

**BYLAWS FOR**  
**THE OVERLOOK**  
**NEIGHBORHOOD ASSOCIATION**

**“OKNA”**

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**BYLAWS OF THE  
OVERLOOK NEIGHBORHOOD ASSOCIATION  
OK NA**

**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 citizens 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 neighborhoods, 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 applied in writing for membership. Applications shall be available at all General Meetings and through newsletters or other broadly distributed publications twice each year and at the North Portland Neighborhood Office. Membership shall automatically terminate for any person immediately upon loss of eligibility as defined above.

C) The distinction is strictly for purposes of notification, 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 2).

#### ***SECTION 4 VOTING***

All members shall have one vote each to be cast only while attending any regular or special general meeting. No votes by proxy will be allowed. The only exception will be for an active member called out of the country on military service.

### **ARTICLE II 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 MEETING**

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

There shall be at least four Regular General Membership Meetings yearly. The meetings shall be convened in the months of September, December, March, and June upon a date determined by the Board. The Annual Meeting shall be the September meeting. Notification for the Regular General Meetings shall be made seven days or more in advance, in writing or by telephone, 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. (See ARTICLE V, SECTION 1-H-1).

***SECTION 2 SPECIAL GENERAL MEETINGS:***

Special General Meetings of the membership may be called by the Chair or the Board or by petition of no fewer than twelve members of OKNA. A minimum of seven 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 advanced 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 prior to or at the Board Meeting preceding the General Meeting date. Any two Board Members or any four members of OKNA may add an item to the agenda of a Regular Board or Regular General Meeting at those respective meetings.
- C) For the sake of clarity, the Chair may require that a motion or agenda item be offered in writing and signed by those submitting it.

***SECTION 4 QUORUM***

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

***SECTION 5 PARTICIPATION:***

- A) Any Regular or Special General, Board or Committee Meeting is open to any person, the media and any that wish to be heard. Only members of OKNA are entitled to vote. All actions taken or recommendations of OKNA, including minority reports, shall be communicated to all affected parties by the Secretary.
- 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 at his/her discretion in order to allow a more comfortable meeting atmosphere. However, the Chair must adhere strictly to Robert's with a simple majority vote of members present.

## **ARTICLE IV THE BOARD**

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

A) The Board shall be composed of a Chairperson, Chair-Assist, a Secretary, Treasurer, Chairpersons of Standing and Special Committees, and one Representative at Large from each of the Sub-Neighborhoods. (See ARTICLE X, SECTION 3 BOUNDARIES.) Membership on the Board shall be no more than 25% non-residents.

B) Each Board Member shall hold office for a term of one or two years for which he/she is elected or appointment and until his/her successor shall have been elected or appointed to take office.

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

A) Chairperson (Elected annually.): The Chairperson shall prepare the agenda and preside at all Board, Regular and Special General Meetings; shall appoint chairpersons and members of committees not elected, with majority approval of the Board, except for members of the Grievance Committee.

B) Chair-Assist (Elected Annually.): The Chair-Assist shall assist the Chairperson; shall function as the Chairperson in his/her absence or at the direction of the Chair.

C) Secretary (Elected in odd years.): 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 Associations /Involvement (ONA/I) as required by the Guidelines. He/she shall be responsible for all correspondence of OKNA and make it available for inspection for any proper purpose at any reasonable time.

D) Treasurer (Elected in even years.): The Treasurer shall be held accountable for all funds and give an accounting at each Regular General Meeting and each Board Meeting, shall receive, bank, and disburse OKNA funds; maintaining an up- dated checking account register and other records

as necessary. Each disbursement shall require the completion of a Check Requisition Form (See Form Attached).

E) Committee Chairpersons: Chairpersons of Standing and Special Committees shall serve as regular voting members of the Board, attend all Board and General Meetings, 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.

F) Sub-Neighborhood Representatives: Each of the Sub- Neighborhoods may send one representative to serve as a voting Member of the Board. These Representatives may serve up to four consecutive, one-year terms of office beginning in September. They shall be in contact with Block-Watch Captains and others in their area in order to be able to communicate each Sub-Neighborhood's needs, concerns, and perspective to the OKNA and its Board. Sub-Neighborhood Representatives may be elected by vote or consensus of their neighbors, by a vote of Block-Watch Captains in a sub-neighborhood, or appointed by the Board.

