HOLLYWOOD NEIGHBORHOOD ASSOCIATION

BYLAWS

Article I. Name and Purpose

Sec. 1 Name of Organization: The name of the organization shall be the HOLLYWOOD NEIGHBORHOOD ASSOCIATION (HNA).

Sec. 2 Purpose of HNA: The purposes for which HNA is organized are:

a) To enhance the livability of the area by establishing and maintaining an open line of communication and 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 do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted and engage in any lawful activity for which corporations may be organized under ORS Chapter 61.
d) To be organized exclusively for educational, scientific, and charitable purposes only. Notwithstanding any statement of purposes or powers aforesaid, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purpose.

Sec. 3 Membership: Membership in HNA shall be open to all residents, property owners, governmental agencies, business licensees, and nonprofit organizations located within the boundaries of HNA as defined in Article X of these Bylaws.

Sec. 4 Voting: All residents, property owners and business licensees located within HNA boundaries, 18 years of age or older, shall have one vote each to be cast during attendance at any General or Special meeting. One representative from each government agency and nonprofit organization located within HNA boundaries shall have the same privilege as the residents mentioned above.

Article II. Funding

Sec. 1 Dues: Charging of dues or membership fees shall not be made, however, voluntary contributions will be accepted. Activities to raise funds for HNA use may be held if appropriate.

Article III. Meetings

Sec. 1 General Meetings: There shall be at least two general membership meetings yearly. The meetings shall be convened in the months of September and March and upon

any day decided upon by the majority vote of the Board of Directors. Notification for all General meetings shall require seven (7) days advance written or telephonic notice to all active members of HNA. "Active member" is defined as one who has attended at least one of the last two General or Special meetings of the membership.

Sec. 2 Special Meetings: Special meetings of the membership may be called by the Chairperson or the Board of Directors as deemed necessary. All active members of HNA shall receive seven (7) days written or telephonic notice of the Special meeting and its' purpose.

Sec. 3 Agenda: Subject to the approval of the Board of Directors, the Chairperson shall prepare the agenda for General and Special meetings of the membership. Any person may add an item to the agenda by submitting the item in writing to the Board of Directors at least seven (7) days in advance of the membership meeting. Any two Board members of any four members of HNA may add an item to Board, General, or Special agenda at those respective meetings.

Sec. 4 Quorum: A quorum for any General or Special meeting of HNA shall be the number of members in attendance. Unless otherwise specified in these Bylaws, decisions of HNA shall be made by a majority vote of those members present at any meeting.

Sec. 5 Procedures: The HNA shall follow "Robert's Rules of Order (Revised)" in all areas not covered by the Bylaws.

Article IV. Board of Directors

Sec. 1 Composition of Board: The Board of Directors, hereinafter referred to as the Board, shall be composed of a Chairperson, First and Second Alternate, Secretary, Treasurer and Chairpersons of standing committees except for the Grievance Committee. Each Director shall hold office for a term of two (2) years for which she/he is elected or appointed and until her/his successor shall have been elected or appointed to take office. (The year in which a position is open for election will be indicated in parenthesis following that position's duty description).

Sec. 2 Duties of Board Members:

a) Chairperson (elected in even years): The Chairperson 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.
b) First Alternate (elected in odd years): The First Alternate shall assist the Chairperson; in the Chairperson's absence shall function as Chairperson; shall serve as a member of the Publicity Committee.
c) Second Alternate (elected in even years): The Second Alternate shall serve as liaison to other Northeast neighborhood associations and perform other duties as the Chairperson may delegate.
d) Secretary (elected in odd years): The Secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence of HNA; shall make records of HNA available for inspection for any proper purpose at a reasonable time and place.

e) Treasurer (elected in even years): The Treasurer shall be held accountable for all funds and shall give an accounting at each General meeting; shall receive,m safekeep, and disburse HNA funds, but such disbursement shall require the signature of one other Board member.

f) Committee Chairpersons: Chairpersons of Committees shall inform the Board and HNA of all activities of their respective committees.

