



# Bylaws of the Old Town Community Association

Revised May 12, 2021

## Article I: Name

The name of this organization will be the “Old Town Community Association” changed from “Old Town Chinatown Community Association” as of November 2017.

## Article II: Purpose

### Section 2.1

The Old Town Community Association is hereby organized as a combined neighborhood and business association in accordance with the guidelines established by the City of Portland’s Office of Civic and Community Life. Old Town neighborhood, which includes Chinatown, Japantown, Ankeny Plaza, Skidmore, and the Waterfront, is a diverse area and all of the diverse components of the community have a right to be in the neighborhood. This requires a balance which is best achieved by the various parties working together and communicating with each other. Pursuant to that end the objectives of this organization will be:

### Section 2.2: Education.

Provide a forum for education, research, and an exchange of information for everyone within Old Town so that they may nurture the unique nature of the neighborhood and fully participate in its governance and guide its future direction.

### Section 2.3: Support.

Broaden channels of communication between the residents, property owners, business owners, non-profit and faith-based organizations, educational and cultural institutions, their employees, students and visitors within Old Town, as well as City Officials, in matters affecting neighborhood vitality and livability. Our work must be done in concert with for-profit, non-profit and governmental entities, including the City of Portland and Multnomah County, the Portland Business Alliance, Clean & Safe and Portland Mall Management Group, so that Old Town is recognized as a united community. Communication, collaboration, cooperation and coordination are necessary in order to muster the resources and approval from beyond the Old Town neighborhood to achieve wider support for the community’s vision of a better future.

### Section 2.4: Real Estate and Commercial Development.

Assist in furthering commercial activities and real estate development that will raise the level of residential, commercial, and industrial activity consistent with land use regulations, the interests

of community stakeholders, the neighborhood’s development plan, and sound economic practices. All parties will work towards an economic development plan that achieves a vibrant, sustainable environment in which residents, businesses, and cultural, educational, historical, and non-profit organizations can prosper.

### **Article III: Boundaries**

**Section 3.1:** The boundaries of the Old Town Neighborhood Association will be designated as follows:

**Section 3.2:** The eastern boundary will be the Willamette River, the southernmost boundary will be SW Stark Street, the western boundary will be NW Broadway from the Broadway Bridge to W Burnside and from W Burnside to SW 3rd Avenue, south on SW 3rd Avenue to SW Pine, east on SW Pine Street to SW 2nd Avenue, south on SW 2nd Avenue to SW Oak Street, east on SW Oak Street to SW 1st Avenue and south on SW 1st Avenue to SW Stark Street, and the northern boundary will be the Broadway Bridge.

**Section 3.3:** Common Boundaries.

The Old Town Community Association recognizes that there are areas of common interest with both the Downtown Community Association to the south and the Pearl District Neighborhood Association to the west. A Boundaries Committee will be established, if necessary, to dialogue with any association concerning boundary issues.

### **Article IV: Working with Neighborhood and Other Organizations**

The Old Town Community Association will establish a process to share information which may be of interest to the overall central city community, such as the Downtown Community Association, the Pearl District Neighborhood Association, Venture Portland, the Portland Business Alliance, Clean & Safe, Portland Mall Management Group, and any other recognized organization established or existing within or proximate to the neighborhood boundaries.

### **Article V: Membership**

**Section 5.1: Eligibility.**

Any real or corporate individual, who resides, is an enrolled student, is employed, or owns property in the area described in Article III will be eligible for membership in the association. At the time of application for membership any business licensee or private non-profit organization located in the area described in Article III shall designate one representative who shall exercise the voting right of said licensee or organization. The designated representative must reside; have ownership stake in a residence, business or other enterprise; work; or be on the payroll of a business or other entity located in the area described in Article III. Board members of nonprofits located in the District may be eligible, as well. A designee is subject to approval by a majority of the Board if the designee’s eligibility is challenged by a member of the Board. The designated representative may be changed by submitting written notice to the Association. Three levels of membership shall be established: residents - no membership fee; commercial businesses - membership fees as set by the Board of Directors from time to time; and non-profit, service, educational, and cultural organizations - reduced membership fees as set by the Board of Directors from time to time.

