



CRESTWOOD

Neighborhood Association

BYLAWS OF THE CRESTWOOD NEIGHBORHOOD ASSOCIATION

Amended and Restated Effective Sept 12, 2007 (tentative)

ARTICLE I - NAME AND PURPOSE

Section 1. Name The Crestwood Neighborhood Association, Inc. of SW Portland, hereinafter referred to as CNA, originally founded July 15, 1981 as the Crestwood Community Association, is organized as a non-profit corporation, registered with the Business Registry, Corporation Division of the Oregon Secretary of State. It is established in accordance with the guidelines of the Portland Office of Neighborhood Involvement (ONI).

Section 2. Purpose The purpose of CNA is to:

- a) encourage citizen participation in matters affecting the present and future livability of the Crestwood neighborhood and SW Portland;
- b) maintain communication between citizens, other neighborhood associations, the Southwest Neighborhood Information, Inc. (SWNI), the City of Portland, and other regional governments;
- c) attempt through neighborhood meetings and other means to ascertain and articulate the wishes of members with respect to the neighborhood;
- d) undertake, encourage and support projects and activities to achieve those wishes;
- e) maintain and improve the quality of life and the environment in the Crestwood neighborhood and its surrounding areas;
- f) do and perform all the activities related to said purposes, 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; and,
- g) be organized exclusively for educational, scientific and charitable purposes. Notwithstanding any statement of purposes or powers aforesaid, this association shall not, except to an 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. Eligibility Every person over eighteen (18) years of age who is a current resident, property owner, business licensee, nonprofit organization's designee, or corporation's designee shall be deemed a member of CNA if such activities or rights take place within CNA boundaries described in Article III. Any person who affirms in writing that he or she meets these qualifications shall be recognized as a voting member at any General, Annual, or Special meetings of the general membership. Any designee should be able to provide power of attorney or other appropriate document indicating they are authorized to act on behalf of their business, organization or corporation.

Section 2. Active Membership All meetings are open to the public and members of the public will have an opportunity to speak, provided time allows. However, only those eligible for membership and who are active members are entitled to vote. "Active Member" is defined as one who has attended at least one other meeting in the prior twelve months.

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Section 3. Membership Dues CNA shall not charge dues or membership fees. However, CNA will accept voluntary contributions. CNA may also raise funds for CNA uses as approved by the general membership.

ARTICLE III - BOUNDARIES

Section 1. Boundary Definition CNA includes all properties within the area of the city of Portland, Oregon described as follows:

From the intersection of Capitol Highway and SW Collins:

NORTHERN BOUNDARY:

West on Collins to 43rd, north on 43rd to Brugger, east on Brugger to 42nd, north on 42nd to Alice, west on Alice to 44th, north on 44th to Primrose, west on Primrose to 45th, north on 45th to Marigold, west on Marigold to 45th Drive, south on 45th Drive to Baird, west on Baird to 54th.

WESTERN BOUNDARY:

South on 54th to Taylors Ferry Road, west on Taylors Ferry to 55th, south on 55th to Radcliff Lane, west on Radcliff Lane to 57th, south on 57th to Dickinson.

SOUTHERN BOUNDARY:

East on Dickinson to 55th, south on 55th to the I-5 Freeway, northeast on I-5 Freeway to Capitol Highway.

EASTERN BOUNDARY:

North on Capitol Highway to Collins.

ARTICLE IV - MEETINGS

Section 1. General Meetings of the Membership CNA shall hold a minimum of four (4) regularly scheduled general meetings and one (1) annual meeting of the general membership each calendar year for the purpose of conducting CNA business. Times will be set by the President or a majority vote of the Board of Directors.

Section 2. Annual Meetings The Annual Meeting shall be held in the spring on the day decided by the majority vote of the Board of Directors. During the Annual Meeting, officers will be elected and the statement of CNA's finances will be presented. Other business of CNA can also be conducted during the Annual Meeting.

Section 3. Special Meetings The President may call special meetings of the membership as deemed necessary. A majority of the Board of Directors, by signed petition, may also call a special meeting. Actions taken at Special meetings are subject to approval as the next regularly scheduled General or Annual Meeting.

Section 4. Emergency Board Meetings The President may call emergency meetings of the Board of Directors as deemed necessary to conduct critical CNA business where it is not practical to wait for a regularly scheduled General or Annual Meeting or to call a Special Meeting of the membership. The minutes shall describe the emergency, and only the subject of the emergency may be discussed and acted upon at an Emergency Meeting. Actions taken at Emergency Board Meetings are subject to approval at the next regularly scheduled General or Annual Meeting.

