

# **BYLAWS OF THE REED NEIGHBORHOOD ASSOCIATION**

## **ARTICLE I NAME OF ORGANIZATION**

The name of this Organization shall be Reed Neighborhood Association, an Oregon non-profit organization, hereafter referred to as RNA.

## **ARTICLE II PURPOSE**

The purpose of the RNA is to:

- a. Enhance the livability of the City of Portland and the Reed neighborhood;
- b. Provide a means of citizen participation and communication in the determination of affairs that directly or indirectly affect the Reed neighborhood;
- c. Promote and assist public service activities and projects of interest to the residents of the Reed neighborhood;
- d. Do and perform all of the activities related to said purpose, to have and enjoy all of the powers granted, and engage in any lawful activity for which corporations may be organized under ORS chapter 65.

## **ARTICLE III GEOGRAPHICAL BOUNDARIES**

Section 1 The geographic boundaries of this organization shall be as follows:

- On the West: the railroad tracks (approximately SE 23<sup>rd</sup> Ave);
- On the North: SE Holgate Ave (South side of the street)
- On the East: SE 39<sup>th</sup> Ave (West side of the street) between Holgate Blvd and Woodstock Blvd.
- On the South: Between the railroad tracks east on SE Reedway, south on SE 28<sup>th</sup> Ave, along Eastmoreland Golf Course to Woodstock Blvd, on the south side of Reed College property (Woodstock Blvd.) east to SE 39<sup>th</sup> Ave, north to SE Holgate Blvd.
- The Reed neighborhood shares SE 28<sup>th</sup> Ave, along Eastmoreland Golf Course to SE Woodstock Blvd. east to SE 39<sup>th</sup> Ave, North to Reedway West, into and including the Reed College Campus, with the Eastmoreland Neighborhood Assn.

Section 2 The RNA boundaries may be amended by a two thirds (2/3) vote at any general meeting of the membership at large.

**ARTICLE IV  
MEMBERSHIP**

- Section 1 Membership in the Neighborhood Association is granted to any person who resides in, owns property in, or maintains a business or represents a non-profit organization in the RNA defined area.
- Section 2 Voting: All members as defined above, eighteen (18) years of age or older, shall have one vote to be cast during attendance at any general or special meeting. One representative from each business, government agency or nonprofit organization located within the boundaries, upon prior written authority, shall have the same privilege as the residents listed above.

**ARTICLE V  
FINANCIAL SUPPORT**

Charging of dues of membership fees shall not be made, however voluntary contributions will be accepted. Activities to raise funds may be held if appropriate.

**ARTICLE VI  
MEMBERSHIP MEETINGS**

- Section 1 Annual meeting: The annual meeting shall be convened in the month of May and upon any day decided upon by the majority vote of the Executive Board. There shall be at least seven (7) days public notice prior to said meeting.
- Section 2 General meetings: The Board shall call a general membership meeting a minimum of two times a year, inclusive of the annual meeting. Additional meetings may be called by majority vote of the Board. There shall be no fewer than seven days public notices for any general meeting.
- Section 3 Board meetings: The Board shall meet in open session approximately six times a year, but said Board may meet more often at times set by the President.
- Section 4 Emergency meetings: Emergency meetings of the membership or the Board of Directors may be called at the request of at least four members of the Board. Notification and the purpose(s) of the meeting shall require at

least 24 hours notice. A special meeting shall not be called unless insufficient time is available to consider a pertinent matter at the regular Board meeting. The minutes must describe the emergency. No other business may be discussed or acted on at an emergency meeting.

Section 5      Agenda: Subject to the approval of the Board, the Chair shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by (a) submitting the item in writing to the Board at least seven (7) days in advance of the meeting or (b) making a motion to the Board to add an item to the general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote of the board.

Section 6      Quorum:  
a) General Meetings: A minimum of 5 RNA Board members and 5 general membership members shall constitute a quorum at a general meeting.  
b) Board Meetings: A minimum of 4 Board members shall constitute a quorum at a Board meeting.

Section 7      Participation: Any general, Board, special, emergency, 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. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

Section 8      Order of business: The order of business for any annual meeting shall be:  
1. Call to order  
2. Minutes from previous meeting  
3. Financial report  
4. Election of board members  
5. Old business  
6. New business  
7. Program  
8. Adjournment

Section 9      Procedures: Roberts Rules of Order, Revised, shall be followed in all areas not covered by the bylaws

## **ARTICLE VII BOARD OF DIRECTORS**

- Section 1      Number of Board members: The Board shall determine the exact number of Board positions annually. There should be at least seven (7) and no more than eleven (11) board members.
- Section 2      Eligibility for Board service: Only persons eligible for membership shall be qualified to hold an elected or appointed position.
- Section 3      Terms of Office: Terms of office are staggered. Board members shall serve three-year terms for an unlimited number of terms. At least five (5) of the Board members shall be residents of the Reed neighborhood.
- Section 3      Board Vacancies: The Board may fill any vacancy on the Board or committee 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 4      Election of board members: Board members shall be elected by a nomination from the floor and requires a majority vote of the membership at large at the annual meeting in May.
- Section 5      The Board members shall meet as soon as practical after the annual meeting and by majority vote of the Board members present, elect a President, Vice-President, Secretary, Treasurer, and Neighborhood Land Use representative. These officers constitute the Executive Board.
- Section 6      The Board may also elect a Southeast Uplift (SEUL) delegate, SEUL Land Use committee delegate, SEUL crime prevention policy committee representative, a Communications/ Newsletter editor and an East Precinct Advisory Council Representative. The remaining Board members shall be Members-At-Large.
- Section 7      Duties of the Board Officers: The Board shall have the following responsibilities and powers:
- a.. Manage the daily affairs of the Neighborhood Association
  - a. Make decisions and represent the interests of the Neighborhood Association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next general meeting.
  - b. Establish and maintain whatever sub-committees, committees or task forces it may deem necessary to carry out the purpose of the RNA. Membership on such committees and task forces is not limited to Board members.
  - c. Establish a plan for maintaining and encouraging involvement in the Neighborhood Association.
- Section 8      Role of Officers

a. The President shall be the chief executive officer of the RNA and shall officially represent RNA in all functions. The President shall preside at all meetings as described in Article VI, Section 5, and may appoint the members and chair person of the various committees, with approval of a majority of the Executive Board. The President shall be an ex-officio member of all committees.

