PORTSMOUTH NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE 1: DESCRIPTION

SECTION 1: NAME OF ORGANIZATION

a) This organization refers to itself as the Portsmouth Neighborhood Association (PNA) to be consistent with the naming conventions of other Portland neighborhood associations.

b) The organization is named The Community Association of Portsmouth (TCAP) under Oregon Nonprofit Registry Number 704891-83.

c) The organization name is amended to Portsmouth Neighborhood Association (PNA) under Oregon Nonprofit Corporation Registry Number 499257-95 that amends Oregon Nonprofit Corporation Registry Number 704891-83.

SECTION 2: BOUNDARIES:

a) Boundaries shall be defined as follows: Lombard on the South, Columbia Boulevard on the North, Burlington-Northern Railroad Cut on the West, and Chautauqua on the East. The boundaries of PNA shall run along the centerline of all rights-of-ways and projections mentioned above.

SECTION 3: PURPOSE OF PNA:

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 charitable and educational purposes.

d) Notwithstanding any statement of purposes or powers aforesaid, this association shall not engage in any activities or exercise any powers that are not primary purposes.

ARTICLE 2: MEMBERSHIP

SECTION 1: MEMBERSHIP

a) Membership shall be open to any person at least 18 years of age who lives, rents, or owns property within stated boundaries of the neighborhood association.

b) It shall also be open to one voting representative at least 18 years of age from each business, organization, church, or government agency, which exists within the boundaries of the neighborhood association.

c) Membership is established by signing the attendance/membership list at a PNA Community Forum meeting or PNA Board Meeting.

d) Membership expires if a person has not signed in at either a PNA Community Forum meeting or PNA Board Meeting for three consecutive years.

SECTION 2: NON-DISCRIMINATION

a) Neighborhood associations must 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 3: VOTING

a) All members shall have one vote each to be cast in person at any regular or special/emergency Community Forum meeting.

b) The use of a proxy is not permissible

c) Any person at least 18 years of age who lives, rents, or owns property within stated boundaries of the neighborhood association cannot also be the voting representative for a business, organization, church, or government agency that exists within the boundaries of the neighborhood association.

ARTICLE 3: FUNDING

SECTION 1: DUES

a) There will be no membership fees or dues; however voluntary contributions will be accepted.

b) Activities to raise funds for PNA use may be held if appropriate. Funding may also be sought through other appropriate sources.

ARTICLE 4: COMMUNITY FORUMS

SECTION 1: REGULAR COMMUNITY FORUMS

a) There shall be a minimum of two regular Community Forum meetings yearly. One meeting shall be convened in the spring and other meetings on any day decided upon by a majority vote of the Board of Directors.

b) Elections of Board of Directors members and executive officers shall be held during the spring meeting

c) Notification for regular Community Forums shall require seven (7) days advance notice that contains the date, time and location of the meeting. The primary method of notice is the PNA website and the ONI Portland Online Website. The PNA may also utilize some of the following methods of notice: an ad in a for-profit community newspaper, email to members, flyers, signage, etc.

d) The Board of Directors can schedule additional regular Community Forum meetings by majority vote.

e) Members can schedule additional regular Community Forum meetings by majority vote at regular Community Forum meetings.

SECTION 2: SPECIAL/EMERGENCY COMMUNITY FORUM MEETINGS

a) Special/Emergency meetings of the membership may be called by the majority of the Board of Directors as determined necessary.

b) Members may request the Board of Directors to call a special/emergency Community Forum meeting with a minimum of twenty (20) member's signatures. Members must provide an agenda. Members must submit the request to either the Chair or Secretary.

c) Agenda item(s) related to the purpose of the special/emergency Community Forum meeting must be included in the meeting notice, and be the only topic(s) of discussion during the special/emergency meeting.

d) Notification and purpose(s) of the special/emergency Community Forum meetings shall require no less than 24 hours notice and contain the date, time and location of the meeting. The primary method of notice is the PNA website and the ONI Portland Online Website. Given the time constraints, the PNA may try to utilize some the following methods of notice: an ad in a for-profit community newspaper, email to members, flyers, signage, etc.

SECTION 3: AGENDA

a) Subject to the approval of the Board of Directors, the Chairperson shall prepare the agenda for regular and special/emergency Community Forum meetings.

b) Any member may add an agenda item for consideration by the Board of Directors for regular Community Forum meetings by submitting the item in writing to the Chair or Secretary at least ten (10) days in advance of the meeting date.

c) Any member may make a motion at the regular Community Forum meeting to add an item to the agenda for that meeting. Adoption of that motion requires a second and majority vote. If approved, the item will be added to the end of the meeting agenda.

SECTION 4: QUORUM

a) A quorum for any regular Community Forum or special/emergency forum meeting shall be the number of filled Board positions plus one member. A majority of the Board of Directors must be present.

SECTION 5: PARTICIPATION

a) Regular and special/emergency Community Forum meetings are open to the general public.

b) All actions or recommendations from the regular or special/emergency Community Forums shall be recorded in the written minutes and be a part of the public record.

