

# HOMESTEAD NEIGHBORHOOD ASSOCIATION

## REVISED BYLAWS

*Revised May 2006*

### ARTICLE 1 PURPOSE

**Section 1** **Name.** The name of the organization shall be the Homestead Neighborhood Association (HmNA).

**Section 2** **Purposes:** The purposes of HmNA are:

- a. To provide a vehicle through which members can interact with other neighborhoods and with government agencies to influence policies and planning in order to improve the quality of life in the neighborhood.
- b. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c. To do and perform all activities related to these purposes, to have and enjoy all of the powers granted and to engage in any lawful activity for which nonprofit corporations may be organized under current Oregon Revised Statutes (ORS).

**Section 3** **Activities:** HmNA is organized exclusively for educational, scientific and charitable purposes, and shall not engage in any activities or exercise any powers that conflict with these purposes.

### ARTICLE II MEMBERSHIP

**Section 1** **Eligibility:** Membership in HmNA shall be open to any person 18 years of age or older who lives and/or owns real property or holds a business license for a business within the boundaries of HmNA.

**Section 2** **Voting:**

- a. All residents, property owners and business licensees shall have one vote to be cast during attendance at any general or special meeting. There will be no voting by proxy.
- b. One representative from each government agency or institution located within HmNA boundaries shall have the same privilege as the residents listed above.
- c. Except for election of board members (Article V, Section 5), any member may vote on any issue before the membership.

**ARTICLE III DUES:** HmNA shall not charge dues or membership fees. However, HmNA may accept voluntary contributions, and activities to raise funds for HmNA may be held.

### ARTICLE IV MEMBERSHIP MEETINGS

**Section 1** **General Membership Meetings:**

- a. These shall be a regular meeting held in June for election and at least three (3) general membership meetings during the calendar year.
- b. These meetings shall convene upon any day decided upon by a majority vote of the board of directors.

- c. Notification for all general meetings shall require a minimum of seven (7) days advance written or electronic notice. Published notice in the Southwest Neighborhood News shall constitute written membership and public notice, since the SWNI newsletter is our publication of record.
- d. “Active member” is defined as one who attended at least one other general or special membership meeting in the previous two years. A person’s signature on a membership attendance list shall be proof of attendance at a prior membership meeting.

**Section 2**      **Special Membership Meetings:** The president of the board of directors may call special meetings as deemed necessary. Special meetings may also be called by a majority of the board members or upon written request by any five (5) active members of HmNA. Notification and purposes of special meetings shall require a minimum of seven (7) days advance notice to all active members of HmNA and public notice.

**Section 3**      **Agenda**

- a. Subject to the approval of the board of directors, the president shall prepare the agenda for general and special meetings of HmNA.
- b. Any person may propose an item for the agenda by submitting the item in writing to the president at least 14 days in advance of the membership meeting.
- c. Any active member of HmNA may make a motion to add an item to the board, general or special agendas at these respective meetings. Adoption of that motion requires a second and a majority vote of those present and eligible to vote.

**Section 4**      **Quorum:** A quorum for any general or special meeting shall be a minimum of three (3) voting members in attendance. Unless otherwise specified in these bylaws, decisions of HmNA shall be made by a majority vote of voting members present at any scheduled meeting.

**Section 5**      **Participation:** Any general special, board or committee meeting is open to any person and all who wish to may be heard. However, only those eligible for membership are entitled to vote. All actions and recommendations of the general and special meetings shall be communicated to all affected parties, including minority reports.

**Section 6**      **Procedures:** The HmNA shall follow Robert’s Rules of Order (Revised) in all areas not covered by the bylaws.

**ARTICLE V: BOARD OF DIRECTORS**

**Section 1**      **Composition:** The board of directors shall be composed of five (5) regular members: a president, a vice president, a secretary, a membership chairman and a treasurer. A sixth Ex-officio member shall be appointed by the Southwest Hills Residential League (SWHRL) subject to the approval of all of the regular HmNA board members.

**Section 2**      **Eligibility:** Only “active” members of HmNA shall be qualified to hold an elected or appointed position on the board of directors, except the Ex-officio member who shall be a SWHRL member in good standing.

**Section 3**      **Terms of Office:** Each director shall hold office for a term of one (1) year for which he/she is elected or appointed and until his/her successor is elected or appointed to take office.

**Section 4**      **Duties of Board Members;** The affairs of HmNA shall be managed by the board in the interim between general and special meetings. The board shall be accountable to the membership; shall seek views of those affected by proposed policies before adopting any recommendation on behalf of HmNA; and shall strictly comply with these bylaws.

