

Mount Tabor Neighborhood Association  
**BYLAWS**  
(REVISED -- March 20, 2013)

ARTICLE I – PURPOSE

The Mount Tabor Neighborhood Association, hereafter referred to as MTNA, is hereby organized as a nonprofit corporation in accordance with its Articles of Incorporation heretofore adopted and filed. The object of this organization shall be to:

- a. Enhance the livability of the neighborhood by establishing and maintaining open lines of communication and acting as a liaison between the neighborhood, government agencies, private organizations and businesses, and other neighborhoods.
- b. Provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c. Assist in furthering activities and projects that will protect and enhance the livability of the Mount Tabor neighborhood to that desired by its citizens.
- d. 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 corporations may be organized under ORS Chapter 65.
- e. Be organized exclusively for educational, scientific, and charitable purposes. Notwithstanding any statement of purposes of powers aforesaid, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purpose. The association shall not be a political action group, as the term is defined by the Internal Revenue Service.

ARTICLE II – GEOGRAPHICAL BOUNDARIES

The geographical boundaries of this organization shall be as follows:

Southern boundary:	S.E. Division Street
Eastern Boundary:	S.E. 76 <sup>th</sup> Avenue
Northern Boundary:	Burnside Street
Western Boundary:	S.E. 49 <sup>th</sup> Avenue(from Burnside to Hawthorne) and S.E. 50 <sup>th</sup> Avenue (from Hawthorne to Division)

ARTICLE III – MEMBERSHIP

**SECTION 1. MEMBERSHIP ELIGIBILITY:** Membership in the MTNA shall be open to any person who resides, owns property, maintains a business or is the single designated representative of a nonprofit organization located within the geographical boundaries of the MTNA.

SECTION 2. MEMBERSHIP QUALIFICATIONS: Members are defined as individuals eligible for membership in the MTNA who have indicated that they want to be members. An individual must be a Member to be elected as a Board member and/or an officer of the MTNA.

SECTION 3. DUES: The MTNA shall not charge dues or membership fees; however, the MTNA may accept voluntary contributions. The MTNA may organize fundraising activities and events. The use of the MTNA name for a fund raising event must be approved by the Board of Directors.

#### ARTICLE IV – BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS: The affairs of MTNA shall be conducted by a board of directors, hereafter referred to as the Board, elected by the MTNA general membership at the Annual Meeting. Directors shall serve one-year terms. The Board shall consist of no less than ten (10) or more than twenty-five (25) members, including officers and at-large members.

SECTION 2. PRESIDENT PRESIDES: The President of the MTNA shall preside over all meetings of the Board and general membership. When the President is unable to attend a Board meeting or other MTNA meeting, the President shall appoint the Vice-President or another Board member to preside over the meeting.

SECTION 3. DUTIES OF BOARD MEMBERS: The affairs of MTNA shall be managed by the Board in the interim between general membership meetings. Before taking a formal position on behalf of the MTNA, the Board shall seek the views of those interested parties, or those likely to be affected by any related proposed policies, positions, or actions before adopting any recommendation on behalf of the MTNA.

SECTION 4. COMMITTEES: The President and the Board shall establish both standing and ad hoc committees as they deem necessary. Committees shall make recommendations to the board for Board actions. Committees shall not have the power to act on behalf of the MTNA without specific authorization from the Board.

SECTION 5. EXECUTIVE COMMITTEE: The Executive Committee is made up of the officers of the MTNA and any Board members assigned the duties of the President and Vice President. A majority of the Executive Committee is authorized to take action on behalf of the MTNA when action is required before the next regularly-scheduled MTNA general membership or Board meeting. The Board shall review the action and either approve or disapprove it at the next regularly-scheduled MTNA meeting.

## ARTICLE V – OFFICERS

SECTION 1. THE OFFICERS OF MTNA shall be a president, vice-president, secretary, treasurer, and Southeast Uplift delegate, to be elected by the general membership at the Annual Meeting for terms of one year. The officers shall, by their election, be members of the Board.

SECTION 2. THE PRESIDENT shall be the chief executive officer of the MTNA and shall officially represent the MTNA in all functions. The President or the Board can designate other Board members to speak for the MTNA as needed. The President shall:

- a. Preside at all meetings of the membership unless he/she is unable to attend. In that case, the President shall appoint the Vice-President or another Board member to preside at the meeting.
- b. Appoint the members and chairpersons of the various committees created by the President and the Board with the approval of a majority of the Board.
- c. Be an ex-officio member of all committees.
- d. Prepare an agenda for each Board or general membership meeting. Any person or group, within or outside the neighborhood association boundaries may request that an item be added to the agenda by submitting the item to the President at least five (5) days in advance of the meeting. The President shall consider and attempt to accommodate these requests.

SECTION 3. THE VICE-PRESIDENT shall support the President in all areas as needed as well as the specific duties as outlined below.

- a. Preside at meetings when requested to do so by the President.
- b. Oversee and support the MTNA committee structure.
- c. Oversee and coordinate official MTNA correspondence.