SECTION 6: MEETING PROCEDURES

a) Meetings follow Robert's Rules of Order unless exceptions are noted in these bylaws.

b) An individual is permitted to speak once on each topic for up to two minutes unless the Chair indicates otherwise.

c) Only members can make motions and vote.

d) The member who made the motion, upon receiving a second, gets to speak first for up to five minutes unless the Chair indicates otherwise.

e) The Chair will determine the time limits for presenters and the subsequent question and answer session.

f) Meeting minutes of regular and special/emergency Community Forum meetings will be distributed to the Board of Directors within approximately two weeks of the meeting date. The Board of Directors will have one week to provide corrections. If the majority of the Board of Directors agrees to the content of the minutes, the Chair will approve the minutes and release them for publication on the PNA website.

g) Members can amend the minutes during the next regular and special/emergency Community Forum meeting with a majority approval.

ARTICLE 5: BOARD

SECTION 1: COMPOSITION OF BOARD

a) The Board shall be composed of up to 11 members, four of whom shall hold executive officer positions: Chair, Vice Chair, Treasurer and Secretary. The remainder of the Board shall be composed of at-large positions.

SECTION 2: TERMS OF OFFICE

a) All Board members, including executive officers, shall be elected annually for a term of one (1) year.

b) Newly elected Board executive officers and at-large members shall take office at the conclusion of the meeting at which they were elected.

c) Executive officers shall be limited to five (5) consecutive terms in their elected position. One year must pass before re-election to the same position. There is no limit to the number of terms an at-large Board member may serve.

SECTION 3: DUTIES OF THE BOARD

a) The affairs of PNA shall be managed by the Board. The Board shall be accountable to the membership, shall seek the views of those affected by any proposed policies or actions before adopting any recommendations on the behalf of the association, and shall strictly comply with these bylaws.

b) The Board may fill any vacancy on the Board by majority vote. A member appointed to fill a vacancy shall serve the remainder of the unexpired term.

c) Board members who are absent from two (2) consecutive Board Meetings are subject to removal from the Board by a majority vote of the Board.

d) Disbursements shall require the signature of either the Chair or Treasurer. All disbursements shall be approved by the majority vote of Board and reported to the membership via minutes and Treasurer's reports.

SECTION 4: DUTIES OF THE EXECUTIVE OFFICERS

a) Chair: Shall prepare the agenda and preside at all Board and Community Forum meetings. The Chair shall assign duties to the Board members at-large, and will act as ex officio on all committees. In the case of an emergency that prevents both the Chair and vice Chair from presiding at a meeting, the Chair will appoint an acting Chair.

b) Vice Chair: Shall assist the Chair, and shall function as the Chair in her/his absence or at the direction of the Chair.

c) Secretary: Shall keep minutes of all Board and Community Forum meetings, and shall provide a copy to the website manager for distribution prior to the next scheduled meeting; shall count votes at all the aforesaid meetings; shall be responsible for maintaining all written records including all official correspondence of PNA; shall make records of PNA available for inspection for any proper purpose at a reasonable time, by appointment. In order to provide community access, the secretary is responsible to see that copies of agendas, minutes, and official correspondence shall be held at the Office of Neighborhood Involvement's (ONI) North Portland Service Center (NPSC).

d) Treasurer: Shall be held accountable for all funds, shall give a report at each Board Meeting, and shall receive, hold, and disburse PNA funds.

SECTION 5: ELECTION OF BOARD

a) Elections shall be held at the spring Community Forum meeting.

b) Prospective nominees may declare their intent to run for office either by announcing their intent at the Board Meeting prior to the election or sending a letter to either the Chair or Secretary ten days prior to the election. Nominations from the floor shall be permitted at the Community Forum meeting with consent from the nominee(s).

c) Written ballots shall be used for voting.

d) If a candidate is running unopposed for a position, he/she must obtain the majority vote of those members present to win. If multiple candidates are running for the same position, and no one receives a majority vote, then a runoff between the top two vote getters will be held immediately. In the runoff election, the candidate must receive a majority vote of those members present to win.

e) Either the existing Board or their designees will distribute and collect ballots.

f) Results will not be official until a Board executive officer counts the votes and verifies that all who voted were members at the time of the vote.

SECTION 6: BOARD MEETINGS

a) The Board shall meet monthly.

b) Cancellation of a Board Meeting must be approved by a majority of the Board. Notice must be given seven (7) days in advance via the PNA website, ONI's website and to each Board member. The PNA may try to utilize some the following methods of notice: an ad in a for-profit community newspaper, email to members, flyers, signage, etc.

c) These meetings shall be open sessions; however, only Board members shall be entitled to vote and make motions.

d) A quorum for Board Meetings shall consist of the majority of the current Board members on record.

e) Board members may conference call in if they are not able to be physically present at the chair's discretion.

f) Decisions shall be made by majority vote.

g) Meetings follow Robert's Rules of Order unless exceptions are noted in these bylaws.

h) Non-Board members are permitted to speak only when recognized by the Chair.

i) The Chair will determine the speaking time limits for Non-Board members.

j) Meeting minutes of regular and special/emergency Board Meetings will be distributed to the Board electronically within approximately two (2) weeks of the meeting date. The Board will have one (1) week to provide corrections electronically. If the majority of the Board agrees to the content of the minutes, the Chair will approve the minutes and release them for publication on the PNA website.

k) Board members can amend the minutes during the next Board Meeting with a majority approval.

