

Bylaws of Sylvan-Highlands Neighborhood Association

1. Purposes and Activities.

1.1 Purposes. The purposes of Sylvan-Highlands Neighborhood Association (the “**Association**”) include the following:

- Livability. Enhancing neighborhood livability by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods;
- Open Process. Providing an open process by which all Association members may involve themselves in the affairs of the neighborhood;
- Legal Purposes. Exercising any and every power granted to nonprofit corporations under Chapter 65 of the Oregon Revised Statutes and Internal Revenue Code (“**IRC**”) §501(c)(3), subject to the limitation that the exercises of any such power and any act of thing done or performed hereunder be consistent with the Association’s status as an organization exempt from federal income tax under IRC §501(c)(3) and to which contributions are deductible under IRC §170(c)(3);
- Charitable, Educational and Scientific Purposes. Promoting charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRC §501(c)(3); and
- Other Purposes. All other purposes listed in the Association’s Articles of Incorporation (“**Articles**”).

1.2 Activities. Association activities are restricted to the activities of a charitable, scientific, and educational nature consistent with the Association’s purposes. The Association shall not discriminate in any manner against any person on the basis of religion, race, creed, color, national origin or gender.

2. Membership.

2.1 Eligibility; Termination. Association membership is open to all residents age 18 and older and entities located within Association boundaries. Entities are defined as non-resident property owners, business licensees, government agencies, or nonprofit organizations. Entities may be represented by only a specifically designated individual and/or alternate individual. Those representatives shall be designated in a writing on entity letterhead. Association membership terminates when the person or entity is no longer eligible. Any membership may be terminated by a 60% affirmative vote of the Board of Directors (“**Board**”) in accordance with the notice procedures described in ORS 65.167. Only Association members in good standing may hold an elected and/or appointed position in the Association.

2.2 Association Boundaries. Association boundaries are defined as follows:

- The northern boundary is W Burnside Road,
- The eastern boundary is (north to south) from the northeast corner Hoyt Arboretum and Property ID R316748 (a.k.a. Alternate Account R941321350) at the intersection of W Burnside Road and NW Hermosa Boulevard, thence south along the eastern border of Hoyt Arboretum to the eastern-most corner of Hoyt Arboretum and Property ID R326842 (a.k.a. Alternate Account R991050350) where it meets Property ID R326838 (a.k.a. Alternate Account R991050020) and Highway 26;
- The southern boundary is Highway 26, and
- The western boundary is the Multnomah/Washington County line.

As applicable, Association boundaries will run along, but not include, the rights-of-way mentioned

above.

- 2.3 Membership Application. Any individual or entity desiring Association membership shall submit a written application to the Association, its membership committee or Neighbors West-Northwest Coalition. The membership committee shall grant membership to the applicant if he/she is eligible as specified in Section 2.1 above. The Association will document the application process by utilizing standardized membership forms.
- 2.4 Dues. No membership dues will be charged. However, the Association may invite donations to help defray its costs.
3. **Board of Directors.** Only Association members as defined in Section 2 above may hold an elected or appointed position in the Association.
- 3.1 General Powers. The Association's business affairs shall be managed and controlled by the Board. Subject to ORS Chapter 65 and the Association's Articles and Bylaws, the Board shall perform all acts it deems necessary, expedient or advisable to carry out the Association's purposes.
- 3.2 Authority. The Board has the responsibilities of: informing members of business that affects them through reasonable means of notification; and acting in the Association's best interests; however, the Board is not bound to act according to the desire of the majority of members attending a particular meeting.
- 3.3 Term; Number. The Board will consist of only eligible members (see Sections 2 above and 7 below) who serve as directors ("**Directors**"). Directors are elected to serve for two (2) years or until the next regular membership meeting in May of an odd-numbered year or until his or her successor has been duly elected and qualified. All Association officers and the immediate past president are Directors. The total number of Directors is 13: five (5) officers, six (6) geographic Directors and two (2) at large Directors. Geographic Directors are elected for each of the following areas:
- 1) SW Barnes Road (east of SW Skyline Boulevard), SW 48th Drive, SW Arboretum Circle, W Burnside Road, SW Fairview Boulevard, SW Fairview Circus, and SW Skyline Boulevard (north of Fairview Boulevard);
 - 2) SW Highland Road, SW Wyndham Lane, SW Torr Lane, SW Strathfell Lane, SW Barrow Lane, and Washington Park;
 - 3) SW Highland Parkway, SW Fairhaven Drive, SW Fairhaven Lane, SW Upland Drive, SW Parkview Court, SW Elm Lane, SW Westgate Drive, and SW Canyon Court;
 - 4) SW Barnes Road (west of SW Skyline Boulevard), SW Taylor Street, SW Taylor Court, SW Yamhill Drive, SW Salmon Street, SW Madison Court, SW 61st Court, and SW 61st Drive (north of SW Salmon Street);
 - 5) SW 57th Avenue, SW Main Street, SW Jefferson Street, SW Burton Drive, and SW Skyline Boulevard (south of SW Fairview Boulevard and north of SW Montgomery Street);
 - 6) SW 58th Avenue, SW 60th Avenue, SW Clay Street, SW Mill Street, SW Montgomery Street, SW Skyline Boulevard (south of SW Montgomery Street), and SW 61st Drive (south of Salmon Street).
- 3.4 Compensation. Directors serve as volunteers and do not receive compensation for personal services. However, they may receive reimbursement for actual expenses incurred while performing a Director's duty as established by the Board.
- 3.5 Conflicts of Interest. If a Director has a conflict of interest he/she must immediately disclose all material information to the Board (and the membership if appropriate). A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board after complete disclosure. The presence of, or a vote cast by, a Director with a conflict of interest in the transaction does not affect the validity of the action taken by the Board if full disclosure was made beforehand. The Director with the conflict of interest may abstain from voting on the transaction.

