

**DRAFT BYLAWS  
OF THE EASTMORELAND NEIGHBORHOOD ASSOCIATION  
(rev. 2.0 edits to the 5/22/07 version)**

**ARTICLE 1 – NAME, AGENT AND ADDRESS**

Section 1.1. Name

The name of this organization shall be Eastmoreland Neighborhood Association ("the Association" or ENA), a 26 USC 501(c)(3) registered Oregon Nonprofit Corporation.

Section 1.2. Registered Agent and Address

The Association shall have and continuously maintain in the State of Oregon a Registered Agent whose address is identical to the principal address, as required by the Oregon Nonprofit Corporation Act. The principal address of the Association shall be a post office box designated by the Board of Directors. The initial principal address is PO Box 82520, Portland, OR 97282-0520.

**Comment [A1]:** Section added to insure continuity in maintaining registration for future officers

**ARTICLE 2 - PURPOSE**

The purpose of the Association is as stated in the Corporation's Articles of Incorporation (the "Articles"), as they may be duly amended from time to time. The Association works to enhance and preserve the quality and livability of the Eastmoreland neighborhood and coordinates with adjacent neighborhoods and, more generally, the City of Portland. The Association will promote, through communication, between the membership and city government, cooperate with other neighborhood associations and protect the neighborhood from non-residential use civic engagement and volunteer action by its Members.

**Comment [A2]:** Links the Purpose to the Articles of Incorporation which are the basis for the subsequent improved description of the work of the ENA.

**Comment [A3]:** The neighborhood includes industrial areas, a college, commercial, religious, and home business uses within its boundaries.

**ARTICLE 3 - BOUNDARIES**

The Eastmoreland Neighborhood Association geographic boundaries are as indicated in the boundary map (Appendix A) and described as follows-below. The boundaries may be adjusted from time to time by the City of Portland with concurrence of the respective neighborhood associations.

**Comment [A4]:** This section revised to include reference to the official map, correct nomenclature for streets, and coordinate and clarify description of the boundary.

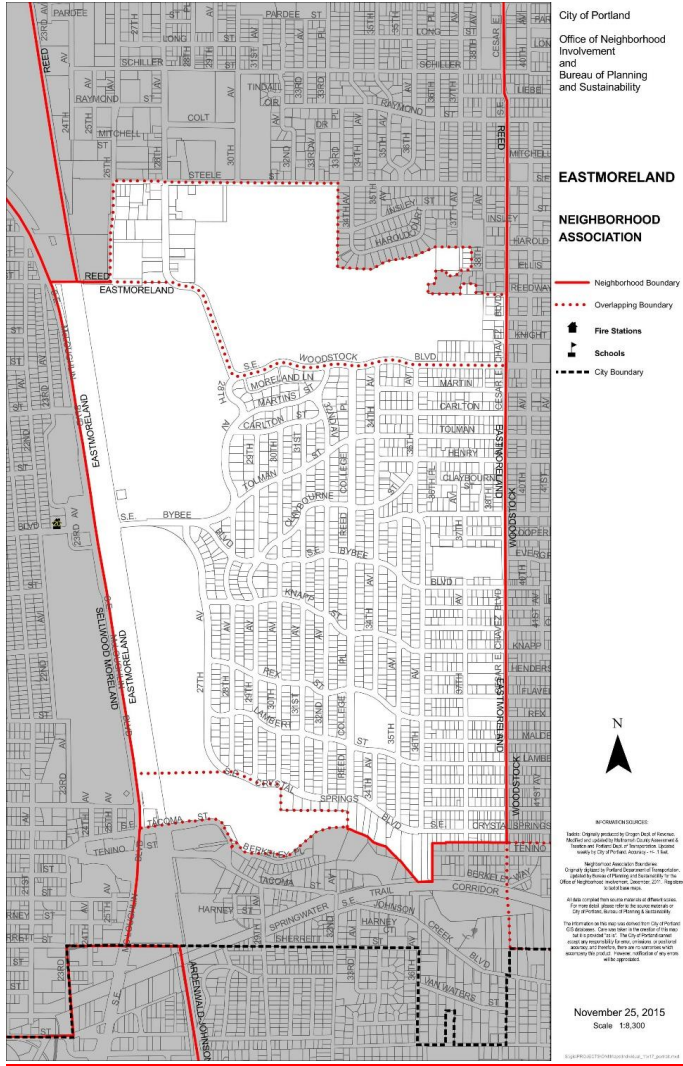
*Eastern boundary:* Along the center of SE Cesar E. Chavez Boulevard (39<sup>th</sup> Avenue) from the southerly boundaries of lots fronting the south side of SE Crystal Springs Boulevard Blvd. to the middle of Reedway St. in Street to the north.

