Hosford Abernethy Neighborhood District Association

Operating Bylaws

Amended May 15, 2003
Amended May 18, 2010
Amended May 21, 2013
Amended May 20, 2014

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ARTICLE I: NAME

The name of this non-profit association shall be “Hosford Abernethy Neighborhood District Association” hereafter referred to as “HAND”.

ARTICLE II: MISSION

The mission of HAND is to provide a better place for its citizens to live, work, play & prosper.

ARTICLE III: PURPOSE

To enhance neighborhood livability. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood. To establish and maintain an open line of communication and liaison between HAND, other neighborhoods and governmental agencies. To work in cooperation with other entities (schools, churches, social services, businesses, etc.) to further the goals of the neighborhood. To make recommendations on policies to governmental bodies on matters affecting the livability, growth and development of the neighborhood, including but not limited to, land use and zoning, housing, community facilities, human resources, traffic and transportation, environmental quality, parks and recreation and community safety.

ARTICLE IV: MEMBERSHIP AND BOUNDARIES

SECTION 1. MEMBERSHIP QUALIFICATIONS Membership shall be open and given to all qualifying residents, property owners, business owners (or their designees), governmental agencies and non-profit organizations located within the boundaries of HAND as defined in Article IV, Section 2 of these bylaws or to any person appointed as a member to HAND by the Board of Directors in accordance with Article VII of these bylaws. Each member shall be entitled to all member voting privileges.

To qualify as a HAND member, one must meet the requirements of this said section and have signed a membership list provided by the Board of Directors.

SECTION 2. BOUNDARIES The boundaries of HAND shall include the entire area located within each of the specified borders: to the west, the median of the Willamette River; to the north, the center line of Hawthorne Boulevard; to the east, the center line of Southeast 29th Avenue from Powell Boulevard to Division Street, the center line of Division Street to Southeast 28th Place, the center line of Southeast 28th Place to Southeast Grant street, the center line of Southeast Grant Street to Southeast 29th Avenue to Hawthorne Boulevard.

ARTICLE V: GENERAL MEMBERSHIP & SPECIAL MEETINGS

SECTION 1. GENERAL MEMBERSHIP MEETINGS There shall be at least one general membership meeting in a calendar year. A general membership meeting will be required for the month of May in accordance with Article VI, Section 2 of these by-laws. Additional general membership meetings will be held when deemed appropriate by the Board of Directors. These meetings shall be open sessions. However, only those members as defined in Article IV, Section 1 of these bylaws shall be entitled to vote. Only the chairperson of the association or his/her designee can call the general meeting to order and adjourn the meeting.

SECTION 2. VOTING Each member as defined in Article IV, Section 1 of these bylaws shall have one vote to be cast when approving/amending bylaws and electing board members. A quorum for any general

membership meeting shall be 50% plus 1 of seated board members plus two general members. Elections of members and approval or amendment of bylaws shall be decided by a majority of votes cast. When an action or motion to elect members or approve or accept bylaws is brought forward, the membership present may recommend by a majority vote: acceptance of the proposal, denial of the proposal, deferral of the proposal pending further study, acceptance of the proposal with conditions or referral of the proposal to a committee. All other decisions of the neighborhood association shall be made by the Board of Directors after considering input from the general membership.

SECTION 3. NOTIFICATION Notification of general meetings shall be made fifteen (15) days in advance by any or all of the following means: mail, e-mail to the HAND e-mail list and announcement on the official HAND website. Nothing in this section shall preclude additional forms of notification such as posting in a predesignated place or notifying relevant press agencies.

SECTION 4. AGENDA The agenda for the general membership meeting shall be set by the Executive Committee in accordance with Article VIII, Section 1 of these bylaws and shall be of subject matter directly affecting the neighborhood.

SECTION 5. SPECIAL GENERAL MEMBERSHIP MEETINGS Special meetings of the membership may be called by the chairperson or by majority vote of the board as deemed necessary. Notification shall be by mail, posted notices, telephone calls, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require a minimum of seven (7) days advance notice.

