

**DRAFT BYLAWS
OF THE EASTMORELAND NEIGHBORHOOD ASSOCIATION**
(rev. 3.0 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 sState 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 9720297282-0520.

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 through communication, civic engagement and volunteer action by its mMembers.

~~The purpose of the Association is to enhance and preserve the livability of the Eastmoreland neighborhood and the City of Portland. The Association will promote communication between the membership and city government, cooperate with other neighborhood associations and protect the neighborhood from non-residential use.~~

Comment [A1]: Tie back to the articles of incorporation.

Comment [A2]: The purpose is stated in the articles of incorporation and this section may and does include clarifying language

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 below. The boundaries may be adjusted from time to time by the City of Portland with concurrence of the respective neighborhood associations.

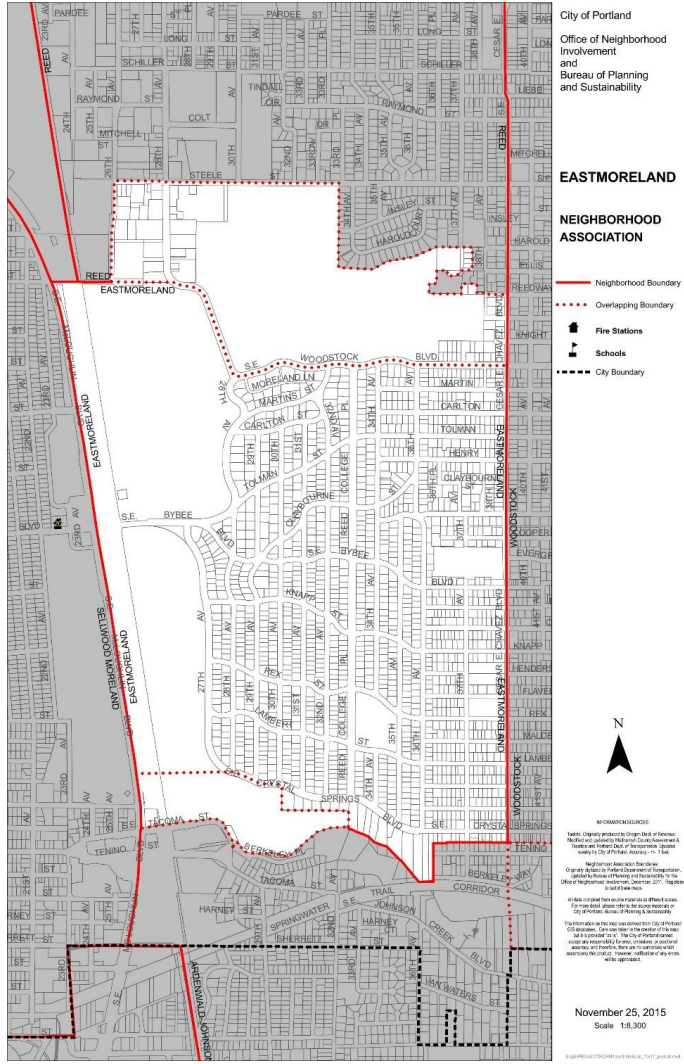
Eastern boundary: Along the center of SE Cesar E. Chavez Boulevard (39th Ave-nue) from the southerly boundaries of lots fronting the south side of SE Crystal Springs Boulevard- to the middle of Reedway St. Street to the north.

Northern boundary: ~~Along~~ Westerly along the center of SE Reedway St. Street from Cesar E. Chavez Boulevard (39th Ave.) ~~westerly Avenue~~, thence along the north and east boundaries of the Reed College Campus to SE Steele Street, thence west to the center of SE 26th Ave-nue, thence south along the center of SE 26th Ave. south Avenue to the center of SE Reedway St. reet, and thence west across the railroad tracks right of way to the center of SE McLoughlin Boulevard.

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

Southern boundary: From the intersection of SE McLoughlin ~~Boulevard~~ and the projected southern boundary of the Eastmoreland Golf Course easterly along the southern and eastern boundary of the golf course, thence along the southerly and easterly boundaries of lots fronting SE Crystal Springs ~~Boulevard~~ projected to the center of SE Cesar E. Chavez Boulevard (39th ~~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.



