

Glenfair Neighborhood Association

Article I Definition

Section 1 Name: The name of the organization shall be Glenfair Neighborhood Association (GNA).

Section 2 Membership: Membership in GNA shall be open to all people who live or own property within the boundaries of GNA. The board, membership or organization shall not discriminate in practice or activities regardless of race, color, religion, sex, national origin, sexual orientation, age, affliction, disability, income, or political affiliation.

Section 3 Boundaries: The boundaries of GNA shall be, beginning at the north east corner of Stark Street, north along 148th Avenue to the south east corner of Glisan Street, east along Glisan Street to the Portland/ Gresham boundary (approx. 162nd Avenue), south along the Portland/Gresham boundary to the north west corner of Stark Street to 148th Avenue.

Section 4 Dues: No membership dues shall be assessed.

Article II Purpose

Section 1 The purposes for which GNA shall be organized are:

- a.) To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood and the other neighborhoods, governmental units and agencies.
- b.) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c.) To be organized exclusively for non-profit, educational, scientific and or charitable purposes.
- d.) To do and perform all activities related to said purposes, to have and enjoy all the powers granted and engage in any lawful activities for which corporations may be organized under ORS Chapter 61.
- e.) To enable persons that do not have the time to attend lengthy meetings at inconvenient hours to have a full and active representation of their desires and opinions before governmental units and agencies or other neighborhoods.
- f.) To fully utilize all electronic communication capabilities as they are now available or will become available at a later date to allow communication between the general membership and their elected board of directors without the need to attend meetings.

Article III Structure

Section 1 Officers of the Association: The officers of the association (GNA) shall be: Chairperson, Vice Chairperson, Secretary and Treasurer/Historian.

Section 2 Board of Directors: The Board of Directors hereinafter referred to as the Board, shall consist of the officers of the association plus up to six (6) board members at large (numbered positions numbered #1 through #6).

Section 3 Ad Hoc Committee: Ad Hoc and standing committees may be established by the board for specific, short term projects or issues affecting the neighborhood. Committees shall not have the power to act on behalf of the organization without specific authorization of the board.

Article IV Roles and Responsibilities

Section 1 Duties of the Officers of GNA: The duties of the officers shall be as follows:

- a.) Chair: The chair shall prepare agendas for, and preside over all meetings of the general membership and Board of Directors, and shall appoint committees with the advice and consent of the board. The chair shall be the chief executive officer of GNA and shall be an ex-officio member of all committees of GNA.
- b.) Vice Chair: The Vice chair shall assist the Chair, and shall function as the Chair in the Chair's absence.
- c.) Secretary: The Secretary shall keep, or cause to be kept minutes and written records of all meetings; shall check the attendance sheets and prepare a list of the eligible voting members prior to the election of officers and board members; shall be responsible for all correspondence, and shall make records available for inspection for any proper purpose at any reasonable time and shall assist the Chairperson with meeting notifications, vote tabulations and other duties as required.
- d.) Treasurer/Historian: The Treasurer/Historian shall be accountable for all funds and shall give an accounting at each general meeting of the association, shall receive, safe keep and disperse GNA funds with all disbursements requiring the signature of the Treasurer and one other member. In the event of formal dissolution of the organization, the Treasurer shall be responsible for drafting a resolution to donate any remaining assets to a recognized charitable organization.

Section 2 Duties of the Board of Directors: The Board of Directors shall be responsible for the management of affairs of GNA in the interim between general membership meetings. The members of the board shall attend regular meetings of the board and association, shall be accountable to the general membership.

Section 3 Termination for Nonattendance: Board members failing to attend three (3) consecutive board meetings shall be deemed to have resigned from the board unless specific written notification has been given the board with valid reason such as emergency, vacation etc. prior to the absence.

Section 4 Quorum: A quorum for any special, electronic or general meeting of GNA shall be the number of members participating or in attendance. Unless otherwise specified in these bylaws, decisions of GNA shall be made by a majority vote of those members present or participating in each meeting.

Section 5 Procedures: The GNA shall follow Robert's Rules of Order (Revised) in all areas and covered by the bylaws.

Section 6 Public Meetings/Public Records Requirement: GNA will abide by all Oregon statutes relative to public meetings and public records. Official action (s) taken by GNA 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 action (s) taken. A summary of dissenting views shall be transmitted along with any recommendations made by GNA to the City.

Section 7 Board Vacancies: The Board of Directors shall fill any vacancy lasting 90 days or less by appointment. All other vacancies shall be filled by a vote of the membership.

Article V Process

Section 1 Membership Meetings: There shall be at least two (2) general membership meetings each year. The meetings shall be convened in the fall and spring and on any day decided by the board of directors. Notification for all general membership meetings shall require seven (7) days advanced written or telephone notification to all active members of GNA and public notice. "Active member" is defined as one who has attended at least one of the last two general meetings or electronic polling of the membership.

