

Bylaws of the University Park Neighborhood Association

Article I: Name, Boundaries (Current and Historical), Purpose, and Policies

Section 1. Name.

The name of this organization shall be the University Park Neighborhood Association (UPNA).

Section 2. Boundaries.

Current. The boundaries of UPNA are:

- a North: N. Lombard
- b East: N. Chautauqua
- c South & West: N. Willamette Blvd., the bluff and slope (not including the Mocks Bottom Industrial Area) from N. Chautauqua to N. Olin continuing along the footpath to the Willamette River. It then follows the shoreline to the Burlington Northern Railroad Cut, these are the Western boundaries. Boundary lines shall run along the center of all streets, roadways and right of ways.

Section 3. Purposes.

UPNA is organized exclusively for charitable and educational purposes.

- a. To establish and maintain communication and liaisons between the neighborhood, the City of Portland, and the N. Portland Community (i.e. government agencies, institutions, businesses, organizations, and other neighborhoods) regarding the livability and planning for the neighborhood.
- b. To provide a forum and encourage open processes by which members may become informed about neighborhood issues and express their ideas and recommendations concerning the neighborhood.
- c. To engage in any activities related to said purposes, as governed by the Oregon Nonprofit Corporation Law. UPNA shall not engage in activities or exercise powers that are not in furtherance of its specific and primary purposes as stated in this article.
- d. To achieve said purposes with the help of North Portland Neighborhood Services and the Office of Neighborhood Involvement (ONI).

Section 4. Policies.

- a. Nonprofit Organization. UPNA is not organized for profit and no part of its net earnings shall benefit any Board Member or private individual of the organization. UPNA shall be authorized to reimburse expenses and make payments in furtherance of its purposes.
- b. Dues. There are no dues or membership fees charged; however, voluntary contributions can be accepted. Also, Activities to raise funds and grants applied for can be used to support UPNA purposes when appropriate.
- c. Open Meetings/Public Records. UPNA shall provide access to its meetings and maintain an inclusive process to its members and the general public. The organizations shall abide by the City of Portland requirements for recognized neighborhood associations in regards to meetings and records.
- d. Board Members. UPNA shall have the power to indemnify all Board Members to the fullest extent permitted by the Oregon Nonprofit Law. In cases of a conflict of interest in which a Board Member has a direct or indirect interest, he/she shall disclose all material facts known and his/her interest in the transaction prior to voting.
- e. Dissolution. All assets of UPNA shall be distributed to one or more nonprofit organizations of similar purpose upon dissolution at the final meeting.
- f. Conflict of Interest Transactions. A conflict of interest transaction is when a Board or general member of UPNA has a direct or indirect interest in a transaction. Said transaction

may not be voided or be the basis of imposing sanctions/liability on the member if the transaction is fair to UPNA at the time it was approved or enacted, and the member has declared the conflict. Any member with a conflict of interest must declare their conflict prior to voting on the matter.

Article II: Membership

Section 1. Members.

Membership of UPNA shall be open to all residents 18 years of age or older, property owners, renters, business licensees and non profit organizations located within the UPNA boundaries as defined in Article 1, Section 2 of these bylaws. Each institution, business and/or non profit organization shall have one vote to be cast by that organization's authorized representative. UPNA 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 or actions.

Section 2. Membership Responsibilities.

The membership shall work on behalf of UPNA to further its purposes. It shall have the power to transact business at General Meeting including consideration of Board actions.

Section 3. Voting.

All Active Members shall have one vote to be cast during attendance at any General Meeting of the Membership. Voting at General and Special Meetings shall comply with current Oregon open meeting laws. An Active Member is defined as a person eligible for membership who has attended at least **ONE (1)** of the last three (3) meetings. These meetings can be either General or Special Meetings of the Membership. No proxy voting is allowed.

