

SUMNER ASSOCIATION OF NEIGHBORS BYLAWS

Adopted: August 18, 1994

Amended: September 8, 2001, June 21, 2016 and January 21, 2020

ARTICLE I: **NAME OF ORGANIZATION:** the name of this organization shall be Sumner Association of Neighbors (SAN).

ARTICLE II: **PURPOSE OF SAN:** the purpose for which SAN is organized is:

- a) To enhance the physical and social livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted and engage in any lawful activity for which corporations may be organized under ORS 65.
- d) To be organized exclusively for educational, scientific, charitable purposes and for the better of the neighborhood. Notwithstanding any statement for purposes or powers aforesaid, this association shall not, excepted to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purpose.
- e) For such other purposes as are approved by the Board of Directors or membership.

ARTICLE III: **BOUNDARIES:** the boundaries of the association shall be defined as: SAN shall serve the areas of northeast Portland as follows: NE 82nd Avenue at Columbia Slough; East along Columbia Slough to I-205; South on I-205 to NE Skidmore Street; West on NE Skidmore to Sandy Boulevard; West on Sandy Boulevard to NE 82 Avenue; North on NE 82nd Avenue to the Columbia Slough.

ARTICLE IV: **MEMBERSHIP**

Section 1: **ELIGIBILITY.** Membership in SAN shall be open to all residents, property owners and individuals, age 18 or older, who hold a business license 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 in accordance with the procedures established by the Association.

Section 3: FUNDING. Charging dues or membership fees shall not be made; however, voluntary contributions will be accepted. Activities to raise funds for SAN use may be held if appropriate.

Section 4: VOTING PROCESS. All persons defined under this Article IV, Section 1 of these bylaws, shall have one vote each to be cast during attendance at any annual membership, general membership or special meeting for the board of directors, bylaw amendments and dissolution or merger. Voting shall be by secret paper ballot. If none of the open seats are contested, a member may make a motion from the floor to adopt the full slate of candidates by acclamation. Election of an individual requires a majority vote of the members voting in an annual, general, special and board meeting. Members must be present to vote. Proxy voting and voting by mail are prohibited. Candidates do not need to be present to be elected.

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 OF DIRECTORS. The Board of Directors shall be composed of a minimum of 3 and a maximum of 16 and shall hereafter be referred to as The Board.

Section 2: ELIGIBILITY FOR BOARD SERVICE. Only members shall be qualified to hold an elected or appointed position.

Section 3: TERMS OF OFFICE AND TERM LIMITS. Members of The Board shall be elected to serve a two (2) year term until the appropriate Annual Meeting. Odd numbered positions shall be elected in odd numbered years and even numbered positions shall be elected in even numbered years. Executive Directors may not serve more than two (2) consecutive terms. Refer to Article VI, Section 2.

Section 4: RECALL/REMOVAL. A recall petition, signed by at least 15 SAN members may be filed with the Secretary, who shall then present it to The Board. The Board shall ask the director or board member if he/she chooses to resign. If not, The Board will hold a special meeting, unless a general membership meeting is scheduled within 30 days. The person may be recalled by a majority vote or the general membership. 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 for that purpose.

Section 5: BOARD VACANCIES. The Board may fill any vacancy on The Board or a committee by a majority vote of The Board in the cases involving unexcused absences by a Director or committee member from three (3) consecutive board meetings or general membership meetings. A member appointed to fill a vacancy shall serve the remainder of the unexpired term until his/her successor is elected or appointed. Vacancies on The Board shall be filled by a vote of the directors currently serving on The Board.

Section 6: POWERS AND DUTIES OF THE BOARD. The Board shall be accountable to the membership; shall seek the view of those affected by an proposed policies or reactions before adopting any recommendation on behalf of SAN and shall strictly comply with these bylaws. Oregon Public Meetings Law does not allow absentee ballots. 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 attended at a particular meeting. If a member is serving as chairpersons of committees they shall inform The Board of all correspondence and activities of their respective committees. Elected and appointed directors have the same powers and responsibilities.

Section 7: EMERGENCY POWERS: In such cases where The Board is required to provide neighborhood response before the question is presented to the membership, The Board must indicate to the questioner that this is the case, and shall present the action taken within a reasonable time (not more than 45 days) for ratification by the membership where circumstances dictate.

ARTICLE VI: EXECUTIVE DIRECTORS AND DIRECTORS

Section 1: TITLES AND ELIGIBILITY. To be eligible to be a director, an individual must be a member of The Board. The officers of this association shall be:

- a) **Executive Directors:** Chair, Vice Chair, Secretary, Treasurer (Secretary Treasurer may be combined into one position)
- b) **Directors:** CNN Delegate, Crime & Safety, Parks & Open Spaces, Publicity, Land Use & Transportation, up to 8 Members at Large

Section 2: EXECUTIVE DIRECTORS.

