BYLAWS of the ELIOT NEIGHBORHOOD ASSOCIATION

ARTICLE I: Name, Location, and Boundaries

Section 1: Name. The name of the organization shall be the Eliot Neighborhood Association, hereinafter referred as ENA.

Section 2: Location. The registered office of ENA shall be located at an address within the boundaries of the area known as Eliot neighborhood as defined in Article I, Section 3 of these Bylaws, decided upon by the Board of Directors, hereinafter referred to as the Board of ENA.

Section 3: Boundaries. The boundaries of the Eliot Neighborhood shall be: on the west, the midpoint of the Willamette River; on the south, the mid-line of N and NE Broadway Street; on the east, the mid-line of NE 7th Avenue; and on the north, from the mid-line of the Willamette River following the mid-line of the Fremont Bridge east to the intersections of the mid-line of N Fremont Street and N Vancouver Avenue and from there along the mid-line of Fremont to the intersection of NE 7th Avenue.

ARTICLE II: Purpose

The primary purpose of ENA is to educate Eliot citizens about issues affecting the livability and quality of Eliot through meetings, newsletters and other activities (1) that provide Eliot citizens with information concerning formulation and execution of plans by various entities (governmental, social, and private); and (2) that provide a means for input of the needs, desires and ideas of community members to various entities. The educational activities of ENA will be in regard to the following goals:

a. To aid, assist, foster, and promote projects, programs, and other activities to combat community deterioration, both independently and in coordination and cooperation with government and civic bodies.

b. To secure adequate housing, community facilities, and other related facilities, services, and conditions, economic and otherwise that are conducive to the general welfare of the community.

c. To create avenues of communication between the members of Eliot and the public and private entities serving the area.

d. To bring about maximum exposure of ideas and plans that are formulated for the Eliot area and to provide opportunities for the members to influence them.

e. To check the deterioration of the neighborhood, and to encourage community pride by stimulating involvement of everyone in Eliot in neighborhood improvement programs and projects.

f. To inform residents, businesses, and organizations in Eliot of the objective and programs of the associations and to encourage participation in ENA efforts and activities.

g. To encourage, preserve, and enhance the aesthetic and cultural values and diversity of the neighborhood.

h. To encourage and assist groups and organizations within Eliot that strive to improve the general welfare of the community.

i. To encourage educational and cultural opportunities for children and adults.

j. To create employment opportunities for the people living in Eliot.

k. To achieve a better environment, better physical accommodations, and an improved quality of urban life.

ARTICLE III: Policies

Section 1: Endorsements. ENA is a non-commercial, non-sectarian, non-profit and non-partisan organization. No commercial enterprise and no political candidate shall be endorsed by ENA. The name of ENA and the names of its Board members in their official capacity shall not be used in connection with a commercial concern, or with any partisan interest, or for any purpose other than the regular work of ENA.

Section 2: Dissolution. If at some time in the future ENA in unable to carry out its mission and purpose, the dissolution of ENA and winding up of its affairs, the Board of Directors shall designate one or more organizations, organized as tax-exempt entities as descried below, to take over the affairs and assets of the ENA. The Board of directors shall give preference to organizations which are organized and operated for purpose similar to the purpose of ENA, and ENA's affairs and assets shall be distributed to such organizations or organizations, in such proportions as the Board of Directors shall determine, such that the spirit of ENA is carried forward for the benefit of its membership

"Tax-Exempt Organizations" are here defined to be within the meaning of Section 501c3 of the Internal Revenue Code of 1954 as amended, which organizations are being operated exclusively for one or more tax-exempt purpose within the meaning of, and which otherwise qualify under, the provisions of said Sections 501c3 and the regulations pertaining thereto as said section and regulations are amended from time to time.

Section 3: Housing. ENA will protect existing housing and encourage construction of additional housing and upgrades where possible.

Section 4: Business and Jobs. ENA will support new and existing business, seeking to maintain the neighborhood's inventory of jobs, with no reductions in the neighborhood's net inventory of residentially zoned land.

Section 5: Environment. ENA will protect and enhance the physical environment of the neighborhood.

Section 6: Mediation. ENA will employ conciliation and mediation techniques to resolve conflicts in the neighborhood, in situations in which the association is involved.