Section 4. General Meetings.

a. General Meetings are meetings of UPNA and a minimum of four (4) such meeting shall be held per year. General Meetings shall be convened on the fourth Monday of the month unless otherwise designated by the Board. The agenda for General Meetings shall include, consistent with the purposes of the meeting:

1. Approval of minutes from the the last General Meeting
2. Financial Report
3. Committee Reports
4. Summary of the last Board Meeting agenda and minutes, ratification of Board actions, and action on Board recommendations
5. Old Business
6. New Business
7. Public Concerns
8. Adjournment

Any member may add items to the agenda upon majority vote of the Active Membership present or upon consent of the Chair.

b. The Annual Meeting of UPNA shall be held in October and shall be a General Meeting for the purposes of reports and elections.. A meeting notice will also be placed in local news and social and electronic media.

Section 5. Special Meetings.

Special Meetings of the Membership may be called by the Chair or the Board as deemed necessary.

- a. Special Meetings shall be open to UPNA members and the general public at a location which ensures full access. UPNA shall abide by City of Portland requirements for recognized neighborhood associations related to meetings and records.
- b. Notification, including purpose of the Special Meeting, shall be the same as for the Annual Meeting.

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- c. No business, other than that contained in the notice of the Special Meeting, shall be in order at the Special Meeting.
- d. General Members shall also have the power to call Special Meetings of the membership by submission of a petition requesting such a meeting. This petition may be submitted to any Executive Board Member. The petition must contain at least twenty five (25) members signatures of which at least eight (8) are Active Members of UPNA. This petition must also be submitted at least fifteen (15) days in advance of the requested meeting.

Section 6. Quorum.

A quorum for voting or taking action at any General or Special Meeting of the Membership shall be at least ten (10) Active Members.

Section 7. Participation.

Any General, Special, Board, or Committee Meeting of UPNA is open to any person and all who wish to be heard. However conduct guidelines may be established by the Chair at the beginning of each meeting. Only Active Members are entitled to vote at Meetings of the Membership and only Board Members are entitled to vote at meeting of the Board. All actions or recommendation of the General Membership or the Board shall be communicated to the affected parties, including minority reports.

Article III: Board of Directors

Section 1. Duties of the Board.

The duties of the Board of Directors include, but are not limited to, the following:

- a. To prepare an annual calendar of General Meetings for review and approval of the General Membership;
- b. To prepare an annual work plan that includes goals as determined by the General Membership. Invite ONI for participation in setting the goals of the annual work plan;
- c. To manage the affairs of UPNA and transact necessary business in the interim between General Meetings and any other business referred to it by the Membership;
- d. To create ad-hoc committees as the need arises and review for approval the plans and work of all committees;
- e. To inform the Membership of the activities and recommendations of the Board by reporting at General Meetings on any actions taken on behalf of UPNA;
- f. To carry out the recommendations and follow through on actions of the General Membership.

Section 2. Powers of the Board.

The Board and the officers shall have the power to conduct business and take action in accordance with the policies and positions adopted by the General Membership. In such cases where action is required to provide neighborhood response before the questions can be presented to the membership, such circumstances must be indicated to the requesting party along with the response. If circumstances require a response before the question can be presented to any Board, General or Special Meeting, then Chair has authority to respond on behalf of the Neighborhood with and explanations that such response is made without Board or membership action. This action may also be taken by all other active Board Members with prior approval from the Chair. Any such action taken by the Board Member or the Chair, must be presented to the next meeting of the General Membership.

Section 3. Number, Terms and Election of the Board.

The Board Members shall consist of no more than **13** . Board Members and shall include the Executive Board (chair, vice-chair, secretary and treasurer), 3 at-large members and the Chairs of UPNA Standing Committees. Each Board Member shall hold office for a term of one (1) year or until his/her successor is elected or appointed. No Board Member shall serve more than three (3) consecutive full year terms in the same position. Election of Board Members shall take place at the Annual Meeting. A list of candidates may be presented by a Nominating Committee previously appointed by the Board. Nominations

will be taken from the floor by motion and a second. Only Active Members shall be eligible candidates with the following restrictions: they must be present at the elections; they must not be a Board Member on any other neighborhood association board; and they must disclose upon acceptance of a nomination their home address, employer, business within UPNA (if applicable, and all property owned or controlled within UPNA boundaries. Newly elected Board Members and Officers shall take office on January 1 if elected in October, or at the conclusion of the meeting at which they are elected.