SECTION 4. The SECRETARY shall be responsible for keeping the administrative records of MTNA. The secretary shall:

- a. Record official votes and majority and dissenting viewpoints on each issue on which a position is to be taken by MTNA.
- b. Keep minutes of the proceedings of all meetings unless he/she is unable to attend; in that case, he/she or the President needs to find a substitute to take the minutes.
- c. Make sure that copies of the minutes are sent to S.E. Uplift.
- d. Have other duties as may be prescribed by the Board.

SECTION 5. The TREASURER shall:

- a. Be responsible for maintaining the funds and financial records of the MTNA.
- b. Keep and maintain accurate and correct accounts of the business transactions of the MTNA.
- c. Complete and file any required state reports or forms.

SECTION 6. The SOUTHEAST UPLIFT DELEGATE shall represent MTNA at all meetings of the Southeast Uplift Board. On those issues on which MTNA general membership or the Board have taken a formal position, the Southeast Uplift Delegate shall vote accordingly; in all other cases, he/she shall exercise his/her discretion while voting in accordance with the general objectives of the MTNA.

SECTION 7: If the positions of President and Vice President are not filled, the Board may assign the following tasks of the President and Vice President to individual MTNA Board members:

- a. facilitation of meetings;
- b. preparation of meeting agendas; and
- c. coordination of official MTNA correspondence and service as the contact for people wishing to communicate with the MTNA.

#### ARTICLE VI — ELECTIONS

SECTION 1. Any Member of the MTNA, as defined in Article III, is eligible to vote to elect Board members and officers. The officers and Board members shall be elected by the general membership at the Annual Meeting.

SECTION 2. VOTING FOR BOARD MEMBERS AND OFFICERS: The names of all candidates for the Board shall be placed in nomination by a nominating committee appointed by the President. If a member of the MTNA is interested in serving on the Board, he/she must contact the nominating committee and/or the President of the MTNA at least seven (7) days in advance of the election. The Secretary will prepare ballots that indicate the names of those who have expressed interest in serving on the Board positions, and the voting will be written. Election of a Board member requires a majority vote of the Members present at the Annual Meeting. The secretary will collect and tally the completed ballots and announce the results by the end of the Annual Meeting. If more than 25 individuals receive votes on the majority of ballots cast, the 25 individuals with the highest number of votes will serve on the board.

SECTION 3. BOARD VACANCIES: Vacancies on the Board may be filled by appointment by the Board. An appointment requires a majority vote of the Board.

SECTION 4. RECALL PROCEDURE: A recall procedure shall be available to remove an MTNA officer or Board member when he/she is not carrying out the duties of his/her office as defined in these Bylaws. The recall procedure shall commence upon the submission to the Board of a petition containing fifty (50) or more signatures of MTNA Members verified by the Secretary.

The proposed recall matter shall be publicized in the next regularly published issue of the MTNA newsletter, along with an announcement of the recall vote to be held at the next regularly scheduled Board meeting, which shall be a general membership meeting. MTNA Members will have the opportunity to vote on the recall at the next regularly schedule MTNA meeting. An affirmative vote of two thirds of the Members attending the meeting shall remove the person from office. The vacancy thereby created may be filled by appointment by the Board (see Article VI, Section 3: Vacancies)

**SECTION 5. TERMINATION FOR NONATTENDANCE.** A Board member who fails to attend at least two (2) of the preceding four (4) MTNA Board or general membership meetings, may be deemed to have resigned, and may be removed from the Board by a majority vote of the Board members. The President or Secretary will notify the Board member of the Board's action. The Board member may request to be reinstated by submitting a written request to the President and attending the next scheduled Board meeting. A majority vote of the Board shall reinstate the individual as a current Board member.

**SECTION 5. COMMITTEES:** Board members may express an interest in serving as a member or chair of a particular committee. The President will be in charge of assigning people to committees and committee chair positions. Each committee must include at least one Board member. If the President and Vice President positions are not filled, the MTNA board may assign people to committees or committee chair positions.

## ARTICLE VII — MEETINGS

**SECTION 1. ANNUAL MEETING:** The Annual Meeting shall be convened on the third Wednesday of May of each year at 7:00 p.m. at a place designated at the previous meeting of the Board.

**SECTION 2. BOARD OF DIRECTORS MEETINGS:** The Board shall meet in open session as many times as deemed necessary by the President or the Board. Notice of each special meeting shall be given to all who are entitled to be present in the manner most likely to reach each board member.

**SECTION 3. GENERAL MEETINGS:** A general membership meeting of the MTNA will be held on the third Wednesday of each month except for December. The President, or his/her appointed meeting facilitator, shall preside at these meetings. If the President and Vice President positions are not filled, the MTNA Board shall appoint an MTNA Board member to facilitate the meetings.