Section 7: Nondiscrimination. ENA will 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.

ARTICLE IV: General Membership

Section 1: Eligibility for Membership. Membership in the association is extended to all residents over 14 years of age who reside within the boundaries as defined in Article I, Section 3 who consent to be members. Additionally, a single authorized representative of any property owners, licensed business, or legally recognized non- or not-for profit entity with a physical location within the boundaries as defined in Article I, Section 3 can be a member of the ENA.

Section 2: Role of Members. Members of the Eliot Neighborhood Association can elect the Board of Directors and vote on amendments to the bylaws, but this is the limit of their power. Introduction of motions and the nominations of officers are limited to the Directors.

Section 3: Quorum. The number of members present at any ENA. General or Special Meeting shall constitute a quorum at the meeting provided that the number present is greater than half of the number of Directors presently on the Board. At a Board meeting, a majority of Directors must be in attendance.

Section 4: Meetings. General meetings of the members of ENA and shall be held at least twice a year as Annual meeting and the Mid-year meetings. The time and place of meetings shall be set by the Board. All meetings shall be held within the Eliot neighborhood at a location convenient to Eliot residents.

a. Annual Meeting. The annual meeting of ENA shall be held in October unless otherwise determined by the Board. The annual elections of the Directors of the Board, a report by the Chair or Co-Chair on the activities of ENA for the previous year, and a report by the Treasurer of the financial state of ENA shall occur at this meeting.

b. Mid-year Meeting. The mid-year meeting shall be held in April unless otherwise determined by the Board.

c. Notice. Notice of all General meetings shall be announced to the members of ENA at least (7) days in advance. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

d. Meeting Attendance and Participation. Any interested person may attend meetings of ENA. Association business and voting shall be restricted to members as defined in Section 3. Each member in attendance may cast one vote on each issue presented for adoption. The majority vote shall rule in all ballots unless a greater proportion is required by statute, these bylaws, or the Articles of Incorporation. Any Director may require proof of membership at any time during a meeting.

e. Member List. ENA shall maintain a list of Board members committees and officers and may maintain a list of members and other interested parties. This list shall be available for public review and subject to correction by individuals listed.

Section 5: Proxies and Absentee Ballots. Proxies and absentee ballots are prohibited at all general, special, board and committee meetings of ENA.

ARTICLE V: Board of Directors and Officers

Section 1: Duties of Directors. The duties of the Board of Directors shall be:

a. To transact necessary business in the intervals between General Meetings and other business that is referred to it by the organizations:

b. To create standing and ad hoc committees as the need arise and approve the plans and work of these committees.

c. To inform the membership of the activities of the Board by reporting at the General Meetings and through other means as they are available.

Section 2: Powers. The Board shall have general direction and control of the ENA and between General Meetings shall have all the powers ordinarily vested in the membership.

Section 3: Number, Terms, Elections of Directors. The board shall consist of no more than the twenty (20) Directors elected annually during the fourth quarter of each year by the membership. The term of a director shall be one (1) year or until the Director's successor is elected. Directors are discouraged from serving more than ten (10) consecutive terms. Any ENA voting member is eligible to sit on the Board or hold office in the organization. Membership on the Board shall be no more than 25% nonresidents. Elections of Directors shall take place at the Annual meeting.

Section 4: Officers.

a. The Officers of the Board shall also serve as officers of the organization and shall consist of: Chairperson, Vice-Chair person and Treasurer and Recorder and may include Newsletter Editor. The Board of Directors may create new officer positions and assign roles as they see fit. The Board of Directors will elect officers at their first meeting following the general election. The term of an officer shall be one year or until the officer's successor is elected. No person shall serve in more than one officer position other than to fill a vacancy until the next Board meeting. Officers are

discouraged from serving in the same role for more than three consecutive years. Board Chairpersons shall not serve as Chairpersons of standing committees.

b. The Board of Directors may elect two Co-Chairs for the office of Chairperson and they shall meet the following criteria:

