

As typed by RGP. 11/09/03 with updated amendments.

## **BYLAWS OF THE ST. JOHNS NEIGHBORHOOD ASSOCIATION**

(With amendments adopted through *August, 2003*)

### **ARTICLE I** **PURPOSE**

**Section 1**     **Name of Organization.** The name of the organization shall be the St. Johns Neighborhood Association (SJNA).

**Section 2**     **Purpose of SJNA.** The purposes for which SJNA is organized are:

- A. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods.
- B. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- C. To exclusively serve for educational and charitable purposes. Notwithstanding any statement of purposes or powers aforesaid, this association shall not, except to and insubstantial degree engage in any activities or exercise any powers that are not in furtherance of its specific and primary purpose.

### **ARTICLE II** **MEMBERSHIP**

**Section 1**     **Membership Qualifications.** Membership in SJNA shall be open to:

- A. All residents, property owners, governmental agencies, business licensees and nonprofit organizations located (or performing a significant part of their services) within the boundaries of SJNA, as defined in Article XI of these bylaws, regardless of race, religion, color, sex, age disability, national origin, income, sexual orientation or political affiliation.
- B. All qualified members of Friends of Cathedral Park Neighborhood Association (FCPNA), as defined in the bylaws of that association, so long as the bylaws of FCPNA grants membership in FCPNA to members of SJNA defined in Article II, Section 1, A.

**Section 2**     **Active Member.** An "active member" is defined as one who is eligible for membership in SJNA as per Article II, Section 1, and has attended at least one (1) of the last two (2) general or special meetings of the membership. An "active board member" is defined as a member of the board of directors who meets the above criteria for "active member", and has also attended at least one (1) of the last (2) board meetings.

**Section 3**     **Voting.** An active members of SJNA, as defined in Article II, Section 2, who are 18 years of age or older shall have one (1) vote each to be cast during attendance at any general or special meeting. Such members shall be henceforth referred to as "active voting members" in the bylaws. In no case shall any one individual be entitled to more than one (1) vote.

**Section 4**     **Funding and Dues.** There shall be no charging of dues or membership fees; however voluntary contributions will be accepted. Activities to raise funds for SJNA use may be held if appropriate and approved by the board of directors.

### **ARTICLE III** **MEETINGS**

**Section 1**     **General Meetings.** There shall be a minimum of four (4) general membership meetings annually. The meetings shall be convened in the spring, summer, fall and winter, and upon any day decided upon by the majority vote of the board of directors. Notification for all general meetings shall require seven (7) days advance public notice.

**Section 2**     **Board Meeting.** The board of directors shall meet within fourteen (14) days prior to any general or special meeting and at any time the chairperson may designate. These meetings shall be open session; however, only active board members are entitled to vote. A reasonable effort must be made to notify board members of board meetings at least three (3) days in advance.

**Section 3**     **Special Meetings.** Special meetings of the membership may be called by the chairperson or the board of directors as deemed necessary. Notification and purpose(s) of the special meeting shall require seven (7) days advance notice.

**Section 4**     **Agenda.** Subject to the approval of the board of directors, the chairperson shall prepare the agenda for board, general and special meetings of the SJNA. Any person may add an item to the agenda by submitting the item in writing or by phone to the chairperson at least seven (7) days in advance of the meeting. Any member of the SJNA may make a motion to add an item to the board, general or special agendas at those respective meetings. Adoption of that motion requires a second and a majority vote of active voting members present.

**Section 5**     **Quorum.** A quorum for board meetings shall be a majority of active board members less one (1), including the chairperson. A quorum for any general or special meeting of SJNA shall a majority of active board members less one (1) and two (2) active general members. Unless otherwise specified in these bylaws, decisions of SJNA shall be made by a majority vote of those active members present at any meeting, excluding the chairperson. In the event of a tie vote, the chairperson shall cast his/her deciding vote.

**Section 6**     **Participation.** A majority of board members, by signed petition, may call a board, general or special meeting. Any board, general, special or committee meeting is

open to any person. However, only active voting members, as defined in Article II, Section 3, are entitled to vote. All actions or recommendations of the board, general or special meeting, including minority reports, shall be communicated to all affected members.

