BYLAWS of the WOODLAWN NEIGHBORHOOD ASSOCIATION, INC.

Article I NAME

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

Article II BOUNDARIES AND OFFICES

Section 1. **Boundaries**.

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

Section 2. Offices.

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

Article III PURPOSE

Section 1. Purpose.

The Association's primary purpose shall be:

- (a) to develop and enact plans and proposals to improve the physical and/or social conditions within the Association boundaries; and
- (b) to review and make recommendations on all plans and proposals developed independently of the Association which have an impact on the physical and/or social conditions within its boundaries.

Section 2. Activities.

The Association may engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1954 (or their corresponding statutes).

Section 3. Earnings.

No part of the earnings of the Association shall inure to the benefit of or be distributed to its members, Board of Directors, or any private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. The Association shall not carry on any activity not permitted to be carried on by any corporation exempt from Federal income tax under

Section 501(c)(3) of the Internal Revenue Code, or any corporation which receives deductible contributions as defined under Section 170 (c)(2) or any subsequent, applicable provisions.

Notwithstanding any statement of purpose or powers aforesaid, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

Article IV MEMBERSHIP

Section 1. **Requirement**.

Membership shall be granted to any person residing within, owning property within, conducting business within, or representing a non-profit organization whose activities occur within, the Association boundaries. Any person falling within any of these categories who attends an Association meeting, function, or event, may be added to the Association's database and incorporated therein as a member.

Section 2. Voting and Holding Office.

Only members of the Association shall be entitled to vote and/or hold elective or appointive office.

Section 3. **Membership Fees or Dues**.

There shall be no fees or dues charged for membership or voting. Any membership contributions shall be on a voluntary basis only.

Article V BOARD OF DIRECTORS

Section 1. Number.

The Board of Directors (hereinafter referred to as the "Board"), shall consist of the Officers of the Association and no fewer than six (6) or no more than nine (9) members-at-large.

Section 2. Term and Attendance.

(a) Terms.

All of the Board Members serve a one (1) year term and can be re-elected with no term limits. Board Members should serve in staggered terms so that there is never a completely brand new Board of Directors.

(b) <u>Attendance</u>. Board members shall be required to attend both Board and Association meetings regularly, unless excused. The Board may appoint a new Board member after a Board Member's <u>unexcused</u> absence from three (3) consecutive Board meetings or Association meetings.

Section 3. **Duties**.

The affairs of the Association shall be managed by its Board of Directors. The Board shall transact necessary business in the intervals between Association meetings and conduct such other business as may be referred to it by the Association or as may come to it by any other means.

Each Board member shall be expected to be a full participant at all meetings; to be a key volunteer for all activities, events and programs that the Association sponsors; and to take lead roles in

various instances when needed or determined by the President or the Board. In addition, each Board member should set a good example of what it means to be a good neighbor for all other residents of Woodlawn.

Section 4. Elections and Vacancies.

- (a) <u>Elections</u>. Board members shall be officially elected at the annual meeting of the Association, which shall be the November meeting of each year. They shall assume their duties on the first day of the following month.
- (b) <u>Vacancies</u>. Any vacancy on the Board shall be filled by a majority vote of the Board of Directors, creating a nominee who will be voted on by Association members at the next regular meeting.

Section 5. No Salary.

Board members shall not receive any salaries for their Board services, but may be reimbursed for normal expenses related to Board and Association services or activities.

Article VI OFFICERS

Section 1. **Titles**.

The Officers of the Association shall be the President, the Vice President, the Secretary, and the Treasurer.

Section 2. Terms and Attendance.

(a) Terms.

All of the Officers serve a one (1) year term and can be re-elected with no term limits.

(b) <u>Attendance</u>. Officers shall be required to attend both Board and Association meetings regularly, unless excused. The Board may appoint a new Officer after an Officer's <u>unexcused</u> absence from three (3) consecutive Board meetings or Association meetings.

Section 3. Election and Vacancies.

- (a) <u>Election</u>. The Officers shall be elected at the annual meeting of the Association, which is the November meeting of each year and shall assume their duties on the first day of the following month.
- (b) <u>Vacancy</u>. A vacancy of any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Article VII DUTIES OF OFFICERS

Section 1. President.

The President shall preside at all meetings of the Board of Directors and Association, shall be a member ex-officio of all committees, and shall perform such duties as may be designated by the Board of Directors.

Section 2. **Vice President**.

The Vice President shall exercise the authority and perform the duties of the President in the absence of the President, and shall perform such other duties as may be designated by the President or the Board.

Section 3. **Secretary**.

