

**SKYLINE RIDGE NEIGHBORS, INC.**  
**BYLAWS**

**Table of Contents**

ARTICLE 1: GENERAL

- Section 1: NAME
- Section 2: AREA
- Section 3: PURPOSES
- Section 4: MEMBERSHIP
- Section 5: NON DISCRIMINATORY CLAUSE
- Section 6: VOTING

ARTICLE II: FINANCES

- Section 1: DUES
- Section 2: RECEIPT AND DISPOSITION OF ASSETS

ARTICLE III: MEETINGS

- Section 1: MEMBERSHIP MEETINGS
  - a) GENERAL MEMBERSHIP MEETINGS
  - b) SPECIAL MEMBERSHIP MEETINGS
  - c) AGENDA
  - d) QUORUM
  - e) PARTICIPATION
  - f) PROCEDURES
- Section 2: BOARD MEETINGS
  - a) FREQUENCY
  - b) AGENDA
  - c) QUORUM
  - d) PARTICIPATION
  - e) PROCEDURES

ARTICLE IV: BOARD OF DIRECTORS

- Section 1: NUMBER OF BOARD MEMBERS
- Section 2: ELIGIBILITY FOR BOARD SERVICE
- Section 3: TERMS OF OFFICE
- Section 4: BOARD VACANCIES
- Section 5: ELECTION OF DIRECTORS
- Section 6: ELECTION OF OFFICERS AND COMMITTEE CHAIRS
- Section 7: DUTIES OF BOARD MEMBERS
  - a) PRESIDENT
  - b) VICE PRESIDENT
  - c) SECRETARY
  - d) TREASURER
  - e) COMMITTEE CHAIRPERSONS
- Section 8: REMOVAL
- Section 9: DUTIES OF THE BOARD
  - a) MANAGEMENT
  - b) ANNUAL REPORT
  - c) ACTION WITHOUT A MEETING
- Section 10: INDEMNIFICATION
- Section 11: CONFLICT OF INTEREST

**SKYLINE RIDGE NEIGHBORS, INC.**  
**BYLAWS**

ARTICLE V: COMMITTEES

Section 1: COMMITTEE ORGANIZATION & FUNCTION

Section 2: STANDING COMMITTEES

- a) COMMUNITY OUTREACH COMMITTEE
- b) LAND USE COMMITTEE
- c) NATURAL RESOURCE COMMITTEE
- d) FUNDRAISING COMMITTEE
- e) PUBLIC SERVICES COMMITTEE

ARTICLE VI: GRIEVANCE PROCEDURE

Section 1: PERSON OR GROUP ADVERSELY AFFECTED

Section 2: RECEIPT OF COMPLAINT

Section 3: FINAL RESOLUTION

ARTICLE VII: PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section 1: SUBMISSION OF PROPOSALS

Section 2: NOTIFICATION

Section 3: ATTENDANCE

Section 4: DISSEMINATION

ARTICLE VIII: AMENDMENTS

**SKYLINE RIDGE NEIGHBORS, INC.**  
**BYLAWS**

**ARTICLE 1: GENERAL**

**Section 1: NAME**

This organization is a nonprofit public benefit corporation and shall be known as Skyline Ridge Neighbors, Inc. (hereafter SRN).

**Section 2: BOUNDARIES**

Located within Multnomah County, the boundaries of SRN shall be defined as follows: beginning at the junction of NW Newberry Road and the center point of Highway 30; extending then generally southwest up NW Newberry Road, including parcels on both sides of the road, to the junction of NW Newberry Road and the east boundary of Township 1 North, Range 1 West, Section 5; extending then south along the east boundary of Township 1 North, Range 1 West, Section 5 to the southeast point of Township 1 North, Range 1 West, Section 5; extending then west along the south boundaries of Township 1 North, Range 1 West, Sections 5 and 6 to the Washington County line; extending then northwest along the Washington County line to the Columbia County line; extending then east along the Columbia County line to the center point of Highway 30; and extending then generally southeast along the centerline of Highway 30 to the starting point where Highway 30 intersects with NW Newberry Road.

**Section 3: PURPOSES**

This corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and §501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The corporation's primary purposes shall be:

- a) To combat community deterioration by educating the public on subjects relevant to life in the rural-urban interface, and by encouraging voluntary efforts to enhance the livability of the neighborhood;
- b) To lessen neighborhood tensions by maintaining open communications whereby all those interested in the neighborhood may be informed of, and may involve themselves in, the affairs of the neighborhood; and
- c) To help reduce the burdens of local government by acting as a liaison between the neighborhood and governmental agencies, nonprofit organizations and other neighborhoods.

