

BYLAWS OF SOUTHWEST HILLS RESIDENTIAL LEAGUE, INC.,

A Neighborhood Association

As Amended on _____201

Article I. NAME

The name of this association is the Southwest Hills Residential League, Inc. (SWHRL)

Article II. PURPOSE (which is your preferred version – this or the alternative below?)

The purposes for which this association is organized are:

1. To enhance the livability of the SWHRL neighborhood and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
2. To provide a forum by which all residents and businesses operating in SWHRL may involve themselves in the affairs of the neighborhood;
3. Ensure that the SWHRL community exerts a maximum degree of self- determination with regard to issues that affect it.
4. Inform general members of plans and actions affecting them or neighborhood livability, to encourage participation in addressing these issues, and to make recommendations on plans and decisions that affect the Association community, including but not limited to:
 - a. Make recommendations(s) concerning a particular action, policy or other matter to any City agency on any topic affecting the livability, safety and economic vitality of the Neighborhood, including but not limited to land use, housing, community facilities, human resources, social and recreational programs, traffic and transportation, environmental quality and public safety;
 - b. Assist City agencies in determining priority needs of the Neighborhood;
 - c. Review items for inclusion in the City budget and make recommendations relating to budget items for Neighborhood improvement; and,
 - d. Undertake projects and activities deemed appropriate by the Neighborhood Association
5. For such other purposes as are approved by the Board of Directors (Board) or membership; and
6. To do and perform all the activities related to the above purposes, to have and enjoy all the powers granted, and engage in any lawful activities for which nonprofit corporations may be organized under Chapter 65 of the Oregon Revised Statutes or its equivalent future statutory language.

(ALTERNATIVE PURPOSE based on City/ONI template)

1. To consider and act on issues that affect the livability and quality of the neighborhood;
2. To provide an open process by which all residents and businesses operating in SWHRL may involve themselves in the affairs of the neighborhood;
3. To take positions in matters of civic **[community?]** interest, and promote those positions in communications;
4. To inform residents of events or plans affecting the neighborhood;
5. To establish and maintain open lines of communication with other organizations, such as district coalitions, other neighborhood associations, and city, county, regional and state government agencies;
6. For such other purposes as are approved by the Board of Directors (Board) or membership; and
7. To do and perform all the activities related to the above purposes, to have and enjoy all the powers granted, and engage in any lawful activities for which nonprofit corporations may be organized under Chapter 65 of the Oregon Revised Statutes or its equivalent future statutory language.

ARTICLE III. BOUNDARIES

Section 1. The boundaries of SWHRL are defined below:

Beginning at SW Scholls Ferry Road at its intersection with SW Patton Road and proceeding in a southerly direction along SW Scholls Ferry Road to its intersection with the Washington County Line; then proceeding in a northerly direction along the Washington County Line to the Sunset Highway (Highway 26); then proceeding in an easterly direction along the Sunset Highway to a point below the Sylvan overpass above the Sunset Highway, where SW Skyline Boulevard begins; then in a northeasterly direction along SW Skyline Boulevard to SW Fairview Boulevard; then east along SW Fairview Boulevard to the Portland city limits line; then south along the Portland city limits line to the Sunset Highway; then east along the Sunset Highway to its intersection with SW Jefferson Street; then continuing along SW Jefferson Street to a point beneath the Vista Bridge; then east along SW Market Street to SW 21st Avenue; then along a line due south to its intersection with SW Montgomery Drive; then in a generally easterly direction along SW Montgomery Drive to the Interstate 405 freeway; then following the freeway southerly to SW Broadway Drive; then south along SW Broadway Drive to SW Hoffman Avenue; then along a line due south to SW Terwilliger Boulevard; then west along Terwilliger Boulevard and continuing west along Sam Jackson Park Road, and then up the center of the access road to the Marquam Park Shelter. From the Marquam Park Shelter the boundary runs in a southwesterly direction up the creek at the base of Marquam Hill towards the intersection of SW Fairmount Boulevard and SW Marquam Hill Road. At the point where the Upper Marquam Trail crosses the creek, the boundary follows the trail up to SW Marquam Hill Road, from there up SW Marquam Hill Road to the intersection with SW Fairmount Boulevard, where it continues in a southerly direction along SW Fairmount Boulevard, staying to the east of all residential communities that are accessible only from SW Fairmount Boulevard, including the residences between 3058 and 3084 SW Fairmount Blvd. At the southern boundary of 3061 SW Fairmount Blvd the boundary turns westward along a line that connects to the end of SW Hamilton Street, crossing the entire ridge top until after it again crosses SW Fairmount

