

Sylvan-Highlands Neighborhood Association

BYLAWS

As of March 8, 2011

1. NAME AND PURPOSE.

- 1.1 Name. The organization name shall be the Sylvan-Highlands Neighborhood Association ("SHNA").
- 1.2 Purpose. SHNA is organized as a public benefit nonprofit corporation. SHNA's purposes are:
- To enhance the livability of the area within the SHNA boundaries by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods, and
 - To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.

Notwithstanding any statement of purposes or powers aforesaid, SHNA shall not engage in any activities or exercise any powers that do not further its specific purposes.

2. MEMBERSHIP.

- 2.1 Eligibility. SHNA membership is open to all residents age 18 and older and entities located within SHNA boundaries. Entities are defined as non-resident property owners, business licensees, government agencies, or nonprofit organizations. Entities shall be represented by only a specifically designated individual and/or alternate individual. Those representatives shall be designated in writing by letter on entity letterhead. SHNA membership terminates when the person or entity is no longer eligible. (*Amended March 8, 2011*)

- 2.2 SHNA Boundaries. SHNA boundaries shall be defined as follows:

- The northern boundary is W Burnside Rd.,
- The eastern boundary is (north to south) from the northeast corner Hoyt Arboretum and Property ID R316748 (a.k.a. Alternate Account R941321350) at the intersection of W Burnside Rd. and NW Hermosa Blvd., thence south along the eastern border of Hoyt Arboretum to the eastern-most corner of Hoyt Arboretum and Property ID R326842 (a.k.a. Alternate Account R991050350) where it meets Property ID R326838 (a.k.a. Alternate Account R991050020) and Highway 26;
- The southern boundary is Highway 26, and
- The western boundary is the Multnomah/Washington County line.

As applicable, SHNA boundaries shall run along, but not include, the rights-of-way mentioned above. (*Amended November 9, 2010*)

- 2.3 Membership Application. Any person or entity desiring SHNA membership shall submit a written application to SHNA to the SHNA membership committee or Neighbors West-Northwest Coalition. The SHNA membership committee shall grant membership to the applicant if he or she is eligible as specified in section 2.1. SHNA shall document the application process by utilizing standardized membership forms.
- 2.4 Dues. No membership dues will be charged. However, SHNA is free to invite voluntary donations to help defray its costs.

3. VOTING.

- 3.1 Voting at Membership Meetings. SHNA members (individual residents or entity representatives) are limited to one (1) vote per person at membership meetings. A person shall not have more than one (1) vote even if he or she qualifies in multiple categories. Entities shall not have more than one (1) vote. To vote, the member's application process must be completed by noon on the

Friday prior to voting. If that Friday is a holiday, the process must be done by noon on the prior business day. The member must be present to vote. *(Amended March 8, 2011)*

- 3.2 Voting at Board Meetings. Only SHNA Directors are entitled to vote at Board meetings. Directors are limited to one (1) vote per person at Board meetings. The Director must be present to vote. *(Amended March 8, 2011)*
 - 3.3 Voting at Committee Meetings. Only SHNA committee members are entitled to vote at committee meetings. Committee members are limited to one (1) vote per person at committee meetings. The committee member must be present to vote. *(Amended March 8, 2011)*
 - 3.4 Quorums. A quorum for any Board meeting shall be one-third of the number of currently filled Director positions. A quorum for any membership meeting shall be two-thirds of the number of currently filled Director positions. Unless otherwise specified in these Bylaws, SHNA decisions shall be made by a majority vote of those members present at any meeting.
- 4. MEETINGS.**
- 4.1 Regular Membership Meetings. There shall be five (5) regular membership meetings per year on odd-numbered months. Regular membership meetings require seven (7) days advance written notice of the meeting and its purposes to the SHNA membership. *(Amended March 8, 2011)*
 - 4.2 Special Membership Meetings. Special membership meetings may be set by the Chairperson or upon the request of at least one-half of the Directors currently in office or at least fifteen current members. If the Board or the membership requests the special membership meeting, they should contact the Chairperson or next officer in line. Special membership meetings require seven (7) days advance written notice of the meeting and its purpose(s) to the SHNA membership. *(Amended November 13, 2002 & March 8, 2011)*
 - 4.3 Emergency Membership Meetings. The Chairperson or the Board may call emergency membership meetings if deemed necessary. Emergency membership meetings require 24 hours advance written notice of the meeting and its purpose to the SHNA membership. *(Amended March 8, 2011)*
 - 4.4 Regular Board Meetings. The Board of Directors shall meet at least quarterly at times set by the Chairperson or upon the request of at least one-half of the Directors currently in office. Regular Board meetings require seven (7) days advance written notice of the meeting and its purposes to the Directors. *(Amended March 8, 2011)*
 - 4.5 Special Board Meetings. Special Board meetings may be set by the Chairperson or upon the request of at least one-half of the Directors currently in office. Special Board meetings require seven (7) days advance written notice of the meeting and its purpose(s) to the Directors. *(Amended March 8, 2011)*
 - 4.6 Emergency Board Meetings. Emergency Board meetings are limited to a single topic and may be set by the Chairperson or upon the request of at least one-half of the Directors currently in office. Emergency Board meetings require not less than 24 hours advance notice of the meeting and its purpose to the Directors. *(Amended March 8, 2011)*
 - 4.7 Agendas.
 - 4.7.1 Membership Meetings. The Chairperson shall prepare the agenda for regular and special membership meetings. Any person desiring to add an item to the agenda must submit the item in writing to the Chairperson at least ten (10) days in advance of the meeting. Any two (2) Directors or any four (4) members of SHNA may add an item to the meeting agenda. *(Amended March 8, 2011)*
 - 4.7.2 Board Meetings. The Chairperson shall prepare the agenda for regular and special Board meetings. Any person desiring to add an item to the agenda must submit the item in writing to the chairperson at least five (5) days in advance of the meeting. Any two (2) directors may add an item to the meeting agenda. *(Amended March 8, 2011)*

