

# **BYLAWS OF THE EASTMORELAND NEIGHBORHOOD ASSOCIATION**

## **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.

## **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 Members.

## **ARTICLE 3 - BOUNDARIES**

The Eastmoreland Neighborhood Association geographic boundaries are as indicated in the boundary map 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 (39<sup>th</sup> Avenue) from the southerly boundaries of lots fronting the south side of SE Crystal Springs Boulevard to the middle of Reedway Street to the north.

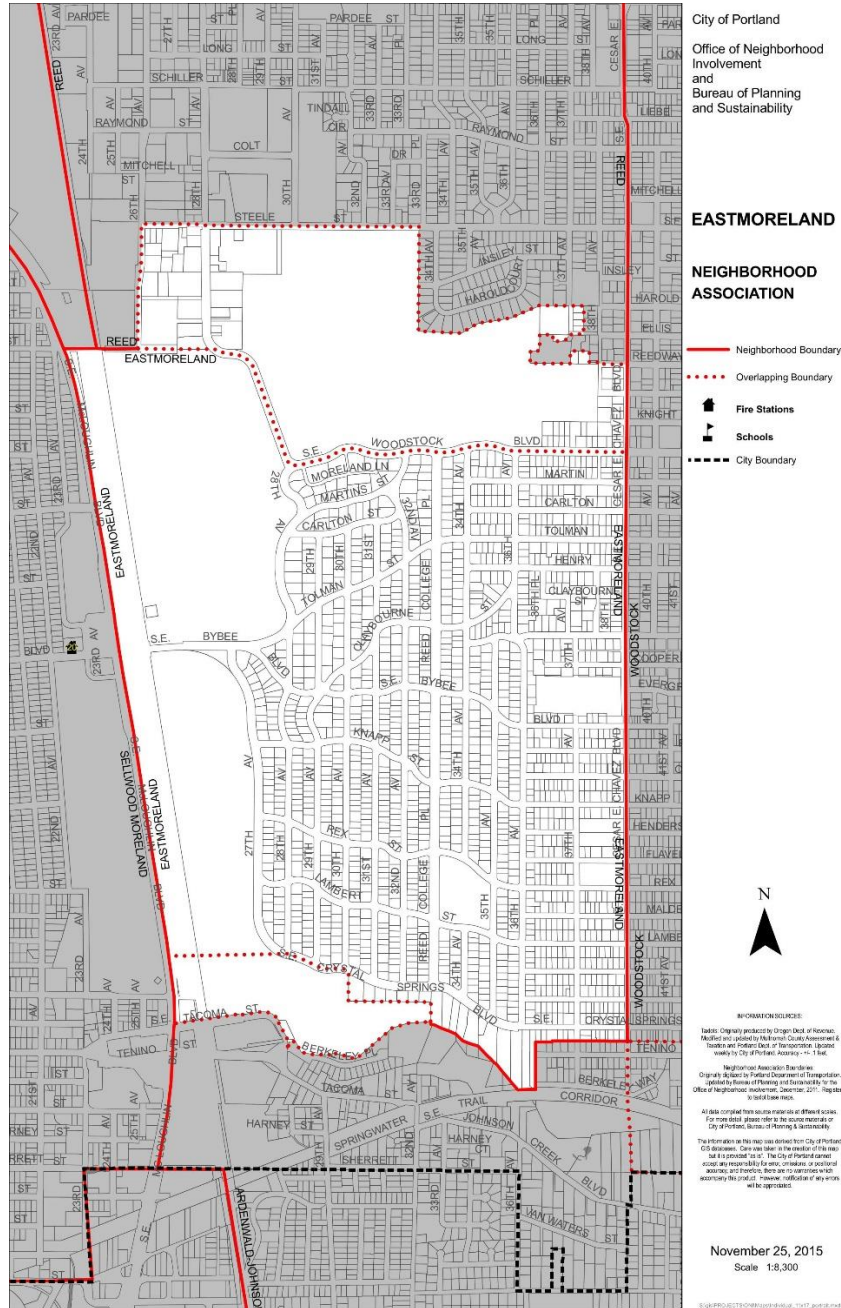
*Northern boundary:* Westerly along the center of SE Reedway Street from Cesar E. Chavez Boulevard (39<sup>th</sup> Avenue), thence along the north and east boundaries of the Reed College Campus to SE Steele Street, thence west to the center of SE 26<sup>th</sup> Avenue, thence south along the center of SE 26<sup>th</sup> Avenue to the center of SE Reedway Street, and thence west across the railroad right of way to the center of SE McLoughlin Boulevard.

*Western boundary:* From the projected intersection of SE Reedway 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 (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.