SECTION 6. AUTHORITY Webster's New World Roberts Rules of Order, Simplified and Applied, Second Edition 2001 shall be followed in situations not covered by these bylaws.

ARTICLE VI: BOARD OF DIRECTORS, ELECTIONS & BOARD MEETINGS

SECTION 1. NUMBER OF BOARD MEMBERS The Board of Directors shall consist of no more than twenty (20) members and no less than 4 (four) members that will each serve for an elected period of two years. If at any time, there are less than four (4) Board Directors, the association must be dissolved in accordance with Article XII of these bylaws.

SECTION 2. ELECTIONS AND TERMS OF BOARD MEMBERS Each Director shall hold office for a term of two years. The nominations shall be automatically opened on April 1st of each year and held open until the general membership meeting in May. The elections shall be held annually at the general membership meeting in the month of May in accordance with Article V, Section 1 of these bylaws. The names of all candidates shall be placed in nomination by the nominating committee or by nominations from the floor. Those Directors elected at the May meeting shall begin their terms immediately.

Membership of the board shall be elected by written ballot or show of hands. The secretary and/or appointed persons shall be directly responsible for counting the show of hands and/or collection of the ballots, which shall be counted immediately. The results shall be announced immediately. Ballots and/or results of count of hands shall be delivered to the neighborhood district coalition office for confirmation of the election and safekeeping.

SECTION 3. ELIGIBILITY Only those persons eligible for HAND membership as defined in Article IV of these bylaws shall be qualified to hold an elected or appointed position on the Board with the following exception. A SPECIAL Board membership, with all privileges and responsibilities, may be granted to a HAND resident high school student, not necessarily of State of Oregon legal voting age, with no more than one such student membership at any time.

SECTION 4. DUTIES OF BOARD MEMBERS The affairs of HAND shall be managed by the Board of Directors as elected by the general membership. The board shall be accountable to the membership of HAND and shall strictly comply with these bylaws. The duties shall include but are not limited to; election of the board officers, appointment of committees to perform necessary functions, presentation of recommendations documenting majority and minority votes; management the daily affairs of HAND; attendance at all board and general meetings. The board shall consider the views of those affected by proposed policies or positions before adopting any recommendation on behalf of HAND.

SECTION 5. BOARD VACANCIES

The Board of Directors may appoint any person eligible in accordance with Article IV of these bylaws to a Board vacancy by a majority vote for the remainder of the term. A vacancy shall be determined to exist when 1) one of the twenty board positions is left unfilled, 2) a board member resigns his or her position, or 3) a board member fails to attend three (3) consecutive board meetings or six (6) meetings in one year. The decision to remove a board member for inadequate or non-attendance shall be left to the discretion of the executive committee. The executive committee will notify in writing any board member who is removed from the board due to repeated absences.

SECTION 6. RECALL A board member may be recalled from his/her position at any time through the following procedure: A petition containing twenty (20) members signatures shall be filed with the Board of Directors or HAND's District Coalition Office. The HAND Board of Directors or the neighborhood district coalition office shall verify that each signator meets the membership qualifications found in Article IV Section 1 of these bylaws. The Board of Directors shall notify the person of such pending actions. A hearing shall be held within sixty (60) days from notice, either at special or a general membership meeting. A majority vote by the general membership at such meeting, in accordance with Article V of these bylaws, is required to remove that director from office.

SECTION 7. DUTIES OF BOARD OFFICERS The Board of Directors shall annually elect five (5) Board Officers. These officers shall constitute the executive committee as defined in Article VIII, Section 1 of these bylaws. Nominations shall be brought forward by the nominating committee at the May and June meetings and voted upon at the June meeting. The terms of all offices shall be one year beginning at the June meeting. Vacancy of an officer's position shall be appointed by a majority vote of the Board of Directors to occupy the remainder of the term. The following officers shall be elected:

A) CHAIRPERSON: Shall conduct all board and general meetings, and special meetings as deemed necessary. Shall have the power to establish ad hoc committees, appoint thereto and establish duties. Shall be an ex-officio member of all committees. Shall represent HAND in all matters requiring representation before appropriate agencies or appoint another member to do so. Shall appoint a spokesperson as necessary concerning neighborhood issues that may arise.