**Section 5**      **Election of Board Members:** Regular board members shall be elected annually by a vote of the “active membership” (Article IV, Section 1, d) at the annual meeting in June. The names of all candidates for the board shall be placed in nomination. Written ballots may be used for voting for board members. Election requires a majority vote of active members present.

**Section 6**      **Board Vacancies:** The board may fill any vacancy on the board by a majority vote of the directors present at a board meeting. Three consecutive unexcused absences from regularly scheduled board meetings shall constitute resignation by a board member. That vacancy may be filled by the board, and a member filling that vacancy shall serve the remainder of the unexpired term until his/her successor is elected or appointed.

**Section 7**      **Duties of Board Officers**

- a. **President:** The president shall propose the agenda and preside at all meetings of the board and of the membership; shall appoint all committee chairmen with the majority approval of the board. The president shall serve as a member of the board of directors of Southwest Neighborhoods, Inc. (SWNI), or designate an alternate, with board approval, and shall appoint active members to standing committees of SWNI, again with majority approval of the HmNA board. The president shall have the right to participate in “ex officio” on all committees established by HmNA.
- b. **Vice President:** The vice president shall assist the president; in the president’s absence shall function as the president; shall serve as a member of the board of directors of HmNA.
- c. **Secretary:** The secretary shall keep minutes of all meetings and keep written records of majority and minority opinions expressed at all meetings; shall make records of HmNA available for any proper purpose at any reasonable time. The secretary will assume the duties of the membership chair in his/her absence.
- d. **Membership Chair:** The membership chairman shall take attendance at all general and special meetings and verify voting privileges of each member. The membership chair will assume the duties of the secretary in his/her absence. Copies of bylaws, minutes of meetings and attendance records shall be submitted to Southwest Neighborhoods, Inc. for permanent record in the HmNA files by the secretary and/or the membership chair.
- e. **Treasurer:** The treasurer shall be held accountable for all funds and shall give an accounting at each general meeting; shall receive, safe keep and disburse HmNA funds. Any single disbursement of more than \$100 shall require the signature of one other board member.
- f. **Ex-officio SWHRL representative:** the SWHRL representative shall serve as a communication link representing SWHRL to HmNA, but will not have a vote in any matters.

**Section 8**      **Board Meetings:** The board shall meet at least seven (7) days prior to each general or special membership meeting and at any other time the president may designate. These meetings shall be open session; however, only regular board members shall be entitled to vote. A quorum for board meetings shall be the number of regular board members in attendance; decisions shall be made by a majority vote. Directors shall be notified in writing or by electronic notice in advance. A majority of board members, by signed petition, may call a board, general or special meeting.

**Section 9**      **Emergency Powers of the Board:** When the board is required to provide a neighborhood response before the question can be presented to the membership, the board must indicate to the questioner that this is the case. It shall present the action taken to a special or general membership meeting within a reasonable time for ratification by the membership.

**ARTICLE VI COMMITTEES:** The board shall establish both standing and ad hoc committees as it deems necessary. Committees shall make recommendations to the board for board action. Committees shall not have the power to act on behalf of the HmNA without specific authorization from the board.

**ARTICLE VII CONFLICT OF INTEREST**

**Section 1 Definition:** A conflict of interest exists for a member or a board member whenever the member or board member holds a personal financial interest which will be impacted by the action or inaction of HmNA on a proposal before the membership or the board. A personal financial interest shall include a financial interest by a member or director and/or by members of their immediate family.

**Section 2 Personal Financial Interest Defined:** A personal financial interest includes an ownership interest above 5% of a business which will be impacted by a decision of HmNA. Examples of personal financial interest would include employment by HmNA; ownership of property the use or control of which is being considered by HmNA; plans to purchase property the use or control of which is under discussion by HmNA; etc.

**Section 3 Declaration of a Conflict of Interest:** Whenever a member or board member perceives that they have a conflict of interest relating to an item under discussion, they are expected to report this to the body (membership or board) hearing the proposal, if the conflict is material.

**ARTICLE VIII GRIEVANCE PROCEDURES**

**Section 1 Submittals:** A person or group adversely affected by a decision, policy, action or inaction of HmNA, its board or committees may submit a complaint in writing to any director within thirty (30) days of the cause of the complaint. The complaint shall include a proposed solution and a statement of how the solution furthers the purpose of HmNA.