ARTICLE 4 - MEMBERSHIP

Comment [A4]: Formerly Article 5

Section 4.1. Categories of Membership

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

Comment [A5]: The disclaim option should be here and the privileges identified under 4.2

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

~~resides~~reside within the boundaries specified in Article 3; Consistent with ORS 65.131 (2) (or as it may be amended), the ENA Board of Directors will identify and make known the actions that eligible persons may take to indicate their consent to be an Association Member (e.g., applying for membership, participating in elections, providing contact information, etc.).

~~Owners of~~

b. Persons, not legal entities, having title to real property within the boundaries described in Article 3; ~~and~~such persons shall register annually by mail or email with the Secretary at least 21 days before the Annual Meeting of the membership.

~~Business license holders or one~~

c. One designated representative of person representing any of the following entities located within the boundaries described in Article 3: (i) a business, entity or non-profit organization, duly registered in the State of Oregon, or (ii) a school or church located within the boundaries. Such persons shall register annually with the Secretary at least 21 days before the Annual Meeting of the membership.

Section 4.2. Privileges of Membership

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

ARTICLE 5 - BOARD OF DIRECTORS

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 ~~(3)~~years ~~without~~, limited to three consecutive terms. If a Director has served three consecutive terms, a one-year absence from the Board shall be required before that person is eligible for re-election. There is no limitation on the total number of terms ~~she or he~~ a Director 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~~Directors

The Directors serving on the Board shall be elected by ~~the members~~Members voting at the ~~annual meeting of the membership by a majority vote of the members represented and voting.~~ Annual Meeting. The President ~~may~~shall appoint a ~~nominating committee of at least three (3) members at a reasonable time before the Annual Meeting.~~ The Nominating Committee ~~shall~~of at least three Members to solicit and nominate candidates for the Board of Directors. Candidates

Comment [A6]: The Bylaws task Force and our advisors believe that legal domicile in a neighborhood boundary, allowing for an opt-out, should be sufficient basis for indicating membership in a neighborhood organization. However, both the ORS and ONI Bylaws Template are definitive in the requirement for opt-in provisions. One of our goals for the project is to bring the bylaws in compliance with the Oregon law. ORS 65.131 (2): *No person shall be admitted as a member without consent of the person, express or implied.* (<https://www.oregonlaws.org/ors/65.131>)

Comment [A7]: Removes ambiguity that a member may be other than a person.

Comment [A8]: Allows time to confirm eligibility.

Comment [A9]: A registered business is a more inclusive and accurate description than a license holder in light of state and local business registration requirements.

Comment [A10]: Rephrased for clarity.

Comment [A11]: Formerly Article 7

Comment [A12]: Suggested in response to several Member requests for term limits.

Comment [A13]: Consistency

may also be placed in nomination by written petition of any three ~~(3) members~~ Members. Names of known candidates shall be included in the ~~Notice~~ draft agenda of the Annual Meeting, which shall be distributed via email and website at least seven days in advance of the meeting. Additional nominations supported by petition 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.

Comment [A14]: State requirements are to provide notice 30 – 60 days in advance of the meeting, but the agenda is not required in the notice (see 8.1.b.). It is also infeasible to include the candidate list in the 30 – 60 day notice period.

Comment [A15]: To be consistent with the above requirement. Petition from the floor may be used at the discretion of the Board – useful when participation in the Association is low and the annual meeting is informal and written ballots are not used.

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 ~~is~~ serving will serve until the full, un-expired portion election of new Directors at the term of the vacant position next Annual Meeting.

Comment [A16]: Clarifies duration of term to include the time until the results of the election are determined.

