Hillsdale Neighborhood Association

Bylaws

Adopted November 13, 1996
First Amendment Adopted December 6, 2000
Second Amendment Adopted March 1, 2006
Third Amendment Adopted July 2, 2008
Fourth Amendment Adopted December 1, 2010

Article I. Purpose

Section 1. Name. The name of the organization shall be the Hillsdale Neighborhood Association (HNA).

Section 2. Purposes. The HNA is organized to provide a balanced and open process by which all members of the neighborhood may involve themselves in the affairs of the community in a courteous and respectful manner.

Section 3. Activities. HNA is organized exclusively for educational, scientific, and charitable purposes. HNA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes.

Article II. Membership

Section 1. Eligibility. Membership in HNA shall be open to any person over 15 years of age who lives, owns real property, or holds a business license for a business located within the boundaries of HNA. One becomes a member by attending and registering at two HNA meetings within any consecutive two-year period. Additionally, residents of other Portland neighborhoods or individuals who are employed in Hillsdale may become members of HNA by requesting and receiving board approval.

Section 2. Voting. All HNA members shall have one vote. There shall be no voting by proxy. However, a business licensee may designate in writing a voting representative.

Article III. Dues

Section 1. Funds. The HNA shall not charge dues or membership fees. However, HNA may accept voluntary contributions. HNA may hold activities to raise funds for its use.

Article IV. Membership Meetings

Section 1. General. There shall be at least two general membership meetings annually. HNA shall provide at least seven (7) days advance public notice of all general meetings.

Section 2. Emergency. The president or board of directors may call emergency meetings of the membership or board of directors as it deems necessary. Notification of the meeting shall require not less than twenty-four (24) hours notice. No other business than that for which the president or board of directors gave notice may be discussed or acted on at an emergency meeting.

Section 3. Agenda. The president or his designate shall prepare the agenda for meetings of the membership or the board of directors. Any person may propose an item for the agenda by submitting the item in writing to the president at least ten (10) days in advance of the meeting. Any person may also move to add an item to the agenda at any general meeting. Adoption of that motion requires a second and a majority vote of those voting.

Section 4. Quorum. A quorum for any meeting of the membership shall be at least six (6) members in attendance, including at least one member of the board. Unless otherwise specified in these bylaws, decisions of HNA shall be made by a majority vote of those members voting.

Section 5. Open Meetings. With the exception of executive sessions of the board, any membership or committee meeting is open to any person who wishes to attend. The board shall only vote to go into executive session at an open meeting.

Section 6. Procedures. HNA meetings shall adopt formal positions only by motion. Any motion of significant controversy (in the judgment of the chair) shall require reading and debate at two separate meetings before vote. Motions shall take the following form, each of which requires a second and is subject to debate (except Previous Question):
(a) Main motion;
(b) Motion to amend (no informal amendments, only by motion).
(c) Motion to table (only for temporary delay to handle other necessary and immediate business);
(d) Motion to postpone to a time certain;
(e) Motion to postpone indefinitely (subject to a motion to take from the table);
(f) Motion to refer to committee;
(g) Motion to call the previous question (the only way to close debate on the question currently on the floor) (no second, no debate; requires 2/3 approval of those voting);

(h) Motion to reconsider (only by member of prevailing side, made at the same or very next meeting, reconsidered motion to be heard only with 7 days prior notice);
(i) Motion to rescind (by anyone, to be heard only with 7 days prior notice).
It is presumed that the foregoing motions will accommodate all business of the HNA. If they do not, the HNA will follow ***Robert's Rules of Order Newly Revised***, but always to encourage open and full debate, never to stifle debate.

Article V. Board of Directors

Section 1. Number. There shall be seven (7), nine (9), eleven (11), or thirteen (13) directors on the board. The board is authorized to change the number from year to year, as its needs dictate. Public notice shall be given of such change.

Section 2. Terms. Each director shall hold office for a term of two years for which he or she is elected or appointed and until his or her successor shall have been elected or appointed to take office. HNA shall elect directors to fill odd-numbered positions in odd-numbered years and even-numbered positions in even-numbered years. Terms of officers and directors shall begin the next July 1 following election.

Section 3. Eligibility. Only persons eligible for HNA membership may hold an elected or appointed position on the board of directors.

Section 4. Geographic Diversity. For positions other than officers, HNA shall endeavor, to the extent reasonably practicable, to have directors from various areas of the neighborhood serve on the board of directors. The purpose of this section is to bring perspectives from different areas of the neighborhood to the board of directors. However, this Section shall not be interpreted to prevent a qualified, willing and able candidate from running for or serving on the board of directors simply because the candidate may not meet the geographic diversity goals set forth herein. Notwithstanding the desire for geographic diversity on the board of directors, it is the responsibility of each director to represent the interests of the whole neighborhood.

