BYLAWS
OF THE
SELLWOOD-MORELAND IMPROVEMENT LEAGUE (SMILE)

ARTICLE 1
DECLARATION
1. SMILE endorses the right of all people to live safely and without fear in our neighborhood.
2. SMILE, as a neighborhood association, respects the diversity of all cultures and ethnic groups within our borders.
3. SMILE wishes to protect and promote the reputation of respect and tolerance.
4. SMILE encourages all of its members to reaffirm the common humanity of all people and the intrinsic value of every individual.
5. SMILE condemns all ideologies which preach discrimination against or hatred of any person on the basis of race, religion, national origin, age, sex or sexual preference.

ARTICLE 2
MEMBERSHIP AND DUES, BOUNDARIES
1. Membership. Any person shall be considered a member of the Sellwood-Moreland Improvement League (SMILE) by meeting any one of the criteria listed below.
   No person or business shall be entitled to more than one vote on matters concerning SMILE by virtue of qualifying under more than one criterion. A SMILE member must have attained the legal age of 18 in order to be a voting member of SMILE.
   (a) Residing within the boundaries of SMILE.
   (b) Owning real property within the boundaries of SMILE but unable to qualify under (a) above. Voting representation by one person is allowed in instances where property, irrespective of the number of parcels, is held by multiple owners, none of whom is able to qualify under (a) above (such as through joint tenancy, tenancy in common, a corporation, land trust or other legal entity).
   (c) Being a representative of a business with at least one business address within the boundaries of SMILE, and whose owner(s) cannot qualify under (a) or (b) above. Such businesses are entitled to voting representation by one person.
2. Dues. SMILE shall not charge any dues or membership fees.
3. Contributions. Fund raising SMILE may accept voluntary contributions.
4. Boundaries. The boundaries of SMILE are as follows:
   Beginning at the intersection of McLoughlin Boulevard and the Portland city limits northerly along McLoughlin Boulevard to a point due west of the southwest corner of the Eastmoreland Golf Course, then westerly along this line to its intersection with the golf course; then northerly along the western edge of the golf course to an intersection with the extended midline of SE Reedway, then due west along this line to its intersection with McLoughlin Boulevard; then along this street to its intersection with SE Holgate; then westerly along this line to its intersection with the midline of the Holgate Slough; then southerly along this line to the intersection with the Willamette River; then southerly along this line to the intersection with the Portland city limits; then easterly along the city limits to the starting point.
ARTICLE 3
MEETINGS

1. Regular General Membership Meetings. The regular general membership meetings of SMILE shall be held on the first Wednesday of the month at 7:30 P.M.
When the first Wednesday of any month falls on a legal holiday, the President of SMILE (President) may reschedule the regular membership meeting provided that notice is given in accordance with Paragraph 6 of this Article.

2. Special General Membership Meetings. The President may call a special general membership meeting at any time. The President shall call a special general membership meeting if petitioned to do so by written petition signed by fifty members of SMILE and submitted to the President.

3. Regular Board of Directors Meetings. Regular meetings of the Board of Directors (Board) shall be held on the third Wednesday of the month at 7:30 p.m. When the third Wednesday of any month falls on a legal holiday, the President may reschedule the Board meeting, provided that notice is given in accordance with paragraph 6 below.

4. Special Board of Directors Meetings. Special meeting of the Board may be called by the President. The President shall cause at least three days’ prior notice to be given to each Director, specifying the time and place of the meeting and the items to be discussed. A special meeting shall be called only when matters before the Board cannot be delayed until the next regular Board meeting for consideration or action.

5. Subject Matter of Meetings. Limitation on Subject Matter of Special Meetings. Any matter may be discussed or acted on at a regular general membership meeting or regular Board meeting, except that the Bylaws may be amended only in compliance with Article 11. For special general membership meetings and special Board meetings, only those matters listed in the notice required in Paragraph 6 below may be discussed or acted on at the meeting.

(a) The President shall cause a notice of each regular general membership meeting, special general membership meeting and regular meeting of the Board to be published in a newspaper of general circulation and posted at the SMILE Station at least one week prior to the meeting. Actual (direct) notice must be provided to specifically interested persons who have requested notification in writing, including any media.

(b) The President shall cause a notice of any special meeting of the Board to be posted at the SMILE Station at least three days prior to the meeting. Actual (direct) notice must be provided to specifically interested persons who have requested notification in writing, including any media.

(c) All notices posted at the SMILE Station must be located where they can be readily observed from the public sidewalk and approachable and readable by the public on paved surfaces without entering the building.

(d) Notices of regular general membership meetings and regular Board meetings must include a specific agenda of subject matter to be discussed, reported on or voted on at the meeting.

(e) Notices of special general membership meetings and special Board meetings must include a specific agenda of subject matter to be discussed, reported on or voted on at the meeting.

