

## BYLAWS FOR THE CULLY ASSOCIATION OF NEIGHBORS

### ARTICLE I GENERAL PROVISIONS

Section 1 NAME: The name of this organization shall be the Cully Association of Neighbors (CAN).

Section 2 PURPOSES:

- A) To enhance the physical and social livability of the area by establishing and maintaining an open line of communication within the neighborhood and by participating in local governmental processes.
- B) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- C) To perform all of the activities related to said purposes and to have and enjoy all of the powers granted, and engage in any lawful activity for which corporations may be organized, under Oregon Revised Statutes Chapter 65.

Section 3 MEMBERS: Membership in CAN shall be open to all persons who live, work, hold a business license or own property within the boundaries of CAN as defined by Article I, Section 6 of these bylaws. Signing the membership roster at any general meeting shall constitute consent for membership.

Section 4 VOTING: All persons defined as members under ARTICLE I, Section 3 of these bylaws, who are at least 18 years old, shall be entitled to vote on any issue during attendance at any general or special meeting.

Section 5 DECISION-MAKING: Bylaw amendments, board elections and recalls of board members shall be determined by a majority vote of the general membership in attendance. All other decisions shall be determined by a majority vote of the board members in attendance. No proxy votes shall be allowed. Whenever feasible, an advisory vote of the general membership shall be taken. The board must act in the best interest of the association but is not bound specifically to act according to the desire of the majority of members attending a particular meeting.

Section 6 BOUNDARY: CAN shall serve the area of Northeast Portland bounded as follows: Starting at the centerline of the intersection of NE 42<sup>nd</sup> Avenue and NE Prescott Street, north along NE 42<sup>nd</sup> Avenue to the Columbia Slough; then east along the Columbia Slough (adjacent to Cornfoot Road) to NE 82<sup>nd</sup> Avenue; then south on NE 82<sup>nd</sup> Avenue to NE Prescott Street; then west on NE Prescott Street to NE 62<sup>nd</sup> Avenue; then south on NE 62<sup>nd</sup> Avenue to NE Fremont Street; then west on NE Fremont Street to NE 47<sup>th</sup> Avenue; then north along NE 47<sup>th</sup> Avenue to

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NE Prescott Street; and then west along NE Prescott Street to the starting point. All boundaries shall be at mid-street.

- Section 7      **NON-DISCRIMINATION POLICY:** CAN shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, national origin, legal citizenship, income, or political affiliation in any of its policies, recommendations, or actions.
- Section 8      **APPLICABLE STANDARDS:** CAN, in all its activities, shall comply with the requirements of the City of Portland's Office of Neighborhood Involvement's (ONI) Standards for Neighborhood Associations.
- Section 9      **INDEMNIFICATION:** CAN will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, volunteer, or agent of the corporation.

### ARTICLE II      ASSOCIATIONS

- Section 1      **NON-PROFIT CORPORATION:** CAN shall register with the Oregon Secretary of State Corporate Division and shall maintain status as an active non-profit, public benefit corporation.
- Section 2      **CITY OF PORTLAND RECOGNITION:** CAN shall ensure that the association continues to meet the requirements for formal recognition as a neighborhood association by ONI.
- Section 3      **NEIGHBORHOOD COALITION:** CAN shall be an associated member and active participant in Central Northeast Neighbors (CNN).

### ARTICLE III      FUNDS

- Section 1      **DUES:** CAN shall not charge dues or membership fees, but may accept voluntary contributions.
- Section 2      **FUNDRAISERS:** Activities to raise funds for CAN may be held if appropriate. The board shall approve all fundraisers.
- Section 3      **GRANT & DONATION REQUESTS:** Requests for CAN funds may be made for projects or activities that will benefit the Cully neighborhood, but not for private or personal use. Requests exceeding \$500 will be discussed and tabled for vote at the next general meeting.

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### ARTICLE IV BOARD OF DIRECTORS

Section 1 COMPOSITION: The board of directors shall be composed of nine (9) members: four (4) officers and five (5) at-large members. The officers shall be the chair, vice-chair, secretary and treasurer. The officers shall be elected by the general membership and serve for one (1) year. The board members-at-large shall be elected by the general membership on an odd/even rotation for a term of two (2) years. Board members must be members of CAN.

Section 2 RESIGNATION OF BOARD MEMBERS: Board members may resign by submitting letters of resignation to the secretary.

Section 3 REMOVAL OF BOARD MEMBERS: Any board member may be removed, with or without cause, by a majority vote of the members at a special meeting called by the board for that purpose.

#### Section 4 DUTIES OF THE BOARD MEMBERS

##### A) CHAIR

1. Shall preside at meetings of the board and general membership.
2. Shall develop the agenda for all general meetings.
3. Shall sign contracts and other legal documents on behalf CAN.
4. Shall be voting **ex-officio** member of all committees except the grievance committee, and shall exercise oversight of all committees and officers and all affairs of CAN to ensure proper procedure and compliance with all applicable rules and regulations, policies, bylaws and statutes.

