

Parkrose Neighborhood Association Bylaws

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ARTICLE I. **NAME OF ORGANIZATION:** The name of the organization shall be the Parkrose Neighborhood Association.

ARTICLE II. **PURPOSE :** The purposes for which the neighborhood association is organized are:

- a) To enhance the livability of the neighborhood and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under ORS Chapter 65.
- d) For such other objectives as are approved by the Board of Directors (Board) or membership.

ARTICLE III. **BOUNDARIES:** Boundaries of the Parkrose Neighborhood Association shall be defined as the area between the Columbia River and the Banfield Freeway (I-84), and between I-205 and NE 122nd Avenue, excluding the City of Maywood Park.

ARTICLE IV. **MEMBERSHIP:**

Section 1 **Qualifications:** Membership in the Association shall be open to all people who live, work, or own property within the designated boundaries

Section 2 **Application:** Membership shall consist of all those who have attended one Parkrose Neighborhood Association meeting in the last six months and indicate in writing their wish to be a member.

Section 3 **Voting:** All members as defined above, eighteen (18) years of age or older, shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business, government agency or nonprofit organization located within the boundaries, upon prior written authority, shall have the same privilege as the residents listed above.

ARTICLE V. **FINANCIAL SUPPORT:** Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and fund raising may be authorized by the Board.

ARTICLE VI. **MEMBERSHIP MEETINGS**

Section 1 **General Membership Meetings:** There shall be at least three (3) general membership meetings yearly. The meetings shall be convened in the winter, spring, and fall and upon any day decided upon by the majority vote of the Board. Notification shall be by mail, posted notices, telephone calls, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven (7) days advance notice to all active members.

Section 2 **Special Membership Meetings:** Special meetings of the membership may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, posted notices, telephone calls, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require two (2) days advance notice to all active members.

Section 3 **Agenda:** Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by (a) submitting the item in writing to the Board at least seven (7) days in advance of the meeting or (b) making a motion to the Board to add an item to the general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 4 **Quorum:** A quorum for any general or special meeting of the neighborhood association shall be the number of members in attendance with a minimum of Seven (7). Unless otherwise specified in these bylaws decisions of the neighborhood association shall be made by a majority vote of those members present at any meeting.

Section 5 **Participation:** Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

Section 6 **Procedures:** Roberts Rules of Revised shall be followed in all areas not covered by the bylaws.

ARTICLE VII. BOARD OF DIRECTORS:

Section 1 **Number of Board Members:** The Board shall determine the exact numbers of Board positions annually. There shall be at least seven (7) and no more than eleven (11) Board members.

Section 2 **Eligibility for Board Service:** Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section 3 **Terms of Office:** Terms of office are staggered. The initial appointments for one (1) year terms and for two (2) year terms will be determined by the Board at their first meeting. Upon expiration of initial terms of office, all re-appointments would be for two (2) year terms.

Section 4 **Board Vacancies:** The Board may fill any vacancy on the Board or committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Section 5 **Election of Board Members:** Board members shall be elected annually by a vote of the membership at the fall meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the neighborhood association. Election requires a majority vote of the membership present.

- d. The Board shall be notified not less than three (3) days preceding any board meeting; Notification shall be by mail or telephone calls to all board members and any media apt to reach a majority of the membership.

Section 9 Powers of the Board: The Board shall be responsible for all business coming before the neighborhood association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board 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 10 Termination for non-attendance: Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

ARTICLE VIII. COMMITTEES: There may be standing committees as designated by the Board and special committees as may be established by the Chairperson. Committees must have at least one (1) Board member on them.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES: A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum, is present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE X GRIEVANCE PROCEDURES:

Section 1 Eligibility to Grieve: Any person or group who objects to a decision or policy or believes they are adversely affected by a decision or policy of the neighborhood association may file a complaint in writing with the Board. The Board shall resolve the complaint or take appropriate action and advise the complainant of the outcome.

Section 2 Complaint Receipt: Within seven (7) days of receipt of the complaint, the Board shall arrange with the petitioner for a mutually acceptable place, day and hour for a review of the complaint, and will, in writing, within thirty (30) days, recommend a resolution of the grievance to the Board.

Section 3 Final Resolution: The Board shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant, Board, and membership. If the committee, Board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of the majority of the membership at a general or special meeting. Parties involved are encouraged to request assistance from the Neighborhood Mediation Center.

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ARTICLE XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS.

Section 1 Submission of Proposals: Any person or group, inside or outside the boundaries of the neighborhood association 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 Board, standing or special committees, or general or special meetings.

Section 2 Notification The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than seven (7) days in advance.

Section 2 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals

Section 4 Dissemination: The neighborhood association shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE XII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

The neighborhood association shall abide by all Oregon statutes relative to public meetings and public records. Official action(s) taken by the neighborhood association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken. A summary of dissenting views should be transmitted along with any recommendation made by the neighborhood association to the City. Official records will be kept on file at the coalition office.

ARTICLE XIII. NONDISCRIMINATION:

The neighborhood association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XIV. ADOPTION AND AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to members at least seven (7) days before voting on their adoption may proceed. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members at least seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.