

**BRENTWOOD-DARLINGTON NEIGHBORHOOD ASSOCIATION
BYLAWS**

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August 2, 2007
Amended 3-5-09

ARTICLE I **NAME OF ORGANIZATION:** The name of the organization shall be Brentwood-Darlington Neighborhood Association. (**BDNA**)

ARTICLE II **PURPOSE:** The purposes for which the BDNA is organized are:
a) To enhance the livability of the neighborhood and Portland by establishing and maintaining an open line of communication and liaison among 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 nonprofit corporations may be organized under ORS Chapter 65.

d) For such other objectives as are approved by the Board of Directors(Board) or membership.

ARTICLE III **BOUNDARIES:** Boundaries of BDNA shall be defined as the area from the center line of S.E. Duke Street on the North, to the center line of S.E. 82nd Avenue on the East, to the Multnomah/Clackamas County boundary on the South, to the center of S.E. 55th Avenue, North to the center line of S.E. Harvey Drive, West to the center line of S.E. 45th Avenue on the West.

Amended as of 3-5-09

ARTICLE IV **MEMBERSHIP:**

Section 1 **Qualification:** Membership in the BDNA shall be open to all residents, property owners, and holders of a business license

located within the boundaries as defined in ARTICLE III of these bylaws. Membership may also include individuals, who subscribe to the purposes of BDNA but live outside of the boundaries. They must be approved by a unanimous vote of the Board.

Section 2 **Voting:** All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business shall have the same privilege as the residents listed above. Unless otherwise specified in these bylaws decisions of the BDNA shall be made by a majority vote of those members present at any meeting

ARTICLE V **FINANCIAL SUPPORT:** Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and fund raising may be authorized by the Board .

ARTICLE VI **MEMBERSHIP MEETINGS:**

Section 1 **General Membership Meetings:** There shall be at least 10 general membership meetings each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice.

Section 2 **Special or Non-Regular Meeting:** Special meetings of the membership, board or committees may be called by the Chair or by majority vote of the Board as deemed necessary. Notification shall be by mail newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public, active members, board or committee members, and to individuals and news media that have requested notice.

- Section 3 **Agenda:** Subject to the approval of the Board, the Chair shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by:
- a) Submitting the item in writing to the Board at least seven (7) days in advance of the meeting or,
 - b) Making a motion to the Board to add an item to the general or special meeting 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 the BDNA is 7 members.
- Section 5 **Participation:** Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.
- Section 6 **Procedures:** Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

ARTICLE VII BOARD OF DIRECTORS:

- Section 1 **Number of Board Members:** The Board shall determine the exact numbers of Board position annually. There shall be at least seven(7) and no more than twenty-one(21) Board members.
- Section 2 **Eligibility for Board Service:** Only persons eligible for membership shall be qualified to hold an elected or appointed position.

- Section 3 **Terms of Office:** Each director shall hold office for a term of one(1) year for which he/she is elected or appointed and until his/her successor shall have been elected or appointed to take office. Term of office runs from June 1 to May 31.
- Section 4 **Board Vacancies:** The Board may fill any vacancy on the Board or committees by majority vote of the Board. 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 5 **Election of Board Members:** Board members shall be elected annually by a vote of the membership at the annual meeting in May. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the BDNA. Election requires a majority vote of the membership present.
- Section 6 **Duties of Board Members:** The Board shall have the following responsibilities and powers:
- a) Manage the daily affairs of the BDNA.
 - b) Make decisions and represent the interests of the BDNA on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
 - c) Appoint committees to perform necessary functions and represent the BDNA on specified topics.
 - d) Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the BDNA.
- Section 7 **Election of Board Officers:** Board members shall meet in May

and, by majority vote of the Board members present, elect a Chair, Vice Chair, Secretary and Treasurer. The remaining Board members shall be members-at-large.