Section 2 Board of Directors Meetings: There will be a minimum of eight (8) monthly meetings of the Board of Directors each year. All members of the general membership are welcome. The months of June, July, August and December will be breaks. Notification for any non-scheduled meeting will be given at least seven (7) days in advance of the meeting. All meetings shall comply with the open meeting laws (ORS 192.410- 192.710).

Section 3 Board Meetings and Special Meetings: By a majority vote Board of Directors may call a special or board meeting when circumstances dictate. The minutes of all meetings shall be available to the general membership. All meetings are open to any person and all who wish to may be heard. Regularly scheduled board meetings require seven (7) days advance notice. Electronic communication between the board and general membership is intended as the normal procedure. Any actions pending that effect the general membership in any way shall be voted on electronically or in general, special or board meetings. In the event electronic polling is not possible for one or more of the general membership, a written statement submitted to the board shall be calculated into the poll.

Section 4 Meeting Agendas: Subject to the approval of the board, the Chair shall prepare the agendas for all meetings. Agenda items may be added to or changed by agreement of the members present at any meeting.

Section 5 Participation: In general the Board of Directors is a steering committee. It's function is to receive input from outside the general membership and to put that input into a form that can be understood and acted upon by those that wish to participate in the general membership. In addition the board shall receive input from the membership and take whatever actions necessary and appropriate to achieve a satisfactory resolution to the wishes of the majority of the membership on any issue. All actions or recommendations of the GNA board or membership shall be reported to those effected and shall include any dissenting or minority opinion taken at a formal or electronic polling. Members must exhibit an interest in participating in GNA affairs by registering their name, residence address, telephone and first names of eligible family members. GNA cannot be held responsible for error or omission. It is the members responsibility to present the required information to any Officer or Board member.

Section 6 Voting: Voting is limited to persons eighteen (18) years of age or older, that live or own property within the boundaries of GNA. Voting and polling shall be accomplished at general meetings or by phone, fax or computer network or any combination of the four. Any request to the membership for a vote or input by the board, must be answered within forty eight (48) hours by the membership, excluding any weekends or holidays, or it will be assumed that those members not voting do not have an interest in the issue or wish to abstain.

Section 7 Elections: Officers of the association and members-at-large of the Board of Directors shall be elected for a period of two years (startup year excepted when all officers and board members shall be elected at once). Officers and Board members shall serve from February 1st to January 31st. The Chairperson, Secretary and Board positions #2, #4 and #6 shall be elected in even numbered years. The Vice Chairperson, Treasurer/Historian, and Board positions #1, #3 and #5 shall be elected in odd numbered years (startup year excepted when the Vice Chairperson, Treasurer/Historian and Board positions #1, #3 and #5 will be elected for one year). Nominations for Officers and Board members shall come from the general membership. Members may nominate themselves. All nominees shall have consented to serve if elected.

Section 8 Eligibility: Only persons eligible for GNA membership shall be qualified to hold an elected or appointed position.

Section 9 Grievance Procedure: Any person or persons that feel they have been adversely affected by a decision or policy of GNA may submit a written complaint to any member of the Board of Directors. The Board of Directors of GNA is obliged to study any grievance within thirty (30) days of its submission and issue written findings. Report of any grievance filed and any findings reached will be made at the next regularly scheduled general meeting of the GNA and recorded in the official minutes of that meeting. If the petitioning party and the Board of Directors cannot reach an agreement, resolution of the complaint shall be by majority vote of the membership of the GNA at a general meeting.

Section 10 Mediation: Any conflict involving GNA may, by mutual consent of the parties involved, be referred to the Neighborhood Mediation Center.

Section 11 Bylaws Revisions: Adoption of amendments to the bylaws shall require a two thirds (2/3) majority vote of qualified voting members, either present at a general meeting of the membership, or by electronic polling. The method chosen shall require a majority vote of the Board of Directors.

Article VI Conflict of Interest

Section 1 Definition: A conflict of interest exists whenever a member or board member holds a personal financial interest which will be impacted by the action or inaction by GNA on a proposal before the membership or the board. A personal financial interest shall include a financial interest of a board member and/or by members of their immediate family. A personal financial interest includes an ownership interest above 5% of a business or activity which will be impacted by a decision of GNA.

Section 2 Declaring The Conflict Of Interest: Whenever a member or board member determines that they or another member or board member have a conflict of interest relating to an item under discussion they must inform the membership or board hearing the proposal that the conflict exists.

Section 3 Abstention From Voting: Members or board members shall not vote on matters in which they have a conflict of interest.