

BYLAWS OF THE SULLIVAN'S GULCH NEIGHBORHOOD ASSOCIATION

Approved 04/08/14

ARTICLE I -- Purpose

Section 1: **Name of Organization:** The name of the organization shall be the Sullivan's Gulch Neighborhood Association (SGNA).

Section 2: **Purpose of SGNA:** The purposes for which SGNA is organized are:

- a) To enhance the livability of the area by establishing and maintaining an open line of communication and liaison within the neighborhood, and between government agencies and other neighborhoods.
- b) 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 Chapter 65.
- c) To be organized exclusively for educational, scientific and charitable purposes only. Notwithstanding any statement of purposes or powers aforesaid, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purpose.

Section 3: **Membership:** Membership in SGNA shall be open to all residents, properly owners, governmental agencies, business licensees and nonprofit organizations located within the boundaries of SGNA as defined in Article X of these Bylaws.

Section 4: **Voting:** All residents, property owners and business licensees located within SGNA boundaries, 16 years of age or older, shall have one vote each to be cast during attendance at any General meeting. One representative from each business, government agency and nonprofit organization located within SGNA boundaries shall have the same privilege as the residents mentioned above. See Article III, Section 7: Participation and Article VI Elections & Voting.

Section 5: **Non-discrimination:** The SGNA may 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 II -- Funding:

Charging of dues or membership fees shall not be made, however, voluntary contributions will be accepted. Activities to raise funds for SGNA use may be held if appropriate.

ARTICLE III -- Meetings

Section 1: **General Membership Meetings:** There shall be at least two general membership meetings yearly. The meetings shall be convened in the spring and fall (but not more than seven (7) months apart) and upon any day decided upon by the majority vote of the Board of Directors. Notification for all General meetings shall require seven (7) days advance written, email, telephonic or public notice.

Section 2: **Special Board Meetings:** Special meetings of the Board may be called by the Chairperson or the Board of Directors as deemed necessary. Notification and purpose(s) of the Special meeting shall require seven (7) days advance written, email, telephonic or public notice.

Section 3: **Regular Board Meetings:** Board meetings shall be held at a regularly scheduled time and place (traditionally, the second Tuesday of each month except August). These meetings shall be open session; however, only Board members shall be entitled to vote. Directors shall be notified of Board meetings in writing, email, or telephonically at least seven (7) days in advance. A majority of Board members may call a Board, Emergency Board, General, or Special meeting.

Section 4: **Emergency Board Meetings:** In such cases where the Board is required to provide a response before the next Board meeting, the Chairperson or a majority of the Board may call an Emergency Board meeting with no less than 24 hours notice and must indicate that this is the case.

Section 5: **Agenda:** Subject to the approval of the Board, the Chairperson, or designee, shall prepare the agenda for all meetings. Any person may add an item to the agenda by submitting the item in writing to the Board of Directors at least seven (7) days in advance of the membership meeting. Any two Board members or any four members of SGNA may add an item to the agenda of any meeting.

Section 6: **Quorum:** A quorum for any General-meeting of SGNA shall be a minimum of one more than half the number of filled Board positions plus a number of members equal to a minimum of one more than the number of Board members present. A quorum at Regular monthly Board meetings and Emergency or Special meetings shall be one more than half the number of filled Board positions. Decisions at all meetings shall be made by majority vote (exception as per Article IX, Section 1).

Section 7: **Participation:** Any General Meeting, or Special, and Regular Board of Directors or Committee meeting is open to any person and all who wish to may be heard. All actions or recommendations of the meetings shall be communicated to all affected parties, including minority reports.

Section 8: **Procedures:** Upon the request of any member in attendance, the rules contained in the latest edition of Robert's Rules of Order shall govern the conduct of meetings of the neighborhood association where they are not inconsistent with these Bylaws.

Section 9: **Open Meetings/Public Records Law:** Any General, Special, Board, Emergency Board, or Committee meeting will abide by the open meetings/public records policy governing the neighborhood system as set forth in the operating ordinance.

ARTICLE IV --Board of Directors

Section 1: **Composition of Board of Directors:** The Board of Directors, hereinafter referred to as the Board, shall comprise a Chairperson, Vice Chairperson, Secretary, Treasurer, and not more than fifteen (15) Directors-at-Large, who may also be Chairpersons of Standing and/or Special committees. A minimum of two-thirds (2/3) of the Board shall be neighborhood residents. At the first Board meeting following the election of new Board members the Board shall elect the following officers:

Section 2: Duties of Board Members:

- a) Chairperson: The Chairperson shall prepare the agenda for and preside at all meetings of the Board and membership; shall appoint any members of committees not elected, with a majority approval of the Board.
- b) Vice-Chairperson: The Vice Chairperson shall assist the Chairperson and in the Chairperson's absence, shall function as Chairperson.
- c) Secretary: The Secretary shall keep minutes and written records of the meetings, including majority and minority opinions on all items that were voted upon; shall be responsible for all correspondence of SGNA; shall make records of SGNA available for inspection for any proper purpose at any reasonable time.
- d) Treasurer: The Treasurer shall be responsible for all funds and shall give an accounting at each General meeting; shall receive, safe keep and disburse SGNA funds, but such disbursement shall require the signature of one other Board member.
- e) Directors-at-Large: The Directors-at-Large shall participate in the business of the Board, and if serving as Chairpersons of Committees, shall inform the Board and SGNA of all activities of their respective committees.

