

1 By-Law of the Hayhurst Neighborhood Association

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3 ARTICLE I Purpose

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5 Section 1. Name of Organization: The name of the organization shall be the Hayhurst  
6 Neighborhood Association (HNA).

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8 Section 2. Purpose of HNA: The purposes for which HNA is organized are:

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10 a) To enhance the livability of the area by establishing and maintaining an  
11 open line of communications and liaison between the neighborhood,  
12 government agencies and other neighborhoods.  
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14 b) To provide an open process by which all members of the neighborhood may  
15 involve themselves in the affairs of the neighborhood.  
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17 c) To be organized exclusively for educational, scientific and charitable  
18 purposes only.

19 ARTICLE II Boundaries

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21 Section 1. Northern boundary: the centerline of SW Beaverton-Hillsdale Highway  
22 Eastern boundary: the centerline of SW 30<sup>th</sup> Street  
23 Southern boundary: the centerline of SW Vermont Street  
24 Western boundary: the Multnomah County line

25 Section 2. Expansion of Boundaries The right of petition to be included within the  
26 boundaries of HNA shall be guaranteed to residents of areas immediately  
27 adjacent to HNA boundaries and within the City of Portland city limits. A  
28 petition for inclusion shall contain signatures of at least a majority of those who  
29 would qualify as member of HNA in the area sought to be included, and shall  
30 require a two-thirds (2/3) approval of the membership at a General or Special  
31 meeting, and the same approval from the neighborhood association they are  
32 leaving if the area has an established neighborhood association.  
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34 ARTICLE III Membership and eligibility

35 Section 1. Members in HNA shall be any adult who:

- 36 a) Lives in the defined HNA geographic boundaries or  
37 b) Owns property in the defined HNA geographic boundaries or  
38 c) Is the designated member from any business licensee functioning in the  
39 defined HNA geographic boundaries or  
40 d) Is the designated member from any not for profit organization functioning  
41 in the defined HNA geographic boundaries.  
42 e) No member may have more than one vote on any issue requiring a vote on  
43 any level within the HNA.

44 ARTICLE IV Board of Directors

45 Section 1. Composition of the Board

46 The Board of Directors, hereinafter referred to as the Board, shall be composed  
47 of a Chairperson, a Vice-Chairperson, a Secretary/Treasurer, a Southwest  
48 Neighborhoods Inc. (SWNI) Representative and 4 Directors at Large. Each  
49 Director shall hold office for a term of one year for which he or she is elected or  
50 appointed.

51 Section 2. Duties of Members of the Board

52 a) Chairperson: The Chairperson shall prepare the agenda and preside at all  
53 meetings of the Board and membership; shall appoint members of the  
54 various committees with approval of a majority of the Board. He or she  
55 shall be the Chief Executive Officer of the HNA, and subject to the Board  
56 shall be responsible for the general supervision and control of the business  
57 of the HNA. He/she shall be an ex-officio member of all standing  
58 committees, and may appoint special committees as needed.

59 b) Vice-Chairperson: In the absence of or disability of the Chairperson, the  
60 Vice-Chairperson shall perform all the duties of the Chairperson, and when  
61 so acting shall have all the powers of and be subject to all restrictions on the  
62 Chairperson. The Vice-Chairperson shall have such other powers and  
63 perform such other duties as from time to time may be prescribed by the  
64 Board. The Vice-Chairperson shall be in charge of meeting places and  
65 serve as host/hostess. The Vice-Chairperson shall succeed to the position of  
66 Chairperson according to the normal voting process.

67 c) Secretary/Treasurer: The Secretary shall keep minutes of the proceedings of  
68 all meetings and an up-to-date roster of the members of HNA. S/he shall  
69 supervise all correspondence of the HNA and have such other duties as may  
70 be prescribed by the Board. As Treasurer, this person shall keep or  
71 maintain accurate and correct accounts of the business transactions of the  
72 HNA including accounts of its assets, liabilities, receipts and disbursements.

73 d) SWNI Representative: The SWNI Representative shall represent the  
74 interests and concerns of HNA on the Board of Directors of and shall report  
75 regularly to the HNA Board.

76 e) Directors at Large (4): Each Director at Large shall chair one of the HNA  
77 Standing Committees and shall represent the HNA on that same Committee  
78 at SWNI. When standing for election, each Director at Large shall  
79 designate which Committee s/he seeks to chair. A Director at Large shall  
80 recruit members for his/her committee and recommend such recruits for  
81 approval by the Board and also perform such other duties as may from time  
82 to time be assigned by the Chairperson.

83 Section 3. Duties of the Board

84 a) Management: The affairs of HNA shall be managed by the Board in the  
85 interim between general meetings. The Board shall be accountable to the  
86 general membership; shall seek the view of those affected by any proposed  
87 policies or actions before adopting any recommendations on behalf of  
88 HNA; and shall strictly comply with these bylaws.

89 b) Vacancies: The Board may fill any vacancy on the Board or a committee by  
90 majority vote of the Board in cases involving absences by a Board or

91 committee member from three (3) consecutive meetings. A member  
92 appointed to fill a vacancy shall serve the remainder of the unexpired term.

93 c) Liability Limitation: The personal liability of a Director or uncompensated  
94 officer of the HNA to the HNA, its members, or the public for monetary  
95 damages for conduct as a Director or officer is thereby eliminated to the  
96 fullest extent allowed by law.

97 ARTICLE V Committees

98 Section 1. Standing Committees: The Committees shall be:

99 a) Public Safety, which shall study public safety issues, make  
100 recommendations to the Board and develop/conduct at least one HNA  
101 public safety oriented meeting or event each calendar year.