**Section 2 Review:** Within fourteen (14) days of a director receiving a complaint, the president shall appoint an ad hoc grievance committee consisting of at least three (3) members, one of whom shall be a director. Within seven (7) days following this appointment, the committee shall arrange with the petitioner a mutually acceptable place and time for review of the complaint. The parties shall in writing recommend a resolution of the grievance to the board.

**Section 3 Resolution:** If the committee, board and petitioner cannot reach agreement, final resolution of the complaint shall be by a vote of a majority of the HmNA membership at a general or special meeting.

**ARTICLE IX PROCEDURE FOR CONSIDERATION OF PROPOSALS**

**Section 1 Submittals:** Any person or group, inside or outside the boundaries of HmNA, may propose in writing items for consideration and/or recommendation to the board. The board shall decide whether the proposed items shall appear on the agenda of either the board, standing or special committees, or general or special meetings.

**Section 2 Notification:** The president shall notify the proponents and members directly affected by such proposals not less than seven (7) days in advance of the time and place the proposal will be reviewed.

**Section 3 Attendance:** The proponent or his/her representative may attend this meeting to make a presentation and answer questions concerning the proposal.

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

**ARTICLE X**    **BOUNDARIES:** See Attachments I and II.

**ARTICLE XI**   **RECORDS AND REPORTS:** HmNA shall abide by all Oregon statutes relative to public meetings and public records. Official action(s) taken by HmNA must be on record or a part of the minutes of each meeting. The minutes shall include a record of attendance and the result of any vote(s) taken. Any recommendation made by HmNA to the City of Portland shall be accompanied by the vote and summary of the vote.

**ARTICLE XII**   **NON-DISCRIMINATION:** HmNA shall not discriminate against individuals or groups on the basis of race, religion, gender, sexual orientation, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

**ARTICLE XIII** **PARLIMENTARY PROCEDURE:** Proceedings of HmNA shall be in accordance with the most current Robert's Rules of Order (Revised).

**ARTICLE XIV** **AMENDMENTS TO BYLAWS**

**Section 1**      **Amendment:** All amendments to these bylaws shall be proposed in writing and submitted to members at least seven (7) days before voting on their adoption may proceed. The president shall provide public notice to all members of the date, time and place for consideration of amendments at least seven (7) days before voting on their adoption. Adoption of an amendment to these bylaws shall require a two-thirds (2/3) vote by all active members at two (2) consecutive general or special meetings.

**Section 2**      **General Revisions:** Changes in the bylaws that are extensive and general are not amendments and require an entirely new set of bylaws (general revision). These new bylaws require the same notice as an amendment, and adoption requires a two-thirds (2/3) vote of all active members at two (2) consecutive general or special meetings. If rejected, the old bylaws remain in force.

**ARTICLE XV**   **BOUNDARIES**  
**Boundary Description**

Begin at the West side of Barbur Blvd. where the North line of the South 1/3 of the West 1/2 of the James Terwilliger Donation Land Claim (DLC) intersects with SW Barbur Blvd. (Hillsdale NA North East border point as per Hillsdale bylaws Nov. 13, 1996).

Follow the West side of SW Barbur Blvd. North to SW Curry St. West on SW Curry to the East side of Terwilliger Parkway. North along the East side of Terwilliger Parkway to lamppost sixteen 16 (Dunaway Park), then directly North to the intersection of SW 6<sup>th</sup> and SW Caruthers St.

Go West to SW Broadway Dr. and then southerly up Broadway Dr. to where it meets Hoffman Ave., then along a line due South to SW Terwilliger Blvd., west along Terwilliger Blvd. and continuing west along Sam Jackson Park Road, and then up the center of the access road to the Marquam Park Shelter. From the Marquam Park Shelter go in a southwesterly direction up the creek at the base of Marquam Hill towards the intersection of Fairmount Blvd. and Marquam Hill Road. At the point where the Upper Marquam Trail crosses the creek, go East up the trail to Marquam Hill Road, from thence Southwest up Marquam Hill Road to the intersection with Fairmount Blvd.

Continue in a southerly direction along Fairmount Blvd., staying to the east of all residential communities which are accessible only from Fairmount until intersecting the South line, extended, of the North 1/3, of the West 1/2, of the James Terwilliger Donation Land Claim, which corresponds to the North line of SW Northwood Ave., extended.

Proceed South on Northwood Ave., excluding all properties bordering on this street, to its intersection with the North line of the South 1/3 of West 1/2 of the James Terwilliger DLC to Barbur Blvd., the point of beginning.