(f) The President shall make reasonable efforts to notify as many SMILE members as possible of any special general membership meeting. Action taken at a Bylaws of the Sellwood-Morpland Improvement League
special general membership meeting or special Board meeting is void if notice of the
proposed action is not given as set forth in this Paragraph 6, Notice of Meetings.

(g) Notice of any proposed amendment to the Bylaws must be posted at the
SMILE Station at least one month prior to the general membership meeting at which the
proposed amendment is scheduled for action by the general membership.

7. Annual Meeting. The annual meeting of the general membership of SMILE
shall be held at the regular general membership in May. The purpose of the annual
meeting is to elect Officers of SMILE and Directors of the Board and to hear and
consider the report of the President regarding the financial condition of SMILE, and
activities of the past and coming year.

8. Conduct of General Membership Meetings: Voting. Twenty voting members
of SMILE shall constitute a quorum at any general membership meeting. A quorum must
be present at the time any motion is introduced and at the time any votes are cast. The
votes on any motion or election shall be cast simultaneously. Votes must be cast in
person; no proxies are allowed. Except as specifically provided otherwise in these
Bylaws, general membership meetings shall be conducted according to Robert’s Rules of
Order, and every member shall be offered the opportunity to speak in the “town hall”
tradition. The President may include an agenda item suggested by a member but must
include an item at the next general membership meeting, for which all notice
requirements can be met, if petitioned to do so by a written petition signed by fifty
members of SMILE. A two-thirds majority vote is required to introduce new action
items to the prepared agenda of a regular general membership meeting for immediate
consideration, except that a motion to remove an Officer or Director cannot be placed on
the agenda in this manner. The vote of the majority of the members present is the act of
the membership, except as otherwise stated in the Bylaws.

9. Conduct of Board Meetings: Voting. Seven Board members shall constitute a
quorum at any Board meeting. A quorum must be present at the time any motion is
introduced and at the time votes are cast. Each Board member shall have one vote. The
votes on any motion or election shall be cast simultaneously. Votes must be cast in
person; no proxies are allowed. Except as specifically provided otherwise in these
Bylaws, Board meetings shall be conducted according to Robert’s Rules of Order, as
modified by any rules established by the Board, and every Board member shall be offered
the opportunity to speak. The President shall include any item suggested by a Director on
the prepared agenda for a regular or special Board meeting. A two-thirds majority vote is
required to introduce new action items to the prepared agenda of a regular Board meeting
for immediate consideration. The vote of the majority of the Board members present is
the act of the Board, except as otherwise stated in the Bylaws.

ARTICLE 4
BOARD OF DIRECTORS

1. Number of Directors; Composition of Board. The Board of Directors shall be
composed of the President, Vice-President, Secretary, Treasurer and eight Directors at
large.

2. Term of Directors at Large. Directors at large shall be elected to two year
terms. The terms shall be staggered so that the terms of four Directors at large expire
each year. The term of a Director at large shall be determined upon election.

3. Powers. The Board shall have the following powers:
(a) To manage and control the business and property of SMILE.
(b) To make rules and regulations consistent with Oregon laws and the Bylaws regarding the transaction of business of SMILE and the execution of the duties of the Officers and committees.

(c) To generally exercise all powers necessary for the transaction of the business of SMILE, except as reserved to the membership.

(4) Functions. As part of the powers set forth above, the Board shall have the following functions:

(a) To recommend to the membership goals and priorities for SMILE.

(b) To prepare the annual budget, and make recommendations for the expenditure of funds.

(c) To expend funds as approved under the annual budget, and to control and supervise the funds of SMILE as set forth in Article 9.

(d) To review and make grants of funds as set forth in Article 10.

(e) To operate the Oaks Pioneer Church under contract with the City of Portland.

(f) To operate the SMILE Station.

(g) To control, supervise and delegate authority to committees as set forth in Article 8.

(h) To appeal land use decisions under the City of Portland Zoning Code, to appeal any other decision of a governmental agency when appeal is available and to defend against and prosecute civil litigation.

(i) To authorize individuals to sign notes, checks, drafts, warrants, agreements, contracts and other instruments on behalf of SMILE, subject to the provisions of Article 9, Paragraph 2.

(j) To establish rules and procedures for the handling of funds by the Treasurer and any other individuals authorized by the Board.

ARTICLE 5
OFFICERS

1. Officers. Terms. The officers of SMILE shall be: a President, Vice President, Secretary and Treasurer. Officers are elected to serve one-year terms. The President shall serve no more than two consecutive terms. No person shall hold two offices simultaneously. Officers shall take office at the time of the first regular Board meeting following their election.

