

## SMILE Bylaws

### BYLAWS OF THE SELLWOOD-MORELAND IMPROVEMENT LEAGUE (SMILE)

The Sellwood-Moreland Improvement League (SMILE) is a Portland neighborhood association, dedicated to the improvement of the neighborhoods of Sellwood and Westmoreland, while maintaining their quality of life -- and acting as liaison between the neighborhood and the city government of Portland, Oregon. SMILE is a 501(c) 3 nonprofit organization.

#### ARTICLE 1

##### DECLARATION

1. SMILE endorses the right of all people to live safely and without fear in our neighborhood.
2. SMILE, as a neighborhood association, respects the diversity of all cultures and ethnic groups.
3. SMILE wishes to project and protect this reputation of respect and tolerance.
4. SMILE encourages all of its members to reaffirm the common humanity of all people and the intrinsic value of every individual.
5. SMILE condemns all ideologies which preach discrimination against or hatred of any person on the basis of race, religion, national origin, age, sex, or sexual preference, or gender identity.

#### ARTICLE 2

##### MEMBERSHIP AND DUES, BOUNDARIES

1. Membership. Any person shall be eligible for membership in the Sellwood-Moreland Improvement League (SMILE) by meeting any one of the criteria listed below. No person or business shall be entitled to more than one vote on matters concerning SMILE by virtue of qualifying under more than one criterion. A SMILE member must have attained the legal age of 18 in order to be a voting member of SMILE.

- (a) Residing within the boundaries of SMILE.
- (b) Owning real property within the boundaries of SMILE but unable to qualify under (a) above. Voting representation by one person is allowed in instances where property, irrespective of the number of parcels, is held by multiple owners, none of whom is able to qualify under (a) above (such as through joint tenancy, tenancy in common, a corporation, land trust or other legal entity).

(c) Being a representative of a business with at least one business address within the boundaries of SMILE, and whose owner(s) cannot qualify under (a) or (b) above. Such businesses are entitled to voting representation by one person.

(d) To qualify to vote as a SMILE member at a SMILE meeting, one must meet the above requirements and have signed a membership list provided by the Board of Directors or affirm their membership status on a meeting sign-in sheet.

2. Dues. SMILE shall not charge any dues or membership fees.

3. Contributions. Fundraising. SMILE may accept voluntary contributions. SMILE may conduct activities to raise funds.

4. Boundaries. The boundaries of SMILE are as follows:

Beginning at the intersection of McLoughlin Boulevard and the Portland city limits northerly along McLoughlin Boulevard to a point due west of the southwest corner of the Eastmoreland Golf Course, then easterly along this line to its intersection with the golf course; then northerly along the western edge of the golf course to an intersection with the extended midline of SE Reedway; then due west along this line to its intersection with McLoughlin Boulevard; then along this street to its intersection with SE Holgate; then westerly along this street to its intersection with the midline of the Holgate Slough; then southwesterly along this line to the intersection with the midline of the Willamette River; then southerly along this line to the intersection with the Portland city limits; then easterly along the city limits to the starting point.

### ARTICLE 3

#### MEETINGS

1. Regular General Membership Meetings. The regular general membership meetings of SMILE shall be held on the first Wednesday of the month at 7:30 p.m. When the first Wednesday of any month falls on a legal holiday, the President of SMILE (President) may reschedule the regular membership meeting provided that notice is given in accordance with Paragraph 7 of this Article.

2. Special General Membership Meetings. The President may call a special general membership meeting at any time provided that notice is given in accordance with Paragraph 7 of this Article. The President shall call a special general membership meeting if petitioned to do so by written petition signed by 20 members of SMILE and submitted to the President.

3. Regular Board of Directors Meetings. Regular meetings of the Board of Directors (Board) shall be held on the third Wednesday of the month at 7:30 p.m. When the third Wednesday of any month falls on a legal holiday, the President

may reschedule the Board meeting, provided that notice is given in accordance with paragraph 7 below.

