

# **BYLAWS FOR THE OVERLOOK NEIGHBORHOOD ASSOCIATION (OKNA)**

Ratified on April 5, 1994

Modified in 1995

Additions on October 21, 1997

Updated Spring 1998

Changes to Article VIII Section 2 ratified in April 2005.

Changes to Article V Section 2 ratified in May and June 2005.

Amended September 16, 2014.

Updated August 15, 2017

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# ARTICLE I - PURPOSE:

## SECTION 1 - NAME

The Overlook Neighborhood Association, hereafter referred to as OKNA, is hereby organized as a non-profit, public benefit corporation in accordance with its Articles of Incorporation, heretofore adopted and filed.

## SECTION 2 - PURPOSE OF OKNA

The purposes for which OKNA is organized are:

- A) To provide a facility for education, research, and exchange of information for the residents and businesses of Overlook as they may relate to their total environment.
- B) To enhance the livability of the area by establishing and maintaining communication between our neighborhood, government agencies, and other groups and associations.
- C) To provide an open forum by which all residents, business licensees, landowners and non-profit organizations of the neighborhood may involve themselves in the affairs of the neighborhood and other governmental jurisdictions.
- D) To do and perform any activities related to said purposes, to have and enjoy all the powers granted, and engage in any lawful activity for which corporations may be organized under ORS Chapter 65.

## SECTION 3 - MEMBERSHIP:

- A) Membership in OKNA shall be open to ~~all~~ residents 18 years of age and older and business licensees, property owners and one designated representative of non-profit organizations within the boundaries of OKNA as defined in ARTICLE X of these bylaws.
- B) An “active member” is any person described above who has attended at least one (1) general, special, or board meeting annually in the past six (6) months (online or in-person), and has provided a contact address as defined above on the roster of

attendance. Membership shall automatically terminate for any person immediately upon loss of eligibility as defined above. All eligible members (as defined in A above) shall be deemed active members until March 1, 2021.

- C) The distinction is strictly for purposes of notification and voting eligibility, and to meet requirements for incorporation as a non-profit, tax exempt organization and is not meant to exclude any resident or other qualified person from participation. (See ARTICLE III, SECTION 18).

## **SECTION 4 - VOTING**

All active members shall have one vote each to be cast only while attending any regular or special general meeting or at a designated voting site within Overlook. No votes by proxy will be allowed. The only exception will be for an active member called out of the country on military service. In no case shall any one individual be entitled to more than one (1) vote.

## **ARTICLE II - DUES & FUNDING**

There shall be no charge for membership dues or fees. Voluntary contributions will be accepted. Fund-raising activities may be held for OKNA.

## **ARTICLE III - MEETINGS**

### **SECTION 1 - REGULAR GENERAL MEETINGS**

There shall be at least four Regular General Meetings yearly, one of which shall be convened in September as the Annual Meeting. Notification for the Regular General Meetings shall be made three days or more in advance by publication in print or by electronic communication ~~to all active members of OKNA.~~ A good and reasonable effort must be made to keep all residents of Overlook aware of Regular General Meeting dates and locations through published community activity schedules and direct notification.

## **SECTION 2 - SPECIAL GENERAL MEETINGS:**

Special General Meetings of the membership may be called by the Chair or a vote of the majority of the Board, as deemed necessary, and shall not be called unless a matter must be decided prior to the next regular general meeting. ~~may be called by the Chair, by majority vote of the Board or by petition of no fewer than 12 members of OKNA submitted to the Chair at least six days prior to the meeting date.~~ A minimum of three days' notice to all active members is required. Notification must include the purpose(s) of the meeting, and no business may be transacted other than that which was stated in the advance notice.

## **SECTION 3 - AGENDA:**

- A) Subject to the approval of the Board, the Chair shall prepare the agenda for Regular and Special General Meetings of the membership.
- B) Any member may submit an item in writing to the Board for consideration at least 14 days in advance of the Regular General Meeting. Any member may make a motion to add an item to the agenda at the start of the meeting. Adoption of that requires a second and majority vote of the active members present.
- C) For the sake of clarity, the Chair may require that a motion or agenda item be offered in writing and signed by the member submitting it.

## **SECTION 4 - QUORUM**

A quorum for any Regular or Special General Meeting of OKNA shall be the number of active members in attendance. Decisions of OKNA shall be made by a majority vote of those active members present at any meeting.