##### B) VICE-CHAIR

1. Shall, in the absence of the chair, preside over meetings of the board and general membership and perform all duties inherent in authority of the chair.
2. Shall assume and exercise the duties of the chair in cases of incapacity, resignation, removal from office, death of the chair and in instances when the chair is not available for timely decision when needed.

##### C) SECRETARY

1. Shall keep or have kept accurate records and make these records available in written form within a reasonable amount of time following each CAN meeting.
2. Shall prepare meeting minutes and file approved minutes with CNN.

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3. Shall keep or have kept a current record of all board members' election to the board, committee assignments, designated role assignments, and record of service of members of the CAN board.
4. Shall file in a timely fashion all fees and all appropriate correspondence for maintaining CAN's status as an Oregon non-profit, public benefit corporation.
5. Shall maintain a list of all committees and their chairs.
6. Shall maintain the CAN membership list.

### D) TREASURER

1. Shall keep financial records in accordance with generally accepted accounting procedures.
2. Shall present financial reports as directed by the board and shall file an approved monthly report with CNN.
3. Shall ascertain that all transactions are in approved format with bank drafts appropriately countersigned by two (2) of the following: CAN chair, vice-chair, secretary or treasurer.

### E) AT-LARGE MEMBERS

1. Shall serve in a designated role. The roles of the at-large members shall be determined by the board, no later than the first regular board meeting following the election of the at-large member(s). The type of designated roles are entirely at the discretion of the board, but each at-large member must have a designated role. The board may, but is not required to, assign any officer a designated role. Where appropriate, board members are encouraged to form committees to address issues of interest.

Section 5 CO-CHAIR OPTION: In lieu of chair and vice-chair, the general membership may choose to elect two persons to serve as co-chairs. The two co-chairs shall share responsibility for the duties of chair and vice-chair.

Section 6 PAST CHAIR OPTION: Notwithstanding the above sections, upon the expiration of his or her term as chair, the outgoing chair, at his or her option, may choose to serve one one-year term on the board as past chair. The past chair shall serve as a voting officer, who assumes an advisory role to assure continuity on ongoing neighborhood business. In the event of recall of the past chair, the past chair position shall remain vacant until the next chair opts to become past chair.

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### ARTICLE V COMMITTEES

- Section 1 **GRIEVANCE COMMITTEE:** The Grievance Committee shall be a standing committee composed of two (2) board members and three (3) general members. All members shall serve a one-year term. The rules governing elections, vacancies, resignations and recalls of board members also apply to members of the grievance committee. The committee shall receive and respond to written complaints by a person or group claiming to be adversely affected by a procedural violation of these bylaws or the ONI Standards. The committee will meet as required to consider and resolve any grievance filed in accordance with Article IX of these bylaws.
- Section 2 **SPECIAL COMMITTEES:** Special committees may be created or disbanded by a majority vote of the board. No board authority will be given to a committee, committee chair, or committee member. Special committees may have a limited duration or may be indefinite in term. Special committees shall elect a chair, who may be a board member or a general member of CAN. Committee chairs shall consult with and inform the CAN chair of all activities of their committees. No committee recommendation shall become policy until approved by majority vote of the board. Each committee chair shall keep and submit their meeting minutes to the Secretary in a timely fashion. Each committee is responsible for defining its own procedures, meeting schedule and other internal details.

### ARTICLE VI MEETINGS

- Section 1 **GENERAL MEMBERSHIP MEETINGS:** General membership meetings shall be held the second Tuesday of each month except July and August. Special meetings of the general membership may be called, as deemed necessary, by the chair or by two members of the board.
- Section 2 **BOARD MEETINGS:** Board meetings shall be held at regular intervals on a schedule determined by the board. Special meetings of the board may be called, when necessary, by the chair or by two members of the board.
- Section 3 **NOTIFICATION:** Notification for regular and special meetings of the general membership or the board shall be by mail, posted notices, telephone calls, electronic mail or any other appropriate means of communication to reach a majority of members. Notification shall require seven (7) days' advance notice to the general public.
- Section 4 **EMERGENCY BOARD MEETINGS:** If an emergency arises requiring immediate action such that the ordinary requirements for public notice may not be met, the chair or two members of the board may call an emergency meeting of the board. Twenty-four (24) hours of advance

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notice to the public and active members is required. The notice must state the purpose(s) of the meeting and the reason for the emergency. No other business may be discussed or acted on at an emergency meeting.

Section 5 AGENDA: The chair shall prepare the agenda for all meetings of the board or general membership. Any member of CAN may make a motion to alter the agenda at the meeting. Adoption of that motion requires a second and majority vote.

