



# Bylaws of the Old Town Community Association

Revised November 2017

## Article I: Name

The name of this organization will be the “Old Town Community Association” changed from “Old Town Chinatown Community Association” as of November 2017.

## Article II: Purpose

### Section 2.1: Objective.

The Old Town Community Association is hereby organized as a neighborhood association in accordance with the guidelines established by the City of Portland’s Office of Neighborhood Involvement. Old Town neighborhood, which includes Chinatown, Japantown, Ankeny Plaza, Skidmore, and the Waterfront, is a diverse area and all of the diverse components of the community have a right to be in the neighborhood. This requires a balance which is best achieved by the various parties working together and communicating with each other. Pursuant to that end the objectives of this organization will be:

### Section 2.2: Education.

Provide a forum for education, research, and an exchange of information for everyone within Old Town so that they may fully participate in the governance and future direction of the neighborhood.

### Section 2.3: Support.

Broaden channels of communication between the residents, property owners, business owners, and employees within Old Town and the City Officials in matters affecting neighborhood livability. Our work must be done in concert with for-profit, non-profit and governmental entities, including the City of Portland and Multnomah County, so that Old Town is recognized as that of a united community. Coordination is necessary in order to muster the resources and approval from beyond the Old Town neighborhood to achieve wider support for the community’s vision of a better future.

### Section 2.4: Development.

Assist in furthering activities and development that will raise the level of residential, commercial, and industrial activity consistent with the interests of community stakeholders, the neighborhood’s development plan, and sound economic practices. All parties will work towards an economic development plan that achieves a better environment in which residents, businesses and non-profit organizations can prosper.

## Article III: Boundaries

**Section 3.1:** The boundaries of the Old Town Neighborhood Association will be designated as follows:

**Section 3.2:** The eastern boundary will be the Willamette River, the southern most boundary will be SW Stark Street, the western boundary will be NW Broadway from the Broadway Bridge to W Burnside and from W Burnside to SW 3rd Avenue, south on SW 3rd Avenue to SW Pine, east on SW Pine Street to SW 2nd Avenue, south on SW 2nd Avenue to SW Oak Street, east on SW Oak Street to SW 1st Avenue and south on SW 1st Avenue to SW Stark Street, and the northern boundary will be the Broadway Bridge.

**Section 3.3:** The Old Town Community Association recognizes that there are areas of common interest with both the Downtown Community Association to the south and the Pearl District Neighborhood Association to the west. A Boundaries Committee will be established, if necessary, to dialogue with any association concerning boundary issues.

## **Article IV: Working with Neighborhood Organizations**

The Old Town Community Association will establish a process to share information which may be of interest to the overall central city community, such as the Downtown Community Association and the Pearl District Neighborhood Association and any other recognized organization established or existing within or proximate to the neighborhood boundaries.

## **Article V: Membership**

### **Section 5.1: Eligibility.**

Any real or corporate individual, who resides or owns property, in the area described in Article III will be eligible for membership in the association. At the time of application for membership any business licensee or private non-profit organization located in the area described in Article III shall designate one representative who shall exercise the voting right of said licensee or organization. The designated representative may be changed by submitting written notice to the Association.

### **Section 5.2: Exclusions.**

No one eligible under Section 5.1 will be excluded from participation in the Association because of race, religion, national origin, sex, sexual orientation, gender identity, age, disability, national origin, legal citizenship, or political affiliation.

### **Section 5.3: Powers.**

The membership of the Association will be responsible for duly electing the Board of Directors.

### **Section 5.4: Voting.**

Any member will be entitled to vote at all annual meetings. No proxy votes will be allowed.

### **Section 5.5: Membership Meetings.**

#### **Section 5.5.1: Annual Membership Meeting.**

**A.** The Annual Meeting of the membership will be held no later than the end of March of each year, on a date to be fixed by the Board of Directors.

**B.** The annual elections of Board Directors will take place at the Annual Meeting. All members may vote at the Annual Meeting. The Secretary or his/her designee will distribute, collect and oversee the counting of ballots, and announce the results.

C. The Secretary of the Association will give notice of each Annual Membership Meeting, and Town Hall Meeting not less than seven calendar days and no more than 30 calendar days in advance of the meeting date. Notice will be given in such a manner that all members of the Association should have reasonable and timely access to the notice.

D. No Annual meeting will be held unless a quorum of twenty (20) members is in attendance. If a quorum is not in attendance at any Annual meeting, the Annual meeting will be re-scheduled by the Chair on a date not more than 60 calendar days following the original date.

#### **Section 5.5.2: General Membership Meetings.**

General membership meetings will be held monthly at least nine times a year. Notice of at least seven (7) days must be given for a Regular Board Meeting. General meetings should immediately precede a board meeting. The membership shall advise the board of current concerns and possible actions the board may choose to take.

#### **Section 5.5.3: Special Membership Meetings.**

A special membership meeting may be called from time to time when the regular business of the association requires additional time for consideration, or for the purpose of removing a director of the Board as per section 6.3. A special meeting requires at least seven (7) days notice given in such a manner that all members of the Association should have reasonable and timely access to the notice.