## **SECTION 5 - PARTICIPATION:**

- A) Any Regular or Special General, Board or Committee Meeting is open to any person, media and organization that wishes to be heard.
- B) Closed Sessions of the Board may be held when personally sensitive issues are to be discussed. [E.g.: Neighborhood Staff issues, personal issues of a Board Member, etc.] The media may be

admitted, but with the strict understanding that nothing from the meeting may be published.

## **SECTION 6 - PROCEDURES**

The OKNA shall follow Robert's Rules of Order (Revised) in all areas not covered by the bylaws. The Chair may relax the procedures in Robert's Rules of Order to allow a more comfortable meeting atmosphere. However, the Chair must adhere strictly to Robert's Rules of Order (Revised) with a simple majority vote of active members present.

## **ARTICLE IV - THE BOARD**

### **SECTION 1 - COMPOSITION OF THE BOARD:**

- A) ~~Fifteen~~Twelve Board members shall be elected annually or as many as there are candidates if fewer than ~~12~~5. New board members are always welcome.
- B) Following the election of the Board members at the annual meeting, the newly constituted Board shall select from its membership by majority vote Executive Officers: a Chairperson, Vice-Chairperson, Secretary and Treasurer. The remaining Board members will be considered Board members at large. An Executive Officer may be removed by a majority vote of the Board.
- C) By majority vote, the board may name chairpersons of standing and special committees to serve as Board members at large until the next election.
- D) Membership on the Board shall be no more than 25% non-residents of the Overlook Neighborhood (See ARTICLE X).
- E) Each Board Member shall hold office for a term of ~~two~~one~~years~~s for which he/she is elected or for the unexpired portion of a term in cases of appointment. A term expires when a board member's successor is elected or appointed to take office.

F) At the 2020 election, the top six (6) vote getters shall serve two-year terms; the remaining elected board members will serve one-year terms.

## **SECTION 2 - DUTIES OF THE BOARD MEMBERS:**

- A) Executive Officers: The Executive Officers of OKNA shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer.
1. **Chairperson:** The Chairperson shall prepare the agenda and preside at all Board, Regular and Special General Meetings and shall appoint chairpersons and members of committees, with majority approval of the Board.
  2. **Vice-Chairperson:** The Vice-Chairperson shall assist the Chairperson; shall function as the Chairperson in his/her absence or at the direction of the Chairperson.
  3. **Secretary:** The Secretary shall keep minutes and written record of majority and minority reports received at all meetings and submit copies of all minutes and reports to the Office of Neighborhood Involvement Community and Civic Life Involvement (ONI). He/she shall post meeting recordings and make them accessible from the OKNA website. He/she shall be responsible for all correspondence of OKNA and make it available for inspection for any proper purpose at any reasonable time.
  4. **Treasurer:** The Treasurer shall be held accountable for all funds and shall give an accounting at each General Meeting and each Board Meeting if requested. He/She shall receive, bank and disburse OKNA funds, maintaining an updated checking account register and other records as necessary. Each disbursement shall require the completion of a Check Requisition Form as provided by the Treasurer.
- B) Board Members At Large: Board Members At Large shall prepare for and attend OKNA Board and General meetings and fulfill other responsibilities as delegated by the Board.



- C) Committee Chairpersons: Committee Chairpersons shall submit written or oral reports regarding the work of their committees at each Board Meeting and oral reports at General Meetings as requested by the Chairperson.

### **SECTION 3 - DUTIES OF THE BOARD:**

- A) Management: The affairs of OKNA shall be managed by the Board in 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 recommendation on behalf of OKNA, and shall strictly comply with these bylaws. Any Board decision may be overridden by a two-thirds majority vote of the active membership at a Regular or Special General Meeting.
- B) Vacancies: The Board may fill any vacancy on the Board with a majority vote. A member appointed to fill a vacancy shall serve the remainder of the unexpired term until his/her successor is elected.
- C) Attendance: Board members who are absent from three consecutive Board meetings without good cause are subject to removal from the Board by a majority vote of the Board.
- D) Board Meetings:
  - 1. The Board shall meet at least once each month at regular intervals [e.g., every first Tuesday], and any other time the Chairperson may designate. The Chairperson, with majority approval of the Board, may cancel Board meetings from time to time. Board meetings shall be open to the public and the media. However, only the Board members may vote, and only those recognized by the Chairperson may speak.
  - 2. A quorum for Board meetings shall be one-third (1/3) the total number of voting members of the active Board. Decisions shall be made by majority vote of the Board.
  - 3. Board members shall have a minimum of two days' notice prior to any Special Board Meeting called by the Chairperson either by email or by telephone.