The Old Town Community Association may from time to time ask for and receive voluntary donations from its membership to further the operation of the association.

**Section 5.2: Exclusions.**

No one eligible under Section 5.1 will be excluded from participation in the Association because of race, religion, national origin, sex, sexual orientation, gender identity, age, disability, national origin, citizenship status, political affiliation or other legally protected status.

**Section 5.3: Powers.**

The membership of the Association will be responsible for duly electing the Board of Directors.

**Section 5.4: Voting.**

Any member will be entitled to vote at all annual meetings. No proxy votes will be allowed.

**Section 5.5: Membership Meetings.**

**Section 5.5.1: Annual Membership Meeting.**

**A.** The Annual Meeting of the membership will be held no later than the end of April of each year, on a date to be fixed by the Board of Directors.

**B.** The annual elections of Board of Directors will take place at the Annual Meeting. All members may vote at the Annual Meeting. Candidates for election shall be arranged on the ballot to ensure that the result of the election complies with requirements for the composition of the Board of Directors set forth in Section 6.3.B. of these Bylaws. Where a candidate qualifies in more than one membership category, the candidate must declare the category in which they are running.

The three (3) at-large seats on the Board shall be filled by the three remaining candidates with the most votes regardless of the category for which they ran.

Ties shall be resolved by a run-off election between the candidates with an equal number of votes.

Where there are insufficient candidates on the ballot to comply with these requirements, a vacancy shall exist until a qualified candidate can be nominated and thereafter elected to fill the vacant position. The Secretary will distribute, collect and oversee the counting of ballots, and announce the results. If the Secretary is on the ballot, the Secretary shall appoint a designee who is a member of the Board and who is not on the ballot for election.

**C.** The Secretary of the Association will give notice of each Annual Membership Meeting, and Town Hall Meeting not less than seven calendar days and no more than 30 calendar days in advance of the meeting date. Notice will be given in such a manner that all members of the Association should have reasonable and timely access to the notice.

**D.** No Annual meeting will be held unless a quorum of twenty (20) members is in attendance. If a

quorum is not in attendance at any Annual meeting, the Annual meeting will be rescheduled by the Chair on a date not more than 60 calendar days following the original date.

#### **Section 5.5.2: General Community Meetings.**

The Chair is responsible for presenting an annual calendar of General Community meetings, such calendar to be approved by a majority of the Board present at the Board of Director's meeting held in May of each year. General Community membership meetings will be held no fewer than nine times a year. General Community Meetings may be held at the same time as Board of Director Meetings as established in each annual calendar of meetings. Notice of at least five (5) days must be given for General Community Meeting. General Community meetings are open to anyone and all community members have equal standing. Representatives of Federal, State, Regional County or City Government are considered interested parties and are subordinate to community members. The membership shall advise the board of current concerns and possible actions the board may choose to take.

#### **Section 5.5.3: Board of Directors Meetings.**

The Chair is responsible for presenting an annual calendar of Board of Director meetings, such calendar to be approved by a majority of the Board present at the Board of Director's meeting held in May of each year. Meetings of the Board of Directors will be held no fewer than nine times a year. Proxies are not allowed although members can attend via synchronous electronic communication. An agenda for the meeting should be published at least five (5) days in advance of the meeting. Board meetings are open to all attendees although only Directors shall be able to vote.

#### **Section 5.5.4: Special Meetings.**

A special meeting of either the Community or the Board may be called from time to time when the regular business of the association requires additional time for consideration, or for the purpose of removing a director of the Board as per section 6.3. A special meeting requires at least five (5) days' notice given in such a manner that all members of the Association should have reasonable and timely access to the notice.

#### **Section 5.5.5: Emergency Board Meetings.**

An emergency board meeting may be called by the Chair if action is required on an item that could not be delayed until a regular or special meeting. Emergency meetings are limited to one action item. Notice of at least 24 hours must be given for an Emergency Board Meeting.

#### **Section 5.5.6: Quorum.**

A majority of the current directors will constitute a quorum for all meetings of the Board. Section 6.8: Manner of Acting. The act of the majority of Directors present will be the act of the Board of Directors, unless the vote of a greater number is required by these bylaws.