- 4.8 Participation. Any membership, Board, or committee meeting is open to any person and all who wish to be heard may be heard; however, voting is limited as set forth in Section 3. *(Amended March 8, 2011)*
- 4.9 Procedures. "Roberts Rules of Order (Revised)" shall be the authority for the conduct of any meeting.
- 4.10 Public Meetings and Records. SHNA shall abide by all applicable laws relative to public meetings and public records, including public notice to the press and interested parties. Official action(s) done by SHNA shall be on record or part of each meeting's minutes. The minutes shall include a record of attendance and the results of any vote(s) taken. Voting may be formal (written ballot) or informal (e.g., raised arms or voice). A summary of dissenting views should be included with any SHNA recommendation to the City of Portland. SHNA shall keep its official records on file at the Neighbors West-Northwest Coalition office. *(Amended March 8, 2011)*

5. BOARD OF DIRECTORS.

- 5.1 Authority. The Board of Directors shall conduct SHNA affairs in accordance with applicable laws, SHNA's Articles of Incorporation and these Bylaws. The membership may override a Board decision with a two-thirds vote of eligible members present at a membership meeting. *(Amended March 8, 2011)*
- 5.2 Emergency Powers. If the Board of Directors is required to provide neighborhood response before the question is presented to the membership, the Board shall take such action and authorize its appropriate execution indicating that the action is taken under emergency powers. Such action shall be presented to the membership at a regular or special meeting within 45 days for review and ratification by the SHNA membership. *(Amended March 8, 2011)*
- 5.3 Number and Eligibility. The Board of Directors shall consist of only eligible members (see Articles II and VIII). Subject to the provisions of Section 2.1, each Director shall serve for a two-year term or until his or her successor has been duly elected and qualified. All SHNA officers and the immediate past president shall be Directors. The total number of Directors is twenty-one (five officers and sixteen geographic directors). Directors shall be elected from each of the following areas:
- 1) SW 57th Ave., SW Main St., and SW Jefferson St.;
 - 2) SW 58th Ave., SW 60th Ave., SW Clay St., and SW Mill St.;
 - 3) SW Taylor St., SW Taylor Ct., and SW Yamhill Dr.;
 - 4) SW 61st Dr.;
 - 5) SW Salmon St., SW 61st Ct., and SW Madison Ct.;
 - 6) SW Barnes Rd. and SW 48th Dr.;
 - 7) SW Arboretum Cr. and W Burnside Rd.;
 - 8) SW Upland Dr.;
 - 9) SW Fairhaven Dr. and SW Fairhaven Ln.;
 - 10) SW Highland Pkwy.;
 - 11) SW Parkview Ct. and SW Elm Ln.;
 - 12) SW Highland Rd., SW Wyndham Ln., SW Torr Ln., SW Strathfell Ln., and SW Barrow Ln.;
 - 13) SW Fairview Circus and SW Fairview Blvd.;
 - 14) SW Skyline Blvd.;
 - 15) SW Burton Dr.; and
 - 16) SW Westgate Dr., SW Canyon Ct., and SW Montgomery St.

