Bylaws of the Eastmoreland Neighborhood Association (revised and approved 5/17/07)

ARTICLE 1 - NAME

The name of this organization shall be Eastmoreland Neighborhood Association ("the Association" or ENA).

ARTICLE 2 - PURPOSE

The purpose of the Association is to enhance and preserve the livability of the Eastmoreland neighborhood and the City of Portland. The Association will promote communication between the membership and city government, cooperate with other neighborhood associations and protect the neighborhood from non-residential use.

ARTICLE 3 - BOUNDARIES

The Eastmoreland neighborhood geographic boundaries are described as follows:

Eastern boundary: SE 39th Ave from the southerly boundaries of lots fronting the south side of SE Crystal Springs Blvd. to the middle of Reedway St. in the north.

Northern boundary: Follow Reedway St. from SE 39th west, continue along the north and east boundary of Reed College to SE Steele St. and then west to SE 26th Av. From SE 26th Av. south to SE Reedway St. and then west across the railroad tracks to the center of McLoughlin Blvd.

Western boundary: From the intersection of SE McLoughlin Blvd. and SE Reedway St. south to the southern boundary of the Eastmoreland Golf Course.

Southern boundary: From the intersection of SE McLoughlin Blvd. and the southwest boundary of the golf course follow the Eastmoreland Golf Course's southern and eastern boundary east up to the southern boundaries of lots fronting SE Crystal Springs Blvd. to SE 39th Ave.

ARTICLE 4 - POLICIES

Section 1. Nondiscrimination

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

Section 2. Public Meeting and Records Laws

The Association 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 Association 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) taken. A summary of dissenting views should be transmitted along with any recommendation made by the Association. Official records will be kept on file at Southeast Uplift.

Section 3. Annual Reserve

At each September meeting of the board of directors of the ENA, or at the first board meeting following an annual meeting, the Executive Committee of the board shall propose and recommend for approval by the board a minimum amount of funds to be reserved for expected future expenses (the "Annual Reserve"). The Annual Reserve shall consist of an amount necessary to fund:

- annual expenses, based on the prior year's expenses with a reasonable inflation escalator;
- continuing, legacy donations or other commitments;
- emergencies;
- rainy day funds

Following the Executive Committee's proposal, the board shall determine the amount of the Annual Reserve.

Section 4. Donations

Association funds in excess of the Annual Reserve may be used to fund donation requests made between the first board meeting following the annual meeting through the next annual meeting. The board may limit the amount of any single donation to a specified dollar amount, or to a specified percentage of the Association funds in excess of the Annual Reserve. In each case, the board should attempt to maintain sufficient funds for future donation requests made through the next annual meeting.

The board may determine that, in response to a donation request, the Association can commit to funding the request for future years (a "legacy commitment"). All legacy commitments:

- may be a specified, flat amount or for an escalating amount.
- may be made for a specified number of years, or for so long as the requested use for the donation is extant.
- must be included in the following year's Annual Reserve.

ARTICLE 5 - MEMBERSHIP

Section 1. Categories of Membership

Any person over the age of eighteen (18) who now or hereafter comes within any one of the following categories shall ipso facto be a member and entitled to the privileges and benefits of membership in the Association, unless such person elects otherwise:

- a. Persons whose legal domicile is within and who, except for temporary absences, actually reside within the boundaries specified in Article 3;
- b. Owners of real property within the boundaries described in Article 3; and
- c. Business license holders or one designated representative of a business, non-profit organization, school or church located within the boundaries.

Section 2. Privileges of Membership

Each person who does not disclaim membership shall be entitled to one vote on each matter coming before the membership and otherwise to exercise all rights of a member of the Association as provided by law, but shall not be deemed thereby to undertake or assume any liability with respect to acts or omission of the Association.

ARTICLE 6 - MEMBERSHIP MEETINGS

Section 1. Annual and Special Meetings of the Membership

The annual meeting shall be held each year in May. Special meetings may be called by the President or by resolution of the Board of Directors. All meetings shall be held within the boundaries of the Association as defined in Article 3.

Section 2. Notice of Membership Meetings

Notice of all meetings of the membership shall be given to each member, at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail such as e-mail, newsletter, website etc. The notice shall include the date, time, place, purpose of the meeting and a brief description of the items on the agenda.

Section 3. Quorum for Membership Meetings

A quorum shall consist of fifteen (15) members (of which at least seven (7) are board members) present in person. A majority of such quorum shall decide any question that may come before the meeting, provided that the Board of Directors delivered written or electronic notice at least seven (7) days before the meeting to the neighborhood at large of intent to vote on that matter.

Section 4. Proxy and Electronic Voting. There shall be no voting by proxy or by electronic mail.

