



Bylaws of the Old Town Chinatown Neighborhood Association

Revised March 2004

Article I: Name

The name of this organization shall be the Old Town Chinatown Neighborhood Association

Article II: Purpose

Section 2.1: The Old Town Chinatown Neighborhood Association is hereby organized as a neighborhood association in accordance with the guidelines established by the Office of Neighborhood Involvement. The object of this organization shall be to:

Section 2.2: Provide a facility for education, research and an exchange of information for citizens within the general area of Old Town Chinatown so that they may relate to their total environment.

Section 2.3: Broaden channels of communication between the residents, property owners and business owners and employees within the area of Old Town Chinatown and the City Officials in matters affecting neighborhood livability.

Section 2.4: Assist in furthering activities and development, which will raise the level of the residential, commercial and industrial activity consistent with the interests of the Portland citizenry and sound economic practices.

Article III: Boundaries

Section 3.1: The boundaries of the Old Town Chinatown Neighborhood Association shall be designated as follows:

Section 3.2: The eastern boundary shall be the Willamette River, the southern most boundary shall be SW Stark Street, the western boundary shall be NW Broadway from the Broadway Bridge to W Burnside and from W Burnside to SW 3rd Avenue, south on SW 3rd Avenue to SW Pine, east on SW Pine Street to SW 2nd Avenue, south on SW 2nd Avenue to SW Oak Street, east on SW Oak Street to SW 1st Avenue and south on SW 1st Avenue to SW Stark Street, and the northern boundary shall be the Broadway Bridge.

Section 3.3: The Old Town Chinatown Neighborhood Association recognizes that there are areas of common interest with both the Downtown Community Association to the south and

the Pearl District Neighborhood Association to the west. A Boundaries Committee shall be established, if necessary to dialogue with any association concerning boundary issues.

Article IV: Working with Neighborhood Organizations

Section 4.1: The Old Town Chinatown Neighborhood Association shall establish a process whereby information is shared concerning topics, which may be of interest to the overall downtown community, such as the Downtown Community Association, the Pearl District Neighborhood Association, the Chinese Consolidated Benevolent Association (CCBA), The Old Town Chinatown Visions Committee, and any other recognized organization established or existing within or proximate to the neighborhood boundaries.

Article V: Membership

Section 5.1: Eligibility. Any individual, who resides, owns property, has a business, or is an employee of a business or any organization within the area described in Article III shall be eligible for membership in the association.

Section 5.2: Exclusions. No one eligible under Section 5.1 shall be excluded from participation in the Association because of race, religion, national origin, sex, sexual orientation, handicap, income, age, political party or citizenship.

Section 5.3: Powers: The membership of the Association shall be responsible for duly electing the Board of Directors.

Section 5.4: Other Member: Individuals with an interest in the Old Town Chinatown area who do not fit the membership criteria established in Section 5.1 may make application directly to the Board of Directors. Full membership privileges may be granted and conferred by the board.

Section 5.5: Voting: Any member shall be entitled to vote at all general meetings attended by such member. No proxy votes will be allowed.

Section 5.6: Meetings.

- A) Annual meeting. The annual meeting of the membership shall be held no later than March of each year on a date to be fixed by the Board of Directors.
- B) General Meetings: Shall be called no more than three times annually.
- C) Special meetings. Special meetings of the membership may be called by the Chair of the Association, any four directors, or any 25 members.
- D) Notices. The Secretary of the Association shall give notice of each meeting not less than seven days, nor more than 30 days in advance of the meeting date.
- E) Quorum. No called meeting shall be held unless a quorum is in attendance. A quorum shall be twenty (20) members. If a quorum is not in attendance at any annual meeting, the annual meeting shall be re-scheduled by the Chair on a date not more than 60 days following the original date.

Section 5.7: Donations. The Old Town Chinatown Neighborhood Association may from time to time ask for and receive voluntary donations from its membership to further the operation of the association in accordance with the ONI Standards and Guidelines 11 (5).

Article VI: Board of Directors

Section 6.1: General Powers. The Board of Directors shall be responsible for conducting the affairs of the Association in accordance with general policies adopted by the membership. The Board of Directors shall make recommendations to the membership regarding policies and projects. The Board of Directors may create committees for any appropriate purpose.

