

# **Coalition of Gresham Neighborhood Association By-Laws**

## **ARTICLE I. Organization**

**Section 1. Name.** The name of this organization shall be the Coalition of Gresham Neighborhood Associations, known as the Coalition.

**Section 2. Purpose.** The purpose of the Coalition shall be to provide the structure and support for the leaders of Gresham's Neighborhood Associations (NAs) which will enable more effective cooperation among NAs in order to achieve desired outcomes.

**Section 3. Means.** Means of accomplishing the Coalition's purpose shall include but not be limited to:

- A. Provision of a public forum for the review and evaluation of issues and problems,
- B. Provision of education and information on specific areas, and
- C. Providing a unified voice for the NAs.

## **ARTICLE II. Membership**

**Section 1. Eligibility.** The Board Members of all recognized Gresham Neighborhood Associations are eligible for membership in the Coalition.

**Section 2. Voting Rights.** The president of each active Neighborhood Association shall have one vote in deciding matters related to the Coalition. In the president's absence, he/she shall designate another Neighborhood Association Board Member to vote. Attendance at the Coalition meeting is required in order to vote on any matter before the Coalition at that meeting.

## **ARTICLE III. Meetings**

**Section 1. Frequency and Location.** Coalition meetings shall take place when called by the Coalition president, two officers, or any four of the NA presidents. The Coalition will generally meet monthly but shall hold no fewer than two Coalition meetings per year. Meetings shall be held in a public location and/or electronically via an online meeting platform; and are open to public attendance.

**Section 2. Notice.** Except in emergencies, notice must be given not less than seven days before the meeting. Notice for emergency meetings shall be at least three days and shall state the nature of the emergency. Notice shall include the place, date and time of the meeting, and shall be given by mail, e-mail, telephone, or combination thereof. A

tentative agenda for the meeting and any minutes to be approved shall be provided through advance e-mail. Notice shall conform to City Administrative Procedures.

**Section 3. Quorum.** Coalition members representing a majority of the active NAs and present physically or electronically at any Coalition meeting shall constitute a quorum. The Coalition Board of Officers shall be responsible for confirming the identity of members for purposes of a quorum. A quorum must be established and maintained whenever substantive action takes place at a meeting.

**Section 4. Decisions.** All Coalition decisions and deliberations toward a decision shall be made at Coalition meetings according to City Administrative Procedures. Decisions shall be made by majority vote. “Decisions” excludes routine day-to-day decisions, as defined in City Administrative Procedures.

**Section 5. Minutes.** Minutes of all Coalition meetings shall be taken by the secretary/treasurer or his/her designee. Minutes shall comply with City Administrative Procedures.

**Section 6. Rules.** Robert’s Rules of Order (revised) shall be utilized to maintain order and protocol at Coalition meetings.

#### **ARTICLE IV. Board of Officers**

**Section 1. Board of Officers.** The officers of the Coalition Board shall be a President, a Vice President, a Secretary/Treasurer, and any additional officers determined by vote of the Coalition. No person may hold more than one office, but more than one person may share an office. A list of current officers shall be kept on file with the City of Gresham. References to “Board members” and “the Board” in the City Administrative Procedures apply to Coalition officers.

**Section 2. Term of Office.** Officers shall serve one year terms, may serve more than one term and shall hold office until his/her successor has been elected.

**Section 3. Vacancies.** A vacancy in any office for any reason may be filled for the unexpired portion of the term by a member chosen by the Coalition.

**Section 4. Leaves of Absence.** Officers may request a leave of absence for up to three months, unless a longer leave is approved by a vote of the Coalition. In order to take a leave, the officer shall submit written notice (letter or email) to the Board, with a copy to the City of Gresham’s manager, stating the officer’s intention to take a leave of absence,

the specific date when the leave will begin and an estimated date of return. When the officer is ready to return, the officer shall submit a written notice (letter or email) to the Board and the City of Gresham's manager stating the officer's intention to return and a specific date of return. The officer shall be considered reinstated on the date specified in their return notice. No vote is necessary to either accept the leave of absence or accept the return of the officer.

