

# **BEAUMONT-WILSHIRE NEIGHBORHOOD ASSOCIATION BYLAWS**

(last amended on February 7, 2011)

## **Article 1 Name and Purpose**

### **Section 1 Name.**

The name of the association shall be the Beaumont-Wilshire Neighborhood Association (hereinafter BWNA). BWNA is organized under Oregon Revised Statutes chapter 65 and recognizes the rules established by the City of Portland, Office of Neighborhood Associations.

### **Section 2 Purpose.**

**The purpose of BWNA shall be:**

- A. To enhance the livability of the neighborhood by establishing and maintaining open lines of communication and acting as a liaison between neighbors, government agencies and officials, educational institutions, area business associations, and other neighborhoods and neighborhood groups.
- B. To provide, encourage, and facilitate an open process whereby all members of BWNA may involve themselves in, and be heard on, the issues, affairs, and concerns of the neighborhood.
- C. To perform all activities related to the purposes enumerated above. To have and enjoy all the powers granted, vested, or allowed BWNA by law.
- D. To organize exclusively for educational, scientific, environmental, and charitable purposes as prescribed by law.
- E. Nondiscrimination. BWNA may 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 2 Boundaries**

### **Section 1 Boundaries**

The boundaries are defined as follows: starting at NE 47th and Prescott; south to Wistaria Drive; west to Stanton; west to 37th; north to Morris; west to 33rd; north to Alberta Court; east to 42nd; south to Prescott; east to 47th.

## **Article 3 Membership and Voting**

### **Section 1 Membership**

- A.** Resident membership is open to all residents within the boundaries of BWNA. There are no dues or initiation fees.
- B.** Nonresident membership is open to all property owners, government agencies, business licensees, and nonprofit organizations located within the boundaries of BWNA. There are no dues or initiation fees.

### **Section 2 Voting**

- A.** All resident members 18 years of age or older shall have one advisory vote each at general and special business meetings. All nonresident members shall have only one advisory vote per organization. No person shall cast more than one advisory vote.
- B.** No absentee or proxy voting is allowed.
- C.** All votes by the general membership shall be advisory. The board will then take a final vote.
- D.** Board meeting decisions shall be determined by a majority vote of all board members in attendance.
- E.** Committee meeting decisions shall be determined by a majority vote of all committee members in attendance.

## **Article 4 Funding**

Activities to raise funds for BWNA may be held as appropriate.

## **Article 5 Board of Directors**

### **Section 1 Composition**

Composition of the BWNA board of directors (hereinafter the board): The board shall be composed of a president, vice president, secretary, treasurer, the immediate past president, and ten members at large. Each board member is in office for a term of two years or until a successor is elected or appointed. Annual elections shall be held in April.

## **Section 2 Duties of Board Members**

**A. President** (elected in even years): Subject to the approval of the board, the president shall prepare the agenda for general, special, and board meetings. The president shall submit a copy of each meeting agenda to Central Northeast Neighbors (hereinafter CNN), post notices of all meetings on the CNN Calendar, and arrange for copies of the most current BWNA Newsletter to be delivered to the CNN Office. When present, the president shall preside at general, special, and board meetings.

**B. Vice President** (elected in odd years): The vice president shall assist the president; in the president's absence shall function as the president.

**C. Secretary** (elected in odd years): The secretary shall keep minutes and written records of the majority and minority opinions expressed at all meetings and submit those records to CNN; and shall be responsible for all correspondence of BWNA; shall maintain bylaws; shall make records of BWNA available for inspection for any proper purpose at any reasonable time.

**D. Treasurer** (elected in even years): The treasurer shall be held accountable for all funds and shall give an accounting at general and board meetings, submitting all of these accounting reports (including bank statements) to CNN; shall receive, safe keep, and disburse BWNA funds. The president, secretary, vice president, and treasurer shall each be authorized signers. Any combination of two signatures of the aforementioned officers shall constitute valid disbursement.

**E. Immediate Past President:** The immediate past president of BWNA shall serve as an advisor and as a voting member of the board. This is not an elected position.

**F. Ten At-Large Members:** Positions 1, 2, 3...10. Odd-numbered positions elected in odd years, even-numbered positions elected in even years.

## **Section 3 Duties of the Board**

**A. Powers of the Board:** The board shall be responsible for all business coming before the neighborhood association and for assuring that members are informed of the business that affects them through reasonable means of notification. 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.

**B. Management:** The board shall 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. The board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or actions before adopting any recommendation on behalf of BWNA; and shall comply with these bylaws.

**C. Vacancies:** Resignations in writing may be accepted. At the third consecutive unexcused absence by a board or committee member, the member has abandoned the position and it is vacant. The board may fill any vacancy on the board or a committee by majority vote of the board at the next scheduled general or board meeting. 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.

**D. Emergency Powers:** In such cases where the board is required to provide neighborhood response before the question is presented to the membership, the board must indicate that this is the case and shall present the action taken at the next general meeting or at a special business meeting for review by the membership.