Section 6.2: Composition and Term.

- (A) The Board of Directors shall consist of no more than twenty (20) regular members.
- (B) Membership composition will reflect broad representation of diverse constituencies of the Old Town Chinatown Neighborhood, including but not limited to residential, cultural, organizational, and business affiliations.
- (C) Ex-officio members (1 Downtown Neighborhood Association, 1 Pearl District Neighborhood Association, 1 Portland Police Bureau, 1 Portland Fire Bureau, 1 Old Town Chinatown Visions Committee, 1 Chinese Consolidated Benevolent Association (CCBA).
- (D) Directors shall serve a term of two years. Half of the members' term will expire in odd numbered years and half in even numbered years.

Section 6.3: Vacancies.

- (A) Resignation. Any director may resign at any time by written notice to the Association's Board of Directors, Chair or Secretary. Once delivered a notice of resignation is irrevocable.
- (B) Recall. Upon receipt of a petition proposing the recall of a director, which has been signed by 25 members, the Secretary shall call a special meeting of the membership within 30 days to consider the recall. A two-thirds vote of the members attending the meeting shall be required to recall a director.
- (C) Removal. Positions of board members not in attendance at three consecutive board meetings, due to unexcused absences will be declared vacant by the Board of Directors, notice of such intent having been given after the second absence.
- (D) Vacancies. Board of Director's seats vacated for any reason shall be filled for the unexpired portion of the term by a vote of the Board.

Section 6.4: Regular meetings. Regular meetings of the Board of Directors shall be held at such intervals as the Board establish from time to time.

Section 6.5: Special meetings. Special meetings of the Board of Directors may be called by the Chair or any three members of the Board.

Section 6.6: Notice of Meetings. The Secretary shall provide written notice of regular and special Board meetings to each director not less than five days prior to the meeting date. Notices shall specify the date, time and place of the meeting.

Section 6.7: Quorum. A majority of the current board members shall constitute a quorum for all meeting of the Board.

Section 6.8: Manner of acting. The act of the majority of board members present shall be the act of the Board of Directors, unless the vote of a greater number is required by these bylaws.

Section 6.9: Presumption of Assent. A Board member who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting. The right to dissent shall not apply to a member who voted in favor of an action.

Section 6.10: Qualified Directors, The Members or the Board of Director's shall be considered "qualified directors" in that they shall not receive compensation for personal services except for actual expenses incurred while performing a director's duties as established by the Board of Directors.

Section 6.11: Personal Liability. The personal liability of a director or uncompensated officer of this Association to the Association or its members for the monetary damages for conduct as a director or officer is hereby eliminated to the fullest extent allowed by law.

Section 6.12: Conflict or Interest. A transaction in which a director may have a direct or indirect conflict of interest may be approved by a vote of the Board of Directors if in advance of the vote by the Board, all materials facts of the transaction and the director's interest are disclosed to the Board of Directors. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single director. If a majority of directors, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action. The presence of, or a vote cast by a director with a direct or indirect interest in the transaction does not affect the validity of the action. The director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

Section 6.13: Conformance to Public Meetings & Records Law. All meetings and records of meetings shall conform to the State of Oregon Public Records and Meetings Law (ORS 12).

Article VII: Officers

Section 7.1: Officers. The officers of the Association shall be a Chair, Vice-Chair, Secretary, and Treasurer. Any board member of the Association shall be eligible to become an officer.

Section 7.2: Elections. Directors will be elected at the annual meeting with each member voting on all vacancies. Officers shall be elected by the Board at the next regular meeting if there are insufficient potential nominations or directors before the election, the officers and Board shall fill out the list. Officers will be elected for one-year terms.

Section 7.3: Chair. The Chair of the Association shall preside at all meetings of the Board of Directors and membership. The Chair shall sign with the Secretary or any other proper officer of the Association any contracts or other instruments which the Board of Directors or membership has authorized to be executed, unless the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Association or shall be required by laws to be otherwise signed. The Chair shall perform such other duties as may be prescribed by the Board of Directors and the membership and may serve as a voting member of all committees.

Section 7.4: Vice-Chair. In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair and then so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties, as may be prescribed by the Board of Directors.

