DOWNTOWN NEIGHBORHOOD ASSOCIATION

Bylaw Revisions for the
Downtown Neighborhood Association
Now the Portland Downtown Neighborhood Association

ARTICLE I. **NAME OF ORGANIZATION:** The name of the organization shall be Portland Downtown Neighborhood Association (Portland DNA), hereafter known in this document as the "Neighborhood Association".

ARTICLE II. **PURPOSE:** The purposes for which the Neighborhood Association is organized are:

a) To enhance the livability of the Downtown neighborhood and Portland by establishing and maintaining an open line of communication and liaison among 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.

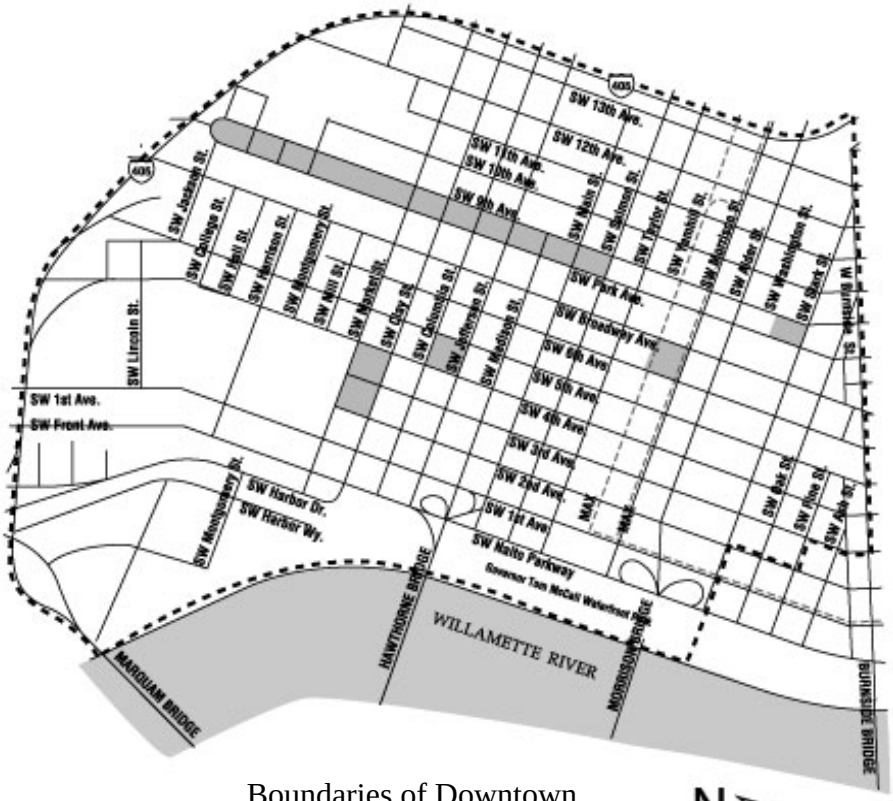
c) To be organized for educational, scientific and charitable purposes.

d) 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 nonprofit corporations may be organized under ORS Chapter 65.

e) For such other objectives as are approved by the Board of Directors and/or membership.

ARTICLE III. **BOUNDARIES:** Boundaries of the Neighborhood Association shall be defined as follows;

The westernmost boundary of the Portland Downtown Association service area is the I-405 Freeway, which also serves as the southernmost boundary. The Willamette River serves as the boundary to the east. The boundary then follows the river north to the south side of SW Stark. Continuing west on SW Stark, the boundary turns north on SW 2nd Avenue and continues on the west side of SW 2nd Avenue to SW Pine. Continuing west on the south side of SW Pine the boundary turns north on SW 3rd Avenue. Continuing on the west side of SW 3rd Avenue the boundary turns west on W Burnside. The boundary completes the service area by continuing on the south side of W. Burnside until it meets the I-405 Freeway. The map on page 3 illustrates these boundaries.



Boundaries of Downtown
Neighborhood Association

ARTICLE IV. MEMBERSHIP:

Section 1 **<u>Qualifications</u>:** Membership in the Portland Downtown Neighborhood Association shall be open to any person(s) who resides, owns real estate, holds a business license, works, or is an enrolled student in an educational institution within the Association's boundaries as defined in ARTICLE III of these bylaws. Requests for membership shall be in writing or by email and shall include name, address, telephone number, and email address.

Section 2 **<u>Membership Audit</u>**: Periodic audit of the membership shall be conducted by persons appointed by the board to ensure that terms that qualify a person for membership are still valid for persons on the membership rolls. This audit shall be carried out whenever the Board deems it necessary or important.

Section 3 **<u>Voting</u>:** All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. Businesses that are members shall represent one vote. Unless otherwise specified in these bylaws decisions of the Neighborhood Association shall be made by a majority vote of those members present at any meeting. No proxy voting shall be allowed.

Members qualified to vote are those who have attended at least one meeting in the previous twelve months prior to the meeting they would be casting their vote.

ARTICLE V. **FINANCIAL SUPPORT:** Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and fund raising may be authorized by the Board.

ARTICLE VI. **MEMBERSHIP MEETINGS:**

Section 1 **General Membership Meetings:** There shall be at least six general membership meetings each year. Notification shall be by mail, email lists, newsletter, posted notices, telephone calls, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public.