Section 4. Executive Board Members.

The membership of the Executive Board shall be Chair, Vice-Chair, Secretary and Treasurer. All Executive Board Members of UPNA must have their principle residence within the UPNA boundaries. The term of an Executive Board Member shall be one year or until a successor is elected. No officer shall hold the same office for more than three (3) consecutive full year terms.

Section 5. Duties of the Executive Board Members.

- a. The Chair shall prepare agendas for approval by the Board and Membership, preside at all Board, General and Special Meetings, act as spokesperson for the organization, and perform other duties as required or necessary.
- b. The Vice-Chair shall assume the duties of the Chair in his/her absence and other duties as required or necessary or as assigned by the Chair. The Vice-Chair shall provide oversight for all Standing Committees, acting as liaison to the Executive Board for issues of policy and accountability. shall.
- c. The Secretary shall maintain current attendance records for General, Board, and Special Meetings, prepare and maintain minutes and records of all UPNA General, Special and Board meetings, be responsible for correspondence of UPNA, and shall make UPNA records available for review for proper purposes at any reasonable time.
- d. The Treasurer shall be responsible for maintaining all financial records of all funds, assets, grant writing, give an accounting at each General Meeting, and shall receive, safe keep and disburse UPNA funds as directed by the Board.

Section 6. Board Meetings.

The Board shall meet the second Monday of the month, except when a holiday interferes with scheduling, and at any other time the Chair may designate. These meetings shall be open session; however, only Board Members in good standing shall be entitled to vote. A quorum for Board Meetings shall be not less than three (3) of those in office, or 50% of Board Members, whichever is greater. Decisions shall be made by majority vote unless otherwise provided in these bylaws. Board Members shall be notified of Board Meetings by phone, mail, email, or hand delivered notice at least seven (7) days in advance. A majority of Directors, by signed petition, may call a Board, General or Special Meeting.

Section 7. Manner of Acting.

At all Board Meetings, the following order of business shall be followed so far as consistent with the purpose of the meeting:

- a. Approval of the minutes of the preceding Board Meeting
- b. Chair's report
- c. Financial report
- d. Committee reports
- e. Old Business
- f. New Business;
- g. Open Forum
- h. Adjournment

Any board member may add items to the agenda upon majority vote of the active Board Members or upon consent of the Chair.

Section 8. Vacancies.

The Board may fill any vacancy on the board by majority vote of the Board Members. A vacancy exists when 1) a Board Member is absent from three (3) consecutive Board Meetings; 2) a Board Member tenders a written notice of resignation; 3) a Board Member is removed from office by the Membership; 4) a Board Member is disqualified to hold office under these bylaws or 5) a Board Member is no longer a resident, property owner, or business owner within the boundaries of UPNA as described in Article 1. A Board Member appointed to fill a vacancy in this manner shall serve the remainder of the unexpired term.

Section 9. Removal.

A majority of the Board or a minimum of fifteen (15) Active Members of UPNA may submit a written request for a Board Member's resignation at a Board Meeting. If the Board Member chooses not to resign, then he/she may be removed and replaced by a two-thirds (2/3) vote at a General or Special Meeting called for that purpose.

Article IV: Committees and Representatives

Section 1. Standing and Ad-Hoc Committees.

