

EAST COLUMBIA NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I: What the organization is

Section 1: Name

The name of this organization is the East Columbia Neighborhood Association (ECNA).

Section 2: Purpose

ECNA's purpose is to enhance the neighborhood's livability in the following ways:

- a) Provide an open process that fosters members' involvement in neighborhood affairs.
- b) Maintain clear lines of communication between ECNA members and other individuals, neighborhoods, government agencies and organizations.
- c) Consider and act on issues that affect our quality of life.
- d) Act as Portland's recognized neighborhood association for East Columbia and work in this capacity with the city's Office of Neighborhood Involvement and North Portland Neighborhood Services, Inc. office.

As an Oregon non-profit corporation, ECNA is organized for the public benefit. ECNA has all of the powers granted to such groups by ORS Chapter 65 and may engage in any activity permitted under this statute. Its registry number with the Oregon Secretary of State's Corporation Division is 169711-94.

We comply with the requirements of Portland's Office of Neighborhood Involvement standards. We have also chosen to be a member of North Portland Neighborhood Services, Inc.

ECNA must not try to influence the vote in any political campaign for public office, either through financial support or public statements. However, the group may support or oppose ballot measures, other legislation and more local decisions, such as zone changes and long-term city planning.

Individual ECNA members may, of course, express their own views on political candidates as well as issues and share their personal concerns and questions at public meetings, such as zone change hearings. And they may certainly say at such meetings that they live or own property in East Columbia.

However anyone described as *representing* ECNA must be a person, such as a board member, delivering statements that have been adopted by a majority vote of the board or of members attending an ECNA meeting (see primarily Article IV, Section 1; additionally Article II, Section 5).

ARTICLE II: What members and locations make up the organization

Section 1: Boundaries

ECNA's boundaries are as follows:

- a) Starting at the intersection of N Marine Drive and Interstate 5, following the mid-line of N (then NE) Marine Drive east to its intersection with NE 13th Avenue, include everything south of N and NE Marine Drive.
- b) Then from the intersection of NE Marine Drive and NE 13th Avenue following an imaginary line that omits the Portland Yacht Club property then continues due North to the South Bank of Tomahawk Island.
- c) Then continuing Eastward along the South bank of Tomahawk Island to its eastern terminus.
- d) Then continuing due East following an imaginary line to its intersection with an imaginary line aligned due North to due South from the Eastern edge of the Columbia Edgewater Golf Club property.
- e) Then from the intersection of these two imaginary lines continuing South along the eastern boundary of the Columbia Edgewater Golf Club property and THEN following the mid line of the Cross-Slough to its intersection with the Columbia Slough.
- f) Then continuing west along the mid-line of the Columbia Slough to its intersection with Interstate 5.

Section 2: Membership eligibility

To be an ECNA member, you must meet one of the following eligibility criteria:

- a) Be a resident of the East Columbia neighborhood.
- b) Be a non-resident who owns property in the East Columbia neighborhood.
- c) Be an individual who holds a business license for premises physically located within the East Columbia boundaries.
- d) Be an agency or other organization that has been granted membership by the ECNA Board. Such membership must be requested in writing for board consideration.

If requested by the board, members must present current proof of their membership eligibility.

Section 3: Membership dues

ECNA does not charge any dues or membership fees.

Section 4: Voluntary contributions

ECNA accepts voluntary contributions and may hold activities to raise funds for the organization's use. These contributions do not qualify as itemized deductions on members' federal tax returns because ECNA is not a 501(c)(3) group. However, for special projects, ECNA may use a 501(c)(3) group as an "umbrella."

Section 5: Members' liability

No ECNA member is personally liable for any of ECNA's normal financial obligations. Lawsuits are a different story. Board members can be covered by insurance protection against lawsuits. There are several sources for this insurance, but for some time North Portland Neighborhood Services, Inc. has provided it for free. However, ECNA members who are not on the board are not covered by this indemnification.

ARTICLE III: Elections

Section 1: Members' voting rights

To vote at an ECNA general or special meeting you must be one of the following:

- a) A resident of the neighborhood, age 18 or older.
- b) A non-resident who owns property in the neighborhood.
- c) An individual who holds a business license for premises physically located within the neighborhood's boundaries.
- d) The individual representative of an agency or other organization that has been granted membership by the ECNA Board.

Any one person is limited to one vote, either as:

- a) A resident.
- b) A non-resident property owner (regardless of the number of parcels owned).
- c) A business licensee (regardless of the number of businesses licensed).
- d) Or the individual representative of an agency or other organization that has been granted membership by the ECNA Board.