B) VICE CHAIRPERSON: Shall have all rights as chairperson only in the absence of chairperson, and act as aide to chairperson. In the event of chairperson's resignation, vice chairperson shall serve the remainder of chairperson's term.

C) SECRETARY: shall keep minutes of all general, board and special meetings, be knowledgeable of all the requirements for public meetings and public records set forth in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations, prepare correspondence as directed by chairperson, arrange for location of general and special meetings.

D) TREASURER: Shall keep accurate records of all of HAND finances, in accordance with general accepted accounting procedures; shall give an accounting at each board meeting; shall give a year end fiscal report annually; shall receive, safe keep and disburse HAND funds at the discretion of the board.

E) PUBLICITY DIRECTOR: Shall act as neighborhood promotion spokesperson, shall oversee the website and e-mail contact list, and shall maintain and upkeep the neighborhood network.

SECTION 8. BOARD MEETINGS There shall be on average one (1) board meeting per month or as deemed necessary by the executive committee. These meetings shall be open session; however, only board members or those as defined in Article VI, Section 3 shall be entitled to vote. A quorum of board members must be present to call a vote. A quorum shall be met when half plus one of the Board of Directors are present. When an action or motion is brought before the Board of Directors, the board may recommend, by majority vote as defined in Article V, Section 2: acceptance of the proposal, denial of the proposal, deferral of the proposal pending further study, acceptance of the proposal with conditions or referral of the proposal to a committee, etc.

ARTICLE VII: REPRESENTATIVES/DELEGATES/LIAISONS

SECTION ONE. REPRESENTATIVES/DELEGATES AND LIAISONS

Representatives/Delegates or Liaisons to any agency, city bureau, organization, private or public group may be appointed by the board of directors or elected by the general membership when the need arises.

SECTION 2. DUTIES OF REPRESENTATIVES/DELEGATES

Representatives/Delegates are to serve at the pleasure of the board and general membership. Only authorized representatives/delegates may represent HAND; each is to express the majority vote or opinion, and a minority vote or opinion if directed to do so, after a hearing and vote by the board or general membership has been held. Representatives/Delegates may take a position or vote representing HAND only if instructed or authorized to do so in advance by the Board or General Membership. Representatives/Delegates shall report to the Board and General Membership at regular meetings.

SECTION 3. DUTIES OF LIAISONS Liaisons serve as communicators between the HAND Board and an outside group or citizen on a particular issue. Liaisons are observers at others' meetings and are expected to report back as needed during the "Liaison Reports" section of the board meeting agenda.

ARTICLE VIII: COMMITTEES

SECTION 1. STANDING COMMITTEES There shall be a standing committee of the executive members of the Board of Directors. This committee shall set board and general meeting agendas, arrange for location of board meetings, conduct HAND business and monitor attendance of the Board of Directors and act in accordance to Article V, Section 5 of these bylaws.

SECTION 2. FORMATION The Board and/or Chairperson shall establish both standing and ad hoc committees, as it deems necessary. Committees shall not have the power to act on behalf of the board without specific authorization from the board.

SECTION 3. RAPID RESPONSE COMMITTEE There may be an administrative response committee of the members of the Board of Directors, the members of which shall be appointed by the executive committee of the Board of Directors. This committee shall respond, on behalf of HAND, to notices and requests from governmental agencies. This committee shall maintain accurate minutes of all meetings and provide the minutes to the Board of Directors.

All meetings of this committee shall be in open session; however, only administrative response committee members must be present to call a vote. A quorum shall be met when

half plus one of the administrative response committee members are present. Any action undertaken by the administrative response committee may be overturned by a majority vote of a quorum of the Board of Directors. Notification of meetings shall be by mail, posted notices, telephone calls, posting on the HAND website, or any other appropriate means of communication. Notification shall require a minimum of three (3) days advance notice.

