

**BYLAWS of the
N.W.D.A., the Community Association of Northwest Portland, Inc.**

**ARTICLE I
INCEPTION**

Section 1. Purposes and Powers. The N.W.D.A., the community association of Northwest Portland, Inc., hereafter referred to as N.W.D.A., is hereby organized as a nonprofit corporation in accordance with its Articles of Incorporation heretofore adopted and filed. The object of this organization shall be:

- a. To provide a facility for education, research, and exchange of information for the citizens of Northwest Portland as they may relate to their total environment.
- b. To assist in furthering activities and projects which will raise the level of the total Northwest Portland environment and livability to that desired by its citizens.
- c. To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted and engage in any lawful activity for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986 (or their corresponding future statutes).

Section 2. Prohibited Activities. Notwithstanding any statement of purposes or powers aforesaid, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

Section 3. Boundaries of the Northwest District. The Northwest District is that portion of the northwest section of the City of Portland, Oregon, bounded on the south by West Burnside Street, on the east by the I-405 Freeway, on the north by N.W. Front Avenue, N.W. Nicolai Street and St. Helens Road and on the west by the easterly boundaries of Forest and Macleay Parks and a line running 600 feet west and parallel to Cornell and Westover Roads.

Section 4. Registered Office. The registered office of the corporation shall be located within the boundaries of the Northwest District.

ARTICLE II

MEMBERSHIP

Section 1. Eligibility. The following are eligible to become members of this organization:

- a. Any person 18 years of age or older currently residing within the boundaries of the N.W.D.A. who has been in residence for a period of a least thirty (30) consecutive days immediately prior to making application for membership.
- b. Any person or organization owning real property within the boundaries of the N.W.D.A. for a period of at least thirty (30) consecutive days immediately prior to making application for membership.
- c. Any business licensee or private nonprofit organization located within the boundaries of the N.W.D.A. for a period of thirty (30) consecutive days immediately prior to making application for membership.

Section 2. Application for Membership. Any person or entity desiring to become a member of the N.W.D.A. shall make application in writing. Any person or entity which has made such application and meets the requirements of Article II, Section 1, shall be admitted to membership. If an applicant is found not to meet the requirements of Article II, Section 1, notice of such failure shall be given by the N.W.D.A. in writing to the applicant within thirty (30) days of application.

Section 3. Termination of Membership. Membership shall terminate automatically for any member immediately upon loss of eligibility as defined in Article II, Section 1.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The N.W.D.A. shall hold an annual meeting of members in the month of May on a day selected by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called by a majority vote of the Board of Directors or by the President or by written petition of fifteen members.

Section 3. Notice of Meetings.

- a. Notice of the annual meeting shall be published at least twice during the 60 days preceding the meeting in a newspaper of general circulation in the district. The first notice shall contain instructions for declaration of candidacy for any elections to be held at the annual meeting. The second notice shall contain instructions for application for membership and a list of all declared candidates for all offices at any election to be held at the annual meeting. One of the two notices must appear at least 30 days prior to the annual meeting.
- b. Special meetings require only such notice as required by applicable governing law and must also indicate the purpose of the meeting.

Section 4. Quorum.

- a. Thirty (30) members present in person (not by proxy) at an annual meeting of members constitutes a quorum at the meeting.
- b. Twenty (20) members present in person (not by proxy) at any special meeting of members constitutes a quorum at the meeting.

Section 5. Place of Meetings. All meetings of members shall be held within the boundaries of the Northwest District.

Section 6. Voting. Each member of N.W.D.A. who has made application for membership no later than noon on the business day preceding the election shall be entitled to one vote. Voting, except for officers or directors, may be either viva-voce or by written ballot. At the time application is made for membership in the N.W.D.A., a business licensee or nonprofit organization shall designate the name of the person who shall exercise the voting right of said licensee or organization. The designation of that person may be changed by giving written notice to the Secretary of the corporation or the staff at the N.W.D.A. office no later than noon on the business day preceding an election. No person may represent more than one licensee or organization. Proxy voting is prohibited.