4. Special Board of Directors Meetings. Special meetings of the Board may be called by the President. The President shall cause at least seven days' prior notice to be given to the public, specifying the time and place of the meeting and the items to be discussed. A special meeting shall be called only when matters before the Board cannot be delayed until the next regular Board meeting for consideration or action.

5. Emergency Board of Director Meetings. In cases requiring emergency action by the Board, the President may call an emergency meeting. The President shall cause at least 24 hour prior notice to be given to the public, specifying the time and place of the meeting and items to be discussed. An emergency meeting shall be called only when an urgent matter cannot be delayed until the next regular Board meeting or cannot wait until a special meeting can be called. For example, a land use review may require Board action before the next scheduled Board meeting.

6. Board Executive Sessions. The President or Board may close meetings or parts of meetings to public attendance when in executive session. An executive session is limited to members of the Board or others reporting to the Board on the subject of the executive session. The President may include others at his or her discretion. Any information revealed in an executive session is considered privileged and may not be reported. Voting to render a decision, including a decision on matters considered in executive session, must be done in a meeting open to public attendance. Minutes must be kept during executive sessions but they can be filed in a separate location from regular minutes. Executive sessions may be held only to deliberate toward a decision on the following matters:

a. Personnel matters such as hiring, performance review, firing, discipline, and compensation;

b. Mediation of personal disputes among members or employees, but not including grievances;

c. Consultation with legal counsel;

d. Consideration of records exempt from release by law; and

e. Preparation for presentation of testimony in appeals of land use review decisions.

f. Consideration of grievances. However, the findings and documents of a grievance shall be a matter of public record.

7. Subject Matter of Meetings. Limitation on Subject Matter of Special or Emergency Meetings. Any matter may be discussed or acted on at a regular

general membership meeting or regular Board meeting, except that the Bylaws may be amended only in compliance with Article 11. For special general membership meetings and special Board meetings topics announced in the notice may be discussed as well as additional topics which may arise during discussion. For emergency meetings, only those matters listed in the public notice required in Paragraph 8 below may be discussed or acted on at the meeting.

#### 8. Notice of Meetings.

(a) The President shall cause a notice of each regular general membership meeting, special general membership meeting and regular meeting of the Board to be both published in a newspaper of general circulation, on electronic mailing lists or web sites as determined by the Board, and posted at the SMILE Station at least seven days prior to the meeting. Actual (direct) notice must be provided to specifically interested persons who have requested notification in writing, applicants for land use reviews or liquor licenses whose applications are scheduled to be discussed at the meeting, and any media, at least 24 hours before the meeting.

(b) The President shall cause a notice of any special meeting of the Board to be posted at the SMILE Station and on electronic mailing lists or web sites as determined by the Board at least seven days prior to the meeting. Actual (direct) notice must be provided to specifically interested persons who have requested notification in writing, applicants for land use reviews or liquor licenses whose applications are scheduled to be discussed at the meeting, and any media, at least 24 hours before the meeting.

(c) All notices posted at the SMILE Station must be located where they can be readily observed from the public sidewalk and approached and read by the public on paved surfaces without entering the building.

(d) Notices of regular general membership meetings and regular Board meetings will include a description of subject matter expected to be discussed, reported on, or voted on at the meeting.

(e) Notices of special general membership meetings and special Board meetings will include a description of subject matter to be discussed, reported on, or voted on at the meeting.

(f) The President shall make reasonable efforts to notify as many SMILE members as possible of any special general membership meeting. Action taken at a special general membership meeting or special Board meeting is void if notice of the proposed action is not given as set forth in this Paragraph 8, Notice of Meetings.

(g) Notice of any proposed amendment to the Bylaws must be posted at the SMILE Station at least one month prior to the general membership meeting at which the proposed amendment is scheduled for action by the general membership.

9. Annual Meeting. The annual meeting of the general membership of SMILE shall be held at the regular general membership in May. The purpose of the annual meeting is to elect Officers of SMILE and Directors of the Board and to hear and consider the report of the President regarding the financial condition of SMILE, and activities of the past and coming year.

