

# Bylaws of the Friends of Pier Park

## Article I: Name and Purpose

### SECTION 1: NAME

1. Formal Name of Organization: **Friends of Pier Park**.
2. Informal name: **Friends** may be used in documents where the reference is unambiguous.
3. Nick name or initials: **FOPP** or **FoPP** may also be used where the reference is unambiguous.

### SECTION 2. PURPOSE

- 1.To insure the preservation, improvement, and recreation opportunities of Pier Park and its resources,
- 2.through community participation along with City of Portland Parks & Recreation staff in directing the management of the Park.

## Article II: Membership

### SECTION 1. MEMBERSHIP QUALIFICATIONS

- 1.Membership is open to all individuals or groups who reside within the neighborhood of Pier Park, or
- 2.to individuals with an active interest in the stated purposes of FOPP (see article I, section 2).
- 3.An *active member* is a member who
  - a.has attended at least one of the last two most recent meetings of FOPP,
  - b.or is an Officer of FOPP, or
  - c.whose absences have been excused by one or more of the Officers.
  - d.active members shall have one (1) vote each to be cast during attendance at any FOPP general or special meeting.
- 4.An *inactive member* is a member who
  - a.meets all criteria for membership except the attendance criteria, or who

b.has communicated to one or more of the Officers that they intend to be inactive.

## **SECTION 2. MEMBER RESIGNATION**

- 1.Any member can resign at any time.
- 2.Any member whose express interests are opposed to the FOPP purposes listed in Article I, Section 2 will no longer be considered a member and will lose all voting privileges.
- 3.Any members who do not adhere to the following rules of behavior may be asked to resign by any officer:
  - a.Treat each other with respect and courtesy.
  - b.Do not monopolize meeting time.
  - c.Do not misrepresent the position or actions of the FOPP.

## **Article III: Meetings**

### **SECTION 1: GENERAL MEETINGS**

There shall be a minimum of six (6) meetings annually. Notification for all meetings shall require seven (7) days advance notice via an e-mail list.

### **SECTION 2: AGENDA**

The Chair shall prepare the agenda for general FOPP meetings with input from FOPP membership. Any member may make a motion to add an item to the agenda at the general meetings. Adoption of that motion requires a second and a majority vote of active members in attendance.

### **SECTION 3: SPECIAL MEETINGS**

Special meetings may be called for group activities such as a guest presentation, on site inspection of some portion of the park, or similar special event. No business will be conducted during a special meeting, and normal rules of member participation may be modified as necessary. However a general meeting may precede or follow a special meeting.

### **SECTION 3: QUORUM**

- 1.A voting quorum is defined as at least two officers and a minimum of three members including the officers. Decisions of FOPP shall be made by a majority vote of those active members and officers present at any meeting where a quorum is also present.
- 2.To conduct non-voting business or make or receive reports at least one officer must be present.

#### **SECTION 4: PARTICIPATION**

- 1.Any member may request an officer to call a special or general meeting.
- 2.Any general or special meeting is open to any person. Only active members are entitled to vote.
- 3.All actions, decisions or recommendations, including FOPP reports, shall be communicated to all members via e-mail.
- 4.FOPP members are encouraged to participate in FOPP discussion openly.
- 5.Communication between FOPP members and others to resolve issues before attending meetings is encouraged.

#### **SECTION 5: PUBLIC INVOLVEMENT**

- 1.FOPP meetings are open to the public.
- 2.Except in exceptional circumstances, a public comment period for non-members shall be available during each meeting.
- 3.The public comment period may only be waived by a vote of members in attendance.  
The reason for requesting a waiver must
  - a.be clearly articulated
  - b.be clearly documented in the minutes
  - c.be a compelling reason.
- 4.Individuals that are disruptive will be asked to leave the meeting.
- 5.Nonmembers can participate within the meeting at the discretion of the conducting officer.

### **Article IV: Officers and Elections**

#### **SECTION 1: REQUIRED OF ALL OFFICERS**

All Officers shall be responsible for the following:

1. Must be eligible to vote, as per Article II, Section 1.
2. Shall hold the position for which he/she was elected or appointed for
  - a. a term of one (1) year or
  - b. until a successor has been elected or appointed to complete a term.
3. May call and conduct meetings.
4. May represent FOPP in receiving or delivering reports and communications.
5. An officer may hold no more than two FOPP positions simultaneously.

