

HILLENDALE
Neighborhood Association
By-laws

Article 1. Name and Purpose

Section 1. The name of this Association shall be the **Hillendale Neighborhood Association (HNA.)**

Section 2. The purpose of the **Hillendale Neighborhood Association** will be exclusively social and civic; to promote, coordinate and implement all aspects of community planning through neighborhood participation and advice to the City Commission, the Planning Commission and other planning and advisory bodies; to provide a vehicle for maximum citizen participation in promoting the livability and environment of the neighborhood; to participate together in their mutual interest and to promote and coordinate communication among its members and between neighborhood and City government, all of which is not for profit.

This association shall be nonpartisan and will assist in the dissemination of information on all matters affecting the growth and development of the above described neighborhood.

Section 3. The HNA shall comply with all applicable Federal, State, and local laws and regulations.

Article II. Boundaries and Membership

Section 1. The area served by the association shall include the following boundaries: Beginning at the corner of Warner Milne Road on the west side of Molalla Avenue heading South toward Clairmont Way. Turn right at Clairmont Way and follow all the way to Leland Road (including Eastborne Drive, Autumn Lane and Whitney Lane.) From the eastside of Leland Road and Clairmont Way proceed North to Warner Milne Rd., turn right and follow along the south side of Warner Milne Road, from Leland Road to Molalla Avenue. (See attached map.)

Section 2. All persons of voting age who reside, own property, or operate a business, or any others who show cause for interest in the area describe above in Article II, Section I, shall be eligible for membership.

Article II. Boundaries and Membership (Cont.)

Section 3. There will be no dues or other requirements imposed which would in any way prevent any person who meets the description above in Article II. Section 2. from becoming or remaining a member of this neighborhood association. Contributions, contracts, grants or subscriptions to the neighborhood newsletter may be used as sources of association income.

Section 4. The privileges and responsibilities of membership are:

- a.) To participate in a civil mature manner related to all business conducted by the association.
- b.) To attend meetings and to speak from the floor on any issue which is being considered by the association.
- c.) To vote on motions placed before the general membership at regular or special meetings, including participation in the election of officers and to run for any office of the association.

Section 5. Any and all organized efforts to raise funds for the Association shall be approved by the Steering Committee and ratified by the General Membership.

Article III. Accountability and Grievances

Section 1. The association shall be accountable to the people of the neighborhood, defined by the above boundaries in Article II, Section 1. The association shall provide notification to the neighborhood of meetings, elections, action taken on issues, and other pertinent events as specified in these by-laws.

Section 2. The association and its' elected officers shall be responsible for seeking the views of the residents affected by proposed policies or actions before adopting any recommendations, through a regular and orderly process.

Section 3. Dissenting views on any issue considered by the neighborhood association shall, upon written request by any member, be transmitted along with any recommendations submitted for governmental review. Resolution of any grievances concerning the activities, policies or recommendations of the association shall be determined by majority vote of the members present at the association's meeting during which the grievance is scheduled for resolution. Both dissenting views and grievances shall be noted in the minutes.

Section 4. The names, addresses and telephone numbers of the chief officers shall be filed with the appropriate governmental agencies responsible for notifying neighborhood associations of matters which affect them, and the association shall undertake to keep this listing correct.