10. Conduct of General Membership Meetings: Voting. Twenty voting members of SMILE shall constitute a quorum at any general membership meeting. A quorum must be present at the time any motion is introduced and at the time any votes are cast. The votes on any motion or election shall be cast simultaneously. Votes must be cast in person; no proxies are allowed. Except as specifically provided otherwise in these Bylaws, general membership meetings shall be conducted according to Robert's Rules of Order, and every member shall be offered the opportunity to speak in the "town hall" tradition. The President may include an agenda item suggested by a member but must include an item at the next general membership meeting, for which all notice requirements can be met, if petitioned to do so by a written petition signed by 20 qualified members of SMILE. A two-thirds majority vote is required to introduce new action items to the prepared agenda of a regular general membership meeting for immediate consideration, except that a motion to remove an Officer or Director cannot be placed on the agenda in this manner. The vote of the majority of the members present is the act of the membership, except as otherwise stated in the Bylaws.

11. Conduct of Board Meetings: Voting. Seven Board members shall constitute a quorum at any Board meeting. A quorum must be present at the time any motion is introduced and at the time votes are cast. Each Board member shall have one vote. The votes on any motion or election shall be cast simultaneously. Votes must be cast in person; no proxies are allowed. Except as specifically provided otherwise in these Bylaws, Board meetings shall be conducted according to Robert's Rules of Order, as modified by any rules established by the Board, and every Board member shall be offered the opportunity to speak. The President shall include any item suggested by a Director on the prepared agenda for a regular or special Board meeting. A two-thirds majority vote is required to introduce new action items to the prepared agenda of a regular Board meeting for immediate consideration. The vote of the majority of the Board members present is the act of the Board, except as otherwise stated in the Bylaws.

## ARTICLE 4

### BOARD OF DIRECTORS

1. Number of Directors; Composition of Board. The Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer and eight Directors at large.
2. Term of Directors at Large. Directors at large shall be elected to two year terms. The terms shall be staggered so that the terms of four Directors at large expire each year. The term of a Director at large shall begin upon election.
3. Powers. The Board shall have the following powers:
  - (a) To manage and control the business and property of SMILE.
  - (b) To make policies and procedures consistent with Oregon laws and the Bylaws regarding the transaction of business of SMILE and the execution of the duties of the Officers and committees.
  - (c) To generally exercise all powers necessary for the transaction of the business of SMILE, except those reserved to the membership which are electing the Board, approving changes to the bylaws, dissolution of the organization, disposal of the assets, and removal of an Officer or Director as set out under the provisions of Article 6, paragraph 4.
- (4) Functions. As part of the powers set forth above, the Board shall have the following functions:
  - (a) To present to the membership goals and priorities for SMILE.
  - (b) To prepare the annual budget, and determine the expenditure of funds.
  - (c) To expend funds as approved under the annual budget, and to control and supervise the funds of SMILE as set forth in Article 9.
  - (d) To review and make grants of funds as set forth in Article 10.
  - (e) To operate the Oaks Pioneer Church under contract with the City of Portland unless and until ownership is transferred to SMILE.
  - (f) To operate the SMILE Station.
  - (g) To control, supervise and delegate authority to committees as set forth in Article 8.
  - (h) To appeal land use decisions under the City of Portland Zoning Code, to appeal any other decision of a governmental agency when appeal is available and to defend against and prosecute civil litigation.
  - (i) To authorize individuals to sign notes, checks, drafts, warrants, agreements, contracts and other instruments on behalf of SMILE, subject to the provisions of Article 9, Paragraph 2.

(j) To establish rules and procedures for the handling of funds by the Treasurer and any other individuals authorized by the Board.

## ARTICLE 5 OFFICERS

1. Officers; Terms. The officers of SMILE shall be a President, Vice President, Secretary and Treasurer. Officers are elected to serve one-year terms. The President shall serve no more than two consecutive terms. No person shall hold two offices simultaneously. Officers shall take office at the time of the first regular Board meeting following their election.