*Northern boundary:* Follow Westerly along the center of SE Reedway St. reet from SE Cesar E. Chavez Boulevard (39<sup>th</sup> west, continue Avenue), thence along the north and east boundaryies of the Reed College Campus to SE Steele St. and then Street, thence west to the center of SE 26<sup>th</sup> Avenue. From thence south along the center of SE 26<sup>th</sup> Av-enue south to the center of SE Reedway St. reet, and thence west across the railroad tracks-right of way to the center of SE McLoughlin BlvdBoulevard.

*Western boundary:* From the projected intersection of SE ~~McLoughlin Blvd. and SE Reedway St.~~ and SE McLoughlin Boulevard south to the projected southern boundary of the Eastmoreland Golf Course.

*Southern boundary:* From the intersection of SE McLoughlin ~~Blvd. Boulevard~~ and the ~~southwest~~ projected southern boundary of the ~~golf course follow the~~ Eastmoreland Golf Course's easterly along the southern and eastern boundary ~~east up to the southern of the golf course, thence along~~ the southerly and easterly boundaries of lots fronting SE Crystal Springs ~~Blvd Boulevard,~~ projected to the center of SE Cesar E. Chavez Boulevard (39<sup>th</sup> Avenue).

A portion of the jurisdictional area within the northern boundary, including the Reed College Campus, is shared with the Reed Neighborhood, and along the southern boundary with the Ardenwald-Johnson Creek Neighborhood, as indicated in the boundary map.



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**ARTICLE 4 - MEMBERSHIP**

**Comment [A5]:** Old Article 5

Section 4.1. Categories of Membership

**Comment [A6]:** We discussed limiting membership to an opt-in proposition as was suggested by ONI. Not yet resolved

Any person ~~over the age of aged eighteen (18) or over~~ who now or hereafter comes within any one of the following categories shall *ipso facto* be a Member and entitled to the privileges and benefits of membership in the Association, unless such person elects otherwise:

- a. Persons whose legal domicile is within and who, except for temporary absences, actually

resides within the boundaries specified in Article 3;

b. Owners of real property within the boundaries described in Article 3; and

c. Business license holders or one designated representative of a business, non-profit organization, school or church located within the boundaries.

#### Section 4.2. Privileges of Membership

Each person who does not disclaim membership shall be entitled to one vote on each matter coming before the membership and otherwise to exercise all rights of a Member of the Association as provided by law, but shall not be deemed thereby to undertake or assume any liability with respect to acts or omission of the Association.

### **ARTICLE 5 - BOARD OF DIRECTORS**

**Comment [A7]:** Old Article 7

#### Section 5.1. Number and Term

The Board of Directors shall consist of a minimum of 12 and a maximum of 21 ~~m~~Members. The term of office for Directors shall be three years without limitation on the number of terms ~~she or he~~they may serve.

#### Section 5.2. Duties of the Board of Directors

The Board of Directors shall be the governing body of the Association and exercise control of the affairs, funds and property of the Association.

#### Section 5.3. Election of Board Members

The Board shall be elected by the Members at the annual meeting of the membership ~~by a majority vote of the members represented and voting~~. The President may appoint a ~~n~~Nominating ~~e~~Committee of at least three ~~(3)~~~~m~~Members at a reasonable time before the Annual Meeting. The Nominating Committee shall ~~solicit and~~ nominate candidates for the Board of Directors. Candidates may also be placed in nomination by written petition of any three ~~(3)~~~~m~~Members. Names of known candidates shall be included in the Notice of the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting. Election may be ~~made~~conducted by written ballot, or ~~at the discretion of the Board~~, by a show of hands. Each ~~m~~Member of the Association is entitled to one vote per candidate for as many candidates as are needed to fill the positions open on the Board. Candidates receiving the highest number of votes will first fill all open three-year terms and then unexpired terms of fewer years.