#### **Section 5.6: Donations.**

The Old Town Community Association may from time to time ask for and receive voluntary donations from its membership to further the operation of the association.

### **Article VI: Board of Directors**

#### **Section 6.1: Eligibility.**

Directors must at all times satisfy the requirements for membership under section 5.1.

#### **Section 6.2: General Powers.**

The Board of Directors will be responsible for conducting the affairs of the Association. The Board of Directors may create committees for any appropriate purpose (section 8.1) The Board of Directors shall assist the Chair in seeking new candidates for director, and preparing members and directors to serve as officers.

#### **Section 6.3: Composition and Term.**

**A. Size.** The Board of Directors will consist of no more than thirteen (13) and no fewer than eight (8) regular members.

**B. Composition.** Composition of the Board should reflect broad representation of diverse constituencies of the Old Town Neighborhood, including but not limited to residential, cultural, organizational, and business affiliations.

**C. Term.** Directors will be seated at the first Board meeting following the annual election. Directors will serve a term of two years and will be associated with a seat number (1-12). The terms of odd

numbered expire in odd numbered years and terms of even numbered seats expire in even numbered years.

#### **Section 6.4: Vacancies.**

**A. Resignation.** Any director may resign at any time by written notice to the Association's Board of Directors, Chair, or Secretary. Once delivered a notice of resignation is irrevocable.

**B. Recall.** Upon receipt of a petition proposing the recall of a Director, which has been signed by at least 20 members, the Secretary will call a Special Meeting of the membership within 30 calendar days to consider the recall. A minimum two-thirds vote of the members attending the meeting will be required to recall a Director.

**C. Removal.** Positions of directors not in attendance at three consecutive board meetings due to unexcused absences will be declared vacant by the Board of Directors, notice of such intent having been given by the Secretary after the second absence.

**D. Vacancies.** Director's seats vacated for any reason may be filled for the unexpired portion of the term by a majority vote of the Board at the next Regular Board Meeting.

#### **Section 6.5: Board Meetings.**

##### **Section 6.5.1: Regular Board Meetings.**

Regular board meetings will be held monthly at least nine times a year. Notice of at least seven (7) days must be given for a Regular Board Meeting.

##### **Section 6.5.2: Special Board Meetings.**

Special Board Meetings may be called from time to time when the regular business of the board requires additional time for deliberation and action. Notice of at least seven (7) days must be given for a Special Board Meeting.

##### **Section 6.5.3: Emergency Board Meetings.**

An emergency board meeting may be called by the Chair if action is required on an item that could not be delayed until a regular or special meeting. Emergency meetings are limited to one action item. Notice of at least 24 hours must be given for an Emergency Board Meeting.

#### **Section 6.6: Notice of Meetings.**

The Secretary will provide written or electronic notice of Regular, Special, and Emergency Board meetings to the public and to each director not less than the required notice time given above. Notices will specify the date, time, and place of the meeting, and should include an agenda.

#### **Section 6.7: Quorum.**

A majority of the current directors will constitute a quorum for all meetings of the Board. Section 6.8: Manner of Acting. The act of the majority of directors present will be the act of the Board of Directors, unless the vote of a greater number is required by these bylaws.

### **Section 6.9: Qualified Directors.**

The Members or the Board of Director's will be considered "Qualified Directors" in that they will not receive compensation or personal services except for actual expenses incurred while performing a director's duties as established by the Board of Directors.

### **Section 6.10: Personal Liability and Indemnification.**

The personal liability of a Director or uncompensated officer of this Association, to the Association or its members for the monetary damages for conduct as a Director or officer is hereby eliminated to the fullest extent allowed by law. The Association will maintain Director's and Officer's liability insurance whenever economically feasible.

### **Section 6.11: Conflict of Interest.**

The Old Town Community Association requires all directors to abide by the following policy, to be signed annually:

*The standard of behavior of the Old Town Community Association is that all staff, volunteers, officers and board members scrupulously avoid any conflict of interest between the interests of the Old Town Community Association on one hand, and personal, professional and business interests on the other. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.*

*I understand that the purposes of this policy are: to protect the integrity of the association's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff and board members. Upon or before election, hiring or appointment, I will make a full, written disclosure of interests, relationships and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.*

*In the course of meetings of activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliation), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.*

*I understand that this policy is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.*

## **Article VII: Officers**

### **Section 7.1: Officers.**

The officers of the Association will be a Chair, Vice-Chair, Secretary, and Treasurer. Any Director of the Association will be eligible to become an officer.

### **Section 7.2: Election of Officers.**

Officers will be elected by the Board of Directors at the next Regular Board Meeting following the Annual Membership Meeting. Officers will be elected for one-year terms.

**Section 7.3: Chair.**

The Chair of the Association will preside at all meetings of the Board of Directors and membership and set the agenda. The Chair will sign with the Secretary or any other proper officer of the Association any contracts or other instruments which the Board of Directors or membership has authorized to be executed, unless the signing and execution thereof will be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Association or will be required by laws to be otherwise signed. The Chair will perform such other duties as may be prescribed by the Board of Directors and the membership and may serve as a voting member of all committees.

