. The terms "voting member" and "member" as used in these bylaws shall be deemed to refer to the general membership of the League.

1.2 Non-Discrimination. The League shall 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.

1.3 Voluntary Dues. Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted. Activities to raise funds may be held if appropriate.

### **ARTICLE II Meetings of Members**

2.1 Annual Meeting. The annual meeting of the members shall be held in Portland, Oregon in the fall each year as designated by the Board of Directors.

2.2 Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, the Secretary, or by written request of 10 percent of the voting members.

2.3 Notice. Notice of all meetings of members shall be published in the Northwest Examiner at least 30 days prior to the date of the meeting.

2.4 Quorum. Those member present at any annual or special meeting shall constitute a quorum, except for action on the following matters: election of directors, amendment to the Articles of Incorporation, merger and consolidation, voluntary dissolution, sale, lease, or other disposition, but not a mortgage, of all or substantially all of the property and assets of the League, at which 16 voting members must be present in person.

2.5 Voting. A member that is not a natural person shall notify the Secretary of the League of the name of the designated individual who shall exercise the voting right of that member, and may name such substitutes as may be desirable, all in the event of the absence of that particular individual. Each voting member shall be entitled to cast one vote.

2.6 Order of Business. The order of business for any annual meeting shall be: (1) call to order, (2) roll call, (3) reading of minutes of previous meetings, (4) reports, (5) unfinished business, (6) new business, (7) program which includes election of Directors and (8) adjournment.

2.7 Parliamentary Authority. The President may chair any meeting in an informal manner, but at the request of any voting member present, "Robert's Rules of Order Second Edition, Revised" shall become the authority of the further conduct of the meeting.

2.8 Open Meetings/Public Records law. All meetings of the League membership shall be held in accordance to all Oregon statutes relative to public meetings and public records.

### **ARTICLE III Board of Directors**

3.1 Number. The affairs of the League shall be conducted by a board of fourteen directors elected by the membership at large at the annual meeting.

3.2 Qualifications. Any individual person shall be eligible for the Board of Directors if at the time of election he/she is either a voting member of the League as provided elsewhere in the Articles of Incorporation. If a director ceases to possess the qualification of a member, the board shall declare a vacancy at its next meeting.

3.3 Nominating Committee. The Board of Directors shall appoint a nominating committee of at least three voting members of the League. The committee shall have the responsibility to recommend and to implement procedures to inform League members of the upcoming election of directors at least thirty (30) days before the date of the annual meeting, and procedures to solicit and recommend nominations for directors. The committee shall recommend, and the board shall approve, at least one nomination for each directorship to be filled at the upcoming annual meeting, at least seven (7) but not more than fifty (50) days in advance of the date of the annual meeting.

3.4 Election of Directors. The Secretary shall conduct the election of directors as follows:

- A. Read the report of the nominating committee as approved by the Board of Directors.
- B. Introduce all persons nominated.
- C. Entertain nominations from the floor of any eligible person by any voting member.
- D. Entertain a motion from any voting member to suspend further nominations.
- E. Briefly adjourn the meeting to allow members and nominees to mingle.
- F. Call the meeting back to order.
- G . Entertain further nominations from the floor.

H. Close the nominations.

I. Cause one ballot to be distributed to each voting member then in attendance by person.

J. Close the electoral roll once the ballots are distributed.

K. Each nominee, or the nominee's representative, then speaks for not more than three minutes.

L. Call for the first round of balloting.

M. Each member who received a ballot may then cast one ballot for each entitled vote.

*(1) The number of votes cast on one ballot shall not exceed the number of directorships to be filled in that round of balloting*

*(2) No nominee may be voted for more than once on any one ballot.*

N. Appoint three directors whose terms are continuing including the Secretary if continuing, to count the ballots.

O. Those receiving the greatest number of votes in that round of balloting are elected to the board.

P. In the case of ties, distribute run-off ballots to those members present and on the electoral roll.

*(1) Announce the number of directors remaining to be elected.*

*(2) Instruct members to vote only for those nominees who were tied in the previous round.*

*(3) Continue this process until all vacant positions are filled.*

3.5 Term of Office as Director. The terms for directors are set forth in the Articles of Incorporation. Terms in office of the 14-member Board of Directors shall be staggered so that seven directors shall be elected during even-numbered years and seven shall be elected during odd numbered years. Should a director resign from the board or be removed, in mid-term, the person appointed to the vacant position by the Board shall serve in that position until its original term expires. No person is eligible to hold the Office of Director for more than six consecutive years.

3.6 Vacancies. Provisions for filling vacancies in the Office of Directors are set out in the Articles of Incorporation.

3.7 Removal of directors. Any number of the Board of Directors may be removed by a majority of the entire voting membership at a special meeting called for that purpose. Any director not present at three consecutive meetings of the Board of Directors without excuse will be deemed to have abandoned the position and may be removed from office by a majority vote of the entire Board of Directors as set out in Article IV, Section 3 of the Articles of Incorporation.