## **ARTICLE 4 - MEMBERSHIP**

### Section 4.1. Categories of Membership

Any person aged 18 or over who now or hereafter comes within any one of the following categories shall be eligible to be a Member:

- a. Persons whose legal domicile is within and who, except for temporary absences, 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.).
- b. Persons, not legal entities, having title to real property within the boundaries described in Article 3; such persons shall register annually by mail or email with the Secretary at least 21 days before the Annual Meeting of the membership.
- c. One designated 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. 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 Member is entitled to the privileges and benefits of membership in the Association and to one vote on any matter coming before the membership. Members may exercise all rights 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 Members. The term of office for Directors shall be three years, 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 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 Directors**

The Directors serving on the Board shall be elected by Members voting at the Annual Meeting. The President shall appoint a Nominating Committee of at least three Members to solicit and nominate candidates for the Board of Directors. Candidates may also be placed in nomination by written petition of any three Members.

Names of known candidates shall be included in the 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 conducted by written ballot or, at the discretion of the Board, by a show of hands. Each Member of the Association is entitled to one vote per candidate for as many candidates as are needed to fill 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 will serve until the election of new Directors at the next Annual Meeting.

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

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

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

In accordance with ORS 65.324 (5), a Director may be removed 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. Notice for such a meeting must state that the purpose is removal of the Director.

## **ARTICLE 6 - OFFICERS OF THE BOARD OF DIRECTORS**

### **Section 6.1. Personnel and Elections**

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, 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 offices may be united in one person. The Board, 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 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.

## 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.
- 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 oversee issuance of notices of all Board meetings and meetings of the membership; 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 Directors and their terms and perform such other duties as are properly required of that position by the Board.
- d. The Treasurer shall have custody of all funds and securities of the Association; keep regular books of account; sign or countersign such instruments as required; authenticate the records of the Corporation; make reports at least quarterly; and perform such other duties as properly required by the Board.
- 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**

### Section 7.1. Establishment of Committees

The President, with approval of the Board, shall appoint such standing and ad hoc committees as needed to carry out the policies, responsibilities and activities of the Association. The Board shall approve committee chairs and the general purpose of committees. Committees are advisory to the Board and do not have executive authority. 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 serve on committees by coordinating with the 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 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 Member at the last address of record no fewer than seven days before, or if notice is mailed by other than first class or registered mail, no fewer than 30 nor more than 60 days before the meeting. The notice shall include the place, date, and time of the meeting. For special meetings, a description of the 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.
- d. **Quorum:** A quorum for a membership meeting shall consist of 30 Members including a quorum of the Board of Directors.
- 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 request of the Board of Directors or of 30 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.

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

- 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 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.
- 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.
- 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-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 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.

### Section 8.3. Meeting Guidelines for Membership and 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) must be recorded in the minutes of each meeting. The minutes shall include a record of attendance. For votes taken, a summary of dissenting views shall be included with any decisions made by the Board. Following approval of such minutes by the Board, official records will be kept on file at Southeast Uplift.
- b. Participation: Meetings of the membership and Board of Directors are open to any Member, and all who may wish to be heard regarding any item on the agenda, within the time allotted for the meeting. The chair of the meeting shall control the extent of participation both by the Members and the public.
- c. 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 guide the conduct of the meeting.
- d. Disruptions: Following at least one verbal warning, any person(s) disrupting the order of a meeting may be asked or ordered to leave the meeting at the discretion of the chair.

**Summary of Meeting Requirements**

*This is a summary for convenient reference only. Please refer to sections cited for details*

<b>Meeting Type</b>	<b>Timing</b>	<b>Notice</b>	<b>Agenda</b>	<b>Quorum</b>	<b>Records</b>
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)
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**ARTICLE 9 - LIABILITY OF DIRECTORS AND OFFICERS; INDEMNIFICATION**

**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; 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 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 was unlawful.

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

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.

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**

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.

## **ARTICLE 12 – FINANCE**

### Section 12.1. Financial Support

Financial support for the Association shall be derived from contributions or other fund-raising activities authorized by the Board, and no Member shall be assessed for the payment of dues.

### Section 12.2. Financial Management

The moneys 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.

### 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 Members in accordance with the Articles of Incorporation.

## **ARTICLE 13 - REPRESENTATIVE TO NEIGHBORHOOD COALITION**

The Board of Directors shall appoint a 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.

## **ARTICLE 14 - GRIEVANCES**

### 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 the ONI Standards may file a formal written grievance.
- b. Filing: Grievances must be submitted in writing to the Secretary within 45 days from the date

of the 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 the determination of the Officers at its next scheduled meeting (or 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 grievant shall be notified of the meeting and may appear in support of the grievance.

d. Decision: If deemed to meet the criteria, the Board shall appoint a grievance committee to gather information relevant to the grievance, offer the grievant an opportunity to further clarify the complaint, 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 in writing within 60 days from the receipt of the grievance, and record the decision for the Association's records. The use of a mediation process may be considered at the discretion of the Board.

e. Appeal: If the grievant wishes to appeal this decision, the party shall have 14 days to appeal to the appropriate District Coalition.

## **ARTICLE 15 - BYLAWS AMENDMENTS**

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

Amendments:

May 17, 2018

May 17, 2007

May 16, 2002

October 15, 1987

October 23, 1980

November 5, 1978