

Roseway Neighborhood Association – Bylaws

ARTICLE I. NAME OF ORGANIZATION

The name of the organization shall be Roseway Neighborhood Association.

ARTICLE II. PURPOSE

The purposes for which this Association is organized are:

- a) To consider and act on issues that affect the livability and quality of the neighborhood;
- b) To provide an open process by which all potential members may involve themselves in the affairs of the neighborhood;
- c) To take positions in matters of civic interest, and promote those positions in communications;
- d) To inform residents of events or plans affecting the neighborhood;
- e) To establish and maintain open lines of communication with other organizations, such as district coalitions, other neighborhood associations, and city, county, regional, and state government agencies;
- f) To do and perform all the activities related to the above purposes, to have and enjoy all the powers granted, and engage in any lawful activities for which nonprofit corporations may be organized under Chapter 65 of the Oregon Revised Statutes or its equivalent future statutory language, and;
- g) For such other purposes as are approved by the Board of Directors (Board) or membership.

ARTICLE III. BOUNDARIES

Boundaries of the Neighborhood Association shall be defined as From the centerline of the intersection of N.E. 62nd Ave. and N.E Prescott St., east along N.E. Prescott St. to N.E. 82nd Ave., South on N.E. 82nd Ave. to N.E Thompson St., West on N.E Thompson St., to N.E 78th Ave. to the Northern boundary of the Rose City Golf Course, West along the northern boundary of the Rose City Golf Course, to the center line of N.E. 65th Ave., North on N.E 65th Ave. to N.E Fremont St, West on N.E Fremont St, to N.E 62nd Ave., North on N.E 62nd Ave, to N.E Prescott St.

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ARTICLE IV. MEMBERSHIP

Section 1. Eligibility: All residents, property owners, and individuals who hold a business license located within the boundaries as defined by these bylaws are eligible to be a member of the association.

Section 2. Consent: An eligible person shall become a member of the association by providing written consent during a meeting of the membership.

Section 3. Dues or Fees: Dues or fees shall not be required.

Section 4. Voting: Each member shall be entitled to one vote for election of board of directors and bylaw amendments.

Section 5. Member Powers: Each member is eligible to vote for election of board directors, bylaw amendments, and dissolution or merger.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number and Composition of Board Members: The number of directors may vary between a minimum of three and a maximum of 15.

Section 2. Eligibility for Board Service: Only members shall be qualified to hold an elected or appointed position.

Section 3. Terms of Office: The term of office for directors shall be two years.

Section 4. Removal: Any elected or appointed director may be removed, with or without cause, by a majority vote of the members at a membership meeting called by the board of directors for that purpose.

Section 5. Board Vacancies: Vacancies on the board shall be filled by a vote of the directors currently serving on the board. A member appointed to fill a vacancy shall serve until the next election.

Section 6. Powers and Duties of the Board: The board shall be responsible for managing the affairs of the association, and for assuring that members are informed of business that affects them through reasonable means of notification. The board must act in the best interest of the association but is not bound specifically to act according to the desire of the majority of Members attending a particular meeting. Elected and appointed directors have the same powers and responsibilities.

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ARTICLE VI. OFFICERS

Section 1. Titles and Eligibility: The officers of this association shall be president, vice president, secretary, treasurer, and district coalition delegate. To be eligible to be an officer, an individual must be a member of the Board.

Section 2. Terms of Office: An officer shall serve a two-year term. The president and vice president shall be selected in even numbered years. The secretary and treasurer shall be selected in odd numbered years.

Section 3. Vacancy: A vacancy in any office shall be filled by a vote of the board not later than the first regular meeting of the board following the vacancy or as soon as possible.

Section 4. Duties of the Officers:

- a) **President:** The president shall be the chief officer of the association and shall act as the chair of the board. The president shall: prepare the agenda for board and membership meetings, preside at all board and membership meetings; represent the position of the board and the interests of the association; act as spokesperson for the association; and serve as the public contact for the association.
- b) **Vice President:** The vice president shall perform the duties of the president in the president's absence and shall perform other duties as authorized by the board.
- c) **Secretary:** The secretary shall record and maintain minutes of membership and board meetings, assist the president 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.
- d) **Treasurer:** The treasurer shall have overall responsibility for all the association's funds. The treasurer shall: maintain full and accurate accounts of all financial records of the corporation; and present financial reports as directed by the board.
- e) **District Coalition Delegate:** The district coalition delegate represents the association on the board of the district coalition. The delegate shall maintain open lines of communication between the association and the district coalition.