# ARTICLE V - COMMITTEES

## SECTION 1 - STANDING AND OTHER COMMITTEES:

The Board shall establish both standing and ad hoc committees, as it deems necessary. Committees shall make recommendations to the Board for Board actions. Committees shall not have the power to act on behalf of the organization without specific authorization from the Board. Each Committee Chairperson will be appointed by the OKNA Chairperson with approval of the Board. Committees can be chaired by either a member the Board or any interested member of OKNA. If committee meetings are held, a meeting notification shall be made three days or more in advance by publication in print or by electronic communication via OKNA channels.

## SECTION 2 - GRIEVANCE COMMITTEE

A Grievance Committee of three OKNA Members will be appointed annually by the Board. The committee shall consist of one board member and two OKNA Members who are not currently serving on the board. The committee's responsibility shall be to hear complaints of persons adversely affected by decisions of OKNA or the Board, and to make recommendations to the Board and OKNA for resolutions of the complaint.

## SECTION 3 - COALITION MEMBERSHIP

- A) The Chairperson, with majority approval of the board, shall designate one or more members of OKNA to represent OKNA- at any association, coalition, etc., that the Board or General Membership agrees to join and support. The Board may choose to withdraw OKNA membership from any such group at any time it deems necessary. Any OKNA member may move for reconsideration of that decision at the next Regular or Special General Meeting.
- B) Representatives shall report in writing or orally to the Board regularly and to the General Membership upon request any actions taken or pertinent discussions by the association, and they shall seek the guidance of the Board when acting on behalf of OKNA.

# ARTICLE VI - ELECTIONS:

## SECTION 1 - ELIGIBILITY:

Only persons eligible for OKNA membership shall be qualified to hold an elected or appointed position on the Board.

## SECTION 2 - BOARD MEMBERS:

- A) Elections of Board Members shall be held at the Annual General Meeting in September of each year. Election shall be by nomination at least ten (10) days prior to the Annual General Meeting by written notification to the Chairperson from the floor. Members may nominate themselves. Nominees will be listed on the OKNA website seven (7) days before the election.
1. If 4512 or fewer candidates are nominated, all shall become board members.
  2. If more than 4512 candidates are nominated, selection will be by vote of the active members present. Each active member may vote for up to 4512 candidates. The 4512 candidates with the highest vote total shall win the election. In the case of a tie for the last seat, selection will be by some suitable random method decided by the current Chairperson.
- B) Board Members shall be elected to serve for ~~one~~two-year terms. No Board Member may hold the same Executive Office for more than three consecutive terms. If no one else wishes to fill an executive office being vacated by someone after three or more consecutive years, the current office holder may retain the position for another year if the board approves by majority vote.

## SECTION 3 - IMPEACHMENT

Any holder of an elected or appointed position may be removed by a two-thirds (2/3) vote of the active membership at a Regular or Special General Meeting, but only after the grievance procedure has been completed.

## **ARTICLE VII CONFLICT OF INTEREST:**

### **SECTION 1 - DEFINITION**

A conflict of interest exists for a member or a board member whenever the member or the board member holds a personal financial interest that will be impacted by the action or inaction by OKNA on a proposal before the General Membership or Board. A personal financial interest includes an ownership interest in a business or land held as a business investment that will be impacted by the decision of OKNA.

(Example of personal financial interest include: Employment by OKNA; ownership of property the use or control of which is being considered by OKNA; plans to purchase property for the use or control of which is under discussion by OKNA; etc.)

### **SECTION 2 - DECLARING THE CONFLICT OF INTEREST**

When a Committee Member or Board Member determines that he/she has a conflict of interest relating to an item under discussion, he/she must inform the body (Committee or Board) hearing the proposal that the conflict of interest exists.

### **SECTION 3 - RECUSAL FROM VOTING**

Neither Committee Members nor Board Members shall vote on matters in which they have a conflict of interest.