Article IV. Steering Committee and Quorum

- Section 1. There shall be a steering committee composed of the four elected officers currently serving, the immediate past chairman of the Association, and a minimum of six (6) and maximum of twelve (12) members elected at large. During the first year, the steering committee shall be comprised of a minimum of 5 members. This number of members shall be reviewed at the first annual meeting.
- Section 2. Members-at-large shall be elected by the membership at the annual meeting of the association.
- Section 3. Any member of the Steering Committee who misses three (3) consecutive meetings without valid excuse shall be deemed to have vacated his/her position. Any member who misses five (5) consecutive meetings even though with valid excuse, will be contacted to determine his/her continuing interest.
- Section 4. When a vacancy occurs, the Steering Committee may make a temporary appointment to serve until the next general election.
- Section 5. The duties of the Steering Committee shall be:
- a.) To coordinate all activities of the association by acting as its spokesperson through review, discussion and by referring issues for a vote by the membership. Members of the Steering Committee shall make regular reports to the membership at general meetings, concerning all of the Steering Committee activities.
 - b.) To investigate thoroughly and keep the membership informed about issues of concern to the association and neighborhood.
 - c.) To facilitate the above purposes, each member-at-large of the Steering Committee may act as chairperson for one or more of the following standing committees:
 - 1. Transportation, Automobile, Bicycle and Traffic Committee;
 - 2. Ballot measures and election issues - (candidate fair or forum: represents all sides of issues.)
 - 3. Comprehensive Planning and Land Use;
 - 4. Crime Prevention/Safety (Neighborhood Watch and Street Lighting);
 - 5. Energy Conservation and Resource Efficiency;
 - 6. Neighborhood History Committee;

Article IV., Section 5., c. (Continued)

7. Housing and Care Facilities;
8. Membership Activities;
9. Newsletter Committee;
10. Pedestrian and Handicapped Barriers;
11. Parks, Landscape (trees) Committee;
12. Social Organizations (churches, schools, etc.); and
13. Speakers and Discussion Agenda.

d. Changes in either title and/or activities of standing committees may occur by a quorum vote of the Steering Committee.

Section 6. Seven (7) members present at any regularly scheduled meeting of the Steering Committee shall constitute a quorum. During the first year, five members will constitute a quorum; decisions shall be made by a majority vote.

Article V. Officers

Section 1. Officers shall be elected at the annual meeting for terms of one year and shall perform the following duties:

- a.) CHAIRMAN - Presides at all general meetings of the membership and meetings of the Steering Committee; prepare the agenda for general membership and special meetings, shall be an ex officio member of all committees except the Nominating Committee; performs such other duties as shall be delegated by the Steering Committee. The Chairman shall appoint all committees (except the nominating committee) and select each committee chairman. The Chairman shall also be an authorized signator in the absence of the Treasurer.
- b.) VICE-PRESIDENT - Performs the duties of the Chairman in his or her absence; coordinates the publication of the Association's Newsletter and performs other duties as shall be delegated by the Steering Committee.
- c.) SECRETARY - Records minutes of all general meetings and meetings of the Steering Committee, provides copies of the minutes to each member at the general meeting or in the association's newsletter. Keeps records of attendance at all general meetings and Steering Committee meetings. Handles all association related correspondence on behalf of members of the Steering Committee and its standing committees. Maintains accurate and up-to-date files of all correspondence and minutes and stores them the Secretary's home address.

Article V. Officers (Cont.)

- d.) TREASURER - Prepare and present an annual operations budget for approval by the membership at annual meeting. Accounts for the receipt of contributions and other sources of funding. Disburses approved expenditures. Authorizes payment of bills within the limits of the approved budget as directed by the Steering Committee. Makes available an up to date financial statement at all steering committee and membership meetings.

Article VI. Committees

- Section 1. Committees shall have such duties as their names indicate, as included in their statement of organization and purpose, and as may be assigned to them by the Chairman of the Association.
- Section 2. Additional standing committees and/or special committees may be created by the Steering Committee, or by vote of the membership, as needed to expedite the work of the Association. Members of standing committees shall elect their own committee Chairman and Vice Chairman. Any members of the Association may serve on standing committees. Members of the standing committees shall be appointed by the committee Chairman.
- Section 3. The standing committee chairman may appoint subcommittees or work groups to assist the committee in its responsibilities provided, however, that the chairman of any such subcommittees or work group is a member of the standing committee.
- Section 4. A majority of the committee members shall constitute a quorum. Committee action shall be by a majority of those present and voting.
- Section 5. Committees shall make recommendations to the board for board actions. Committees shall not have the power to act on behalf of the association without specific authorization from the steering committee or membership.