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ARTICLE VII. MEETINGS

Section 1. General Membership Meetings:

- a) The annual meeting of the membership shall be held each year in October on a date set by the board. The business of the annual meeting shall include at minimum a report from the board on the state of the association, and the annual election of directors to the board. Notice of the annual meeting to the public shall comply with ORS 65.
- b) In addition to the annual meeting, general membership meetings may be held at a day and time set by the board. Notice of membership meetings to members of the public must be at least 7 days in advance of the meeting.
- c) A quorum for a general membership meeting shall be a majority of the number of board members in office immediately before the meeting begins.

Section 2. Board Meetings:

- a) The board shall meet at least 6 times a year. Public notice of meetings of the board must be at least 7 days in advance.
- b) Emergency Board Meetings: When there is insufficient time to address timely business within the notice requirements of a regular meeting, an emergency meeting may be called. Notice of an emergency meeting to all interested parties may not be less than 24 hours in advance. Only items on the announced agenda may be decided at an emergency meeting. Direct notice to individuals known to have an interest in a particular agenda item must be provided.
- c) Quorum: A quorum for a board meeting shall be a majority of the number of board members in office immediately before the meeting begins.

Section 3. Deliberation and Decision Making: Action is taken by a majority vote of those eligible to vote at a meeting. The procedures for consensus-building, deliberation, and decision making shall be established by the Board.

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ARTICLE VIII. ELECTIONS

Section 1. Annual Election: The members shall elect the directors at the annual election. The annual election will be held at the annual meeting.

The president will assign the following tasks to one or more individuals or committees:

- Confirm terms of office of current directors
- Determine number of open director positions
- In cooperation with the board, seek eligible candidates to run for open director positions
- If not already established, develop a process for the election, including who will preside over the annual election, and submit it to the board for approval
- Establish a process to determine, at the election, who is eligible to vote (e.g. formal membership roster, sign-in check box, presentation of formal documentation of eligibility to be a member).
- Prepare ballots and any other materials needed for the election.
- Provide formal notice of the annual election. The notice should include:
 - Date, time, place
 - Number and type of open seats
 - Process by which a Member can declare their interest in being a candidate for a board position.
 - Who is eligible to vote.
 - Process by which individuals can become a member and be eligible to vote
 - Process at the election by which members will be asked to prove their member status and eligibility to vote.

Section 2. Election of Officers: Directors shall meet after the annual election and, by a vote of the board, elect the positions of president, vice president, secretary, treasurer, and district coalition delegate.

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ARTICLE IX. GRIEVANCE PROCESS

Section 1. Other forms of conflict resolution are encouraged: All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with board members and general members, and/or formal mediation whenever possible.

Section 2. Eligibility to Grieve: A person or group harmed as a result of a decision of this association may file a formal grievance if they believe the action taken by the association violated a provision of these bylaws or the ONI standards.

Section 3. Filing a Grievance: Grievances must be submitted, in writing, to the president and/or secretary, within 45 business days of the alleged violation. A grievance must state the action being grieved, the provision that was allegedly violated, how the grievant was harmed, and identify a remedy.

Section 4. Initial Review and Response: The board will review the proposed grievance, determine its findings, and render a decision on the grievance. The board shall notify the grievant of the board's decision, in writing, within 60 calendar days of the receipt of the grievance.

ARTICLE X. INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by laws any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, volunteer, or agent of the corporation.

ARTICLE XI. CONFLICT OF INTEREST

To protect the integrity of the associates 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.

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ARTICLE XII. NON-DISCRIMINATION

The association will not discriminate against individuals or groups on the basis of race, ethnicity, 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. ONI STANDARDS

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

ARTICLE XIV. AMENDMENT OF BYLAWS

- a. All amendments to these bylaws must be proposed in writing and announced in the published agenda of a membership meeting at least 30 days before the meeting.
- b. Adoption and amendment of these bylaws require a two-thirds (2/3) vote by the members present at a general membership meeting.

ADOPTION

DATE ADOPTED: September 10, 2024