Section 5. Responsibilities. The board shall manage the affairs of HNA in the interim between membership meetings. The board shall, to the extent reasonably practicable, seek the views of those affected by any proposed policies before adopting a recommendation on behalf of HNA.

Section 6. Nominations. Prior to the meeting at which the annual vote for directors will occur, the president shall appoint a nominating committee to prepare a slate of nominees and present those names to the membership meeting. Additionally, members eligible to vote for directors may nominate persons for the board at the meeting at which the vote takes place.

Section 7. Elections. Directors whose terms expire shall be elected each year by a

vote of the membership at a meeting in the Spring. Election requires a majority vote of eligible members present and voting .

Section 8. Vacancies. The board may fill any vacancy on the board by majority vote of the directors present and voting at the board meeting. A director appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Section 9. Removal. The membership of the HNA may remove a director, either with or without cause, at any time by a vote of two-thirds of the members present and voting at a meeting called for the sole purpose of removing a director.

Section 10. Election of Board Officers. At the same election in Spring, **t**he membership of the HNA shall elect or affirm four (4) directors to serve as officers during their terms as directors to the positions of President, Vice-President, Secretary and Treasurer. In the event of a vacancy of any officer position prior to the expiration of the term of the director vacating the position, the board shall appoint a director to fill that position until the next election . There shall be a term limit of two consecutive full terms for any board office.

Section 11. Duties of Board Officers.

(a) President: Position 1. The president shall prepare and distribute the agendas, including distribution to local media, and preside at all meetings of the board and membership. The president may, at his/her discretion, arrange and provide notice of board meetings. The president shall have primary responsibility for the development of a succession plan for board officers, and shall agree to serve in a mentoring position for one year upon completion of his/her tenure. The president shall appoint members of committees, and may appoint the chairs of committees, with a majority approval of the board. The president may remove members or the chair of committees with a majority approval of the board. The president shall have the right to participate ex officio on all committees established by HNA. The president shall accept all grievances or appoint another director to do so, at the president's discretion.

(b) Vice President: Position 3. The vice- president shall serve as the president-elect The vice president shall assist the president, shall function as president in the absence of the president, and shall serve as parliamentarian, or appoint one in his/her stead. The Vice President shall be responsible for scheduling and conducting an annual strategic planning meeting open to all HNA members.

(c) Secretary: Position 2. The secretary shall keep minutes of all membership and board meetings, shall make records of HNA available for inspection for any proper purpose at reasonable times, and shall maintain the record of attendance at membership and board meetings. The secretary shall be the historian of HNA. The secretary shall be responsible for preparing correspondence of HNA and for maintaining the HNA website (or appointing one to do so who is so qualified). The board of directors may delegate signature authority for the Association to the secretary in such matters as it may determine.

d) Treasurer: Position 4. The treasurer shall manage all funds and shall give an accounting as requested by the President and shall receive, safeguard, and disburse HNA funds. Any single disbursement of more than $100 shall require the signature of the President or another director the President designates.

Section 12. Meetings. The board shall meet at a time the President shall designate. The board shall make decisions by majority vote of those directors present and voting. A majority of all directors, by signed petition, may call a board or membership meeting.

Section 13. Quorum. A quorum for board meetings shall be a majority of the then-authorized number of directors.

Section 14. Emergency Actions. When the board is required by circumstances to provide a neighborhood response or otherwise take action before the issue in question can be presented to the membership, and the bylaws, or the board in its discretion, determine that the issue must be addressed by the membership, the board may take action but shall indicate to the questioner such is the case. The board shall present the action it took to the general membership within a reasonable time for ratification by the membership.

Section 15. Attendance. Directors failing to attend three (3) consecutive board meetings without prior excuse shall be deemed to have resigned from the board.

Section 16.Non-Voting Members. The Hillsdale Business and Professional Association (HBPA) may appoint one (1) person to serve as a non-voting member of the HNA board of directors. The HNA's representative to the Southwest Neighborhoods, Inc. (SWNI) board of directors may also attend board meetings as a non-voting member of the HNA board of directors. The board of directors may also appoint neighborhood members to serve as non-voting advisors to the board.

Article VI. Committees

Section 1. Creation. The board may establish standing and ad hoc committees as it deems necessary. The board of directors shall establish operating procedures that set forth the responsibilities and authorities of the committees. The committees shall be responsible for the coordination of activities and programs, for research and review of

issues and proposals, and for recommending actions to be taken by the board of directors or HNA in the areas of responsibility assigned to the committee.

Section 2. Duties and Authority. Committees shall report to the board of directors and make recommendations to the board for board actions or actions by the membership of HNA at a general meeting. Committees shall have the power to act on behalf of HNA only by specific authorization from the board.