## **ARTICLE VIII - GRIEVANCE PROCEDURE:**

### **SECTION 1 - ELIGIBILITY TO GRIEVE**

Any person or group adversely affected by a decision or policy of OKNA, or who is aware of an inappropriate action by the Board, a committee or a representative, may submit in writing a complaint to any member of the Grievance Committee or North Portland Neighborhood Services. The complaint must include a contact phone number or email address.

Members of this committee will be encouraged to become informed and skilled resource persons in the preparation for and resolution of grievances against a Board and/or any of the elected and appointed members.

## **SECTION 2 - RECEIPT OF COMPLAINT**

Within seven days of receipt of the complaint, the committee, with the help of the North Portland Neighborhood Services Office, shall contact the petitioner to arrange a mutually acceptable place, day and hour for a review of the complaint. The petitioner shall have 14 days from the date of initial contact by the committee to respond and mutually arrange said review. Initial contact shall be considered sufficient if a voicemail is left at the number provided or email sent to the address provided by petitioner. If the petitioner refuses review or fails to respond to the committee's request for review within the allotted 14 calendar days, the committee, by majority vote, shall have the option to terminate the grievance process immediately and without resolution. The committee will, in writing, within 30 days of the review, recommend a resolution of the grievance to the Board.

## **SECTION 3 - FINAL RESOLUTION**

The committee shall attempt to resolve the complaint and shall submit a report of their recommendations and/or action to the complainant, Board and general membership. If the committee, Board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of a majority of the active membership at a Regular or Special General Meeting.

## **SECTION 4 – APPEALS**

Only upon unsatisfactory resolution of a grievance with OKNA may the grievant appeal to North Portland Neighborhood Services. The grievant has 14 calendar days from the date the decision is rendered to appeal.

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

## **SECTION 1 - EXECUTION**

The Board shall be responsible for the execution of this article.

## **SECTION 2 - SUBMISSION OF PROPOSALS**

Any person or group, inside or outside the boundaries of OKNA and any City agency may propose in writing items for consideration or recommendations to the Board. The Board shall decide if the proposed items will appear on the agenda of Board, Standing or Special Committee, or Regular or Special General Meeting.

## **SECTION 3 - NOTIFICATION**

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

## **SECTION 4 - ATTENDANCE**

The proponent may attend this meeting to make a presentation within the limits set by the Chairperson and to answer questions concerning the proposal.

## **SECTION 5 - DISSEMINATION**

The Secretary shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties if requested.

# **ARTICLE X - BOUNDARIES:**

## **SECTION 1 - BOUNDARIES**

Starting at a point where the mid-line of the Willamette River intersects with the Fremont Bridge; then Northeast along the center line of the Fremont Bridge to a point where Greeley Avenue and Interstate Avenue intersect; then North

Northeast to a point where an imaginary line runs to the mid-line of Interstate 5; then North along the mid- line of Interstate 5 to a point intersecting with the mid-line of Ainsworth Street; then West along the mid-line of Ainsworth Street to an imaginary point intersecting with the base of the bluff at Mocks' Bottom; then following the base of the bluff in an arc and across the lagoon to a point intersecting with the mid-line of the Willamette River; and then South following the mid-line of the Willamette River to a point intersecting the mid-line of the Fremont Bridge.

## **SECTION 2 - MODIFICATIONS OF BOUNDARIES:**

For procedures, see Office of Neighborhood Involvement Standards for neighborhood associations.

## **ARTICLE XI - PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:**

OKNA shall abide by all Oregon statutes relative to public meetings and public records. Official action(s) taken by OKNA must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken. A summary of dissenting views should be included in the minutes.

## **ARTICLE XII - NON-DISCRIMINATION:**

OKNA shall not discriminate against individuals or groups on the basis of race, religion, color, gender identity, sexual orientation, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

## **ARTICLE XIII - ADOPTION AND AMENDMENT OF BYLAWS:**

All amendments to these bylaws must be proposed in writing and submitted at least seven days before voting on their adoption may proceed. Notice of proposal to amend the bylaws, specifying the date, time, and place for consideration, must be provided via the weekly digital update, website announcement in the Overlook Views newsletter at least seven days before voting. All proposed changes must be posted online and be available upon request at least seven days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the active members present at a General Meeting.