

# **BYLAWS OF THE RICHMOND NEIGHBORHOOD ASSOCIATION**

Amended June 10, 2013

Amended June 12, 2017

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## **Bylaws of the Richmond Neighborhood Association**

### **Article I - Name**

Richmond Neighborhood Association (Oregon State Nonprofit Corporation). Also known as RNA in the following articles.

### **Article II - Offices**

Permanent mailing address is the Southeast Uplift (“SEUL”) District Coalition Office, 3534 S.E. Main, Portland, OR 97214, (503) 232-0010

### **Article III - Purpose**

The Goal of the Richmond Neighborhood Association (RNA) is to provide a forum to develop neighborhood cohesiveness and improve livability by coordinating neighborhood projects, disseminating information and promoting active involvement in neighborhood activities.

### **Article IV - Boundaries**

#### **Section 1 - Boundaries and Map**

The geographic boundaries of this organization shall be the area within the following:

Between SE Hawthorne Blvd and SE Powell Boulevard; between SE 29<sup>th</sup> Ave. and SE 50<sup>th</sup> Ave. north of SE Grant St.; between 28<sup>th</sup> Pl. and SE 50<sup>th</sup> Ave. between SE Grant St. and Division St.; and between SE 29<sup>th</sup> Ave. and SE 52<sup>nd</sup> Ave. south of SE Division St.

#### **Section 2 - Boundary Amendments**

The RNA Boundaries may be amended by a majority vote at the annual membership meeting for elections. Procedures of the Portland Office of Neighborhood Involvement shall be followed.

### **Article V - Membership**

#### **Section 1 - Requirements**

Any person at least 18 years of age residing, holding an interest in real property, or operating a business within the boundaries of the RNA, and who consents to being a member, shall be deemed a member.

#### **Section 2 - Nondiscrimination Clause**

Full membership rights shall not be denied for any reason including race, religion, sex, sexual

preference, gender identity, or age.

## **Article VI - Meetings**

### **A) Combined General Membership and Board Meeting**

General Membership meetings and the meeting of the Board of Directors shall occur at the same time, so that the General Membership Meetings and Board Meetings will not occur in alternating months. These meetings are chaired by the Chair, Co-Chair, or an appointed meeting facilitator.

### **B) Frequency and Location**

Meetings will be held each month, the second Monday, except the month of January (or any other month chosen by the Board of Directors) when the Board will hold its Annual Retreat. Meetings will occur within the geographic boundaries of the organization and at a location determined by the Board. The current adopted standing rules specify the time of meetings. Special meetings may be called by the Chair by giving notice to the board and general members of the time, place, and items to be discussed or acted upon at least three calendar days before the special meeting. A special meeting shall not be called unless sufficient time is not available to consider a pertinent matter at the regular board meeting.

### **C) Quorum**

A quorum shall consist of five (5) Board members.

### **D) Notification**

The Board and General membership shall be notified not less than seven (7) days preceding any monthly meetings or elections. Notification shall be by mail, posted notices, telephone calls, electronic mail, webpage postings, or any other appropriate means of communication appropriate to reach a majority of the membership.

### **E) Participation**

Discussion on issues will be open to all members as directed by the Chair or Co-Chair.

### **F) Annual General Membership Meeting**

The annual General Membership meeting shall be in May, at which time the Board of Directors is elected (for those Directors whose term is expiring or to fill vacant positions) and the Bylaws may be amended. By majority vote of the Board, the Annual Meeting may be set for June or July if circumstances exist for requiring rescheduling the Annual Meeting.

## **Article VII - Board of Directors**

### **Section 1 - Powers**

The Board of Directors shall be responsible for all business coming before the RNA and assuring that members are informed of business that affects them through reasonable means of notification. The Board of Directors has the responsibility of acting in the best interest of the Neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

### **Section 2 - Number**

The Board of Directors shall consist of a maximum of fifteen (15) members. Individual positions may be shared, but together will still have a single vote in decisions.