b. The Vice-President or, in the absence of the Vice-President, the President's designee shall fulfill the responsibilities of the President in the absence of the President or as required.

c. The Secretary shall be responsible for keeping the administrative and financial records of the RNA. He/she shall record official votes and minority dissenting viewpoints for each issue on which a position is to be taken by the RNA. He/she shall keep minutes of the proceedings of all meetings, including a record of attendance.

d. The Treasurer shall keep or maintain accurate and correct accounts of the business transactions of the RNA. Funds of the RNA shall be deposited as directed by the Executive Board in a checking or savings account in a financial institution. Funds may be withdrawn upon check or draft signed by a minimum of two signatures including the President, Treasurer, or other such persons authorized by the Board. No funds in excess of \$50.00 shall be expended except by approval of the Executive Board. The Board shall not have the authority to buy, sell, or encumber real property unless specifically authorized by the membership. He/she shall forward a copy of pertinent records to SEUL for their records.

e. The Neighborhood Land Use representative shall investigate land use requests, which are perceived to have an impact on the livability of the Reed neighborhood, taking action to state neighborhood positions and to amend and recommend conditions to maintain or improve livability for residents within the RNA boundaries. The Land Use representative shall use reasonable means to notify all persons who may be directly affected by a land use decision and give them the opportunity to provide input into the decision.

f. The SEUL Delegate shall represent RNA at all meetings of SEUL. On these issues on which RNA membership or the Executive Board has votes, the delegates shall vote accordingly; in all other cases, the delegate shall exercise discretion by voting in accordance with the general objective of the RNA.

g. The SEUL Land Use delegate shall represent RNA at all SEUL Land Use Committee meetings. He/she shall act in the interest of the Reed neighborhood in all matters.

h. The East Precinct Advisory Council (EPAC) Delegate shall represent RNA at all EPAC meetings. He/ she shall act in the interest of the Reed neighborhood in all matters.

i. SEUL Crime Prevention Policy Committee Representative will attend meetings of that committee and represent RNA's interest there in.

j. The Communications/ Newsletter editor shall be responsible for coordinating and producing any newsletter or communication of the RNA or the Board. The Executive Board has final editorial authority, which may be given verbally.

k. The Members-At-Large may be required to act as an alternate for the above positions in the instance that an officer cannot attend a specific meeting. They may also be appointed by the Co-Chairs to chair or serve on other task forces or committees.

Section 9 Powers of the Board: It will be the responsibility of each of the Board's delegates to report back to the full Board and the full Board to the general membership on pertinent matters which may arise on these various councils and committees. The Board has the responsibility of acting in the best interest of the neighborhood, but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 10 Termination for non-attendance: Board members who are absent without an excuse deemed acceptable by the Board, for two Board meetings in a six-month period, or who has acted in malfeasance, misfeasance or deliberate non-feasance, shall be subject to removal from office by majority vote of the Board.

## **ARTICLE VIII COMMITTEES**

There may be standing committees as designated by the Board and special committees may be established by the President. Committees must have at least one Board member on them.

## **ARTICLE IX CONFLICT OF INTEREST**

Whenever a Board member determines that they have a conflict of interest relating to an item under discussion, they must inform the body (membership or Board) hearing the proposal that the conflict of interest exists and this must be recorded in the minutes. Board members shall not vote on matters in which they have a conflict of interest.

## **ARTICLE X GRIEVANCE PROCEDURES**

- Section 1      Grievance: Any person or group may file a complaint based upon an alleged violation of the Neighborhood Association's bylaws or the ONI Standards. The complaint must be made in writing to the Board within forty-five (45) days of action.
- Section 2      Grievance Components: The petition shall include the name and address of the petitioner, the nature of the grievance and suggested remedy.
- Section 3      Grievance Committee: Within seven (7) days after the receipt of the petition, 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. The committee shall investigate the matter and report to a general or special meeting within sixty (60) calendar days from receipt of the grievance.
- Section 4      Grievance Hearing: 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.
- Section 5      Appeals Process: Only upon unsatisfactory resolution of a grievance with a Neighborhood Association may the grievant appeal to the District Coalition and the Office of Neighborhood Involvement as indicated in the Office of Neighborhood Involvement Standards.

## **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 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 be reviewed not less than seven (7) days 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 submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

**ARTICLE XII  
PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT**

The neighborhood association shall abide by all the requirements relative to public meetings and public records as outlined in the ONI Standards adopted July, 2005. Official action(s) taken by the neighborhood 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 neighborhood association to the City. Official records will be kept on file at the coalition office.

**ARTICLE XIII  
NONDISCRIMINATION**

The neighborhood association will 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 XIV  
ADOPTION AND AMENDMENT OF BYLAWS**

All amendments to these bylaws must be proposed in writing and submitted to members at least seven (7) days before voting on their adoption may proceed. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members at least seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.

ATTEST:



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Cameron McCredie, President  
Reed Neighborhood Association

Approved: April 27, 1989

Amended: October 12, 1989

February 19, 1993

May 27, 1993

February 13, 2001

October 19, 2006