

BYLAWS OF THE REED NEIGHBORHOOD ASSOCIATION

ARTICLE I NAME OF ORGANIZATION

The name of this Organization shall be Reed Neighborhood Association, an Oregon non-profit organization, hereafter referred to as RNA.

ARTICLE II PURPOSE

The purpose of the RNA is to:

- a. Enhance the livability of the City of Portland and the Reed neighborhood;
- b. Provide a means of citizen participation and communication in the determination of affairs that directly or indirectly affect the Reed neighborhood;
- c. Promote and assist public service activities and projects of interest to the residents of the Reed neighborhood;
- d. Do and perform all of the activities related to said purpose, to have and enjoy all of the powers granted, and engage in any lawful activity for which corporations may be organized under ORS chapter 65.

ARTICLE III GEOGRAPHICAL BOUNDARIES

Section 1 The geographic boundaries of this organization shall be as follows:

- On the West: the railroad tracks (approximately SE 23rd Ave);
- On the North: SE Holgate Ave (South side of the street)
- On the East: SE 39th Ave (West side of the street) between Holgate Blvd and Woodstock Blvd.
- On the South: Between the railroad tracks east on SE Reedway, south on SE 28th Ave, along Eastmoreland Golf Course to Woodstock Blvd, on the south side of Reed College property (Woodstock Blvd.) east to SE 39th Ave, north to SE Holgate Blvd.
- The Reed neighborhood shares SE 28th Ave, along Eastmoreland Golf Course to SE Woodstock Blvd. east to SE 39th Ave, North to Reedway West, into and including the Reed College Campus, with the Eastmoreland Neighborhood Assn.

Section 2 The RNA boundaries may be modified in accordance with Section III, 1 of the Office of Neighborhood Involvement Standards for Neighborhood Associations.

**ARTICLE IV
MEMBERSHIP**

Section 1 Membership in the neighborhood association is granted to any person who resides in, owns property in, or maintains a business or represents a non-profit organization in the RNA defined area. These persons are also referred to as “Members.”

To qualify as a RNA member, one must meet the above requirements and have signed a membership list provided by the Board of Directors or affirm their membership status on a meeting sign-in sheet.

Section 2 Voting: All members as defined above, eighteen (18) years of age or older, shall have one vote to be cast during attendance at any general or special meeting. One representative from each business, government agency or nonprofit organization located within the boundaries, upon prior written authority, shall have the same privilege as the residents listed above.

**ARTICLE V
FINANCIAL SUPPORT**

Charging of dues of membership fees shall not be made, however voluntary contributions will be accepted. Activities to raise funds may be held when appropriate.

**ARTICLE VI
MEMBERSHIP MEETINGS**

Section 1 Annual meeting: The annual meeting shall be convened in the month of May and upon any day decided upon by the majority vote of the Executive Board. There shall be at least seven (7) days public notice prior to said meeting.

Section 2 General meetings: The Board shall call a general membership meeting a minimum of two times a year, inclusive of the annual meeting. Additional meetings may be called by majority vote of the Board. There shall be no fewer than (7) seven days public notices for any general meeting.

Section 3 Board meetings: The Board shall meet in open session approximately six times a year, but said Board may meet more often at times set by the President. There shall be no fewer than (7) seven days public notices for any board meeting.

While board meetings are open session, only board members are eligible to vote.

Section 4 Emergency meetings: Emergency meetings of the membership or the Board of Directors may be called at the request of at least four (4) members of the Board. Notification and the purpose(s) of the meeting shall require at least 24 hours notice. An emergency meeting shall not be called unless insufficient time is available to consider a pertinent matter at the regular Board meeting. The minutes must describe the emergency. No other business may be discussed or acted on at an emergency meeting.

Section 5 Agenda: Subject to the approval of the Board, the Chair shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by (a) submitting the item in writing to the Board at least seven (7) days in advance of the meeting or (b) making a motion to the Board to add an item to the general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote of the board.

Section 6 Quorum:
a) General Meetings: A minimum of four (4) RNA Board members and four (4) general membership members shall constitute a quorum at a general meeting.
b) Board Meetings: A minimum of four (4) Board members shall constitute a quorum at a Board meeting.

Section 7 Participation: Any general, board, emergency, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Members will be eligible to vote at general meetings, while board members may vote at all meetings. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

Section 8 Order of business: The order of business for any annual meeting shall be:
1. Call to order
2. Adoptions of minutes from previous meeting
3. Financial report
4. Election of board members
5. Old business

6. New business
7. Program
8. Adjournment

Section 9 Procedures: Roberts Rules of Order, Revised, shall be followed in all areas not covered by the bylaws.