#### Section 5.4. Vacancies on the Board of Directors

A vacancy on the Board of Directors that occurs following the Annual Meeting may be filled by a majority vote of the Board of Directors; ~~the Director so appointed serving the full, un-expired portion of the term of the vacant position~~ will serve until the next Annual Meeting.

### Section 5.5. Termination for Non-Attendance

Any Director who is absent (without prior notice to the president or secretary) from three ~~(3)~~ consecutive meetings of the Board of Directors ~~shall~~ may be deemed to have ~~resigned and vacated~~ the position ~~shall be considered vacant. This director will be officially removed following a vote to this effect~~ by a ~~majority~~-vote of the Board.

**Comment [A8]:** Provision gives the board latitude to make this decision.

### Section 5.6. Removal for Cause

~~Board members~~ Directors may ~~also~~ be removed for cause at ~~an~~ the annual membership meeting, or a special membership meeting called for that purpose ~~by a majority vote of the Members~~.

**Comment [A9]:** Added "for cause" to specify that there must be valid reasons to remove a Director. Removed "majority vote" language because it's redundant.

### Section 5.6. Quorum

~~A quorum at a board meeting shall consist of 50% plus one of the Directors in office immediately before the meeting begins.~~

**Comment [A10]:** Quorum and Voting sections moved to Article 8.1 and 8.2, Meetings of the Members and the Board.

### Section 5.7. Voting

~~Decisions of the Board shall be made by a majority vote of the Board members present at any meeting.~~

## **ARTICLE 6 - OFFICERS/EXECUTIVE BOARD MEMBERS OF THE BOARD OF DIRECTORS**

**Comment [A11]:** Old Article 8

### Section 6.1. Personnel and Elections

The ~~o~~ Officers (~~executive Committee of Officers of the b~~ Board members), who shall function under the general supervision of the Board, shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors shall nominate and elect the ~~o~~ Officers ~~annually, normally within a week following~~ Board elections at the Annual Meeting. All ~~o~~ Officers must have first served a minimum of one year on the Board of Directors. ~~Within the preceding three years~~. Any two ~~(2)~~ offices may be united in one person. The Board, ~~in~~ at its discretion, may create additional offices not inconsistent with the above, define the duties of such offices, and designate who shall fill the positions. All ~~o~~ Officers shall serve one-year terms with a ~~five (5) year limit~~ term limit of five consecutive terms. Officers shall serve from the time of their election until a successor is elected. In the event of a vacancy, the Board shall nominate and elect a replacement to complete the term.

**Comment [A12]:** Provides time for the new Board to consider the alternatives and separates this process from the Annual Meeting for the same reasons.

**Comment [A13]:** Clarifies the interpretation of this clause.

**Comment [A14]:** Clarifies term limit

**Comment [A15]:** Clarifies term of office

**Comment [A16]:** Clarifies process for interim replacement.

### Section 6.2. Duties of the Officers

a. The President, subject to control of the Board, shall have general supervision of the affairs of the Association. The President shall preside at all Board meetings and membership meetings of the membership; oversee preparation of meeting agendas; sign or countersign all corporate contracts or instruments authorized by the Board, except as otherwise directed by the Board; report to the Directors and Members as deemed necessary or required; and perform all duties

**Comment [A17]:** ONI recommendation

required of the office by the Board.

b. The Vice-President shall exercise all the functions of the President in the absence of that person and assume such other duties as requested by the President of the Board.

~~e.~~ The Secretary shall ~~oversee issuance of~~ notices of all ~~Board meetings and meetings of the membership; and membership of Board, keep; record, authenticate, and post~~ the minutes of such meetings; ~~maintain the non-financial files of the Association; and assist the President with correspondence.~~ The Secretary shall maintain a list of ~~Board members~~ Directors and their terms, and perform such other duties as are properly required of that position by the Board.

