

active members of HNA. "Active member" is defined as one who has attended at least one of the last two General or Special meetings of the membership.

Sec. 2 **Special meetings:** Special meetings of the membership may be called by the Chairperson of the Board of Directors as deemed necessary. All active members of HNA shall receive seven (7) days written, e-mail or telephonic notice of the Special meeting and its purpose.

Sec. 3 **Agendas:** Subject to the approval of the Board of Directors, the Chairperson 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 two Board members or any four members of HNA may add an item to Board, General, or Special agenda at those respective meetings.

Sec. 4 **Quorum:** A quorum for any General or Special meeting of HNA shall be three directors. Unless otherwise specified in these Bylaws, decision of HNA shall be made by a majority vote of those members present at any meeting.

Sec. 5 **Public Meetings and Records** HNA shall abide by all the requirements relative to public meetings and public records as outlined in in Section VIII Office of Neighborhood Involvement Standards. Official Action(s) taken by HNA must be on record or part of the minutes of each meeting. The meeting shall include a record of attendance and the results of any vote(s) taken. A summary of dissenting views will be transmitted along with any recommendations by the Association. Official records will be kept on record at the formally recognized district office.

Article IV. Board of Directors:

Sec.1 **Composition of Board:** The Board of Directors, hereinafter referred to as the Board, shall be composed of a Chairperson, First and Second Alternates, Secretary, Treasurer and Chairpersons of standing committees. Each Director shall hold office for a term of two (2) years for which they are elected or appointed and until their successor shall have been elected or appointed to take office. The maximum number of Directors shall be eight. (The year which a position is open for election will be indicated in parenthesis following that positions duty description).

Sec. 2 **Duties of Board Members:**

- a) **Chairperson** (elected in even years): The Chairperson shall prepare the agenda and preside at all meetings of the Board and membership and shall appoint members of committees not elected, with a majority approval of the Board.
- b) **First Alternate** (elected in odd years): The First Alternate shall assist the Chairperson: in the Chairpersons absence shall function as Chairperson; shall serve as a member of the Publicity Committee.

- c) **Second Alternate** (elected in even years): The Second Alternate shall serve as liaison to the other Northeast neighborhood associations and perform other duties as the Chairperson may delegate.
- d) **Secretary** (elected in odd years): The secretary shall: record and maintain minutes of membership and board meetings, assist the chairperson with the correspondence of the association; maintain the non-financial files of the association; provide notice of all membership and board meetings; authenticate the records of the corporation; maintain current and accurate board and membership lists; and send approved minutes to the neighborhood district coalition office.
- e) **Treasurer** (elected in even years): The Treasurer shall be held accountable for all funds and shall give an accounting at each General meeting; shall receive, safekeep and disburse HNA funds, but such disbursement shall require the signature of one elected Board member.
- f) **Committee Chairpersons**: Chairpersons of all committees shall inform the Board and HNA of all activities of their respective committees, and shall serve as directors.

Sec. 3

Duties of the Board:

- a) **Management**: The affairs of HNA shall be managed by the Board in the interim between meetings. The Board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or actions before adopting any recommendations on behalf of HNA; and shall strictly comply with these Bylaws.
- b) **Vacancies**: The Board may fill any vacancy on the Board of a committee by majority vote of the Board in cases involving absences by a Board or committee member from three (3) consecutive meetings. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until their successor is elected or appointed.
- c) **Board Meetings**: The Board shall meet at least as fourteen (14) days prior to any General or Special membership meeting and at any other time the Chairperson may designate. These meetings shall be open sessions; however, only Board members shall be entitled to vote. A quorum for Board meetings shall be the number of Board members in attendance; decisions shall be made by majority vote. Directors shall be notified of Board meetings in writing, telephonic or e-mail notice at least two (2) days in advance. A majority of Board members, by signed petition, may call a Board, General, or Special meeting.
- d) **Emergency Powers**: In such circumstances where the Board is required to provide neighborhood response before the question is presented to the membership the Board must indicate that this is the case, and shall present the action taken at the next-Special or General membership meeting within 30 days, or within thirty (30) days, or within a reasonable time where circumstances dictate, or ratification by the membership.

