

Bylaws of the Humboldt Neighborhood Association
Effective: 4/27/2026

ARTICLE I

NAME OF ORGANIZATION

The name of the organization is Humboldt NEIGHBORHOOD ASSOCIATION (HNA).

ARTICLE II

PURPOSE

The HNA is an organization that works to enhance and protect neighborhood livability as well as engage neighbors in cooperative self-directed community building, civic improvement, social connection, and mutual assistance.

Non-discrimination clause: Consistent with federal, state, and local laws, as well as with the spirit of the neighborhood, the HNA does not discriminate against individuals or groups on the basis of ability, age, citizenship, color, ethnicity, gender identity, income, housing status, marital status, national origin, political affiliation, race, religion, sex, or sexual orientation in any of its policies, recommendations, or actions.

ARTICLE III

BOUNDARIES

East side of Missouri on the West; South side of Ainsworth on the North; West side of Rodney on the East; North side of Skidmore on the South.

ARTICLE IV

GENERAL MEMBERSHIP QUALIFICATIONS

Membership is open to persons eighteen (18) years or older who are residents within or own property located within the Boundaries, or represent a licensed business, nonprofit, school or place of worship located within the Boundaries. They may be a renter, homeowner or unhoused person that has resided within the Boundaries for the last 15 days.

An eligible person shall become a member upon providing consent. A person's membership shall terminate when they are no longer eligible, or they provide notice that they no longer wish to be a member. Persons are not limited in the length of their membership or the number of times they may become a member.

Powers of the General Membership: Members can

- elect and remove Board Members
- revise and adopt Bylaws
 - vote on the dissolution or merger of Humboldt Neighborhood Association.

ARTICLE V

MEMBERSHIP MEETINGS

General Membership Meetings: may be held at a day and time set by the Board of Directors.

Membership meetings require a minimum of seven (7) days' advance notice to the general public. The notice shall include the date, time, place, and purpose of the meeting.

Annual Membership Meeting: The Annual Membership Meeting is held in October. The election of the Board of Directors is conducted at the Annual Membership Meeting. The Annual Meeting requires a minimum of fourteen (14) days advance notice to the general public. The notice shall include the date, time, place, and purpose of the meeting.

Special Membership Meetings: Special meetings of the Membership may be called by the Chairperson, by majority vote of the Board, or by a petition of three (3) or more members presented to the Chair of the Board. The petition shall describe the purpose of the meeting.

Quorum: Those votes represented at a meeting of members shall constitute a quorum.

Voting: Each member has one (1) vote to be cast during each vote at any General Membership or Special Membership Meeting. Each licensed business, nonprofit, school or place of worship is limited to one representative member that has one vote.

Unless otherwise specified in these bylaws, decisions of the HNA are by a majority vote of those members present at a Membership meeting (including online) and participating in the vote. Proxy votes will not be accepted.

Participation: All Membership Meetings are open to the public. Only members are eligible to vote.

ARTICLE VI

BOARD OF DIRECTORS

Board Members: The Board of Directors will comprise no fewer than three (3) nor more than thirteen (13) members. One position on the Board is reserved for someone renting a room, apartment, or house in the neighborhood.

Terms of Office: The term of office is for one (1) year starting January 1st of the year following the election, or until the start of the next term. The Chair of the Board cannot serve in that function for more than three (3) consecutive years.

Attendance: A Board member who cannot attend a Board meeting shall notify the Chair or Secretary on or before the day of the Board meeting. Board members who do not attend two (2) consecutive Board meetings without notification of absence are considered to have resigned.

Board Vacancies: The Board may fill vacancies by election or appointment as it shall deem necessary and desirable.

Election of Board Members: Board Members are elected annually by a vote of the General Membership at the Annual Meeting or Special Election.

Election of Board Officers: Board members shall meet after the annual meeting to elect Officers. The remaining Board members will be Members-at-Large.

Duties of Board Members: The Board manages the affairs of the HNA. The Board may establish ad hoc committees or appoint representatives as it deems appropriate.