~~c.~~

d. The Treasurer shall have custody of all funds and securities of the Association, ~~shall; keep regular books of account, shall; sign or countersign such instruments as required, and; authenticate the records of the Corporation;~~ make ~~such~~ reports at least quarterly; and perform such other duties as properly required by the Board ~~of Directors.~~

## ARTICLE 7 – COMMITTEES OF THE BOARD OF DIRECTORS

### Section 7.1. Establishment of Committees

~~The President, with approval of~~ ~~There shall be a nominating Committee in accordance with Article 7, Section 3, and the Board, shall approve the appointment of such otherstanding and ad hoc committees as are deemed necessaryneeded~~ to carry out the policies, responsibilities and activities of the Association. Committees, including the Committee of Officers of the Board-Members, are advisory to the Board and do not have executive authority. The Board shall approve the general purpose of the committee and approve of committee chair(s). Committees shall report to the Board. Directors and Association Members mayare encouraged to attend committee meetings and serve on committees. ~~The seven day rule for committee meeting notification only applies if the committee has been given executive authority to make decisions. Minutes must be taken at committee meetings and filed with the ENA.~~

### Section 7.2. Standing Committees

Communication and Land Use committees must be chaired by current Directors. Other standing committees must include a current Director. When active, standing committees shall maintain a presence on the neighborhood website describing their purpose, work and operational policies, as approved by the Board.

## ARTICLE 8 - MEETINGS

### Section 8.1. Annual and Special Meetings of the Membership

a. Timing: The ~~a~~Annual ~~meeting~~ of the membership shall be held each year in May. Special meetings may be called by the President or by resolution of the Board of Directors. All meetings

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**Comment [A18]:** unclear language

**Comment [A19]:** Clarification of "keep"

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**Comment [A20]:** ONI shows this as Secretary but as this involves payment and financial records place under Treasurer.

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**Comment [A21]:** Old Article 9

**Comment [A22]:** The original language failed to make clear how such committees are to be formed, their accountability and general duties.

**Comment [A23]:** This is redundant to the contents of article 5.3 and is deleted for clarity and because the nominating committee is very specific in its composition and function.

**Comment [A24]:** encouraged rather than "may"

**Comment [A25]:** The original language specified this rule for committees with executive authority.

**Comment [A26]:** Minutes may be useful but not required for committees without executive authority.

**Comment [A27]:** The original language failed to mention or provide a framework for standing committees and especially communications and land use which are both essential to the function of the Board and the role of the association in the city.

**Comment [A28]:** This section is former Article 6.

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shall be held within the boundaries of the Association as defined in Article 3.

~~b. Notice: Notice of all meetings of the membership (annual and special) shall be given to each Member, at the last address of record, by first class mail, at least seven (7) days before the meeting, by mail or by other means other than first class mail such as e-mail, newsletter, website, etc. The notice shall include the date, time, place, purpose of the meeting and a brief description of the items on the proposed agenda.~~

~~c. Agenda: Any question that may come before the meeting for a vote also must be identified in the notice of the meeting by the Board of Directors. Any person or group within or without the neighborhood Association's boundaries may propose in writing items for consideration and/or recommendation to the Board. Such proposals should be sent to the attention of the Secretary and the President at least 14 days in advance of the meeting.~~

~~d. Quorum: A quorum for a membership meeting shall consist of fifteen (15) 30 members (of which at least seven (7) are board members) present in person. A majority of such including a quorum of the Board of Directors shall decide any question that may come before the meeting, provided that the Board of Directors delivered written or electronic notice at least seven (7) days before the meeting to the neighborhood at large of intent to vote on that matter.~~

~~e. Voting: A majority of the required quorum shall decide questions under consideration. - There shall be no voting by proxy or by electronic mail.~~

~~f. Special meetings: Special meetings of the membership shall be held at the call request of the Board of Directors or by the call of 1030 or more Members by a petition signed, dated, and delivered to the Secretary of the Board. Such petition shall describe the purpose of the meeting. Discussion shall be limited to the stated purpose. Notice shall be delivered no less than seven (7) days prior to the special meeting.~~

### Section 8.2. Meetings of the Board of Directors

~~Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. A minimum of seven (7) days notice is required. Notice will be made on the ENA website.~~

~~a. Timing: Meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors.~~

~~b. Notice: Notice of all Board meetings shall be given to each Member at least seven days before the meeting by mail or by other means such as e-mail, newsletter, website, etc. The notice shall include describing the date, time, place, purpose of the meeting and a brief description of the items on the proposed agenda.~~

~~c. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place,~~

**Comment [A29]:** Quorum, notice, agenda, and voting are separated for clarity.

**Comment [A30]:** We added a title word for each subsection for clarity and to make easy comparison between sections 8.1 and 8.2 as well as the Chart showing requirements for meetings if retained.