1. The two Co-Chairs have a successful history of working together on neighborhood projects in the City of Portland.

2. The Co-Chairs must be elected by a majority vote of board members present.

3. Only one of the Co-Chairs is designated to receive mail and be the point contact of the ENA.

Section 5: Duties of Officers. The duties of the Officers shall be as follows:

a. The Chairperson or one Co-Chair shall preside at all meetings of the organization and the Board and shall perform such other duties as prescribed in these by-laws or assigned by the organization.

b. The Vice-Chairperson, in the absence of the Chairperson, shall assume the duties of the Chairperson and other duties as are assigned by the organization. If the Chairperson position is vacant, the Vice-Chairperson shall assume the role until the next General Meeting or until the Board chooses to hold an election. If the Vice-Chairperson assumes the role of Chairperson, the Board shall fill the resulting vacancy at the same Board meeting. If there are 2 Co-Chairs, there will be no Vice-Chairperson.

c. The Recorder shall prepare and maintain records of all ENA General, Special, and Board Meetings and shall perform such other duties as may be assigned by the organization. The recorder will take minutes and submit them to the Northeast Coalition of Neighborhoods (NECN) as designated by the City of Portland Office of Neighborhood Involvement (ONI).

d. The Newsletter Editor shall be responsible for the preparation of the ENA newsletter and shall perform such other duties as may be assigned by the organization.

e. The Treasurer shall: 1) receive all funds; 2) keep an accurate record of receipts and expenditures and; 3) pay out funds only as authorized by the Board or a committee appointed by the Board with authority to approve expenditures. The Treasurer shall present a report to the Board on a quarterly basis, and at other times when requested, and shall present an annual report to the organization. The books of the Treasurer shall be open for examination to any member of the Board upon reasonable notice to the Treasurer. The Treasurer shall ensure ENA complies with IRS regulations as appropriate.

Section 6: Board Meetings. The ENA Board shall meet no fewer than six (6) times per year. The time and place of the meetings shall be set by the Board. Board members shall be notified of meetings no less than three (3) days in advance. Special Meetings of the Board may be called by the Chairperson, a majority of the officers or by a majority vote of the Board members present at any regularly scheduled Board meeting. Directors shall be notified of Special Board Meetings at least seven (7) days in advance.

Section 7: Emergency Meetings. Emergency meetings of the Board may be called by the Chairperson or by majority of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require not less than 24 hours notice to the members of the Board that is meeting and to individuals and news media that have requested notice

Section 8: Quorum and Majority Vote. A Majority of the number of Directors shall constitute a quorum at any Board meeting. A majority of votes cast by Directors at any meeting which has a quorum shall constitute the acts of the ENA Board unless otherwise specified in these bylaws.

Section 9: Director Voting. Each Director shall be able to cast one (1) vote on each issue that is presented for adoption. Business and other organizations shall inform the Recording Secretary in writing of the name of the person who shall exercise their voting privilege.

Section 10: Vacancy. A vacancy on the Board may be filled by a majority vote of the Directors for the remainder of the term. A vacancy shall exist when: 1) a Director is absent from three (3) consecutive meetings, Board or General; 2) a Director tenders a written notification of resignation; 3) a Director is removed from office by the membership; 4) a director is disqualified to hold office under these bylaws. Items 1 and 4 of these sections require a board vote upon the creation of these vacancies per ORS 65.321(9). 5) There are less than twenty (20) Directors on the Board.

Section 11: Filing a vacancy. Vacancies may be filled at any General Meeting. Additionally, the Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Section 12: Removal. A Director may be removed by the membership at a General or Special Meeting by a 2/3 vote of the members present at such a meeting. The membership shall be notified of the proposed action fourteen (14) days in advance and the Director shall be notified in writing of all charges fourteen (14) days in advance.

ARTICLE VI: Committee and Representatives

Section 1: Standing and Ad Hoc Committees. The ENA Board may form Standing and Ad Hoc Committees to address issues of concern to the neighborhood. The type, duties, powers of actions, and period of existence of each committee shall be established by the Board at the time the committee is formed. The term of the Chairs of the Standing Committees shall be one year.

Chairs of Standing Committees are discouraged from serving more than three (3) consecutive years. Members are advised to keep member on all committees shall to no more the 25% nonresidents.

