

# Markham Neighborhood Association Bylaws (revised 3\13\18)

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### ARTICLE I: NAME

The name of the organization shall be Markham Neighborhood Association (herein after referred to as MKNA).

### ARTICLE II: PURPOSE

The purposes for which the MKNA is organized are:

- a) To consider and act on issues that affect the livability and quality of the neighborhood;
- b) To provide an open process by which all members may involve themselves in the affairs of the neighborhood;
- c) To take positions in matters of civic interest, and promote those positions in communications;
- d) To inform residents of events or plans affecting the neighborhood;
- e) 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; and
- f) For such other purposes as are approved by the Board of Directors (Board) or membership.

### ARTICLE III: BOUNDARIES

The geographical boundaries of the MKNA shall be defined as:

That portion of the southwest section of the City of Portland commencing at the intersection of SW 35<sup>th</sup> Avenue and Taylors Ferry Road and the north exit ramp of Interstate 5 and then proceeding south on SW 35<sup>th</sup> to SW Maricara, thence east on SW Maricara, to SW 25<sup>th</sup> Avenue, thence north on SW 25<sup>th</sup> Avenue, to SW Lancaster Rd, thence northerly on SW Lancaster Rd to SW Taylors Ferry Road thence east on Taylors Ferry Road, thence easterly on Taylors Ferry Road to SW Spring Garden Street, thence west on SW Spring Garden Street to its intersection with Interstate 5, thence southwesterly along Interstate 5 to the point of origin, the intersection of SW 35<sup>th</sup> Avenue and Taylors Ferry Road (see map attached as Appendix A).

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## ARTICLE IV: MEMBERSHIP

**Section 1. Eligibility.** All residents, property owners, and individuals who hold a business license located within the boundaries as defined by these bylaws in Article III, who are 16 years of age or older, are eligible to be a member of the Association. Equal membership shall be open to all governmental agencies, business licensees, or nonprofit organizations with a principal place of business within the MKNA's geographical boundaries and to such agencies, licensees or organizations which conduct a substantial amount of their activities within the MKNA's geographical boundaries.

**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. General meeting sign-in sheets are considered to be a record of affirmed eligibility and consent to be a member of MKNA. An individual's term of membership will be 3 years from the date they become a member. Individuals are not limited in the number of times they may renew their membership.

**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. Official actions of the MKNA only can occur at board meetings, general meetings and meetings of committees with board authority.

**Section 5. Member Powers.** Each member of the MKNA is eligible to vote for election of board directors, bylaw amendments, and dissolution or merger. Each member shall be entitled to one vote at annual, special or general meeting of the MKNA. The member must be physically or electronically present and in attendance at a minimum of two of the past six meetings to be entitled to vote. Each agency, business licensee, or organization shall designate a person in attendance to cast its vote. Attendance is defined as having signed-in either in person or electronically.

## ARTICLE V: BOARD OF DIRECTORS

**Section 1. Number and Composition of Board Members.** The number of directors may vary between a minimum of three and a maximum of eleven. The eleven officer positions described in Article VI will serve as the Board of Directors.

The president will also appoint **Neighborhood Coalition Delegate**. The neighborhood coalition delegate shall represent the association at all meetings of the neighborhood coalition board. The delegate may be the president or the president may appoint an officer to serve as the delegate, with board approval. This designation may be reappointed by the president at any time within the president's term and follows the term cycle of the president.

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

**Section 3. Terms of Office and Term Limits.** Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for directors shall be two years. The board shall make provisions to stagger the terms of directors so that each year the terms of about one-half of the directors shall expire. Directors may serve no more than two consecutive terms. Individuals are eligible to serve in the same office again after being out of the office for one full term.

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**Section 4. Removal.** Any elected or appointed director may be removed, with or without cause, by a majority vote of directors at a board of directors meeting called by the board for that purpose. A director who has missed two consecutive board meetings may be removed from the board for non-attendance and will no longer be a member of the board.