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**Comment [A31]:** When mailing the Board usually uses Bulk Rate. First class mail is expensive and only one among several communication tools previously allowed – thus it has been included as "mail" with emphasis on the notice period required.

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**Comment [A32]:** Moved from former Article 11, Section 4 - Proposals

**Comment [A33]:** For a neighborhood of 2000 plus residents, a meeting of less than 30 seemed insufficient for annual or special meetings of the membership.

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**Comment [A34]:** The old (7) number seemed to be based on a Board consisting of the minimum 12 members. To be consistent, a quorum should be proportional to the size of the Board.

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**Comment [A35]:** Given the size of the association and the guidance from ONI (XX), 30 seemed like a more reasonable number given the time and expense of holding the unusual all member "special" meeting.

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**Comment [A36]:** This section is former Article 10.

**Comment [A37]:** Section expanded to clarify requirements and eliminate the distinction between regular and special.

**Comment [A38]:** We added a title word for each subsection for clarity and to make easy comparis...

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~~purpose of the meeting and a brief description of the items on the agenda shall be delivered to each Director personally or by telephone, mail or e-mail not less than seven (7) days prior to the special meeting.~~

~~d. Agenda: Subject to the approval of the Board, the President shall be responsible for preparation of the agenda for meetings of the Board of Directors. Any person or group within or without the neighborhood association boundaries may propose in writing items for consideration and/or recommendation to the Board. Such proposals should be sent to the attention of the Secretary and the President. Any Member of the Association may request, at the beginning of a meeting, to add an item to the agenda. The Board can shall vote to accept or deny this such requests, if any, and finalize the agenda.~~

~~e. Quorum: A quorum at a board meeting shall consist of 50% percent plus one of the Directors in office immediately before the meeting begins.~~

~~f. Voting: Decisions of the Board shall be made by a majority vote of the Directors present at any meeting. Only Directors are eligible to vote.~~

~~g. Emergency Board Meeting: If a matter must be discussed or a decision made with less than the required seven 7 days notice, an emergency Board meeting may be called. Emergency meetings require a minimum of twenty four (24) hours notice and the Board will make the best possible, reasonable effort to notify affected members of the meeting. Notice of such emergency meetings shall describe the date, time, place, purpose of the meeting and a brief description of the items on the agenda must be provided a minimum of 24 hours in advance of the meeting. The Board shall notify Members of the meeting via email and website posting. Discussion shall be limited to the stated purpose.~~

### Section 8.3. Meeting Guidelines

~~a. Records of the Meetings: 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 Association must be on record or part of recorded in the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s). For votes taken, a summary of dissenting views should be transmitted included along with any recommendation decisions made by the Association. Official records will be kept on file at Southeast Uplift following approval of such minutes by the Board.~~

~~b. Participation: Any general, special, meetings of the membership and Board or committee meeting is of Directors are open to any person Member and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote at membership meetings. Only Board members will be eligible to vote at Board meetings. All actions or recommendations of such meetings, including minority reports, shall be communicated to all affected parties, to the extent feasible within the limitations of the meeting duration.~~

**Comment [A39]:** There appears to be no distinction between regular and special Board meetings.

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**Comment [A40]:** From Article 11, Section 1. Agenda. Changed to clarify meaning and be consistent with current procedure.

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**Comment [A41]:** This sentence moved from Article 11, Section 4. Proposals.

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**Comment [A42]:** Moved from former Section 5.6 - Quorum

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**Comment [A43]:** Moved from former Section 5.7 - Voting

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**Comment [A44]:** Moved from 8.1.f. to here, based on ONI template that specified emergency Board meetings but not emergency member meetings. There are still special membership meetings called by the Board either at their discretion or by petition of 30 members.