**Section 7**     **Procedures.** The SJNA shall follow Roberts Rules of Order (Revised) and abide by Oregon Public records and Public Meetings Law (ORS 192) in all areas not covered by these bylaws.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 1**     **Composition of Board.** The board of directors, herein referred to as the board, shall be composed of a chairperson, vice-chair, secretary, treasurer, immediate-past chair and six (6) members at large. Each director shall hold office for which he/she is elected or appointed for a term of one (1) year or until a successor shall have been elected or appointed.

**Section 2**     **Qualifications.** The qualifications for being a board member of SJNA are;

- A. He/She must have his/her primary residence within the SJNA boundaries, as defined in Article XI.
- B. He/She must be eligible to vote, as per Article II, Section 3.
- C. He/She shall remain an active board member, as defined in Article II, Section 2
- D. He/She shall serve on and take an active role in one (1) or more committees, representative positions or special events.
- E. He/She shall not serve as a member of the board of any other neighborhood associations during his/her term on the SJNA board.

**Section 3**     **Duties of the Board.**

- A. **Management.** The board shall manage the affairs of the SJNA in the interim between general meetings. The board shall be accountable to the membership, shall seek the views of those affected by any proposed policies or reactions before adopting any recommendations on behalf of SJNA, and shall strictly comply with these bylaws.
- B. **Vacancies/Non-Active Members.** The board may fill any vacancy on the board or a committee, in cases involving absences by a board or committee member from two (2) consecutive meetings, by majority vote of active board members. A member appointed to fill a vacancy shall serve the remainder of the unexpired term or until his/her successor is elected or appointed. In the special case where there are insufficient active board members to constitute a quorum the chair may appoint board members from the general membership.
- C. **Emergency Powers.** In such cases where the board is required to provide a neighborhood response before a question is presented to the membership, the board must indicate to the questioner that this is the case, and shall present the

action taken at a general or special meeting within thirty (30) days, or within an agreed upon reasonable time for ratification by the membership where circumstances dictate.

- D. Annual Audit.** The board of directors shall perform an audit of all SJNA property and finances prior to the annual board membership elections as defined in Article VI, Section 2. The results of the audit shall be made available to the new board after the election.

#### **Section 4      Duties of Board Members.**

A. **SJNA CHAIR.** The chairperson is responsible for the overall functioning of the board, as well as the St. Johns Neighborhood Association. The chair is required to preside over all meetings of the board and general membership. The chair is also an exofficio member of all committees of SJNA and will arrange for the training and development of board and committee members. Specific duties of the chair, unless delegated by the chair to another board member, shall be to:

- 1) Organize meetings of the board and general membership.
  - a) Develop meeting agenda.
  - b) Arrange for speakers and/or presentations.
  - c) Notify board members of board meetings.
  - d) Bring meeting materials to meeting place.
  - e) Conduct meetings.
  - f) Conduct follow-up after meetings, including sending a copy of the sign-in sheet to the publicity chairperson.
  - g) Respond to requests for comment from the media re: agenda items and the significance.
  
- 2) Serve as SJNA's official contact for city agencies and other North Portland organizations, responding to requests for information or lobbying on behalf of neighborhood interests.
  - a) Provide commentary to agencies about neighborhood activities and/or related issues of concern.
  - b) Identify resources for neighborhood needs.
  - c) Direct issues to the board and/or general membership for action.
  - d) Respond to fund-raising opportunities.
  - e) Perform initial investigation of issues and opportunities before delegating to an appropriate committee or chairperson.
  - f) Advocate neighborhood's positions on issues of concern.
  
- 3) Help members to organize around neighborhood issues, problems and Opportunities

- a) Oversee grant applications and monitor the progress and performance of projects funded through grant awards, especially for compliance issues.
  - b) Establish working committees.
  - c) Appoint members of committees not elected with a majority approval of the board.
  - d) Help recruit project leaders.
- 4) Share responsibility of the SJNA treasurer for SJNA finances.
- a) Co-sign checks.
  - b) Upon board direction and approval, act as SJNA's legal agent for contracts and grant awards.
  - c) Project need for financial resources.
- 5) When vacating position, transfer all SJNA records to incoming chairperson.
- e) Go over duties of chairperson.
  - f) Explain various committees and duties and what the chairperson's role is.
  - g) Review projects currently in progress.
  - h) Assist incoming chair in whatever manner possible.