2. Duties. The duties of Officers shall be as follows:

(a) President: The President shall set the agenda and preside at all Board and membership meetings, shall implement the decisions of the Board, shall perform such duties as authorized or required by the Board, the general membership or the Bylaws, and shall enforce rules and regulations established by the Board. The President may delegate the function of presiding over a general membership meeting or Board meeting to any person only if the Vice-President is unwilling or unable to preside but may not in so doing delegate his voting right.

(b) Vice-President. The Vice-President shall perform the duties of the President in the President's absence.

(c) Secretary. The Secretary shall record and maintain minutes of all membership and Board meetings, maintain the list of Board members and their terms, assist the President with correspondence, and maintain the non-financial files of SMILE.

(d) Treasurer. The Treasurer shall have charge of all funds of SMILE, shall keep and deposit such funds in the name of SMILE at a bank or banks as designated by the Board, and shall keep and maintain accurate and correct accounts of the business transactions of SMILE, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The Treasurer shall make and present a financial report, verbally or in writing at regular Board meetings.

## ARTICLE 6 MATTERS APPLICABLE TO DIRECTORS AND OFFICERS

1. Qualifications. A Director or Officer must be over 18 years of age and must continuously be a member of SMILE for the term of his or her directorship or office.

2. Elections. Directors and Officers shall be elected as set forth in Article 7.

3. Removal by Board. Directors and Officers may be removed from directorship or office by a unanimous vote of the Board, except that the challenged Director or Officer shall not be entitled to vote on the removal action. If approved, removal shall take effect immediately. Grounds for removal are limited to the following:

(a) A Director may be removed from directorship for missing three consecutive Board meetings.

(b) An Officer may be removed from office for missing three consecutive membership meetings.

(c) A Director or Officer may be removed for failure to be qualified as set forth in Article 6, Paragraph 1.

4. Removal by General Membership. A Director or Officer may be removed by a two thirds vote of the general membership at a regular general membership meeting. The proposed action must be listed in the published meeting agenda.

5. An officer or director may resign at any time by written notice to the Board of Directors or the President and will be effective upon receipt. Once delivered, a notice of resignation is irrevocable.

6. Vacancy. Whenever a vacancy in a directorship or office shall occur, whether by death, resignation, removal or other cause, the position shall be filled by election of a successor Director or Officer. The election shall occur at a regular membership meeting as soon as practicable after the vacancy occurs. Article 7 shall not apply to elections to fill a vacancy. Notice of the vacancy and scheduled election shall be given by announcement at the first SMILE general membership meeting after the vacancy arises and the election shall be held no earlier than the first general membership meeting following the announcement. An election to fill a vacancy must be held at a SMILE general membership meeting. The successor elected to fill a vacancy shall serve the remainder of the term of the predecessor.

## ARTICLE 7

### ELECTION OF DIRECTORS AT LARGE AND OFFICERS

1. Time of Election. Directors at large and Officers shall be elected at the annual membership meeting.

2. Nominations. Nominations for Directors at large and Officers shall be made by a three-member Nominating Committee comprising two Directors and one other member of SMILE. The committee shall solicit names for service from the community. The committee shall publish a notice in a newspaper of general circulation that nominations are open, and shall announce the election date and method of nominating candidates at the general membership meeting prior to the annual membership meeting. Nominations must be open at least 30 days



preceding the election, and may be made by any member of SMILE. The committee shall present its nominations for Directors at large and Offices at the annual meeting. Nominations from any member of SMILE will be accepted during the annual meeting prior to the vote, provided the nominee has consented to serve, if elected.

3. Election of Directors at Large. Four Directors at large shall be elected in even-numbered years and four shall be elected in odd-numbered years. Directors at large shall be elected as a group. The four nominees at an election receiving the most votes shall be elected.

4. Election of Officers. Officers shall be elected separately by office. The nominee receiving the highest number of votes cast for an office shall be elected.

## ARTICLE 8 COMMITTEES

1. Purpose; Creation. The purpose of committees is to do work limited to a particular project or subject matter. SMILE shall have permanent committees called standing committees. The Board may also create additional ad-hoc committees of limited or unlimited duration at its discretion.