### **Section 3 - Terms of Directors**

Directors are elected for two (2) year terms. Director positions are staggered with positions up for election in odd-numbered years for those directors elected in odd-numbered years, and positions up for election in even-numbered years for those directors elected in even-numbered years. Vacancies may be filled at anytime during the year at a regularly scheduled meeting by vote of the members under the notice provisions of the Election Standing Rules (ESR).  
(Amended 8/12/19)

### **Section 4 - Responsibilities**

To notify, inform and solicit the opinions of the membership on any issue affecting the neighborhood area before adopting any policy or recommendation.

To notify any person submitting a proposal to the association of any meeting to review the proposed policy or action that affects the neighborhood before adopting any recommendation.

To hear grievances and complaints submitted by the membership according to Article XIV.

To record majority and minority views on issues considered by the neighborhood and transmit this record to those proposing changes and to the appropriate agency upon request.

To form an Executive Committee.

To review proposals submitted to the Association at the next meeting, unless otherwise determined by the Chair.

### **Section 5 - Monetary Remuneration**

Directors receive no remuneration for services, but shall be reimbursed for any expenses incurred executing approved RNA business subject to financial limitations in Article XIII.

### **Section 6 - Emergency Powers/Action Outside of Meetings**

The Executive Committee shall have the right to make decisions for the Board in emergencies when the Chair chooses not to call a special meeting. All actions shall be presented to the full Board of Directors at the next meeting for approval. The Executive Committee must provide a minimum of 24 hours public notice before meeting.

Directors are expected to always represent the RNA in a way that is consistent with the directives of the Board of Directors. Decisions affecting the RNA should be brought to the Board of Directors for discussion and approval.

### **Section 7 - Executive Committee**

The Board of Directors shall form an Executive Committee which will consist of the Chair (or Co-Chairs), Vice Chair, Treasurer, and Secretary that shall act on behalf of the Board to carry out its directives, write meeting agendas, and handle emergency problems. The Executive Committee may delegate to any of the Officers the duty of drafting the agenda. A quorum consists of three (3) of the Executive committee members.

## **Article VIII - Officers**

### **Section 1 - Terms of Officers**

The officers shall serve for one (1) year.

### **Section 2 - Titles and Duties**

#### **A) Chair or Co-Chairs**

The Chair or Co-Chair shall preside at all Board of Directors meetings and all membership meetings and shall perform such duties as the Board of Directors and the membership from time to time authorizes. The Chair shall represent the position of the Board of Directors and interests of the RNA.

#### **B) Vice Chair**

The Vice Chair will perform the duties of the Chair in the Chair's absence and as authorized by the bylaws or regulations of the Board of Directors. The Board may elect a Co-Chair instead of a Vice Chair, who will share the responsibilities of the Chair.

#### **C) Secretary**

The Secretary shall be responsible for recording and maintaining the minutes of Membership and Board of Directors meetings, assist the Chair with correspondence and maintain the non-financial files of the RNA. The Secretary may delegate the duties for recording the minutes to other Board Members and will maintain a list of Directors and their terms.

## **D) Treasurer**

The Treasurer shall have charge of all funds belonging to the RNA and shall keep and deposit the same for the RNA in a bank or banks in such manner as designated by the Board of Directors. The Treasurer shall make monthly financial reports to the Board of Directors.

## **Articles IX - Election of Directors**

The Board of Directors is elected by the members at large. Eligibility for election to the Board is the same as membership in the RNA.

