

Bylaws of the Cathedral Park Neighborhood Association (CPNA)

2209 North Schofield | Portland, OR 97217

ADOPTED: 08-September-2015

ARTICLE I NAME OF ORGANIZATION

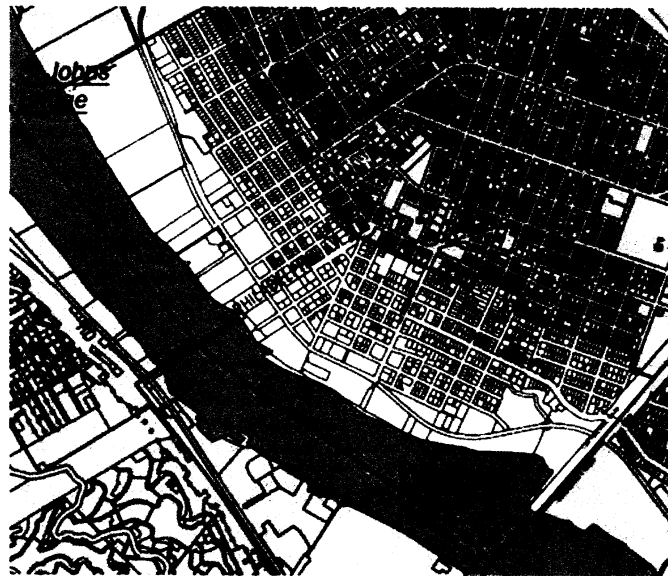
The name of the organization is CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION (CPNA).

ARTICLE II PURPOSE

The CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION is an advocacy organization that works to engage neighbors in cooperative self-directed community building, civic improvement, social connection, and mutual assistance.

ARTICLE III BOUNDARIES

In Portland, Oregon, starting at the intersection of the Burlington Northern Railroad right-of-way (also known as the "railroad cut") and North Ivanhoe Street; then running northwesterly along North Ivanhoe Street to its intersection with North Weyerhaeuser Avenue; then running southwesterly along North Weyerhaeuser Avenue and continuing along an extension of that avenue to its intersection with the Willamette River; then running southwesterly along the Willamette River to its intersection with Burlington Northern Railroad right-of-way; then running northeasterly along the Burlington Northern Railroad right-of-way to the place of beginning. See map below:



ARTICLE IV GENERAL MEMBERSHIP

Section 1 Qualifications: Membership is open to all residents, property owners, non-profit organizations, and holders of a business license located within the CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION neighborhood boundaries who request in writing to be a member by letter, email, or meeting sign-in sheet.

Section 2 Voting: All members shall have one vote each to be cast during attendance at any General or special meeting. One representative from each business shall have the same privilege as other members. Unless otherwise specified in these bylaws, decisions of the Neighborhood Association are by a majority vote of those members present at any meeting.

Section 3 Powers of the General Membership: The General Membership shall advise the Board of Directors and shall have the reserved right and sole authority to:

- a. Elect a Board of Directors that manages the affairs of the CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION,
- b. Remove any member of the Board of Directors with or without cause (Article VI, Section 9),
- c. Elect a Grievance Committee that acts independently of the Board of Directors (Article VII, Section 1),
- d. Elect a Financial Audit committee that acts independently of the Board of Directors (Article VI, Section 2) and,
- e. Amend the Bylaws of the CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION (Article X, Section 2).

ARTICLE V MEETINGS

Section 1 General Membership Meetings

a. General Meetings: Six General Membership meetings will be held annually. The Fall General Membership meeting will be reserved for the annual election of the Board of Directors, Grievance Committee, and Financial Audit Committee. General meetings require a minimum of seven day advance notice and may be sent by electronic or non-electronic means.

b. Special General Meetings: Special meetings of the Membership may be called by the Chairperson or by majority vote of the Board or by a petition of fifteen or more qualified members (Article IV Section 1) presented to the Board.

c. Quorum: A quorum for any General or special meeting vote of the CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION is fifteen.

d. Participation: All are eligible to attend. Only qualified members are eligible to participate in discussion and vote.

Section 2 Board of Directors Meetings

a. Board Meetings: Board meetings are held bi-monthly unless deferred by a majority of the Board.

b. Special Board Meetings: Special meetings of the Board may be called by the Chairperson or by majority vote of the Board.

c. Quorum: A quorum for any Board meeting vote is three-fourths.

d. Participation: All are eligible to attend. Only Board members are eligible to participate in discussion and vote.