SECTION 4. MEMBERS AND CHAIRPERSON

Members can consist of all those persons interested in serving. The Chair of the committee will be responsible to call the meetings, directly notify each member of the committee, report to the board and make motions to the board as necessary. The Chairperson must be a Member of the Board of Directors unless otherwise appointed by the board.

ARTICLE IX: GRIEVANCE PROCEDURE

SECTION 1. ELIGIBILITY TO GRIEVE: Any person or group affected by a recommendation of HAND may submit a petition for a grievance hearing to the executive committee within 45 (forty-five) days of action. Petitions must allege both that (1) the grievant has been directly harmed by a decision of the HAND board and (2) the HAND board decision was made in violation of either the Office of Neighborhood Involvement Standards or these bylaws. The petition shall include the name and address of the petitioner, the nature of the grievance and suggested remedy.

SECTION 2: PROCESSING THE GRIEVANCE: 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. Within ten (10) days after receipt of the petition, the grievance committee shall be formed. The committee shall investigate the matter and report to a general or special meeting.
SECTION 3: FINAL RESOLTION: Within sixty (60) days of the filing of the petition. 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.

ARTICLE X: ETHICS

SECTION 1. GENERAL CONDUCT All HAND board members, delegates and representatives are prohibited from taking an active part in partisan political management or in partisan political campaigns as a HAND participant and/or representative. All HAND

board members, delegates and representatives are prohibited from using their positions for personal financial gain.

SECTION 2. CONFLICT OF INTEREST A conflict of interest exists for a member whenever his/her personal financial interest will be directly impacted by the action or inaction of HAND's recommendations. A personal financial interest shall include a financial interest by the member or his/her immediate family.

SECTION 3. DECLARING A CONFLICT OF INTEREST

Whenever a member has a conflict of interest relating to an item under discussion, he or she must immediately inform the body (membership or board) of that conflict of interest.

ARTICLE XI: RECORDS

The Board shall be responsible for abiding by all requirements relative to public meetings and public records as outlined in the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official actions taken by HAND must be on record as part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any votes taken. This shall be the responsibility of the Secretary in accordance with Article VI, Section 7, Part C of these bylaws. All general and board meeting minutes shall be kept on file at the neighborhood district coalition office.

ARTICLE XII DISSOLUTION If at any time there are fewer than four (4) directors remaining on the HAND Board, the association must be dissolved. Prior to dissolution the remaining directors shall provide written notification to the City of Portland Office of Neighborhood Involvement and the neighborhood district coalition office of the proposed dissolution. In the case of the dissolution of HAND, all funds to go to the coalition office to hold in trust until such time as the neighborhood association is reconstituted.

ARTICLE XIII: FINANCES/DUES

SECTION 1. INCOME. Donations, contributions, grants, sponsorships or subscriptions may be used by HAND as sources of income.

SECTION 2. DUES HAND may not charge mandatory dues or membership fees as a requirement for membership or voting rights.

SECTION 3. MEMBERSHIP The collection of contributions, donations or proceeds from such activities as festivals or benefits shall in no way affect, limit, sustain or otherwise influence membership, membership standing or participation in HAND.

ARTICLE XIV: ADOPTION AND AMENDMENT OF BYLAWS All amendments to these by-laws must be passed by a majority of the general membership present at a general or special meeting. Notification of intent to amend must be made in accordance with Article IV, Section 2 at least fifteen (15) days prior to the meeting.

ARTICLE XV: NON-DISCRIMINATION

HAND shall not discriminate against individuals or groups on the basis of age, color, disability, income, national origin, political affiliation, citizenship status, race, religion, sex, gender identity or sexual orientation in any of its policies, recommendations or actions.

ARTICLE XVI: PROPOSALS

Any person or group, within or without the neighborhood association boundaries, may propose, in writing, items for consideration and/or recommendations to the board. The board shall decide whether proposed items will appear on the agenda of the board, an active committee, or a general or special membership meeting.

The proponent and members directly affected by such proposal(s) shall be notified in writing not less than seven (7) days prior to the meeting at which the proposal is to be received. The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

The neighborhood association shall submit recommendations and dissenting views as recorded at the meeting to the proponent and other interested parties.