

Mt. Scott-Arleta Neighborhood Association Bylaws

ARTICLE I NAME

The name of this Association is the Mt. Scott-Arleta Neighborhood Association, hereinafter referred to as "the Association".

ARTICLE II PURPOSE OF THE ASSOCIATION

1. To actively maintain and improve the Mt. Scott-Arleta neighborhood as defined in Article III
2. To work with adjacent neighborhood organizations, governmental agencies, and our board in areas of joint concern.
3. To make recommendations to the City Council, County Commission, State Legislature and other appropriate agencies concerning legislation or actions which will affect this community.
4. To inform people within this area of actions and plans affecting our community.
5. 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.

ARTICLE III BOUNDARIES

Boundaries of the Neighborhood Association shall be defined as:

Northern boundary: South side of Foster Road from 61st to 82nd Avenue

Eastern boundary: West side of 82nd Avenue, from Foster Road to Duke Street

Southern boundary: North side of Duke Street, from 82nd to 60th

Western boundary: East side 60th Avenue, from Duke to Holgate, and 61st from Holgate to Foster Road

ARTICLE IV MEMBERSHIP

Section 1. Membership Qualifications

The membership of the Neighborhood Association is open to residents, property owners, business licensees and representatives of governmental agencies and nonprofit organizations located within the neighborhood boundaries. To qualify as a member of the Association, one must meet the requirements of this said section and have confirmed their membership status on a meeting sign-in sheet.

Section 2. Voting:

All neighborhood 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. Only one representative from each business, government agency or nonprofit organization located within the boundaries shall have the same privilege as the residents listed above. There shall be no voting by proxy. All neighborhood members are eligible to vote when approving by-laws and electing board officers. Once elected, the Board of Directors is charged with oversight and care of the association and in that role they vote on financial matters, endorsements, etc. that the entire neighborhood membership does not receive a vote on.

Section 3. Quorum:

- a) General Meetings: A minimum of four (4) MSANA Board members and four (4) general membership members shall constitute a quorum at a general meeting.
- b) Board Meetings: A minimum of four (4) Board members shall constitute a quorum at a Board meeting.

ARTICLE V. FINANCIAL SUPPORT:

Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and the board may authorize fund-raising.

ARTICLE VI. BOARD OF DIRECTORS:

Section 1. Number of Board Members:

The Board shall determine the exact number of board positions annually. There shall be at least five (5) and no more than fifteen (15) board members.

Section 2. Eligibility for Board Service:

Any member of the neighborhood association, as defined in Article IV, Section 1, who has attended at least four (4) board, special or general meetings within the past twelve (12) months is eligible for Board Service.

Section 3. Board Vacancies:

Any vacancy shall be filled by a majority vote of Board members holding office. Board members so appointed shall fill the office of the unexpired term appointed to.

Section 4. Election of Board Members and Officers:

Board members and officers shall be elected by the general membership at the annual meeting in May. Election requires a majority vote of the members present. Board members shall serve for a term of one (1) year.

Section 5. Duties of Board Members: The Board shall have the following responsibilities and powers:

- a. Manage the daily affairs of the neighborhood association.
- b. Make decisions and represent the interests of the neighborhood association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- c. Appoint committees to perform necessary functions and represent the neighborhood association on specified topics.

Section 6: Recall of Board Members:

Any Board members not fulfilling the purpose of the group shall be subject to recall. Quorum will be needed in order to recall. General membership must be notified at least thirty days prior to such an action.

Section 7. Board Officers:

Officers of the Association shall be: Chair, Vice-Chair, Secretary, Treasurer, Past Chair, SE Uplift Board Member and delegates-at-large. Such officers shall constitute the Board of Directors..

Section 8: Election of board members: Directors shall be elected annually by a vote of the membership at its annual May membership meeting, except for the committee chairs, who shall be appointed by the Board. Secret written ballots shall be used for voting for directors. Each director position shall be voted upon separately and all director positions will be up for re-election annually. A ballot will be used listing all of the director positions with space for one or more candidates and a blank line for write-in nominations. The nominee receiving a majority of votes cast for directorship is elected to that position.