Section 7.5: Secretary. The Secretary shall keep the minutes of all meetings and the attendance records from the previous 12 months and ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall perform all other duties incidental to the office of secretary and such duties as may be prescribed by the Chair or the Board of Directors.

Section 7.6: Treasurer. The Treasurer shall keep the books of account of the Association and shall in general, perform all duties incidental to the Office of the Treasurer. The Treasurer shall prepare a calendar year income statement and balance sheet for review by the membership at its annual meeting and prepare such statements quarterly for review by the Board of Directors at the Board's regular meetings. The Treasurer shall perform such other duties as may be prescribed by the Chair or the Board of Directors.

Section 7.7: Resignation and Removal. Officers may resign at any time by giving written notice to the Board of Directors. Officers may be removed with or without cause by a vote of two thirds of all members of the Board of Directors at a special meeting called for that purpose. Vacancies in any office shall be filled by the majority vote of all directors.

Article VIII: Committees

Section 8.1: Standing Committees. The standing committees are Joint Land Use and Design Review, Communications, and Public Safety. Other standing committees may be created by the Board of Directors.

Section 8.2: Special Committees. There may be such committees appointed by the Chair of the Board of Directors consistent with the means and purposes of the association.

Section 8.3: Committee Leadership. Each committee shall be chaired by a person appointed by the Board who may also be a member of the Board and will attend Board meetings regularly.

Section 8.4: Committee Membership Liaison. Each committee shall include minimally one Board member. That Board member may also serve as committee chair.

Section 8.5: Joint Land Use and Design Review Committee Membership. The Joint Land Use and Design Review Committee shall include six voting members. Three (3) appointed by the neighborhood association and three (3) appointed by the Old Town Visions Committee. Land use decisions may be appealed to the Board of Directors by any member in good standing of the neighborhood association in a timely manner prior to any Board of Directors meeting. The Land Use Committee will have executive authority to represent the Board on routine issues of land use and design. Issues of broader neighborhood concern will not be acted upon without first consulting the full Board of Directors.

Article IX: Grievance

Section 9.1: Filing. Any major grievance or complaint against the Association must be filed in writing and delivered to the Secretary of the Old Town Chinatown Neighborhood Association in care of the Office of Neighborhood Involvement, 1221 SW 4th Ave., Room 110, Portland, OR, 97204.

Section 9.2: Procedure. The officers shall review any grievance or complaint filed against the Old Town Chinatown Neighborhood Association and makes a recommendation to the full Board at its next regularly scheduled meeting. If the Board of Directors concurs that the grievance or complaint is a major grievance or complaint, the Chair may call a special meeting of the Board of Directors to resolve the grievance. A person or persons filling the grievance will be given at least 14 days written notice of the time and place of the special meeting.

Section 9.3: Resolution. The person or persons filing the grievance or complaint will be given at least 14 days to present witnesses and any other information to the Board of Directors. Any member of the Board of Directors may present additional witnesses or information. Any person or persons filing the grievance or complaint and any member of the Board of Directors may ask a reasonable number of questions of each witness. The Chair of the Board of Directors shall, at his/her discretion, limit testimony and information. After allowing all interested persons the opportunity to be heard, the Board shall vote. Each member shall announce publicly his or her vote and the Secretary shall record the results. Except as stated above, *Robert Rules of Order, Revised* shall be the authority for conducting the hearing. A decision by the majority of the Board of Directors will be final.

Section 9.4: Mediation. Prior to any hearing on any major grievance or complaint against the Neighborhood Association, the parties shall be encouraged to request assistance from the Neighborhood Mediation Center.

Article X: Amendments

Section 10.1: Bylaws. The bylaws may be amended or repealed by a two-thirds vote of the Board of Directors then in office. Changes must be ratified by the membership at the next general meeting.

Article XI: Parliamentary Authority

Section 11.1: The proceedings of the Association shall be governed by *Robert Rules of Order, Revised*, except where those rules conflict with the provisions of these bylaws.

The original BYLAWS of the Old Town Chinatown Neighborhood Association were duly adopted by its general membership on May 6, 1992. The latest revision was approved by the Board and General Membership on March 2, 2004.