Section 5. Special Meeting. Special meetings of the members shall be held at the call of the Board of Directors or by the call of 10 or more members by a petition signed, dated, and delivered to the Secretary of the Board. Such petition shall describe the purpose of the meeting. Discussion shall be limited to the stated purpose. Notice shall be delivered no less than seven (7) days prior to the special meeting.

Section 6. Emergency Meeting. If a matter must be discussed or a decision made with less than the required 7 days notice, an emergency meeting may be called. Emergency meetings require a minimum of 24 hours notice and the Board will make the best possible, reasonable effort to notify affected members of the meeting. Notice shall describe the purpose of the meeting. Discussion shall be limited to the stated purpose.

ARTICLE 7 - BOARD OF DIRECTORS

Section 1: Number and Term.

The Board of Directors shall consist of a minimum of 12 and a maximum of 21 members. The term of office for Directors shall be three years without limitation on the number of terms she or he may serve.

Section 2. Duties of the Board of Directors

The Board of Directors shall be the governing body of the Association and exercise control of the affairs, funds and property of the Association.

Section 3. Election of Board Members.

The Board shall be elected by the members at the annual meeting of the membership by a majority vote of the members represented and voting. The President may appoint a nominating committee of at least three (3) members at a reasonable time before the Annual Meeting. The Nominating Committee shall nominate candidates for the Board of Directors. Candidates may also be placed in nomination by written petition of any three (3) members. Names of known candidates shall be included in the Notice of the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting. Election may be made by written ballot, or by a show of hands. Each member of the Association is entitled to one vote per candidate for as many candidates as are needed to fill the positions open on the Board. Candidates receiving the highest number of votes will first fill all open three-year terms and then unexpired terms of fewer years.

Section 4. Vacancies on the Board of Directors

A vacancy on the Board of Directors that occurs following the Annual Meeting may be filled by a majority vote of the Board of Directors, the Director so appointed serving the full, un-expired portion of the term of the vacant position.

Section 5. Termination for Non-Attendance

Any Director who is absent (without prior notice to the president or secretary) from three (3) consecutive meetings of the Board of Directors shall be deemed to have resigned and the position shall be considered vacant. This director will be officially removed by a majority vote of the Board. Board members may also be removed at an annual membership meeting or a special membership meeting called for that purpose by a majority vote of the members.

Section 6. Quorum. A quorum at a board meeting shall consist of 50% plus one of the Directors in office immediately before the meeting begins.

Section 7. Voting. Decisions of the Board shall be made by a majority vote of the Board members present at any meeting.

ARTICLE 8 – OFFICERS/ EXECUTIVE BOARD MEMBERS

Section 1. Personnel and Elections

The officers (executive board members), who shall function under the general supervision of the Board, shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors shall nominate and elect the officers annually. All

officers must have first served a minimum of one year on the Board of Directors. Any two (2) offices may be united in one person. The Board, in its discretion, may create additional offices not inconsistent with the above, define the duties of such offices, and designate who shall fill the positions. All officers shall serve one-year terms with a five (5) year limit.

Section 2. Duties of the Officers

- a. The President, subject to control of the Board, shall have general supervision of the affairs of the Association. The President shall preside at all meetings, sign or countersign all corporate contracts or instruments authorized by the Board except as otherwise directed by the Board, report to the Directors and Members as deemed necessary or required, and perform all duties required of the office by the Board.
- b. The Vice-President shall exercise all the functions of the President in the absence of that person and assume such other duties as requested by the President of the Board.
- c. The Secretary shall issue notices of all meetings of the membership or Board, keep the minutes of such meetings, maintain the non-financial files of the Association, and assist the President with correspondence. The Secretary shall maintain a list of Board members and their terms, and perform such other duties as are properly required of that position by the Board.
- d. The Treasurer shall have custody of all funds and securities of the Association, shall keep regular books of account, shall sign or countersign such instruments as required, and make such reports and perform such other duties as properly required by the Board of Directors.

ARTICLE 9 - COMMITTEES OF THE BOARD OF DIRECTORS

There shall be a nominating Committee in accordance with Article 7, Section 3, and the Board shall approve the appointment of such other committees as are deemed necessary to carry out the responsibilities and activities of the Association. Board Members and Association Members may serve on committees. The seven day rule for committee meeting notification only applies if the committee has been given executive authority to make decisions. Minutes must be taken at committee meetings and filed with the ENA.

ARTICLE 10 - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. A minimum of seven (7) days notice is required. Notice will be made on the ENA website. The notice shall include the date, time, place, purpose and a brief description of the items of the agenda.

Section 2. Special Meetings.