2. Standing Committees. The standing committees shall be as follows:

- a) Land Use -- the committee reviews land use cases and liquor licenses applications and, in certain cases, files official comments on behalf of SMILE. The committee also organizes SMILE member participation in long term planning efforts which affect the SMILE neighborhood. Because this committee exercises specified executive authority on behalf of the Board, it operates under Board approved guidelines which describe the scope of the decisions it is authorized to make, its organization, and its operating procedures. At least one member of this committee must also be a member of the SMILE Board
- b) Transportation -- the committee works to improve safety and the movement of all kinds of transportation in, out, and through the neighborhood.
- c) Oaks Pioneer Church -- the committee assists the church coordinator with publicity, event scheduling issues, website updating, fee proposals, and special projects.
- d) SMILE Station -- the committee oversees the management of the SMILE Station including answering phone calls from those interested in renting the space, showing the space, scheduling facility use, management, and maintenance.
- e) Crime Prevention -- this committee coordinates neighborhood activities which provide for crime prevention, graffiti removal, and neighborhood watch activities.

f) Nominating -- this committee is responsible for conducting the SMILE election process in an orderly, fair, and unbiased fashion. It is also responsible for recruiting new Board and Director candidates for annual and special elections.

g) Finance -- this committee is responsible for overseeing and managing the financial responsibilities of SMILE

h) History -- this committee is responsible for documenting and researching the historic background of the neighborhood and for promoting events which celebrate its history.

3. Appointment of Chairperson; Committee Members. Each year the President shall appoint the chairperson of all committees. Each committee shall have at least one Director or Officer in its membership.

4. Committee Members; Number and Qualifications. Committee members shall be members of SMILE. Committees should be comprised of at least three members. The Nominating Committee shall be comprised of three members when it nominates nominees for directorships or offices.

5. Goals and Objectives of Non-Standing Committees. Upon appointment of a chairperson, the President shall submit to the Board the goals, objectives and the operating and reporting procedures of any committee that is not a standing committee.

6. Supervision; Authority. All committees shall operate under the supervision and control of the Board. The Board may by resolution delegate certain decision-making authority to a committee. Committees operate under a set of guidelines which outlines their decision-making authority, when and under what conditions a committee chair or member may represent the Board, and sets out rules to be followed by the committee.

## ARTICLE 9

### FINANCE

1. Control of Funds. The Board shall control and supervise all funds of SMILE and shall handle and expend such funds through its Officers and agents as authorized by these Bylaws and resolutions of the Board. The Finance Committee shall prepare a proposed SMILE budget annually for review and recommendation to the general membership by the Board. The proposed budget shall be presented for review and approval at a regular Board meeting.

2. Signing of Instruments. All notes, checks, drafts, warrants, agreements, contracts and other instruments shall be signed by the Treasurer and countersigned by the President or another Officer.

## ARTICLE 10

### GRANTS

1. Approval Authority. The Board may approve expenditures in the form of grants to recipients qualified according to the criteria listed in Paragraph 2 of this Article. Such grants must be for purposes and in amounts consistent with the adopted SMILE budget. The Board may, at its discretion, refer a proposed grant approval to the general membership for discussion and comment.

2. Criteria for Approval. In order to approve a grant the Board must find that the grant meets all of the following conditions:

(a) The grant will be expended primarily for facilities or services provided within the boundaries of SMILE; however, the Board may make an exception provided the basis for the exception is clearly stated in the motion and/or meeting minutes.

(b) The grant will benefit the Sellwood-Westmoreland community.

(c) The grant is for a specific purpose.

(d) At the discretion of the Board, the grant applicant may be required to submit a letter stating that the applicant's books and records will be available for inspection by SMILE Officers at any time and that the applicant is authorized to make the statement.

(e) There are funds available within the annual budget for the grant.

(f) There is no readily available alternative source of funds for the applicant.

3. Conditions of Approval. The Board shall attach conditions of approval to grants as necessary to assure grantee performance and the use of funds for the purposes intended by the Board. Such conditions shall be clearly stated in the motion approving a grant.