Section 5.5. Termination-Removal of a Director by the Board for Non-Attendance

Any Director who is absent (without prior notice to the ~~p~~ President or ~~s~~ Secretary) from three ~~(3)~~ consecutive meetings of the Board of Directors shall be deemed to have ~~resigned and vacated~~ the position ~~shall following a vote to this effect by the Board.~~

Comment [A17]: Clarifies the fact that the Board makes the determination sufficient to address the circumstances. ORS 65.324 (9): *If at the beginning of a director's term on the board, the articles or bylaws provide that the director may be removed for reasons set forth in the articles or bylaws, the board may remove the director for such reasons. The director may be removed only if a majority of the directors then in office vote for the removal.* (<https://www.oregonlaws.org/ors/65.324>)

Section 5.6. Removal of a Director by the Members for Cause

~~In accordance with ORS 65.324 (5), a Director may be considered vacant. This director will be officially removed by a majority vote of the Board. Board members may also be removed at an annual membership meeting or for cause, such as behavior that is consistently disruptive or damaging to the function of the Association, at a special membership meeting called for that purpose by a majority vote of the members. Notice for such a meeting must state that the purpose is removal of the Director.~~

Comment [A18]: ORS 65.324 (1): *The members may remove one or more directors elected by them with or without cause unless the articles of incorporation provide that directors may be removed only for cause.* As the Article of Incorporation are silent, we chose to state “for cause” and list examples based on ONI guidance. (<https://www.oregonlaws.org/ors/65.324>)

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 [A19]: ORS 65.324 (5): *An elected director may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.* (<https://www.oregonlaws.org/ors/65.324>)

Section 5.7. Voting

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

Thus removal cannot occur at an annual member meeting. Such a meeting must follow the bylaws regarding a Special Member Meeting

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

Section 6.1. Personnel and Elections

~~The officers (executive board members), who shall function under the general supervision of the~~

Comment [A20]: The officers do not have executive authority and it makes sense to remove the reference to “executive members”.

Comment [A21]: Formerly Article 8

~~Board. The Officers~~ shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors shall nominate and elect the ~~officers annually.~~ Officers, normally within a week following Board elections at the Annual Meeting. All ~~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 ~~Officers~~ shall serve one-year terms with a five (5) year 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 [A22]: Function and duties do not belong in personnel and elections

Comment [A23]: Explicitly provides time for the new Board to consider options for the officer positions and specifies that the election of officers occurs following the election of a new Board. There remains flexibility in the timing, but the guidance is for about a week.

Comment [A24]: This is to clarify that continuity and institutional knowledge are important to the functioning of the BOD.

Comment [A25]: Clarifies term limits for officers and the role of the Board in selecting a replacement and the duration of that role.

Comment [A26]: Confusing language clarified as above.

~~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, unexpired portion of the term of the vacant position.~~

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 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 required of the office by the Board.

Comment [A27]: ONI recommended list of duties. Responsibility for preparing agenda consolidated here from existing section on agenda...and clarifying role as one of oversight.

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.

c. The Secretary shall ~~issue~~ oversee issuance of notices of all Board meetings and meetings of the membership or 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.

Comment [A28]: Clarify the process required to "keep" minutes

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.~~

Comment [A29]: ONI lists under Secretary but as this involves payment and financial records, place under Treasurer.

Comment [A30]: Provides direction to the collective work of officers and reiterates their advisory role.

Comment [A31]: Formerly Article 9

Comment [A32]: This is redundant to the contents of article 5.3. Because the nominating committee is very specific in its composition and function it is not appropriate to include here.

Comment [A33]: The original language failed to make clear how such committees are to be formed, their accountability and general duties

e. The Officers shall act in coordination to advise the Board, and under its supervision, carry out their duties.

ARTICLE 7 – COMMITTEES OF THE BOARD OF DIRECTORS

~~There shall be a nominating Committee in accordance with Article 7, Section 3, and 7.1.~~
Establishment of Committees

Comment [A34]: Reiterates the decision confirming role of the Board and the implied initiating role of the president.

The President, with approval of the Board, shall approve the appointment of appoint such other standing and ad hoc committees as are deemed necessary needed to carry out the policies.

responsibilities and activities of the Association. ~~Board Members and Association Members may serve on committees. The seven (7) day rule for~~ The Board shall approve committee meeting notification only applies if chairs and the committee has been given general purpose of committees. Committees are advisory to the Board and do not have executive authority to make decisions. Minutes must be taken at. Committees report to the Board and conduct their work within policies established by the Board.

Section 7.2. Committee Meeting Participation

Directors and Members are encouraged to attend committee meetings and ~~file~~ serve on committees by coordinating with the ~~EN~~ committee chair.