Section 7. Special Provision for Voting in Annual Elections. Members qualified to vote under Section 6 may cast their election ballot at the annual meeting or in the N.W.D.A. offices during business hours, prior to 4 PM, on the day of the annual meeting.

Section 8. Order of Business.

- a. The order of business for an annual meeting shall include elections for officer and board positions and such other business as designated by the Membership or the Board of Directors and permissible under these bylaws .
- b. The business of a special meeting shall be limited to business as announced in the notice.

Section 9. Parliamentary Authority. The current edition of Roberts Rules of Order, Revised, shall be the authority for the conduct of any meeting.

ARTICLE IV

ELECTIONS

Section 1. Procedure. The election of directors and officers shall be conducted according to these Bylaws and the Oregon Nonprofit Corporation Act.

Section 2. Committee. A committee shall be appointed by the Board of Directors at a regular meeting prior to the election to supervise all aspects of the nominations and the election.

Section 3. Membership. The committee shall be composed of a minimum of three and a maximum of seven members of the N.W.D.A. who have not served on the current N.W.D.A. Board nor have declared themselves to be candidates for any office of the N.W.D.A. in the election.

Section 4. Declaration for Candidacy.

- a. All candidates for any election at an annual meeting must declare their candidacy in writing to the Secretary of the corporation or to the staff at the N.W.D.A. offices by a date which will be set by the Board of Directors in accordance with the notice provisions of Article III, Section 3. In no event shall the deadline for declaration be less than seven (7) days after the first election notice.
- b. The Board of Directors may designate a form to be used for candidates declaring for office in order to provide information about potential conflicts of interests or other information that may be relevant to voters.
- c. A candidate declaring for office must be a member of N.W.D.A. at the time of their declaration.
- d. No candidate may declare for more than one position in an election.

Section 5. Ballots. All elections shall be by written ballot. Ballots shall contain all candidates properly declared under Section 4 and one write-in line for each open position. Members voting in an election must sign both the voter role and their ballot. A numbering system must match each ballot to the corresponding voter on the voter role.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Duties. The affairs of the association shall be managed by its Board of Directors.

Section 2. Number and Eligibility. The Board of Directors shall consist of the directors-at-large, the immediate past President and the current officers. There shall be a minimum of three (3) and a maximum of eleven (11) directors-at-large. Only members of the association are eligible to be directors.

Section 3. Terms. Directors-at-large shall be elected at the annual meeting and shall hold office for a term of two years and three months or until their successors have been elected and are eligible to vote. The Board shall provide for staggered terms so that approximately one-half (1/2) of the directors' terms expire each year. During the first three (3) months of a director's term, the director-elect shall serve as a non-voting member of the board. No director may serve more than three (3) full consecutive terms.

Section 4. Chair. The President of the N.W.D.A. shall also act as Chair of the Board of Directors.

Section 5. Vacancies. If a vacancy in any director-at-large position occurs, such vacancy may be filled by the Board of Directors. The term of a director appointed to fill a vacancy expires at the end of the unexpired term which such director is filling.

Section 6. Board Meetings. The Board of Directors shall meet in open session ten (10) times annually but may meet more often at times set by the chair or if requested by at least one half (1/2) of the Directors.

Section 7. Quorum and Voting. A quorum consists of a majority of the number of Directors in office immediately before the meeting begins (including Officers and past-President).

Section 8. Committee Service. Each Director must serve on one standing or ad hoc committee.

Section 9. Conflict of Interest. A Director must disclose any conflict of interest before voting on a matter.

Section 10. Outside Representation. The method of selecting representatives of the N.W.D.A. to other boards, commissions, task forces, or similar bodies shall be at the discretion of the Board of Directors.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the N.W.D.A. shall be a President, Vice President, Second Vice President, Secretary and Treasurer. Only members of the association are eligible to be officers.