ARTICLE VI BOARD OF DIRECTORS

Section 1 Number of Board Members: The Board will be no more than 9 members.

Section 2 Board Composition: Board Membership is limited to one member per residence or business licensee.

Section 3 Terms of Office: Terms of office are for one year or until the annual election.

Section 4 Board Vacancies: The Board may fill any vacancy of the Board of Directors.

Section 5 Election of Board Members: Board members are elected annually by a vote of the Membership at an annual meeting held in the fall of each year.

Section 6 Election of Board Officers: Board members shall meet after the annual meeting to elect a Chairperson, Secretary and Treasurer. The remaining Board members will be members-at-large.

Section 7 Duties of Board Members: The Board manages the affairs of the Neighborhood Association.

Section 8 Duties of Board Officers

a. Chairperson: The Chairperson facilitates Board and General Membership meetings and serves as the spokesperson for the Board. The Chairperson attends North Portland Neighborhood Services leadership forums

b. Secretary: The Secretary records minutes, maintains all records, and files in a timely manner duplicates of all records with North Portland Neighborhood Service, Office of Neighborhood Involvement.

c. Treasurer: The Treasurer maintains accurate fiscal records, presents a detailed monthly account of the fiscal position, and provides the Financial Audit Committee access to all records.

d. Land Use and Transportation Chair: The Land Use and Transportation Chair is responsible to study land use proposals, zoning changes, and any other developments that affect zoning, business, and institutional development in and around Cathedral Park Neighborhood and reports findings to the Board and to the General Membership regularly, making recommendations when appropriate.. The Land Use and Transportation Chair attends North Portland Neighborhood Services land use forums.

Section 9 Termination: Any Board Member may be terminated at a General or Special Membership meeting with or without cause by a simple majority, if the proposal to terminate is noticed in the agenda a minimum of seven days prior to the General or Special meeting.

ARTICLE VII COMMITTEES

Section 1 Grievance Committee: The General Membership may elect directly a Grievance Committee whose members may not concurrently serve on the Board of Directors. Duties of the Grievance Committee are spelled out in Article VIII.

Section 2 Financial Audit Committee: The General Membership may elect directly a Financial Audit Committee whose members may not concurrently serve on the Board of Directors. The Financial Audit Committee shall conduct an informal annual financial review of revenues and expenses within 90 days of the fiscal year end (June 30).

Section 3 Board Committees: The Board may establish committees. Committees shall not act on their own accord without Board approval.

ARTICLE VIII GRIEVANCE

Section 1 Eligibility to Grieve: Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws that has directly affected the outcome of a decision of CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION. Grievances must be submitted in writing to the Board within 45 days of the alleged violation.

Section 2 Processing the Grievance: The Grievance Committee (Article VIII, Section 1), shall review the grievance and give the grievant and others the opportunity to present relevant comment. Deliberations may be held in executive session. The Committee's recommendation is forwarded to the Board.

Section 3 Final Resolution: Within 60 days from receipt of the grievance, CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the Board on a grievance decision may be held in executive session.

ARTICLE IX CONFLICT OF INTEREST

A member with a conflict of interest must declare such conflict and shall not vote on any Board or General Membership action that provides a personal material financial advantage to the member.

ARTICLE X GOVERNANCE

Section 1 Standards, Practices, and Law: CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION is an officially recognized neighborhood association of the City of Portland, a Non-Profit Corporation of the State of Oregon, a federal tax-exempt

organization under the Internal Revenue Service 501(c)(3) tax code, and one of eleven neighborhood associations of North Portland Neighborhood Services, Office of Neighborhood Involvement. CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION will follow the City of Portland Office of Neighborhood Involvement Standards, the State of Oregon laws for Non-Profit Corporations, U.S. Internal Revenue Service laws and requirements, and participate in North Portland Neighborhood Services, Office of Neighborhood Involvement actions and activities.

Section 2 Bylaws Review and Amendment: These bylaws will be reviewed annually by the Board of Directors. Amendments to these bylaws may be proposed by the General Membership or the Board for consideration and vote by the General Membership.

Section 3 Policy: Board members may establish additional written policies to guide board actions, decisions, or positions as needed. Policies will be approved or discontinued by a simple majority board vote and must not conflict with approved bylaws.

Section 4 Governance Procedures: Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

These bylaws supersede any and all previous bylaws of the CATHEDRAL PARK NEIGHBORHOOD ASSOCIATION. Approved by the General Membership on September 8th, 2015


Secretary, Cathedral Park Neighborhood Association


Date