

Bylaws of the Piedmont Neighborhood Association

ARTICLE I NAME OF ORGANIZATION

The name of the organization is PIEDMONT NEIGHBORHOOD ASSOCIATION.

ARTICLE II PURPOSE

The Piedmont Neighborhood Association is an organization that works to enhance and protect neighborhood livability as well as engage neighbors in cooperative self-directed community building, civic improvement, social connection, and mutual assistance. The Association shall not sponsor political activities or discriminate in any way.

ARTICLE III BOUNDARIES

In Portland, Oregon, starting at the intersection of the mid-line of Interstate 5 and the mid-line of the Columbia Slough; then east along the mid-line of the Columbia Slough to its intersection with the mid-line of Martin Luther King Jr. Blvd.; then south along the mid-line of Martin Luther King Jr. Blvd. to its intersection with NE Ainsworth St; then west along the mid-line of NE Ainsworth St to its intersection with the mid-line Interstate 5; and then north along the mid-line of Interstate 5 to its intersection with the mid-line of the Columbia Slough.

ARTICLE IV GENERAL MEMBERSHIP

QUALIFICATIONS

Membership is open to all residents eighteen (18) years or older, property owners, and holders of a business license operating within the Piedmont Neighborhood boundaries. A member who wishes to be on the neighborhood association membership list can register:

- via the website (www.piedmontneighborhood.com)
- at a meeting
- by sending his/her name and contact information to piedmontneighbors@gmail.com,
- by sending his/her name and contact information to PNA c/o North Portland Neighborhood Service 2209 N Schofield St, Portland, OR 97217..

VOTING

Each member has one vote to be cast during attendance at any General or Special Meeting. One representative from each business that meets membership qualifications has the same privilege as other members. Only elected Board Members are eligible to vote at Board Meetings. Unless otherwise specified in these bylaws, decisions of the Neighborhood Association are by a majority vote of those members present at and voting.

POWERS OF THE GENERAL MEMBERSHIP

- Elect and remove Board Members
- Revise and adopt Bylaws
- Oversee the Grievance Procedure
- Advise the Board of Directors

ARTICLE V MEETINGS

GENERAL MEMBERSHIP MEETINGS

General Meetings: Four General Membership meetings are held annually on the final Thursday of January, April, July and October.

Annual General Membership Meeting: The Annual General Membership Meeting is held on the last Thursday of October. If the last Thursday falls on the 31st, the meeting will be held on Wednesday, the 30th. The election of the Board of Directors is conducted at the Annual Meeting. General meetings require a minimum of seven (7) days' advance notice to the Membership. The advance notice to the Membership for the Annual Meeting will include an opportunity for any member interested in serving on the Board to contact the Chair and submit his/her name for nomination. Notice may be sent by electronic or non-electronic means.

Special General Meetings: Special meetings of the Membership may be called by the Chairperson, by majority vote of the Board, or by a petition of three (3) or more qualified members (Article IV Section 1) presented to the Chair of the Board.

Quorum: A quorum for any General or special meeting of the Piedmont Neighborhood Association is ten (10), not including the Board Members.

Participation: All meetings are open to the public. Only qualified members are eligible to participate in discussion and vote.

BOARD OF DIRECTOR MEETINGS

Regular Board Meetings: Board Meetings are held monthly on the day of the month and place decided at the first meeting of the Board each calendar year. The time or place of Board Meetings may be changed temporarily or permanently by a 2/3 vote of the Board Members present and voting.

Special Board Meetings: Special Board Meetings may be called by the Chair or by a majority vote of the Board Members present and voting. A minimum of four (4) days' notice will be provided for any Special Board Meeting. Notice may be given via email, phone or any other agreed upon method.

Quorum: A quorum for any Board Meeting is four (4).

Participation: All Board Meetings are open to the public. Only qualified board members are eligible to participate in discussion and vote.

ARTICLE VI BOARD OF DIRECTORS

Board Members: The Board of Directors will be comprised of no fewer than four (4) nor more than (9) members. Board membership is limited to no more than one member per household or licensed business.

Terms of Office: The term of office is for one (1) year, or until the next annual election in October.

Board Vacancies: The Board may fill any vacancy of the Board of Directors until the next Annual Meeting.