Section 5. Notice of Meetings Notification of all CNA meetings and records thereof shall be made available in compliance with "Oregon Public Records and Public Meetings" law and the "City of Portland ONI" guidelines. There shall be seven (7) days public notice prior to all General and Annual meetings. Notification of and statements of purpose of Special and Emergency Board meetings shall be provided as early as practicable, but no less than 24 hours in advance of such meetings.

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Section 6. Voting at General, Annual, or Special Membership Meetings Each member of the CNA shall be entitled to one (1) vote. Voting may not be conducted by proxy, telephone, e-mail or other electronic means. Directors who hold office jointly are entitled to vote individually at General, Special Membership or Emergency Membership Meetings.

Section 7. Voting at Emergency Board Meetings Each Director of the CNA (defined in Article V, section 1) shall be entitled to one (1) vote. Any Board Office held jointly is only entitled to a single vote at Emergency Board Meetings and shall be counted as one (1) person in determining a Quorum. CNA members who are not on the Board of Directors, but are present at the Emergency Board Meeting, are entitled to vote. Voting at Emergency Board Meetings may be conducted by proxy, telephone, e-mail or other electronic means.

Section 8. Conflict of Interest Members of CNA are expected to recuse themselves if there is a conflict of interest, as defined in Article IX.

Section 9. Quorum A quorum for any General, Annual, or Special Meeting of the Membership or any Emergency Meeting of the Board of Directors shall exist if 1) at least half (½) the Directors (defined in Article V, section 1) are present, counting only positions currently filled; and 2) at least one (1) Officer is present. Except with respect to procedures to change CNA Bylaws pursuant to Article V, Section 3(i), the acts of the majority of the membership present at a General, Annual, or Special Membership Meeting or Emergency Board Meeting at which a quorum is present shall be the acts of the general membership of CNA.

Section 10. Agenda The order of business of CNA meetings shall be determined by the President, presented to those attending and approved by the majority of those eligible to vote at such meetings. All meetings shall include the establishment of a Quorum, recording of those in attendance, approval of the agenda, approval of the minutes of the previous meeting, and then in the order approved (as time permits): any presentations of issues pertinent to CNA, any committee reports, any old business, and any new business.

Section 11. Agenda 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 prior to the meeting being called to order. The President of the Board of Directors shall decide whether such proposed items will appear on the Agenda of the Emergency Meeting of the Board of Directors, an active committee, or a General, Annual or Special Meeting of the membership.

Section 12. Parliamentary Authority Robert's Rules of Order shall be the authority for the conduct of the meeting.

Section 13. Minutes of the Meeting Minutes of meetings shall summarize the issues addressed during the course of the meeting, the actions taken, recommendations made, and all motions voted upon. The minutes shall record for all motions voted upon: the motion (as read for voting); the person seconding the motion; the numbers voting for, against, or abstaining; and a summary of any dissenting views. Copies of the minutes shall be retained by CNA (see Article V, Section 5(c)) and also filed at the SWNI office and include a record of attendance.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Number and Eligibility There shall be seven (7) Directors overseeing the affairs of CNA elected from the general membership at Annual Meeting. The directors shall consist of four (4) Directors-At-Large and three (3) Officers: President, Vice-President, Secretary/Treasurer. No member may serve more than three consecutive, full terms in any single office. A Board Office may be shared by two persons. The division of responsibilities of an office shared by two persons will be done by the two persons.

Section 2. Term of Office

- a) The term of office for Directors-At-Large shall be for two (2) years. Two Directors' terms will expire on odd numbered years and two Directors' terms will expire on even numbered years. The term for Officers shall be one (1) year.

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- b) The term of office for Officer(s) or Director(s)-At-Large elected to fill a vacancy (see Article V, Section 4) shall commence immediately following the election and shall expire when the remainder of the unexpired term ends, not one (1) or two (2) years from the date of the special election for Officers and Directors-At-Large, respectively. If the remainder of the unexpired term is less than half the length of the original term, the time spent filling the unexpired term will NOT count as a full term of service as defined in Article V, Section 1.

Section 3. Responsibilities The Board of Directors, as authorized by the general membership, shall:

- a) manage the affairs of CNA in the interim between general meetings;
- b) represent CNA in the affairs of SWNI, the City of Portland, and other organizations that might effect the purpose of CNA;
- c) have authority to sign contracts and agreements requiring the expenditure of CNA funds, including the buying, selling or encumbering of real property;
- d) not incur on CNA's behalf obligations in excess of the funds on hand;
- e) have authority to employ and supervise such persons as may be necessary to further the aims of CNA;
- f) determine the salary and benefits of any CNA employees;
- g) manage its own performance;
- h) monitor CNA's policies, programs and services; and
- i) have the power to repeal or amend bylaws, provided that at least two-thirds of the Board of Directors then in office concur. Such amendment of the bylaws must be ratified by a simple majority vote at a General or Annual Meeting. Board actions affected by unratified amendments must be made contingent on ratification.