Section 2. Election and Terms. The officers of the N.W.D.A. shall be elected by the membership at the annual meeting for a term of one year and three months or until their successors have been elected and are eligible to vote. During the first three (3) months of an officer's initial term, the officer shall be designated officer-elect and shall act only in an advisory capacity unless the prior officer resigns during that initial term. No person may serve as an officer for more than four (4) full consecutive terms.

Section 3. Vacancies. If a vacancy occurs in any office it shall be filled by the Board of Directors. The term of an officer appointed to fill a vacancy expires at the end of the unexpired term which such officer is filling.

Section 4. President. The primary roles of the President will be to facilitate communications including calling and chairing meetings and providing leadership in developing and implementing programs. The President shall be the chief executive officer of the N.W.D.A. and shall have the general supervision and control of the business of the N.W.D.A. subject to limitations prescribed in these bylaws or by the Board of Directors. The President shall be an ex officio non-voting member of all committees.

Section 5. Vice President. The Vice President shall preside at meetings in the absence of the President and shall discharge such other presidential duties as may be delegated by the President or the Board of Directors.

Section 6. Second Vice President. The Second Vice President shall preside at meetings in the absence of the President and Vice President and shall discharge such other Presidential duties as may be prescribed by the President or the Board of Directors.

Section 7. Secretary. The Secretary shall keep or cause to be kept, minutes of the proceedings of all meetings and an up to-date roster of the N.W.D.A. members. He/she shall supervise all communications of the N.W.D.A. and have such other duties as may be prescribed by the Board of Directors.

Section 8. Treasurer. The Treasurer shall keep or maintain, or cause to be kept or maintained, accurate and correct accounts of the business transactions of the N.W.D.A., including accounts of its assets, liabilities, receipts, disbursements, gains and losses, shall present an audit to the annual meeting, shall give bond if required by the Board of Directors, and shall have such other duties as may be prescribed by the Board of Directors.

ARTICLE VII

RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 1. Resignation.

- a. An officer or director may resign at any time by delivery of written notice to the Board of Directors, the President or the Secretary and will be effective upon receipt. Once delivered, a notice of resignation is irrevocable.
- b. Absence of an officer or director from three (3) consecutive board meetings without prior notification shall be considered de facto resignation.

Section 2. Removal.

- a. An officer or director may be removed by the members of the association only at a meeting called for the purpose of removing the officer or director and the meeting notice must state that the purpose, or one or more purposes of the meeting, is removal of the officer or director.
- b. A director or officer may be removed only by a two thirds (2/3s) affirmative vote of the number of votes eligible to be cast.

ARTICLE VIII

COMPENSATION OF OFFICERS AND DIRECTORS

Section 1. Financial Compensation. Officers, Directors and appointed Committee Members are volunteers and shall not receive any salaries for their services but may be reimbursed for related expenses which have Board approval.

ARTICLE IX

COMMITTEES

Section 1. Standing Committees. The following shall be the standing committees:

- a. The Communications Committee. For the purposes of communicating to the community, as well as other interested parties, the public aims, goals and actions of the N.W.D.A. It shall encourage increased membership in the N.W.D.A. and strive to make the Northwest District a well-informed and well-served community.
- b. The Transportation Committee. For the purposes of evaluating and planning for the transportation needs of the Northwest District.

- c. The Parks and Recreation Committee. For the purposes of evaluating and planning for the recreational needs of the Northwest District and overseeing the use of I-405 funds for this purpose.
- d. The Health and Environment Committee. For the purposes of evaluating health and environmental issues that affect the Northwest District and coordinating community input to plan and improve the over all quality of health and environment for Northwest District residents and businesses.
- e. The Housing Development Committee. For the purposes of evaluating and addressing the diverse housing availability and affordability needs of the Northwest District.
- f. The Public Safety Committee. For the purposes of evaluating and planning public safety issues that affect the Northwest District and coordinating related public safety programs.
- g. Other Committees. There may be such other standing and ad hoc committees and sub-committees as may be designated from time to time by the Board of Directors.