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, purpose of the meeting and a brief description of the items on the agenda shall be delivered to each Director personally or by telephone, mail or e-mail not less than seven (7) days prior to the special meeting.

ARTICLE 11 - BOARD AND MEMBERSHIP MEETINGS

Section 1. Agenda

Subject to the approval of the Board, the President shall prepare the agenda for meetings of the Board. Any member of the Association may request, at the beginning of a meeting, to add an item to the agenda. The board can vote to accept or deny this request.

Section 2. Participation

Any general, special, Board or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote at membership meetings. Only Board members will be eligible to vote at Board meetings. All actions or recommendations of such meetings, including minority reports, shall be communicated to all affected parties.

Section 3. Procedures

The rules contained in the latest edition of Robert's Rules of Order shall govern the conduct of all meetings in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the neighborhood association may adopt.

Section 4. Proposals

Any person or group within or without the neighborhood association boundaries may propose in writing items for consideration and/or recommendation to the Board.

ARTICLE 12 - LIABILITY OF DIRECTORS AND OFFICERS; INDEMNIFICATION

Section 1. Officer and Director Liability

No director or uncompensated office shall be personally liable to the Association for monetary damages for conduct as a director or officer, except for

- a. Any breach of the director's or officer's duty of loyalty to the Association;
- b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- c. Any unlawful distribution;
- d. Any transaction from which the director or officer derived an improper personal benefit; and
- e. Any act or omission in violation ORS Section 65.361, 65.364 or 65.367.

Section 2. Indemnification of Directors, Officers, Employees or Agents

The Association shall indemnify any individual made a party to a proceeding because the individual is or was a director, officer employee or agent of the Association against liability incurred in the proceeding if:

- a. The conduct of the individual was in good faith;
- b. The individual reasonably believed that the individual's conduct was in the best interest of the Association, or at least not opposed to its best interest; and

c. In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

ARTICLE 13 - CONFLICT OF INTEREST

A Board member who has a conflict of interest relating to an item under discussion shall inform the body (membership or Board) hearing the proposal that the conflict of interest exists and this shall be recorded in the minutes. The Board member with the conflict of interest may elect to abstain from voting on the transaction.

ARTICLE 14 - FINANCE

Section 1. Financial Support

Financial support for the Association shall be derived entirely through voluntary contributions or other fund-raising activities authorized by the Board, and no member shall be assessed for the payment of dues or otherwise for participation in any neighborhood association activities without the consent of such members.

Section 2. Financial Management

The moneys for the Association shall be deposited in the name of the Association in such banks or trust companies as the Board of Directors shall designate and shall be drawn out only by checks signed by such person or persons as the Board of Directors shall authorize.

ARTICLE 15 - FUNDS UPON DISSOLUTION

In the event of dissolution of this Association, all assets shall be distributed to such charitable or educational organizations in the community as are tax exempt for Federal Income Tax purposes. Such distribution shall be determined by the Board and approved by the membership. Friends of Trees and the East Moreland Garden will be considered first as possible recipients of these funds.

ARTICLE 16 - REPRESENTATIVE TO NEIGHBORHOOD COALITION

The Board of Directors shall appoint a member, who may also be a director, to serve on the Board of the Southeast Uplift Neighborhood Coalition.

ARTICLE 17 - GRIEVANCES AND DISSENT

Section 1. Grievances

Any person or group adversely affected by a procedural violation of this Association's bylaws or of ONI Standards may submit a written request for reconsideration of the decision to the Secretary within forty five (45) days from the date of the decision. The Board of Directors shall consider such request at its next scheduled meeting, or at a special meeting called for that purpose at the discretion of the President in accordance with these bylaws. The person or group requesting reconsideration shall be notified of the meeting and may appear at the meeting in support thereof. A grievance committee may be appointed to review the complaint. A final decision must be rendered by the NA and response granted to the grievant within 60 calendar days from the receipt of the

grievance. The decision will be recorded in the official minutes of that meeting. If the petitioning party wishes to appeal this decision, the grievant has 14 days to appeal to the appropriate District Coalition (SEUL). The use of mediation through Resolutions Northwest will be considered if appropriate.

Section 2. Dissent

The dissenting views of any issue considered by this Association shall be recorded in the minutes and transmitted along with any recommendations made by the Association to the City of Portland in a manner compatible with the public meeting and records requirements as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations.

ARTICLE 18 - BYLAWS AMENDMENTS

Notice of a proposal to amend these bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of seven (7) days before voting. These bylaws may be amended, repealed or altered, in whole or in part, only by a two-thirds (2/3) majority vote of the membership of the Association present at a properly-constituted meeting of the Association.

Amendments:

May 16, 2002

October 15, 1987

October 23, 1980

November 5, 1978