

**Bylaws
of
Northwest Industrial Neighborhood Association
hereinafter (NINA)
within the boundaries described below.**

ARTICLE I

Purpose

Section I. (NINA) is hereby organized as a non-profit organization in accordance with its articles of incorporation heretofore adopted and filed. The object of this organization shall be to:

- a. To provide a facility for education, research and an exchange of information for citizens within the general area of NINA so they may relate to their total environment.
- b. To broaden channels of communication between the residents and businesses within NINA and the City Officials in matters affecting neighborhood livability.
- c. To assist in fundraising activities and developments which will raise the level of the industrial activity consistent with the interests of the Portland citizenry and sound economic practices.
- d. To do and perform all of the activities related to said purposes to have and enjoy all of the powers granted and engaged in any lawful activity for which corporations may be organized under ORS Chapter 6 1.
- e. This corporation is organized as a public benefit corporation.

ARTICLE II

Membership And Eligibility

Section 1. Eligibility. Every person who has been a resident at least thirty (30) days, property owner, business licensee, and representatives of non-profit organizations shall be eligible for membership if any such activities or rights take place within the following described portion of NINA:

"That portion of the Northwest section of the City of Portland bounded on the south by N.W. Nicolai Street, on the west by St. Helens Road, on the east by the Upper Willamette River, and on the northerly boundary by the St. John's bridge." The boundary line N.W. Nicolai Street will be considered the most Southerly line of Nicolai Street in which our jurisdictional boundaries will cover the membership on both sides of Nicolai, and membership on both sides of St. Helens Road.

Section 2. Membership. The initial membership of this organization shall consist of all eligible parties who signed the attendance record at the organizational meeting held at the Schnitzer Cafeteria 3300 N.W. Yeon Avenue, on March 27, 1974, and on April 17, 1974.

Section 2a Associate Membership. Every person who has been a resident for 30 days, property owner, business licensee and representative of a non profit organization who is outside of the boundaries described in Section 1 and represents in writing that their interests are not served by the adjoining or contiguous neighborhood association or other independent group.

Section 3. Application. Any person may submit an application in writing to become a member of NINA. Any person who has made such application for membership and who meets the requirements of Article II, Section I above shall be admitted to membership. Notice of such admittance of membership shall be given by the Scribe of NINA in writing to said member within thirty (30) days of receipt of said application.

ARTICLE III

Meetings

Section 1. Annual Meetings. The annual meeting shall be convened in the month of May and upon any day decided upon by the majority vote of the Board of Directors. There shall be seven days notice by mail prior to said meeting.

Section 2. Special Meetings. Special meetings of the membership may be called by the majority vote of the Board of Directors at any regular or special meeting. There shall be seven (7) notice by mail prior to said meeting.

Section 3. Board Meeting. The Board of Directors shall meet in open session at least ten (10) times annually, but such Board of Directors may meet more often at times set by the Chairman or if called by at least three (3) members of the Board of Directors.

Section 4. Quorum .

a. Membership. (1) A majority of the votes entitles to be cast by the members present or represented by proxy at the annual meeting at which a quorum of thirty (30) is present. (2) Those members present at any special meeting of members constitutes a quorum at a meeting.

b. Board of Directors. A majority of the number of Directors fixed by the Articles of Incorporation, shall constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors

Section 5. Voting. Each member or associate members of NINA shall be entitled to one vote. Voting may be either viva-voce or by written ballot. Within ten (10) days after being notified of its acceptance as a member of NINA, the representative from a business licensee, or non-profit corporation, shall obtain from the Secretary of said corporation the name of the person who shall exercise the voting rights of that member and my name such substitutes as may be desirable, all in the event of the absence of a particular member.

Section 6. Proxy.Voting may be conducted by proxy at the annual meeting. The proxy shall be in writing and filed led with the Secretary of NINA.

Section 7. Order of Business. The order of business for any annual meeting shall be: (1) call to order (2) roll call (3) reading of minutes of previous meeting (4) reports (5) unfinished business (6) new business (7) program (8) adjournment.

Section 8. Parliamentary Authority. *Roberts Rules of Order, Revised,* shall be the authority for the conduct of any meeting. However, meetings shall be conducted following the Oregon Open Meetings statue and, where there may be a conflict between the two, the latter shall take precedence.
Amended 5/94.

ARTICLE IV

Board of Directors

Section 1. Number and Eligibility. The affairs of NINA shall be conducted by the Board of Directors elected by the membership at large at the annual meeting. There shall be seven (7) members-at-large to the Board of Directors for a term of two (2) years. Four members' terms will expire on odd numbered years and three members' terms will expire on even numbered years. No member at large may serve more than three consecutive terms. The Board of Directors shall consist of seven members-at-large and the President, Vice President, Scribe and Treasurer who shall be elected at the annual meeting. Amended 5/94

Section 2. Election and Term. The officers of NINA shall be elected by the membership at the first annual meeting and their terms shall be for a period of one year and until their successors are elected and qualified, and shall be limited to four (4) consecutive terms. While service as an officer is distinguished from service as a director at large, service as an officer will not be construed to be a break in service as related to term limitations of a director at large.

Section 3. The Members of the Board of Directors shall be considered "qualified directors" in that they shall not receive compensation for personal services except for actual expenses incurred while performing a director's duties as established by the Board of Directors. Amend

Section 4. The personal liability of a director or uncompensated officer of this corporation to the corporation or its members for monetary damages for conduct as a director or officer is hereby eliminated to the fullest extent allowed by law.