Boulevard and along the southern boundaries of the properties facing SW Fairmont Boulevard. At the SW corner of 3208 SW Fairmont Boulevard, the line turns north along the western boundaries of properties facing SW Fairmont Boulevard. The boundary line then turns west along the southern border of SW 4445 SW Melville Avenue, then turns NW along the back property lines of the houses fronting onto SW Melville Avenue. At the pedestrian walkway (between 4280 and 4308 SW Chesapeake Avenue) the boundary proceeds SW down the pedestrian walkway to SW Chesapeake Avenue; then it turns NW along the middle of SW Chesapeake Avenue to SW Twombly Avenue, west along the middle of SW Twombly Avenue, and then turns north along the middle of SW Washouga Avenue. At the right of way located just south of 4242 SW Washouga Avenue, the boundary turns west and then northwest to encompass the properties on the both sides of SW Washouga Avenue; then north along the middle of SW Altadena Avenue. The boundary then turns west between 4017 and 4029 SW Altadena Avenue and extends through the block toward SW Martin's Lane, then turning southwest and west to encompass the properties fronting on Martin's Lane; then north along SW Dosch Road to SW Dosch Court; then west on SW Dosch Court until it intersects with SW Tunnelwood Street; then continuing west along SW Tunnelwood Street until the Portland city limits line; then north along the Portland city limits line to SW Patton Road; then west along SW Patton Road to the point of beginning at the intersection with SW Scholls Ferry Road. Where the Boundary is defined by a public right-of-way such as a street or road, the Boundary shall extend to the centerline of such public right-of-way. A map of the Boundary is set forth on Exhibit A and, by reference, incorporated into these Bylaws.

Section 2. Boundary Modification: Subject to the requirement that it obtain the written approval of any other affected neighborhood association, the Board of Directors may redefine the Boundary from time to time.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility. All residents, property owners and one representative from each business which holds a business license located within the SWHRL boundaries as defined by these bylaws, 18 years or older, are eligible to be a member of the association.

Section 2. Consent. An eligible person shall become a member of the association by providing written consent in accordance with the procedures established by the Association. Individuals may provide written consent by checking the appropriate box on a SWHRL meeting sign-in sheet.

Section 3. Dues or Fees. Dues or fees shall not be required.

Section 4. Voting. Each member shall be entitled to one vote. There shall be one class of members of this Association.

Section 5. Member Powers. Each member is eligible to vote for election of the Board of directors, bylaws amendments, and dissolution or merger of the SWHRL Neighborhood Association.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number and Composition of Board Members. The number of directors may vary between a minimum of five and a maximum of 12. It is desirable to have Directors from all parts of the Neighborhood.

Section 2. Eligibility for Board Service. Only members shall be qualified to hold an elected or appointed position on the Board.

Section 3. Terms of Office and Term Limits. Each Director shall hold office until the next annual meeting of members and/or until a successor shall have been elected by the Board.

Section 4. Removal. Any elected or appointed director may be removed, with or without cause, by a majority vote of the directors at a Board meeting called for that purpose, **or by a majority vote of the members at a membership meeting called by the Board for that purpose.**

Section 5. Board Vacancies: Board members and officers may resign their position by tendering a written notice to the president or any member of the Board. A vacancy on the Board of Directors shall occur upon receipt of the written resignation of a Director or the unexcused absence of a Director at three consecutive meetings of the Board of Directors. Vacancies on the Board shall be filled by a vote of the directors currently serving on the Board. A member appointed to fill a vacancy shall serve until the next general election.

