

BYLAWS of the WOODLAWN NEIGHBORHOOD ASSOCIATION, INC.

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Article I NAME

The name of this organization is the Woodlawn Neighborhood Association, Inc. (hereinafter referred to as the "Association.")

Article II BOUNDARIES AND OFFICES

SECTION 1. BOUNDARIES

The geographical boundaries of the Association shall be: NE Columbia Blvd. (south side) on the north; NE 22nd Ave. (west side) on the east; NE Ainsworth St. (north side) on the south, and NE Martin Luther King Blvd. (east side) on the west.

SECTION 2. OFFICES

The Association shall maintain in the State of Oregon a registered office and a registered agent. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The Association may also have other offices at such places as the Board of Directors may fix by resolution.

Article III PURPOSES

The Association's purposes shall be:

- 1) To develop and enact plans and proposals to improve the physical and/or social conditions within the Association boundaries; and
- 2) To review and make recommendations on all plans and proposals developed independently of the Association which have an impact on the physical and/or social conditions within its boundaries.
- 3) To enhance the livability of the neighborhood and Portland by establishing and maintaining communications between the neighborhood, government agencies and other non-profits and neighborhoods.
- 4) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- 5) 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.
- 6) For such other objectives as are approved by the Board of Directors (Board) or membership.

Article IV MEMBERSHIP

SECTION 1. QUALIFICATIONS AND ELIGIBILITY

Membership in the Association shall be open to any person 18 years or older who resides, owns real property, owns a business or is the designated representative of any of the following located within the neighborhood: a business, non-profit, school or church. Members must confirm their membership in writing, and organizations designating their representatives shall submit the name of their representative in writing.

SECTION 2. MEMBERSHIP FEES OR DUES

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There shall be no fees or dues charged for membership or voting. Any membership contributions shall be on a voluntary basis only. Voluntary contributions will be accepted and fund raising may be authorized by the Board.

SECTION 3. MEMBER POWERS

A membership vote is required for election of Board Directors and officers, bylaws amendments and dissolution or merger.

Article V BOARD OF DIRECTORS

SECTION 1. NUMBER OF BOARD MEMBERS

The Board shall determine the exact numbers of Board positions annually at the meeting prior to the annual meeting.

SECTION 2. ELIGIBILITY FOR BOARD SERVICE

Only persons eligible for membership shall be qualified to hold an elected or appointed position.

SECTION 3. TERMS OF OFFICE

Terms of office are for one (1) year. There are no term limitations for any positions within the Board of Directors. Upon expiration of initial terms of office, a Board member may be reelected. Terms begin at the completion of the annual meeting and last through the end of the next annual meeting.

SECTION 4. BOARD VACANCIES

The Board may fill any vacancy on the Board 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 shall be elected annually by a vote of the membership at the annual meeting in October. The names of all candidates for the Board shall be self-nominated or submitted by any member of the Association. Election requires a majority vote of the membership present. The Board shall establish an elections process prior to the meeting at which elections take place.

SECTION 6. REMOVAL FOR NON-ATTENDANCE

Board members failing to attend three consecutive Board meetings without prior notice may be removed from the Board by a vote of the membership.

SECTION 7. DUTIES AND POWERS OF BOARD MEMBERS

The Board of Directors shall be responsible for conducting the affairs of the 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.

The Board of Directors must conduct themselves according to the principles of the Duty of Due Care (make reasonable decisions, act within the mission/charter, actively manage, provide financial management and act as a non-profit corporation), Duty of Loyalty (place the interests of the Association above one's own, do not represent personal views as those of the Association) and declare conflicts of interest.

Other powers of the Board include:

- Appointment of committees and/or committee chairs,
- Establishing the time and place of Board, Membership/annual meetings,
- Warning Directors for non-attendance,
- Selecting representatives to other organizations and public processes.
- Establishing a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the Association.

SECTION 8. ELECTION OF BOARD OFFICERS

Board members shall, during the annual meeting, by majority vote of the Board members present, elect a Chair, Vice Chair, Secretary and Treasurer. In becoming elected as Officers, these individuals also become members of the Board. The remaining Board members shall be members-at-large.

SECTION 9. DUTIES OF BOARD OFFICERS

1) Chair: The Chair 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 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 have the overall responsibility for all record-keeping. They shall perform or cause to be performed the following duties: recording and maintaining minutes of Membership and Board meetings, assisting the Chair with correspondence and maintenance of current and accurate membership lists, maintenance of current Board members and their terms, archiving records with the Northeast Coalition of Neighborhoods (NECN), and any other duties as prescribed by the Board of Directors.

4) Treasurer: The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform or cause to be performed, the following duties: maintenance of full and accurate accounts of all financial records, receipt, deposit and disbursement of funds for the Association in a bank(s) or financial institution(s) in such manner as designated by the Board, presentation of financial reports as to the financial condition of the corporation to the Board of Directors and any other duties as prescribed by the Board of Directors.

5) Shared Duties: The Board may delegate or reassign specific duties listed above by a majority vote of the Board. In order to ensure transparency and clarity of roles, any changes shall be reflected in the minutes of the meeting at which the changes are voted upon, and shall be explicitly stated at the next membership meeting.

SECTION 10. DELEGATES TO THE NORTHEAST COALITION OF NEIGHBORHOODS (NECN)

The Board shall appoint two (2) volunteer delegates to the Board of the Northeast Coalition of Neighborhoods. These individuals shall attend meetings, hearings and represent the previously voted- on positions of the Association. On those issues on which the Board has taken a formal position, the representative shall vote accordingly; in all other cases, he/she shall exercise his/her discretion while voting in accordance with the general objectives of the Association. They also shall give informative regular reports back to the Board to be determined by the Board on a case by case basis. The delegates shall serve a one-year term, and may be reappointed. Additional delegates may be appointed to memberships on NECN committees.

