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# Powellhurst-Gilbert Neighborhood Association Bylaws

## 1. PURPOSE

- 1.1 To serve as a body in order to gather, enlighten, inform, celebrate, champion, empower, and/or support Powellhurst-Gilbert neighbors, businesses, homes, school, environment and those invested in the neighborhood.
- 1.2 To facilitate a continuing increase in the well-being and standard of living of those persons residing within the bounds of the Association.
- 1.3 To provide a forum for organization, education, and research of information and ideas by assuring an open process by which all citizens of the community may involve themselves in the affairs of the community.
- 1.4 To provide structures for community building among members.
- 1.5 For such other purposes as are approved by the Board of Directors or membership.

## 2. MEMBERSHIP

- 2.1 Membership is open to all individuals who live, own property, have a business license, or represent a non-profit organization within the Powellhurst-Gilbert boundaries. Membership is also open to those who have a demonstrated interest in the neighborhood, in part through active attendance at Powellhurst-Gilbert Neighborhood Association Meetings, board meetings, or other PGNA sanctioned events.
- 2.2 Membership shall consist of individuals who have attended at least one of the three (3) previous general membership meetings and express their wish to be a member. The Board of Directors, at their discretion, may waive the attendance requirement for a particular meeting. Checking “yes” on the meeting sign-in sheet is one way to express the wish to be a member.
- 2.3 Each member is eligible to vote for election of board directors, bylaw amendments, and dissolution or merger.

### **3. VOTING**

- 3.1 Each member is entitled to one vote.
- 3.2 Attendance shall be recorded at each meeting.

### **4. MEETINGS**

- 4.1 General membership meetings will be held at least biannually (twice a year).
- 4.2 Special meetings may be called by the Chair, Secretary, or at the request of the Board, or by five (5) voting members.
- 4.3 Meeting notification shall be the responsibility of the Chair, Secretary, or other designated board member. There will be seven-day notification for regular and special meetings and at least 24 hour notification for all emergency meetings.
- 4.4 A quorum for a general or special meeting shall be seven (7).
- 4.5 Quorum for the board is half of the elected board.
- 4.6 The Secretary or one of the other board members shall take and present minutes for the approval of the members.
- 4.7 While we strive for consensus, action shall be by the majority of the members present.
- 4.8 A minority or dissenting view on any issue shall be recorded and transmitted along with any recommendation by the group.
- 4.9 PGNA will abide by the open meetings/public records policy governing the neighborhood system as set forth in the operating ordinance.
- 4.10 Subject to the approval of the board, the Chair, Secretary, or other board member shall prepare the agendas for all board, special, and general meetings of the membership. Any member may request to add an item to the agenda seven days in advance of the general meeting. Any member may make a motion to add an item to the board, general or special agendas at those respective meetings. Adoption of the motion requires a majority vote of the members present.

### **5. OFFICERS**

- 5.1 Officers shall consist of the Chair and a Secretary.
- 5.2 It shall be the duty of the Chair, Secretary, or other board member to preside at all meetings of the membership and Board of Directors. The Chair shall be the executive officer of the Powellhurst-Gilbert Neighborhood Association and,

subject to the Board of Directors approval, shall have the general supervision and control of the business of the group. He/She shall be an ex-officio member of all committees.

- 5.3 In the absence of or disability of the Chair, the Secretary or another board member shall perform all the duties of the Chair. When so acting, they shall have all the powers of and be subject to all the restrictions of the Chair.
- 5.4 The board shall keep, or cause to be kept, minutes of the proceedings of all meetings, a current active membership list, the attendance sheet at the meetings, supervise all correspondence, and such other duties as may be prescribed by the Board of Directors.
- 5.5 The board shall track and report upon all bank accounts and monies belonging to the Association. The Chair may designate one of the board members-at-large to perform the responsibilities of a treasurer.

## **6. BOARD OF DIRECTORS**

- 6.1 The Board of Directors shall consist of the Chair, Secretary, and up to nine board members at-large. The Board of Directors must have at least three board members.
- 6.2 The Board of Directors shall act for the Association as a whole whenever it is not practical for a matter to await consideration of the next general meeting. If the Board acts for the group, such action shall be reported to the membership at the next regularly scheduled meeting,
- 6.3 Any elected or appointed director may be removed, with or without cause, by a majority vote of the members at a membership meeting called by the board for that purpose.

