

SOUTHWEST NEIGHBORHOOD ASSOCIATION BYLAWS

Approved October 19, 2017

ARTICLE I. NAME

The name of this organization shall be the Southwest Neighborhood Association, hereinafter referred to as the Association.

ARTICLE II. PURPOSE

This neighborhood Association is established and functions under the authority of the City of Gresham (City). The Gresham Revised Code, Chapter 2, Article 2.60 provides specific guidance for this Association.

The purpose of the Association is to provide an open forum for the membership to discuss matters of common concern; to educate and act cooperatively on such matters; to represent the views of the membership before public or private bodies; to serve as a communication link between members and the City of Gresham or similar entities; to facilitate citizen involvement, especially with the City of Gresham; and to foster a sense of community for all members. Matters of common concern include, but are not limited to, the livability of the neighborhood, city and region; and participation in all phases of government processes with special emphasis on planning and land use. Additionally, the Association aims to:

- A. Serve as a voice for our neighborhood in presenting our neighbor's views in testimony before private and public bodies such as service clubs, other neighborhood associations or groups, the city council and other governmental bodies on issues and concerns having impact on both our neighborhood and our city;
- B. Provide multiple channels of communication and dissemination of two-way communications between the government and the citizens;
- C. Provide a forum through which citizens may promote and implement neighborhood activities such as long-range planning, public safety programs, and initiatives to improve the general "quality of life" in the neighborhood; and
- D. Encourage, support and develop leadership in members so:
 - 1) Individual members can actively engage in issues that affect this neighborhood and city;
 - 2) Members can take leadership roles on Association Committees and the Board of Directors; and
 - 3) Members can participate in a broad range of activities/issues within the city and/or the region.

ARTICLE III. BOUNDARIES

The Association's boundaries shall be as follows: The boundary shall be the Springwater Corridor Trail, following Heiney Road, to Binford Lake Parkway on the North; to Towle Avenue on the East; the city limits on the south, as in 2006 prior to the Pleasant Valley Annexation; and the city limits on the West.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility

Membership shall include persons within the Association boundary, who are:

- A. Residents;
- B. Owners of property;
- C. Representatives of nonprofit organizations;
- D. Representatives of each public school;
- E. Owners or representatives of businesses; or
- F. Representatives of youth organizations recognized by the Association.

Only one representative is allowed from each organization in categories C, D, E and F above. Proof of membership may be required.

Section 2. Membership

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

Section 3. Voting Rights

Only eligible members are entitled to vote on any Association matter. Each member present at a formal Association meeting is entitled to one vote on each motion brought before the membership.

Section 4. Dues

Dues or fees for membership are prohibited. The Association may seek voluntary contributions from members and may conduct fund-raising when the Board directs.

ARTICLE V. MEETINGS OF THE MEMBERSHIP

Section 1. Required Meetings

The Association shall hold at least three regular meetings of the general membership per year, one of which is called the Annual Meeting which shall be held in the fall. Special and Emergency Meetings, defined in Section 2 below, do not count as one of the three required meetings. The Board of Directors of the Association shall be elected at the Annual Meeting, per Article VI, Board of Directors.

Section 2. Special and Emergency Meetings

A Special Meeting is a meeting to consider a single issue or a limited agenda. An Emergency Meeting is a Special Meeting called on short notice and necessitated by an emergency which prevents usual notice. The Board may call a Special or Emergency meeting at any time, as needed. The Board shall call a Special membership meeting within (30) days, if such a meeting is requested in writing by at least twenty (20) Association members. If the Members request an Emergency meeting, they shall document the emergency in their written request, and the Board shall make every effort to hold the meeting as soon as possible.

Section 3. Date, Time and Place

The Board shall determine the date, time and place of meetings. Meetings shall take place within the Association boundaries or the nearest practical location thereto.

Section 4. Notice

Notice shall include the date, time, place and principal agenda items of the meeting.

- A. Notice of an Annual Meeting shall be distributed to all members of the Association at least fifteen (15) days before the meeting. Notice of all other Regular and Special membership meetings shall be made public at least seven (7) days before the meeting. Notice of Emergency Meetings shall be made public at least three (3) days before the meeting and shall describe the nature of the emergency. Notice of Amendment to these bylaws shall be made according to Article XIV Amendments.
- B. The Association shall make reasonable effort to notify members of meeting dates. These methods may include: posting on Nextdoor.com; City provided postcard notice by U.S. Mail (when available); signs posted on major neighborhood arterials; electronic mail; phone calls; handbills; newsletters; web sites; posting on social media; or public meetings notice to local media. Notice by U.S. mail shall be deemed delivered when deposited in the U.S. mail with postage fully paid. If possible, notice of the next regular meeting shall be given at the previous meeting.