Section 2: Executive Powers. The Board of Directors may grant executive status to committees. Executive status as defined in Section 65.354 of Chapter 69 of the 1989 edition of the Oregon Non-Profit Corporations Statute as exercising the authority of the Board of Directors. The Board of Directors of the Eliot Neighborhood will grant executive status to committees under the following guidelines:

a) Each member of a committee with executive status shall at all times be eligible for membership in the ENA

b) Each committee with executive powers must have at least 1 Director as a member. The Board of Directors must approve members of the committee.

c) A committee will not be granted executive status unless it operates under specific Rules and Procedures approved by the Board.

d) Any decision of a committee with executive status may be reviewed by the Board at the next regular meeting. Such decision may be reversed in full, reversed in part or remanded back to the original committee by a majority vote of the Board.

e) All committees with executive status are subject to this section of the ENA Bylaws.

Section 3: Executive Committee. The officers of the organization shall comprise the Executive Committee. The Executive Committee shall be authorized to make time critical decisions in the interval between Board meetings. All decisions shall be reviewed and confirmed at the following Board meeting. The Executive Committee may be annually authorized to make expenditures up to a limit set by the Board.

Section 4: Quorum and Voting. The quorum for Standing Committees shall be the majority of sitting committee members. For Standing Committees a majority vote of the committee members present shall constitute a valid act.

Section 5: Representatives of ENA. Members of ENA elected to represent ENA to other bodies shall report to the Board on at least quarterly basis. The term of all representatives shall be one year.

Section 6: Land Use Committee. Neighborhood associations are required to provide specific roles in the City of Portland land use process. The scope and timeliness of these is proscribed by Code. Compliance with these processes is critical to execution of ENA’s Purposes and for fairness to Eliot property owners. A Land Use and Transportation Committee (LUTC) was established by the Eliot neighborhood solely for this purpose. The LUTC shall adopt its own Rules and Procedures and operate as a standing committee of the Eliot Board. This committee has Executive Powers indicated by Section 2 of this article.

Section 7: Limitations on the Powers for Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VII: Fiscal Affairs

Section 1: Financial Support. No dues or membership fees shall be required to participate in ENA; however, charitable donations and other voluntary contributions will be accepted and fund raising may be authorized by the Board.

Section 2: Contracts. The ENA Board may from time to time contract for a consultant to carry out the business of the organization. Contracts for other services and goods may be entered into by the Board. No contract shall be entered into unless the funding is fully secured prior to the commencement date.

Section 3: Financial Controls. The Board shall adopt financial controls to make sure that its accounts are in order.

ARTICLE VIII: Parliamentary Authority

ENA does not require the use of Roberts Rules of Order in conducting its business. However, the general principles embodied in Roberts Rules are acknowledged as valuable to conducting orderly and productive meetings.

ARTICLE IX: Grievance Procedure

Section 1: One-on-One Dialogue and Mediation: Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

Section 2: Eligibility to Grieve: Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws that has directly affected the outcome of a decision of ENA. Grievances must be submitted within 45 days of the alleged violation.

Section 3: Processing the Grievance: The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.

Section 4: Final Resolution: Within 60 calendar days from receipt of the grievance, ENA shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by

the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

Article X: Conflict of Interest Procedures:

A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director.

If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

Article XI: Procedure for Consideration of Proposals:

Section 1. Submission of Proposals. Any person or group, inside or outside the boundaries of the Neighborhood Association may propose in writing or in person items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

Section 2 . Notification. The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.

Section 3. . Attendance. The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4 . Dissemination. The Neighborhood Association shall record recommendations and dissenting views in the meeting minutes.

Article XII: PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

The ENA shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official action(s) taken by the ENA must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be kept on file at the District Coalition office.

Article XIII: ADOPTION AND AMENDMENT OF BYLAWS:

The Members may vote to amend or repeal these Bylaws or adopt new ones by a majority vote of the members represented and voting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to members a minimum of seven (7) days before voting. Notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and contain a copy of the proposed amendment. The Board of Directors may make recommendations to the members but may not amend the bylaws.

Revised July 7, 1992 by the General Membership

Amended October 26, 1993 the General Membership

Amended October 24, 1996 by the General Membership

Amended April 28, 1999 by the General Membership

Amended April 8, 2013 by the General Membership

Allan Rudwick
ENA Chairperson as of April 2013