Election of Board Members: Board Members are elected annually by a vote of the General Membership at the Annual Meeting held in October of each year. Nominations will be solicited via all communication methods currently being used. Any member may self-nominate by contacting the Chair or from the floor during the Annual General Membership Meeting.

Election of Board Officers: Board members shall meet after the annual meeting to elect a Chairperson, Vice-Chairperson, Secretary and Treasurer. The remaining Board members will be members-at-large.

Duties of Board Members: The Board manages the affairs of the Piedmont Neighborhood Association. The Board may establish *ad hoc* committees or appoint representatives as it deems appropriate.

Duties of Board Officers

Chair: The Chair prepares an agenda, facilitates Board and General Membership meetings, serves as the spokesperson for the Board and signs checks on the Association checking account.

Vice Chair: The Vice Chair performs the duties of the Chair in his/her absence and assists the Chair, as requested.

Secretary: The Secretary records minutes and maintains all records, and files. The Secretary forwards duplicates of all records in a timely manner to North Portland Neighborhood Service, Office of Neighborhood Involvement.

Treasurer: The Treasurer receives and disburses funds, writes checks, maintains accurate fiscal records, presents a detailed monthly account of the fiscal position, and proposes an annual operating budget to the Board in November of each year.

Termination: Any Board Member may be terminated at a General or Special Membership meeting, with or without cause, by a simple majority of members present and voting, provided the proposal to terminate is noted in the agenda and submitted to the Membership a minimum of seven days prior to the General or Special meeting.

ARTICLE VII COMMITTEES

GRIEVANCE COMMITTEE

In the event a grievance is filed and in order to maintain impartiality, a Grievance Committee of representatives from three different neighborhood associations (other than the Piedmont Neighborhood Association) in the North Portland Neighborhood Services District will be selected randomly.

BOARD COMMITTEES

The Board may establish committees appropriate to carry out the work of the Association. Committees will serve at the pleasure of the Board and not act on their own accord without Board approval.

FUND-RAISING COMMITTEE

The Board may establish one or more fund-raising committees to fund Neighborhood activities or programs. Piedmont Neighborhood Association may receive funds from volunteer contributions, grants or fund-raising activities. Membership dues are prohibited.

VIII GRIEVANCES

ELIGIBILITY TO GRIEVE

Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws and that the grievant has been directly affected the outcome of a decision of Piedmont Neighborhood Association.

Grievances must be submitted in writing to the Board within 45 days of the alleged violation.

PROCESSING THE GRIEVANCE

The Grievance Committee (Article VII), will review the grievance and give the grievant and others the opportunity to present relevant comment. Deliberations may be held in executive session, not open to the public. The Committee's recommendation is forwarded to the Board.

FINAL RESOLUTION

Within 60 days from receipt of the grievance, The Piedmont Neighborhood Association Board will render a final decision on the grievance and notify the grievant of its decision. Deliberations by the Board on a grievance decision may be held in executive session.

ARTICLE IX CONFLICT OF INTEREST

A member with a conflict of interest must declare such conflict and may not vote on any Board or General Membership action. A conflict of interest is defined as one that provides a personal material financial advantage to the member.

ARTICLE X GOVERNANCE

STANDARDS, PRACTICES AND LAW

Piedmont Neighborhood Association is an officially recognized neighborhood association of the City of Portland, a Non-Profit Corporation of the State of Oregon, a federal tax-exempt organization under the Internal Revenue Service 501(c)(3) tax code, and one of eleven neighborhood associations of North Portland Neighborhood Services, Office of Neighborhood Involvement. Piedmont Neighborhood Association will follow the City of Portland Office of Neighborhood Involvement Standards, the State of Oregon laws for Non-Profit Corporations, U.S. Internal Revenue Service laws and requirements, and participate in North Portland Neighborhood Services, Office of Neighborhood Involvement actions and activities.

BYLAWS REVIEW AND AMENDMENT

These bylaws will be reviewed annually by the Board of Directors. Amendments to these bylaws may be proposed by the General Membership or the Board for consideration and vote by the General Membership.

GOVERNANCE PROCEDURES

Roberts Rules of Order will be followed in all areas not covered by the bylaws.

These bylaws supersede any and all previous bylaws of the PIEDMONT NEIGHBORHOOD ASSOCIATION. Approved by the General Membership on April 28, 2016