A member may not combine categories to gain more votes. For example, you may NOT vote twice, as both a resident and a business licensee. Any agency or organization that has been granted membership is limited to one voting representative.

Section 2: Voting procedures

All voting must be in person, not by proxy. Except for the annual election of directors,

voting may be via voice or hand-raising.

Four ECNA Board members are elected in even-numbered years; five are elected in odd-numbered years. Elections are held in November, at a general meeting. Election usually requires a majority vote, via secret paper ballot, of the members present at this meeting. However, if the number of candidates matches the number of open positions, a motion may be made to elect them by acclamation. Then members may vote by voice or hand-raising, since they're actually voting on the motion, not the individual candidates.

ARTICLE IV: ECNA's Board of Directors

Section 1: Role and requirements

ECNA's Board of Directors manages the organization's affairs between general meetings (see Article V). The board is accountable to the membership and must: seek a majority vote of members before adopting any recommendation in ECNA's name; report any action it takes to the ECNA members at the next general meeting; comply with these bylaws.

Section 2: Number of directors

The ECNA Board of Directors has nine members. However, ECNA and its board may continue to function as long as at least three director positions have been filled by election or appointment (see Section 5).

Section 3: Term of office

Each director position has a term of two years.

Section 4: Board member eligibility

Only ECNA members may be elected or appointed to serve as directors on the board.

Section 5: Board vacancies

A board vacancy occurs if a director dies, resigns, ceases to be an ECNA member or is chronically absent (defined as not attending three consecutive meetings, including general meetings and board meetings.) The remaining board members, by a majority vote, appoint a new director to fill the vacancy for the remainder of that two-year term.

Section 6: Board officers and their duties

After the annual election of ECNA directors, the new board meets and elects (by majority vote) four officers to perform the following duties:

- a) Chairperson: prepares the agenda for board, general and special meetings; presides at these meetings; and appoints interim chairs to launch committees, with majority approval of the board, except for the grievance committee (see Article VI, Section 4).
- b) Vice-Chairperson: assists the chairperson; acts as the chairperson in that person's absence; and serves as the liaison between the board and all ECNA committees.

c) Secretary: records minutes for all meetings, including how many people attended and all motions, seconds, votes and opinions expressed; sends a draft of the minutes to other board members for approval, then submits the final version to the North Portland Neighborhood Services, Inc. office; maintains copies of all ECNA correspondence; and makes ECNA records available for inspection by members or city staff at any reasonable time.

d) Treasurer: is accountable for all funds; keeps financial records current (ECNA's fiscal year runs from July 1 to the following June 30); files an annual report with the Oregon Secretary of State's Corporation Division by August 29 each year; presents a financial report at each meeting; makes ECNA accounts available for inspection by members or city staff at any reasonable time; and obtains the signature of one other board member for any expenditure in excess of \$50.00.

A list of all board members and the offices they hold must be prominently displayed on the ECNA website and kept on file with the North Portland Neighborhood Services, Inc. office. The list should include how to contact them.

Section 7: Removing directors

Any elected or appointed director may be removed, with or without cause, by a majority of the members attending a special meeting called by the ECNA board for that purpose.

ARTICLE V: Meetings

Section 1: Rules common to all ECNA meetings

ECNA must abide by all Oregon statutes related to public meetings. All ECNA general, board or special meetings are open to anyone.

While any ECNA member may speak at a general, board or special meeting, the chairperson may at the start of the meeting set a time limit per individual comment or question. By a majority vote of members present at a general or special meeting, the group may also restrict the speaking rights of non-members attending.

The chairperson may also set a time limit for discussion of a single topic. If a topic's discussion runs on disproportionately, the chairperson may postpone it or refer it to a special meeting. Any member at any type of meeting may request such actions.

For the sake of consistency, all general, board and special meetings will be held on the second Tuesday of that month whenever possible.

ECNA must follow Robert's Rules of Order (Revised) in all areas not covered by the bylaws. The current bylaws must be maintained by the ECNA secretary and be on file with the North Portland Neighborhood Services, Inc. office.

After the chairperson prepares the agenda for general, board and special meetings, the

board may approve or modify it by a majority vote of the board members present. In addition, any ECNA member may request that an item be added to the agenda of a general or special meeting in one of two ways: submit the item in writing to any board member at least three days in advance; or make a motion to add an item at the meeting itself, followed by seconding and a majority vote of ECNA members present.

The board must communicate actions or recommendations (including minority reports) coming out of any meeting to affected parties immediately if time-sensitive, and otherwise no longer than within 48 hours of that meeting.