The Secretary shall have overall responsibility for all Association record keeping. The Secretary shall perform the following duties:

- (a) officially record and timely distribute the minutes of all proceedings of the Board of Directors and all meetings of the Association, and,
- (b) present minutes of the Board and Association meetings at the next regular Board meeting following those meetings. The Board shall review and approve all minutes. Once approved, a copy of the minutes is to be sent to the Northeast Coalition offices for their records. The minutes shall be preserved and be made available to any Association member on written request.
 - (c) such other duties as may be designated by the President or the Board.

Section 4. **Treasurer**.

The Treasurer shall have overall responsibility for all Association funds. The Treasurer shall perform the following duties:

- (a) the keeping of full and accurate accounts of all financial records of the Association;
- (b) the creation and oversight of an annual budget reflecting the Association's income and expenses, based on anticipated income and expenses and actual income and expenses.
- (b) the timely deposit of all monies paid to the Association in such depositories as may be designated by the President or the Board;
- (c) the timely disbursement of funds when proper to do so or as directed by the President or the Board;
- (d) the making and reporting of timely and regular detailed financial reports as to the financial condition of the Association; and,
 - (e) such other duties as may be prescribed by the President or the Board.

Section 5. Other Officers.

The Board of Directors may elect or appoint such other Officers and/or agents as it deems necessary and desirable. They shall hold their office for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Article VIII MEETINGS

Section 1. **Board Meetings**.

- (a) <u>Regular Meetings</u>. The regular meetings of the Board of Directors shall be held at a time and place to be determined by the Board of Directors.
- (b) Quorum. A quorum at a Board meeting (regular or special) shall be a simple majority (one-half plus one) of all Board members in office immediately before the meeting begins.
- (c) <u>Voting</u>. At any meeting of the Board, every Director present at such meeting shall be entitled to one vote, and the majority of the voting Directors present at any meeting at which a quorum is present, shall be the act of the Board of Directors.
- (d) <u>Emergency or Special Occasion</u>. In the case of an emergency or special occasion, a Board meeting may be requested by the President and may be conducted in person, by telephone, or via e-mail, as long as a quorum is present for participation. Board members shall be notified of special meetings no fewer than three (3) days prior to the special meeting.
- (e) <u>Special Circumstance</u>. In the case of a special circumstance that requires a timely vote of the Board, the President may request a telephone or e-mail vote on that particular subject or issue in lieu of calling an official meeting. A majority vote will determine the outcome of the voting.
- (f) <u>Action By Consent</u>. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Board members.
- (g) <u>Reporting</u>. At the annual meeting, the Board shall present a written report summarizing their activities and accomplishments over the past year. At regular Association meetings, the Board shall provide written or verbal reports of their current activities or plans for activities.

Section 2. Association Meetings.

- (a) <u>Regular Meetings</u>. The regular meetings of the Association shall be held the third Wednesday of each month, with the exception of December, at a location to be determined by the Board of Directors.
- (b) <u>Special Meetings</u>. Special meetings of the Association may be called by the President or by a majority of the Board of Directors. Notices shall be mailed to those on the Association's mailing list at least seven (7) days prior to the special meeting, except when the special meeting is announced at a regular meeting.
- (b) <u>Quorum and Voting</u>. For voting purposes, a quorum at an Association meeting (regular or special) shall be a simple majority (one-half plus one) of all Association members present at that meeting.

Section 3. Annual Meetings and Elections.

- (a) Annual Meetings. The annual meeting of the Association shall be held in November.
- (b) <u>Elections</u>. Annual elections for Officers and Board of Directors will be held at the annual meeting.

Article IX ELECTIONS

Section 1. Officers and Board of Directors.

The Officers and Board of Directors shall be elected at the annual meeting. They shall assume their duties on the first day of the following month.

- (a) The President serves a one (1) year term and can be re-elected for a second term.
- (b) The Vice-President serves a one (1) year term and can be re-elected for a second term.
- (c) The Secretary serves a one (1) year term and can be re-elected with no term limits.
- (d) The Treasurer serves a one (1) year term and can be re-elected for a second term.
- (e) Non-Officer Board members shall serve in staggered terms of three (3) years.

Section 2. **Qualifications**.

A candidate for elective office shall be a resident and member of the Association, and shall consent to serve and perform the duties and responsibilities as outlined in these bylaws.

Section 3. Vacancy.

Any vacancy of the Board or among the Officers of the Association shall be filled by a majority vote of the Board of Directors. Vacancies in other positions shall be filled by appointment by the President.

Article X RECALL

Section 1. Causes for Recall.

Any Officer or Board member shall be subject to recall when:

- (a) they fail to execute or exceed the duties of their office as specified by these Bylaws, except for cases where the Association membership specifically granted an exception; or,
 - (b) they misrepresent or fail to carry-out decisions of the Association and/or the Board; or,
 - (c) they act in a manner injurious to the Association.