SECTION 11. OTHER LIAISON REPRESENTATIVES

The Board shall appoint members to represent the Association on City and County Boards, Commissions or Committees. These individuals shall attend meetings, hearings and represent the previously voted-on positions of the Association. On those issues on which the Association Board of Directors have taken a formal position, the representative shall vote accordingly; in all other cases, he/she shall exercise his/her discretion while voting in accordance with the general objectives of the Association. They also shall give informative regular reports back to the Board to be determined by the Board on a case by case basis.

SECTION 12. REMOVAL

Any Board Member or Officer may be considered for removal from office at any time for any reason by a 2/3 vote by the members at a Membership meeting. 7 days advance notice is required for a meeting at which such activity will occur. Notice must include the agenda item stating that this will be a topic of consideration.

Article VI. MEETINGS

SECTION 1. PARTICIPATION

All meetings are open to the public and community members are encouraged to attend and participate in the work of the Association.

SECTION 2. MEMBERSHIP MEETINGS

1) Frequency: There shall be at least four meetings of the Membership during any continuous 12- month period, one of which shall be the annual meeting.

2) Notice: At least seven calendar-days' notice of Membership meetings shall be provided to Members in a manner that is consistent with ORS Chapter 65 and ONI Standards including, but not limited to, written, published, electronic and telephonic communications. Notice for such Membership meetings shall state the date, time and location for the meeting, and a brief description of topics on the agenda. It is recognized that individual notice to every member of WNA is not likely to be possible. Therefore, the use of as many communication venues as is reasonable is expected.

3) Quorum: No binding vote shall be taken during a Membership meeting without a quorum. A quorum shall be achieved when a majority of the Board members in office immediately before the meeting are present. Example, if there are 12 Board members, a majority will be 7 in attendance.

4) Voting: One member, one vote. No proxy votes are allowed. Only those present and voting will be counted. All members of the association may participate in preliminary votes, but on final votes that commit the Association to a position or expense, the vote of the Board members is binding. This is because Board members are specially covered by the Coalition's Officers and Director's Insurance policy, and private citizens don't have that protection.

5) Agenda: The Chairperson shall prepare the agenda for all Membership meetings. Any person 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 add an item to the meeting agenda. Adoption of that motion requires a second and a majority vote.

SECTION 3. BOARD MEETINGS:

1) Notice: Notification for regular and special meetings of the Board shall be by means of communication apt to reach a majority of the Board and Membership. Notification shall require seven-days advance notice to the general public and a minimum 24-hours' notice for all Board members and to individuals and news media that have requested notice.

2) Regular Board Meetings: The Board shall determine an annual schedule of Regular Board meetings at the meeting following the Annual meeting.

3) Special Board Meetings: Special meetings of the Board may be called by the Chairperson or by any three Board members as deemed necessary.

4) Emergency Board Meetings: Emergency meetings of the Board may be called by the Chairperson or any three Board members as deemed necessary. 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. Minutes of the emergency meeting shall state the nature of the emergency and state why the meeting could not be delayed to allow at least seven days' notice. Members conducting business at the meeting may make decisions or deliberate toward decisions only on the agenda topic or topics for which the emergency meeting was called.

6) 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.

Article VII. COMMITTEES

SECTION 1. TYPES OF COMMITTEES

The Board of Directors may establish committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees. All committees must have at least one Board member on them.

SECTION 2. COMPOSITION OF COMMITTEES - EXERCISING BOARD FUNCTIONS

Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of all Directors in office at that time.

SECTION 3. ACTION

If a quorum is present, action is taken by a majority vote of Directors present.

SECTION 4. LIMITATIONS 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, or 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 Bylaws or any resolution by the Board of Directors.

Article VIII. CONFLICT OF INTEREST PROCEDURES

A transaction in which a Board member or Officer 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 IX. 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 Neighborhood Involvement (ONI) Standards or these bylaws that has directly affected the outcome of a decision of the Woodlawn 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 to determine whether it fits inside of the scope of these grievance procedures. If not, the committee will communicate that finding with the Board and grievant. If it does fit, the committee shall hold a public

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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 in writing to the Board.

SECTION 4. FINAL RESOLUTION

Within 60 calendar days from receipt of the grievance, the 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 X NON-DISCRIMINATION

The 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 XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS

SECTION 1. SUBMISSION OF PROPOSALS

Any person or group, inside or outside the boundaries of the 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 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 Association shall record recommendations and dissenting views in the meeting minutes.

Article XII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

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. Official records will be kept on file at the District Coalition office.

Article XIII. RECONSIDERATION OF A PRIOR DECISION

Any person or group may submit a written request to the President for reconsideration of an Association decision at any time prior to the implementation of that decision. The President shall present the request at the next regular meeting of the Board of Directors who will deem whether the request is valid and appropriate for reconsideration.

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Article XIV. ADOPTION AND AMENDMENT OF BYLAWS

These bylaws may be amended by a 2/3 vote of the Membership at a Membership meeting. Notice shall go out to the Membership at least 7 days prior to the meeting stating that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and contain a copy of the proposed amendment.

Article XV CORPORATE INDEMNITY

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 the later of the effective date of the amendment or the date 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.

ADOPTED by a vote of the membership Wednesday, October 16, 2013. Last updated May 2014.