- 3.6 Nomination; Election. The Board shall nominate Directors as appropriate. Directors are be elected by a majority of the voting membership at an Annual Meeting.
- 3.7 Resignation. A Director may resign at any time by delivering a written notice to the Board, president, or secretary. Such resignation will take effect when the notice is effective under ORS 65.034 unless the notice specifies a later effective date.
- 3.8 Removal. A Director may be removed from the Board by a $\frac{2}{3}$ affirmative vote of the membership present at a regular or special membership meeting as defined in Section 6 below.
- 3.9 Vacancies. The Board may fill any vacancy on the Board by a majority vote of the Board. A vacancy occurs through resignation, an unfilled position, or excessive absence. Excessive absence is defined as a Director's absence from three (3) consecutive Board meetings without excuse. A member appointed to fill a vacancy will serve the remainder of the unexpired term and until his/her successor is duly elected or appointed and qualifies.
- 3.10 Action by Unanimous Written Agreement. In the event the directors unanimously agree in writing to any Association action, the action will be valid as though it had been authorized at a Board meeting.
- 3.11 Presumption of Assent. A director who is present at a Board Meeting at which action on any corporate matter is taken will be presumed to have assented to the action taken unless that director: records his/her dissent in the meeting's minutes, files his/her written dissent to such action with the meeting's secretary before the meeting adjourns or forwards his/her dissent by registered mail to the secretary immediately after the meeting's adjournment. Such a right of dissent will not apply to a director who voted in favor of such action.
- 4. Officers.**
- 4.1 Nomination; Election. The Board will nominate officers and agents as appropriate. Each officer shall be a member (as defined in Section 2 above) during his/her term of office.
- 4.2 President. The president shall: prepare the agenda; preside as chairperson at all Board and membership meetings; and appoint committee members. The president is: the Association's presiding officer between Board meetings; and an ex officio member of all committees. The president has the general powers and duties of supervision and management usually vested in the office of president.
- 4.3 Vice President. The vice president shall: assist the president; and, in the president's absence or disability, carry out the functions of the president.
- 4.4 Secretary. The secretary shall: attend all Board and membership meetings and keep minutes of all such meetings including actions taken and majority and minority opinions expressed at such meetings; be responsible for all Association correspondence; make Association records available for inspection for any proper purpose at any reasonable time to Directors, officers, members and other persons authorized by law; give all notices required by statute, these Bylaws or resolution; and perform such other duties as may be delegated by the Board.
- 4.5 Treasurer. The treasurer shall: have custody of all Association funds and securities; keep full and accurate accounts of all receipts and disbursements; deposit all moneys, securities and other valuable effects in the Association's name in depositories designated for such purpose by the Board; disburse Association funds as directed by the Board while taking proper vouchers for such disbursements; and report at all Board Meetings, and whatever other times requested by the Board, an account of all Association transactions and the Association's financial condition.
- 4.6 Term Limits. No officer may be elected to more than four (4) consecutive years in the same office.
- 5. Committees.**
- 5.1 Committees. The Board may designate standing committees, and create and disband special committees. The president may establish special committees. Committees must have at least one (1) Board member on them unless expressly excepted.