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**Comment [A45]:** Moved from former Article 4, Section 2.

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**Comment [A46]:** This sentence was corrected to be consistent with requirements for recording

**Comment [A47]:** Moved from former Article 11.

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**Comment [A48]:** Redundant to sections addressing voting in 8.1 and 8.2 above and Recor

**Comment [A49]:** Given the limited duration of meetings this is a necessary qualification.



c. The rules contained in the latest edition of Robert's Rules of Order shall govern the conduct of all meetings in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the neighborhood Association may adopt.

**Comment [A50]:** To be discussed.

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**Comment [A51]:** We have not had time to discuss but have been advised that using Robert's Rules is no longer considered best practice

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**Comment [A52]:** We added this chart as a way of quickly identifying the standards and requirements described in detail above.

Summary of Meeting Types

<u>Meeting Type</u>	<u>Frequency</u>	<u>Notice</u>	<u>Agenda</u>	<u>Quorum</u>	<u>Minutes</u>
<u>Annual Membership Meeting (8.1)</u>	<u>May of each year (8.1.a)</u>	<u>≥ 7 days (8.1.b) by mail, or website and email, newsletter</u>	<u>Agenda noticed and as approved by BOD (8.1.c)</u>	<u>≥ 30 Members, including a quorum of the Board (8.1.d)</u>	<u>Required (8.3.a)</u>
<u>Special Membership Meeting (8.1.f)</u>	<u>By BOD or upon receipt of petition signed and dated by ≥ 30 Members and stating purpose (8.1.g)</u>		<u>Stated purpose by BOD or petition (8.1.f)</u>		
<u>Regular Board Meeting (8.2.a) or Special Board Meeting (8.2.c)</u>	<u>Determined by BOD (8.2.a, 8.2.c)</u>	<u>≥ 7 days (8.2.b) by mail, or website and email, newsletter</u>	<u>Agenda noticed and as approved by BOD (8.2.c)</u>	<u>&gt; 50% of BOD (8.2.e)</u>	
<u>Emergency Board Meeting (8.2.g)</u>		<u>≥ 24 hours (8.2.g)</u>	<u>Limited to stated purpose (8.2.g)</u>		
<u>Committee Meeting (7.2)</u>	<u>Determined by committee chair (7.2)</u>	<u>Determined by chair, posted on website and sent to committee members and interested parties by request (7.2)</u>	<u>Committee chair (7.2)</u>	<u>None required (7.2)</u>	<u>Not required (7.2)</u>

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**ARTICLE 9 - LIABILITY OF DIRECTORS AND OFFICERS; INDEMNIFICATION**

**Comment [A53]:** Old Article 12

Section 9.1. Officer and Director Liability

No Director or uncompensated officer shall be personally liable to the Association for monetary damages for conduct as a Director or officer, except for:

- a. Any breach of the Director's 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 the law;

c. Any unlawful distribution;

d. Any transaction from which the Director or officer derived an improper personal benefit;  
~~and/or~~

~~e.~~ Any act or omission in violation ORS Section 65.361, 65.364 or 65.367.

### Section 9.2. Indemnification of Directors, Officers, Employees or Agents

The Association shall indemnify any individual made a party to a proceeding because the individual is or was a Director, officer, employee or agent of the Association against liability incurred in the proceeding if:

a. The conduct of the individual was in good faith;

b. The individual reasonably believed that ~~the individual's~~their conduct was in the best interest of the Association, or at least not opposed to its best interest; and

c. In the case of any criminal proceeding, the individual had no reasonable cause to believe ~~their~~ir conduct ~~of the individual~~ was unlawful.

## **ARTICLE 10 - CONFLICT OF INTEREST**

**Comment [A54]:** Old Article 13

~~A Board member who has a conflict of interest relating to an item under discussion shall inform the body (membership or Board) hearing the proposal that the conflict of interest exists and this shall be recorded in the minutes. The Board member with the conflict of interest may elect to abstain from voting on the transaction.~~

To protect the integrity of the Association's decision-making processes, Directors shall disclose to the Board any interest they have in a transaction or decision of the Board that could reasonably result in a direct financial benefit or gain to themselves and/or their business or employers, family members and close associates, and other organizations with which they are associated.