**Section 5. Board Vacancies.** Vacancies on the board shall be filled by a vote of the directors currently serving on the board at the next general membership meeting. A member appointed to fill a vacancy shall serve until the next election.

**Section 6. Powers and Duties of the Board.** 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. 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. Elected and appointed directors have the same powers and responsibilities.

## **ARTICLE VI: OFFICERS**

**Section 1. Titles and Eligibility.** The officers of this association shall be president, vice president, secretary, and treasurer, community-at-large, past-president and standing committee chairs. To be eligible to be an officer, an individual must be a member. All officers will serve as the board of directors. The board will establish a yearly work plan that identifies priority issues and projects for the association.

**Section 2. Terms of Office and Term Limits.** Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for directors shall be two years. The board shall make provisions to stagger the terms of officers so that each year the terms of about one-half of the directors shall expire. An officer may serve on the board no more than two consecutive terms. Individuals are eligible to serve in the same office again after being out of the office for one full term. Terms will be staggered so that half of the officer positions will be elected on years ending in an odd number and half will be elected on years ending in even numbers. Officer position staggering will be like this:

a. **Officers to be elected in even years are:**

1. President
2. Secretary
3. Past President
4. Parks Committee Chair
5. Transportation Committee Chair
6. Equity and Inclusion Committee Chair

b. **Officers to be elected in odd years are:**

1. Vice President
2. Treasurer
3. Community-at-large
4. Land Use Committee Chair
5. Public Safety Committee Chair
6. Schools Committee Chair
7. Watershed Committee Chair

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**Section 3. Vacancy.** 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.

The board must delegate the duties of a vacant office to one or more directors until the position is filled.

## Section 4. 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 board and membership meetings, preside at all board and membership meetings; represent the position of the board and the interests of the association; act as spokesperson for the association; serve as the public contact for the association; and may serve as the neighborhood coalition delegate.
- b. **Vice President:** The **vice president** shall perform the duties of the **president** in his/her absence and 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 office.
- 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 of the corporation; and present financial reports as directed by the board.
- e. **Community-at-large:** The community-at-large officer shall provide perspective from the least represented geographical area of the neighborhood. The intent of this position is to ensure fair and equitable geographic representation throughout the neighborhood.
- f. **Past President:** The past president may provide advice and leadership to the board officers regarding past practices and other matters as needed.
- g. **Standing Committee Chairs:**
  - a. **Equity and Inclusion:** The Equity and Inclusion Chair shall represent MKNA as a delegate to SWNI's Equity and Inclusion committee and conduct activities to pursue the Equity and Inclusion objectives of the Action Plan.
  - b. **Land Use:** The Land Use Chair shall represent MKNA as a delegate to SWNI's Land Use Committee; review and respond to all Land Use notifications as appropriate; and conduct activities to pursue the Land Use objectives of the Action Plan.
  - c. **Parks:** The Parks Chair shall represent MKNA as a delegate to the SWNI's Parks Committee; act as liaison to Portland Parks & Recreation; and conduct activities to pursue the Parks objectives of the Action Plan.
  - d. **Public Safety:** The Public Safety Chair shall represent MKNA as a delegate to the SWNI's Public Safety committee; promote Public Safety; be an advocate for the Neighborhood Watch program; act as liaison with Markham NET (Neighborhood Emergency Team); and conduct activities to pursue the Public Safety objectives of the Action Plan.
  - e. **Transportation:** The Transportation Chair shall represent MKNA as a delegate to the SWNI's Transportation Committee; conduct activities to pursue the Transportation objectives of the Action Plan.
  - f. **Schools:** The Schools Chair shall represent MKNA as a delegate to the SWNI's Schools Committee; and conduct activities to pursue the school objectives of the Action Plan.

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- g. **Watershed:** The Watershed Chair shall represent MKNA as a delegate to SWNI's Watershed committee and conduct activities to pursue the Watershed objectives of the Action Plan.