## ARTICLE 11

### AMENDMENT OF BYLAWS

1. Amendment. These Bylaws may be amended to add, change, or delete any provision by the affirmative vote of two-thirds of the members present at a regular membership meeting and provided that notice of the amendment is given as set forth in Article 3, Paragraph 8.

## ARTICLE 12

### GRIEVANCE PROCEDURES

1. One-on-One Dialogue and Mediation. Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

2. Eligibility to grieve. Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of ONI Standards or these bylaws that has directly affected the outcome of a decision of the Sellwood Moreland Improvement League. Grievances must be submitted within 45 days of the alleged violation.

3. Processing the Grievance. The Board shall arrange a Grievance Committee which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment an opportunity to be heard. The committee shall then forward its recommendations to the Board.

4. Final Resolution. Within 60 calendar days from receipt of the grievance, the Sellwood Moreland Improvement League shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

5. Only upon unsatisfactory resolution of a grievance with the Sellwood Moreland Improvement League may the grievant appeal to the appropriate District Coalition (Southeast Uplift). The grievant has fourteen calendar days from the date the decision is rendered by SMILE to appeal.

## ARTICLE 13

### CONFLICT OF INTEREST

1. Definition. A conflict of interest exists for a Director or member whenever the exercise of such person's judgment on a matter before the membership or Board will be or reasonably may be affected by that person's financial, business or property interests.

2. Declaring the Conflict. Whenever a Director or member determines that he or she has a conflict of interest, such person must so inform the body hearing the proposal.

3. Abstention from Voting. A Director or member shall not vote on any matter in which he or she has a conflict of interest.

4. Challenges. The Board shall be the final arbiter of alleged conflicts of interest. The vote of two-thirds majority of Board members present shall be required to declare a Director or Officer ineligible to vote on a proposed action.

## ARTICLE 14

### CONSIDERATION OF PROPOSALS BY NONMEMBERS

1. Submission of Proposals. Any person or group not a member of SMILE, including any city or other governmental agency, may propose to the President an item or items for inclusion on the agenda.
2. Notification. If the President includes the item or items in the agenda, the President shall notify the proponent of the place, date, and time of the discussion of the proposal. This notification shall be given to the proponent at least 24 hours in advance.
3. The proponent may attend this meeting to make a presentation and answer questions considering the proposals.

## ARTICLE 15

### INDEMNIFICATION

1. General Indemnification of Directors and Officers. SMILE may indemnify an individual made a party to a proceeding because the individual is or was a Director or Officer against liability incurred in the proceeding if:
  - a. The conduct of the individual was in good faith;
  - b. The individual reasonably believed that the individual's conduct was in the best interest of SMILE, or at least not opposed to its best interest; and
  - c. In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful
2. Mandatory Indemnification of Directors and Officers. Unless limited by the Articles of Incorporation, SMILE must indemnify a Director or Officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because of being a Director or Officer of SMILE, against reasonable expenses incurred by the director in connection with the proceeding.
3. Indemnification of Employees and Agents. SMILE may indemnify its employees and other agents to the same extent as to a Director or Officer.

## ARTICLE 16

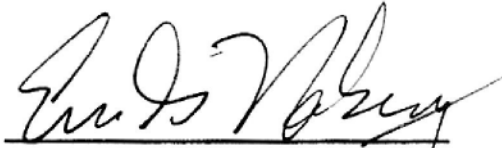
### MISCELLANEOUS

1. Definitions.
  - (a) Bylaws as used herein means the Bylaws of the Sellwood-Moreland Improvement League.
  - (b) Director as used herein means a Director of the Board of Directors of SMILE, and includes an Officer.
  - (c) Director at large as used herein means a Director who is not an Officer.
2. Fiscal Year. The fiscal year shall be from October 1 of each year through September 30 of the next year.

3. Public Meetings. Records. SMILE shall abide by all Oregon statutes relating to public meetings and public records. SMILE shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official actions taken by SMILE shall be on record and shall be recorded in the minutes of each meeting.

Introduced and adopted this 3rd day of August, 2011.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

Adopted April 7, 1993; Amended May 4, 1994; March 3, 1999; May 2, 2001;  
April 3rd, 2002; August 3, 2011.