2. Duties. The duties of Officers shall be as follows:

(a) President. The President shall set the agenda and preside at all Board and membership meetings, shall implement the decisions of the Board, shall perform such duties as authorized or required by the Board, the general membership or the Bylaws and shall enforce rules and regulations established by the Board. The President may delegate the function of presiding over a general membership meeting or Board meeting to any person only if the Vice-President is unwilling or unable to preside but may not in so doing delegate his voting right.

(b) Vice-President. The Vice-President shall perform the duties of the President in the President’s absence.

(c) Secretary. The Secretary shall record and maintain minutes of all membership and Board meetings, assist the President with correspondence and maintain the non-financial files of SMILE.

(d) Treasurer. The Treasurer shall have charge of all funds of SMILE and shall keep and deposit such funds in the name of SMILE at a bank or banks as designated by
the Board. The Treasurer shall make and present a financial report, verbally or in writing
at regular general membership meetings.

ARTICLE 6
MATTERS APPLICABLE TO DIRECTORS AND OFFICERS

1. Qualifications. A Director or Officer must be over 18 years of age and must
continuously be a member of SMILE for the term of his or her directorship or office.

2. Elections. Directors and Officers shall be elected as set forth in Article 7.

3. Removal by Board. Directors and Officers may be removed from directorship
or office by a unanimous vote of the Board, except that the challenged Director shall not
be entitled to vote on the removal action. If approved, removal shall take effect
immediately. Grounds for removal are limited to the following:

(a) A Director may be removed from directorship for missing three consecutive
Board meetings.

(b) An Officer may be removed from office for missing three consecutive
membership meetings.

(c) A Director or Officer may be removed for failure to be qualified as set forth
in Article 6, Paragraph 1.

4. Removal by General Membership. A Director or Officer may be removed by a
two-thirds vote of the general membership at a regular general membership meeting. The
proposed action must be listed in the published meeting agenda.

5. Vacancy. Wherever a vacancy in a directorship or office shall occur, whether
by death, resignation, removal or other cause, the position shall be filled by election of a
successor Director or Officer. The election shall occur at a regular membership meeting
as soon as practicable after the vacancy occurs. Article 7 shall not apply to elections to
fill a vacancy. Notice of the vacancy and scheduled election shall be given by
announcement at the first SMILE general membership meeting after the vacancy arises
and the election shall be held no earlier than the first general membership meeting
following the announcement. An election to fill a vacancy must be held at a SMILE
general membership meeting. The successor elected to fill a vacancy shall serve the
remainder of the term of the predecessor.

ARTICLE 7
ELECTION OF DIRECTORS AT LARGE AND OFFICERS

1. Time of Election. Directors at large and Officers shall be elected at the annual
membership meeting.

2. Nominations. Nominations for Directors at large and Officers shall be made
by a five-member Nominating Committee comprising three Directors and two other
members of SMILE. The committee shall solicit names for service from the community.
The committee shall publish a notice in a newspaper of general circulation that
nominations are open, and shall announce the election date and method of nominating
candidates at the general membership meeting prior to the annual membership meeting.
Nominations must be open at least 30 days preceding the election, and may be made by
any member of SMILE. The committee shall present its nominations for Directors at
large and Officers at the annual meeting. Nominations from any member of SMILE will
be accepted during the annual meeting prior to the vote, provided the nominee has
consented to serve, if elected.

3. Election of Directors at Large. Four Directors at large shall be elected in even-
umbered years and four shall be elected in odd-numbered years. Directors at large shall

Bylaws of the Sellwood-Moreland Improvement League  Page 5 of 8
be elected as a group. The four nominees at an election receiving the most votes shall be elected.

4. Election of Officers. Officers shall be elected separately by office. The nominee receiving the highest number of votes cast for an office shall be elected.

ARTICLE 8
COMMITTEES

1. Purpose; Creation. The purpose of committees is to do work limited to a particular project or subject matter. SMILE shall have permanent committees called standing committees. The Board may create additional committees of limited or unlimited duration at its discretion.

2. Standing Committees. The standing committees shall be Land Use, Transportation, Oaks Pioneer Church, SMILE Station, Crime Prevention, Nominating, Finance, Special Events Resource and History.

3. Appointment of Chairperson, Committee Members. Each year the President shall appoint the chairperson of all committees. Each committee shall have at least one Director or Officer in its membership.

4. Committee Members; Number and Qualifications. Committee members shall be members of SMILE. Committees should be comprised of at least three members. The Nominating Committee shall be comprised of five members when it nominates nominees for directorships or offices.

5. Goals and Objectives of Non-Standing Committees. Upon appointment of a chairperson, the President shall submit to the Board the goals, objectives and the operating and reporting procedure of any committee that is not a standing committee.

6. Supervision; Authority. All committees shall operate under the supervision and control of the Board. The Board may by resolution delegate certain decision-making authority to a committee.