#### **Section 5.6: Notice of Meetings.**

The Secretary will provide written or electronic notice of Regular, Special, and Emergency Board meetings

to the public and to each director not less than the required notice time given above. Notices will specify the date, time, and place of the meeting, and should include an agenda.

## **Article VI: Board of Directors**

### **Section 6.1: Eligibility.**

Directors must at all times satisfy the requirements for membership under section 5.1.

### **Section 6.2: General Powers.**

The Board of Directors will be responsible for conducting the affairs of the Association. The Board of Directors may create committees for any appropriate purpose (section 8.1) The Board of Directors shall assist the Chair in seeking new candidates for director and preparing members and directors to serve as officers.

### **Section 6.3: Composition and Term.**

**A. Size.** The Board of Directors will consist of no more than eleven (11) and no fewer than eight (8) regular members.

**B. Composition.** Composition of the Board should reflect the broad representation of diverse constituencies of the Old Town Neighborhood. Composition of the Board shall include no fewer than two members from each of the following four categories: (1) Residents (housed or un-housed), (2) Non-Profits with missions to attend to underserved/underrepresented populations, (3) Cultural/ Educational Institutions, and (4) Business/Property Owners. The Board of Directors may use a variety of methods to ensure broad representation, including but not limited to announcing vacancies at Community Meetings, posting vacancies on the Association website, and using a nominating committee to recruit and vet potential candidates.

**C. Term.** Directors will be seated at the first Board meeting following the annual election. Directors will serve a term of two years and will be associated with a seat number. The terms of odd numbered seats expire in odd numbered years and terms of even numbered seats expire in even numbered years. The Board may re-stagger the expiration of member terms where it is necessary to promote an effective membership structure and upon a majority vote of the members.

### **Section 6.4: Vacancies.**

**A. Resignation.** Any director may resign at any time by written notice to the Association's Board of Directors, Chair, or Secretary. Once delivered a notice of resignation is effective on the last day of the month received and is irrevocable.

**B. Recall.** Upon receipt of a petition proposing the recall of a Director, which has been signed by at least 20 members, the Secretary will call a Special Meeting of the membership within 30 calendar

days to consider the recall. A minimum two-thirds vote of the members attending the meeting will be required to recall a Director.

**C. Removal.** Positions of directors not in attendance at three consecutive board meetings due to unexcused absences will be declared vacant by the Board of Directors, notice of such intent having been given by the Secretary after the second absence.

**D. Vacancies.** Director's seats vacated for any reason may be filled for the unexpired portion of the term until the next election by a majority vote of the Board at the next Regular Board Meeting.

i. A vacancy in any one of the four categories of membership must be filled by candidate qualified for the category experiencing the vacancy, and the seat must remain vacant until such candidate is elected.

ii. Where the minimum or maximum total number of members of the Board has been changed in these by-laws, the Board shall leave vacant or fill seats consistent with composition and membership requirements set forth in these by-laws.

#### **Section 6.5: Qualified Directors.**

The Members or the Board of Directors will be considered "Qualified Directors" in that they will not receive compensation or personal services except for actual expenses incurred while performing a director's duties as established by the Board of Directors.

#### **Section 6.6: Personal Liability and Indemnification.**

The personal liability of a Director or uncompensated officer of this Association, to the Association or its members for the monetary damages for conduct as a Director or officer is hereby eliminated to the fullest extent allowed by law. The Association will maintain Directors and Officers liability insurance whenever economically feasible.

#### **Section 6.7: Conflict of Interest.**

The Old Town Community Association requires all directors to abide by the following policy, to be signed annually: (this is the language we approved this year for conflict of interest)

*The standard of behavior of the Old Town Community Association is that all staff, volunteers, officers and board members scrupulously avoid any conflict of interest between the interests of the Old Town Community Association on one hand, and personal, professional and business interests on the other. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.*

*I understand that the purposes of this policy are to protect the integrity of the association's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of volunteers, staff and board members. Upon or before election, hiring or appointment, I will make a full, written disclosure of interests, relationships and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.*

*In the course of meetings of activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliation), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.*

*I understand that this policy is meant to be a supplement to good judgment, and I will respect its spirit as well as its wording.*

## **Article VII: Officers**

### **Section 7.1: Officers.**

The officers of the Association will be a Chair, Vice-Chair, Secretary, and Treasurer. Any Director of the Association will be eligible to become an officer.