SECTION 7: <u>REMOVAL FROM OFFICE</u>

a) Board members may be removed from office at any time by a vote of two-thirds of the membership present at a general Community Forum meeting. The member who is presenting the motion must give thirty (30) days notice to the Chair or Secretary prior to the next applicable Community Forum meeting.

b) The person who made the motion to remove the Board member, upon receiving a second, is given five (5) minutes to present their case at the Community Forum meeting. The person being considered for removal is given five (5) minutes rebuttal. The Chair will then outline the question and answer session rules.

c) The removal of a board member requires a 2/3 vote. Abstentions count toward keeping the Board member in office. The voting method is secret ballot. The Board or their designees will distribute the ballots. The Executive Board members will tally the votes.

SECTION 8: <u>SPECIAL/EMERGENCY BOARD MEETINGS</u>

a) Special/Emergency meetings of the Board may be called by the majority of the Board by signed petition, email or phone confirmation.

b) Agenda item(s) related to the purpose of the special/emergency meeting must be included in the meeting notice, and be the only topic(s) of discussion during this meeting. The minutes must explain why a normal meeting was not possible.

c) Notification and purpose(s) of the special meetings shall require no less than 24 hours notice to all Board members that contains the date, time and location of the meeting. The primary means of notice to active PNA members will be the PNA website. Given the time constraints, the PNA may also try to utilize some the following methods of notice: the ONI Portland Online Website, an ad in a for-profit community newspaper, email to members, flyers, signage, etc.

d) These meetings shall be open sessions; however, only Board members shall be entitled to vote and make motions.

e) A quorum for Board Meetings shall consist of the majority of the current Board members.

f) Board members may conference call in if they are not able to be physically present at the chair's discretion.

g) Decisions shall be made by majority vote.

ARTICLE 6: COMMITTEES

SECTION 1: COMMITTEES

a) May be established by the Board during the year. Committees shall make recommendations to the Board for action. Committees shall not have the power to act on behalf of the organization without specific authorization from the Board.

b) Any active PNA member may volunteer to serve on any committee. Committee members must receive approval by the majority of the Board.

SECTION 2: COMMITTEE CHAIRS

a) Committee Chairs will be approved by the majority of the Board. Committees may be Chaired by either a Board member or any interested member. Chairs or their designee shall report committee activities at each meeting of the Board.

ARTICLE 7: GRIEVANCE PROCEDURES

SECTION 1: ELIGIBILITY TO GRIEVE:

a) A person or group adversely affected by a decision or policy of PNA may submit in writing a complaint to the Chair or Secretary of the PNA Board within 45 days of the alleged incident.

SECTION 2: GRIEVANCE PROCEDURE

a) Within 45 calendar days of receipt of the grievance, the Board will call a special meeting to review the grievance and will give the grievant the opportunity to present his/her grievance to the Board. A quorum for the meeting is the majority of current Board members.

b) Within 60 calendar days of receipt of the grievance, the Board will provide to the grievant a written response that includes supporting findings of the decision.

SECTION 3: APPEALS

a) If the Board and grievant cannot reach resolution, the grievant has fourteen (14) calendar days from the date the decision is rendered to appeal to Portland's Office of Neighborhood Involvement.

ARTICLE 8: BYLAWS AMENDMENTS

SECTION 1: AMENDMENT PROCESS

a) Proposed amendments by members to these Bylaws shall be submitted in writing to the Board 10 days prior to the Board Meeting that precedes the next regular Community Forum meeting. The proposal will be added to the regular Community Forum meeting agenda.

b) Proposed amendments require a motion and second at the Community Forum meeting. The Chair will determine the time limits for discussion.

c) Amendments to these Bylaws shall require a two-thirds vote by the members present at the Community Forum Meeting.

ARTICLE 9: PROCEDURES

SECTION 1: COMPLIANCE TO LAWS

a) PNA shall comply with PNA Bylaws, Oregon Public Meeting Law, Oregon Public Record law, Office of Neighborhood Involvement Guidelines, and Oregon Revised Statues Chapter 65 – Nonprofit Organizations.

These Bylaws were officially adopted by the Membership at its Community Forum Meeting on September 23, 2008.

Chair: Greg Wilhelm

Greg Wilhelm

Revision History:
September 23, 2008
August 26, 2008
May 4, 2004
May 7, 2002
March 1, 2000
November 5, 1997
August 1, 1996