Section 8

Duties of Board Officers:

- a) **Chair:** The Chair shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chair shall represent the position of the Board and the interests of the BDNA.
- b) **Vice Chair:** The Vice Chair shall perform the duties of the Chair in the Chair's absence and as authorized by the bylaws or regulations of the Board.
- c) **Secretary:** The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chair with correspondence and maintain the non-financial files of the BDNA. The secretary will maintain a list of Board members.
- d) **Treasurer:** The Treasurer shall have charge of all funds belonging to the BDNA and shall receive, deposit and disburse funds for the BDNA in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.

Section 9

Board Meetings:

- a) **Regular Board Meetings:** There may be regular Board meetings each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate

means of communication apt to reach a majority members.
Notification shall require seven days advance notice for all Board members and to individuals and news media that have requested notice.

b) **Special or Non-Regular Board Meetings:** Special meetings of the Board may be called by the Chair or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.

c) **Emergency Meetings:** Emergency meetings of the Board may be called by the Chair or by majority of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other means of communication apt to reach a majority of the members. Notification shall require not less than 24 hours notice to the members of the Board that is meeting and to individuals and news media that have requested notice.

d) **Voting:** Unless otherwise specified in these bylaws decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

Section 10

Powers of the Board: The Board shall be responsible for all business coming before the BDNA and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 11 **Termination for Non-Attendance:** Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

ARTICLE VIII **COMMITTEES:** There may be standing committees as designated by the Board and special committees as may be established by the Chair. Committees must have at least one(1) Board member on them.

ARTICLE IX **CONFLICT OF INTEREST PROCEDURES:** A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board if all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of a Director with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may not vote on the transaction.

ARTICLE X **GRIEVANCE PROCEDURES:**

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 ONI Standards or these bylaws that has directly affected the outcome of a decision of BDNA. 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. Whenever possible, we will have Co-Chairs. 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 to the Board.

Section 4 **Final Resolution:** Within 60 calendar days from receipt of the grievance, BDNA shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee must be approved by the Board.

ARTICLE XI PROCEDURE FOR CONSIDERATION OF PROPOSALS:

Section 1 **Submission of proposals:** Any person or group, inside or outside the boundaries of BDNA 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, standing or special committees, or general or special meetings.

Section 2 **Notification:** The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.

Section 3 **Attendance:** The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4 **Dissemination:** BDNA shall record recommendations and dissenting views in the meeting minutes.

ARTICLE XII PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:
BDNA shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official action(s) taken by the BDNA must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be kept on file at the District Coalition office.

ARTICLE XIII NONDISCRIMINATION: BDNA will not discriminate against individuals or groups on the basis of race, 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 XIV ADOPTION AND AMENDMENT OF BYLAWS: All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.

ARTICLE XV LAND USE:

Section 1 **Purpose:** The Board Chair will appoint a Land Use Chair and may elect a Land Use Committee that investigates land use requests and

activities which are perceived to have an impact on the livability of the Brentwood-Darlington neighborhood, taking action to state neighborhood positions and to amend, ameliorate or recommend conditions to maintain or improve livability for both residents and businesses within the boundaries of the neighborhood. If a committee is not elected, the Land Use Chair may act on behalf of the BDNA Board.

Section 2 **Structure:** The Land Use Committee appointed to two year terms by the Board Chair and approved by the Executive Board according to the provisions of these Bylaws. Appointments may be made and approved at the Annual Meeting or the first Board meeting after the Annual Meeting. The chair and two members shall be appointed on odd years, the remaining two members shall be appointed in even years. Appointments to fill vacancies shall be made in the same manner as original appointments to the Committee.

Section 3 **Land Use Committee Guidelines:** The Board at a Board meeting or the membership at an Annual or Special meeting shall adopt Land Use Committee Guidelines by majority vote. These guidelines shall set out minimum rules of procedure for the Committee and its members. These guidelines may be amended by majority vote of the Board or the membership.