Article VII. Meetings

- Section 1. The annual General Membership meeting for the election of officers and approval of the budget shall be held on the first Tuesday of November (except in the event of a governmental election) at 7 p.m., at a place determined by the Steering Committee.
- Section 2. General meetings of the membership shall be held on the first Tuesday of the month in the months of March, May, September and November (except in the event of a governmental election) at 7 p.m. at a place determined by the Steering Committee unless otherwise noted in the association's newsletter.

Article VII. Meetings (Cont.)

- Section 3. A quorum for any General Membership or Special meeting of HNA shall be the number of members in attendance. **Unless otherwise specified in these bylaws, decisions of HNA shall be made by a majority vote of those members present at any meeting.**
- Section 4. Subject to the approval of the board of directors, the chairman shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by submitting the item in writing to the board of directors at least seven (7) days in advance of the membership meeting. Any member of the HNA may make a motion to add an item to the steering, general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote.
- Section 5. Meetings of the Steering Committee shall be held as scheduled by the Steering Committee.
- Section 6. Special meetings may be called by the chairman or by members (any three 3 members for a meeting of the Steering Committee and any ten (10) members for a meeting of the membership) provided the Steering Committee members or membership (as appropriate) is notified of the special meeting in writing at least seven (7) days in advance of the meeting.
- Section 7. All meetings of the association **shall be open.**

Article VIII. Elections

- Section 1. Members 18 years of age (voting age) and older shall be able to vote in all regular and special elections of officers.
- Section 2. Any member may run for any vacant office by simply declaring his or her intention to do so. Any member may be nominated for any vacant office by any other member of the association.
- Section 3. A Nominating Committee shall be elected at the regular meeting of the general membership prior to the election. Members of the Nominating Committee are not barred from becoming nominees for office themselves. The Nominating Committee shall nominate at least one candidate for each office. Before making its report, the Nominating Committee will make every effort to contact each person whom it wishes to nominate. The Nominating Committee is automatically discharged when its report is formally presented to the membership.

Article VIII. Elections (Cont.)

Section 4. Regular elections of officers shall be held at the annual meeting. Special elections may be held at any regular meeting, for the purpose of filling vacant positions, provided the membership is notified of the special election in writing, at least seven (7) days in advance of the meeting.

Section 5. A vote by proxy, an absentee vote, a vote by mail and a secret ballot of the members in private after which only the result is announced to the public all cast grave doubts on the validity of any decision arrived at as a result of using these procedures. Therefore, none of these procedures in voting will be allowed. This is not to suggest, however, that personal presence at the meeting is required. A member may, for example, be present, participate and vote by telephone.

Article IX Conflict of Interest

Section 1. A conflict of interest exists for a member or board member whenever the member or board member holds a personal financial interest which will be impacted by the action or inaction by HNA on a proposal before the membership or board. A personal financial interest shall include a financial interest held by the member or board member and/or by members of their immediate family. Examples of personal financial interest would include: ownership of property the use or control of which is being considered by HNA; plans to purchase property the use or control of which is under discussion by HNA, etc.

Section 2 Whenever a member or board member determines that they have a conflict of interest relating to an item under discussion, they must inform the body (membership or board) hearing the proposal that the conflict of interest exists.

Section 3. Members or board members shall not vote on matters in which they have a conflict of interest.

Article X Public Meetings/Public Records Requirements

Section 1. HNA shall abide by all Oregon statutes relative to public meetings and public records.

Article X Public Meetings/Public Records Requirements (Cont.)

Section 2. Official action(s) taken by HNA 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 HNA to the City.

Article XI Non-Discrimination

Section 1. HNA must 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 XII Parliamentary Authority and Amendments

Section 1. The most current addition of The Scott Foresman Robert's Rules of Order, Newly Revised, shall govern the procedures of the association when the procedure is not otherwise covered by these by-laws.

Section 2. These by-laws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular meeting of the association, provided that notice of the proposed amendment shall have been read at the previous regular meeting, and the membership is notified of the intent to amend the by-laws in writing at least thirty (30) days in advance of the meeting.