Montavilla Neighborhood Association
BYLAWS

(Revised July 2010)

ARTICLE I: NAME

The name of this organization is Montavilla Neighborhood Association (MNA).

ARTICLE II: PURPOSE

Section 2.1 To serve and enhance the livability of the neighborhood and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.

Section 2.3 To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.

Section 2.4 To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under *ORS Chapter 65*.

Section 2.5 To obtain services from all public or private sources promoting the welfare of the community.

Section 2.6 To promote economic growth and business development and neighborhood livability..

Section 2.7 To make recommendations on policies to any government body on any matter affecting the livability of the neighborhood, including but not limited to, land use, zoning, housing, community facilities, human resources, social and recreational programs, traffic and transportation, environmental quality, open space and parks, and crime prevention.

Section 2.8 For such other objectives as are approved by the Board of Directors (hereafter referred to as the 'Board') or membership.

ARTICLE III: BOUNDARIES

The boundaries of MNA are:

Southern Boundary:	S.E. Division Street (north side)
Eastern Boundary:	Interstate 205 (west side of I-205/Veterans Freeway)
Northern Boundary:	Interstate 84 (south side of I-84/Banfield Freeway)
Western Boundary:	S.E. 76th Avenue (east side from Division to Burnside)
	AND
	N.E. 68th Avenue (east side from Burnside to I-84)

ARTICLE IV: MEMBERSHIP AND VOTING

Section 4.1 *Definition of "member".* A member of MNA is defined as any resident, property owner or representative of businesses, government agencies, charitable organizations and other non-profit, for-profit, public, and private entities located in MNA boundaries. Individuals not meeting this criteria can petition to become members of MNA at a general meeting. Each business, government agency, charitable organization and other non-profit, for-profit, public and private entity may have only one representative and only one vote. Each member can have only one vote, regardless of member definition.

Section 4.2 *Attendance, Discussion and Voting* – Attendance and discussion at MNA meetings, including board of directors (board) meetings is open to any person regardless of membership status. Voting shall be open to members of MNA. Each such member may exercise only one vote. Voting shall take place only at MNA meetings.

Section 4.3 *Voting Rights* – Voting rights are granted to members 18 years or older and are limited to one vote per member,in attendance at an MNA meeting where a vote is taken.

Section 4.4 *Issues Requiring a Vote* Issues of importance shall be referred for vote of the general membership or board. Issues of importance include requests for MNA general funds, budget creation and changes, grant proposals that MNA would submit to a funder, requests for support from other entities and other issues defined by the general membership or board as requiring a vote. General members are to vote on bylaw changes, membership petitions, and election of board members. Committees must refer issues of importance to the MNA general membership or board for a vote.

ARTICLE V: FINANCIAL SUPPORT

Charging of dues or membership fees is prohibited. Financial and in-kind contributions and donations from residents, businesses or other entities will be accepted. The board holds discretionary power to refuse donations from sources deemed counter to MNA goals. Fundraisers and grant applications as proposed by members or board members are encouraged.

ARTICLE VI: MEETINGS

Section 6.1 *General Membership Meetings* – General Membership meetings shall be held no fewer than six (6) times a year or more than twelve (12) times a year, as necessary. Number of necessary general meetings shall be determined by the Board. Notification of meetings will be done by means that most effectively reaches the largest numbers of members as deemed by Chair.

Section 6.2 *Annual Membership Meetings* – Annual General Membership meetings shall be held in October for the purpose of electing Board members.

Section 6.3 *Special Meetings* – Special meetings of the general membership may be called by the Chairperson/Co-Chairpersons or Board as deemed necessary. Members may request a special meeting by submitting a petition signed with thirty (30) signatures of members to the Board. Notification of the meeting, in writing, must be given to the neighborhood seven (7) days before the meeting date.

Section 6.4 *Board Meetings* – Board meetings may be held once a month, or as the Chairperson/Co-Chairpersons deems necessary, with the attendance of the Board and interested members. These meetings are chaired by the Chairperson/Co-Chairpersons or another person as agreed upon by the Board.

Section 6.5 *Special Board Meetings* – Special meetings of the Board may be called by the Chairperson/Co-Chairpersons by giving notice to each Board member and member, by telephone, of the time, place and items to be discussed or acted upon at least seven (7) calendar days before the meeting date. A Special Board meeting shall be called when sufficient time is not available to consider the pertinent matter at the next regularly scheduled Board meeting. No other business may be discussed or acted on at a Special Board meeting. Minutes of the meeting must describe the nature of the special meeting and describe why the meeting could not be delayed until the next regularly scheduled Board meeting.

