

Wilkes Community Group, Inc.  
**Bylaws**

**Article I Definition**

**Section 1**

Name: The name of the organization shall be Wilkes Community Group, Inc., hereinafter known as WCG.

**Section 2**

Boundaries: The boundaries of WCG shall be the Portland City Limits north at 148<sup>th</sup>, south on 148<sup>th</sup> to Sandy Blvd., west on Sandy to 147<sup>th</sup>, south on 147<sup>th</sup>/148<sup>th</sup> to the Banfield Freeway (I-84), west on the Banfield (I-84) to Parkrose/Reynolds School District boundary (approximately 142<sup>nd</sup>), south on this line to Halsey Street, east on NE Halsey to 148<sup>th</sup>, south on 148<sup>th</sup> to Glisan, east on Glisan to the Gresham/Portland boundary (approximately 162<sup>nd</sup>) north along the Gresham/Portland boundary to the Banfield (I-84), east on the Banfield (I-84) to approximately 165<sup>th</sup>, north on 165<sup>th</sup> to the Union Pacific Railroad Tracks, east to 185<sup>th</sup>, north to the Portland City Limits.

**Section 3**

Membership: Membership in WCG shall be open to all people who live or own property or hold a business license within the boundaries of WCG.

Non-Discrimination: WCG shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of their policies, recommendations or actions.

Consent: If a person is eligible to be a member of WCG (see Section 3 Membership of this section) and indicates a desire to be a member by checking the member box on the sign-in sheet at two consecutive meetings, then he/she will be deemed to be a member and can vote at the Annual meetings. The Secretary will maintain a current list of all association members.

**Section 4**

Dues: No membership dues shall be assessed.

**Article II Purpose**

**Section 1**

The purposes for which WCG shall be organized are:

- a. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the WCG and other neighborhoods, governmental units and other agencies,
- b. To provide an open process by which all members of the WCG may involve themselves in the affairs of the neighborhood,

- c. To be organized exclusively for non-profit, educational, environmental livability and/or charitable purposes, and
- d. To do and perform all activities related to said purposes, to have and enjoy all powers granted and engage in lawful activities for which corporations may be organized under ORS Chapter 65.

## **Article III Structure**

### **Section 1**

#### Officers of the Association:

The officers of the WCG shall be: Chairperson, Vice Chairperson, Secretary, and Treasurer, all of whom are also qualified members of the board of directors.

### **Section 2**

Qualified Directors: Qualified directors must hold membership in WCG as defined in Article I, Section 3. The members of the Board of Directors shall not receive compensation for personal services except for actual expenses incurred while performing director's duties as established by the Board of Directors.

Board of Directors: The Board of Directors hereinafter referred to as the Board, shall consist of the officers of the association, plus eleven (11) members at-large. There will be no more than fifteen (15) board members, but on occasion there may be fewer.

Indemnification: WCG agrees to indemnify and hold harmless each Board Member from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his/her capacity as a Board Member, including without limitation, actions taken or omitted by the Board Member consistent with these Bylaws and in furtherance of the business or affairs of the WCG. The satisfaction of any indemnification of the Board Members under this Section will be from, and limited to WCG assets, and the WCG members shall not have any personal liability on account thereof.

### **Section 3**

Establishing Committees: Ad hoc committees may be established by the Chairperson or the majority of the Board for specific, short term projects or issues that affect the neighborhood. Committee reports must be presented to the Wilkes Board on a regular basis.

### **Section 4**

Outside WCG Representatives: If by majority vote of the Wilkes Board a Wilkes member is to represent WCG on a committee not established by Wilkes, they must report to the Wilkes Board periodically.

### **Section 5**

Political Support: WCG shall take no position in support, opposition, or endorsement of any political candidate or political party. Candidates for elected office shall not attend WCG

Meetings for campaign purposes. WCG may take positions on ballot measures and referendums.