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

A) Administration: The affairs of the OKNA shall be administered by the Board. Board authority is limited to administrative decisions or as described in the bylaws except when specifically charged by the General Membership. The Board is accountable to the General Membership, and any Board decision may be over-ridden by a two-thirds (2/3) majority at a Regular or Special General Meeting. The Board shall seek the views of the General Membership and those affected by any proposed policies or actions before submitting any recommendations of behalf of OKNA, and shall strictly comply with these bylaws and positions.

B) Vacancies: The Board may fill any vacancy on the Board or a Committee by majority vote of the Board in cases involving absences by a Board or Committee member or Committee chairperson from three consecutive meetings. A member or chairperson appointed to fill a vacancy shall serve the remainder of the unexpected term until his/her successor is elected or appointed. An appointment to the Board to complete another person's term shall not be counted as one of the appointee's terms of office.

C) 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. These meetings shall be open to the public and the media. However, only the Board members may vote, and only those recognized by the Chair 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.
  - 3) Board members shall have a minimum of two days' notice prior to any Special Board Meeting either in writing or by telephone. It shall be sufficient if a message is left on the Board member's answering machine or with another person.
- D) Emergency Powers: In such cases where the Board is required to respond to an issue before it can be considered by the general membership, the Board must indicate in its minutes, that this is the case and present the action taken at a Special or Regular General Meeting within thirty days of the date and action was taken.

## **ARTICLE V COMMITTEES**

### ***SECTION 1 STANDING COMMITTEES:***

- A) Standing Committees are established by the bylaws and their chairs elected by the General Membership (ARTICLE VI, SECTION 3). Standing Committees shall have no more than twelve members including the Chair, with the exception of the Grievance Committee. Membership on Standing Committees shall be no more than 25% non-residents. Board Members may attend any and all committee meetings. A Board Member's regular attendance to any one committee will not displace any of the twelve positions of a seated committee.
- B) Standing Committees may determine procedures for operation of the committee and make recommendations to the Board and the OKNA. No committee may establish a policy or make a decision, which is binding upon OKNA or its Board. Nor shall any committee speak for the OKNA or its Board without the clear written approval of the OKNA or the Board. All Standing committees are subject to the authority of the OKNA and/or its Board. If a committee or its chair should violate this principle, the Board may

with a majority vote, remove the chairperson and/or disband the committee, subject to the ratification of the General Membership.

C) Standing Committees shall include: Grievance Committee, Publicity Committee, Finance Committee, Land Use Committee, Business/Community Relations Committee, Public Safety Committee, Environmental Committee, and Membership Committee.

D) Standing Committee chairs shall serve for a maximum of two consecutive two-year terms.

E) Each Standing Committee shall be responsible to submit to the Board for approval a plan for the year, including specific goals and a budget.

F) Each Standing Committee shall submit a written or oral report at each Board Meeting regarding its actions taken and any pertinent conversations or developments, and an oral report upon request at General Meetings.

G) Grievance Committee (Elected Annually): The Grievance Committee shall consist of no less than three members who are elected by the General Membership at the Regular General Meetings in September. No member of this committee may serve 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.

H) Publicity Committee (Elected in even years.):

1) The Publicity Committee shall be responsible for notifying members of meetings, elections, events and other relevant matters of concern to the OKNA. The committee shall use all vehicles at hand (within budget constraints) including, but not limited to, a regular newsletter, The Oregonian, the St. Johns Review, Neighbors Between the Rivers, special mailings, leaflets and phone trees.

2) Membership shall include the Publicity Committee Chair and up to eleven additional regular members.

I) Finance Committee (Elected in odd years.):

1) The Finance Committee shall provide a process by which each Standing and Special Committee and the Board establishes a budget and a financial plan for the current year and a projection for the next year. This includes, but is not limited to, fund-raising efforts, grant applications, monitoring and guiding expenditures, and reporting regularly to the Board.

2) Membership shall include the Finance Committee Chair and up to eleven additional regular members.

J) Land Use Committee (Elected in even years.):

1) The Land Use Committee shall be responsible to study City, County and Metro land use proposals, zoning changes and any other developments that affect zoning, business and institutional development in and around Overlook. The committee shall report its findings to the Board and to the General Membership regularly, making recommendations when appropriate.

2) The membership shall include the Land Use Chair and up to eleven additional regular members.