Section 6.6 *Emergency Meetings* – Emergency meetings of the general membership may be called by the Chairperson/Co-Chairpersons or the Board as deemed necessary. Notification and purpose(s) of the meeting shall require no less than 24 hours notification. Decisions and deliberation can only be made on this emergency topic during the meeting. Minutes of the meeting must describe the nature of the emergency and describe why the meeting could not be delayed to allow for seven (7) days notification.

Section 6.6 *Agendas* – Subject to the approval of the board, the Chair or Co-Chair shall prepare the agenda for all meetings. Any member may request an item to be discussed at a board and/or general meetings on the day of the meeting, hereby called "same-day agenda item". Same-day agenda item requests will automatically be tabled to the next scheduled general and/or board meeting, unless the case can be made that the proposed agenda item cannot wait. Same-day agenda items will require a 2/3 majority vote to be added. This is to honor the already scheduled speakers and those members in attendance to hear the scheduled agenda items. The agenda shall be available or visible during MNA meetings.

Section 6.7 *Quorum* – Quorum for conducting MNA board meetings is 30% of the count of current Board members rounded up to the nearest whole number, plus one (1). Quorum for conducting all other MNA meetings 10 members, which must include at least 2 board members.

Section 6.8 *Participation* – MNA meetings are open to any person, although voting rights are limited as described above.

Section 6.9 *Procedures* – Robert's Rules of Order, Revised or another agreed upon mode for running meetings should be followed in all areas not covered under the bylaws, with the intent to allow every person fair, relevant, and transparent participation. Decisions made and votes taken at all MNA meetings will be binding regardless of perceived or real procedural errors related to meeting management. Decisions and votes can be overturned by using procedure outlined in "Article X Grievance Procedure."

ARTICLE VII: BOARD MEMBERS AND MEMBERS

Section 7.1 *Number of Board Members* – The number of board members shall be determined by the board. At minimum, MNA board shall consist of a Chair or two Co-Chairs, Vice Chair, Secretary/Treasurer (or two persons serving in divided posts). Committee chairs and members-at-large may also be elected as board members when approved both by vote of the general membership.

Section 7.2 *Eligibility for Board Membership* – Only members are qualified to hold an elected positions.

Section 7.3 *Term of Office* – Terms shall be two (2) years after which the office is up for election. All board members may be elected for multiple consecutive terms. Any board member must notify the Chair of their inability to finish their term. The two year terms will become effective October 2011. To better prepare new board members, outgoing board members turning their chair over, regardless of mechanism, will become "Transfer Partners" for the incoming board members for the month of November and December. Outgoing board members will not be able to vote as board related items, but retain their voting rights as general members. This rule does not apply for board members that leave their seats prematurely, but it is encouraged.

Section 7.4 *Vacant and Unfilled Member Positions* – Between annual elections, vacated and unfilled Member positions shall be announced at general membership meetings, with the intent of taking a vote to fill the position if a member expresses interest in order to finish the unexpired length of the term.

Section 7.5 *Election of Board Members* – Election of members and members-at-large and committee chairs as board members will take place at the annual membership meeting in October. Elections may also be held at a general membership meeting to fill a vacated or unfilled Member positions. The new board member shall serve the remainder of the term until regular election at the annual meeting and the position is up for election.

Section 7.6 *Duties and Powers of Board Members* – The Board Members have the following duties and powers:

A. Manage the daily affairs of the MNA.

B. Make decisions and represent the interests of the MNA on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.

C. Appoint committees to perform necessary functions and represent the MNA on specified topics.

D. Establish a plan for maintaining and encouraging involvement in the MNA.

E. The Board will be responsible for all business coming before the MNA and for assuring that members are informed of business that affects them through reasonable means of notification.

F. The Board has the responsibility of acting in the best interests of the neighborhood, but is not specifically bound to act according to the desires of the majority of members attending a particular meeting.

Section 7.7 *Duties of Board Members*. The Board Members shall have the following powers and responsibilities:

A. *Chain/Co-Chair* - The Chairperson/Co-Chairpersons shall be the chief executive member of the MNA and shall officially represent MNA in all functions. The Chairperson/Co-Chairpersons shall:

1. Preside at all General and Board meetings.
2. Perform such duties as the Board and the membership authorizes.
3. Cosign all checks disbursed by the MNA.
4. Represent the Board and the interests of the MNA.
5. Prepare and post an agenda on the website and Internet listserv prior to any MNA membership meeting.
6. Serve as an ex-officio member of all committees.
7. Pick up or assign board member (other than Treasurer) to pick up mail, including bank statements. Bank statements are to be checked by Chair or assigned board member against Treasurer Monthly Expense and Revenue Report.
8. Moderate discussions at MNA meetings to allow persons to respectfully voice relevant neighborhood concerns in a fair and transparent manner.