Section 7.3. 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, contact information, and operational policies, as approved by the Board.

ARTICLE 8 - MEETINGS

Section 8.1. Annual and Special Meetings of the Membership

a. Timing: The ~~annual meeting~~ 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 shall be held within the boundaries of the Association as defined in Article 3.

b. Notice: As required in ORS 65.214 (3) (a) (or as it may be amended), notice of all meetings of the membership (annual and special) shall be given by mail to each ~~in~~ Member, at the last address of record, ~~by first class mail at least no fewer than~~ seven (7) days before the meeting, or if notice is mailed by means other than first class or registered mail such as e-mail, newsletter, website etc., no fewer than 30 nor more than 60 days before the meeting. The notice shall include the date, time, place, purpose date, and time of the meeting and a brief. For special meetings, a description of the ~~items on the agenda~~ purpose of the meeting must accompany the notice.

c. Agenda: Where required by law, questions that may come before the Annual Meeting for a vote must be identified in the draft agenda of the meeting. Any person or group within or without the neighborhood Association's boundaries may propose in writing items for consideration by 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. The draft agenda, including such requests for consideration by the Board, shall be distributed by email and on the website at least seven days in advance of the meeting. At the start of the meeting, the Board shall vote to accept or deny the listed requests, if any, and finalize the agenda, which may include a financial report and updates on committee activities, followed by a discussion of requested Member topics and other issues as time allows.

Comment [A35]: As it happens ORS requires that the A of I must allow committees to have executive authority and ours do not. Correcting this inconsistency and associated confusion.

Comment [A36]: Committees without executive authority are not addressed in Oregon law governing non-profits. The ONI Standards interpret this as follows in Section VIII. B. 5: "Meeting" means the convening of the general membership, board, or a committee for which a quorum is required in order to make a decision on any matter or to deliberate toward such a decision. Subcommittees without executive authority are not subject to quorum requirements or to these open meeting standards. (<https://www.portlandoregon.gov/oni/article/97870>)

Comment [A37]: Adds definition to the role of the Board in setting policy and the role of committees in executing their work within that framework.

Comment [A38]: Section added to separate Establishment of committees from participation

Comment [A39]: Current bylaws fail to provide a framework for standing committees and especially communications and land use which are both essential to the functions of the Board.

Comment [A40]: Section added to help members be aware of and engage in committee work and to make transparent the activities and any policies adopted by the Board.

Comment [A41]: Formerly Article 6

Comment [A42]: Categories of timing, notice, agenda, quorum, voting, records, etc. are separated for clarity and to make easy comparison between sections 8.1 and 8.2 to describe various meeting types shown in the Summary Chart.

Comment [A43]: The Aof I second Thursday in May at 8PM should be aligned with the bylaws .

Comment [A44]: This section revised to comply with ORS 65 etc. and to allow adjustments in future without a bylaws update. Current bylaws are non-compliant.

Comment [A45]: The 30 – 60 day notice requirement means that it will not be feasible to include agenda items submitted up to seven days in advance of the meeting. Also, OR 65.214 (3) (b) specifies that certain matters must be included in the notice: conflict of interest, indemnification, insurance, amendment of Articles or bylaws, plan of merger, sale of assets, dissolution. (<https://www.oregonlaws.org/ors/65.214>)

Comment [A46]: : Moved from former Article 11, Section 4 - Proposals

Comment [A47]: Clarifies the mechanism for decisions on proposed agenda items and suggests items that should normally be on the agenda, including an opportunity for Member discussion.

d. Quorum: A quorum ~~for a membership meeting~~ shall consist of ~~fifteen (15) members (of which at least seven (7) are board members)~~ present in person. 30 Members including a quorum of the Board of Directors

Comment [A48]: 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.

e.e. Voting: A majority of ~~such~~ the required quorum 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/questions under consideration.~~

Comment [A49]: Given the size of the Neighborhood (more than 200 households) and the guidance from ONI, 30 is a reasonable number especially given the time and expense of holding an unusual all member "special" meeting.

There shall be no voting by proxy or by electronic mail.