Section 2. Organization of Standing Committees. Each standing committee under Section 1 shall conduct its business according to the following rules:

- a. Each committee shall be composed of a minimum of three (3) and a maximum of fifteen (15) voting members. Committee members shall be appointed by the Board of Directors with at least one member of the Board on each committee. Nominations for the committee membership shall be made by the existing committee, by the Board of Directors or by the President. Each voting committee member must at all times be eligible for membership under Article II. Committee members may be removed by the Board of Directors.
- b. Each committee shall present a current list of its full membership at the first meeting of the Board of Directors in the month of October of each year.
- c. Each committee shall conduct its business in public.
- d. Each committee shall elect its own chair.
- e. The Chair shall cause all committee reports to be presented to the Board. A minority report may also be presented.
- f. The time, date and place of each committee meeting shall be available in advance of the meeting at the N.W.D.A. office. Minutes shall be taken at each meeting and, in a timely manner, printed copies shall be placed on file in the N.W.D.A. office and circulated at a Board meeting.
- g. With the exception of the Executive Committee for Planning, no committee or committee member shall undertake any plan of action, implement any program, or represent or take a position on behalf of the N.W.D.A. without prior approval of the Board of Directors.

- h. The President, in consultation with the Executive Committee of the Board, shall have the authority to halt temporarily the actions of a committee or committee member which he/she judges to be outside the authority granted by the Board; the matter will then be referred to the full Board at its next meeting.

Section 3. Executive Committee for Planning. There shall be an Executive Committee for Planning for the purpose of rendering decisions on behalf of the Board of Directors concerning all land use issues affecting the Northwest District.

- a. The Executive Committee for Planning shall conduct its business according to the rules set out in Article IX, Section 2, subparagraphs a through f.
- b. Prospective members shall serve a minimum three month apprenticeship before appointment as a voting member of the committee.
- c. Any decision of the Executive Committee for Planning may be reviewed by the Board of Directors upon a majority vote of the Directors. The Board of Directors may approve, reverse, reverse in part, or remand a decision back to the Executive Committee for Planning.
- d. Any decision of the Executive Committee for Planning may be appealed to the Board of Directors for rehearing by any interested person or entity whose rights have been affected by a decision.
- e. The Executive Committee for Planning shall report all its decisions to the Board of Directors.

Section 4. The Executive Committee of the Board of Directors.

- a. There shall be an Executive Committee of the Board of Directors for the purposes of managing the affairs of the Board of Directors on all issues between board meetings. The Executive Committee of the Board of Directors shall be composed of the President, Vice President, Second Vice President, Secretary, and Treasurer. The President will facilitate communications, including calling and ensuring meetings of the Executive Committee of the Board of Directors.
- b. The Executive Committee of the Board of Directors will report all actions and deliberations to the Board of Directors at the following meeting

ARTICLE X

EMPLOYEES

Section 1. Authority to Employ. The Board of Directors shall have the authority to employ and supervise such persons as may be necessary to further the aims of the N.W.D.A. The Board of Directors shall determine the salary and benefits of said employees.

ARTICLE XI

FINANCES

Section 1. Deposits. Funds of the N.W.D.A. shall be deposited by the Treasurer as directed by the Board of Directors.

Section 2. Drafts or Other Orders for the Payment of Money. Checks, drafts, or other orders for the payment of money or other obligations incurred may be signed by the Treasurer or by such other persons as may be authorized by the Board of Directors.

Section 3. Contracts. Contracts and agreements requiring the expenditures of N.W.D.A. funds shall be approved by the Board of Directors. The Board of Directors shall not have the authority to buy, sell or encumber real property unless specifically authorized by the membership. An annual budget shall be prepared and adopted by the Board of Directors.

Section 4. Approved Expenses. The disbursement of actual expenses by officers, directors and other volunteers shall be approved by the Board.

