

Alison Stoll
3-6-01

BY-LAWS FOR THE SUNDERLAND ASSOCIATION OF NEIGHBORS

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

Section 2 PURPOSE OF SAN: The purposes for which SAN is organized are:

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 Chapter 61.

d) To be organized exclusively for educational, scientific and charitable purposes. 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 SAN shall be open to all persons who live, work, or own property within the boundaries of SAN as defined by Article X of these by-laws. Any other person may apply for SAN membership by written application to the SAN board who shall have the sole discretion to grant membership at the next meeting.

Section 4 VOTING: All persons defined under Article I, Section 3 of these by-laws, 18 years of age or older, shall have one vote each to be cast during attendance at any general or special meeting.

ARTICLE II FUNDING

Section 1 DUES: Charging of 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.

- ARTICLE III MEETINGS: There shall be at least one (1) general membership meeting yearly. The meeting shall be convened in October, 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 notice.
- Section 2 SPECIAL MEETINGS: Special meetings of the membership may be called by the chairperson or the board of directors as deemed necessary. Notification for special meetings shall require a minimum of two (2) days notice.
- Section 3 AGENDA: Subject to the approval of the board of directors, the chairperson shall prepare the agenda for general and special meetings of the membership. Any member of SAN may make a motion to add an item to the board, general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote.
- Section 4 QUORUM: A quorum for any general or special meeting of SAN shall be the number of members in attendance. Unless otherwise specified in these by-laws, decisions of SAN shall be made by a majority vote of those members present at any meeting.
- Section 5 PARTICIPATION: Any general, special, board or committee meeting is open to any person and all who wish to may be heard. However, only those eligible for membership are entitled to vote. All actions or recommendations of general or special meetings shall be communicated to all affected parties, including minority reports.
- Section 6 PROCEDURES: The SAN shall follow Roberts Rules of Order (Revised) in all areas not covered by the by-laws.
- ARTICLE IV COMPOSITION OF BOARD: The board of directors, hereinafter referred to as the board, shall be composed of a chairperson, vice chair, secretary/treasurer and six (6) members-at-large. Each director shall hold office for a term of two (2) years for which he/she is elected or appointed and until his/her successor shall have been elected or appointed to take office.
- Section 2 DUTIES OF BOARD MEMBERS
- a) CHAIRPERSON: The chairperson shall prepare the agenda and preside at all meetings of the board and membership; shall appoint members of committees. The chairperson shall appoint a grievance committee composed of at least three members, subject to approval of the board.
- b) VICE CHAIRPERSON: The first alternate shall assist the chairperson; in the chairperson's absence shall function as chairperson.

c) **SECRETARY/TREASURER:** The secretary/treasurer shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence of SAN; shall make records of SAN available for inspection for any proper purpose at any reasonable time. In addition, this officer shall be held accountable for all funds and shall give an accounting at each general meeting, and shall receive, safekeep and disburse SAN funds, but such disbursements shall require the signature of one other board member.

Section 3

DUTIES OF THE BOARD

a) **MANAGEMENT:** The affairs of SAN shall be managed by the board in the interim between meetings. The board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions before adopting any recommendation on behalf of SAN and shall strictly comply with these by-laws.

b) **VACANCIES:** The board may fill any vacancy on the board or a committee by a majority vote of the board in cases involving unexcused absences by a board or committee member from three (3) consecutive meetings. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his/her successor is elected or appointed.

c) **BOARD MEETINGS:** The board shall meet at least fourteen (14) days prior to any general or special membership meeting and at any other time the chairperson may designate. There shall be at least two (2) board meetings yearly. These meetings shall be open session; however, only board members shall be entitled to vote. A quorum for board meetings shall be the number of board members in attendance, decisions shall be made by majority vote. Directors shall be notified of board meetings in writing or by telephone in advance. A majority of board members, by signed petition, may call a board general or special meeting.

d) **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 thirty (30) days, or within a reasonable time for ratification by the membership where circumstances dictate.

ARTICLE V STANDING COMMITTEES:

Section 1 GRIEVANCE COMMITTEE: The Grievance Committee shall receive and respond to written complaints by a person or group who feels that they have been adversely affected by a decision or policy of SAN.

Section 2 NOMINATING COMMITTEE: The Nominating Committee shall provide a slate of candidates for each office at the annual meeting when the terms of office expire. The candidates presented by the Nominating Committee shall have agreed to serve.

ARTICLE VI ELECTIONS

Section 1 EXECUTION: The election at the meeting shall be either by the slate of candidates presented by the Nominating Committee or by nominations from the floor and requires a majority vote of the membership present. The floor nominations must secure the permission of the candidate before the chairperson may accept the nomination.

Section 2 BOARD MEMBERS: Members of the board shall be elected to serve for two years until the appropriate general meeting. (Odd numbered positions shall be elected in odd numbered years and even numbered positions shall be elected in even numbered years.)

Section 3 ELIGIBILITY: Only persons eligible for SAN membership shall be qualified to hold an elected or appointed position.

Section 4 RECALL: A recall petition, signed by at least twenty (20) SAN members may be filled with the secretary, who shall then present it to the board. The board shall ask the officer or board member-at-large if he/she chooses to resign. If not, the board will hold a special meeting, unless a general meeting is scheduled within thirty (30) days. The person may be recalled by a majority vote of the general membership.

ARTICLE VII GRIEVANCE PROCEDURE

Section 1 PERSON OR GROUP ADVERSELY AFFECTED: A person or group adversely affected by a decision or policy of SAN may submit in writing a complaint to any member of the Grievance Committee.

Section 2 RECEIPT OF COMPLAINT: Within seven (7) days of receipt of the complaint, the committee shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint, and will in writing, within thirty (30) days recommend a resolution of the grievance to the board.

Section 3 FINAL RESOLUTION: The committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant, board and membership. If the committee, board and petitioner cannot reach an agreement, final resolution of the complaint shall be by vote of a majority of the membership at a general or special meeting.

ARTICLE VIII PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section 1 EXECUTION: The board shall be responsible for the execution 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 recommendation to the board. The board shall decide whether proposed items will appear on the agenda of the board, committee, special or general meetings.

Section 3 NOTIFICATION: The proponent and members directly affected by such proposal shall be notified of the place, day and hour the proposal shall be reviewed not less than two (2) 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 SAN shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE IX ADOPTION AND AMENDMENTS: Adoption of and amendments to these by-laws shall require a two-thirds (2/3) vote by the members present at a general meeting.

ARTICLE X BOUNDARIES: SAN shall serve the area of northeast Portland bounded as follows:

Starting at the intersection of N.E. Marine Drive and 42nd Avenue going west to 33rd Drive; south to N.E. Elrod Road; east to 41st Avenue; south to the airport runway; then from the airport runway south on N.E. 42nd Avenue to N.E. Columbia Blvd; west to N.E. Union; north to the Columbia Slough; east to the Peninsula Drainage Canal; north to the Columbia River; east to N.E. 33rd Drive.