**B. VICE-CHAIR.** The vice-chair person shall assist the chair in fulfilling his/her responsibilities for the overall functioning of the board of directors and the St. Johns Neighborhood Association. The vice-chair shall be required to assume the duties of the chairperson upon the chair's absence. Specific duties of the vice-chair shall be to:

- 1) Assist the chair with organizing meetings of the board and general membership. At the discretion of the chair, the vice-chair may share, or assume any or all of the duties of the chair for meeting organization. The vice-chair supports the chair during meetings to ensure fair, effective conduct of meetings.
- 2) Oversee the activities of standing committees by assisting chairs of standing committees, especially where SJNA is the primary champion of an action item.
  - a) Assist standing committees to develop and annual workplan for SJNA.
  - b) Assist chairperson in developing a board-training program to help board members perform and act effectively as a team.
  - c) Chair the committee that develops and annual grant application to the City of Portland.
  - d) Turn in regular written report on activities and progress of committee/grant work.
- 3) Attend all board, general and special meetings: attend committee meetings as necessary.

- 4) Provide refreshments for meetings.
  - a) Maintain supplies for refreshments.
  - b) Set up and clean up refreshment area.
- 5) Maintain \$35.00 slush fund and donation can.
  - a) Keep accurate records of that the expenses are.
  - b) Provide a written financial report, including the donations (if any), at board meetings.
- 6) Perform other duties that may be assigned by the chair.

**C. SECRETARY.** The secretary is responsible for ensuring that SJNA abides by the Oregon Public Meeting Law when holding board, general and special meetings. Specific duties of the secretary shall be to:

- 1) Attend all board, general and special meetings.
  - a) Monitor the door at all meetings and request all members and guests sign in.
  - b) Record the names of all members in attendance in the minutes of each meeting.
  - c) Record the deliberations, actions and results of any vote(s) taken in the minutes of each meeting.
  - d) Disburse minutes/records of previous meeting at each board, general and/or special meeting.
  - e) Maintain file of minutes for all meetings.
  - f) Provide SJNA chair and the district coalition office with copies of meeting minutes/reports.
  - g) Provide a summary of dissenting views, along with any recommendations made by SJNA, to the city.
  - h) Make records of SJNA available for inspection for any proper purpose, given a reasonable time, i) Provide a copy of the sign-in sheet to the publicity chair for the purpose of updating the SJNA's mailing list.
- 2) Be responsible for all written correspondence of SJNA's business matters.
  - a) Call or send reminder of speaking engagements to guest speakers.
  - b) Write thank you notes to guest speakers.
  - c) Upon direction of the board, write letter's concerning SJNA business matters.
- 3) At chairperson's request, make all necessary arrangements for SJNA's board, general and special meetings.
  - a) Reserve meeting space.
  - b) Set up and tear down meeting area.
  - c) Secure meeting area following meeting.
- 4) Maintain a \$20.00 fund for expenses.

- a) Keep accurate records of what the expenses are.
  - b) Provide a written financial report at board meetings.
- 4) Upon vacating position, turn over all minutes, records and files to incoming secretary.
- a) Explain duties and procedures to incoming secretary.
  - b) Make and file a final report.

**D. TREASURER.** The treasurer receives and disburses all funds of the SJRA

As such, the treasurer is responsible for retaining in an orderly manner all financial records for the SJNA including monthly bank statements, monthly treasurer's reports, any quarterly or annual balance sheets or income statements, and all receipts for expenditures. The treasurer is also responsible for supplying financial reports and payment requests that may be needed as requirements of grant awards received by SJNA. Specific duties of the treasurer shall be to:

