

Revised September 1989  
Revised June 22, 1999

Revised September 1997  
Revised June 26, 2007  
Revised January 24, 2012

Bylaws of the  
**Parkrose Heights Association of Neighbors (PHAN), Inc.**

**ARTICLE I PURPOSE**

Section 1 **NAME OF ORGANIZATION:** The name of the organization shall be Parkrose Heights Association of Neighbors (PHAN), Inc.

Section 2 **PURPOSE OF PHAN:** The purposes for which PHAN is organized are:

a.) To enhance the livability of the area by establishing and maintaining an open line of communication and to be a liaison between the neighborhood, government agencies and other neighborhoods.

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, to have and enjoy all powers granted, and engage in any lawful activity for which corporations may be organized under ORS Chapter 65.

Section 3 **MEMBERSHIP:** Membership in PHAN shall be open to all residents, property owners, governmental agencies, businesses, and nonprofit organizations located within the boundaries of PHAN as defined in Article XIII of these bylaws. The list of the membership and mailing lists are the property of PHAN and are not subject to public records requests.

Section 4 **VOTING:** All residents and property owners located within PHAN boundaries shall have one vote each to be cast during attendance at any general or special meeting. Only individuals or representatives age 18 or older may vote. One representative from each business, government agency, and nonprofit organization located within PHAN boundaries shall have the same privilege as the residents mentioned above.

**ARTICLE II FUNDING**

Section 1 **DUES:** Charging of dues or membership fees shall not be made.

**ARTICLE III MEETINGS**

Section 1 **BOARD MEETINGS:** The board shall meet at least *seven* days prior to any general or special membership meeting and at any other time the chairperson may designate. These meetings shall be open session; however, only board members shall be entitled to vote. A quorum for board meetings shall be a majority of the board members seated; decisions shall be made by majority vote. For the regular board meeting, the board members shall be notified in writing or by telephone at least two (2) days in advance. For a special or emergency meeting, up to same day notification shall be allowed..

Section 2      **GENERAL MEETINGS:** There shall be at least four general membership meeting yearly. The meetings shall be convened one in each season and upon any day decided upon by the majority vote of the members of the board. Notification for all general meetings shall require seven (7) days advance written, telephone, or published announcement available to all members of PHAN.

Section 3      **SPECIAL MEETINGS:** Special meetings of the membership may be called by the chairperson or the members of the board as deemed necessary. Notification and purpose(s) of the special meeting shall require written, published, or telephone notice to members of PHAN at least 24 hours in advance of the meeting.

Section 4      **AGENDA:** Subject to the approval of the members of the board, the chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by contacting, in writing or verbally, any board member at least seven (7) days in advance of the membership meeting. Any members of PHAN may add an item to board, general, or special agenda at those respective meetings.

Section 5      **QUORUM:** A quorum for any general or special meeting shall be those members in attendance. A quorum for any board meeting shall be a majority of seated board members.

Section 6      **PARTICIPATION:** Any general or special general meeting is open to any person and all who wish may be heard; however, only those eligible for membership are entitled to vote. The chairman of the meeting may limit debate in the interests of order or of completing the business of any meeting within 1-1/2 hours. All actions or recommendations of the general or special meetings, including minority reports, shall be communicated to all affected parties.

Any board, general or PHAN committee meeting is open to any person and all who wish may be heard; however, only the members of the board are entitled to vote. (The chairman of the board may limit debate in the interests of order or of completing the business of any meeting within 1.5 hours.) All actions or recommendations of the general or special meetings, including minority reports, shall be communicated to all effected parties.

All decisions made by the committee must be brought back to the board in the interest of the general membership. All PHAN committees shall have a designated board member as member or chair of the committee

Section 7      **PROCEDURES:** The PHAN shall follow "Robert's Rules of Order (Revised)" in all areas not covered by the bylaws.

#### **ARTICLE IV PUBLIC MEETINGS / PUBLIC RECORDS REQUIREMENT:**

PHAN shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement (ONI) Standards for Neighborhood Associations. Official actions(s) 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 recommendations made by PHAN. Official records will be kept on file at the East Portland Neighborhood Office (EPNO).