102 b) Parks, which shall encourage and coordinate neighborhood wide  
103 environmental, sustainability, and livability programs and review the need  
104 for and advocate for creation of appropriate parks, community centers and  
105 recreational facilities and monitor use of such facilities and make  
106 recommendations to the Board and develop/conduct at least one HNA  
107 environmental/livability meeting or event each calendar year.

108 c) Land Use, which shall study zoning, building codes, growth and other  
109 related issues as well as applications for zone changes and variances within  
110 the HNA, make recommendations to the Board and develop/conduct at least  
111 one Land Use meeting or event each calendar year.

112 d) Transportation, which shall coordinate citizen participation in matters of  
113 streets, bus and rail service, bike and foot paths and other modes of  
114 transportation, make recommendations to the Board and develop/conduct at  
115 least one Transportation meeting or event each calendar year

116 Section 2. Special Committees: Special Committees may be designated from time to time  
117 by the Board. Chairs and members of Special Committees shall be appointed by  
118 the HNA Chairperson with the advice and consent of the Board.

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120 ARTICLE VI Meetings and Voting Procedures

121 Section 1. Annual Meetings: The annual meeting shall be convened on the day in the  
122 month of January decided upon by the majority vote of the Board of Directors  
123 for the election of Directors, establishment of board/general meeting dates for  
124 the year and presentation of action plans. There shall be seven (7) days notice  
125 prior to said meeting.

126 Section 2. Special Meetings: Special meetings of the membership may be called by the  
127 majority vote of the Board or by the Chairperson if needed, at any regular or  
128 special meeting. There shall be seven (7) days notice prior to said meeting.

129 Section 3. General Meetings: The HNA shall meet in general session at least four (4) times  
130 annually. All business of the HNA is reported to this forum for action. These  
131 meetings are expected to function as general membership meetings.

- 132 Section 4. Board Meetings: The Board may meet in special situations to handle  
133 emergencies. Two Board members may call for a special Board meeting.
- 134 Section 5. Quorum
- 135 a) Meeting of the Membership: Those members present in person or by proxy  
136 at any annual, general, board or special meeting of members shall constitute  
137 a quorum.
- 138 b) Board of Directors: A majority of the number of directors fixed by the  
139 Bylaws shall constitute a quorum for the transaction of business. The acts  
140 of the majority of the directors present at a meeting at which a quorum is  
141 present shall be the acts of the Board.
- 142 Section 6. Voting
- 143 a) Each member of the HNA shall be entitled to one vote. Voting may be  
144 either by voice or by written ballot. The vote of a business licensee or  
145 nonprofit corporation may be cast only by the individual or alternate  
146 designated in writing to the HNA secretary/treasurer.
- 147 b) A member must have attended at least one meeting in the prior twelve (12)  
148 months to be eligible to vote.
- 149 c) Dissenting views will be incorporated and transmitted along with the  
150 majority recommendation to proponents and other appropriate parties.
- 151 Section 7. Elections
- 152 a) Eligibility Only persons eligible for HNA membership shall be qualified to  
153 hold an elected or appointed position.
- 154 b) Time and Method of Election The election of members of the Board shall  
155 occur as follows: at the October meeting of the HNA, the Chairperson shall  
156 name a Nominating Committee which at the November meeting shall report  
157 a slate of nominations for vacant Board positions, including those positions  
158 currently being filled through appointment. Additional nominations from  
159 the floor may be made at the November meeting. Election to fill vacant  
160 Board positions shall occur at the January Meeting. Persons elected shall  
161 assume office at the close of the January Meeting.
- 162 c) Impeachment Any holder of an elected position may be removed and  
163 replaced by a two-thirds (2/3) vote of a General or Special meeting.
- 164 Section 8. Proxy: Voting may be conducted by proxy at the annual meeting. The proxy  
165 shall be in writing and filed with the Secretary of the HNA.
- 166 Section 9. Participating: Any General, Special, Board or Committee meeting is open to  
167 any person and all who wish to be heard, however, only those eligible for  
168 membership are entitled to vote. All actions or recommendations of the General  
169 or Special meetings shall be communicated to all affected parties, including  
170 minority reports.
- 171 Section 10. Procedures: The HNA shall follow "Robert's Rules of Order (Revised)" in all  
172 areas not covered by the Bylaws.

173 ARTICLE VII Proposals and Grievances

174 Section 1. Submission of Proposals/Grievances: Any person or group, inside or outside the  
175 boundaries of the HNA may propose in writing items for consideration and /or  
176 recommendation to the Board. Any person adversely affected by a decision of  
177 the HNA may file a complaint following this procedure. The Board shall decide  
178 whether the proposals/complaints will be heard by the Board or a committee and  
179 shall act in a timely manner.

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

183 Section 3. Attendance: The proponent/complainant may attend this meeting to make a  
184 presentation and answer questions concerning the proposal/complaint.

185 Section 4. Mediation: Prior to a hearing on a major grievance the parties shall be  
186 encouraged to request assistance from the Neighborhood Mediation Center.

187 Section 5. Resolution and Dissemination: The HNA shall submit recommendations and  
188 dissenting views as recorded from the meeting to the proponent/complainant and  
189 to all affected parties.

190 ARTICLE VIII

191 Amendments and Adoption: Adoption of an amendment to these Bylaws shall require a two-thirds  
192 (2/3) vote by the members present at a General meeting.

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195 These bylaws were revised, reviewed and passed by the general membership March 12, 2002.