- a) **Chairperson:** Shall be the Chief Officer of the association and shall act as the Chair of The Board. The Chair 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. **Elected odd numbered years.**
- b) **Vice Chairperson:** Shall assist the chairperson; in the chairperson's absence shall function as chairperson. **Elected even numbered years.**
- c) **Secretary:** shall record and maintain minutes of board and membership meetings, assist the Chair with the correspondence of the association; maintain non-financial files of the association; maintain current and accurate board contacts and send

approved minutes to the neighborhood district coalition. **Elected ~~odd~~ even numbered years.**

- d) **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. **Elected odd numbered years.**

Section 3: DIRECTORS.

- a) **CNN Delegate.** Shall represent the association at all meetings of the neighborhood coalition board meetings. **Elected even numbered years.**
- b) **Crime and Safety.** Shall work with crime prevention programs and assist in setting up the Neighborhood Watch Program. As appropriate they will be report the crime statistics provided by the City of Portland at board and general meetings. **Elected odd numbered years.**
- c) **Parks and Open Spaces.** Shall be responsible for parks and open spaces within the boundaries of SAN; and shall head parks enhancement programs, such as seeking funding through grants, fundraisers, donations, etc, for parks. Attend meetings pertaining to parks at Central Northeast Neighborhood (CNN) and represent SAN and report back to The Board. **Elected even numbered years.**
- d) **Publicity.** Shall be responsible for the SAN newsletter and notifying the membership of meetings, elections, events and other relevant matters of concern to SAN through mail outs and electronic publishing; shall maintain mailing lists; shall also coordinate the distribution of the newsletter to the neighborhood. **Elected odd numbered years.**
- e) **Land Use and Transportation.** Shall attend meetings to land use and transportation at Central Northeast Neighbors (CNN) and represent SAN; shall be responsible for notifying residents of changes pertaining to property within SAN boundaries; shall present to The Board and general membership meetings all communications pertaining to zoning or plan changes. **Elected even numbered years.**
- f) **Members at Large.** Shall be appointed to head a committee when and wherever needed (may represent ethnic group in community). **Elected both even and odd numbered years.**

ARTICLE VII: COMMITTEES

- Section 1: ESTABLISHMENT OF COMMITTEES.** The Board may establish standing and ad hoc committees as it deems necessary and desirable. Such committees may be advisory to The Board or may exercise the authority of The Board. Upon establishment of any committee, The Board shall identify the scope of the committee's authority and duties,

the number of members and appoint the committee's membership. Advisory committees may make recommendations to The Board but cannot implement recommendations or projects without board approval.

Section 2: GRIEVANCE COMMITTEE. Shall consist of not less than three (3) members selected at a membership meeting; shall always have an odd number of members at any vote. No member of this committee shall serve concurrently on The Board or be related to member of The Board. The committee shall receive and respond to signed written complaints by a person or group who feels they have been adversely affected by a decision or policy of SAN.

Section 3: NOMINATING COMMITTEE. Shall consist of three (3) members not currently serving on The Board and elected at the March annual membership meeting shall provide a slate of candidates for each office at the February general meeting when the terms expire. The candidate presented by the nominating committee shall have agreed to serve.

ARTICLE VIII: MEETINGS

Section 1: MEMBERSHIP MEETINGS:

- a) **Annual Meeting.** The annual meeting of the membership shall be held once a year in the month of March on a set date by The Board. The business of the annual meeting shall include a report from The Board on the state of the association, and the annual election of directors to The Board. Notice of the annual membership meeting to the public must be at least seven (7) days in advance or 30 to 60 days in advance if by other than first class or registered mail. Direct notice to the directors and individuals known to have an interest in topics on the meeting agenda must be provided at least one (1) day in advance.
- b) **General Membership Meetings.** Regular general membership meetings will be held at least twice (2) times a year at a regular day and time set by The Board. The membership shall advise The Board of current concerns and possible actions. Notice of regular membership meetings to members and to the public must be at least seven (7) days in advance.
- c) **Special Membership Meetings.** The Board may call a special meeting of the membership. Notice of special membership meetings to members and to the public must be at least seven (7) days in advance.
- d) **Cancelling A Meeting.** Meetings can be cancelled by the same individual who or body that called the meeting.

Section 2: BOARD MEETINGS.

- a) **Regular Board Meetings.** The Board shall meet at least two (2) times a year on a day and time set by The Board to conduct the business of the association. Notice of regular meetings of the board to the public must be at least seven (7) days in advance. Direct notice to the directors and individuals known to have an interest in topics on the meeting agenda must be provided at least one (1) day in advance.
- b) **Special Board Meetings.** The Chair may call a special meeting of the board when the timeliness of the regular meeting is insufficient to take action on particular issues. Direct notice to the directors and individuals known to have an interest in topics on the meeting agenda must be provided at least one (1) day in advance. The Board can only discuss and make decisions at special meetings on the topics on the agenda.
- c) **Emergency Board Meetings:** the Chair or a majority of The Board may call an emergency meeting of The Board when there is insufficient time to address timely business within the notice requirements of a regular special meeting. Notice of an emergency meeting to all parties may not be less than 24 hours in advance. Direct notice to individuals known to have an interest in a particular agenda item must be provided.
- d) **Cancelling A Meeting.** Meetings can be cancelled by the same individual who or body that called the meeting.