### **Section 7.2: Election of Officers.**

Officers will be elected by the Board of Directors at the next Regular Board Meeting following the Annual Membership Meeting. Officers will be elected for one-year terms.

### **Section 7.3: Chair.**

The Chair of the Association will preside at all meetings of the Board of Directors and membership and set the agenda. The Chair will sign with the Secretary or any other proper officer of the Association any contracts or other instruments which the Board of Directors or membership has authorized to be executed, unless the signing and execution thereof will be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Association or will be required by laws to be otherwise signed. The Chair will perform such other duties as may be prescribed by the Board of Directors and the membership and may serve as a voting member of all committees.

### **Section 7.4: Vice Chair.**

In the absence of the Chair the Vice Chair will perform the duties of the Chair and then so acting will have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair will perform such other duties as may be prescribed by the Board of Directors.

### **Section 7.5: Secretary.**

The Secretary will keep the minutes of all meetings and the attendance records from the previous 12 months and ensure that all notices are given in accordance with the provisions of these bylaws or as required by law. The Secretary will perform all other duties incidental to the office of secretary and such duties as may be prescribed by the Chair or the Board of Directors.

### **Section 7.6: Treasurer.**

The Treasurer will keep the books of account of the Association and will, in general, perform all duties incidental to the Office of the Treasurer including the preparation of an annual budget for approval by the board, and administration of that budget. Any expenditures outside the approved budget requires board

approval at a regular meeting. The Treasurer will prepare a fiscal year income and expense statement and balance sheet for review by the membership at its Annual Meeting and prepare such statements quarterly for review by the Board of Directors at the Board's regular meetings. The Treasurer will perform such other duties as may be prescribed by the Chair or the Board of Directors.

#### **Section 7.7: Resignation and Removal.**

Officers may resign at any time by giving written notice to the Board of Directors. Officers may be removed with or without cause by a vote of two thirds of the Board of Directors at a Special Board Meeting called for that purpose. Upon receipt of a petition proposing the removal of an Officer, which has been signed by at least 20 members or has been signed by one-third of the Directors, the Secretary will call a Special Board Meeting within 30 calendar days to consider the removal of the Officer. Vacancies in any office will be filled by the majority vote of the current Directors.

#### **Section 7.8: Agenda Items.**

The Chair sets the agenda for all meetings and should provide a chance for new business to be added. If an issue is not taken on by the Chair it may be forced on the agenda by giving written notice to the Secretary which has been signed by at least 20 members. The Secretary will call a Special Board Meeting within 30 calendar days to consider the agenda item, or include the item at the next regular meeting of the Board.

#### **Section 7.9 Banking Documents**

The Chair, Vice-Chair, Secretary, and Treasurer will all be signatories on the Association's bank accounts and will have authority to sign checks, make deposits and conduct other routine banking business. When a new slate of officers is elected, a copy of the minutes of that meeting will be provided to the bank identifying the needed changes. Opening new accounts will require a Board resolution, signed by the Chair.

### **Article VIII: Special Committees and Representatives**

#### **Section 8.1: Committees.**

There may be such committees appointed by the Board of Directors consistent with the means and purposes of the association.

#### **Section 8.2: Representatives.**

There may be such special representatives to external boards and committees or for particular Association purposes as appointed by the Chair of the Board of Directors consistent with the means and purposes of the association.

#### **Section 8.3: Land Use & Transportation Committee.**

The Old Town Community Association Land Use and Transportation Committee oversees the neighborhood's relationship with the City's land use and urban planning functions in accordance with the Community Association's Objective (Section 2.1). The committee actively engages with business owners, property owners and developers to review and make recommendations on matters related to city code,



historic resource reviews, transportation projects, code improvements, and zoning issues. The Committee informs and empowers community members to be involved in development application discussions and facilitates dialogue between development applicants and the community to identify and address and reconcile issues between competing priorities.