Sec. 3 Duties of the Board:

a) Management: The affairs of HNA shall be managed by the Board in the interim between General meetings. The Board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or actions before adopting any recommendation on behalf of HNA; and shall strictly comply with these Bylaws.

b) Vacancies: The Board may fill any vacancy on the Board of a committee by majority vote of the Board in cases involving 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 and until her/his successor is elected or appointed.

c) Board Meetings: The Board shall meet at least fourteen (14) days prior to any General or Special membership meeting and at any other time the Chairperson may designate. These meetings shall be open sessions; however, only Board members shall be entitled to vote. A quorum for Board meetings shall be the number of Board members in attendance; decisions shall be made by majority vote. Directors shall be notified of Board meetings in writing or telephonically at least two (2) days in advance. A majority of Board members, by signed petition, may call a Board, General, or Special meeting.

d) 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 that this is the case, and shall present the action taken at a Special or General meeting within 30 days, or within thirty (30) days, or within a reasonable time where circumstances dictate, for ratification by the membership.

Article V Committees

Sec. 1 Standing Committees:

a) Grievance Committee (elected each year): The Grievance Committee shall consist of not less than three members elected by the general membership at the General meeting in September. No member of this committee shall serve on the Board. The committee's responsibility shall be to hear complaints of persons adversely affected by decisions of HNA, and to make recommendations to the Board and HNA for resolution of the complaint.

b) Publicity Committee (elected in even years): The Publicity Committee shall be responsible for HNA newsletter and notifying the membership of meetings, elections, events and other relevant matters of concern to HNA; shall maintain and update the membership and mailing lists.

c) Finance Committee (elected in odd years): The Finance Committee shall secure financial support for HNA, if necessary, as requested by the Board.

d) Additional Standing Committees: Additional standing committees may be established by amendment to these Bylaws.

Sec. 2 Special Committees: Special committees may be established by majority vote of the Board or by the Chairperson.

Article VI Elections

Sec. 1 Eligibility: Only persons eligible for HNA membership shall be qualified to hold an elected or appointed position.

Sec. 2 Board Members: Members of the Board shall be elected to serve for two years until the appropriate September General meeting. The election at the September meeting shall be by nomination from the floor and requires a majority vote of the membership present. The Board membership election will be held in September of each year as indicated in Article IV depending upon whether the position is open in an odd or even year.

Sec. 3 Standing Committees: Standing committees shall have elected committee chairpersons with nominations being taken from the floor and shall require a majority vote of the membership present. The Chairperson shall then call for volunteers to fill committee memberships. In cases where volunteers exceed positions, selection will be made by vote of the General meeting. In the case of insufficient volunteers, the Board will fill the vacancies. Standing committee elections shall be held in September of each year, positions to be filled as indicated in Article V.

Sec. 4 Impeachment: Any holder of an elected position may be removed and replaced by a two-thirds (2/3) vote of a General or Special meeting.

Article VIII Grievance Procedure

Sec. 1 Person or Group Adversely Affected: A person or group adversely affected by a decision or policy of HNA may submit in writing a complaint to any member of the Grievance Committee.

Sec. 2 Receipt of Complaint: Within seven (7) days of receipt of the complaint, the Committee shall arrange with the petitioner a mutually acceptable place and time for a review of the complaint. Within thirty (30) days of the meeting with the petitioner, the Committee will recommend, in writing, a resolution of the grievance to the Board.

Sec. 3 Final Resolution: The Committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant (s), Board and membership. If the Committee, Board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of a majority of the membership at a General or Special meeting.

Article VIII Procedure for Consideration of Proposals

Sec. 1 Execution: The Board shall be responsible for the execution of this Article.

Sec. 2 Submission of Proposals: Any person or group, inside or outside the boundaries of HNA and any City agency 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 either the Board, Standing or Special Committees or General or Special meetings.

Sec. 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 not less than seven (7) days in advance.

Sec. 4 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Sec. 5 Dissemination: The HNA shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

Article IX 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.

Article X Boundaries

Sec. 1 Boundaries: Boundaries of HNA shall be defined as follows: N.E. 37th Avenue commencing north of Banfield Freeway and bounded on the north by N.E. Thompson and thence eastward on N.E. Thompson to and including N.E. 48th and thence south on N.E. 48th to Banfield Freeway and west along north side of Banfield Freeway to N.E. 37th. The boundary of HNA shall run along the centerline of all right-of-ways and projections mentioned above.

Sec. 2 Expansion of Boundaries: The right of petition to be included within the boundaries of HNA shall be guaranteed to residents of areas immediately adjacent to HNA boundaries. A petition for inclusion shall contain signatures of at least a majority of those who would qualify as members of HNA in the area sought to be included, and shall require a two-thirds (2/3) approval of the membership at a General of Special meeting.