

# *Goose Hollow Foothills League*

## **Bylaws**

### **ARTICLE I Membership**

1.1 Eligibility. Any person eighteen (18) years of age or older desiring to become a voting member of the League shall apply in writing to the Board of Directors. The application shall include reasonable evidence of qualification. A qualified applicant who has made application for membership no later than noon one (1) business day prior to an annual election or a special membership meeting shall be entitled to one vote. Voting membership shall terminate when the member no longer meets the requirements of Article IV of the Articles of Incorporation. The terms "voting member" and "member" as used in these bylaws shall be deemed to refer to the general membership of the League.

1.2 Non-Discrimination. The League shall 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.

1.3 Voluntary Dues. Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted. Activities to raise funds may be held if appropriate.

### **ARTICLE II Meetings of Members**

2.1 Annual Meeting. The annual meeting of the members shall be held in Portland, Oregon in the fall each year as designated by the Board of Directors.

2.2 Special Meetings. Special meetings of the members may be called by the President, a majority of the Board of Directors, or by written request of 5 percent of the voting members. The call for the meeting shall describe the purpose or purposes for which the meeting is to be held. Only matters within the described purpose or purposes may be discussed or acted upon at a special meeting.

2.3 Notice. Notice of all meetings of members shall be published in the *Northwest Examiner* at least 30 days prior to the date of the meeting.

2.4 Quorum. Those members present at any annual or special meeting shall constitute a quorum, except for action on the following matters: election of directors, amendment to the Articles of Incorporation, merger and consolidation, voluntary dissolution, sale, lease, or other disposition, but not a mortgage, of all or substantially all of the property and assets of the League, at which 16 voting members must be present in person.

2.5 Voting. A member that is not a natural person shall notify the Secretary of the League of the name of the designated individual who shall exercise the voting right of that member, and may

name such substitutes as may be desirable, all in the event of the absence of that particular individual. Each voting member shall be entitled to cast one vote.

2.6 Order of Business. The order of business for any annual meeting shall be: (1) call to order, (2) approval of minutes of previous membership meeting(s); (3) report by the President and Treasurer upon the activities and financial condition of the League; (4) unfinished business and new business, if any; (5) program which includes election of Directors; and (6) adjournment.

2.7 Parliamentary Authority. The President may chair any meeting in an informal manner, but at the request of any voting member present, "Robert's Rules of Order Second Edition, Revised" shall become the authority of the further conduct of the meeting.

2.8 Open Meetings/Public Records Law. All meetings of the League membership shall be held in accordance with all Oregon statutes relative to public meetings and public records.

### **ARTICLE III Board of Directors**

3.1 Number. The affairs of the League shall be conducted by a board of eleven (11) directors elected by the membership at large at the annual meeting, per the provisions of 3.5 of these Bylaws.

3.2 Qualifications. Any individual person shall be eligible for the Board of Directors if at the time of election he/she is a voting member of the League as provided elsewhere in the Articles of Incorporation. If a director ceases to possess the qualification of a member, the board shall declare a vacancy at its next meeting.

3.3 Election Committee. The Board of Directors shall appoint an election committee of at least three voting members of the League. At least forty (40) days before the Annual Meeting the committee shall inform the membership of the upcoming election, identify the number of vacancies, and issue a call for candidates for directors. The committee shall confirm that all candidates are GHFL members. The names of the candidates and any personal statements by the candidates shall be posted to the League's website. The committee shall limit such statements to 100 words.

3.4 Election of Directors. The Secretary, if not a candidate for re-election, shall conduct the election of Directors. Should the Secretary be standing for re-election, the Board of Directors shall appoint one of its members who is continuing to conduct the election.

A. The election committee, to include one director whose term is continuing, shall be appointed to count the ballots.

B. Ballots shall be distributed to each confirmed GHFL member as they are checked in.

C. Nominations of eligible persons by GHFL members will be entertained from the floor.

D. After nominations are closed, each candidate, or the candidate's representative, shall be allowed to speak for not more than three minutes.

E. After the remarks by the candidates, 10 minutes will be provided for members and candidates to mingle.

F. The number of votes cast on each ballot shall not exceed the number of directorships to be

filled in that round of balloting. No candidate may be voted for more than once on any one ballot.