- 5.2 Executive Committee. A standing Executive Committee will manage the Board's affairs between Board meetings. The Executive Committee is composed of the Association's president, vice president, secretary, treasurer, and immediate past president.
- 5.3 Grievance Committee. A Grievance Committee will consist of not less than three (3) members appointed by the president. No Director may serve on this committee. The committee's responsibility is to hear complaints of persons adversely affected by Association decisions and to make recommendations to the Board and membership for complaint resolution.
- 5.4 Record Keeping. All committees shall keep detailed written records of their meetings and send copies of the records to the Association's office or the secretary. Each committee shall report in writing to the Board through the president.
- 5.5 Composition of Committees Exercising Board Functions. Any committee that exercises any Board function shall include at least one (1) director, elected by a majority vote of the Directors fixed by these Bylaws.
- 5.6 Limitations of Committee Powers. No committee may: authorize payment of a dividend or any part of the Association's income or profit to its directors or officers; approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets; elect, appoint or remover directors or fill Board or committee vacancies; nor adopt, amend or repeal the Articles, these Bylaws or any Board resolution.
- 5.7 Committee Chairpersons; Liaisons. The president shall appoint all committee chairpersons, members, and liaisons. Chairpersons and liaisons shall inform the Association membership and Board of all activities of their respective committees and liaison groups.
- 6. Meetings.**
- 6.1 Meeting Place. Except as provided in this Section, all the Board and membership meetings will be held in the Sylvan-Highlands neighborhood defined in Section 2.2 above or as otherwise determined by the Board. Meetings may be supplemented by conference call or similar technology as long as all attendees can participate on a real time basis.
- 6.2 Quorums. A quorum for a Board meeting is a majority of the number of currently filled Director positions. A quorum for a membership meeting is ten (10) members. A quorum for a committee meeting is a majority of all committee members in office immediately before the meeting begins. Unless otherwise specified in these Bylaws, Association decisions will be made by a majority vote of Directors or members present at any meeting, as appropriate.
- 6.3 Regular Membership Meetings. There will be five (5) regular membership meetings per year on odd-numbered months. Regular membership meetings require seven (7) days advance written notice of the meeting to the public.
- 6.4 Annual Membership Meeting. An annual membership meeting ("**Annual Meeting**") will be held in May at a time and place as determined by the Board. Annual Meetings require ten (10) days advance written notice of the meeting to the public. If, for any reason, the Annual Meeting is not held as designated in this Section 6.4 above then the Annual Meeting may be called and held as a special meeting. The notice and proceedings at the special meeting will be the same as at an Annual Meeting.
- 6.5 Special Membership Meetings. Special membership meetings may be set by the president or upon the request of at least one-half (½) of the Directors currently in office or at least 15 current members. If the Board or the membership requests the special membership meeting, they should contact the president or next officer in line. Special membership meetings require seven (7) days advance written notice of the meeting and its purpose(s) to the Association membership.
- 6.6 Emergency Membership Meetings. The president or the Board may call emergency membership meetings if deemed necessary. Emergency membership meetings require 24 hours advance written notice of the meeting and its purpose to the Association membership.