Section 5. Quorum

A quorum must be established and maintained whenever substantive action takes place at a meeting. The quorum for a membership meeting shall be a minimum of ten (10) members.

Section 6. Agenda

Copies of the agenda and meeting minutes to be approved shall be provided at each meeting. Time shall be allotted at each regular meeting for members to raise concerns. The presiding chair shall rule as to how much time, if any, to allot to discussion of new issues, subject to override by a majority vote of the members present. Non-members may attend any meeting and may speak when recognized by the presiding chair.

Section 7. Voting

An affirmative vote of the majority of the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members. This is applicable unless a greater proportion is required by law or other requirements given in these Bylaws. Voting may be by any method acceptable to the members present with the exceptions that secret ballots, proxy voting and absentee ballots are prohibited.

Section 8. Decisions

All decisions or recommendations on behalf of the Association shall be made at meetings of the general membership, except when a quorum cannot be achieved for time-sensitive decisions as described in Article VII, Board Meetings and Communications. "Decisions" exclude the routine day-to-day decisions described in Article VII, Board Meetings and Communications.

Section 9. Attendance Record

An attendance sheet shall be provided at each meeting. It is the responsibility of members to sign-in at meetings. The Board shall keep personal information of attendees private and only use that information for Association communications. The attendance sheets are not part of the minutes but shall be used to document the number of members present at the meeting.

Section 10. Minutes

The minutes of each membership meeting shall record the following: date, time and place of the meeting; the number of members and non-members present; Board and committee reports; all actions, motions, proposals and resolutions, stated in full with the names of those proposing and seconding and their dispositions, including the results of all votes taken; the substance of the relevant discussion, including minority opinions; and the name and position of the person submitting the minutes. Minutes shall be approved at a subsequent regular membership meeting and may be approved without being read at the meeting. A copy of the draft and approved minutes shall be sent to the City of Gresham. Copies of minutes are available to the public at the City of Gresham neighborhood association website.

Section 11. Rules of Order

Robert's Rules of Order govern the procedures of the Association not covered by these Bylaws. The presiding chair or designee shall be the meeting parliamentarian. The parliamentarian's decision may be overruled by a majority vote of the members present.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Officers

The officers shall include the following: President, Vice President, Land Use Chair, Secretary, and Treasurer. No person may hold more than one office.

Section 2. Members of the Board

The Board of Directors shall consist of the elected Officers, elected committee chairs, and any additional members determined by vote of the membership. Only one Board position may be held by members of the same family or those who reside in the same household. A list of current Board members and contact information shall be provided to the City of Gresham.

Section 3. Eligibility

Any Association member may serve on the Board. If members listed in Article IV, Membership, Section 1, categories C, D, E, and F want to seek office, they shall supply a letter of appointment from the governing body of their organization to be eligible for election to the Board.

Section 4. Nomination for Board Positions

Members may volunteer themselves for nomination for board positions. All nominees shall be submitted to the members present at the annual meeting. Nominees are expected to be present for elections; however, if a nominee is unavoidably prevented from attending, an explanation for the necessary absence must be provided to the Secretary of the Board.

Section 5. Election

The Board shall be elected during the annual meeting. Every member present at the annual meeting shall be entitled to one vote for each board position to be elected. Nominees for each board position shall be elected individually according to a majority of the votes received from the members present at the meeting. Votes in contested elections may be by signed ballots.

Section 6. Term of Office

Board members shall serve one year terms, may serve more than one term, and shall hold office until their successor has been duly qualified and elected.

Section 7. Compensation

No Board member may be compensated. Expenses incurred by Board members, that are authorized by the Board, will be reimbursed to the individual.

Section 8. Powers and Duties

Board members shall attend all membership and Board meetings, unless excused by the president prior to the meeting; ensure that there is at least one Board member representing the Association at each meeting of the Coalition of Gresham Neighborhood Associations; work together to manage the affairs of the Association between membership meetings and assign or reassign any duties or tasks among Board members to ensure a well-functioning Board; fulfill their respective duties and complete assigned tasks; and act professionally and appropriately in what they believe is the best interest of the Association.