Section 2. Recall Petition.

Any member of the Association may initiate recall proceedings by presenting a Recall Petition to the Board. The petition shall:

- (a) sate the name and position of the person subject to recall;
- (b) state the specific reason(s) for the recall; and,

(c) bear the signatures of at least six percent (6%) of the Association members as counted on the Association mailing list.

Section 3. Recall Vote.

A vote on the Recall Petition shall be held at a regular or special meeting of the Association within 30 days of receipt of the petition. The Board will verify the proper number and validity of signatures on the petition. If the Recall Petition is valid, it shall be approved by the Board for presentation to the Association. When the Recall Petition is presented to the Association, the person subject to recall shall have the right to be heard. A majority vote of the Association members in attendance at this regular or special meeting shall decide if the recall takes effect.

Article XI COMMITTEES

Section 1. Committees.

The Board may, from time to time, establish committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory in nature and may be comprised of members other than Board members.

Section 2. Limitations on Powers.

Committees may not authorize payment of a dividend or any part of the income or profit of the Association to its directors or Officers; may not approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets; may not elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; and they may not adopt, amend, or repeal the Articles, Bylaws, or any resolution of the Board of Directors.

Section 3. **Standing Committees**.

- (a) The Board shall create standing committees as deemed necessary and prudent. The chair of a standing committee shall be appointed by the Association President to serve for a one (1) year term, or until a new committee chair is appointed.
- (b) Standing committees shall present written reports of their activities regularly to the Board and to the Association at the annual meeting.

Section 4. Special Committees / Task Forces.

- (a) The Board shall create special committees and/or task forces as deemed necessary. They shall be charged with one specific assignment and then be dissolved on completion of that assignment.
- (b) Special committees and task forces shall present written reports to the Board on conclusion of their efforts and the Board will review and, if deemed appropriate, will present the report at the next appropriate Association meeting.

Section 5. Grievance Committee.

The Board of Directors may create a grievance committee which will consist of two (2) Board members and three (3) Association members. This committee shall:

(a) hear any grievance brought before it by any member of the Board or the Association.

(b) study, review, and make a decision concerning the grievance, which decision shall be final.

If a majority of the Officers and Board of Directors agree, the resolution or the grievance may be reported to the full Association at a subsequent Association meeting.

The grievance committee shall be disbanded immediately following each report to the Officers and Board of Directors. The Board may then create another grievance committee if the need arises.

Article XII DELEGATES TO NORTHEAST COALITION OF NEIGHBORHOODS

The Association shall appoint two (2) volunteer delegates to the Board of the Northeast Coalition of Neighborhoods. Said delegates will attend Coalition meetings and file timely reports with the Board. The delegates shall serve a one-year term, and may be reappointed.

Article XIII NON-DISCRIMINATION

The Association shall not discriminate against individuals or groups on the basis of race, religion color, sex, sexual orientation, age, disability, national origin, income, or political affiliation in any of its policies, recommendations, actions, activities, or services.

Article XIV PRESENTING A PROPOSAL

Any person or group may present a proposal to the President and the President shall present the proposal to the Board at its next meeting. Proponents of the proposal may be present and testify at the Board meeting. If the Board deems the proposal to be valid and pertinent, it shall be presented to the full Association membership at the next regular meeting following the review by the Board. Proponents may attend the regular meeting to present the proposal and answer questions.

Article XV RECONSIDERATION OF A PRIOR DECISION

Any person or group may submit a written request to the President for reconsideration of an Association decision at any time prior to the implementation of that decision. The President shall present the request at the next regular meeting of the Board of Directors. If the Board deems the request to be valid and appropriate, it shall be presented to the full Association membership at the next regular meeting following the review by the Board.

Article XVI AMENDMENTS TO OR REPEAL OF BYLAWS

These bylaws may be altered, amended or repealed, in whole or in part, and new bylaws or sections of these bylaws may be adopted by an affirmative vote of all Directors present at any meeting of the Board of Directors. The Board shall make copies available of the new proposed bylaws two consecutive Association meetings prior to taking a vote of the membership. Any amendments or repeal of the bylaws require a two-thirds (2/3) vote of the Association members present.

Article XV CORPORATE INDEMNITY

This organization will indemnify its Officers and Directors to the fullest extent allowed by Oregon law. The personal liability of each member of the Board of Directors and each uncompensated Officer of the organization, for monetary or other damages, for conduct as a Director or Officer, shall be eliminated to the full extent permitted by city, county, state, or federal law.

ADOPTED this	day of	, 2004
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