**Section 4: MEMBERSHIP**

- a) Membership in SRN shall be open to residents and owners of property within the SRN boundaries, and to holders of a business license for a location within the boundaries.
- b) Membership shall be obtained by filing a written request to be a member and providing supporting documentation as requested to establish eligibility.
- c) Membership shall be terminated if eligibility for membership ceases to exist.
- d) Members may also terminate their membership at any time by submitting written notice.

**Section 5: VOTING**

- a) All individual members, 18 years of age or older, shall each have one vote per person.

**SKYLINE RIDGE NEIGHBORS, INC.**  
**BYLAWS**

- b) One representative (and not more) from each business licensee that is a member shall also have one vote.
- c) Voting at meetings shall be conducted by show of hands or written ballot.
- d) Voting by proxy shall be prohibited.
- e) The Board of Directors (hereafter Board) may authorize a special vote by other reasonable voting methods, e.g., by mail or at a polling venue.
- f) Unless otherwise specified in these bylaws, decisions of SRN shall be made by a majority vote of a quorum present at any meeting.

**Section 6: NON-DISCRIMINATION**

SRN shall 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 programs, policies, recommendations, or actions.

**ARTICLE II: FINANCES**

**Section 1: DUES**

There shall be no dues or membership fees.

**Section 2: RECEIPT AND DISPOSITION OF ASSETS**

Any property (including money) received as a donation or grant from any individual, firm, corporation, or governmental agency shall be distributed or used for the purposes specified above in Article 1, Section 3.

**ARTICLE III: MEETINGS**

**Section 1: MEMBERSHIP MEETINGS**

**a) GENERAL MEMBERSHIP MEETINGS**

There shall be at least two general membership meetings yearly. The annual meeting of the members, at which the Board shall deliver its annual report, shall be held during the first quarter of the calendar year. General meetings shall be convened at times and dates determined by the Board. Notification for all general meetings shall be given at least seven (7) days in advance by written notice to addressees within the boundaries. Public notice shall also be posted at least seven days in advance at local sites frequented by residents (e.g., Skyline School, Skyline Grange, Plainview Store, Linnton Feed & Seed).

**b) SPECIAL MEMBERSHIP MEETINGS**

Special meetings of the membership may be called by the President or the majority of the Board. A special meeting shall also be called upon receipt of a written request signed by five percent (5%) of the membership. Notification stating the purpose of the special meeting shall be given at least seven (7) days in advance by written or telephone notice to all members of SRN. Public notice shall also be posted at least seven (7) days in advance at local sites frequented by residents (e.g., Skyline School, Skyline Grange, Plainview Store, Linnton Feed & Seed,).

**c) AGENDA**

Subject to the approval of the Board, the President shall prepare the agenda for general and special meetings of the membership. For special membership meetings the agenda shall be

**SKYLINE RIDGE NEIGHBORS, INC.**  
**BYLAWS**

fixed; only matters within the purpose or purposes described in the meeting notice may be conducted. For general membership meetings any person may propose the addition of an item to the agenda by submitting the proposal in writing to the President five (5) days prior to the meeting. Action on the proposal shall proceed according to Article VII. Any member of SRN may make a motion to add an item to the agenda at the meeting.

d) **QUORUM**

A quorum for any general or special meeting of the membership shall be the number of members in attendance. Decisions shall be made by a majority vote of a quorum present at any meeting.

e) **PARTICIPATION**

All general and special membership meetings shall be open to anyone, and all who wish to speak shall be heard. Only members shall be entitled to vote, as specified in Article I, Section 5.

f) **PROCEDURES**

SRN shall follow Roberts Rules of Order Revised in all meetings.

**Section 2: BOARD MEETINGS**

a) **FREQUENCY**

The Board shall meet prior to any general or special membership meeting and at such other times as the President may designate. A majority of Board members may also call a meeting. Board members shall be notified of Board meetings at least 48 hours in advance. Wherever practicable, the Board shall also make reasonable efforts to inform members and those eligible for membership of its meeting schedule (e.g. notices in the Skyline Rural Watch Newslines, in the Skyline Ridge Runner newsletter, and on the SRN website).

b) **AGENDA**

Subject to the approval of the Board, the President shall prepare the agenda. Any member of SRN may make a motion to add an item to the agenda at the meeting.

c) **QUORUM**

A majority of the current Board shall constitute a quorum for the transaction of business. Decisions shall be made by a majority vote of a quorum present at any meeting.

d) **PARTICIPATION**

Board meetings shall be open to all; however, only Board members shall be entitled to vote.

e) **PROCEDURES**

The Board shall follow Roberts Rules of Order Revised in all meetings.