Section 3. Governance. All committees shall be subject to the provisions of the bylaws.

Section 4. Membership and Voting. Any person is eligible to serve on a neighborhood committee. However, only committee members who are eligible to vote as HNA members may participate in recorded votes. The President and board shall endeavor, to the extent reasonably practicable, to ensure that committees reflect the geographic diversity of the neighborhood. However, this Section shall not be interpreted to prevent a qualified, willing and able candidate from serving on a committee simply because he or she may not meet the geographic diversity goals set forth herein.

Section 5. Officers. Except in cases where the President, with approval of the board of directors, appoints the chair for a committee, each committee may choose its own officers.

Section *6.* Chair. The chair of each committee, unless he or she is also a member of the board of directors, may serve as a non-voting member of the board of directors. The chair of any committee shall report to the board of directors at the request of the President.

Section 7. Minutes. Unless authorized by the board to take independent action, committees shall have no duty to keep minutes. If minutes are required, however, **t**he secretary of each committee shall present a written copy of the minutes of the committee meetings to the committee chair, who shall file them with the secretary of HNA within two weeks of the meeting. The secretary of the HNA shall post the minutes on the HNA website within seven (7) days of receiving them.

Section 8. Operating Procedures. The board of directors shall review annually its operating procedures for committees.

Section 9. SWNI Committees. The President shall, with the approval of the board of directors, appoint members to serve as representatives on Southwest Neighborhood Inc.’s (SWNI's) standing and ad hoc committees, including one member to serve as HNA's representative on SWNI's board of directors.

Article VII. Conflict of Interest

Section 1. Members. Whenever a member determines that he or she has a conflict of interest relating to an item under discussion, he or she shall inform the body hearing the proposal that the conflict of interest exists.

Section 2. Directors. A conflict of interest exists for a director whenever the director holds a personal financial interest that will be affected by the action or inaction of the board of directors of HNA on a proposal before the board. A personal financial interest shall include a financial interest by a director or members of his or her immediate family. A "personal financial interest" includes an ownership interest of more than five (5) percent of a business that will be affected by a decision of the board of directors. Examples of personal financial interest includes: ownership of property, the use or control of which is being considered by the board, and plans to purchase property, the use or control of which is under discussion by the board.

Section 3. Director Declaration of a Conflict of Interest. Whenever a director determines that he or she has a conflict of interest relating to an item under discussion by the board, he or she shall inform the board that the conflict of interest exists.

Section 4. Abstention from Voting. At board meetings, a director shall not vote on matters in which he or she has a conflict of interest.

Article VlII. Grievance Procedures

Section 1. Submittals. Any person or group believing HNA, its board or committees has violated the bylaws, the City of Portland Office of Neighborhood Involvement's Standards for Neighborhood Associations (the ONI Standards) or Oregon statutes relative to public meetings and public records may submit a grievance in writing to the President, or any other director the President has designated for this purpose, within forty-five (45) days of the cause of the grievance, irrespective of when the cause for the grievance was discovered. The grievance shall include a proposed solution and a statement how that solution furthers the purpose of HNA.

Section 2. Review. Within fourteen (14) days of the President or director receiving a grievance, the President shall call a special meeting of the board of directors. At that meeting, the board shall elect a grievance committee consisting of at least three members, one (1) of whom shall be a director. Within seven (7) days following its appointment, the grievance committee shall arrange with the petitioner and any declared or reasonably ascertainable opponents a mutually acceptable place and time for a review

of the grievance. The parties shall, in writing, within thirty (30) days of that meeting recommend a resolution of the grievance to the board of directors.

Section 3. Resolution. The board will review the recommendation of the grievance committee together with any new information or arguments the petitioner and any declared or reasonably ascertainable opponents may submit. The board of directors shall then make a final written decision on the grievance and provide notice to the petitioner, membership, and any declared or reasonably ascertainable opponents, including supporting findings for the decision, within sixty (60) days of the date the grievance was submitted.

Article IX Procedures for Consideration of Proposals

Section 1. Submittals. Any person or group, inside or outside the boundaries of HNA may propose in writing an item for consideration and/or recommendation to the board. The board shall decide whether the proposed item will appear on the agenda of either a board, a committee, or a general membership meeting.

Section 2. Notifications. The President shall notify the proponents and members directly affected by such proposals not less than seven (7) days in advance of the time and place the proposal will be reviewed unless the board or membership reviews the proposal in an emergency meeting. For an emergency meeting, the President shall notify the proponents and members directly affected by such proposals as soon as feasible following a decision to call an emergency meeting.

Section 3. Proponents. The proponent may attend the meeting noted above to make a presentation and answer questions concerning the proposal.