Section 6. Compensation: Directors shall not receive any salaries for their services, but by resolution of the Board of Directors expenses may be reimbursed. Nothing contained herein shall be construed to preclude any Member who is not a Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 7. Powers and Duties of the Board.

- a. The Board shall be responsible for managing the affairs of the association, and for assuring that members are informed of business that affects them through reasonable means of notification.
- b. The Board must act in the best interest of the association but is not bound specifically to act according to the desire of the majority of Members attending a particular meeting.
- c. Elected and appointed directors have the same powers and responsibilities.

ARTICLE VI: OFFICERS

Section 1. Titles and Eligibility

- a. The officers of this association shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. Other officers may be appointed. The same person may hold any two or more offices, except the offices of President and Secretary.

- b. To be eligible to be an officer, an individual must be a member of the Board.

Section 2. Terms of Office. Officers shall serve one-year terms and may be re-elected without limitation on the number of terms s/he may serve.

Section 3: Vacancy.

- a. A vacancy in any office shall be filled by a vote of the Board not later than the first regular meeting of the Board following the vacancy or as soon as possible.
- b. The Board must delegate the duties of a vacant office to one or more directors until the position is filled.

Section 4: Removal. The Board of Directors may remove any Officer that it elected or appointed, by a majority vote of the directors at a Board meeting called for that purpose.

Section 5: Duties of Board Officers

- a. **President:** The president shall be the chief officer of the association and shall act as the chair of the Board. The president shall prepare the agenda for the Board and membership meetings, preside at Board and membership meetings, represent the position of the Board and the interests of the association; act as spokesperson for the association; and serve as the public contact for the association. **The president shall serve as a member of the Board of Directors of Southwest Neighborhoods, Inc. (SWNI), or designate an alternate, with board approval.**
- b. **Vice-President:** The vice-president shall perform the duties of the president in his/her absence and/or when requested.
- c. **Secretary:** The secretary shall record and maintain minutes of membership and Board meetings; assist the president with the correspondence of the association; maintain the non-financial files of the association; provide notice of all membership and Board meetings; authenticate the records of the corporation; maintain current and accurate Board and membership lists; and send approved minutes to the neighborhood district coalition.
- d. **Treasurer:** The treasurer shall have overall responsibility for all the association's funds. The treasurer shall maintain full and accurate accounts of all financial records and corporate documents of the corporation, and present financial reports as directed by the Board.

ARTICLE VII: COMMITTEES

Section 1. Establishment of Committees. The Board may establish and terminate standing and ad hoc committees as it deems necessary and desirable. Such committees shall be advisory to the Board. Upon the establishment of any committee, the Board shall identify the scope of the committee's authority and duties.

Section 2. Advisory committees. Members of the association are eligible to serve on these committees. The Board appoints the committee chair. The committee chair appoints the

committee members. Advisory committees are not required to comply with open meeting, notice, quorum, or public records requirements. Advisory committees may make recommendations to the Board, but cannot implement recommendations or projects without Board approval.

ARTICLE VIII: MEETINGS

Section 1. Membership Meetings.

- a. **Annual Membership Meetings:** The Annual Meeting of the Membership shall be held each year **in the spring** on a date set by the Board. The business of the annual meeting shall include a report from the Board on the state of the association, and the annual election of directors to the Board. Notice of the annual meeting to the public must be at least 7 days in advance.
- b. **General Membership Meetings:** Regular membership meetings will be held at least three times a year including the Annual Meeting, at a regular day and time set by the Board. The membership shall advise the Board of the current concerns and possible actions. Notice of regular membership meetings to members and to the public must be at least 7 days in advance.
- c. **Special Membership Meetings:** The Board may call a special meeting of membership. Notice of special membership meetings to members and to the public must be at least 7 days in advance.