Section 3: Duties of the Board:

- a) **Management:** The affairs of SGNA 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 SGNA; shall strictly comply with these Bylaws.
- b) **Vacancies:** The Board may remove and replace any member of a Board or committee by majority vote of the Board in cases involving unexcused absences by a Board or committee member from three (3) meetings in a year. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his/her successor is elected or appointed.

Section 4: **Conflict of Interest:** Whenever a board member determines that they have a conflict of interest relating to an item under discussion, they must inform the body (membership or board) hearing the proposal that the conflict of interest exists and this must be recorded in the minutes. Board members shall not vote on matters in which they have a conflict of interest.

ARTICLE V -- Committees

Section 1: **Purpose:** Committees shall make advise and make recommendations to the Board on matters related to its purpose..All committees shall pUblicize the time and location of meetings and regularly report its activities to the Board.

Section 2 **Standing Committees:**

- a) **Land Use Committee:** The Land Use Committee shall be responsible for advising the Board concerning all planning and land use issues affecting the Members and the neighborhood.
- b) **Communications Committee:** The Communications Committee shall be responsible for the SGNA newsletter and notifying the membership 01 meetings, elections, events and other relevant matters of concern to SGNA; shall undertake efforts to increase participation in SGNA activities.
- c) **Additional Standing Committees:** Additional standing committees may be established by amendment to these Bylaws.

Section 2: **Special Committees:** Special committees may be established by majority vote of the Board or by the Chairperson, who shall be responsible for defining the charge of the of the committee.

ARTICLE VI --Elections & Voting

Section 1: **Eligibility:** Only SGNA members shall be qualified to hold an elected position

Section 2 **Voting Privileges:** Only those present at a meeting are allowed to vote. Proxy voting is not allowed. As per Article III, Section 7, Members may vote at General Meetings and then only to elect nominees to the Board of Directors (Article Vi, Section 3), remove Board Members (Article VI, Section 4), or to adopt or amend By-Laws (Article IX). Members of the Board of Directors may vote as members at General Meetings. Only Board Members are allowed to vote at all Special, Regular and Emergency Board Meetings.

Section 3: **Board Members:** Members of the Board shall be elected to serve for two (2) years until the corresponding General meeting. The elections shall be by nomination from the floor and require a majority vote of the membership present. The chairman shall seek to insure that election of new Board members is staggered so that approximately 25% of the Board is being elected at any given time.

Section 4: **Impeachment:** Any holder of an elected position may be removed by a two-thirds (2/3) vote of the membership present at a General meeting.

ARTICLE VII --Grievance Procedure

Section 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.

Section 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 the Office of Neighborhood Involvement (ONI) Standards or these bylaws that has directly affected the outcome of a decision of the Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.

Section 3. **Processing the Grievance:**

The Board shall arrange a Grievance Committee, which shall review the grievance to determine whether it fits inside of the scope of these grievance procedures. If not, the committee will communicate that finding with the Board and Grievant. If it does fit, the committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations in writing to the Board.

Section 4. **Final Resolution:**

Within 60 calendar days from receipt of the grievance, the Association 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.

ARTICLE VIII --Procedure for Consideration of Proposals

Section 1: **Submission of Proposals:** Any person or group, inside or outside the boundaries of SGNA and any City agency may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether the proposed items will appear on the agenda of either the Board, Standing or Special Committees, General meetings or Regular or Special Board meetings.

Section 3: **Notification:** The Board shall decide if additional notification of the place, day and hour the proposal shall be reviewed is required. If so, it shall be not less than seven (7) days in advance.

Section 4: **Attendance:** The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Section 5: **Dissemination:** The SGNA shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE IX •• Adoption and Amendment of Bylaws

Section 1: **Adoption and Amendments:** Adoption of and amendments to these Bylaws shall require a two-thirds (2/3) vote by the members present at a General meeting.

ARTICLE X•• Boundaries

Section 1: **Boundaries:** Boundaries of SGNA shall be defined as follows: Beginning at the corner of NE 15th and NE Broadway, to the corner of NE Broadway and NE 37th ; thence to Interstate Highway I-84 ; thence to NE 11th extended thence to NE Multnomah; thence to NE 15th, and back to the beginning point. The boundary to SGNA shall run along the centerline of all rights-of-way and projections mentioned above