

Concordia Neighborhood Association Bylaws Update
Proposed to the General Membership by the Board of Directors

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ARTICLE I. NAME OF ORGANIZATION

The name of the nonprofit corporation is the Concordia Neighborhood Association (“CNA” or “Neighborhood Association”).

ARTICLE II. PURPOSE

The purposes for which the Neighborhood Association is organized are:

- a) To enhance the livability of the 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 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.
- d) For such other objectives as are approved by the Board of Directors (Board) or membership.

ARTICLE III. BOUNDARIES AND REPRESENTATIVE DISTRICTS

Section A. Boundaries of the Neighborhood Association shall be defined as:

1. North: NE Columbia Boulevard
2. South: NE Prescott from NE 22nd to NE 33rd Avenues and NE Alberta Court from NE 33rd to NE 42nd Avenues
3. East: NE 42nd Avenue
4. West: NE 22nd Avenue

Section B. Representative Districts: CNA is split into three (3) representative districts within its boundaries. These districts have the following boundaries:

1. East District: NE Columbia Boulevard on the North to NE Alberta Court on the South and NE 42nd Avenue on the East to NE 33rd Avenue on the West:
2. Northwest District: NE Columbia Boulevard on the North to NE Killingsworth on the South and NE 33rd Avenue on the East to NE 22nd Avenue on the West; and
3. Southwest District: NE Killingsworth on the North to NE Prescott on the South and NE 33rd Avenue on the East to NE 22nd Avenue on the West.

ARTICLE IV. MEMBERSHIP

Section A. Qualifications: Membership in the Neighborhood Association shall be open to all residents, property owners, and owners of a business located within the boundaries as defined in ARTICLE III of these bylaws.

Section B. Voting: All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business shall have the same privilege as the residents listed. 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.

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 A. Annual Meeting: The Neighborhood Association Annual

Meeting will occur on the first Tuesday in November of each year at such time and place as established by the Board of Directors. Notification of the Annual Meeting, including a summary of the agenda, shall be given at least 30 days prior.

Section B. General Meetings: Membership meetings will be scheduled for the first Tuesday of each month at such time and place as established by the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists 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 active members and to individuals and news media that have requested notice.

Section C. Special or Non-Regular Meetings: Special meetings of the membership, Board or committees may be called by the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists 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 active members, Board or committee members, and to individuals and news media that have requested notice.

Section D. Agenda: Subject to the approval of the Board, the Chair or Vice Chair shall prepare the agenda for the annual, general and special meetings of the membership. Any person may request that an item be added to the agenda by:

- 1) Submitting the item in writing to the Chair at least seven (7) days in advance of the meeting or,
- 2) Making a motion to the Chair 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 E. Quorum: A quorum for any annual, general or special meeting of the Neighborhood Association is 15, excluding Board members.

Section F. Participation: Any annual, 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, including minority opinion reports.

Section G. Procedures: Roberts Rules of Order shall be followed in all areas.

ARTICLE VII. BOARD OF DIRECTORS

Section A. Number of Board Members: The Board of Representatives (herein "Board") shall be fourteen (14) members: 13 voting members and a non-voting Chair. The voting members shall be comprised of seven (7) at-large positions and two (2) positions from each of the three geographic districts.

Section B. Eligibility for Board Service: Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section C. Terms of Office: Board member terms are two (2) years. Terms are staggered so that the tenure of approximately half of the Board will be up for re-election each year.

Section D. Election of Board Members: Board members shall be elected by a vote of the membership at the annual meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the Neighborhood Association. Election requires a majority vote of the membership present.

Section E. 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 F. Duties of Board Members: The Board shall have following responsibilities and powers:

1. Manage the daily affairs of the Neighborhood Association.
2. Make decisions and represent the interests of the Neighborhood 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.
3. Appoint committees to perform necessary functions and represent the Neighborhood Association on specified topics.

Section G. Election of Board Officers: Board members shall elect their officers at the January Board meeting: Vice Chair, Secretary, and Treasurer. Board or general members may fill the Secretary and Treasurer positions. The Chair shall be elected by the general membership at the November Annual Meeting.

Section H. Duties of Board Officers:

- 1. Chair:** The Chair, or his or her designee, shall preside at all Board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chair shall represent the position of the Board and the interests of the Neighborhood Association.
- 2. Vice Chair:** The Vice Chair shall perform the duties of the Chair in the Chair's absence and as authorized by the bylaws or regulations of the Board.
- 3. Secretary:** The Secretary shall record and maintain minutes of Annual, Board and General meetings where official vote is taken, assist the Chair with correspondence and maintain the non-financial files of the Neighborhood Association. The Secretary will maintain a list of Board members and their terms.
- 4. 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.

Section I. Board Meetings:

- 1. Regular Board Meetings:** The Board meets each month on the second Tuesday of the month. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists 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 individuals and news media that have requested notice. Board members may cancel a Board meeting with reasonable notice.
- 2. Special or Non-Regular Board Meetings:** Special meetings of the Board may be called by the Chair or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists 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 all Board members and individuals and news media that have requested notice.
- 3.** Board meetings are chaired by the Chair.
- 4. Quorum:** A quorum for Board meetings of the Neighborhood Association is at least 50% of elected Board members.