ARTICLE 9
FINANCE

1. Control of Funds. The Board shall control and supervise all funds of SMILE and shall handle and expend such funds through its Officers and agents as authorized by these Bylaws and resolutions of the Board. The Finance Committee shall prepare a proposed SMILE budget annually for review and recommendation to the general membership by the Board. The proposed budget shall be presented for review and approval at a regular general membership meeting.

2. Signing of Instruments. All notes, checks, drafts, warrants, agreements, contracts and other instruments shall be signed by the Treasurer and countersigned by the President or another Officer.

ARTICLE 10
GRANTS

1. Approval Authority. The Board may approve expenditures in the form of grants to recipients qualified according to the criteria listed in Paragraph 2 of this Article. Such grants must be for purposes and in amounts consistent with the adopted SMILE budget. The Board may, at its discretion, refer a proposed grant approval to the general membership for approval. The membership must either approve or disapprove the referred grant proposal by majority vote and cannot vary the amount of the grant as...
recommended by the Board. The membership is without authority to initiate, approve or
otherwise act on grants except upon a specific recommendation from the Board.

2. Criteria for Approval. In order to approve a grant the Board must find that the
grant meets all of the following conditions:

(a) The grant will be expended primarily for facilities or services provided within
the boundaries of SMILE; however, the Board may make an exception provided the basis
for the exception is clearly stated in the motion and/or meeting minutes.
(b) The grant will benefit the Sellwood-Moretland community.
(c) The grant is for a specific purpose.
(d) At the discretion of the Board, the grant applicant may be required to submit a
letter stating that the applicant's books and records will be available for inspection by
SMILE Officers at any time and that the applicant is authorized to make the statement.
(e) There are funds available within the annual budget for the grant.
(f) There is no readily available alternative source of funds for the applicant.

3. Conditions of Approval. The Board shall attach conditions of approval to
grants as necessary to assure grantee performance and the use of funds for the purposes
intended by the Board. Such conditions shall be clearly stated in the motion approving a
grant.

ARTICLE 11
AMENDMENT OF BYLAWS

1. Amendment. These Bylaws may be amended to add, change, or delete any
provision by the affirmative vote of two-thirds of the members present at a regular
membership meeting and provided that notice of the amendment is given as set forth in
Article 3, Paragraph 6.

ARTICLE 12
GRIEVANCE PROCEDURES

1. Eligibility to Grieve. Any person or group adversely affected by a decision or
policy of SMILE may submit in writing a complaint to the President.
2. Review. Within a reasonable time after receipt of the complaint, the President
shall meet with complainant or shall appoint a chair to form a Grievance Committee to
meet with the complainant to review the complaint. The President, or Grievance
Committee if appointed, shall make a recommendation to the Board at the next regularly
scheduled Board meeting for resolution of the matter. The Board shall have authority to
make final resolution of the matter.

ARTICLE 13
CONFLICT OF INTEREST

1. Definition. A conflict of interest exists for a Director or member whenever the
e exercise of such person's judgment on a matter before the membership or Board will be
or reasonably may be affected by that person's financial, business or property interests.
2. Declaring the Conflict. Whenever a Director or member determines that he or
she has a conflict of interest, such person must so inform the body hearing the proposal.
3. Absentee From Voting. A Director or member shall not vote on any matter in
which he or she has a conflict of interest.
4. Challenges. The Board shall be the final arbiter of alleged conflicts of interest.
The vote of two-thirds majority of Board members present shall be required to declare a
Director or Officer ineligible to vote on a proposed action.

Bylaws of the Sellwood-Moretland Improvement League
ARTICLE 14
CONSIDERATION OF PROPOSALS BY NONMEMBERS
1. Submission of Proposals. Any person or group not a member of SMILE, including any city or other governmental agency, may propose to the President an item or items for inclusion on the agenda.
2. Notification. If the President includes the item or items in the agenda, the President shall notify the proponent.

ARTICLE 15
MISCELLANEOUS
1. Definitions.
   (a) Bylaws as used herein means the Bylaws of the Sellwood-Moreland Improvement League.
   (b) Director as used herein means a Director of the Board of Directors of SMILE, and includes an Officer.
   (c) Director at large as used herein means a Director who is not an Officer.
2. Fiscal Year. The fiscal year shall be from October 1 of each year through September 30 of the next year.
3. Public Meetings. Records. SMILE shall abide by all Oregon statutes relating to public meetings and public records. Official actions taken by SMILE shall be on record and shall be recorded in the minutes of each meeting.

Introduced and Adopted this 3rd day of April, 2002.

[Signatures]
President
Secretary

Adopted April 7, 1993; Amended May 4, 1994; March 3, 1999; May 2, 2001; April 3rd, 2002.