### **Section 1 - Board of Directors**

Directors are elected by the general membership of the neighborhood by a majority vote at the Annual General Membership meeting in May. Vacancies may be filled at anytime during the year at a regularly scheduled meeting by vote of the Members under the ESR notice provisions. If seats remain vacant after the Annual Election, the Board may vote to hold another election the next month to fill more seats, whether using the same slate of candidates or allowing for more candidates, who must declare their candidacy by the 21-day deadline to submit Candidate Statements under the ESR. All members are eligible to the Board and be considered by the general membership. No Director may be seated until they sign the RNA's Code of Ethics. (Amended 8/12/19)

### **Section 2 - Officers**

Officers are elected by the Board of Director at the annual General Membership meeting, or at any regularly schedule meeting to fill a vacancy.

## **Article X - Vacancies**

### **Section 1 - Board of Directors**

Any member of the Board who misses three (3) meetings within the period of one (1) year without valid excuse shall be contacted and removed from office at the discretion of the Board. A member who misses five (5) meetings within the period of one (1) year, even with a valid excuse, will be contacted to determine their continuing interest. Mid-term vacancies on the Board may will be filled by vote of the members for the balance of the term under the ESR notice provisions. (Amended 8/12/19).

### **Section 2 - Officers**

The Board of Directors will elect a Director to fill any open Officer position to fill out the balance of the term. If no Director puts forth his or her name to fill a vacant position, the Chair

or Co-Chair shall appoint a Director to fill the position for the balance of the term.

## **Article XI - Voting**

### **Section 1 - General Membership**

Members are eligible to vote on changes to the Bylaws of the RNA, changes to the boundaries of the RNA, remove Directors, and to elect Directors. On all other issues the Board of Directors votes. Advisory or straw ballots may be taken at the discretion of the Chair. They are not binding on the Board of Directors, but will be reported as a minority position if the Board acts contrary to the results of the advisory ballot. (Amended 8/12/19).

### **Section 2 - Board of Directors**

Each Director has one vote. In the event that a position is shared, the shared position has one vote. If the shared vote is split their vote is recorded as an abstention. New Board Members may not vote on matters at the meeting in which they are elected to the Board, except on matters on which General Members are eligible to vote.

### **Section 3 - Committee Meetings**

Each Committee will decide its own method for reaching decisions.

### **Section 4 - Proxy Voting**

No Proxy Voting is allowed.

### **Section 5 - Recording/Reporting of Minority Opinions**

A decision by the Board of Directors will be recorded indicating the majority and minor vote. The Chair or Co-Chairs has the responsibility of representing the majority and minority positions and ensuring the approved actions are carried out.

## **Article XII - Committees**

The Board of Directors shall create such committees and appoint committee Chairs as needed by the Board. The Board of Directors shall define the purpose of the committees created, specify their tenure, and receive monthly progress reports. Members of committees do not have to be members of the RNA Board of Directors. Committee membership by members not on the Board will be encouraged to promote member involvement.

Committee chairs are responsible for conducting the business of that committee including holding meetings at least once a quarter. Committees not meeting at least once a quarter may be declared inactive and either be dissolved or new members and chair appointed.



Notice of committee meetings shall be given to all active and inactive members of a committee at least three days before a meeting.

Minutes of committee meetings should be kept and copies provided before the next Board of Directors meeting to the secretary in addition to reports given to the Board of Directors. Committee meetings consisting of 5 or more Board members fall within the Office of Neighborhood Involvement's (ONI) Open Meetings requirements and must notify the general membership as required in Section IV.D. and generally required by ONI's standards.

RNA Committee chairs report to the RNA Board of Directors and shall work within the scope and authorization given when the committee was formed. Actions outside the original authorization shall be submitted to the Board for approval. Exceptions may be made for emergencies where an action is required prior the next Board meeting and the Board of Directors Chair elects to not call a special meeting. In this event the action taken shall be submitted to the Board of Directors at the next meeting for approval.

### **Section 1 - Standing and Ad Hoc Committees**

#### **A) Process for Establishment and Dissolution**

Committees are created and dissolved by the Board of Directors as needed. The Board shall create a committee by motion. The chair shall appoint members and at his/her discretion either appoint a chair, or allow the newly formed committee to elect their chair.