#### **Article IV Record Keeping**

WCG Records Requirements: To preserve the Boards' personal liability and protect WCG tax-exempt status, minutes of all board, general, and special meetings, committee reports, and Board decisions, and financial reports/records will be maintained for the life of the organization. The original, an electronic copy or physical copy of these materials when necessary, will be kept in a records book, which should also contain a copy of the WCG Articles of Incorporation, bylaws, and tax-exemption determination letters from the IRS. The current Secretary will keep the official records for the last two years in his/her possession. Records from previous years will be stored at the East Portland Neighborhood Office in order to protect loss of records.

#### **Article V Meetings**

**Section 1** WCG meetings consist of the following:

- a. General Meetings: There will be a minimum of four (4) general meetings of the membership each year. Notification shall be given for all general meetings of the membership (7) days in advance of the meeting.
- b. Board Meetings and Special Meetings: The Chairperson and Board of Directors may call a board or special meeting when it is not practical or timely to await consideration by the membership at the next scheduled membership meeting. Board meetings are open to any person, and all who wish to speak may be heard. Notifications shall be given for all meetings seven (7) days in advance (except emergency meetings, see Section 2). The Board shall meet a minimum of four (4) times each year in addition to the General Membership meetings.
- c. Meeting Agendas: The chairperson shall prepare the agendas for all board meetings, special meetings, and meetings of the membership. Any member may add an item to the agenda by submitting the item in writing to the Chairperson at least fourteen (14) days in advance of the scheduled meeting. Any member of the WCG may make a motion to add an item to the board, general, special, or emergency agendas at those respective meetings. Adoption of the motion requires a majority vote by the Board members present.
- d. Proposals: Any person or group, within or outside the WCG boundaries may propose in writing, items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the Agenda of the General Membership, Board, Special or Emergency meeting. The proponent and members directly affected by such proposals shall be notified in writing not less than seven days (excepting emergency meetings) prior to the meeting at which the proposal is to be received. The proponent may attend this meeting to make a presentation and answer questions concerning the proposal. The WCG shall submit recommendations and dissenting views as recorded at the meeting to the proponent and other interested parties upon request.

## **Section 2**

Emergency Meetings: Emergency meetings may be held with less than seven days' notice but not less than 24 hour notice. WCG will attempt to notify known parties that have a direct interest in the topic of the meeting. Minutes of the emergency meeting shall state the nature of the emergency and why the meeting could not be delayed to allow a seven day notice. Members conducting business at the meeting may make decisions or deliberate decisions only on the agenda topic or topics for which the meeting was called.

## **Section 3**

Participation: Any Board, general, special, emergency, or committee meeting is open to any person.

## **Section 4**

Voting: The General Membership is required to vote on the following at the November annual general meeting.

- a. election of Board members,
- b. election of Officers,
- c. approval of revisions of the By Laws, and
- d. any item referred by the Board to the General Membership.

For liability reasons, only Board members may vote on all other matters.

Whenever possible, a straw poll shall be taken with the members during which initial discussion will occur and all input will be taken into consideration before the Board takes a final vote for decision. Bylaw revisions and referendums require a simple majority (more than 50%).

Board Quorum: One-half the number of filled board positions shall constitute a quorum for the transaction of business. Unfilled WCG Board positions shall not be considered in the calculation of the quorum.

Membership Quorum: A quorum for the membership shall consist of the equivalent of one half the number of the filled board positions.

Membership Actions: Items requiring a vote of the General Membership are election of Board members, election of officers, and approval of revisions of the bylaws, and any item referred by the Board to the General Membership. Bylaw revisions and referendums require a simple majority (more than 50%).

Proxy Votes: Proxy voting and voting by mail or by electronic mail are prohibited.

## **Section 5**

Eligibility: Only WCG members shall be qualified to hold an elected or appointed position.

## **Section 6**

Elections: The Board of Directors shall be elected for a period of two (2) years beginning at the time of their election and ending at the election two years later. In the case of members appointed between elections, their terms shall end at the election during the next annual meeting. In the interest of continuity, one half of the board members shall be elected (as far as possible) on alternate years. Elections will be held at the November general membership meeting. All nominees should have reviewed these Bylaws and consented to serve if elected. The Board of Directors may fill any vacancy by appointment.