K) Business/Community Relations Committee (Elected in odd years.):

1) The Business/Community Relations Committee shall maintain a relationship with the business community, in and around Overlook, including business organizations to promote the growth of businesses that enhance the quality of life in Overlook and surrounding neighborhoods.

2) Appropriate activities include but are not limited to: Monitoring liquor licensing procedures and providing testimony to support or deny the issuance of licenses; negotiating agreements between the OKNA and local business which promote neighborhood livability; working with business to beautify commercial areas; encouraging new businesses to move into the area which will promote livability; to attend business association meetings for mutual support and communication; and to recommend actions by OKNA on behalf of or in opposition to specific business developments or proposals.

3) Membership shall include the Business/Community Relations Committee Chair and up to eleven additional regular members.

L) Public Safety Committee (Elected in even years.):

1) The Public Safety Committee shall be responsible to work with Crime Prevention Staff, neighborhood police officers and block captains to encourage and support block watch groups and develop programs to promote public safety awareness.

2) Members of this committee shall regularly participate and report on Public Safety Action Committee (PSAC) meetings and attend the meetings of similar committees from neighboring Neighborhood Associations in order to promote cooperative efforts toward making North/Northeast Portland safer to live in.

3) Membership shall include the Public Safety Committee Chair and up to eleven additional regular members.

M) Environmental Committee (Elected in odd years.):

1) The Environmental Committee shall be responsible to study issues affecting air, water, and soil quality; levels of pollution; public health; wildlife; and green and open spaces. The Committee shall report its findings to the Board and to the General Membership regularly, making recommendations when appropriate.

2) Membership shall include the Environmental Committee Chair and up to eleven additional regular members.

N) Membership Committee (Elected in even years.):

1) The Membership Committee shall be responsible for conducting an ongoing effort to register new members and recruit new board members. The Committee shall report its efforts to the Board and to the General Membership regularly, making recommendations when appropriate.

2) Membership shall include the Membership Committee Chair and up to eleven additional regular members.

O) Additional Standing Committees may be established by amendment to these bylaws.

***SECTION 2 SPECIAL COMMITTEES:***

- A) Special Committees may be established by majority vote of the Board or by the Chairperson.
- B) Special Committee Chairs may be appointed by the Board Chairperson or elected by a majority of the Board. There shall be a maximum of twelve members to any Special Committee. Membership on Special Committees shall be no more than 25% non-residents.
- C) Special Committee Chairs are voting members of the Board, and should attend all Board Meetings.
- D) Special Committees will normally be established for a specific length of time or until its work is completed to the satisfaction of the Board. The perimeters of the Special Committees' work will normally be defined by the Board. Special Committees shall report in writing or orally to the Board and upon request, to the General Membership. Written reports may be in the form of minutes, unless otherwise required.
- E) Special Committees function at the pleasure of the Board or its Chairperson, and may be dismissed by the Board or Chair whenever deemed appropriate.

***SECTION 3 TASK FORCES/SUB-COMMITTEES:***

- A) Task forces may be formed by the Board for short-term projects [e.g., community-wide yard sale, tree planting, park cleanup, etc.] Task forces shall report their progress directly to the Board and to the General Membership when requested by the Chair.
- B) Sub-committees may be formed by Standing or Special Committees for specific short-term projects. Sub-committees shall report to their committee Chair. Sub-committee progress will be reported to the Board as part of regular committee reports.
- C) Neither Task Force nor Sub-committee Chairs have a seat on the Board.

***SECTION 4 COALITION MEMBERSHIP:***

- A) The Chair or his/her designee and one other member of OKNA to be appointed by the Board shall represent OKNA at any Neighborhood

Association which the Board or General Membership agrees to join and support. The Board may choose to withdraw OKNA membership from any such association, subject to ratification from the General Membership, at any time it deems necessary.

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 the OKNA.

## **ARTICLE VI ELECTIONS:**

### ***SECTION 1 ELIGIBILITY:***

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

### ***SECTION 2 BOARD MEMBERS:***

A) Board Membership elections shall be held in September of each year, as per ARTICLE IV. The election shall be by nomination from the floor and requires a majority vote of the members present. Sub-Neighborhood Representatives to the Board are exempt from this Section as per ARTICLE IV, SECTION 2-F.

B) Board Members shall be elected to serve for one or two year terms or until the appropriate September Regular General Meeting. No Board Member may hold the same office for more than two consecutive terms except for Sub-Neighborhood Representatives (See Article IV, Section 2, F.)