Section 4 **Quorum:** A quorum of three committee members shall be required to conduct business.

Section 5 **Authority:**

- a) The Land Use Committee shall be empowered to take a position and present its findings and recommendations on land use matters directly to the appropriate governmental body, with dissenting views noted.

- b) In the event a land use decision is appealed by the applicant or other party, the Land Use Committee shall file the neighborhood response. Should the neighborhood appeal a land use decision, the Committee shall file the appeal.

Section 6 **Notification:** The Land Use Chair shall use reasonable means to notify all persons who may be directly affected by a decision to be made by the Land Use Committee and give them an opportunity to provide input to the decision. Notification shall be in accordance with the guidelines adopted by the Board.

Section 7 **Board Ratification:** The Land Use chair shall report decisions made and actions taken by the Committee to the Board at the next Board meeting. The Board shall ratify or reject the decision. If the Board rejects the Committee's decision, it shall notify the appropriate governmental body at the earliest opportunity.

Section 8 **The Land Use Committee Guidelines** are attached as Exhibit "A"

Exhibit "A"

Brentwood-Darlington Neighborhood Association Land Use Committee Guidelines

I INTRODUCTION

Land use is a broad term encompassing elements of commercial and residential zoning, traffic management, transportation planning, code review and enforcement, and business and community development which impact implementation of the long-range goals of Brentwood-Darlington Neighborhood Association (BDNA) for the benefit of those

who reside or work within its boundaries. The necessary background education to make prudent and consistent decisions on these issues normally cannot be imparted or learned while the Board addresses routine matters at its regular meetings. Hence, land use decisions having a lasting impact on the community at large may be made with insufficient or invalid information. A Land Use Committee will be able to focus exclusively on the land use issue before it, allowing for more thorough investigation and consideration of the issue.

Land use decisions must be delivered to the appropriate public body in a timely manner and cannot normally be deferred until the next scheduled Board meeting. A tardy response can have grave consequences for the livability of a neighborhood. Inconsistent responses to similar land use proposals cannot satisfy neighborhood goals and needs and can deliver mixed messages to those who receive them. A properly configured Land Use Committee can deliver consistent responses within tight timeliness when the Board may not be able to do so.

The BDNA may elect a Land Use Committee that is designed to insure that land use decisions will be made with the proper investigation and consideration by people experienced in handling land use issues, that decisions are made and delivered promptly and within required deadlines, and that decisions are consistent with neighborhood goals and prior land use decisions by the neighborhood.

II STATEMENT OF PURPOSE

The Land Use Committee investigates those land use applications, requests and activities perceived to have an affect on the livability of this neighborhood, taking action as authorized under the Bylaws to state positions and amend, ameliorate or recommend conditions to maintain or improve the livability for both residents and businesses within the boundaries of this neighborhood. A secondary task of the Land Use Committee is to take advantage of educational opportunities in land use issues to acquire adequate background information for meaningful deliberation.

III AUTHORITY

The authority of the Land Use Committee is as stated in the Bylaws and shall not be exceeded.

IV ACCOUNTABILITY

The Land Use Committee shall report any actions or recommendations taken, with any dissenting views noted, to the Board at the next scheduled meeting of the Board or membership, whichever come first.

V NOTICE OF MEETING

The Committee shall provide notice of the time, place, and description of the principal subject matter of meetings as required by City Code, listed in the office of ONL.

1. If the Committee elects to have regular meetings, it shall publish the time and place of the meetings in the Southeast Uplift ("SEUL") Neighborhood News and in the BDNA newsletter.
2. The Committee shall publish the time, place and description the principal subject matter of all meetings, including irregular or special meetings, in a notice posted on a bulletin board at a location regularly published in the BDNA newsletter and at the SEUL offices.
3. If a meeting concerns a land use related application, such as an application to the City for a zoning adjustment, the Committee shall make reasonable efforts to give notice of the meeting by telephone to the applicant or his/her representative, if the notice of the application received by the Committee includes a telephone number. The Committee is encouraged, but not required, to send written confirmation of the telephone notice to the applicant. If notice by phone is not possible, written notice shall be mailed to the applicant.
4. If a meeting concerns a particular property, not the subject of an application, the Committee shall make reasonable efforts to provide notice to the owner or manager of the property. The Committee shall not be required to research county property records to determine ownership.