Section 2. Board Meetings

- a. **Regular Board Meetings:** The Board shall meet at least 7 times a year to conduct the business of the association. Notice of regular meetings of the Board to the public must be at least 7 days in advance. Direct notice to the directors and individuals known to have an interest in topics on the meeting agenda must be provided at least one day in advance.
- b. **Special Board Meetings:** The President or any two Directors may call a special meeting of the Board when the timeliness of the regular meeting is insufficient to take action on particular issues. Notice of special meetings of the Board to the public must be at least 7 days in advance and must identify the topics of the agenda. Direct notice to the Board and individuals known to have an interest in the agenda topics must be provided at least one day in advance. The Board can discuss and make decisions at special meetings only on the topics in the agenda.
- c. **Emergency Board Meetings:** The president or a majority of the Board may call an emergency meeting of the Board when there is insufficient time to address timely business within the notice requirements of a regular or special meeting. Notice of an emergency meeting to all parties may not be less than 24 hours in advance. Direct notice to individuals known to have an interest in a particular agenda item must be provided.

Section 3. Quorum

- a. **Membership Meeting:** a quorum for a membership meeting constitutes attendance by **12** members. **[Was 15 members]**
- b. **Board of Directors Meeting:** A quorum for a Board meeting shall be a majority of the number of directors in office immediately before the meeting begins.

Section 4. Setting Meeting agendas.

- a. **Board Meetings:** Board meeting agendas shall be set by the president, **with input from the Board.** Any resident may request the President to include a subject for consideration at any meeting of the Board of Directors. Such request shall be in writing and received by SWHRL at least three (3) days before the notice of the meeting is required.
- b. **Membership meetings:** Membership meeting agendas shall be set by the president, **with input from the Board.** Any Resident may request the President to include a subject for consideration at any meeting of the membership. Such request shall be in writing and received by SWHRL at least three (3) days before the notice of the meeting is required.
- c. **Committee Meetings:** Committee meeting agendas are set by the committee chair.
- d. **Amending the Agenda:** Members of the body that is meeting can amend the agenda at the beginning of the meeting.

Section 5. Calling a Meeting

- a. **Board Meetings:** Regular Board meetings are established in the bylaws or set by the Board. A special Board meeting may be called by the president or by three (3) Board members.
- b. **Membership Meetings:** Regular membership meetings are established in the bylaws or by the Board. The President or Board may call a special membership meeting.
- c. **Committee meetings:** Committee meetings are scheduled by the committee chair.
- d. **Cancelling a Meeting:** Meetings can be cancelled by the same individual or body that called the meeting.

Section 6. Deliberation and Decision Making. Action is taken by a majority vote of those eligible to vote at a meeting. The procedures for deliberation and decisions making shall be established by the Board.

Article IX: ELECTIONS

Section 1. Annual Election. The members shall elect the directors at the annual election. The annual election will be held at the annual meeting, which will be held in the spring of each year. The Board or President will assign the following tasks to one or more individuals or committees:

- Confirm terms of office of current directors
- Determine number of open positions
- In cooperation with the Board, seek eligible candidates to run for open director positions
- If not already established, develop a process for the election, including who will preside over the annual election, and submit it to the Board for approval
- Establish a process to determine, at the election, who is eligible to vote
- Provide formal notice of the annual election. The notice should include:
 - the date, time and place
 - the number of open seats
 - the process by which a member can declare their interest in being a candidate for a Board position
 - who is eligible to vote

- the process by which individuals can become a member and be eligible to vote
- the process at the election by which members will be asked to prove their member status and eligibility to vote.
- Prepare ballots and any other materials needed for the election.

Section 2. Election of Officers. Board members shall meet after the election and by vote of the Board, elect the officers.

[Alternate wording: Officers shall be elected by vote of the Board either after the election at the Annual Meeting, or at the next Board meeting.]