The UPNA Board and Membership shall form committees to address issues of concern to UPNA. The type, duties, powers and duration of each committee shall be established when it is formed. All members are welcome to serve on all committees and, with the exception of the Grievance Committee; shall become Active Committee Members by requesting of the Committee Chair or the UPNA Chair to be included as a member of the Committee. Such requests may be verbal as well as written. No committee shall have the power to take action on behalf of UPNA unless specifically so charged by the Board or Membership. All UPNA Committee Chairs shall report to the Membership. Committee Chairs shall have the power to make recommendations to the Board and the further duty to represent the opinions of UPNA. The term for Committee Members shall be the same as that for the Committee Chairs.

Section 2. Quorum and Voting.

The quorum for Committee Meetings shall be a simple majority of Committee Members. A majority vote shall constitute committee action. Only Active Committee Members shall have a vote. .

Section 3. Standing Committees Named.

The Standing Committees outlined in this section shall be permanent throughout the duration of these bylaws; their Chairs shall be elected or appointed according to these bylaws and shall serve on the Board of Directors. UPNA shall have the following Standing Committees:

- a. Service, Traffic and Livability Committee: works on livability issues such as traffic, nuisance complaints, cleanups, senior services, etc.:
- b. Land Use Committee: reviews land use issues and notices and submits recommendations;
- c. Public Safety Committee: deals with crime issues, works with City Crime Prevention Programs as required and local Police resources; reviews crime statistics and submits recommendations; works with Crime Prevention Specialists and Area Representatives to develop, promote, and maintain Block Watch program throughout UPNA;
- d. Environmental and Open Spaces: works on environmental quality issues and addresses concerns about parks and open spaces in UPNA; reviews notices and submits recommendations;
- e. Communications: Maintains UPNA web page, coordinates press releases and neighborhood mailings, publishes newsletter, oversees new member outreach and resource development for UPNA;
- f. Schools: addresses neighborhood concerns about the area schools and their effect on UPNA; facilitates communication between UPNA and the University of Portland with regards to mutual concerns in the neighborhood.
- g. Grievance: See Article VI.

Section 4. Representatives to Other Organizations.

Members of UPNA elected or appointed to represent UPNA to other bodies shall report in writing to the Board and General Membership at least quarterly. Representatives shall give a verbal report upon request of the Membership. The term of representation shall be the term of the requesting organization.

Article VI: Grievance Procedure

Section 1. Submission of Complaint.

A person or group adversely affected, or objecting to a decision, action, policy or a failure to adhere to the Bylaws of UPNA, may submit a written complaint or grievance to the association Chair, within 30 business days of the alleged violation.

Section 2. Filing a Grievance.

The grievance must identify the date of the action being grieved and the provision of the association bylaws or ONI Standards which were allegedly violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

Section 3. Receipt and Review.

The Executive Board or its designee will review the proposed grievance within 45 business days and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found to meet the criteria, the process moves to Section 4. If it is found to not meet the criteria the board or its designee will inform the complainant in writing of this determination and the reasons for its decision.

Section 4. Grievance Resolution.

A grievance meeting the criteria of this article, having been reviewed by the board or its designee will be resolved by an ad hoc Grievance Committee which will be formed expressly for this purpose. A three (3) person committee will be formed from three different neighborhood associations, other than University Park, which are part of the North Portland Neighborhood Services coalition (NPNS). This committee and the complainant will resolve the issue(s) as quickly as may be possible and the committee will issue a written report of the resolution to both the grievant and the Chair of UPNA.

Section 5. Final Resolution.

If the Grievance Committee and complainant cannot reach agreement within sixty (60) days of the original receipt of the grievance, by the committee, the UPNA Chair will request mediation through the City of Portland's Neighborhood Mediation Program.

Article VII: Amendment and Review of Bylaws.

Adoption of amendments to these bylaws shall require a two-thirds (2/3) vote by the active members present at a General Meeting for which notice of such action has been given. UPNA Bylaws shall be reviewed by the Board every two (2) years and ratified by the Membership.

These Bylaws were approved / amended as of:

February 28, 2005

2009

April 22, 2013

April 27, 2015