B. *Vice Chair* - The Vice Chairperson shall support the Chairperson/Co-Chairpersons in all areas needed. The Vice Chairperson shall:

1. Perform the duties of the Chairperson/Co-Chair in the Chairperson's/Co-Chair's absence and as authorized by the bylaws or regulations of the Board.
2. Perform the duties of the Chairperson/Co-Chair in the event of a vacancy in the office of Chairperson or Co-Chair, until a Chairperson or Co-Chair is elected.
3. Record and maintain minutes in the absence of the Secretary.
4. Perform other duties as prescribed by the Board.

C. *Secretary* - The Secretary shall be responsible for keeping the administrative records of MNA. The secretary shall:

1. Record and maintain minutes of the General, Board, and Membership meetings.
2. Send copies of the meeting minutes to the neighborhood coalition (SEUL).
3. Assist the Chairperson/Co-Chairpersons with correspondence and maintain the non-financial files of MNA.
4. Maintain a list of Board members and their terms.
5. Post meeting minutes on the MNA web site and/or Internet listserv within two (2) weeks following a meeting.
6. Post the upcoming meeting agenda on the MNA web site and/or Internet listserv prior to any upcoming meeting in the absence of

the Chairperson/Co-Chairpersons.

7. Perform other duties as prescribed by the Board.

D. <u>*Treasurer*</u> - The Treasurer shall have charge of all funds belonging to the MNA. The Treasurer shall:

1. Track, monitor, and maintain the budget created by the MNA board.
2. Present a monthly expense and revenue report, on all MNA accounts, at general membership meetings.
3. Make available copies of MNA financial reports.
4. Reimburse board approved expenses. After double checking budget to ensure enough money left in line-item and that receipt available prior to reimbursement. Inform Chair if potential problem. Reimbursement, if appropriate, to occur in a timely manner and not to exceed 30 days.
5. Maintain and keep a file of bank statements, receipts, and other relevant documents. Records are to be kept for seven (7) years.
6. Create a hard copy of all treasurer reports for MNA purposes. All treasurer reports made available to members upon request.
7. Perform other duties as prescribed by the Board.

E. *Southeast Uplift Delegate* – The SEUL Delegate shall represent MNA at all meetings of the Southeast Uplift Board for a term of two (2) years. The Delegate shall also perform other duties as prescribed by the Board.

F. *Land Use and Transportation Committee Chair* – The Land Use and Transportation Committee Chair shall monitor land use and development proposals and them to the attention of the board and the membership in general, as appropriate. This Chair shall also work with other members and board members to address neighborhood transportation issues and shall share the responsibility with the *SEUL Delegate* of serving as a liaison to the monthly meetings of the Southeast Uplift Land Use Sustainability Committee. This position shall also perform other duties as prescribed by the Board.

G. *Member-At-Large* – A Member-At-Large shall serve as an ambassador of MNA. The Member shall:

1. Represent an issue of interest to the neighborhood.
2. Attend all Board and General meetings.
3. Perform other duties as prescribed by the Board.

H. *Committee Chair* – A Committee Chairperson shall serve as a committee leader and may also be a board member. A Committee Chair will:

1. Attend all Board and general association meetings.
2. Organize regularly scheduled committee meetings, as needed,

and post the upcoming meeting agenda on the MNA website and/or Internet listserv prior to meeting date.

3. Address community interest from neighbors, businesses and collaborate with SEUL and other public and private stakeholders.
4. Present committee updates at Board and General membership meetings as needed.
5. Perform other duties as prescribed by the Board.

Section 7.8 *Termination for Non-Attendance* – Board Members failing to attend three (3) consecutive Board or General Meetings may be terminated from the Board upon written and/or e-mailed notice unless special arrangements with the Board are made in advance. The SEUL delegate who fails to attend three (3) consecutive Southeast Uplift monthly Board of Directors' General meetings may be terminated from the Board (also losing their position as SEUL Delegate) upon written and/or e-mailed notification, unless special arrangements are made in advance with the board.