## **Section 7**

Grievances: Grievances are limited to procedural violations of WCG and/or Office of Neighborhood Involvement Standards that directly affect the outcome of a group's decision.

Grievance Procedure: Any person or persons who feel they have a grievance against WCG may submit a written complaint to any member of the Board of Directors within forty-five (45) business days of the alleged incident. The grievance must be reviewed and responded to by the WCG within sixty (60) calendar days from receipt of the grievance. Deliberations of the WCG Board may be held in executive session. The findings of a grievance shall be a matter of public record. The WCG response shall be in writing and include supporting findings of the decision. Report of any grievance filed and findings reached will be made at the next general meeting of the WCG and recorded in the official minutes of that meeting.

Only if there is unsatisfactory resolution of a grievance with WCG, the grievant may appeal to the East Portland Neighborhood Office. Such appeal must be made within fourteen (14) days from the date the decision is rendered by the WCG.

## **Section 8**

Mediation: Any conflict involving WCG wherein the affected parties are unable to agree upon an individual to facilitate a settlement, the Office of Neighborhood Involvement should be contacted for assistance through the Neighborhood Mediation Program.

## **Section 9**

Declaring a Conflict of Interest: Whenever a Board member determines s/he has a conflict of interest relating to an item under discussion, the Board member must inform the body hearing the discussion (membership or Board) that there is a conflict of interest. This must be recorded in the minutes. Board members shall not vote on matters in which they have a conflict of interest.

## **Section 10**

How Decisions Are Made: The WCG will use their Standard Operating Procedures for decision-making purposes. For Voting and Quorum processes, see Article V, Section 4 of this document.

# **Article VI Roles and Responsibilities**

## **Section 1**

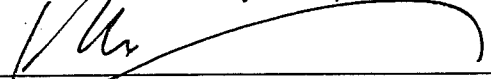
Duties of the Officers of WCG: The responsibilities of the officers shall be as follows:

- a. Chairperson: The Chairperson shall prepare agendas for, and preside over all meetings of the general membership and Board of Directors. The chairperson shall prepare meeting notices for Board, general, and special meetings. The Chairperson shall be the chief executive officer of the WCG and shall be an ex-officio member of all committees of WCG.
- b. Vice Chairperson: The Vice Chairperson shall assist the Chairperson with meeting notifications and other duties as required and shall function as Chairperson at meetings in the Chairperson's absence or may on a rotation basis.
- c. Secretary: The Secretary shall keep, or cause to be kept, minutes and written records as designated in Article IV Section 1. The Secretary shall file minutes at the designated city neighborhood office. The records shall be available for inspection for any proper purpose at any reasonable time.
- d. Treasurer: The Treasurer shall be held accountable for all funds and shall give an accounting at each general meeting of the WCG; shall receive, safe keep, and disperse WCG funds, with all disbursements requiring the signature of the Treasurer and a member of the Board. The Treasurer must have Board approval for all disbursements from the WCG bank account. In the event of formal dissolution of the WCG, the Treasurer shall be responsible for drafting a resolution to donate any remaining assets to a recognized charitable organization.

**Section 2**

Duties of the Board of Directors: The Board of Directors shall be responsible for the management of the affairs of WCG. The members of the Board shall attend regular meetings of the Board, general meetings, and special meetings unless they have notified the Chairperson in advance of their absence. Board members shall be accountable to the general membership, and shall comply with these bylaws. The Board may appoint a replacement Board member, in case of vacancy, to fill an unexpired term. The Board, by majority vote, may consider vacant any Board position involving unexcused absences by a Board or committee member missing three consecutive meetings.

Wilkes Community Group approved these Bylaws on November 7, 2017.

  
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Richard Mohle  
Wilkes Community Group Chairperson

Nov. 26, 2017  
Date Signed

  
\_\_\_\_\_  
Jill Erickson  
Wilkes Community Group Secretary

1/7/18  
Date Signed

Adopted Previously:  
November 4, 2014