### ***SECTION 3 STANDING COMMITTEES:***

Standing Committees shall have Chairpersons elected at the September Regular General Meeting as per ARTICLE V. Candidates shall be nominated from the floor and elected by more than 50% of the votes cast.

The OKNA Chairperson shall then call for volunteers to fill committee memberships. When volunteers exceed positions, selection will be made by election by the General Membership. If there are insufficient volunteers, the Board will attempt to fill the vacancies by appointment.

#### ***SECTION 4 IMPEACHMENT***

Any holder of an elected or appointed position may be removed by a two-thirds (2/3) vote of 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 would 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 they have a conflict of interest relating to an item under discussion, they must inform the body (Committee or Board) hearing the proposal that the conflict of interest exists. Failure to do so may void the decision and process to that point. The Committee must consult the Board before proceeding. The Board must consult the General Membership before proceeding.

#### ***SECTION 3 ABSTENTION 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 the North Portland Neighborhood Office.

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. While serving on this committee, the person(s) are ineligible for board membership, or other committee membership should it directly relate to the grievance issue(s) being considered.

***SECTION 2 RECEIPT OF COMPLAINT***

Within seven (7) days of receipt of the complaint, the committee, with the help of the North Portland Neighborhood Office, shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint. The petitioner shall have seven (7) 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 message is left on the petitioner's answering machine or with another person at the petitioner's given telephone number. If the petitioner refuses review or fails to respond to the committee's request for review within the allotted seven (7) 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 thirty 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 can not reach agreement, final resolution of the complaint shall be by vote of a majority of the membership at a Regular or Special General Meeting.

**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 and/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 and answer questions concerning the proposal.

## ***SECTION 5 DISSEMINATION***

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

## **ARTICLE X BOUNDARIES:**

### ***SECTION 1 BOUNDARIES***

Starting at a point where the mid-line of the Willamette River intersects with the Fremont Bridge; the 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:***

A) The right of petition to be included within the boundaries of OKNA shall be guaranteed to residents of areas immediately adjacent to OKNA boundaries. A petition for inclusion shall contain signatures of at least a

majority of those who would qualify as members of OKNA in the area seeking to be included, and shall require a two-thirds (2/3) vote of the membership at a Regular or Special General Meeting.

B) The right to petition to secede from OKNA shall also be guaranteed to residents within OKNA boundaries in order to join with an adjoining Neighborhood Association or to form a new Neighborhood Association, but only after grievance procedures (See ARTICLE VII) have been followed and failed. A petition for withdrawal shall contain signatures of at least a majority of those who qualify as members of OKNA in the area seeking to withdraw. A statement from the Neighborhood Association which the petitioners which to join declaring that the petitioners will be admitted must be submitted with the petition. No vote of the General Membership or the Board shall be required.

***SECTION 3 SUB-NEIGHBORHOOD BOUNDARIES:***

A) Sub-Neighborhood Boundaries should reflect “natural neighborhood dividing lines.” [e.g., major streets, geographical divisions, parks, shopping or business areas, etc.]

B) Sub-Neighborhood Boundaries are as follows:

**Area I** - Start at the intersection of Interstate Avenue and Ainsworth: Interstate Avenue south to the Fremont Bridge; east to I-5; north along I-5 to Ainsworth; and then west to Interstate Avenue.

**Area II** - Start at the intersection of Ainsworth and Willamette Blvd.: Ainsworth east to Interstate Avenue; south to Killingsworth and then west to Greeley Avenue; south to Sumner and west to the Bluff; north following the edge of the bluff to Ainsworth.

**Area III** - Start at the intersection of Killingsworth and Interstate Avenue: Killingsworth going west to Greeley Avenue; go south along Greeley Avenue to Going; then east on Going to Interstate Avenue; north on Interstate Avenue back to Killingsworth.

**Area IV** - Start at the intersection of Going and Greeley Avenue: Greeley Avenue south to the Fremont Bridge; then east to Interstate Avenue; north on Interstate Avenue to Going, and west along Going to Greeley Avenue.

C) Areas shall have representation to the Board in proportion to their approximate population as follows:

- **Area I** (21%) 2 reps.
- **Area II** (26%) 2 reps.
- **Area III** (30%) 3 reps.
- **Area IV** (23%) 2 reps.

#### **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 transmitted along with any recommendation made by OKNA to the City.

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

OKNA 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, 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 to all Active Members at least seven days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a General Meeting.