**SECTION 4. SPECIAL MEETINGS.** Special meetings of the general membership of the MTNA may be called by the President or the Board as deemed necessary. Notification and purpose(s) of the special meeting shall require seven (7) days advance notice to all Members of the MTNA.

**SECTION 5. EMERGENCY MEETINGS:** Emergency meetings of the general membership of the MTNA may be called by the President or the Board as deemed necessary. Notification and purpose(s) of the meeting shall require less than 24 hours notice. The minutes must describe the emergency. No other business may be discussed or acted on at an emergency meeting.

**SECTION 6. PARTICIPATION:** All meetings are open to any person, however, only those eligible for membership and who are Members are entitled to vote. All formal actions or recommendations of the general, special, emergency, or Board meetings shall be communicated to all affected parties, including minority reports.

**SECTION 7. NON-DISCRIMINATION:** The MTNA shall 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.

**SECTION 8. CONFLICT OF INTEREST:** Whenever a Board member determines that they have a conflict of interest relating to an item under discussion, they 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.

**SECTION 9. OPEN MEETINGS/PUBLIC RECORDS:** The MTNA will abide by the open meetings/public records policy governing Portland’s neighborhood system as set forth in the ONI Standards.

**SECTION 10. QUORUM**

- a. **GENERAL MEMBERSHIP MEETINGS:** A quorum for any general, special, or emergency meetings of the general membership shall be ten. Unless otherwise specified in these Bylaws, decisions of the MTNA shall be made by majority vote.
- b. **BOARD MEETINGS:** A majority of the number of the currently serving Board members shall constitute a quorum for the transaction of business.
- c. **EXECUTIVE COMMITTEE:** A majority of the currently serving members of the Executive Committee shall constitute a quorum for taking action on behalf of the MTNA between regular meetings.

SECTION 11. VOTING

- a. Each Member of the MTNA shall be entitled to one vote. Voting may be either by voice vote or by written ballot. A Mount Tabor neighborhood business or non-profit corporation that has actively indicated that it wants to be a member shall be entitled to one vote and shall notify the Secretary of the name of the person who shall exercise the voting rights of the neighborhood business or neighborhood non-profit corporation.
- b. The general membership shall vote to elect board members and officers, amend the MTNA Bylaws and Articles of Incorporation, and on the dissolution of the organization and the disposal of its assets. Other actions, policies, or positions voted upon and approved by the general membership of the MTNA shall become effective only when ratified by a majority vote of the Board.

ARTICLE VIII — FINANCES

SECTION 1. Funds of the MTNA shall be deposited by the Treasurer as directed by the Board in a checking and/or savings account in a financial institution. Funds shall be withdrawn upon check or draft signed by any two of the President, Treasurer, or such persons as may be authorized by the Board.

SECTION 2: No funds shall be expended except by approval of the President and/or the Board. The Board shall not have the authority to buy, sell, or encumber real property unless specifically authorized by the general membership. Those with expenditures shall submit receipts to the Treasurer, and during the report of the Treasurer, those expenditures must be approved by the Board for reimbursement.

ARTICLE IX — GRIEVANCE PROCEDURE

SECTION 1. Any person who is adversely affected by a formal MTNA action, decision, or recommendation may appeal the decision to the MTNA Board and request that the appeal be reviewed by a grievance committee. Appeals to the grievance committee shall be made by written petition to the President. The written petition shall include the nature of the grievance, a recommended solution, and the person the aggrieved party wishes to be on the grievance committee.

SECTION 2. The Board shall appoint a grievance committee as required on an ad hoc basis. The membership of the committee shall include a member of the Board, who will chair the committee, and a representative from the general membership of the association. These appointments shall be made by the President subject to ratification of the Board. The third member of the committee shall be appointed by the aggrieved party.

SECTION 3. The grievance committee chair shall call a committee meeting at a mutually acceptable time and place. The aggrieved party shall be present at the meeting. The grievance committee shall decide if new information is sufficiently available to warrant reconsideration or their appropriate action by the association. This information, dissenting views, and recommendation for action shall be transmitted to the Board. If so recommended by the grievance committee, reconsideration of the issue shall be on the agenda of the next general membership meeting of the MTNA. Final resolution will be by majority vote of the Board.

SECTION 4. The MTNA must review and respond to the grievance within 60 calendar days of the MTNA's receipt of the grievance. The MTNA's response shall be in writing and include supporting findings of the decision.

#### ARTICLE X — AMENDMENTS

All amendments to these bylaws must be proposed in writing and submitted to the MTNA general membership for a reading at a general membership meeting. A vote to adopt the amendments may proceed at a subsequent general membership meeting. Notice of a proposal to amend the Bylaws, specifying the date, time and place for consideration, shall be publicized a minimum of seven (7) days before the vote through some or all of the following: the MTNA newsletter, the MTNA website, electronic communication lists, and the SE Examiner. Adoption of amendments to these Bylaws shall require a two-thirds (2/3) vote by the Members present at a general membership meeting.

#### MTNA BYLAWS REVISED:

- March 16, 2005
- March 20, 2013