## **ARTICLE IV Meetings of the Board of Directors**

4.1 Regular meeting. At the next regular meeting following the annual meeting, the directors shall elect officers for the year. The Board of Directors may establish the date, time and place for their regular meetings of the board. The board shall meet at least six times a year.

4.2 Special meetings. Special meetings may be called by the President, and shall be called by the President at the request of at least three directors.

4.3 Notices. Unless otherwise provided, notice of regular and special meetings shall be given to all directors at least 48 hours prior to such meetings in person, by mail, telephone, or publication in a newspaper of general circulation.

4.4 Quorum. The majority of the directors shall constitute a quorum for the transaction of business. The acts of the majority of the quorum shall constitute the acts of the Board of Directors, except as otherwise provided. No action of the board shall be valid unless it is approved by affirmative vote of at least four directors. Expenditures of funds in excess of \$200.00 shall not be made unless approved by six directors.

4.5 Open Meetings. All meetings of the Board of Directors shall be held in accordance to all Oregon statutes relative to public meetings and public records.

## **ARTICLE V Powers and Duties of the Board of Directors**

5.1 General powers. The Board of Directors shall have the power to:

- A. Adopt and publish rules and regulations establishing and governing the League operations.
- B. Exercise the powers, duties and authorities vested in the League and not reserved to the voting membership by these bylaws or the articles.
- C. Declare the office of a member of the Board of Directors vacant because of disqualification.
- D. Employ necessary persons to further the purpose of the League.

5.2 Duties of the Board of Directors. It shall be the duty of the Board of Directors to:

- A. Keep a record of the proceedings of its meetings, and the meetings of members, and present a report at the annual meeting reviewing the business, finances and affairs of the League.
- B. Buy adequate liability insurance on property used or activities conducted by the League.

C. Adequately bond the officers or employees to insure faithful performance of their duties.

D. Regularly communicate decisions and activities of the League and its minority opinions.

E. 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.

F. 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.

G. 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.

H. A director may resign at any time by delivery of written notice to the Board of Directors, the President or the Secretary. Resignation will be effective upon receipt by the above individuals. Once delivered, a notice of resignation is irrevocable.

## **ARTICLE VI Officers**

**6.1 Officers.** The Officers of the League shall be a President, Vice President, Secretary and Treasurer, elected from the Board of Directors then existing. No one person shall serve as any one league officer, other than as Director, for more than two (2) years.

**6.2 Removal, resignation, and vacancies.** Any officer may be removed from office and replaced by the Board. A two-thirds vote is required. The officer so elected shall serve the remainder of that term.

**6.3 President.** The primary roles of the President will be to facilitate communications including calling and chairing meetings and providing leadership in developing and implementing programs. The President shall appoint the members and chairmen of the various committees with the approval of a majority of the Board of Directors. The President shall be the Chief Executive Officer of Goose Hollow Foothills League and,

subject to the Board of Directors, shall have the general supervision and control of the business of the Goose Hollow Foothills League. He/she shall be an ex-officio member of all standing committees.

6.4 Vice President. The Vice President shall preside at meetings in the absence of the President and shall discharge such other presidential duties as may be delegated by the President.

6.5 Secretary. The secretary shall keep a complete record of the meetings of the members and the Board, and keep current records of the Members of the League, together with their addresses, phone numbers and a listing of the rights or activities relied upon for membership. The secretary shall give notice of meetings of the members and the Board, conduct the portion of the meetings of the members which concern election of directors, and such other duties as may be prescribed by the Board.

6.6 Treasurer. The Treasurer shall keep or maintain, or cause to be kept or maintained, accurate and correct accounts of the business transactions of the League, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, shall give bond if required by the Board of Directors, and shall have such other duties as may be prescribed by the Board of Directors.

6.7 Delegation and change of duties. In the event of absence of any officer, the Board of Directors may delegate the powers and duties of such officer to any other officer or to a Director.

## **ARTICLE VII Committees**

7.1 Standing Committees. The following shall be standing committees:

- A. Planning and Zoning: for the purpose of policing and advising re-planning, zoning, conditional use, variance and construction within the neighborhood.
- B. Public Safety, Parking and Transportation: for the purpose of advising and accessing issues relating to safety, parking, and public transportation

7.2 Standing or special committees. Additional standing or special committees may be established from time to time by the Board of Directors. At least one Director, other than the President, shall serve on all standing or special committees. Organization of Standing Committees: Each standing committee under Section 7.1 shall conduct its business according to the following rules:

- A. Each committee shall be composed of a minimum of one (1) and a maximum of fifteen (15) voting members.
- B. Each committee shall submit an oral summary of activities to the League Board of Directors on a monthly basis or as directed by the League President.