**ARTICLE V MEMBERS OF THE BOARD**

**Section 1 COMPOSITION OF THE BOARD:** The board shall consist of 4 officer positions (President, Vice-President, Secretary and Treasurer and 5-8 additional at large positions as needed to fulfill the mission of PHAN. Officer elections shall be annual and take place at the board meeting that follows the general membership board elections. A minimum of two-thirds (2/3) of the board shall be area residents (refer Article I, Section 3 Membership)

**Section 2 TERMS OF OFFICE AND VACANCIES:**  
Each director shall hold office for a term of two (2) years for which he/she is elected. In case of a vacancy of a member within the term of office, the board may appoint a new board member to fill the position for the remainder of that two (2) year term. (The semiannual election in which a position is open for election will be indicated in parentheses following that position's duty description.) Board positions shall be elected in off-setting years with half in odd years, half in even years.

**Section 3 DUTIES OF BOARD MEMBERS:**  
The members of the board shall participate in the business of the board, and if serving as chairpersons of committees, shall inform the board and PHAN of all activities and all correspondence of their respective committees. Up to six (6) members shall be elected in the fall, and up to six (6) shall be elected in the spring.)

a.) **PRESIDENT:** The president shall prepare the agenda and preside at all meetings of the board and membership; shall appoint members of committees not elected, with a majority approval of the board, except for members of the grievance committee. He/she can vote only to break a tie. (Elected in spring.)

b.) **VICE PRESIDENT:** The vice president shall assist the president; in the president's absence he/she shall function as president; he/she shall serve as a member of the publicity committee. (Elected in fall.)

c.) **SECRETARY:** The secretary shall keep minutes of all board and general meetings and shall present the minutes upon call at the next succeeding meeting of the board or of general membership, as the case may be. The minutes shall include a record of attendance and the results of any vote taken, including dissenting views if requested. (Elected in fall.)

d.) **TREASURER:** The treasurer shall be held accountable for all funds and shall give an accounting upon call at each general, special, or board meeting; shall receive, safe keep, and disburse all PHAN funds. Before such disbursements can be made, the treasurer will be provided with receipts, invoices, or documents which will be recorded to provide the proof necessary for auditing purposes. Such disbursements shall require the signature of one other member of the board (can not be related to or living within the same household). (Elected in spring.)

**Section 4 DUTIES OF THE BOARD:**

a.) **MANAGEMENT:** The affairs of PHAN shall be managed by the board in the interim between general meetings. The board shall be accountable to the general membership; shall seek the view of those affected by any proposed policies or

actions before adopting any recommendation on behalf of PHAN; shall strictly comply with these bylaws. All such actions shall be reported to the membership at the next regular meeting. No person can make written or verbal statements on behalf of PHAN without the expressed approval of the PHAN board or membership.

b. **APPOINT COMMITTEES:** Appoint committees to perform necessary functions and represent PHAN on specified topics.

c. **WORK PLAN:** Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in PHAN.

b.) **VACANCIES:** The board may fill any vacancy on the board or a committee by majority vote of the board in cases involving unnotified absences by a board or committee member from three (3) consecutive meetings. A member appointed to fill a vacancy shall serve the remainder of the unexpired term.

Section 5     **POWERS OF THE BOARD:** The board shall be responsible for all business coming before PHAN and for assuring that members are informed of business that affects them through reasonable means of notification. 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 6     **EMERGENCY POWERS:** In such cases where the board is required to provide neighborhood response before the question is presented to the membership, the board must indicate to the questioner that this is the case, and shall present the action taken at a special or general meeting within 30 days, or within a reasonable time where circumstances dictate, or ratification by the membership.

## ARTICLE VI    **COMMITTEES**

Section 1     **STANDING COMMITTEES:**

a.) **GRIEVANCE COMMITTEE:** The grievance committee shall consist of not less than three (3) members elected by the membership at the general meeting in the fall. No member of this committee shall serve concurrently on the board. The committee's responsibility shall be to hear complaints of persons allegedly adversely affected by decisions of PHAN, and to make recommendations to the board and PHAN for resolution of the complaint.

b.) **ADDITIONAL STANDING COMMITTEES:** Additional standing committees may be established as needed to fulfill the work plan of the board.