**ARTICLE IV: BOARD OF DIRECTORS**

**Section 1: NUMBER OF BOARD MEMBERS:**

The Board shall determine the exact number of Board positions as deemed appropriate. There shall be at least seven (7) and not more than fifteen (15) Board members (hereafter Directors).

**Section 2: ELIGIBILITY FOR BOARD SERVICE**

Only SRN members shall be qualified to serve as Directors.

**SKYLINE RIDGE NEIGHBORS, INC.**  
**BYLAWS**

**Section 3: TERMS OF OFFICE**

Directors shall be elected to hold office for a term of two (2) years. The terms of Directors shall be staggered so that, as nearly as possible, considering divisibility by two, one half (1/2) of the terms expire each year. Elections to refill positions with expiring terms will be held in the year of expiration. Incumbents of positions with expiring terms shall hold office until the completion of the election of Directors to the expiring positions.

- a) Temporary provision: Terms of positions of Board Members at the time these bylaws become effective shall not be changed.
- b) Temporary provision: At the first Board meeting after these bylaws are effective, the Board shall appoint the SRN officers (President, Vice-President, Secretary and Treasurer) to Board positions with terms expiring as appropriate to comply with Section 3 above. For the purpose of this section, carry-over officers, as ex officio Board Members, shall participate with the rest of the board in making these appointments.
- c) Temporary provision: After the action required in Paragraph 3b is completed, Paragraphs 3a, 3b, and 3c are null and may be removed from these bylaws upon any re-publication.

**Section 4: BOARD VACANCIES**

The Board may fill a vacancy on the Board by a vote for a particular candidate by a majority of all remaining Directors. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed. Alternatively, the Board may direct that the remainder of the term of a vacated position be filled by election at a membership meeting.

**Section 5: ELECTION OF DIRECTORS**

Directors shall be elected annually, in the spring of each year, by a vote of the membership at a membership meeting. Candidates shall be nominated from the floor by any SRN member, and election shall require a plurality vote of the membership present.

**Section 6: ELECTION OF OFFICERS AND COMMITTEE CHAIRS**

- a) At the next Board meeting after the general meeting election, the Board as reconstituted shall elect a President, Vice President, Secretary, and Treasurer from among its members by a majority vote of a quorum. A Director may hold the same office for not more than six consecutive years.
- b) The Board shall also elect a chairperson for each standing committee (see Article V) from among its members by a majority vote of a quorum.

**Section 7: DUTIES OF BOARD MEMBERS**

- a) **PRESIDENT**  
The President shall prepare the agenda and preside at all meetings of the Board and membership. The President shall have such other duties as prescribed by the Board. Any official statement by SRN must be signed by the President after approval of the Board.
- b) **VICE PRESIDENT**  
In the President's absence, the Vice President shall function as President. The Vice President shall also have such other duties as prescribed by the Board.

**SKYLINE RIDGE NEIGHBORS, INC.**  
**BYLAWS**

c) **SECRETARY**

The Secretary shall keep minutes of all Board and membership meetings; shall make the written minutes available to the Board within 14 days of the meeting; shall maintain a current list of members; shall be responsible for SRN communications as directed by the President or the Board; shall make records of SRN available for inspection for any proper purpose at any reasonable time; and shall have such other duties as prescribed by the Board.

d) **TREASURER**

The Treasurer shall be responsible for all funds and shall give an accounting at each general meeting; shall receive, keep safe, and disburse SRN funds; shall have such other duties as prescribed by the Board. Disbursements over \$500 shall require the additional signature of the President.

e) **COMMITTEE CHAIRPERSONS**

Chairpersons of standing committees shall inform the Board and SRN of all activities of their respective committees; shall have such other duties as prescribed by the Board.

**Section 8: DUTIES OF THE BOARD**

a) **MANAGEMENT**

The affairs of SRN shall be managed by the Board in the interim between general 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 recommendation on behalf of SRN; and strictly shall comply with these bylaws.

b) **ANNUAL REPORT**

The Board shall present an annual report at one of the general meetings. The report shall include accomplishments and a financial report of the previous year and objectives and a budget for the following year.

c) **ACTION WITHOUT A MEETING**

The Board may take action without a meeting as long as all Directors consent in writing to such action. This written consent may be given electronically (e.g. by e-mail).