**E. Conflict of Interest.** Whenever a board member determines that he or she has a conflict of interest relating to an item under discussion, he or she must inform the body (membership or board) hearing the proposal that the conflict of interest exists and this must be recorded in the minutes. The board member with the conflict of interest may elect to abstain from voting on the transaction.

## **Article 6 Meetings**

### **Section 1 General Meetings.**

There will be general meetings held in the months of February, April, June, October, and December. The meetings shall be convened at a time and day decided upon by the majority vote of the board. All general meetings shall require seven days' notice.

### **Section 2 Emergency or Special Meetings.**

Emergency or special meetings of the membership or the board may be called by the board as deemed necessary. Notification and the purpose of the emergency meeting shall require not less than 24 hours notice. Notification and the purpose of the special meeting shall require not less than 7 days notice. The minutes must describe the emergency or special circumstance. No other business may be discussed or acted on at an emergency or special meeting.

### **Section 3 Board Meetings.**

The board shall meet in open session in the months of January, March, May, July, September, and November and at any other time set either by the president or by one-half of the board. At least seven days advance notice of each meeting shall be given to each board member.

#### **Section 4 Agenda.**

An agenda shall be prepared for all meetings. Any person may request that an item be added to the agenda by submitting the item in writing to the person responsible for the agenda. The person responsible for an agenda may establish a cutoff time requirement for submitting agenda items. The cutoff time requirement shall not exceed 14 days before the meeting.

#### **Section 5 Minutes.**

Minutes of all BWNA meetings shall be retained and available for inspection within ten days following any meeting.

#### **Section 6 Quorum.**

A quorum for any general or special meeting shall be 12 of members. A quorum for a board meeting shall be a majority of the board members. A quorum is required for any action at any meeting.

#### **Section 7 Participation.**

Any general, special, board, or committee meeting is open to any person and all who wish to be heard; however, only members are entitled to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

#### **Section 8 Procedures.**

BWNA shall follow Robert's Rules of Order (last revision) in all areas not covered by the bylaws.

#### **Section 9 Absence.**

Board members shall have provided notice to at least one other board member, who is in attendance, that they will not be attending a scheduled meeting. Such notice constitutes an excused absence. Failure to provide notice shall be recorded in the minutes as an unexcused absence.

#### **Section 10 Open Meetings and Public Records Law.**

The Neighborhood 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 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) and recommendations made along with a summary of dissenting views. Official records will be kept on file at the District Coalition office.

## **Article 7 Central Northeast Neighbors Representatives**

The board will elect two representatives and alternate(s) to serve on the board of Central Northeast Neighbors.

## **Article 8 Committees**

### **Section 1 Standing Committees.**

The president or the board shall appoint standing committees as deemed appropriate.

### **Section 2 Ad Hoc Committees.**

The president or the board shall appoint ad hoc committees as deemed appropriate. Ad hoc committees shall disband when the purpose for establishing the committee has been accomplished or one year after establishing the committee. The board may continue a committee beyond one year by majority vote.

## **Article 9 Elections**

### **Section 1 Eligibility.**

Any member shall be qualified to hold an elected or appointed position.

### **Section 2 Board Members.**

Members of the board shall be elected to serve for two years until the appropriate April general meeting. The election shall be by nomination from the floor and requires a majority vote of the membership present.

### **Section 3 Impeachment.**

Any holder of an elected position may be removed and replaced by a two-thirds vote of the membership present at a general or a special business meeting.

## **Article 10 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 the BWNA. 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, the BWNA 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 11 Procedure for Consideration of Proposals**

### **Section 1 Execution.**

The board shall be responsible for the execution of this article.

### **Section 2 Submission of Proposals.**

Any person or group, inside or outside the boundaries of BWNA, and any city agency 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 either the board, a general, or special business meeting. A majority vote of the board is required to add a proposed item to a meeting agenda.

### **Section 3 Notification.**

The proponent and members directly affected by such proposals shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than seven days in advance.

### **Section 4 Attendance.**

The proponent may attend the meeting to make a presentation and answer questions concerning the proposal.

## **Section 5 Dissemination.**

BWNA shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

## **Article 12 Amendments**

Any proposed amendment to the bylaws shall be, at a minimum, summarized and included in a written notice before the general or special business meeting at which it will be considered. The full text, existing and proposed, shall be made available. A two-thirds majority vote of the members present at said meeting is required to amend the bylaws.

## **Article 13 Dissolution**

### **Section 1 Method.**

The question of the dissolution of BWNA shall be considered at a general meeting following advance written notice to the membership. A 75 percent majority vote of the members present at the meeting is required to dissolve BWNA.

### **Section 2 Records and funds.**

Upon dissolution of BWNA all records and bookkeeping materials are to go to the Office of Neighborhood Associations, and funds are to go to charitable, educational, or civic improvement efforts related to or located within the BWNA boundaries described in these bylaws. This disbursement will be approved by a majority vote of the board and is the final action of the board.