Duties of Board Officers:

- Chair: The Chair prepares an agenda, facilitates Board and General Membership meetings, serves as the spokesperson for the Board and signs checks over \$500 on the HNA checking account.
- Vice Chair: The Vice Chair performs the duties of the Chair in their absence and assists the Chair, as requested. In addition the Vice Chair manages the election process.
- Secretary: The Secretary records minutes and maintains all records, and files. The Secretary provides records in a timely manner to the appropriate organizations as dictated by agreements and law.
- Treasurer: The Treasurer receives and disburses funds, writes checks, maintains accurate fiscal records, presents a detailed monthly account of the fiscal position, and proposes an annual operating budget to the Board in November of each year.
- The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Termination: Any Board Member may be terminated/removed at a General or Special Membership meeting, with or without cause, by a simple majority of members present and voting, provided the proposal to terminate is noted in the meeting announcement to the general public a minimum of fourteen (14) days prior to the General or Special meeting.

Regular Board Meetings: Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors.

Special Board Meetings: Special Board Meetings may be called by the Chair or by a majority of the Board Members in office. A minimum of four (4) days' notice will be provided to each board member describing the date, time, place and purpose for any Special Board Meeting. Notice may be given via email, phone or any other agreed upon method.

Quorum: A quorum for any Board Meeting shall be a majority of the number of board members in office immediately before the meeting begins. If a quorum is present, action will be taken by a majority of the board members present. Where the law requires a majority vote of board members in office, such action is taken by that majority as required by law.

Voting: Only Board Members are allowed to vote during a Board meeting.

Executive Session: Executive Session is when certain sensitive topics including but not limited to grievances and legal matters are discussed. The Board may choose not to allow the public to attend.

ARTICLE VII COMMITTEES

Grievance Committee: The Board has a standing Grievance Committee, consisting of the Chair and the Vice Chair. If the Chair or Vice Chair is a party to the grievance, another member of the Board will take their place on the committee.

Board Committees: The Board may establish committees appropriate to carry out the work of the HNA. Committees will serve at the pleasure of the Board and not act on their own accord without Board approval.

Outreach/Communication Committee: The Vice Chair will be one of the chairs of this committee. The focus of this committee is to centralize outreach and communication efforts by the HNA. This may include things like newsletters, meeting notification, mailers, etc.

Fundraising Committee: The Board may establish one or more fundraising committees to fund Neighborhood activities or programs. HNA may receive funds from volunteer contributions, grants or fund-raising activities. Membership dues are prohibited.

Committee Chairs: All committee chairs must be approved by the Board, and they are expected to deliver a report in person or electronically of the committee activities on a monthly basis during the Board meeting.

ARTICLE VIII GRIEVANCES

Eligibility to Grieve: Grievances are limited to complaints that the grievant has been harmed by a violation of the City of Portland Standards for Neighborhood Associations or these bylaws and that the grievant has been directly affected by the outcome of a decision of HNA. Grievances must be submitted in writing to the Board within 45 days of the alleged violation.

Processing the Grievance: The Grievance Committee (Article VII), will review the grievance and give the grievant and others the opportunity to present relevant comments. Deliberations may be held in executive session, not open to the public. The Committee's recommendation is forwarded to the Board.

Final Resolution: Within 60 days from receipt of the grievance the HNA Board will render a final decision on the grievance and notify the grievant of its decision. Deliberations by the Board on a grievance decision may be held in Executive Session.

ARTICLE IX

CONFLICT OF INTEREST

A member with a conflict of interest must declare such conflict and may not vote on any Board or General Membership action related to that conflict. A conflict of interest is defined as one that provides a personal material or financial advantage to the member.

ARTICLE X

GOVERNANCE

Standards, Practices, and Law:

Humboldt Neighborhood Association is an officially recognized neighborhood association of the City of Portland, a Non-Profit Corporation of the State of Oregon, a federal tax-exempt organization under the Internal Revenue Service 501(c)(3) tax code. The HNA will follow the City of Portland Standards for Neighborhood Associations, the State of Oregon laws for Non-Profit Corporations, U.S. Internal Revenue Service laws and requirements.

Bylaws reviews and amendment: Amendments to these bylaws may be proposed by the General Membership or the Board for consideration and vote by the General Membership. A simple majority is required. Prior to the adoption of the amendment, public notice of the meeting shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

These bylaws supersede any and all previous bylaws of the HUMBOLDT NEIGHBORHOOD ASSOCIATION.

Approved by the General Membership on 4/27/2026