## **ARTICLE VII: COMMITTEES**

**Section 1. Establishment of Committees.** The board or the President may establish standing and ad hoc committees as it deems necessary and desirable. Such committees may be advisory to the board or may exercise the authority of the board. Upon establishment of any committee, the board shall identify the scope of the committee's authority and duties and the number of members and appoint the committee's membership.

**Section 2. Advisory Committees.** The board may establish advisory committees as standing or ad hoc committees. Members of the association are eligible to serve on these committees. The board 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 Meeting:** The annual meeting of the membership shall be held during one of the summer months of each year 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. Notice to members must be provided at least 7 days in advance. [See "Article IX: Elections" for required content of notice for Annual Election.]
- b. **General Membership Meetings:** General membership meetings will be held at least ten times a year at a regular day and time set by the board. The membership shall advise the board of 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 the 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 four times a year on a day and time set by the board 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 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 on the agenda. Direct notice to the board and individuals known to have an interest in the agenda topic(s) must be provided at least one day in advance. The board only can discuss and make decisions at special meetings on the topics on the agenda.

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- 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 seven 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
- b. Membership Meetings: Membership meeting agendas shall be set by the president
- 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 board. The president or a majority of board members may call a special board meeting.
- 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 and/or the committee members.
- d. Cancelling a Meeting: Meetings can be cancelled by the same individual who 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 all deliberation, proposals, and decision making shall follow a simplified version of parliamentary procedure.

## 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 during one of the summer months. The **president**, may assign the following tasks to one or more individuals or committees:

- Confirm terms of office of current directors and officers
- Determine number of open director and officer positions
- In cooperation with the board, seek eligible candidates to run for open director and officer 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. Persons running for a contested position may not preside over the annual election.

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- Establish a process to determine, at the election, who is eligible to vote (e.g. formal membership roster, sign-in check box, presentation of formal documentation of eligibility to be a member).
- Provide formal notice of the annual election. The notice should include:
  - Date, time, place
  - Number and type of open seats
  - Process by which a Member can declare their interest in being a candidate for a board position.
  - Who is eligible to vote.
  - Process by which individuals can become a member and be eligible to vote
  - 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.** The members shall elect the officers at the annual election. Election of officers requires a majority vote of the membership present. Officers automatically become directors.

**Section 3. Voting Eligibility.** Current members are eligible to vote in the annual election.

## **Section 4. Nomination Process.**

- a. Nomination Committee: The president or majority of the board may create a nomination committee, which shall:
  - i. Manage the nomination process
  - ii. Prepare election ballots
  - iii. Manage the election
- 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 be in attendance and 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 process(es) will not be counted.

**Section 5. Voting Process.** 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 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.

Election of an individual requires a majority vote of the members voting in the annual election. 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.

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**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, to the association president and/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 was harmed by this action, and identify the remedy the grievant is seeking. A grievant must use the ONI grievance form (see form attached as Appendix B).

**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 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, within 60 calendar days from the receipt of the grievance. Remedies only may rectify the harm done and do not include punishment- such as the removal of board members and/or officers.

## **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 will 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 for-profit or nonprofit organizations with which they are affiliated. Directors will disclose, in writing, to the Board any potential conflict of interest or loyalty that they have in the transaction or decisions of the Board. 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.



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## 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 a minimum of five 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 amendment(s) 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. Any adopted amendment will take effect immediately after the adjournment of the meeting at which the adoption(s) was/were made.

### **Previous Revisions, Date of Adoption, and Signatures**

Date Adopted: 06/10/2015

Previous Revisions: 12/14/1992

As adopted by the association and verified by the following board members:

\_\_\_\_\_ Markham Neighborhood Association President

\_\_\_\_\_ Markham Neighborhood Association Secretary

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## Appendix A – Map of Markham Neighborhood Association

