

ARTICLE I. NAME OF ORGANIZATION

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

ARTICLE II. PURPOSE

The purposes for which the Neighborhood Association is organized are:

1. To organize its human and physical resources in order to promote neighborhood goals and livability.
2. To provide an open process by which all members of the Neighborhood Association may involve themselves in the affairs of the neighborhood.
3. To take positions in matters of civic interest, and promote these positions in communications.
4. To inform residents of events or plans affecting the neighborhood.
5. To establish and maintain open lines of communication with other organizations, such as district coalitions, other neighborhood associations, and city, county, regional, and state government agencies.
6. This corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

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

Boundary lines fall in the center of the streets that border our neighborhood.

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:** 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.
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 and Eligibility: Membership in the Neighborhood Association shall be open to all residents, property owners, **business licensees, governmental agencies, and nonprofit organizations**, located within the boundaries as defined in ARTICLE III of these bylaws. **A person shall become a member of the Association by following the policies and procedures established by the Board of Directors.**

Section B. Voting: All members, as defined above shall have one vote

each to be cast during attendance at any **regular** or special meeting.

One representative from each business, **governmental agency, and nonprofit organization** shall have the same privilege as the residents listed. A membership vote is required for election of board directors, bylaw amendments and dissolution or merger.

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 **in November of each year** at such time and place as established by the Board of Directors. Notification of the Annual Meeting shall be given at least 30 days prior.

Section B. Regular Meetings: Membership meetings will be scheduled at least quarterly 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. Notifications 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 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. Emergency Meetings: Emergency meetings of the membership may be called by the Chair or by the majority of the Board as deemed necessary. Emergency meetings are limited to one agenda item that requires an immediate decision. 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 not less than 24 hours to the membership and to individuals and news media that have requested notice.

Section E. Agenda: Subject to the approval of the Board, the Chair or Vice Chair shall prepare the agenda for the annual, **regular** 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 **regular** or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section F. Quorum: A quorum for any annual, **regular** or special meeting **of the membership** of the Neighborhood Association **requires a quorum of Board members in office immediately before the meeting begins** plus 15 members not currently seated on the Board.

Section G. Participation: Any annual, **regular**, special, Board or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. All actions or recommendations of the **regular** or special meetings shall be communicated to all affected parties, including minority opinion reports.

Section H. Procedures: **The rules contained in the latest edition of Robert's Rules of Order shall govern the conduct of meetings of the Neighborhood Association where they are not inconsistent with these bylaws.**

ARTICLE VII. BOARD OF DIRECTORS

Section A. Number of Board Members: **The Board of Directors (herein “Board”) shall be comprised of a minimum of three (3) and a maximum of six (6) at-large positions; and a minimum of 1 and a maximum of 2 positions from each of the three geographic districts. In addition to the above Board positions,** a Chair shall be elected by the membership.

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. **Terms begin on January 1st following the November election and end on December 31st two (2) years hence. The Board may make provisions to adjust the terms of Directors so that each year the terms of as close as possible to one-half (½) of the Directors shall expire.**

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 committee by a majority vote of the Board, **except the Board Chair who is elected by the membership.** 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. Powers and Duties of Board Members: The Board of Directors shall be responsible for conducting the affairs of the Neighborhood Association, and for assuring that members are informed of business that affects them through reasonable means of notification. The Board of Directors must conduct themselves according to the

principles of the Duty of Care, Duty of Loyalty and Duty to follow the organization's purpose as stated in Article I.

Section G. Election of Board Officers: Board members shall elect **the following officers** at the January Board meeting: Vice Chair, Secretary and Treasurer. **Officers must be elected members of the Board. If an officer position cannot be filled at the January Board meeting, then their election shall take place at a future Board meeting or remain vacant at the Board's discretion.** The Chair should be elected by the Membership at the November Annual meeting. **If a Chair is not elected at the Annual Meeting, then their election shall take place at a future membership meeting . All officers shall serve a one (1) year term, beginning and ending in January of successive years.**

Section H. Duties of the 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, authorize. The Chair shall represent the position of the Board and 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 Regular 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 names. **The Secretary shall send copies of minutes and agendas to the Northeast Coalition of Neighborhoods (NECN) for record keeping.**
- 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.

5. Liaison Representatives: Individuals who are chosen by the Board to represent the Neighborhood Association on external Boards, Commissions or Committees, shall give regular reports back to the Board within 30 days of the meeting of that body. Liaison representatives are required to be members of the Neighborhood Association as described in Membership, above. On those issues on which the Neighborhood Association Board of Directors has taken a formal position, the delegate shall vote accordingly; in all other cases, he/she shall exercise his/her discretion while voting in accordance with the general objectives of the Neighborhood Association.

Section I. Board Meetings:

1. Regular Board Meetings: “**There shall be at least 10 regular monthly Board meetings each year at a date and time designated by the majority vote of 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 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 for all Board members and to individuals and news media that have requested notice.

3. Emergency Meetings: Emergency meetings of the Board may be called by the Chair or by the majority of the Board as deemed necessary. Emergency meetings are limited to one agenda item that requires an immediate decision. 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 not less than 24 hours to the members of the Board that is meeting and to individuals and news media that have requested notice.

4. Board meetings are chaired by the Chair or their designate.

5. Quorum: A quorum for Board meetings of the Neighborhood Association shall be a majority (more than 50%) of Board members in office immediately before the meeting begins.

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

7. Rules of Order: The rules contained in the latest edition of Robert Rules of Order shall govern the conduct of meetings of the Neighborhood Association where they are not inconsistent with these bylaws.

Section J. 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 K. Code of Conduct & Ethics: The Board shall adopt and adhere to a Code of Conduct and Ethics for Concordia Neighborhood Association Board for the purpose of furthering civil discourse and to clarify expectations regarding professional behavior and communication at Board and Neighborhood Association meetings, community events, and in all correspondences via email, written letter and phone to fellow Board members, community leaders, residents, and business owners.

ARTICLE VIII. REMOVAL OF BOARD

Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of two-thirds ($\frac{2}{3}$) super-majority of the members entitled to vote at said 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.

Section A. CNA Standing Committees are as follows:

- 1. Finance**
- 2. Land Use and Transportation**
- 3. Media**
- 4. Safety and Livability**
- 5. Social/Community**
- 6. Wellness**

Section B. Limitation on the Powers of Committees: No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, transfer of all or substantially all of the corporation's assets; may elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt amend or repeal the Articles, Bylaws or any resolution by the Board of Directors.

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 a majority of the Board who have no direct or indirect interest in the transaction. A transaction may not be authorized by a 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 request that the Board member with an indirect or direct interest abstain 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 **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 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 Grievance Committee first must determine whether the submitted grievance fits inside the scope of these grievance procedures. If not, the Committee will communicate that finding with the Board and grievant. If it does fit, then** the committee shall

hold a public hearing and give the grievant and others wishing to present relevant comment an opportunity to be heard. **The Committee shall then forward its recommendations in writing to the Board.**

Section D. Final Resolution: Within 60 calendar days from the receipt of the grievance, the CNA Board 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. The decision on the grievance may be appealed to the District Coalition/ Northeast Coalition of Neighborhoods **within 14 days** 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 Neighborhoods 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 (**super-majority**) by the members present at a **regular membership** 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 (3/4) vote of the entire Board and a three-fourths (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:

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

ARTICLE XVIII. BOARD MEMBER AND OFFICER INDEMNIFICATION

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to

an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer or agent of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later effective date of the amendment or the date the notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification - substantively, procedurally and otherwise.