## **7. TERMS OF OFFICE AND ELECTIONS**

- 7.1 Election of officers and at-large members of the Board of Directors shall be held at the regular November general meeting.
- 7.2 The term of office for all officers shall be for two (2) years which shall run from December 1st to November 30th.
- 7.3 The term of office for at-large members of the Board of Directors shall be for two (2) years, up to four (4) being elected in odd numbered years and up to five (5) in even numbered years.
- 7.4 Officers and Directors shall be elected by a majority vote of the qualified members present at the regular November meeting.

- 7.5 A vacancy shall exist when a Director has three (3) unexcused absences from regular general membership meetings. When a vacancy occurs for the above reason, or due to death, resignation or disqualification, such a vacancy shall be filled by majority vote of the Board of Directors for the unexpired portion of the term.

## **8. COMMITTEES AND WORKING GROUPS**

- 8.1 The Board or general membership may vote to create an ad-hoc single-issue “Working Group” of broad scope to assist in the activities of the neighborhood association.
- 8.2 A “Working Group” will focus on a specific issue brought to the attention of the general membership and has an expected or specific duration. A Working Group is dissolved upon resolution of the issue for which it was established. The Chair, with approval of the Board or general membership, shall appoint members of the Working Group. A Working Group will abide by the same rules and regulations as the neighborhood association.
- 8.3 Committees may be of broader scope and focus on one or more ideas, concepts or projects. Committees have no expected end point. Committees are disbanded by majority vote of the general membership. Each individual committee will elect a chairperson for that committee and abide by the same rules and regulations as the neighborhood association. Committee membership is open to any neighborhood association member who expresses interest in participating. Committees are supervised and report to the board.

## **9. FUNDING**

- 9.1 No membership dues shall be required and sources of income may include, but are not limited to, contributions, contracts, or grants. The Powellhurst-Gilbert Neighborhood Association may accept and dispense monies, goods and services in the conduct of its official business.

## **10. NON-DISCRIMINATION**

- 10.1 PGNA 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.

## **11. CONSIDERATION OF PROPOSALS**

- 11.1 Any person or group, within or without the neighborhood association boundaries may propose in writing, items for consideration and/or recommendation to the Board. The Board shall decide whether the proposed items will appear on the Agenda of the Board, an active committee, a General Meeting or Special Membership meeting

- 11.2 The proponent and members directly affected by such proposals shall be notified in writing not less than seven (7) days 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 neighborhood association shall submit recommendations and dissenting views as recorded at the meeting to the proponent and other interested parties.

## 12. CONFLICT OF INTEREST

- 12.1 Whenever a board member determines that he/she has a conflict of interest relating to an item under discussion, he/she must inform the body (membership or board) hearing the proposal that the conflict of interest exists and this must be recorded in the minutes. The board member with the conflict of interest may elect to abstain from voting on the transaction.

## 13. GRIEVANCES

- 13.1 **One-on-One Dialogue and Mediation:** Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.
- 13.2 **Eligibility to Grieve:** Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws that has directly affected the outcome of a decision of the Powellhurst-Gilbert Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.
- 13.3 **Processing the Grievance:** The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comments an opportunity to be heard. The committee shall then forward its recommendations to the Board.
- 13.4 **Final Resolution:** Within 120 calendar days from receipt of the grievance, the Powellhurst-Gilbert Neighborhood Association shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

## 14. AMENDMENTS

- 14.1 These Bylaws may be amended by a two-thirds (2/3) vote of qualified members present at a general membership meeting. No amendment can be voted upon unless said proposed amendment was presented at the previous general membership meeting.

## **15. BOUNDARIES**

15.1 The boundaries of the Powellhurst-Gilbert Neighborhood Association are, starting at the northwest corner: south on SE 82nd Avenue from Division Street to Powell Boulevard, east on SE Powell Boulevard to I-205 freeway, south along I-205 freeway to Boise Street, east on SE Boise Street to 104th Avenue, south on SE 104th Avenue to Harold Street, east on SE Harold Street to 111th Avenue, south on 111th Avenue to Foster Road, east on Foster Road to 145th Avenue, north on 145th Avenue to the western edge of Powell Butte Park, north along the Powell Butte Park boundary to where it intersects the extension of 142nd Avenue, north along the extension of 142nd Avenue to Division, west on SE Division Street to 82nd Avenue.

(Amended April 13, 1998)