5. **Voting:** Unless otherwise specified in these bylaws decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

6. **Rules of Order:** Board meetings shall be run using Robert's Rules of Order.

Section J. 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 K. Termination for non-attendance: Board members are expected to attend all Board meetings. The Board may terminate a member who fails to attend three (3) consecutive Board meetings or miss more than five (5) Board meetings during her/his Board term.

Section L. Executive Committee: The Board shall have an Executive Committee to make decisions which require an immediate decision or where holding a Board meeting is not possible. Decisions of the Executive Committee become official positions of the Neighborhood Association. Meetings are called at the discretion of the Chair.

The Executive Committee is not intended to supplant the authority or responsibility of the Board and should therefore be used judiciously. The Executive Committee shall be comprised of the Chair, Vice Chair, and three additional Board members elected by the Board for a total of five (5) members. The three additional Executive Committee members will be elected by the Board at its January meeting. Terms will be one term. Quorum for this committee is three.

Meetings of the Executive Committee require a minimum of 24 hours with posting of the agenda items. Decisions can only be taken on posted agenda items and all decisions must be unanimous. Minutes shall be kept of meetings.

ARTICLE VIII. REMOVAL OF BOARD

A member of the Board of Directors may be recalled only after abrogation of a grievance agreement. The procedure for recall requires submission of a recall petition with twenty-five (25) signatures of members to the Grievance Committee, who shall only verify the signatures and then submit it to the Board. The Board shall review the petition at the next regular Board meeting, and if no resignation is offered, shall cause the petition to be brought to the membership for a vote at the next general membership meeting.

ARTICLE IX. COMMITTEES

There may be standing committees as designated by the Board and special committees as may be established by the Chair. Committees must have at least one (1) Board member on them.

ARTICLE X. CONFLICT OF INTEREST PROCEDURES

A transaction in which a Board member 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 Board member's interest is disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Board who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Board member. 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 Board member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Board member with the direct or indirect conflict of interest may elect to abstain from voting on the transaction. The Board may also vote to prohibit the Board member with an indirect or direct interest from voting on the matter.

ARTICLE XI GRIEVANCE PROCEDURES

Section A. 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 B. Eligibility to Grieve: Any CNA member 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 the Concordia Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.

Section C. Processing the Grievance: Within 30 days from receiving the grievance, the Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall include one member of the Board, one member of the general membership agreed upon by both the grievant and the Board, and one general member selected by the grievant. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard.

Section D. Final Resolution: The Grievance Committee decision is the

official decision of the Neighborhood Association on the matter. This decision may be appealed to the District Coalition/Northeast Coalition of Neighbors per Article VII of the Office of Neighborhood Involvement Standards.

ARTICLE XII. PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section A. Submission of Proposals: Any person or group, inside or outside the boundaries of the Neighborhood Association 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 the Board, standing or special committees, or general or special meetings.

Section B. 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 C. Presenting Submission: The proponent may attend this meeting to make a presentation and answer questions concerning the proposal(s).

Section D. Dissemination: The Neighborhood Association shall record recommendations and dissenting views in the meeting minutes.

ARTICLE XIII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

The Neighborhood 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. Official records will be kept on file at the District Coalition/Northeast Coalition of Neighbors office.

ARTICLE XIV. 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, marital status, domestic partnership status, veteran status, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XV. ADOPTION AND AMENDMENT OF BYLAWS

All amendments to these bylaws must be proposed in writing and submitted to members for a reading 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 twenty-one (21) 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.

ARTICLE XVI. DISSOLUTION

A decision to dissolve the non-profit corporate status of the Association and to distribute the assets in a particular manner requires a three-fourths ($\frac{3}{4}$) vote of the entire Board and a three-fourths ($\frac{3}{4}$) vote of the members present at a properly noticed meeting. Written notice of such a meeting shall include a full description of the plan for dissolution and shall be given to all members at least 30 days prior to such meeting. Upon dissolution, the assets of the Association shall be given to a Section 501(c)(3) organization with similar purposes as the Association, selected by the Board.

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code, or the corresponding Section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII LIMITATION OF BOARD MEMBER LIABILITY

No Board Member or Officer shall be personally liable to the Association for monetary damages for conduct as a Board Member or Officer, except for:

- A. Any breach of the Board Member or Officer's duty of loyalty to the Association;
- B. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- C. Any unlawful distribution; or
- D. Any transaction from which the Board Member or Officer derived an improper benefit.

ARTICLE XVIII BOARD MEMBER AND OFFICER INDEMNIFICATION

Section A. In all cases, the Association shall indemnify within its

capacity at the time of indemnification any individual made a part to legal proceedings because the individual made a part to legal proceedings because the individual is or was a Board Member, Officer, employee, and/or agent of the Association against liability incurred in the proceeding if the Board determines that:

1. The conduct of the individual was in good faith;
2. The individual reasonably believed that their conduct was in the best interest of the Association, or at least not opposed to its best interest; and
3. In the case of any criminal proceedings, the individual had no reasonable cause to believe their conduct was unlawful.

Section B. The Association may not indemnify a Board Member if the Board determines that:

1. In connection with a proceeding by or in the right of the Association in which the Board Member was adjudged liable to the Association; or
2. In connection with any other proceeding charging improper personal benefit to the Board Member in which the Board Member was adjudged liable on the basis that personal benefit was improperly received by the Board Member.