- 6.7 Regular Board Meetings. The Board shall meet at least quarterly at times set by the president or upon the request of at least one-half (½) of the Directors currently in office. Regular Board meetings require seven (7) days advance written notice of the meeting to the public.
- 6.8 Special Board Meetings. Special Board meetings may be set by the president or upon the request of at least one-half (½) of the Directors currently in office. Special Board meetings require seven (7) days advance written notice of the meeting and its purpose(s) to the Directors.
- 6.9 Emergency Board Meetings. Emergency Board meetings are limited to a single topic and may be set by the president or upon the request of at least one-half (½) of the Directors currently in office. Emergency Board meetings require not less than 24 hours advance notice of the meeting and its purpose to the Directors.
- 6.10 Agendas.
- 6.10.1 Membership Meetings. The president shall prepare the agenda for regular and special membership meetings. Any person desiring to add an item to the agenda must submit the item in writing to the president at least ten (10) days in advance of the meeting. Any two (2) Directors or any four (4) Association members may add an item to the meeting agenda.
- 6.10.2 Board Meetings. The president shall prepare the agenda for regular and special Board meetings. Any person desiring to add an item to the agenda must submit the item in writing to the president at least five (5) days in advance of the meeting. Any two (2) Directors may add an item to the meeting agenda.
- 6.11 Participation. Any membership, Board, or committee meeting is open to any person and all who wish to be heard may be heard; however, voting is limited as set forth in Section 8 below.
- 6.12 Procedures. *Robert's Rules of Order, Newly Revised* will govern the conduct of business at all Association meetings in all cases whenever they are applicable and not in conflict with the Association's Articles or Bylaws.
- 6.13 Public Meetings and Records. The Association shall abide by all applicable laws relative to public meetings and public records, including public notice to the press and interested parties. Official action(s) done by the Association shall be on record or part of each meeting's minutes. Meeting minutes shall include a record of attendance and the results of any vote(s) taken. Voting may be formal (e.g., written ballot) or informal (e.g., raised arms or voice). A summary of dissenting views should be included with any Association recommendation to the City of Portland. The Association shall keep its official records on file at the Neighbors West-Northwest Coalition office.
- 7. Voting.** No proxy voting is allowed.
- 7.1 Membership Meetings. Association members (individual residents or entity representatives) are limited to one (1) vote per person at membership meetings. A person may not have more than one (1) vote even if he/she qualifies in multiple categories. Entities may not have more than one (1) vote. To vote, the member's application process must be completed by noon on the Friday prior to voting. If that Friday is a holiday, the process must be done by noon on the prior business day. The member must be present to vote.
- 7.2 Board Meetings. Only Directors may vote at Board meetings. Directors are limited to one (1) vote per person at Board meetings. A Director may not have more than one (1) vote even if he/she qualifies in multiple categories. The Director must be present to vote.
- 7.3 Committee Meetings. Only Association committee members may vote at committee meetings. Committee members are limited to one (1) vote per person at committee meetings. The committee member must be present to vote.
- 8. Fiscal Matters.**
- 8.1 Contracts. The Board may authorize any officer(s) or agent(s) to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association. The Board shall determine whether such contractual authority will be general or confined to specific instances.

- 8.2 **Checks.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the Association's name shall be signed by an Association officer. Any check exceeding \$500 requires two officers' signatures.
- 8.3 **Loans.** No loan may be made by or to the Association, and no evidences of indebtedness may be issued in its name, unless authorized by a Board resolution. Such authority may be general or confined to specific instances; provided, however, the Association shall not make any loans to its directors, officers and/or members.
- 8.4 **Fiscal Year; Audit or Review.** The Association's fiscal year begins on July 1 and ends on June 30. An audit or review should be made annually of the Corporation's financial affairs by an independent auditor appointed by the Board.
- 8.5 **Distribution of Financial Reports.** The Board shall distribute copies of all financial statements, reports, audits or information to the Board and to such other persons, organizations or agencies as it deems will best serve the Association's purposes and objects and encourage contributions to the Association.
- 9. Grievances.**
- 9.1 **Harm.** A person harmed by an Association action that violates these Bylaws may submit a written grievance to any officer or grievance committee member. The grievance must be properly submitted not later than 60 days after the alleged incident.
- 9.2 **Grievance Procedure.** Not later than 30 days after the Association's receipt of the grievance the grievance committee shall: arrange to meet with the grievant at a mutually acceptable place and time to review the grievance; attempt to resolve the grievance with the grievant and recommend a resolution in writing to the grievant and Board. If the grievance committee, Board and grievant cannot reach an agreement, a final grievance resolution will be made by a majority vote of the Board not later than 60 days after the Association's receipt of the grievance. The grievant may appeal an adverse Association grievance decision to Neighbors West/Northwest Coalition and such appeal must be made not later than 14 days after the Association makes its decision.
- 9.3 **Process.** The Association's consideration of the grievance will be open to the public and the findings of a grievance will be a matter of public record. Deliberations of the decision-makers, however, may be held in a private executive session. The Association's response shall be written and include supporting findings of the decision. The Association should maintain any supporting documents in case of appeal.
- 10. Nondiscrimination.** The Association shall not discriminate against individuals or groups on the basis of race, religion, color, national origin, sex, sexual orientation, age, disability, income, or political affiliation in any of its policies, recommendations, and/or actions.
- 11. Adoption; Amendments.** Adoption of and amendments to these Bylaws require a favorable two-thirds ($\frac{2}{3}$) vote by the members present at a regular membership meeting. The Association shall provide to the membership seven (7) days advance written notice and access to written materials that detail the relevant existing and proposed Bylaws amendment(s).

Certification

It is hereby certified that the above Sylvan-Highlands Neighborhood Association Bylaws were duly adopted by the Association's Board of Directors on April 10, 2018.

Carla Eisner, Secretary