Comment [A50]: Primarily election of directors, removal of directors, and approval of changes to bylaws

a.—Special meetings: Special meetings of the membership shall be held at the ~~call~~ request of the Board of Directors or ~~by the call of 10~~ 30 or more ~~m~~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.~~

Comment [A51]: Notice requires about 45 days minimum to set in motion.

d.f. If a matter must be discussed or a decision made with less than the required seven (7) days notice, an emergency 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 shall describe the purpose of the meeting. Discussion shall be limited to the stated purpose.

Comment [A52]: With the notice required and limited agenda possible under ORS, retaining emergency member meetings is out of compliance with state law.

Section 8.2. Meetings of the Board of Directors

Comment [A53]: This section is former Article 10.

a. Regular meetings Timing: 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. The notice shall include the date, time, place, purpose and a brief description of the items of the agenda.~~

Comment [A54]: Same for regular and special meetings as in b. below.

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 and website posting. The notice shall include the date, time, place, purpose of the meeting and a brief description of 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,~~

b.d. Agenda: 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 shall vote to accept or deny such requests, if any, and finalize the agenda.

Comment [A55]: From Article 11, Section 1. Agenda. Changed to clarify meaning and be consistent with current procedure.

Comment [A56]: This sentence moved from Article 11, Section 4. Proposals.

e. Quorum: A quorum at a board meeting shall consist of 50 percent plus one of the Directors in

Comment [A57]: Moved from former Section 5.6 - Quorum

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.

e.g. Emergency Board Meeting: If a matter must be discussed or a decision made with less than the required seven-day notice, an emergency Board meeting may be called. Notice of such emergency meetings describing the date, time, place, 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, 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. Notice to individuals known to have an interest in a particular agenda item must be provided. Discussion shall be limited to the stated purpose.

a. Subject to the approval of the Board, the President shall prepare the agenda for meetings of the Board. Any member of the Association may request, at the beginning of a meeting, to add an item to the agenda. The board can vote to accept or deny this request.

Section 8.3. Meeting Guidelines for Membership and Board Meetings

The Association shall abide by all the requirements relative to public meetings for Membership and public records as outlined in Section VIII Board Meetings

a. Records of the Meetings: In keeping records, the Association shall be guided by Oregon law, these bylaws, and the standards 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 along included with any recommendation decisions made by the Association. Official Board. Following approval of such minutes by the Board, official records will be kept on file at Southeast Uplift.

b. Any general, special, Participation: 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, within the time allotted for the meeting. The chair of the meeting shall be communicated to all affected parties control the extent of participation both by the Members and the public.

c. The rules contained in Meetings of the Association shall be conducted in a respectful fashion. Where applicable and not inconsistent with these bylaws, the latest edition of Robert's Rules of Order shall govern guide 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 the meeting.

d. Any Disruptions: Following at least one verbal warning, any person or group within or

Comment [A58]: Moved from former Section 5.7 - Voting

Comment [A59]: 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.

Comment [A60]: In ONI template, emergency meetings are for the Board not for all member meetings.

Comment [A61]: Clarifying application.

Comment [A62]: Moved from former Article 4, Section 2.

Comment [A63]: This has been organized in order of importance: Oregon law, ENA bylaws, ONI standards. "abide by all" overstates the "outlined" requirements. The ONI standards cover many subjects not limited to NAs. There are minimum standards that should be in the bylaws regardless of the future of ONI or its version of standards/guidelines.

Comment [A64]: This sentence was corrected to be consistent with requirements for recording

Comment [A65]: Sequence aligned

Comment [A66]: Moved from former Article 11

Comment [A67]: Reorganized by topic Redundant to sections addressing voting in 8.1 and 8.2 above and Records 8.3.a.

Comment [A68]: Places reasonable qualifications on the preceding sentence

Comment [A69]: In general meetings have met the standard of the first sentence. That should be the simple guiding principle. After considering the challenges of rewriting RR it was decided to use RRs as a guide (not a govern) when necessary.

without(s) disrupting the neighborhood association boundaries order of a meeting may propose in writing items for consideration and/or recommendation be asked or ordered to leave the Board meeting at the discretion of the chair.

Comment [A70]: This is an element in the ONI standards that seems reasonable to incorporate short of resorting to Roberts Rules

Summary of Meeting Types

Comment [A71]: This chart is an addition to the bylaws intended to quickly identify the requirements for different types of meetings and reference to the source language.