Section 5 A transaction in which a director may have a direct or indirect conflict of interest may be approved by a vote of the Board of Directors 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 of Directors. 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 a single director. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify a transaction, a quorum is present for the purpose of taking action. The presence of, or a vote cast by a director with a direct or indirect interest in the transaction does not

affect the validity of the action. The director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

Section 6 A director may resign at any time by delivery of written notice to the Board of Directors, the President or the Secretary. Resignation will be effective upon receipt by the above individuals. Once delivered, a notice of resignation is irrevocable. A director who misses three (3) consecutive board meeting is considered to have resigned.

Section 7. Vacancies. If for any reason or occurrence a vacancy in any of the office of this organization should occur, such vacancy may be filled by the Board of directors.

Section 8. President. It shall be the duty of the President to preside at all meetings of the membership, and to appoint the members and chairman of the various committees with the approval of a majority of the Board of Directors. The President shall be the chief executive office of NINA and subject to approval of the Board of Directors, shall have the general supervision and control of the business of NINA. He/She shall be an ex-officio member of all standing committee and shall serve as Chairman of the Board of Directors.

Section 9. Vice President. In the absence of or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 10. Scribe. The Scribe shall keep or cause to be kept minutes of the proceedings of all meetings and an up-to-date roster of NINA members. The Scribe shall be responsible for notifying members of the Association and others of issues and proposals which are to be considered by the Board of Directors and which may be considered by the general membership. The Scribe shall also be responsible for recording and maintaining accurate records of all opinions expressed at the Board of Directors be they majority or dissenting opinions or abstaining opinions as well as opinions similar to the above at the General Membership meeting and shall further be prepared upon reasonable notice to provide City Council with a summary of the various opinions expressed at the Board of Directors meetings or at the General Membership meetings.

Section 11. Treasurer. The Treasurer shall keep or maintain, or cause to be kept or maintained, accurate and correct accounts of the business transaction of NINA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, present an audit to the annual meeting, shall

give bond if required by the Board of Directors and shall have such other duties as may be prescribed by the Board of Directors.

ARTICLE VI

Employees

Section 1. The Board of Directors shall have the authority to employ such persons as may be necessary to fulfill the aims of NINA. The Board of Directors shall determine the salary and benefits of said employees. Said employees shall be supervised by the President of the Association.

ARTICLE VII

Committees

Section I. Standing Committees. There may be such standing committees as may be designated from time to time, and for such terms as may be hereinafter appointed by the Board of Directors.

Section 2. Special Committees. There may be such committees appointed by the Chairman of the Board of Directors consistent with the means and purposes of NINA.

ARTICLE VIII

Finances

Section 1. Voluntary Donations. As determined by the Board of Directors, NINA may request voluntary donations to further the operations of NINA.

Section 2. Deposits: Funds of NINA shall be deposited by the Treasurer as directed by the Board of Directors.

Section 3. Drafts or other orders for the Payment of Money. Checks, drafts, or other orders for the payment of money or other obligations incurred may be signed by Treasurer or by such other persons as may be authorized by the Board of Directors.

Section 4. Expenditures and Contracts. Contracts and agreements requiring the expenditure of NINA funds shall be approved by the Board of Directors. The Board of Directors shall not have the authority to buy, sell or encumber real property unless specifically authorized by the membership. An annual budget shall be prepared for adoption by NINA, and the Board of

Directors may incur obligations of \$500.00 in excess of the anticipated receipts only after approval by the membership.

ARTICLE IX

Amendments

Section 1. Notice. Prior to the amendment of the By-Laws at any annual or special meeting, there shall be included in the written notice of said meeting sufficient information to advise the membership that such amendment shall be considered.

Section 2. At such a meeting, the By-Laws may be amended or repealed upon the 2/3 majority vote if a quorum is present.

Section 3. Proposal Review. All proposals may be presented in writing to the Chairman of the Board of Directors of NINA duly signed by the petitioner, and aforesaid proposal shall be resolved according to the procedures set forth below in Sub Paragraph "a".

a. Within ten (10) business days of receipt of such written proposal the Board shall establish the date and time the proposal shall be considered by the Board of Directors.

(1) The petitioner shall be informed in writing of the date and he/she shall be allowed the opportunity to present oral testimony.

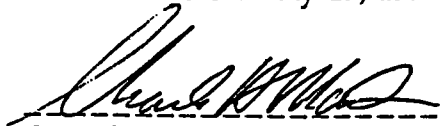
(2) Upon hearing the evidence and testimony, a majority vote of the Board will be required to accept the proposal, request a re submission of the proposal stating reasons, and requiring said re submission no later than ten (10) business days from the date of the original hearing.

(3) The decision of the Board of Directors shall be final, confirmed in writing and available for review by appropriate authority.

b. Grievance Procedure. All grievances shall be presented to the Board of Directors in the same manner as set forth in Section 3(a) Paragraph 1 and 2.

It is hereby certified that the above and foregoing BY-LAWS of NINA and the jurisdiction described herein, were duly adopted by the Board of Directors by meeting of such Board on the 21st day of May, 1974 and were confirmed by the membership of NINA at a meeting of the membership held on the 22nd day of May, 1974.

It is hereby certified that the above amendments to the BY-Laws of NINA and the jurisdiction described herein, were duly adopted by the Board of Directors on May 19, 1994.



President

Scribe 