### **Article XIII - Finances**

All RNA funds dispersed shall be approved by the Board of Directors.

#### **Section 1 - Fund Raising**

The Treasurer will be responsible for overseeing the proper handling of money raised and spent in fund raising projects. Fund raising will be carried out at the discretion of the Board of Directors.

#### **Section 2 - Dues**

No dues or membership fees shall be required for membership or voting.

#### **Section 3 - Funds Upon Dissolution**

Upon Dissolution all funds will be returned to those donating the funds if possible. The remaining balance will be transferred to the District Coalition Office, SEUL.

### **Article XIV - Grievance Procedure**

### **Section 1 - Person or Group Adversely Affected**

Within forty-five (45) days, any member adversely affected by a decision of the RNA, shall submit a written complaint to the Board. The grievance must state the alleged violation of the RNA Bylaws or ONI Standards and request a course of action to remedy the alleged violation. The complaint shall be reviewed by the Board at the next regular scheduled meeting of the Board, or at a specially called meeting within 60 days of the filed grievance. The Board may appoint a grievance committee to review the complaint and make recommendations to the Board. Such grievance committee shall consist of at least one Board member, at least one person from SEUL, and one person from the general membership, agreed upon by the interested parties.

### **Section 2 - Receipt of Complaint**

The complaint shall be acknowledged by the Board and the person(s) notified by seven (7) days before this meeting so they may attend.

### **Section 3 - Final Resolution**

The Board shall resolve the complaint or take appropriate action and advise the person(s) of its determination.

### **Section 4 - Mediation**

If the Board and the person(s) cannot arrive at a satisfactory resolution, at the request of either party, both parties shall meet for mediation. If after two (2) meetings no resolution is found the final decision of the Board of Directors shall stand.

### **Article XV - Removal of Directors**

Any and all board members may be removed, with or without cause, at a general membership meeting with a quorum of twelve (12) members called for that purpose, by a 2/3 majority vote of the members entitled to vote at an election of board members. General membership must be notified at least thirty days prior to a recall action. Recall may be initiated by the Board or a petition signed by twelve (12) members submitted to the Chair. Action will be taken at the next general meeting subject to being able to provide notification.

### **Article XVI - Open Meetings/Public Records**

All meetings will be governed by the standards set forth by ONI and are open to anyone wishing to attend. Minutes of meetings will be stored at SEUL with a list of those attending the meeting.

### **Article XVII - Parliamentary Authority**

The Roberts Rule of Order Revised shall govern the procedure of the Association when procedure is not covered by the Bylaws, with the exception of Board of Directors Elections.

(Amended 8/12/19)

### **Article XVIII - Standing Rules**

Standing Rules are an integral part of these Bylaws and contain specific operating procedures that may be changed at any meeting of the Board of Directors with prior notice given to all Directors and a two thirds majority vote.

### **Articles XIX - Adoption and Amendment of Bylaws**

The Bylaws may be amended at the Annual Meeting and at up to three (3) additional monthly meetings. Adoption of any amendments to the Bylaws shall require a two-thirds (2/3) vote by the Members present and voting at the RNA meeting. Members shall sign in and consent to being members to vote on amendments to the Bylaws.

Members may propose amendments to the Bylaws. All proposed Bylaw amendments shall be submitted in writing, hardcopy or electronically, to the Board Chair. The Board shall then consider, at a regular monthly meeting with seven (7) days agenda notice to the general membership, whether to submit the proposed Bylaw amendment(s) to the general membership for vote at a later meeting.

If the proposed Bylaw amendment(s) are submitted to the general membership for vote at a later meeting, notice of the vote shall: state the exact language of the proposed Bylaw amendment(s); specify the date, time and place for the vote; and shall be provided to members twenty-one (21) days minimum before the meeting at which the amendment(s) shall be voted on. The notice shall be provided to the general membership by email to the RNA email list/listserve and by posting on the RNA website. [amended 6/12/17]