## SECTION 2: SPECIFIC DUTIES OF EACH OFFICER

1. The **Chair** is responsible for the overall functioning of the FOPP. The specific duties of the Chair are:
  - a. Develop meeting agenda with input from membership
  - b. Arrange for speakers and/or presentations.
  - c. Assist incoming Chair in whatever manner possible.
2. The **Vice Chair** is responsible for:
  - a. Conducting meetings in the absence of the Chair
  - b. Developing a meeting agenda with input from membership when informed that the Chair will be unavailable
  - c. Assisting the Chair in whatever manner possible.
3. The **Secretary** is responsible for ensuring that FOPP activities are properly recorded:
  - a. List the names of all attendees in the minutes of each meeting
  - b. Record the deliberations, actions and results of any votes taken in the minutes of each meeting as group actions, avoiding calling out individual attendees, FOPP members and officers, unless specifically requested.
  - c. Record the names of individuals making reports and given assignments.
  - d. Record the date that assignments are due.
  - e. Provide the Chair Person with copies of meeting minutes and reports.
  - f. Maintain all minutes, records and files and pass these to incoming Secretary.

g. Assist incoming Secretary in whatever manner possible.

4. The **Technology Officer** is responsible for maintaining and updating the FOPP website. The specific duties include:

a. Ensure that FOPP is represented in a positive manner on the FOPP website, blogs, Facebook or any other social media in which FOPP is represented

b. Maintaining and updating the e-mail list of FOPP interested persons, board members and Parks personnel

c. If appropriate, responsible for soliciting advertising for the FOPP website.

5. The **Treasurer** is responsible for ensuring that FOPP financial records are kept up to date and accurate. The specific duties include:

a. Record all receipts and disbursements of FOPP funds

b. Write checks as directed by vote at a general meeting.

### **SECTION 3: ELECTIONS**

Only members as defined in Article II, Section 1, shall be qualified to hold an elected or appointed position of FOPP.

1. Elections will be held once a year and within 18 months of the previous election.

2. Elections will be announced at least one month prior to the scheduled election meeting.

3. Nominations will be made from the floor during the election meeting.

4. Nominations will require a second.

5. To be elected requires a majority vote of voting members present at the meeting.

## **Article V: Finances**

### **SECTION 1: DUES**

There shall be no charging of dues or membership fees.

### **SECTION 2: FUND RAISING**

Activities to raise funds for FOPP use may be held if approved by the FOPP voting membership and will be overseen by FOPP members and officers.

## **Article VI: Conflict of Interest**

### **SECTION 1. DEFINITION**

A conflict of interest exists for a member whenever the member holds a personal financial interest which will be impacted by the actions or inaction of the FOPP.

### **SECTION 2: DECLARATION OF CONFLICT OF INTEREST**

Whenever a member determines that they have a conflict of interest relating to an item under discussion, that member must inform FOPP members and officers hearing the discussion that the conflict of interest exists.

### **SECTION 3: ABSTENTION FROM VOTING**

Members shall not vote on matters in which they have a conflict of interest.

## **Article VII: Grievance Procedure**

### **SECTION 1: AFFECTED INDIVIDUAL OR GROUP**

Any individual or group that alleges they have been adversely affected by a decision or policy of the FOPP may submit in writing a complaint to any officer.

### **SECTION 2: RECEIPT OF COMPLAINT**

Upon receipt of a written or e-mailed complaint addressed to an officer or FOPP, the officer shall

1. acknowledge receipt of the complaint and
2. arrange within seven (7) days a meeting of the FOPP officers to
  - a. review the complaint and
  - b. determine FOPP's appropriate course of action.
3. Within thirty (30) days FOPP shall respond in writing to the petitioner.

## **Article VIII: Adoption and Amendments**

Adoption of amendments to these bylaws will be announced by e-mail two months prior to the scheduled bylaw meeting with proposed amendments attached to the e-mail.

- 1.The proposed bylaws and changes will be read at the meeting in the month prior to the scheduled bylaw meeting.
- 2.A proposed amendment will require a second.
- 3.To be adopted amendments will require a two-thirds vote of voting members present at the meeting.