Section 7.9 *Recall of a Board Member* – If the action(s) of a Board member are determined by the Board to be against the best interest of the neighborhood and/or the MNA, the Board may recall the Board member (i.e. remove the Board member from his position, terminate the Board member from the Board) by a majority vote of the Board or general membership.

ARTICLE VIII: COMMITTEES

There may be standing committees as designated by the Board and special committees as may be established by the Chairperson and/or the Board. The Chairperson is an ex-officio member of all committees, except the election committee.

ARTICLE IX: CONFLICT OF INTEREST PROCEDURES

A transaction in which a Board member may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Board member's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote by the vote of the majority of the Board members who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single Board member. If a majority of Board members who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify a transaction, a quorum, is present for the purpose of taking action. The presence of a Board member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Board member with the direct or indirect conflict of interest must elect to abstain from voting on the transaction.

ARTICLE X: GRIEVANCE PROCEDURES

Section 10.1 *Grievance* - Any person or group may file a complaint based upon an alleged violation of the MNA bylaws or the Office of Neighborhood Involvement Standards. The complaint must be made in writing to the Board within forty-five (45) days of the alleged incident.

Section 10.2 *Grievance Components* - The petition shall include the name and address of the petitioner, the nature of the grievance and suggested remedy.

Section 10.3 *Grievance Committee* - Within seven (7) days after the receipt of the petition, the Chairperson will establish a grievance committee of three to include: one representative appointed by the Board of Directors, one representative appointed by the petitioner and one representative from the neighborhood district coalition. The committee shall investigate the matter and report to a general or special meeting within thirty (30) calendar days from receipt of the grievance.

Section 10.4 *Grievance Hearing* – The grievance hearing shall be held within forty-five (45) days of receipt of grievance. The grievance hearing shall appear on the notification of the general or special meeting. The general membership, by a majority vote of those present, can take action on the grievance. Such actions include, but are not limited to: sustaining the original action, reversing the original action, revising the original action or deferring further action pending further investigation. A tally of votes and reasons from the grievance hearing shall be documented and forwarded to the affected individuals and groups.

Section 10.5 *Grievance Resolution* – The final grievance resolution will be communicated to the affected individuals and groups via email, telephone, or other necessary means within sixty (60) days from receipt of grievance.

Section 10.5 *Appeals Process* – Only upon unsatisfactory resolution of a grievance with the MNA may the grievant appeal to the District Coalition and the Office of Neighborhood Involvement as indicated in the *Office of Neighborhood Involvement Standards, Section VII, D and E.*

ARTICLE XI: PROCEDURES FOR CONSIDERATION OF PROPOSALS

Section 11.1 *Submission of Proposals* – Any person or group, inside or outside the boundaries of the MNA may propose in writing, either by letter or e-mail, items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

Section 11.2 *Notification* – The proponent and members directly affected by such proposal shall be notified in writing of the place, day and hour the proposal shall be considered in a timely manner.

Section 11.3 *Attendance* – The proponent may attend this meeting to make a presentation and answer questions concerning the proposal(s).

Section 11.4 *Dissemination* – The MNA shall submit vote results as recorded from the meeting to the proponent and other appropriate parties.

Section 11.5 *Consideration of funding requetss.* Requests for MNA general funds for specific projects or activities must be approved by vote of the MNA board or the MNA general membership before funds can be committed. The outcome of such votes will be recorded in the MNA board or general membership meeting minutes.

ARTICLE XII: PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

The MNA shall abide by all the requirements relative to public meetings and public records as outlined in the *ONI Standards* adopted July 2005. Official action(s) taken by MNA must be on record with the minutes of each meeting. The minutes shall include a record of the attendees and the result of any votes taken by the MNA. Official records will be kept on file at the neighborhood coalition (SEUL) office. Minutes will also be available on the MNA website.

ARTICLE XIII: RIGHTS OF CITIZENS

Nothing in these bylaws shall limit the right of any person or group to participate directly in the decision-making process to the City Council, city agency or any other organization.

ARTICLE XIV: NONDISCRIMINATION

The MNA will not discriminate against individuals or groups on the basis of race, religion, color, gender, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any policy recommendations or actions.

ARTICLE XV: ADOPTION AND AMENDMENT OF BYLAWS

Prior to update or amendment of these bylaws, notification, at least thirty (30) days before voting is to take place at a general meeting, must be made to the neighborhood Internet listserv and by public posting or any other necessary means. The vote will take place at a regular general or annual meeting and must include a two-thirds majority vote of those members in attendance to be approved.