- 1) Maintain a banking account in the name of St. Johns Neighborhood Association.
  - a) Establish the account such that it requires the signatures of both the chairman (or an alternate board member, as designated by chair) and the treasurer. Co-signers on the account may not reside in the same household or be related to one another.
  - b) Give written and oral reports at all SJNA meetings.
  - c) Maintain an open book policy.
  - d) Be responsible for all disbursing of funds, at the direction of the SJNA board.
- 2) Maintain all SJNA accounts with the district coalition and/or the Office of Neighborhood Associations (ON A).
  - a) Monitor SJNA's postage and printing accounts, and give a monthly report to the chair.
  - b) Keep track of how many copies are made during each month and give a report to the chair.
  - c) Share the records and reports from the district coalition and/or ONA with the publicity chair.
- 3) Help with any financial parts of proposals for grants and awards.
  - a) Work with grant writer to ensure that all aspects of the proposal meet with the financial goals.
  - b) Upon receipt of a grant/award, maintain records pertaining to grant/award.
- 4) Upon vacating position, perform the following duties:
  - a) Meet with new treasurer and chairperson to transfer bank affairs.
  - b) Go over accounts with incoming treasurer.
  - c) Prepare a final statement of SJNA's financial status and present it to the board

**E BOARD MEMBER AT-LARGE.** Immediate Past Chairperson. The immediate past chairperson shall attend board, general and special meetings. He/she is required to serve on one (1) or more standing committees, and remain an active board member, as defined in Article II, Section 2. Immediate past chair shall help with special projects taken on by the association. If the immediate past chairperson position can not be filled it will revert to an at-large position.

**F. BOARD MEMBERS AT-LARGE.** Each board member at-large shall attend board, general and special meetings. He/she is required to serve on one (1) or more standing committees, and remain an active board member, as defined in Article II, Section 2. Board members at-large shall help with special projects taken on by the association.

## **ARTICLE V COMMITTEES AND REPRESENTATIVES**

**Section 1 Committees.** The membership shall establish both standing and ad hoc committees, as it deems necessary. Committees shall not have the power to act on behalf of SJNA without specific authorization from the board.

**Section 2 Standing Committees.** A chairperson shall be elected from the general membership to serve a one- (1) year term. If there is no chair elected, the SJNA board will fill the vacancy until such time as a new chairperson can be appointed. Each committee shall give written report and an oral summary at board and general meetings.

- A. Publicity Committee.** The publicity committee shall be responsible for publishing the SJNA newsletter (minimum of four (4) issues per year). The committee shall also maintain a membership and mailing list; place advertisements and announcements with media; and produce flyers for meetings, special events and elections.
- B. Land Use Committee.** The land use committee shall be responsible for receiving any governmental notices relating to proposed land use changes within SJNA boundaries and shall have primary responsibility for land use issues affecting the neighborhood, including but not limited to nuisance issues such as noise, overgrown vegetation and abandoned vehicles and transportation issues.
- C. Crime Prevention Committee.** The crime prevention committee shall have primary responsibility for addressing crime issues affecting the neighborhood, including but not limited to creating neighborhood watch groups or coordinating their activities. The crime prevention committee shall also be responsible for coordinating SJNA's crime prevention activities with applicable law enforcement agencies.

**Section 3**      **Special Committees.** Special committees shall be formed by a majority vote of the active voting members at a general or special meeting. Activities such as fund raising, grant writing, etc, will go before the membership for approval. A written report plus an oral summary will be required before activities are undertaken. Written reports are to be submitted at board meetings, plus an oral summary. Special committee members shall remain active members, as defined in Article II, Section 2.

**Section 4**      **Representatives.** Representative may be elected by majority vote of the active voting members at a general or special meeting. A representative shall serve for one (1) year or until the position is eliminated. Written reports are to be submitted at board meetings, plus oral summary. Representatives shall remain active members, as defined in Article H, Section 2.

## **ARTICLE VI** **ELECTIONS**

**Section 1**      **Eligibility.** Only active members, as defined in Article II, Section 2, shall be qualified to hold an elected or appointed position.

**Section 2**      **Board Members.** Members of the board shall be elected to serve for one (1) year and must remain active board members, as defined in Article II, Section 2. The election shall be by nomination from the floor and requires a majority vote of the active voting members present at a general or special meeting. The board membership elections will be held in October of each year.

**Section 3** **Standing Committees.** Standing committee chairpersons shall be elected for a term of one (1) year, with nominations being taken from the floor, and shall require a majority vote of the active voting members present at a general or special meeting. The chairperson shall then call for volunteers to fill committee memberships. In cases where volunteers exceed positions, selection will be made by vote of the active voting members present. In case of insufficient volunteers, the board will fill the vacancies.