Article V

Committees:

Sec.1

Standing Committees:

- a) **Outreach Committee:** (elected in even years): The Outreach Committee shall be responsible for HNA newsletter and notifying the membership of meetings, elections, events and other relevant matters of concern to HNA; shall maintain and update the membership and mailing lists and maintain the website.
- b) **Finance Committee** (elected in odd years): The Finance Committee shall secure financial support for HNA, if necessary, as requested by the Board.
- c) **Additional standing committees:** may be established by amendment to these Bylaws.

Sec. 2 **Special Committees:** Special committees may be established by majority vote of the Board or appointed by the Chairperson.

Article VI Elections:

Sec. 1 **Eligibility:** Only persons eligible for HNA membership shall be qualified to hold an elected or appointed position.

Sec. 2 **Board Members:** Members of the Board shall be elected to serve for two years until the appropriate Fall General meeting. The election at the Fall meeting shall be by nomination from the floor and requires a majority vote of the membership present. The Board membership election will be held in the Fall of each year as indicated in Article IV depending upon whether the position is open in an odd or even year.

Sec. 3 **Standing Committees:** Standing committees shall have elected committee chairpersons with nominations being taken from the floor and shall require a majority vote of the membership present. The Chairperson shall then call for volunteers to fill committee memberships. In cases where volunteers exceed positions, selection will be made by vote of the General meeting. In the case of insufficient volunteers, the Board will fill the vacancies. Standing committee elections shall be held in the Fall of each year, positions to be filled as in Article V. Sec. 1.

Sec. 4 **Removal from a position:** Any holder of an elected position may be removed and replaced by a two-thirds (2/3) vote of a General membership meeting or Special membership meeting.

Article VII Grievance Procedure:

Sec.1 **Person or Group Adversely Affected:** A person or group adversely affected by a decision or policy of HNA may submit in writing a complaint to any member of the Board of Directors.

Sec. 2 **Receipt of Complaint:** Within seven (7) days of receipt of the complaint, the Committee shall arrange with the petitioner a mutually acceptable place and time for a review of the complaint. Within thirty (30), days of the meeting with the petitioner, the Committee will recommend, in writing, a resolution of the grievance to the Board.

Sec. 3 **Final Resolution:** The Committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant(s), Board and membership. If the Committee, Board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of a majority of the membership at a General or Special meeting.

Article VIII Procedure for Consideration of Proposals:

Sec. 1 **Execution:** The Board shall be responsible for the execution of this Article.

Sec. 2 **Submission of Proposals:** Any person or group, inside or outside the boundaries of HNA and any City agency may propose in writing items for consideration and/or appear on the agenda of either the Board, Standing or Special Committees of General or Special meetings.

Sec. 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 (7) days in advance.

Sec. 4 **Attendance:** The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Sec. 5 **Dissemination:** The HNA shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

Article IX Adoption and Amendments:

Adoption of and amendments to these Bylaws shall require a two-thirds (2/3) vote by the Board members present at a General membership meeting.

Article X Boundaries:

Sec. 1 **Boundaries:** Boundaries of HNA shall be defined as follows: N.E. 37th Avenue commencing north of Banfield Freeway (I-84) and bounded on the north by N.E. Thompson and thence eastward on N.E. Thompson to and including N.E. 47th and thence south to the Banfield Freeway (I-84) and west along the north side of the Banfield Freeway (I-84) to N.E. 37th Avenue. The boundary of HNA shall run along the centerline of all right-of-ways and projections mentioned above.

Sec. 2 **Extension of Membership to Individuals**
A petition for membership from an individual(s) living next to the HNA boundaries shall require a majority vote by the Board at a meeting of the Board of Directors or a general membership meeting.

Article XI: Conflict of Interest:

Sec. 1 To protect the integrity of the association’s decision-making processes, Directors will disclose to the board any interest they have in a transaction or decision of the board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organizations with which they are affiliated. The director will not be present for or participate in any board discussion of or vote on the transaction or decision.

Article XII: Non-Discrimination:

Sec. 1 The association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

Article XIII: Office of Neighborhood Involvement Standards:

Sec. 1 The association, in all its activities, shall comply with the requirements of the Office of Neighborhood Involvement Standards for neighborhood associations.

Date Adopted by the HNA Board of Directors April 4, 2024

Chairperson

_____ *Jo Schaefer* _____
Jo Schaefer

signature