Section 9: Election Process: At the May General Membership Meeting, members (see IV, 1) will receive a single ballot upon signing in. Ballots will be anonymous but may have a corresponding identifying number with the sign-in sheet. Should ballots have a corresponding number to the sign-in sheet, a representative of SE Uplift must be present to oversee the elections process and ensure anonymity. Two to four persons of the membership will run the election process - up to two Directors (of the previous year) and two non-Directors will make up the Election Committee. A SE Uplift representative may also serve on the elections committee.

Section 8. Duties of Board Officers:

- a. Chair: The Chair shall convene and conduct all Board and general meetings, shall create the agenda, shall have the power to call special meetings, shall follow-up with sign-in sheet (new) members, and shall represent the Association in matters requiring representation before appropriate agencies unless such responsibility is assigned by the Chair to another Board member.
- b. Vice-Chair: The Vice-Chair shall act in the absence of the Chair with the same responsibilities held by the Chair.
- c. Secretary: The Secretary shall keep minutes of all meetings of the Association and Board and report them to the appropriate meetings, and shall provide a copy of the minutes to the Chair and all members upon their written request of the Secretary within a week following the meeting and shall remind Board members of the meetings in an appropriate manner. The Secretary will also submit minutes and supporting materials to SE Uplift.
- d. Treasurer: The Treasurer shall receive and disburse all funds of the organization, shall keep complete records, and make reports at every meeting.
- e. Past Chair: The Past Chair shall serve as a guide and assist the current Chair in transition.
- f. SE Uplift Board Member: The SE Uplift board member shall represent the MSANA at all meetings of the SE Uplift Board. On all issues on which the MSANA membership or the board of directors have taken a formal position, the 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 association.
- g. At-Large Members: Additional At-Large members may be added to the board to serve as committee chairs, plan events and perform other duties as deemed necessary.

1. Board and general meetings of the Association shall be held at least quarterly at a time and place established by the board.
2. Special meetings of the neighborhood membership or the board of directors may be called by the Board of Directors as necessary. Notification and the purpose(s) of the meetings shall require seven (7) days advance notice. Parties with a stake in the subject of the special meeting will be personally invited. MSANA will follow procedures listed in Open Meetings VIII, E of ONI Standards.
3. Emergency meetings of the neighborhood membership or the board of directors may be called by the Board of Directors as necessary. Notification and the purpose(s) of the meetings shall require a minimum of twenty-four (24) hours advance notice. The meeting discussion is limited to the topic for which the meeting was called and the minutes must state the reason for the meeting and the circumstances that would not allow for 7 days notice.
4. Agenda: Any neighborhood member may add an item to the agenda of the general meeting in advance of the general meeting. Any member of the Board of Directors 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 all members present, both Directors and neighborhood members.

ARTICLE VIII COMMITTEES

The board may choose to appoint committees as needed. Committee members must be eligible members of the Neighborhood Association, and each committee will include at least one officer of the Board of Directors. Committees may be formed to plan an event, to make recommendations or propose policies. All recommendations or plans involving the expenditure of Association funds will be reported back to the membership for approval.

ARTICLE IX CONFLICT OF INTEREST PROCEDURES

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.

ARTICLE X GRIEVANCE PROCEDURES:

- Section 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.
- Section 2 Grievance: Any person or group may file a complaint based upon an alleged violation of the Neighborhood Association's bylaws or the ONI Standards. The complaint must be made in writing to the Board within forty-five (45) days of action.
- Section 3 Grievance Components: The petition shall include the name and address of the petitioner, the nature of the grievance and suggested remedy.
- Section 4 Grievance: Within seven (7) days after the receipt of the written grievance, the Chairperson will establish a grievance committee of three to include: one representative appointed by the Board of Directors, one representative appointed by the petitioner and one representative from the neighborhood district coalition. The committee shall investigate the matter and hold a public hearing to give the grievant and others wishing

to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.

Section 5 Final Resolution: Within sixty (60) calendar days from receipt of the grievance, the Mt. Scott-Arleta 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.

Section 6 Appeals Process: Only upon unsatisfactory resolution of a grievance with a Neighborhood Association may the grievant appeal to the District Coalition and the Office of Neighborhood Involvement as indicated in the Office of Neighborhood Involvement Standards. The grievant has fourteen (14) calendar days from the date the decision is rendered to appeal.

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 the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. 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, gender identity, age, disability, legal citizenship, 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.

Amended: May 2001

Amended: May 2010

Amended: April 2011

Signed:  April 19 2011