ARTICLE VII BOARD OF DIRECTORS

Section 1 Number of Board members: The Board shall consist of no less than five (5) and no more than twelve (12) directors. At-large positions will be available only after the required positions of President, Vice President, Treasurer and Secretary are fulfilled. The positions of Treasurer and Secretary may be held in conjunction with each other or with the position of Vice President.

Section 2 Eligibility for Board service: Only persons eligible for membership (see Article IV) shall be qualified to hold an elected or appointed position.

Section 3 Terms of Office: Each director shall hold office for a term of one (1) year or until his or her successor is appointed or elected. Directors may serve more than one term.

Section 4 Board Vacancies: The Board may fill a vacancy other than President, Vice President, Treasurer or Secretary by majority vote of the Board. Vacancies of President, Vice President, Treasurer and Secretary will be voted on at a General meeting by quorum. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Section 5 Election of board members: Directors shall be elected annually by a vote of the membership at its annual May membership meeting, except for the committee chairs, who shall be appointed by the Board. Secret written ballots shall be used for voting for directors. Each director position shall be voted upon separately and all director positions will be up for re-election annually. A ballot will be used listing all of the director positions with space for one or more candidates and a blank line for write-in nominations. The nominee receiving a majority of votes cast for directorship is elected to that position.

Section 6 Election Process: At the May General Membership Meeting, members (see IV, 1) will receive a single ballot upon signing in. Ballots will be

anonymous but may have a corresponding identifying number with the sign-in sheet. Should ballots have a corresponding number to the sign-in sheet, a representative of SE Uplift must be present to oversee the elections process and ensure anonymity. Two to four persons of the membership will run the election process - up to two Directors (of the previous year) and two non-Directors will make up the Election Committee. A SE Uplift representative may also serve on the elections committee.

- Section 6 Duties of the Board Officers: The Board shall have the following responsibilities and powers:
- a. Manage the daily affairs of the neighborhood association
 - b. Make decisions and represent the interests of the neighborhood association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next general meeting.
 - c. Establish and maintain appropriate sub-committees, committees or task forces necessary to carry out the purpose of the RNA. Membership on such committees and task forces is not limited to Board members.
 - d. Establish a plan for maintaining and encouraging involvement in the neighborhood association.
 - e. Decisions made by the Board on substantive matters shall be reported at the next succeeding general meeting and posted via available communications (e.g. website, newsletter, etc).

- Section 7 Role of Board Members and Officers:
- a. The President shall be the chief executive officer of the RNA and shall officially represent RNA in all functions. The President shall preside at all meetings as described in Article VI, Section 5, and may appoint the members and chair person of the various committees, with approval of a majority of the Executive Board. The President shall be an ex-officio member of all committees.
 - b. The Vice-President or, in the absence of the Vice-President, the President's designee shall fulfill the responsibilities of the President in the absence of the President or as required.
 - c. The Secretary shall be responsible for keeping the administrative and financial records of the RNA. He/she shall record official votes and minority dissenting viewpoints for each issue on which a position is to be taken by the RNA. He/she shall keep minutes of the proceedings of all meetings, including a record of attendance.

d. The Treasurer shall keep or maintain accurate and correct accounts of the business transactions of the RNA. Funds of the RNA shall be deposited as directed by the Executive Board in a checking or savings account in a financial institution. Funds may be withdrawn upon check or draft signed by a minimum of two signatures including the President, Treasurer, or other such persons authorized by the Board. No funds in excess of \$50.00 shall be expended except by approval of the Executive Board. The Board shall not have the authority to buy, sell, or encumber real property unless specifically authorized by the membership. He/she shall forward a copy of pertinent records to SEUL for their records.

e. The SE Uplift Board Member shall represent RNA at meetings of SE Uplift – as a Director of the SE Uplift Board. On these issues on which RNA membership or the Executive Board has votes, the delegates shall vote accordingly; in all other cases, the delegate shall exercise discretion by voting in accordance with the general objective of the RNA.

Section 8 Additional Board/Committee Positions:

a. The Neighborhood Land Use representative shall investigate land use requests, which are perceived to have an impact on the livability of the Reed neighborhood, taking action to state neighborhood positions and to amend and recommend conditions to maintain or improve livability for residents within the RNA boundaries. The Land Use representative shall use reasonable means to notify all persons who may be directly affected by a land use decision and give them the opportunity to provide input into the decision. The Land Use delegate shall represent RNA at SE Uplift Land Use Committee meetings when possible. He/she shall act in the interest of the Reed Neighborhood Association in all matters.

b. The Communications Chair shall be responsible for coordinating and producing any communication of the RNA or the Board as per Board direction. The Executive Board has final editorial authority, which may be given verbally.

c. The Members-At-Large may be required to act as an alternate for the above positions in the instance that an officer cannot attend a specific meeting. They may also be appointed by the Co-Chairs to chair or serve on other task forces or committees.