**Comment [A55]:** Drawn from ONI Template

**Comment [A56]:** Suggest adding "reasonably result in direct" as "could" is hypothetical.

Such Director(s) shall not participate in any Board discussion of, or vote on, the transaction or decision.

Members who believe that a Director is in violation of this article should inform the Secretary in writing, so that it can be brought to the attention of the Board.

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## **ARTICLE 11 - NON-DISCRIMINATION**

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**Comment [A57]:** Old Article 4, Section 1.

The Association shall not discriminate against individuals or groups on the basis of race, religion, color, sex, gender identity, sexual orientation, age, disability, legal citizenship, national origin, income, civil status or political affiliation in any of its actions, policies, or recommendations ~~or actions~~.

**Comment [A58]:** Moved from former Article 4, Section 1. Consistent with ONI language.

## ARTICLE 12 - FINANCE

Comment [A59]: Originally Article 14

### Section 12.1. Financial Support

Financial support for the Association shall be derived ~~entirely through~~from contributions or other fund-raising activities authorized by the Board, and no Member shall be assessed for the payment of dues ~~or otherwise for participation in any neighborhood association activities without the consent of such Members.~~

### Section 12.2. Financial Management

The moneys for the Association shall be deposited in the name of the Association in such banks or trust companies as the Board of Directors shall designate and shall be drawn out only by checks ~~or bank debit or credit cards~~ signed by such person or persons as the Board of Directors shall authorize.

Comment [A60]: This would allow use of bank and credit cards.

### Section 12.3. Annual Budget and Reserve

~~Prior to the December meeting of the Board of Directors of the ENA, the Treasurer in conjunction with the other Officers shall propose and recommend for approval by the Board an annual budget and an annual reserve amount.~~

~~At each September meeting of the Board of Directors of the ENA, or at the first board meeting following an annual meeting, the Executive Board shall propose and recommend for approval by the Board a minimum amount of funds to be reserved for expected future expenses (the "Annual Reserve"). The Annual Reserve shall consist of an amount necessary to fund:~~

- ~~• annual expenses, based on the prior year's expenses with a reasonable inflation escalator;~~
- ~~• continuing, legacy donations or other commitments;~~
- ~~• emergencies;~~
- ~~• rainy day funds~~

~~Following the Executive Committee's proposal, The Board shall determine the amount of the Annual Reserve.~~

Comment [A61]: This language developed in discussion with our Treasurer and accountant to address both budget and reserve.

Comment [A62]: This deleted text is from Article 4, Section 3 – Annual Reserve.

Comment [A63]: The September date is impractical following summer recess and not in line with the fiscal year.

Comment [A64]: These are policy decisions that will vary from year to year. Needs further explanation.

### Section 12.4. Funds Upon Dissolution

Comment [A65]: Old Article 15.

In the event of dissolution of this Association, all assets shall be distributed to such charitable or educational organizations in the community as are tax exempt for Federal Income Tax purposes. Such distribution shall be determined by the Board and approved by the ~~m~~Membership in accordance with the Articles of Incorporation. ~~Friends of Trees and the East Moreland Garden will be considered first as possible recipients of these funds.~~

Comment [A66]: These are policy decisions that will vary from year to year

Comment [A67]: The Articles of Incorporation also cover this eventuality.

## ARTICLE 13 - REPRESENTATIVE TO NEIGHBORHOOD COALITION

Comment [A68]: Old Article 16.

The Board of Directors shall appoint a Member, ~~who may also be a director,~~ to serve on the Board of Directors of the Southeast Uplift Neighborhood Coalition. This position serves at the pleasure of the Board, is responsible for representing the interests and policies of the Association, and reports regularly to the Board of Directors. Reports will include the outcome of votes taken by the Southeast Uplift Board of Directors as well as summaries of presentations, discussions, and posted links to Southeast Uplift Board minutes.