Section 2: General meetings

ECNA must hold at least one general membership meeting each quarter. ECNA members must be notified of general meetings a minimum of seven days in advance, either electronically or otherwise. A general meeting quorum is the number of members in attendance, and most decisions at such meetings require a majority vote of those members. (Adopting bylaws revisions requires a two-thirds majority.)

Section 3: Board meetings

The board may meet at any time designated by the chairperson or four or more directors. These meetings must be open to the public, but they are intended for the conduct of board-specific business, and only board members may vote at them. A board meeting quorum is five directors, and board decisions require a majority vote of them. Directors must be notified of board meetings a minimum of two days in advance, either electronically or otherwise.

Section 4: Special meetings

If necessary, special meetings of the ECNA membership may be called by the chairperson or three or more directors. ECNA members must be notified of special meetings and their purpose a minimum of seven days in advance, either electronically or otherwise. A special meeting quorum is the number of members in attendance, and most decisions at such meetings require a majority vote of those members. (Adopting bylaws revisions requires a two-thirds majority.)

Section 5: Emergency Board powers

If ECNA is required to provide a neighborhood response before the question can be presented to the membership, the board may take action and report on it at the next general or special meeting for ratification. If such action is required before the question can be presented at a formal board meeting, directors may be polled via phone or email. Then the action that was taken must be presented to directors at the next board meeting for ratification.

ARTICLE VI: Committees

Section 1: Committee formation

The ECNA Board may establish both standing and ad hoc committees. For example, it may want standing committees covering land use, public safety, transportation, communications and environmental quality and ad hoc committees to plan a

neighborhood picnic or develop revised bylaws. Another possibility would be a standing outreach committee with members representing each smaller section of the neighborhood.

With majority approval of the board, the chairperson appoints an interim chair to get any new committee started and to serve as a contact point for ECNA members interested in joining that committee. The new committee may continue with this person as its permanent chair, or it may choose another, subject to the board's approval. The exception to this process is the grievance committee, whose members are elected by the general ECNA membership (see Section 4).

Section 2: Responsibilities of committees

The board gives each committee a directive and guidelines, and any action taken by a committee must adhere to them. Committees determine how often to meet. Before taking any action in the name of ECNA, a committee must present it to the board and receive its approval. Each committee must present a written report on its recent activities at the next general meeting and to the board upon request.

Section 3: Committee contacts

A list of all committees must be prominently displayed on the ECNA website and kept on file with the North Portland Neighborhood Services, Inc. office. The list should include how to reach each committee's chair or other contact person.

Section 4: Grievance committee

Even if ECNA has no other standing committees, it must maintain a grievance committee. A person or group feeling adversely affected by an ECNA decision or policy may submit a complaint in writing to any member of this committee. The grievance committee will act in accordance with all Portland's Office of Neighborhood Involvement standards.

- a) Grievance committee members may not also serve on the ECNA Board at the same time. Each year, at a general meeting, the three members of the grievance committee are elected by the ECNA members present. At least one member of the grievance committee must be from another neighborhood, not East Columbia.
- b) The grievant must submit the written complaint to the grievance committee within 30 business days of his/her discovery of an ECNA action's adverse effect on him/her. This complaint must specify how the grievant was harmed as an individual and identify a remedy.
- c) The grievance committee must review the complaint within 40 business days, giving the grievant and others the opportunity to present their comments. The committee will deliberate and then make a recommendation to the ECNA Board, which must render a final decision within 60 business days of the original written complaint and must notify the grievant of this decision in writing.

ARTICLE VII: Conflict of interest

ECNA members with a conflict of interest must declare that conflict and not vote on any board or general membership action that could give them or their associates a personal financial advantage. For example, members may not vote on proposals that ECNA support or oppose a zone change on property they own and plan to develop.

ARTICLE VIII: Non-discrimination

ECNA 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.

ARTICLE IX: Amending bylaws

All amendments to these bylaws must be proposed in writing and made available to ECNA members, electronically and in print, at least 60 days before the general or special meeting where a vote on their adoption will occur. Amending the bylaws requires a two-thirds majority vote by the members present at that meeting.

ARTICLE X: ECNA assets

ECNA property is irrevocably dedicated to the general public benefit, not the financial gain of individual ECNA members.

If ECNA becomes dissolved, after paying or adequately providing for its debts and obligations, the remaining assets must be distributed for one or more exempt purposes described in Section 501(c)(3) of the Internal Revenue Code. A Multnomah County court of competent jurisdiction must dispose of any assets that still remain after that.

Bylaws updated and accepted January 10, 2017.

Revised January 10, 2017, Article II, Section 1, Boundaries