**Section 4**      **Recall.** A majority of the board may submit a written request at a board meeting for the chairperson's resignation. Any holder of an elected position may be removed by a two-thirds (2/3) vote of the active members present at a general or special meeting.

## **ARTICLE** **CONFLICT OF INTEREST**

**Section 1**      **Definition.** A conflict of interest exists for a member or board member whenever the member or board member holds a personal financial interest, which will be impacted by the action or inaction by SJNA on a proposal before the membership or board. A personal financial interest shall include a financial interest by the member or board member and/or by members of their immediate family. A personal financial

interest includes an ownership interest above 5% of a business which will be impacted by the decision of SJNA. Examples of personal financial interest would include: employment by SJNA; ownership of property the use or control of which is being considered by SJNA; plans to purchase property the use or control of which is under discussion by SJNA, etc.

**Section 2**     **Declaring the Conflict of Interest.** Whenever a member or 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.

**Section 3**     **Abstention from Voting.** Members or board members shall not vote on matters in which they have a conflict of interest.

## **ARTICLE Vffl** **GRIEVANCE PROCEDURE**

**Section 1**     **Grievance Committee.** A grievance committee of no less than five (5) and no more than eleven (11) members shall be formed by a majority vote of the active voting members at a general or special meeting. Grievance committee members shall remain active members, as defined in Article II, Section 2. If the grievance committee has not been formed, then the board shall serve as the grievance committee for purposes of grievance procedures set fourth in this Article VIII.

**Section 2**     **Person or Group Adversely Affected.** A person or adversely affected by a decision or policy of SJNA may submit in writing a complaint to any member of the grievance committee, or, if the grievance committee has not been formed, then to any board member.

**Section 3**     **Receipt of Complaint.** Within seven (7) days of receipt of the complaint, the grievance committee shall arrange with the petitioner a mutually acceptable place, day and hour for review of the complaint, and shall in writing, within thirty (30) days, recommend a resolution of the grievance to the board.

**Section 4**     **Final Resolution.** The grievance committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the petitioner, board and general membership. If the grievance committee, board and petitioner cannot reach an agreement, final resolution of the complaint shall be by vote of a majority of the active voting members present at a general or special meeting.

## **ARTICLE IX PROCEDURE FOR** **CONSIDERATION OF PROPOSALS**

**Section 1**     **Submission of Proposals.** Any person or group, inside or outside the boundaries of SJNA, and any city agency may propose in writing items for consideration and/or recommendation to the board. The board shall decide whether oronosed items will

appear on the agenda of either the board, standing or special committees, or general or special meetings.

**Section 2**      **Notification.** The proponent and members directly affected by such proposals shall be notified in writing, not less than seven (7) days in advance, of the place, day and hour the proposal shall be reviewed.

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

**Section 4**      **Dissemination.** The SJNA shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

## **ARTICLE X ADOPTION AND AMENDMENTS**

Adoption of and amendments to these bylaws, or dissolution of the SJNA shall require a two-thirds (2/3) vote by the active voting members present at a general or special meeting. Before these bylaws are amended, the proposed amendment shall be read during general or special meetings on two (2) different days at least six (6) days apart.

## **ARTICLE XI BOUNDARIES**

Boundaries of the SJNA shall be defined as all portions of the following described property located in the City of Portland, Oregon.

Beginning at the intersection of North Weyerhaeuser Avenue and North Ivanhoe Street;

Thence running southwardly along North Weyerhaeuser Avenue and continuing along an extension of that avenue to its intersection with the Willamette River;

Thence running northerly along the Willamette River to its intersection with the Columbia River;

Thence running southeasterly along the Columbia River to its division into Friendly Reach and North Portland Harbor;

Thence running southeasterly along North Portland Harbor to its intersection with the Burlington Northern Railroad right-of-way;

Thence running southwesterly along Burlington Northern Railroad right-of-way to its intersection with the southeasterly extension of North Ivanhoe Street;

Thence running northwesterly along North Ivanhoe Street to the place of beginning,

The boundaries of SJNA shall run along the centerline of all right-of-ways and projections mentioned above.