Section 2 **Special or Non-Regular Meetings**: Special meetings of the membership, board or committees may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, email lists, newsletter, posted notices, telephone calls, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public.

Section 3 **Agenda:** The Chairperson shall prepare the agenda for general and special meetings of the membership subject to the approval of the Board. Any member 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 meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 5 **Quorum:** A quorum for any general or special meeting shall be the members present and a quorum of the Board

Section 6 **Participation:** Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties.

ARTICLE VII. **BOARD OF DIRECTORS:**

Section 1 **Number of Board Members:** The Board shall determine the exact numbers of Board positions annually. There shall be at least seven (7) and no more than eleven (11) Board members.

Section 2 **Eligibility for Board Service:** Only persons eligible for membership shall be qualified to hold an elected or appointed position. Persons may present themselves to run for the Board or may be nominated by another member of the Association at the meeting prior to the annual meeting. Anyone nominated must accept the nomination prior to the election.

Section 3 **Terms of Office:** The term of office shall be one (1) year. There shall be no term limitations imposed and members may serve as many times as they are elected to the Board.

Section 4 **Board Vacancies:** The Board may fill any vacancy on the Board or committees by majority vote of the Board. 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:** Board members (Directors) shall be elected annually by a vote of the membership at the annual meeting in May. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the Portland Downtown Neighborhood Association. Election requires a majority vote of the membership present.

Section 6 **Duties of Board Members:** The Board shall have following responsibilities and powers:

a. Manage the daily affairs of the Downtown Neighborhood Association.

b. Make decisions and represent the interests of the 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 regular meeting.

c. Appoint individuals, committees, work groups, in or forums to perform necessary functions and represent the Association on specified topics.

d. Establish a yearly work plan of priority issues and projects as well as work towards the continued involvement of members in the Association.

Section 7 **Election of Board Officers:** Board members shall meet after the May board elections and, by majority vote of the Board members present, elect a Chairperson, Vice Chair, Secretary and Treasurer. The remaining Board members shall be members-at-large.

Section 8 **Duties of Board Officers:**

a. Chairperson: The Chairperson shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and or the membership from time to time authorizes. The Chairperson shall represent the position of the Board and the interests of the Association. Chairperson may also appoint a Board member or Association Member to represent the interests of the Association in his/her absence at public and private meetings where issues of interested to the Association are being decided or discussed.

b. Vice Chairperson: The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and as authorized by the by laws or regulations of the Board.

c. Secretary: The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial files of the Association as well as the original minutes of the board and general meetings. The Secretary will maintain the membership files

of the Association and will be responsible for the distribution of all association minutes.

d. Treasurer: The Treasurer shall have charge of all funds belonging to the Neighborhood Association and shall receive, deposit and disburse funds for the Neighborhood Association in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board, or whenever there is a significant change in the finances or at the request of any board member. The Treasurer shall file IRS and state forms when required, and shall have other duties as prescribed by the Board. The Treasurer shall present reports of the past year's finances at the annual meeting in May.

Section 9 **Board Meetings:**

a. Regular Board Meetings: There shall be conduct at least (6) six regular Board meetings each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by mail, email lists, newsletter, posted notices, telephone calls, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.

b. Emergency Meetings: Emergency meetings of the Board may be called by the Chairperson or by majority of the Board as deemed necessary. Notification shall be by mail, email lists, newsletter, posted notices, telephone calls, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require not less than 24 hours notice to the members of the Board that is meeting and to individuals and news media that have requested notice.

c. Board Chair: Board meetings are chaired by the Chairperson.

f. Quorum: A quorum for board meetings of the Portland Downtown Neighborhood Association shall be a majority of the number of Board members.

Section 10 **Powers of the Board:** The Board shall be responsible for all business coming before the Neighborhood Association 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 11 **Termination for non-attendance:** Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

Section 12 **Stay of Termination from the Board**: Board members failing to attend three consecutive board meetings may apply for a Stay of Termination based on special circumstances. If the Board deems the special circumstances to be valid, they may stay the termination for a period of time decided upon by the board.

Section 13 **Recall of a member of the Board:** Any recall of any member of the board must follow the guidelines for grievances outlined in Article X.

ARTICLE VIII. **COMMITTEES:** There may be standing committees as designated by the Board and special committees, work groups or forums may be established by the Chairperson. Board members must be members of at least one of the committees.

ARTICLE IX. **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 the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by 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 may elect to abstain from voting on the transaction.

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.

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 OFFICE OF NEIHGBORHOOD INVOLVEMENT Standards or these bylaws that has directly affected the outcome of a decision of the Portland Downtown Neighborhood Association. 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 and 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.

Section 4 **Final Resolution:** Within 60 calendar days from receipt of the grievance, the Portland Downtown Neighborhood Association 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 may be held in executive session.

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 or by e-mail 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 shall be reviewed not less than 24 hours 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 record recommendations and dissenting views in the meeting minutes.

ARTICLE XII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

Section 1 The Association shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. 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) and recommendations made along with a summary of dissenting views. A permanent set of meeting minutes will be kept in the official Association files. Another set shall be sent to the Office of Neighborhood Involvement by the Secretary according to Article VII, section 8-c.

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 made available to members for review at a general meeting before voting on their adoption may proceed at a later 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. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.