C. Committee meetings shall be held in accordance with all Oregon statutes relative to public meetings and public records.

7.3 The Executive Committee of the Board of Directors. There shall be an Executive Committee of the Board of Directors for the purpose of managing the affairs of the Board of Directors on all issues. The Executive Committee of the Board of Directors shall be composed of the President, Vice President, Secretary and Treasurer. The President will facilitate communications, including calling and insuring meetings of the Executive Committee of the Board of Directors.

7.4 Executive Status for Committees:

A. The Board of Directors of the Goose Hollow Foothills League (GHFL) may grant executive status to committees. Executive status is 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.

B. The Board of Directors of the Goose Hollow Foothills League 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 GHFL.*

*(2) At least one member of the GHFL Board shall serve on a committee with executive status.*

*(3) A committee will not be granted executive status unless it operates under specific guidelines approved by the GHFL. 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 GHFL 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 GHFL Board.*

*(5) Any decision of a committee with executive status may be appealed to the GHFL 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 7.2, of the GHFL Bylaws.*

C. Executive status may be exercised only in cases where action cannot be taken by the GHFL Board.

D. Executive status has been granted to the Planning Committee and the Public Safety, Parking, and Transportation Committee.

## **ARTICLE VIII Books, Records, Seal and Finances**

**8.1 Inspection.** The books and records of the League shall be subject to inspection by members or directors of the League at all reasonable business hours.

**8.2 Corporate Seal.** The corporate seal of the League will be circular in form and inscribed with the name, state and year of incorporation.

**8.3 Finances.** The Board of Directors shall prepare a financial report at the corporation's fiscal year end, which should be immediately prior to the annual meeting. A special financial report or audit by a CPA may be required at any time upon order of the Board of Directors or a majority vote of the members of the League at a regular or special meeting.

**8.4 Employees.** The Board of Directors shall have the authority to employ and supervise such persons as may be necessary to further the aims of the Goose Hollow Foothills League. The Board of Directors shall determine the salary and benefits of said employees.

## **ARTICLE IX Grievance Procedure**

**9.1 Filing.** Any major grievance or complaint against the League must be filed in writing and delivered to the Goose Hollow Foothills League at the Neighbors West/Northwest office, 2257 NW Raleigh Street, Portland, Oregon, 97210.

**9.2 Procedure.** The Executive Committee of the Board of Directors shall review any grievance or complaint filed against the Goose Hollow Foothills League 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.

**9.3 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 of 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.

**9.4 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 X Amendments**

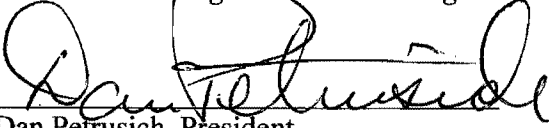
10.1 Articles of Incorporation. Amendments to the Articles of Incorporation shall be made as follows: The Board of Directors shall adopt a resolution setting forth the proposed amendment which shall then be submitted to a vote at an annual or special meeting of the members of the League. The proposed 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.

10.2 Bylaws. The bylaws may be amended or repealed by a two-thirds vote of the Board of Directors then in office. These BYLAWS of the Goose Hollow Foothills League, Inc., a non-profit corporation, were duly adopted by its Board of Directors on the 21st day of May, 1987 and amended on the 18th day of December, 1989 and the 17th day of October, 1991 by the general membership, and the 21st day of June, 2001 and the 21<sup>st</sup> day of April 2005 by the Board of Directors.

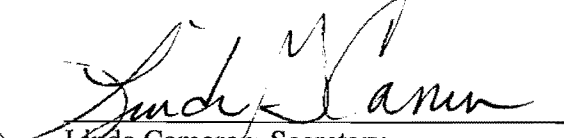
10.3 Boundaries of Goose Hollow Foothills. The boundaries of the Goose Hollow Foothills commence at the intersection of 1-405 and West Burnside Street, and proceeding generally southerly along the centerline of the freeway to it's intersection with SW 12' Avenue and the Northerly extension of SW Cardinell Drive, then southerly and then westerly along Cardinell to Cardinell's extension as SW Jackson Street, and along Jackson to SW Carter Lane, then northerly to SW Vista Avenue, then continuing northerly along Vista to SW Market Street Drive, then westerly and southerly along Market Street Drive to it's intersection with SW Ford Drive, then southerly along Ford Drive to the Sunset freeway tunnels, then west to intersect the southerly extension of the east boundary of Washington Park, then northerly along the park boundary to West Burnside, then easterly to the point of beginning at 1-405.

(last revised November 15, 2012)

*Note: The Signed and dated originals are on file at Neighbors West/NorthWest.*

  
Dan Petrusich, President

12.20.12  
Date

  
Linda Cameron, Secretary

12.20.12  
Date