Depending on the length of the absence, the Coalition may choose to leave the position vacant for the duration of the leave of absence or appoint someone on an interim basis. If Board membership will fall to fewer than three officers, the vacancy shall be filled as soon as possible. A vote of the Coalition shall be required to appoint the interim officer, but no vote is required when the officer on leave wishes to be reinstated.

**Section 5. The powers and duties.** The Board of Officers shall work together to manage the affairs of the Coalition between Coalition meetings and assign or reassign any duties or tasks among the officers to ensure a well-functioning Board in what they believe is the best interest of the Coalition.

- A. **President.** The president shall preside at all meetings, prepare the meeting agenda, and otherwise represent the Coalition and act on its behalf in accordance with its adopted decisions and policies.
- B. **Vice President.** The vice president shall assume the responsibilities and duties of the president in his/her absence or at his/her request, and be responsible for upholding and updating the Coalition bylaws and rules.
- C. **Secretary/Treasurer.** The secretary/treasurer shall record and keep the minutes of all Coalition meetings and maintain a file of Coalition documents. He/she shall also receive and disburse all Coalition funds in such banking institutions as the officers shall authorize.

**Section 6. Decisions.** The officers may communicate and/or meet to make routine day-to-day decisions. "Decisions", as defined in City Administrative Procedures, and deliberations toward decisions shall be made at Coalition meetings.

## **ARTICLE V. Election of Officers**

**Section 1. Time and Place.** Officers shall be elected at the first Coalition meeting of each calendar year, unless the Coalition votes to hold elections at a different meeting during the year.

**Section 2. Eligibility.** Only Coalition members shall be qualified to hold elected positions.

**Section 3. Nominations.** Nominations for each office shall be made by the nominating committee consisting of the officers. Additional nominations may also be made for each office prior to the election.

**Section 4. Election.** Officers shall be elected, either individually or as a slate, by majority vote of the quorum.

## **ARTICLE VI. Standing and Ad Hoc Committees**

**Section 1. Standing and Ad Hoc Committees.** The Coalition may establish Standing and Ad Hoc committees to further its purposes as directed by vote of the Coalition.

**Section 2. Membership.** Committees shall not contain a quorum of the Coalition.

**Section 3. Decisions.** Committees may communicate and/or meet physically or electronically to carry out their purposes, but “decisions”, as defined in City Administrative Procedures, and deliberations toward decisions shall be made at Coalition meetings.

## **ARTICLE VII. Miscellaneous**

**Section 1. Grievances.** Any member objecting to or challenging any action of an officer, committee, or the Coalition shall provide written notice to the Coalition president and to the officer, members of the committee, or the officers within 15 days of such action specifying the action objected to or challenged and the grounds for the challenge. The Coalition shall consider the merits of the objection or challenge at its next regularly scheduled meeting or at a special meeting called to hear the grievance and make such decisions as it deems proper.

**Section 2. Appointments.** Appointments of Coalition representatives to city committees or other such advisory bodies shall be made by the officers and are subject to ratification by the Coalition at the next Coalition meeting subsequent to appointment.

**Section 3. Discrimination.** The Coalition shall not deny membership rights or access to the benefits of the Coalition to any individual on the basis of race, creed, color, gender, age, heritage, national origin or income.

**Section 4. Severability.** If any part of these Bylaws is or becomes invalid, illegal or unenforceable, that shall have no effect on the validity, legality or enforceability of any other part of these Bylaws.

**ARTICLE VII. Amendments**

**Section 1. Amendments.** These Bylaws may be amended at any Coalition meeting at which a quorum is present, provided that 15 days notice is given that such an amendment is to be voted upon.

**Section 2. Placement.** An up-to-date copy of the Bylaws shall be kept with the City and amendments shall be sent to the City within two weeks of adoption.

Approved by the members at the Coalition meeting on March 8, 2022.

Signed: \_\_\_\_\_, Co-President  
Carol Rulla

\_\_\_\_\_, Co-President  
Jim Buck