Section 3. Voting eligibility. Current members are eligible to vote in the annual meeting.

Section 4. Nomination Process.

- a. Nomination Committee: The Board or president may create a nomination committee, which shall list the tasks for which the committee is responsible.
- b. Nomination from the Floor at the Annual Election: Time shall be provided at the annual meeting for members to nominate members from the floor to be added to the ballot. Nominations from the floor do not require a second. Individuals nominated from the floor must consent to be nominated.
- c. No Write-In Votes: Votes for individuals written in on ballots who have not been nominated through the designated nomination processes will not be counted.

Section 5. Voting Process

- a. Voting at the annual election shall be by secret paper ballot, unless a member makes a motion from the floor—subsequently approved by a vote of the members present—to dispense with paper ballots and instead to vote by a show of hands or by voice. If none of the open seats are contested, a member may make a motion from the floor to adopt the full slate of candidates by acclamation.
- b. In the event that a secret ballot vote is taken, the Secretary shall save the ballots for confirmation.
- c. Election of an individual requires a majority vote of the members voting in the annual election.
- d. Members must be present to vote. Proxy voting and voting by mail are prohibited. Candidates do not need to be present to be elected.

Article X: GRIEVANCE PROCESS

Section 1. Other forms of conflict resolution are encouraged. All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with directors and members, and/or formal mediation whenever possible.

Section 2. Eligibility to grieve. A person or group harmed as a result of a decision of this association may file a formal grievance if they believe the action taken by the association violated a provision of these bylaws, a formally-adopted policy of the association, or the ONI Standards.

Section 3. Filing a Grievance. Grievances must be submitted in writing (hard copy or via email) to the association president or secretary within 45 business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the association's bylaws or the ONI Standards which allegedly were violated, describe how the provision was violated and how the grievant has harmed by this action, and identify the remedy the grievant is seeking.

Section 4. Initial Review and Response. The Board or the Board's designee will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found not to meet the criteria, the Board or its designee will inform the grievant in writing (hard copy or via email) of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process continues.

Section 5. Grievance Committee. If the process continues, as per Section 4, the Board, or a committee designated by the Board, shall offer the grievant an opportunity to present information relevant to the grievance and shall gather other relevant information. The body carrying out the review will develop its findings and recommendations and submit them to the Board.

Section 6. Board action. The Board shall consider the findings and recommendations and render a decision on the grievance. The Board shall notify the grievant of the Board's decision in writing (either hard copy or via email) within 60 calendar days from the receipt of the grievance.

ARTICLE XI: INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by laws any person who is made, or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, volunteer, or agent of the corporation.

ARTICLE XII: CONFLICT OF INTEREST

To protect the integrity of the association's decision-making processes, Directors shall disclose to the Board any interest they have in a transaction or decision of the Board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates and other non-profit organizations with which they are affiliated. The director will not be present for or participate in any Board discussion of or vote on the transaction or decision.

ARTICLE XIII: NON-DISCRIMINATION

The 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: ONI STANDARDS

The association, in all its activities, shall comply with the requirements of the office of Neighborhood Involvement Standards for neighborhood associations.

ARTICLE XV: AMENDMENT OF BYLAWS

All amendments to these bylaws must be proposed in writing. Amendments may be proposed by the Board or by a petition signed by **15** members and presented to any Board officer.

The Board shall submit proposed amendments to the members for a reading at a general meeting. The Board shall schedule a vote on the adoption of the amendment(s) at a subsequent general meeting.

Section 1. Notice. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of 30 days before the general meeting at which the amendments will be voted on. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment(s).

Section 2. Adoption. Adoption and amendment of these bylaws shall require a **two-thirds (2/3)** vote by the members present at a general membership meeting.

Date adopted: Insert date on which the members or Board approved the bylaws amendment(s).

Signature: President and two officers

_____, SWHRL President

_____, SWHRL Secretary

_____, SWHRL Vice President (or Treasurer)

Previous Revisions: 2008