G. Those receiving the greatest number of votes in that round of voting are elected to the board. In the case of ties, run-off ballots shall be distributed to each GHFL member then in attendance.

3.5 Term of Office as Director. The terms for directors are set forth in the Articles of Incorporation. Terms in office of the 11-member Board of Directors shall be staggered so that six directors shall be elected during even-numbered years and five shall be elected during odd-numbered years. Should a director resign from the board or be removed in mid-term, the person appointed to the vacant position by the Board shall serve in that position until its original term expires. No person is eligible to hold the Office of Director for more than six consecutive years.

3.6 Vacancies. Provisions for filling vacancies in the Office of Directors are set out in the Articles of Incorporation.

3.7 Removal of Directors. Any number of the Board of Directors may be removed by a majority of the entire voting membership at a special meeting called for that purpose. Any director not present at three consecutive meetings of the Board of Directors without excuse will be deemed to have abandoned the position and may be removed from office by a majority vote of the entire Board of Directors.

## **ARTICLE IV Meetings of the Board of Directors**

4.1 Regular meeting. At the next regular meeting following the annual meeting, the Directors shall elect officers for the year. The Board of Directors may establish the date, time and place for their regular meetings of the board. The board shall meet at least six times a year.

4.2 Special Meetings. Special Meetings of the Board of Directors may be called by the President, and shall be called by the President at the request of at least three Directors. The call for the meeting shall describe the purpose or purposes for which the meeting is to be held. Only matters within the described purpose or purposes may be discussed or acted upon at a special meeting.

4.3 Notices. Regular meetings of the Board of Directors shall be given at least seven (7) days advance public notice. Special meetings of the Board of Directors shall be given at least 48 hours advance public notice.

4.4 Voting. All voting by the Board of Directors shall be taken openly. There shall be no secret balloting on any action, including the elections of Officers and elections to fill a term vacated. All votes shall be recorded in the minutes.

4.5 Quorum. The majority of the Directors shall constitute a quorum for the transaction of business. The acts of a majority of the quorum shall constitute the acts of the Board of Directors, except as otherwise provided. No action of the board shall be valid unless it is approved by an affirmative vote of at least four Directors. Expenditures of funds in excess of \$200.00 shall not be made unless approved by six Directors.

4.6 Open Meetings. All meetings of the Board of Directors shall be held in accordance with all Oregon statutes relative to public meetings and public records.

## **ARTICLE V Powers and Duties of the Board of Directors**

5.1 General powers. The Board of Directors shall have the power to:

- A. Adopt and publish rules and regulations establishing and governing the League operations.
- B. Exercise the powers, duties and authorities vested in the League and not reserved to the voting membership by these bylaws or the articles.
- C. Declare the office of a member of the Board of Directors vacant because of disqualification.
- D. Employ necessary persons to further the purpose of the League.

5.2 Duties of the Board of Directors. It shall be the duty of the Board of Directors to:

- A. Keep a record of the proceedings of its meetings, and the meetings of members, and present a report at the annual meeting reviewing the business, finances and affairs of the League.
- B. Buy adequate liability insurance on property used or activities conducted by the League.
- C. Adequately bond the officers or employees to insure faithful performance of their duties.
- D. Regularly communicate decisions and activities of the League and its minority opinions.
- E. 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.
- F. 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.
- G. To protect the integrity of the decision-making processes, Directors shall disclose to the board any interest they have in a proposed transaction or decision of the board that may result in financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other organizations with which they are affiliated. GHFL should avoid the appearance that a Director's participation in a proposed board transaction or decision is influenced by the likelihood that they or a person, business, or organization associated with them would benefit financially from the decision. A Director who may have a conflict of interest related to a particular project or decision must step out of his/her Director role to present information to the board about the project or decision, but shall then leave the room and shall not participate in the pursuant board discussion or vote. When elected, GHFL Directors shall sign a statement that they have read and shall adhere to this Bylaw.
- H. 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.

## **ARTICLE VI Officers**

6.1 Officers. The Officers of the League shall be a President, Vice President, Secretary and Treasurer, elected from the Board of Directors then existing. No one person shall serve as

any one league officer, other than as Director, for more than two (2) consecutive years.

6.2 Removal, resignation, and vacancies. Any officer may be removed from office and replaced by the Board. A two-thirds vote is required. The officer so elected shall serve the remainder of that term.