Section 3: **PROCEDURES:** SAN shall follow Roberts Rules of Order (Revised) in all areas not covered by the bylaws.

Section 4: **QUORUM:** a quorum is a minimum number of people required by rule or bylaw to be present before business can be transacted by the general membership, board of directors or a committee.

- a) **Annual and General Membership Meetings:** shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of SAN shall be made by a majority vote of those members present at any meeting.
- b) **Board Meetings:** shall be 50% of the total number of directors plus one (1). (example – 10 total on The Board, must have 50% plus 1 for a total of 6 to make a quorum.) A quorum for a board meeting shall be a majority of the number of directors in office immediately before the meeting begins.

Section 4: **MEETING AGENDAS**

- a) **Membership Meetings:** shall be set by the Chair and/or The Board and are subject to approval by The Board. The Chairperson shall prepare the agenda for annual, general and special meetings of the members.

- b) **Board Meetings:** shall be set by the Chair and/or The Board.
- c) **Committee Meetings:** shall be set by the committee chair and/or committee members.
- d) **Amending the Agenda:** Any member of SAN may make a motion to add an item to the annual, general, board or special agendas at the respective meetings. Adoption of that motion requires a second and majority vote.

ARTICLE IX: ELECTIONS

Section 1: EXECUTION: The election at the meeting shall be either by the slate of candidates presented by the nominating committee or by nomination from the floor and requires a majority vote of the membership present.

Section 2: NOMINATIONS FROM THE FLOOR: floor nominations must secure the permission of the candidates before the chairperson may accept the nomination. Only persons eligible for SAN membership as defined under Article IV, Section 3 of these bylaws shall be qualified to hold an elected or appointed position. Nominations from the floor do not require a second.

ARTICLE X: 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 directors and members, and/or formal mediation whenever possible. If the process continues, The Board or a committee designated by The Board, shall offer the grievant an opportunity to present information relevant to the grievance and shall gather other relevant information. The body carrying out the review will develop its findings and recommendations and submit them to The Board.

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, a formally adopted policy of the association, or the ONI Standards.

Section 3: FILING A GRIEVANCE: grievances must be submitted in writing, to the association chair and secretary, within 45 business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the association's bylaws or the ONI Standards which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

Section 4: **INITIAL REVIEW AND RESPONSE:** The Board of the board's designee will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found not to meet the criteria, The Board or its designee will inform the grievant in writing of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process continues.

Section 5: **BOARD ACTION:** The Board shall consider the findings and recommendations and render a decision on the grievance. The Board shall notify the grievant of The Board's decision, in writing, within 60 calendar days from the receipt of the grievance.

ARTICLE XI: **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 XII: **CONFLICT OF INTEREST AND DUTY OF LOYALTY:** to protect the integrity of the association's decision-making process. All Board of Directors and committee members 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 non-profit organizations with which they are affiliated. The director or committee members will not be present for or participate in any board discussion of or vote on the transaction or decision.

ARTICLE XIII: **AMENDMENT OF BYLAWS:** all amendments to these bylaws must be proposed in writing. Amendments may be proposed by The Board or by a petition of 15 members and presented to any member of The Board. The Board shall submit proposed amendments to the members for a reading at a general meeting. The Board shall schedule a vote on the adoption of the amendment(s) at a subsequent general meeting.

Section 1: **NOTICE:** notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provide to all members a minimum of 30 days before the general meeting at which the amendment(s) will be voted on. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

Section 2: **ADOPTION:** Adoption and amendment of these bylaws shall require a two-thirds (2/3) vote by the members present at a general membership meeting.

ARTICLE XIV: **PROCEDURE FOR CONSIDERATION OF PROPOSAL TO AMEND BYLAWS**

Section 1: **EXECUTION:** The Board shall be responsible for the executive of this article.

Section 2: SUBMISSION OF PROPOSALS: any person or group, and any city agency, may propose in writing, items for consideration and/or recommendations to The Board. The Board shall decide whether proposed items will appear on the agenda of annual, general, special, board or committee meetings.

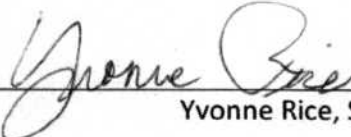
Section 3: ATTENDANCE: the proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Section 4: DISSEMINATION: the SAN shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE XV: PUBLIC MEETINGS/PUBLIC RECORD REQUIREMENT: SAN shall abide by all Oregon statutes relative to public meetings and public records.

ARTICLE XVI: NON-DISCRIMINATION: San must 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 policies, recommendations or actions.

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


Yvonne Rice, SAN Chair

1-21-2020
Date Signed

Virginia Petersen, SAN Secretary

Date Signed

Adopted by a vote of the SAN membership on January 21, 2020 after approval by the SAN Board on January 14, 2020

Adopted by a vote of the SAN membership on June 21, 2016 after approval by the SAN Board on June 14, 2016.

These bylaws replace the previous bylaws adopted on August 18, 1994 and amended on September 8, 2001.