5. If a meeting concerns a particular property, the Committee should consider giving notice to the residents living near the property by hand delivering announcement to their homes, but is not required to do so. If notice of the application concerning the property was mailed to the surrounding residents by the City or other government body and that notice stated that the neighborhood may meet to consider the land use application and provided a number of a neighborhood official to call for information, hand delivering meeting notices is not necessary.

The Chair or the Chair's delegate shall be responsible for determining the type and extent of notice required of the Committee under this section and for providing that notice.

VI CONDUCT OF COMMITTEE MEETING

The Committee shall conduct its meetings in accordance with the requirements of the BDNA Bylaws and the City Code listed in the office of ONI.

The schedule and frequency of Committee meetings shall be determined by the Committee Chair with consideration for providing proper notice as specified above.

Any person or group may propose in writing items for consideration and/or recommendation to the Committee. The Chair shall decide whether proposed items will appear on the agenda for discussion. An opportunity shall be accorded at the beginning of every meeting to amend the prepared agenda with the majority consent of the Committee members present.

Applicants and neighborhood residents shall be encouraged to attend meetings to make or hear presentations and to pose or answer questions concerning proposals under question.

A quorum of the Committee members, as specified in the Bylaws, must be present to conduct any business. Committee members must be present to cast their vote. Voting by proxy is prohibited because 1) of the technical nature of many land use deliberations, 2)

to encourage participation when sensitive issues are discussed, and 3) to discourage precipitate action on information not shared by all Committee members.

Official actions taken by the Committee and any of its subcommittees shall be recorded in meeting minutes, which shall be submitted to the BDNA Secretary and to SEUL for inclusion in their records. The minutes shall include a record of attendance, a record of each members vote on each vote taken and a summary of the discussion on each principal matter before the Committee. Dissenting views shall be noted in the minutes and shall be included in recommendations transmitted to the Board or governmental body. If an emergency meeting is called without the usual notice, the minutes shall note the reason for the meeting and why the usual notice could not be provided.

The Committee may communicate with the staff of the City Bureau of Planning or other government entities and it may provide testimony before Hearings Officers. Responses to Bureau of Planning Request of Response in Type II and Type III land use reviews, or any position taken by the Committee before a Hearings Officer shall be in writing and shall include majority and minority opinions, and shall reflect the vote taken on the matter. Additionally, oral testimony may be offered at a land use hearing.

VII COMPOSITION AND STRUCTURE OF THE COMMITTEE

The number of Committee members and the procedure of appointment of Committee members shall be as specified in the Bylaws.

The Chair shall arrange notification of meetings, prepare meeting agendas, and provide any necessary background educational material to members, conduct the meetings, report committee positions and recommendations to the Board and any appropriate governmental body in accordance with the Bylaws, prepare responses to solicited opinions, and supervisor or prepare land use appeal documentation.

VIII CONFLICTS OF INTEREST

A conflict of interest exists for a member of the Committee whenever the member

holds a personal or financial interest which will be affected by the action or inaction of the Committee on a proposal or matter before it. A personal or financial interest shall include an interest held by the member or by members of his/her immediate family. A financial interest includes and ownership interest above five percent of a business or other enterprise which will be affected by the decision of the Committee. Whenever a member determines the existence of a conflict of interest relating to an item under discussion, he/she shall inform the Committee and others present of the conflict and its nature. A member having a conflict of interest with regard to a matter shall not vote on that matter.

Signed by Chair of BDNA

Date

BDNA Bylaws

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