6.3 President. The primary roles of the President will be to facilitate communications including calling and chairing meetings and providing leadership in developing and implementing programs. The President shall appoint the members and chairmen of the various committees with the approval of a majority of the Board of Directors. The President shall be the Chief Executive Officer of Goose Hollow Foothills League and, subject to the Board of Directors, shall have the general supervision and control of the business of the Goose Hollow Foothills League. He/she shall be an ex-officio member of all standing committees.

6.4 Vice President. The Vice President shall preside at meetings in the absence of the President and shall discharge such other presidential duties as may be delegated by the President.

6.5 Secretary. The secretary shall keep a complete record of the meetings of the members and the Board, and keep current records of the members of the League, together with their addresses, phone numbers and a listing of the rights or activities relied upon for membership. The secretary shall give notice of meetings of the members and the Board, conduct the portion of the meetings of the members which concern election of Directors, and such other duties as may be prescribed by the Board.

6.6 Treasurer. The Treasurer shall keep or maintain, or cause to be kept or maintained, accurate and correct accounts of the business transactions of the League, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, 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.

6.7 Delegation and change of duties. In the event of absence of any officer, the Board of Directors may delegate the powers and duties of such officer to any other officer or to a Director.

## **ARTICLE VII Committees**

7.1 Standing Committees. The following shall be standing committees:

A. Planning: for the purpose of policing and advising planning, zoning, conditional use, variance, and construction issues within the neighborhood.

B. Safety, Parking, and Transportation: for the purpose of advising and assessing issues relating to safety, parking, and transportation.

7.2 Standing or Ad Hoc Committees. Additional standing or ad hoc committees may be established from time to time by the Board of Directors. At least one Director, other than the President, shall serve on all standing or ad hoc committees.

7.3 Organization of Committees. Each committee under Section 7.1 and 7.2 shall conduct its business according to the following rules:

- A. Each committee shall be composed of a minimum of three (3) voting members.
- B. Actions or recommendations by a committee require a majority vote.
- C. Each committee shall submit an oral summary of activities to the League Board of Directors at regularly scheduled Board Meetings or as directed by the League President.
- D. Committee meetings shall be held in accordance with all Oregon statutes relative to public meetings and public records. Minutes shall be kept

7.4 The Executive Committee of the Board of Directors. There shall be an Executive Committee of the Board of Directors for the purpose of managing the affairs of the Goose Hollow Foothills League only on issues requiring urgent action before the next Board Meeting. The Executive Committee of the Board of Directors shall be comprised of the President, Vice-President, Secretary, and Treasurer. The Executive Committee is not intended to supplant the authority or responsibility of the Board and should therefore be used judiciously. The President shall facilitate communications, including calling and ensuring meetings of the Executive Committee. Such meetings shall be held in accordance with all Oregon statutes relative to public meetings and public records. Public notice shall indicate the purpose of the meeting, shall be given 48 hours in advance, and shall be emailed to the Board, posted to the online calendar, and emailed to the membership. A quorum of three is required. All decisions of the Executive Committee must be reviewed by the Board of Directors at the next regular meeting.

7.5 Executive Status for Committees.

- A. The Board of Directors of the Goose Hollow Foothills League (GHFL) may grant executive status to committees. Executive status is defined in ORS 65.354 as exercising the authority of the Board of Directors.
- B. The Board of Directors of the Goose Hollow Foothills League will grant executive status to committees under the following guidelines:
  - (1) Each member of a committee with executive status shall be a GHFL member. Non-members may attend, but may not vote.
  - (2) At least one member of the GHFL Board shall serve on a committee with executive status.
  - (3) A committee will not be granted executive status unless it operates under specific guidelines approved by the GHFL. Any action outside the approved guidelines will be null and void.
  - (4) Any decision of a committee with executive status must be reviewed by the GHFL Board at the next regular meeting. Such decision may be reversed in full, reversed in part, or remanded back to the original committee by a majority vote of the GHFL Board.
  - (5) Any decision of a committee with executive status may be appealed to the GHFL Board of Directors for rehearing by any interested person or entity whose rights have been affected by a decision.
  - (6) All committees with executive status are subject to Article VII, section 7.3, of the GHFL Bylaws.
  - (7) Executive status is vested in the majority vote of the committee. The chair cannot take executive action without a vote.
- C. Executive status may be exercised only in cases where action cannot be taken by the GHFL Board.
- D. Executive status has been granted to the Planning Committee.