Section 4. Outcomes. The HNA shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other interested parties.

Article X. Boundaries

Section 1. Description. The boundaries of HNA are as follows:
Beginning where SW Dosch Road intersects SW Beaverton-Hillsdale Highway;
North on SW Dosch Road to SW Flower Terrace; then around SW Flower Terrace including all properties on this street;

Continuing North on SW Dosch Road, including properties on both sides of SW Dosch Road to 41 10 SW Dosch Road and then running on the centerline of SW Dosch Road, including in Hillsdale only those properties on the west side of Dosch Road from 4025 SW Dosch Road to 3831 SW Dosch Road, and including 3408 SW Dosch Court.
The boundary shall run easterly down SW Martin's Lane, with the properties fronting on Martin's Lane not being in Hillsdale.

At the point where Martin's Lane turns to the northeast, the boundary extends through the block between 4017 SW Altadena Avenue and 4029 SW Altadena Avenue to SW Altadena Avenue, and crossing that street encompasses the properties on the both sides of SW Washouga Avenue all the way to the right-of-way located just south of 4242 SW Washouga Avenue.

From there the boundary point extends to the middle of SW Washouga Avenue, Hillsdale having the western side, and proceeds south to SW Twombly Avenue.

At SW Twombly Avenue, the boundary heads northeast to SW Chesapeake Avenue, Hillsdale having the southern side, and heads southeast halfway down the street to the pedestrian walkway between 4280 SW Chesapeake Avenue and 4308 SW Chesapeake Avenue.

At the walkway, the boundary proceeds northeast up the pedestrian walkway, Hillsdale having the southwestern side and turns southeast along the back fence lines of the houses fronting on SW Melville Avenue.

The boundary line then runs southeast along the southeastern border of 4445 SW Melville Avenue.

At that point, the boundary extends south along the southern and western boundaries of the properties facing SW Fairmount Boulevard, until it meets a line corresponding to an extension of SW Hamilton Street.
Here the boundary turns east, crossing the entire ridge top to where it crosses SW Fairmount Boulevard as that street traverses the eastern slope of the ridge.

The boundary then proceeds south on Fairmount to where it intersects the south line, extended, of the north one-third of the west one-half of the James Terwilliger Donation Land Claim , which corresponds to the north line of SW Northwood Avenue, extended.

The boundary then proceeds south on Northwood Avenue, including all properties on this street, to its intersection with the north line of the south one-third of the west one-half of the DLC.

The boundary then proceeds east on that line extended to its intersection with SW Barbur Boulevard.

The boundary then proceeds south, then west on SW Barbur Boulevard to where it intersects SW Terwilliger Boulevard.
The boundary then proceeds south on SW Terwilliger Boulevard, including all properties on this street, to Interstate-5.

The boundary then proceeds southwest along the northwest side of 1-5 to the SW 19th Avenue viaduct.

The boundary then proceeds north on SW 19th Avenue to SW Capitol Hill Road.

The boundary then proceeds west and north on SW Capitol Hill Road to SW Nevada Court.

The boundary then proceeds west on SW Nevada Court to SW 26th Avenue.

The boundary then proceeds north on the extended line of SW 26th Avenue to SW Capitol Highway.

The boundary then proceeds west on SW Capitol Highway to SW 30th Avenue.

The boundary then proceeds north on SW 30thAvenue to SW Beaverton-Hillsdale Highway and SW Dosch Road, the beginning point.

Section 2. Map. Attached.

Article XI. Records and Reports

Section 1. Responsibilities. HNA shall abide by its Articles of Incorporation, its bylaws, the ONI Standards, and all Oregon statutes relative to public meetings and public records, as amended from time to time. Official actions that HNA takes must be on record or part of the minutes of the meeting in which they are taken. The minutes shall include a record of attendance and the results of any vote taken. (Along with any recommendation that HNA makes, it shall transmit a summary of dissenting views.)

Section 2. Notices. All notices required herein shall be posted on the official HNA website and, where possible, shall be published in the SWNI News, or its successor publication.

Article XII. Non-Discrimination

Section 1. Prohibitions. HNA shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

Article XIII. Adoption and Amendment of Bylaws

Section 1. Effective Date. These bylaws shall become effective January 8, 1997.
The first amendment shall be effective December 6, 2000.
The second amendment shall be effective March 1, 2006.
The third amendment shall be effective July 2, 2008.
The fourth amendment shall be effective December 1, 2010.

Section 2. Amendments. All amendments to these bylaws must be proposed in

writing and submitted to members at least seven days before voting on their adoption. . Adoption of an amendment to these bylaws shall require a two-thirds vote by the members present and voting at a general meeting of the membership. Amendments shall be effective immediately upon adoption, unless otherwise provided in their text.