Section 6 QUORUM: A quorum for any meeting of the board or general membership shall be at least 51% of the seated board members.

Section 7 PARTICIPATION: CAN abides by the open meeting/public records policy governing the neighborhood system as outlined in ONI's Standards for Neighborhood Associations. All meetings of the board and general membership are open to any person and all who may wish to be heard, but only those eligible for membership are entitled to vote. All actions or recommendations, including minority reports, shall be communicated to all affected parties.

Section 8 PROCEDURES: Motions may be made and seconded by CAN members. Any motion that does not receive a second fails. An opportunity to discuss the motion shall follow before a vote is called. All other procedures for deliberation and decision-making shall be established by the board.

### ARTICLE VII DELEGATES TO CNN

Section 1 DELEGATES: CAN shall have two (2) delegates and one (1) alternate to represent CAN on the board of CNN. Each shall serve for one (1) year. The delegates and alternate shall be elected by the general membership by the same nomination and election process as for the board members and officers and shall be subject to the same recall process. Nominees may be either from the board or from the general membership.

Section 2 DUTIES: The CAN delegates to CNN shall report at each regular general meeting on activities by CNN of interest and concern to CAN. CAN may from time to time direct its delegates to move for reconsideration of a CNN action or to carry a proposal from the CAN membership to CNN for its consideration.

### ARTICLE VIII ELECTIONS

Section 1 REGULAR ELECTIONS: Elections shall be held at the April meeting of CAN which shall be considered the annual meeting of the association.

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- Section 2      **SPECIAL ELECTIONS:** The general membership may fill any vacancy at any general meeting on which a vacancy is reported to exist. A member elected to fill a vacancy shall serve the remainder of the unexpired term. Reasonable notice of a vacancy will be given before a replacement election is held.
- Section 3      **NOMINATIONS:** The CAN chair shall present a slate of candidates for each position. Nominations may also be made to the CAN chair ahead of time or from the floor at the election by any CAN member. Only nominees who accept the nomination will be placed on the ballot.
- Section 4      **VOTING:** Election shall be by majority vote of the general membership. Election voting shall be by secret, written ballot(s). In cases where no majority is gained by a candidate in elections having several nominees for the same position, a run-off election will be held at that meeting between the two (2) candidates with the most votes.

### ARTICLE IX      GRIEVANCE PROCEDURE

- Section 1      **FILING A COMPLAINT:** A person or group adversely affected by a procedural violation of these bylaws or the ONI Standards may submit in writing a complaint to any member of the Grievance Committee. A grievance must contain an alleged violation of CAN bylaws or the ONI Standards.
- Section 2      **EXCUSE FROM COMMITTEE:** Any person serving on the Grievance Committee and personally subject to a grievance complaint shall be excused from the committee for the duration of consideration and resolution of the grievance. Such excused committee member shall, however, be given the opportunity to present a defending statement or explanation in response to the complaint.
- Section 3      **RECEIPT OF COMPLAINT:** A grievance must be submitted by the grievant within forty-five (45) business days of the alleged incident. Within fourteen (14) days of receipt of the complaint, the committee shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint and shall in writing, within sixty (60) days, recommend a resolution of the grievance.
- Section 4      **FINAL RESOLUTION:** If the committee and petitioner cannot reach an agreement, final resolution of the complaint shall be by vote of a majority of the board at a general or special meeting.
- Section 5      **PUBLIC PROCESS:** CAN's consideration of the grievance shall be open to the public. The findings of a grievance investigation shall be a matter of public record. Deliberations of the decision-makers, however, may be held in executive session.

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Section 6 WRITTEN DECISION: CAN's response shall be in writing and include supporting findings of the decision. CAN shall endeavor to maintain any supporting documents in case of appeal.

Section 7 APPEAL: Only upon unsatisfactory resolution of a grievance may the grievant appeal to CNN. The grievant has fourteen (14) days to file an appeal.

ARTICLE X CONFLICT OF INTEREST

Section 1 NOTIFICATION: Whenever an officer, board, or committee member of CAN determines that he/she has a conflict of interest relating to an item under consideration, he/she must inform the members or committee hearing the proposal that the conflict of interest exists.

Section 2 RECUSAL FROM VOTING: Officers, board members, committee members or general members shall not vote on matters in which they have a conflict of interest.

ARTICLES XI AMENDMENTS TO THE BYLAWS

Section 1 PROCEDURE: The CAN bylaws may be amended by a two-thirds (2/3) majority vote at any general meeting or special meeting called for that purpose. Proposed changes must be submitted in writing to the CAN general membership no less than thirty (30) days prior to the meeting in which it/they are to be voted upon.

Approved, date: January 13, 2015



Kathy Fuerstenau  
Chair Cully Association of Neighbors