**Section 8.3.1: The Land Use & Transportation Committee Membership.**

Matters of land use and development on public and private property are highly complex in Old Town due to consideration of the City’s Comprehensive Plan, Central City Plan amendment, two historic districts and registry with the National Trust for Historic Preservation, as well as the diverse community interests. Any Member can qualify to be a Land Use & Transportation Committee Voting Member by completing a review of the ABCs of Land Use – Old Town in either a formal class or through a minimum of a two-hour review with a Land Use & Transportation Committee Chair AND by having attended 3 of the last 5 Land Use & Transportation Committee monthly meetings. Though encouraged to complete the requirements, OTCA Board Members automatically qualify as Voting Members.

**Section 8.3.2: Land Use & Transportation Committee Chair(s).**

Land Use & Transportation Chair(s) will be appointed by the Board of Directors to represent the Board in overseeing the land use and transportation activities in a timely matter. From time-to-time circumstances may require action between Land Use & Transportation Committee meetings and/or OTCA Board Meetings, such as, but not limited to, reviewing and replying to land use review notices received from the City of Portland. All recommendations made by the Land Use & Transportation Chair(s) will be

coordinated with the Land Use & Transportation Committee and reported to the Board. Any recommendation made to the City of Portland by the Land Use & Transportation Committee, or its Chairs, may be appealed to the Board within 14 days of submission, and will be heard by the Board at its next regular meeting.

**Section 8.3.3: Land Use & Transportation Committee Meetings.**

Land Use & Transportation Committee meetings are held monthly with agendas set and sent at least five (5) days prior, depending on the availability of information to be reviewed at the meeting.

**Article IX: Grievance**

**Section 9.1: Filing.**

Any major grievance or complaint against the Association must be filed in writing and delivered to the Secretary of the Old Town Community Association or to the Neighbors West-Northwest Coalition office. A grievance must be submitted by the grievant within 45 business days of the alleged incident.

**Section 9.2: Procedure.**

The officers will review any grievance or complaint filed against the Old Town Community Association and make a recommendation to the full Board at its next regularly scheduled meeting. If the Board of Directors concurs that submission meets the criteria for a grievance under the ONI Standards, the Chair shall call a

Special Board Meeting to resolve the grievance. A person or persons filing the grievance will be given at least 14 calendar days' written notice of the time and place of the Special Board Meeting.

**Section 9.3: Resolution.**

The person or persons filing the grievance or complaint will be given at least 14 calendar days to 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 Chair of the Board of Directors will, at their discretion, limit testimony. After allowing all interested persons the opportunity to be heard, the Board will vote. Each Director will announce publicly their vote and the Secretary will record the results. The board must render a decision within 60 days of the receipt of the grievance. Consideration of the grievance shall be open to the public. The findings of a grievance shall be a matter of public record. Deliberations of the decision-makers, however, may be held in executive session. A decision by the majority of the Board of Directors will be final.

**Section 9.4: Mediation.**

Prior to any hearing on a grievance against the Association, the parties will be encouraged to request assistance through referral by Neighbors West-Northwest.

**Article X: Amendments**

**Section 10.1: Bylaws.**

The bylaws may be amended or repealed by a two-thirds vote of the Board of Directors then in office.

**Article XI: Authority**

**Section 11.1: Parliamentary Authority.**

The proceedings of the regular Board Meetings of the Association will be governed by Roberts Rules of Order, Revised, except where those rules conflict with the provisions of these bylaws.

**Section 11.2: Conformance with Office of Community & Civic Life Standards.**

The conduct of all meetings and retention of records of meetings will conform to the ONI Standards for Neighborhood Associations, District Coalitions, Business District Associations and the Office of Civic and Community Life ("Standards").

**Section 11.3: Adoption.**

The original bylaws of the Old Town Chinatown Neighborhood Association were duly adopted by its general membership on May 6, 1992.

This revision was approved by the Board of Directors on May 12, 2021.

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Signature of the Secretary of the Board

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Date