Section 4. Director and Officer Vacancies If for any reason a vacancy in the Board of Directors should occur, such vacancy shall be filled by a majority vote of the remaining directors. If any director is not present at three (3) consecutive Board Meetings, the Board of Directors may with a majority vote, choose to declare that position vacant and fill it in accordance with this section.

Section 5. Officer Duties The duties of the Officers of CNA shall be as follows: President, Vice-President, and Secretary/Treasurer.

- a) **President** shall:
 - preside at all CNA meetings;
 - establish the agenda for all meetings;
 - be the chief administrative officer of the CNA;
 - be responsible to the Board for the daily affairs of CNA;
 - delegate responsibilities to the other Directors as may become necessary
 - sign all contracts or other instruments which the Board of Directors has been authorized to execute; and,
 - subject to Board approval, appoint committee members and appoint CNA representation for meetings outside of CNA (e.g., SWNI and City of Portland).
- b) **Vice-President** shall:
 - in the absence or incapacity of the President, exercise the powers and duties of the President; and,
 - perform such duties as may be prescribed by the Board.
- c) **Secretary/Treasurer** shall:
 - be responsible for the proper recording of meeting minutes as described in Article IV, Section 13;

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- keep copies on file of meeting minutes, meeting attendance lists, and all official correspondence he or she has written or received; and,
- keep accounts of the financial transactions of CNA following generally accepted accounting practices;
- report financial standing at all general and annual meetings;
- submit records to an independent audit as scheduled by the Board of Directors;
- deposit funds received in accordance with CNA's approved financial policies;
- sign checks, drafts, or other orders for the payment of money or other obligations incurred in accordance with CNA's approved financial policies; and,
- perform such other duties as may be prescribed by the Board: and,
- in the absence or incapacity of both the President and Vice-President, exercise the powers and duties of the President.

ARTICLE VI - COMMITTEES

Section 1. Establishment and Termination CNA may establish and terminate any standing committees as is appropriate at the time by vote of the Board or general membership.

Section 2. Grievance Committee The Grievance Committee, for purpose defined in Article VII, may be appointed by the President.

ARTICLE VII - GRIEVANCE PROCEDURE

Section 1. Complaint Any person or group adversely affected by a decision or a policy of CNA may submit in writing a complaint to any member of the Board of Directors.

Section 2. Review of Complaint Within seven (7) days of receipt of the complaint, the Grievance Committee will be appointed in accordance with Article VI, Section 2. The Committee shall arrange with the petitioner(s) a mutually acceptable place, day, and hour for the review of the complaint, and will recommend to the Board, in writing, a resolution to the complaint within thirty (30) days of the meeting with the petitioner(s).

Section 3. 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 and the Board of Directors. If the Committee, Board and petitioner(s) cannot reach agreement, final resolution of the complaint shall be by a majority vote at the next General Meeting. The decision of the General Meeting shall be final.

ARTICLE VIII - NON-DISCRIMINATION

Section 1. Non-Discrimination CNA shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation in any of its policies or procedures.

ARTICLE IX - CONFLICT OF INTEREST

Section 1. Definition A conflict of interest exists for a member (including Directors) whenever the member holds a financial interest which will be affected by the action or inaction by CNA on a proposal under consideration by CNA. A personal financial interest shall include a financial interest held by the member and/or by members of his or her immediate family. A personal financial interest includes an ownership interest above 5% of a business which will be affected by the decision of CNA.

Examples of personal financial interest would include employment by CNA, ownership of property the use or control of which is being considered by CNA, plans to purchase property the use or control of which is under consideration by CNA, etc.

As stated in Article IV, Section 8, members shall not be allowed to vote on matters in which they have a conflict of interest.

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Section 2. Declaring a Conflict of Interest Whenever a member (including Directors) determines that he or she has a conflict of interest relating to an item under discussion, he or she must inform the members hearing the proposal that the conflict exists.

ARTICLE X - ADOPTION AND AMENDMENTS OF BYLAWS

Section 1. Adoption and Amendment of Bylaws The bylaws of CNA and any amendments thereto shall be adopted by a vote of the Board of Directors and ratified by the general membership at a General or Annual Meeting of the membership pursuant to Article V, Section 3(i).