## ARTICLE 14 - GRIEVANCES ~~AND DISSENT~~

### Section 14.1. Grievances

a. Eligibility: Any person or group believing that they are adversely affected by a decision involving a procedural violation of this Association's bylaws or ~~of the~~ ONI Standards may submit file a formal written ~~request for reconsideration of the decision~~ grievance.

b. Filing: Grievances must be submitted in writing to the Secretary within ~~fortyfive~~ (45) days from the date of the ~~decision-alleged violation, identify the date of the~~ action being grieved, describe the provision of the Association's bylaws or the ONI Standards allegedly violated, describe how the grievant was harmed, and ask for remedy of the grievance.

c. Review: Officers of the Board will review the grievance filing to determine whether it meets criteria for a grievance as defined in this article. The Board of Directors shall consider ~~such request~~ the determination of the Officers at its next scheduled meeting, ~~(or at a special meeting called for that purpose at the discretion of the President in accordance with these bylaws. The person or group requesting reconsideration)~~ and record the determination for the Association's records. The grievant shall be notified of the meeting and may appear ~~at the meeting~~ in support thereof. ~~of the grievance.~~

d. Decision: If deemed to meet the criteria, the Board shall appoint a grievance committee ~~may be appointed to review the~~ to gather information relevant to the grievance, offer the grievant and opportunity to further clarify the complaint. A final, and assemble findings. Considering the findings and recommendations, the Board shall render a decision on the grievance, notify the grievant of the Board's decision must be rendered by the NA and response granted to the grievant in writing within 60 ~~calendar~~ days from the receipt of the grievance., and record ~~the~~ decision will be recorded in for the official minutes Association's records. The use of that meeting ~~a mediation process may be considered at the discretion of the Board.~~

e. Appeal: If the ~~petitioning party~~ grievant wishes to appeal this decision, the ~~grievant party~~ has 14 days to appeal to the appropriate District Coalition ~~(SEUL). The use of mediation through Resolutions Northwest will be considered if appropriate.~~

### Section 14.2. Dissent

~~The dissenting views of any issue considered by this Association shall be recorded in the minutes~~

**Comment [A69]:** Old Article 17.

**Comment [A70]:** ONI Standards require a section addressing Grievances (not Dissent)

**Comment [A71]:** ONI language that adds clarity

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**Comment [A72]:** Fedderson revision

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**Comment [A73]:** Clarification of the needed documentation to file a grievance is based on the ONI template recommendations

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**Comment [A74]:** The officers will be responsible for the initial review per ONI recommended process.

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**Comment [A75]:** Summarizing the ONI recommended process

**Comment [A76]:** We retained a mediation clause that requires Board approval to define and implement.

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**Comment [A77]:** This is redundant and covered in 8.3,a

~~and transmitted along with any recommendations made by the Association to the City of Portland in a manner compatible with the public meeting and records requirements as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations.~~

## ARTICLE 15 - BYLAWS AMENDMENTS

**Comment [A78]:** Old Article 18.

Notice of a proposal to amend these bylaws, specifying the date, time and place for consideration, ~~must~~shall be provided to all Members a minimum of seven ~~(7)~~ days before voting. These bylaws may only be amended, repealed or altered, in whole or in part, ~~only~~ by a two-thirds ~~(2/3)~~ majority vote of the membership of the Association present at a properly-constituted meeting of the Association.

Amendments:

May 17, 2007

May 16, 2002

October 15, 1987

October 23, 1980

November 5, 1978

### Donations

Association funds in excess of the Annual Reserve may be used to fund donation requests made between the first board meeting following the annual meeting through the next annual meeting. The Board may limit the amount of any single donation to a specified dollar amount, or to a specified percentage of the Association funds in excess of the Annual Reserve. In each case, the Board should attempt to maintain sufficient funds for future donation requests made through the next annual meeting.

The Board may determine that, in response to a donation request, the Association can commit to funding the request for future years (a “legacy commitment”). All legacy commitments:

- may be a specified, flat amount or for an escalating amount.
- may be made for a specified number of years, or for so long as the requested use for the donation is extant.
- must be included in the following year’s Annual Reserve.

**Comment [A79]:** From Article 4 section 4. Proposed to remove from bylaws and if appropriate placed in a Financial Management policy document:

Some neighborhoods like Irvington generate funds that they donate regularly to other organizations from time to time.

The ENA has also donated funds to other organizations such as paying water bills and maintaining trees and gardens which are in effect donations to the City.