**Section 7.4: Vice Chair.**

In the absence of the Chair the Vice Chair will perform the duties of the Chair and then so acting will have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair will perform such other duties as may be prescribed by the Board of Directors.

**Section 7.5: Secretary.**

The Secretary will keep the minutes of all meetings and the attendance records from the previous 12 months and ensure that all notices are given in accordance with the provisions of these bylaws or as required by law. The Secretary will perform all other duties incidental to the office of secretary and such duties as may be prescribed by the Chair or the Board of Directors.

**Section 7.6: Treasurer.**

The Treasurer will keep the books of account of the Association and will, in general, perform all duties incidental to the Office of the Treasurer. The Treasurer will prepare a calendar year income statement and balance sheet for review by the membership at its Annual Meeting and prepare such statements quarterly for review by the Board of Directors at the Board's regular meetings. The Treasurer will perform such other duties as may be prescribed by the Chair or the Board of Directors.

**Section 7.7: Resignation and Removal.**

Officers may resign at any time by giving written notice to the Board of Directors. Officers may be removed with or without cause by a vote of two thirds of the Board of Directors at a Special Board Meeting called for that purpose. Upon receipt of a petition proposing the removal of an Officer, which has been signed by at least 20 members or has been signed by one-third of the Directors, the Secretary will call a Special Board Meeting within 30 calendar days to consider the removal of the Officer. Vacancies in any office will be filled by the majority vote of the current Directors.

**Section 7.8: Agenda Items.**

The Chair sets the agenda for all meetings and should provide a chance for new business to be added. If an issue is not taken on by the Chair it may be forced on the agenda by giving written notice to the Secretary which has been signed by at least 20 members. The Secretary will call a Special Board Meeting within 30 calendar days to consider the agenda item, or include the item at the next regular meeting of the Board.

## **Article VIII: Special Committees and Representatives**

### **Section 8.1: Committees.**

There may be such committees appointed by the Board of Directors consistent with the means and purposes of the association.

### **Section 8.2: Representatives.**

There may be such special representatives to external boards and committees or for particular Association purposes as appointed by the Chair of the Board of Directors consistent with the means and purposes of the association.

### **Section 8.3: Land Use Representative(s).**

There may be Land Use Representative(s) appointed by the Board of Directors who represent the Board in reviewing and replying to land use review notices received from the City of Portland. All recommendations made by the Land Use Representative will be reported to the Board. Any recommendation made to the City of Portland by a Land Use Representative may be appealed to the Board within 14 days of submission, and will be heard by the board at its next regular meeting.

## **Article IX: Grievance**

### **Section 9.1: Filing.**

Any major grievance or complaint against the Association must be filed in writing and delivered to the Secretary of the Old Town Community Association or to the Neighbors West-Northwest Coalition office. A grievance must be submitted by the grievant within 45 business days of the alleged incident.

### **Section 9.2: Procedure.**

The officers will review any grievance or complaint filed against the Old Town Community Association and make a recommendation to the full Board at its next regularly scheduled meeting. If the Board of Directors concurs that submission meets the criteria for a grievance under the ONI Standards, the Chair shall call a Special Board Meeting to resolve the grievance. A person or persons filing the grievance will be given at least 14 calendar days written notice of the time and place of the Special Board Meeting.

### **Section 9.3: Resolution.**

The person or persons filing the grievance or complaint will be given at least 14 calendar days to present witnesses and any other information to the Board of Directors. Any member of the Board of Directors may present additional witnesses or information. Any person or persons filing the grievance or complaint and any member of the Board of Directors may ask a reasonable number of questions of each witness. The Chair of the Board of Directors will, at his/her discretion, limit testimony. After allowing all interested persons the opportunity to be heard, the Board will vote. Each Director will announce publicly his or her vote and the Secretary will record the results. The board must render a decision within 60 days of the receipt of the grievance. 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. A decision by the majority of the Board of Directors will be final.

**Section 9.4: Mediation.**

Prior to any hearing on a grievance against the Association, the parties will be encouraged to request assistance through referral by Neighbors West-Northwest.

**Article X: Amendments**

**Section 10.1: Bylaws.**

The bylaws may be amended or repealed by a two-thirds vote of the Board of Directors then in office.

**Article XI: Authority**

**Section 11.1: Parliamentary Authority.**

The proceedings of the regular Board Meetings of the Association will be governed by Roberts Rules of Order, Revised, except where those rules conflict with the provisions of these bylaws.

**Section 11.2 Conformance with ONI Standards.**

The conduct of all meetings and retention of records of meetings will conform to the ONI Standards for Neighborhood Associations, District Coalitions, Business District Associations and the Office of Neighborhood Involvement. ("ONI Standards")

**Adoption**

The original bylaws of the Old Town Chinatown Neighborhood Association were duly adopted by its general membership on May 6, 1992.

This revision was approved by the Board of Directors on December 6th, 2017