- 5.4 Directors as "Qualified Directors". The members of the Board of Directors shall be considered "Qualified Directors" in that they shall not receive compensation for personal services. However, they may receive reimbursement for actual expenses incurred while performing a director's duty as established by the Board of Directors.
- 5.5 Conflicts of Interest. If a Director has a conflict of interest he or she must immediately disclose all material information to the Board (and the membership if appropriate). A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board after complete disclosure. The presence of, or a vote cast by, a director with a conflict of interest in the transaction does not affect the validity of the action taken by the Board if full disclosure was made beforehand. The Director with the conflict of interest may elect to abstain from voting on the transaction.
- 5.6 Resignations. A Director may resign at anytime by delivery of written notice to the Board of Directors, President, or Secretary. Resignation will be effective upon receipt by any of the above individuals. Once delivered, a Notice of Resignation is irrevocable.
- 5.7 Vacancies. The Board may fill any vacancy on the Board by a majority vote of the Board. A vacancy occurs through resignation, an unfilled position, or excessive absence. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his/her successor is duly elected or appointed and qualifies.
- 5.8 Excessive Absences. An absence of a Director from three (3) consecutive Board meetings without excuse will create a vacancy. *(Amended March 8, 2011)*
- 5.9 Chairperson. The SHNA President shall act as the Board of Directors Chairperson.
- 5.10 Delegated Authority. The Board may grant one-time authority to committees, delegates, and the like to act in SHNA's behalf on an as-needed basis.
- 6. OFFICERS.**
- 6.1 President. The President shall prepare the agenda and shall preside as Chairperson at all Board and membership meetings and shall appoint members of committees.
- 6.2 Vice President. The Vice President shall assist the President and in the President's absence or disability shall carry out the functions of the President.
- 6.3 Secretary. The Secretary shall keep minutes and written records of attendance at meetings, actions taken at meetings, and majority and minority opinions expressed at meetings; shall be responsible for all correspondence of SHNA; and shall make records of SHNA available for inspection for any proper purpose at any reasonable time to directors, officers, members and other persons authorized by law.
- 6.4 Treasurer. The Treasurer shall be accountable for all funds and shall give an accounting at each regular membership meeting, and shall receive, safeguard, and disburse SHNA funds. However, any disbursement in excess of \$100 shall require the President's or the Vice President's approval.
- 6.5 Term Limits. No officer shall be elected to more than two (2) consecutive terms of the same office. *(Amended March 8, 2011)*
- 6.6 Committee Chairpersons and Liaisons to the Northwest Neighborhood Review Board and Other Groups. The President shall appoint all committee chairpersons, members, and liaisons. Chairpersons and liaisons shall inform the SHNA membership and Board of all activities of their respective committees and liaison groups.
- 7. COMMITTEES.**
- 7.1 Committees. The Board may designate standing committees, and create and disband special committees. The Chairperson may establish special committees. Committees must have at least one (1) Board member on them unless specifically excepted. *(Amended March 8, 2011)*

- 7.2 Executive Committee (Standing). There shall be an Executive Committee of the Board of Directors to manage the Board's affairs between Board meetings. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and immediate past President.
- 7.3 Grievance Committee (Standing). The Grievance Committee shall consist of not less than three (3) members appointed by the President. No Director shall serve on this committee. The committee's responsibility shall be to hear complaints of persons adversely affected by SHNA decisions and to make recommendations to the SHNA Board and membership for complaint resolution. *(Amended March 8, 2011)*
- 7.4 Membership Committee (Standing). The Membership Committee shall review and act upon membership applications and shall maintain and update SHNA records.
- 8. ELECTIONS AND APPOINTMENTS.**
- 8.1 Eligibility. Only SHNA members shall be qualified to hold an elected or appointed position.
- 8.2 Board Members. Directors shall be elected to serve for two (2) years or until the next regular membership meeting in May of an odd-numbered year. *(Amended March 8, 2011)*
- 8.3 Removal. Any holder of an elected position may be removed by a two-thirds vote of the membership present at a regular or special membership meeting and requires seven (7) days advance written notice of the meeting and its purpose(s) to the membership. *(Amended March 8, 2011)*
- 9. GRIEVANCE PROCEDURE**
- 9.1 Person or Group Adversely Affected. A person or group adversely affected by a SHNA decision or policy may submit a written grievance to any Grievance Committee member.
- 9.2 Grievance Receipt. The Committee shall arrange to meet with the petitioner at a mutually acceptable place and time to review the grievance within fourteen days of receiving it. The Committee shall recommend a grievance resolution to the Board within thirty days.
- 9.3 Final Resolution. The Committee shall attempt to resolve the grievance and shall submit a written report of their recommendation and/or action to the complainant, Board and membership. If the Committee, Board and petitioner cannot reach agreement, final grievance resolution shall be by a majority vote of the membership at a regular or special membership meeting.
- 10. ADOPTION AND AMENDMENTS.** Adoption of and amendments to these Bylaws require a favorable two-thirds vote by the members present at a regular membership meeting. The SHNA membership shall receive seven (7) days advance written notice and access to written materials that detail the relevant existing and proposed Bylaws amendment(s). *(Amended March 8, 2011)*
- 11. NONDISCRIMINATION.** SHNA shall not discriminate against individuals or groups on the basis of race, religion, color, national origin, sex, sexual orientation, age, disability, income, or political affiliation in any of its policies, recommendations, and/or actions.