Section 9 Powers of the Board: It will be the responsibility of each board member to report back to the full board and the general membership on pertinent matters which may arise on various councils and committees. The Board

has the responsibility of acting in the best interest of the neighborhood, but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 10 Termination for non-attendance: Board members who are absent without an excuse deemed acceptable by the Board, for two (2) Board meetings in a six-month period, or who has acted in malfeasance, misfeasance or deliberate non-feasance, shall be subject to removal from office by majority vote of the Board.

Section 11 **Removal of Directors:** Any or all of the directors may be removed with or without cause by action of the membership. A motion to remove a director or directors shall be made at a meeting of the regular membership. No vote shall be taken on the motion until the next succeeding regular membership meeting. In the event such a motion is made and seconded, the motion shall be open for debate at both the meeting at which it is made and the meeting at which the vote is to be taken. In the event such a motion is made and seconded, the director or directors subject to the removal motion shall be given written notice of the motion.

ARTICLE VIII COMMITTEES

The Board or the general membership may establish both standing and ad hoc committees. Committees shall make recommendations to the Board or general membership as directed by the Board or general membership. Committees shall not have the power to act on behalf of the organization without specific authorization from the Board or general membership. All actions taken by a committee shall be reported to the Board and the general membership.

ARTICLE IX CONFLICT OF INTEREST

Whenever a Board member determines that they have a conflict of interest relating to an item under discussion, they must inform the body (membership or Board) hearing the proposal that the conflict of interest exists and this must be recorded in the minutes. Said board member must temporarily recuse him or herself from directorship and shall not vote on matters in which they have a conflict of interest.

ARTICLE X

GRIEVANCE PROCEDURES

- Section 1 One-on-One Dialogue and Mediation: Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation. Contact SE Uplift and/or Resolutions NW for support in the mediation process.
- Section 2 Grievance: Any person or group may file a complaint based upon an alleged violation of the Neighborhood Association's bylaws or the ONI Standards.
- Section 3 Grievance Components: The petition shall include the name and address of the petitioner, the nature of the grievance and suggested remedy. Grievance procedures shall include the following:
- a. A grievance must contain an alleged violation of the subject RNA's bylaws or the ONI Standards.
 - b. A grievance must be brought to the RNA president or designated committee of the Association and/or board as provided in these bylaws.
 - c. A grievance must be submitted by the grievant within forty-five (45) business days of the alleged incident. Within seven (7) days after the receipt of the written grievance, the President will establish a grievance committee of three to include: one representative appointed by the Board of Directors, one representative appointed by the petitioner and one representative from the neighborhood district coalition (SE Uplift). The committee shall investigate the matter and hold a public hearing to give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board. The grievance must be reviewed and responded to by the RNA within sixty (60) calendar days from receipt of the grievance.
 - d. The RNA's consideration of the grievance shall be open to the public. The findings of a grievance shall be a matter of public record. Deliberations of the decision-makers, however, may be held in executive session.
 - e. The RNA's response shall be in writing and include supporting findings of the decision. The Association is encouraged to maintain any supporting documents in case of appeal.
 - f. Only upon unsatisfactory resolution of a grievance with a Neighborhood Association may the grievant appeal to the appropriate District Coalition.

The grievant has fourteen (14) calendar days from the date the decision is rendered to appeal.

Section 4 Appeals Process: Only upon unsatisfactory resolution of a grievance with a Neighborhood Association may the grievant appeal to the District Coalition and the Office of Neighborhood Involvement as indicated in the Office of Neighborhood Involvement Standards. The grievant has fourteen (14) calendar days from the date the decision is rendered to appeal.

ARTICLE XI PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section 1 Submission of proposals: Any person or group, inside or outside the boundaries of the neighborhood association may propose in writing items for consideration and/ or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

Section 2 Notification: The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal be reviewed not less than seven (7) days in advance.

Section 3 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4 Dissemination: The neighborhood association shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE XII PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

The neighborhood association shall abide by all the requirements relative to public meetings and public records as outlined in the ONI Standards adopted July, 2005. Official action(s) taken by the neighborhood association 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 vote(s) taken. A summary of dissenting views should be transmitted along with any recommendation made by the neighborhood association to the City. Official records will be kept on file at the coalition office.

ARTICLE XIII NONDISCRIMINATION

The neighborhood association will 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.

**ARTICLE XIV
ADOPTION AND AMENDMENT OF BYLAWS**

All amendments to these bylaws must be proposed in writing and submitted to members at least seven (7) days before voting on their adoption may proceed. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members at least thirty (30) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.



March 15, 2011

Gabriel Headrick, President
Reed Neighborhood Association

Date

Approved: April 27, 1989
Amended: October 12, 1989
February 19, 1993
May 27, 1993
February 13, 2001
May 19, 2005
May 18, 2006
October 19, 2006
March 15, 2011