ARTICLE XII

LIABILITY

Section 1. Limitation. The personal liability of each member of the Board of Directors and each uncompensated officer of the corporation or its members, for monetary or other damages, for conduct as a director, officer or member shall be eliminated to the full extent permitted by law.

ARTICLE XIII

AMENDMENTS

Section 1. Notice. Prior to the amendment of the Bylaws at any annual or special meeting there shall be included in the written notice of said meeting sufficient information to advise the membership of the subject of the amendment to be considered and the full text of the amendment shall be available at the N.W.D.A. office at least seven (7) days prior to the meeting.

Section 2. Voting. At such meeting the Bylaws may be amended or repealed and new bylaws adopted upon the two-thirds (2/3s) affirmative vote of the number of votes eligible to be cast.

ARTICLE XIV

GRIEVANCE PROCEDURE

Section 1. Filing. Any major grievance or complaint against the Northwest District Association must be filed in writing and delivered to the registered office of the corporation.

Section 2. Procedure. The Executive Committee of the Board of Directors shall review any grievance or complaint filed against the N.W.D.A. and make a recommendation to the full Board at its next regularly scheduled meeting. If the Board of Directors

concurs that the grievance or complaint is a major grievance or complaint, the President will call a special meeting of the Board of Directors to resolve the grievance. A person or persons filing the grievance or complaint must be given at least fourteen (14) days written notice of the time and place of the meeting.

Section 3. Resolution. The person or persons filing the grievance or complaint may present witnesses and any other information to the Board of Directors. Any member of the Board of Directors may present additional witnesses or information. Any person or persons filing the grievance or complaint and any member of the Board of Directors may ask a reasonable number of questions of each witness. The President of the Board of Directors shall, at his/her discretion, limit testimony and presentation of information to eliminate repetition or presentation of irrelevant information. After allowing all interested persons the opportunity to be heard, the Board shall vote. Each member shall announce publicly his or her vote and the secretary shall record the result. Except as stated above, the current edition of Roberts Rules of Order, Revised, shall be the authority for conducting the hearing. A decision by the majority of the Board of Directors will be final.

Section 4. Mediation. Prior to any legal action on any major grievance or complaint against the Neighborhood Association, the parties shall be encouraged to request assistance from the Neighborhood Mediation Center.

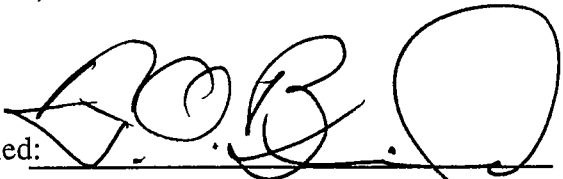
ARTICLE XV

LIQUIDATION OF THE CORPORATION

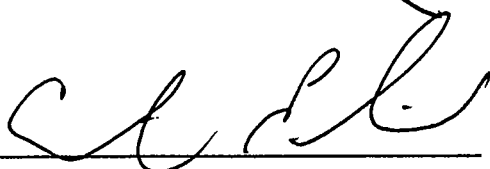
Section 1. Dissolution. Dissolution of the corporation may be authorized by a two-thirds (2/3) affirmative vote of the ballots returned in a mail election to all members of the association. Such mail election must be authorized by a two-thirds (2/3s) affirmative vote of the number of votes eligible to be cast at an annual or special meeting. Notice of the annual or special meeting must state that one of the purposes of the meeting is to consider dissolution of the corporation and must include a copy or summary of the plan of dissolution.

Section 2. Distribution of Assets. The provisions for the distribution of assets on dissolution or final liquidation are set forth in Article VI of the Articles of Incorporation filed May 22, 1972.

It is hereby certified that the above and foregoing Bylaws of the N.W.D.A., the community association of Northwest Portland, Inc., were duly adopted by the Board of Directors on April 6, 1998.

Signed: , President

Date: 8/21/98

Signed: , Secretary

Date: 8/18/98