Meeting Type	Timing	Notice	Agenda	Quorum	Records
Annual Membership Meeting (8.1.a - e)	May of each year (8.1.a)	between 30 and 60 days in advance by mail (8.1.b)	As approved by BOD, with Association updates and opportunity for Members to propose items (8.1.c)	≥ 30 Members, including a quorum of the Board (8.1.d)	Required (8.3.a)
Special Membership Meeting (8.1.f)	By BOD or upon receipt of petition by ≥ 30 Members and stating purpose (8.1.f)		Stated purpose by BOD or petition (8.1.f)		
Regular Board Meeting (8.2.a, b, d - f) or Special Board Meeting (8.2.c)	Determined by BOD (8.2.a, 8.2.c)	≥ 7 days by mail or website and email (8.2.b)	As approved by BOD, with opportunity for Members and others to propose items (8.2.d)	> 50% of BOD (8.2.e)	
Emergency Board Meeting (8.2.g)	If matter must be discussed or decision made with < seven-day notice (8.2.g)	≥ 24 hours via email and website, with direct notice to individuals with known interest (8.2.g)	Limited to stated purpose (8.2.g)		
Committee Meeting (7.1, 7.2, 7.3)	Board policy & Committee Chair (7.1, 7.2)	Board policy & Committee Chair (7.1, 7.2)	Board policy & Committee Chair (7.1, 7.2)	Not required (7.1)	Not required (7.1)

ARTICLE 9 - LIABILITY OF DIRECTORS AND OFFICERS; INDEMNIFICATION

Comment [A72]: Old Article 12

Section 9.1. Officer and Director Liability

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

- a. Any breach of the ~~d~~Director's or ~~e~~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 ~~d~~Director or ~~e~~Officer derived an improper personal benefit; ~~and/or~~
- ~~d.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~~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 conduct ~~of the individual~~was unlawful.

ARTICLE 10 - CONFLICT OF INTEREST

Comment [A73]: Formerly 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 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 [A74]: Rewritten to conform to ONI standards.

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.

-

ARTICLE 11 - NON-DISCRIMINATION

Comment [A75]: Formerly 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 [A76]: Conforms to ONI language.

ARTICLE 12 - FINANCE

Comment [A77]: Formerly Article 14

Section 12.1. Financial Support

Financial support for the Association shall be derived ~~entirely through voluntary from~~ contributions or other fund-raising activities authorized by the Board, and no ~~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.~~

Comment [A78]: Mischaracterizes funding sources for the association.

Section 12.2. Financial Management

The moneys ~~for~~ of 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.

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.

Comment [A79]: This language developed in discussion with our Treasurer and accountant to address both budget and reserve - policy decisions that will vary from year to year. Impractical mandates for reserves and complex language describing how the ENA could make charitable contributions were moved for revision to a policy document (in development)

Section 12.4. Funds Upon Dissolution

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 ~~membership. Friends of Trees and the East Moreland Garden will be considered first as possible recipients of these funds~~ Members in accordance with the Articles of Incorporation.

Comment [A80]: Formerly Article 15. The Articles of Incorporation also cover this eventuality.

ARTICLE 13 - REPRESENTATIVE TO NEIGHBORHOOD COALITION

Comment [A81]: Formerly Article 16

The Board of Directors shall appoint a ~~member, who may also be a director,~~ Member 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.

Comment [A82]: Role and responsibilities clarified

~~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 forty five (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-) and record the determination for the Association's records. The person or group requesting reconsideration-grievant shall be notified of the meeting and may appear at the meeting in support thereof. A 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 an 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-The, 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.

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

Comment [A83]: Formerly Article 17

Comment [A84]: ONI Standards require a section addressing Grievances (not Dissent)

Comment [A85]: This section substantially rebuilt following the ONI Standards which provides detailed criteria and language for this process.

Section 14.2. Dissent

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

Comment [A86]: A mediation clause that requires Board discretion to define and implement was retained.

~~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 [A87]: Formerly Article 18

Notice of a proposal to amend these bylaws, specifying the date, time and place for consideration, ~~must~~shall be provided to all ~~m~~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