**ARTICLE VIII Books, Records, Seal and Finances**

8.1 Inspection. All books and records of the League shall be subject to inspection by any member or any Director at all reasonable business hours, in accordance with the provisions of ORS 65.774 and all other relevant provisions of ORS Chapter 65.

8.2 Corporate Seal. The corporate seal of the League will be circular in form and inscribed with the name, state and year of incorporation.

8.3 Finances. The President and any other officer the President may designate shall report on the activities and financial condition of the League at the annual meeting, as required by ORS Chapter 65. A special financial report or audit by a CPA may be required at any time upon order of a majority of the Board of Directors or by a majority vote of the members at a regular or special meeting of the membership.

8.4 Employees. The Board of Directors shall have the authority to employ and supervise such persons as may be necessary to further the aims of the Goose Hollow Foothills League. The Board of Directors shall determine the salary and benefits of said employees.

## **ARTICLE IX Grievance Procedure**

9.1 Filing. Any major grievance or complaint against the League must be filed in writing and delivered to the Goose Hollow Foothills League at the Neighbors West/Northwest office, 2257 NW Raleigh Street, Portland, Oregon 97210.

9.2 Procedure. The Executive Committee of the Board of Directors shall review any grievance or complaint filed against the Goose Hollow Foothills League and make a recommendation to the full Board at its next regularly scheduled meeting. If the Board of Directors concurs that the grievance or complaint is a major grievance or complaint the President will call a special meeting of the Board of Directors to resolve the grievance. A person or persons filing the grievance will be given at least 14 days written notice of the time and place of the meeting.

9.3 Resolution. A person or persons filing the grievance or complaint will be given at least 14 days to present witnesses and any other information to the Board of Directors. Any member of the Board of Directors may present additional witnesses or information. Any person or persons filing the grievance or complaint and any member of the Board of Directors may ask a reasonable number of questions of each witness. The President of the Board of Directors shall, at his/her discretion, limit testimony and presentation of information to eliminate repetition or presentation of irrelevant information. After allowing all interested persons the opportunity to be heard, the Board shall vote. Each member shall announce publicly his or her vote and the secretary shall record the result. Except as stated above, Robert's Rules of Order, Revised, shall be the authority for conducting the hearing. A decision by the majority of the Board of Directors will be final.

9.4 Mediation. Prior to any hearing on any major grievance or complaint against the Neighborhood Association, the parties shall be encouraged to request assistance from the Neighborhood Mediation Center.

## **ARTICLE X Amendments**

10.1 Articles of Incorporation. Amendments to the Articles of Incorporation shall be made as follows: The Board of Directors shall adopt a resolution setting forth the proposed amendment which shall then be submitted to a vote at an annual or special meeting of the members of the League. The proposed amendment shall be made available to each member entitled to vote at such meeting, within the times and manner prescribed by ORS Chapter 65. The proposed amendment shall be adopted only by a two-thirds vote of the members present at the meeting.

10.2 Bylaws. The Bylaws may be amended or repealed by a two-thirds vote of the Board of Directors then in office. Bylaws amendment history shall be maintained on the GHFL website.

## **ARTICLE XI Boundaries**

11.1 Boundaries of Goose Hollow Foothills League. The boundaries of the Goose Hollow Foothills League commence at the intersection of I-405 and West Burnside Street, and proceed generally southerly along the centerline of the freeway to its intersection with SW Broadway, then southwesterly on Broadway to its intersection with SW Lincoln Street, then westerly along Lincoln to its dead end, and continuing northwesterly along a line from that point to the intersection of SW Cardinell Way and SW Cardinell Drive, then westerly along Cardinell Drive to Cardinell's extension as SW Jackson Street, and along Jackson to SW Carter Lane, then northerly to SW Vista Avenue, then continuing northerly along Vista to SW Market Street Drive, then westerly and southerly along Market to its intersection with SW Ford Street Drive, then southerly along Ford to the Sunset freeway tunnels, then west to intersect the southerly extension of the east boundary of Washington Park, then northerly along the park boundary to West Burnside, then easterly to the point of beginning at I-405.

[last revised 19 July 2018]