## ARTICLE VII   **CONFLICT OF INTEREST PROCEDURES:**

A transaction in which a director may have a direct or indirect conflict of interest may be approved by a vote of the board if in advance of the vote by the board all material facts of the transaction and the Director's interest are disclosed to the board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a

direct or indirect interest in the transaction does not affect the validity of the action taken by the board. The Director with the direct or indirect conflict of interest will abstain from voting on the transaction.

#### ARTICLE VIII ELECTIONS

- Section 1      **ELIGIBILITY:** Only persons eligible for PHAN membership shall be qualified to nominate or hold an elected or appointed position.
- Section 2      **BOARD MEMBERS:** Members of the board shall be elected to serve for two years until the appropriate general meeting. The elections shall be by nomination from the floor or by requesting to be considered prior to the meeting and require a majority vote of the membership present. The election of officers and board members, and other representatives or delegates may be done by secret ballot.
- Section 3      **IMPEACHMENT:** Any holder of an elected position may be removed by a two-thirds (2/3) vote of the general or special meeting.

#### ARTICLE IX GRIEVANCE PROCEDURE

- 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.
- Section 2      **Eligibility to Grieve:** Any person or group may initiate this grievance procedure by submitting a grievance in writing to the board. 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 PHAN. Grievances must be submitted within 45 days of the alleged violation.
- Section 3      **Processing the Grievance:** The board shall arrange a Grievance Committee which shall review the grievance. The committee shall hold a public hearing to give the grievant and others wishing to present relevant comment an opportunity to be heard. The committee shall then forward its recommendations to the board.
- Section 4      **Final Resolution:** Within 60 calendar days from receipt of the grievance PHAN shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the board on a decision maybe be held in executive session.

#### ARTICLE X PROCEDURE FOR CONSIDERATION OF PROPOSALS

- Section 1      **EXECUTION:** The board shall be responsible for the execution of this Article.
- Section 2      **SUBMISSION OF PROPOSALS:** Any person or group, inside or outside the boundaries of PHAN and any governmental agency may propose, in writing, items for consideration and/or recommendation to the board. The board shall decide whether the proposed items will appear on the agenda of either the board, standing or special committees or general or special meetings.

- Section 3 NOTIFICATION: The proponent and members directly affected by such proposals shall be notified in writing of the place, day, and hour the proposal shall be reviewed no less than seven (7) days in advance.
- Section 4 ATTENDANCE: The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.
- Section 5 DISSEMINATION: PHAN shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

**ARTICLE XI ADOPTION AND AMENDMENT OF BYLAWS**

- Section 1 ADOPTION AND AMENDMENTS: Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting. Notice of a proposal to amend the bylaws, specifying the date, time, and place for consideration, must be provided to all members a minimum of seven (7) days before voting.

**ARTICLE XII NONDISCRIMINATION:**  
 PHAN will not discriminate against individuals or groups as defined in City Code Civil Rights and ONI Standards; Section III, A, 3.

**ARTICLE XIII BOUNDARIES:** Boundaries of PHAN shall be defined as follows:

Beginning at the corner of I-84 and NE 122 Ave; South to the corner of NE 122nd Ave & NE Halsey; thence West to the corner of NE Halsey & NE 102nd Ave; thence North along NE 102nd Ave to Tillamook; thence West at Tax Lot 229, Section 28, TIN, R2E to I-84; thence North and then East along I-84 back to the beginning point. The boundary of PHAN shall run along the centerlines of all rights-of-way and shall consist of the area enclosed therein.

**ARTICLE XIV COALITION MEMBERSHIP**

- Section 1 The board may, by a majority vote, associate or disassociate with any group or coalition of neighborhood associations in the City. The appropriate number of delegates shall be elected for staggered two year terms at a General meeting of the association.

These bylaws amended and voted upon by the general membership. January 24, 2012.

Neighborhood Association President \_\_\_\_\_

January 24, 2012