**Section 9: REMOVAL**

The members may remove one or more officers or directors elected by them, with cause, by two-thirds (2/3) vote at any general or special meeting, providing that notice of the meeting was given according to these Bylaws and that such notice states that the purpose, or one of the purposes, of the meeting is the removal of officers or directors. A director elected by the Board may be removed, with cause, by the vote of two-thirds (2/3) of the officers and directors then in office.

**Section 10: INDEMNIFICATION**

This organization will indemnify its officers and directors to the fullest extent allowed by Oregon law. The personal liability of each member of the Board of Directors and each uncompensated officer of the organization, for monetary or other damages, for conduct as a director or officer, shall be eliminated to the full extent permitted by city, county, state or federal law.

**Section 11: CONFLICT OF INTEREST**

The Board shall adopt and follow a Conflict of Interest policy to protect the interests of SRN when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction.

**SKYLINE RIDGE NEIGHBORS, INC.**  
**BYLAWS**

**ARTICLE V: COMMITTEES**

**Section 1: COMMITTEE ORGANIZATION & FUNCTION**

- a) There are two classes of committees: standing committees (identified in Section 2 below) and ad hoc committees.
- b) The Board shall elect a chairperson for each standing committee from among its members (see Article IV, Section 6).
- c) The Board shall have the power to create and dissolve ad hoc committees. The Board shall appoint ad hoc committee chairs, and the chair shall serve at the discretion of the Board.
- d) The chairperson of each standing committee and each ad hoc committee shall then call for volunteers to fill committee memberships.
- e) The activities of all committees shall reflect the purposes of SRN (Article I, Section 3).
- f) All committees shall report to the Board and general membership.

**Section 2: STANDING COMMITTEES**

- a) **COMMUNITY OUTREACH COMMITTEE**  
The Community Outreach Committee shall be responsible for publishing the Skyline Ridge Runner newsletter, notifying the membership of meetings, elections, current issues and events, and maintain and update the membership and mailing lists.
- b) **LAND USE COMMITTEE**  
The Land Use Committee shall solicit and review communications from applicable sources pertaining to land use; shall identify and study pertinent land use issues.
- c) **NATURAL RESOURCE COMMITTEE**  
The Natural Resource Committee shall solicit and review communications from applicable sources pertaining to natural resources including, but not be limited to, watersheds, forestry, agriculture, aggregate, and wildlife; shall identify and study pertinent issues.
- d) **FUNDRAISING COMMITTEE**  
The Fundraising Committee shall raise funds to meet budget needs identified by the Board.
- e) **PUBLIC SERVICES COMMITTEE**  
The Public Services Committee shall solicit and review communications from applicable sources pertaining to public services including but not limited to transportation, public safety, electricity, phone service, television cable, natural gas; shall identify and study pertinent issues.

**ARTICLE VI: GRIEVANCE PROCEDURE**

**Section 1: PERSON OR GROUP ADVERSELY AFFECTED**

A member (petitioner) adversely affected by a decision or policy of SRN may submit in writing a complaint to the Board.

**SKYLINE RIDGE NEIGHBORS, INC.**  
**BYLAWS**

**Section 2: RECEIPT OF COMPLAINT**

Within seven (7) days of receipt of the written complaint, the Board shall schedule with the petitioner a mutually acceptable place, day and time for a review of the complaint. Within thirty (30) days of the review of the complaint, the Board shall submit a written recommendation for resolution of the grievance.

**Section 3: FINAL RESOLUTION**

The Board shall attempt to resolve the complaint and shall submit a report of its recommendation and/or action to the complainant and membership. If the committee, Board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of the majority of the membership at a general or special meeting. Parties involved are encouraged to request assistance from neighborhood mediation resources.

**ARTICLE VII: PROCEDURE FOR CONSIDERATION OF PROPOSALS**

**Section 1: SUBMISSION OF PROPOSALS**

Any person or group, inside or outside the boundaries of SRN, may propose items for consideration by the Board. The Board shall decide whether proposed items will appear on the agenda of standing or ad hoc committees, Board, general or special meetings.

**Section 2: NOTIFICATION**

The proponent and members directly affected by a proposal shall be notified of the place, day, and hour the proposal shall be reviewed, and by what body, not less than seven (7) days in advance when practicable.

**Section 3: ATTENDANCE**

The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

**Section 4: DISSEMINATION**

The Board shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

**ARTICLE VIII: AMENDMENTS**

All amendments to these bylaws must be proposed in writing and made available to members at least seven (7) days before voting on their adoption may proceed. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members at least seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general or special meeting.

Ratified June 15, 1988

Amended November 23, 1998

Amended June 27, 2000

Amended March 3, 2005

Amended March 18, 2008