- A. President.** The President shall perform the following: lead and represent the Association; preside at all meetings of the Board and the general membership; and call Board and membership meetings, set their agendas, and conduct the business of the Association in consultation with the Board.
- B. Vice President.** The Vice President shall perform the following: assume the responsibilities of and perform the duties of the President in his/her absence or incapacity, or at the President's request; chair the Bylaws Committee (if it exists); maintain, interpret and uphold these Bylaws; provide the City of Gresham copies of amended Bylaws, within two weeks of approval; and perform other duties as assigned.
- C. Land Use Chair.** The Land Use Chair shall perform the following: consult with the President or Board to coordinate Early Neighborhood Notification as required by City of Gresham code and to make appropriate Association public comment on land use applications or code changes; may delegate the writing or presentation of such public comments; and chair the Land Use Committee (if it exists).
- D. Secretary.** The Secretary shall perform the following: record and keep the minutes of all Board and membership meetings; ensure that the Board and the City of Gresham receives draft minutes with thirty (30) days of the meeting and final minutes within fifteen (15) days of approval; maintain a file of Association documents and correspondence; and, in consultation with the President, mail notices and information to members.
- E. Treasurer.** The Treasurer shall perform the following: receive and disburse Association funds as directed by the Board; assist the Board in developing an annual budget; monitor the budget with respect to the approved budget; keep and deposit funds in a reliable bank or other depository designated by the Board; present a written financial report at the Annual Meeting; present a treasurer's report at each regular meeting; and chair the Finance Committee (if it exists). Association fund withdrawals or payments shall be for Board approved purposes. All expenditures shall be signed by a second authorized Board member.
- F. Other Members.** The duties of other Board members shall be determined by the membership at the meeting at which the other Board positions are created.

Section 9. Gresham Administrative Procedures

The Board shall take all actions necessary to comply with City of Gresham administrative procedures, per Gresham Revised Code, Article 2.60.

Section 10. Vacancies and Leaves of Absence

A. Vacancies. A Board position shall be deemed vacant when a Board member is absent for two consecutive general membership meetings without prior notice. A board member may voluntarily resign from their position by submitting a written notice to the board with a copy to the City of Gresham ONCE Manager. Board vacancies shall be temporarily filled by a majority vote of the remaining Board members. A permanent replacement to fill the unexpired term shall be elected at the next general membership meeting.

B. Leaves of Absence. Board members may request a leave of absence.

In order to take a leave, the Board Member will submit written notice (letter or email) to the Board, with a copy to the ONCE Manager, stating the Member's intention to take a leave of absence, the specific date when it will begin and an estimated date of return. When the Member is ready to return, the Member shall submit a written notice (letter or email) to the Board and ONCE Manager stating the Member's intention to return and a specific date. The Member 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 Board Member.

Depending on the length of absence, the Board 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 members, the vacancy should be filled as soon as possible. A vote of the Board and confirmed by the membership at the next general meeting is required to appoint an interim Board member.

If a Board Member needs to take a leave of absence longer than three months, they should resign for the remainder of their term, and run again at the next election if they wish to return.

Section 11. Removal

Any Board member who fails to fulfill his/her duties, knowingly acts contrary to these Bylaws or commits misconduct may be removed through a Board vote or through a grievance procedure per Article XII, Grievances. Removal at a Board meeting requires at least fifteen (15) days written notice to the Board member, notice to the membership per Article VII, Board Meetings and Communications, and a two-thirds majority vote of the entire Board. Any removal at a Board meeting shall be confirmed at the next regular membership meeting or at a special meeting called for the election of a successor.

ARTICLE VII. BOARD MEETINGS AND COMMUNICATIONS

Section 1. Date, Time and Place

The Board shall determine the date, time and place of Board meetings. Meetings shall be open to Association members and may be open to the public. However, the meeting may be closed, if a majority of the attending Board members vote to close part or all of the meeting to the public and if the meeting is not required to be open by City administrative procedures. Board meetings may take place in a private home if it can accommodate all who wish to attend and if a public meeting place is not required by City administrative procedures.

Section 2. Special and Emergency Meetings.

Special or emergency Board meetings may be called by the President or any two Board members.

Section 3. Notice

Once the time and place of regular board meetings is established and announced, no further notice is required, unless there is a change. Notice shall be provided to all Board members and the general neighborhood membership by appropriate means. For new or changes in regular Board meetings, notice shall be at least seven (7) days prior to the meeting; for special meetings and emergency meetings, at least three (3) days prior to the meeting. Notice of a Board meeting to consider removal of a Board member shall be made public to the general membership at least fifteen (15) days before the meeting.

Section 4. Quorum

A quorum shall consist of a majority of the Board, but not less than three.

Section 5. Communications with Association Members and Others

The Board may utilize a wide range of communications tools to inform, engage, encourage and help develop leadership among the residents of the Association. These tools include in part, the following:

- A. E-Mail Messages.** The Board will use e-mail messages to communicate within the Association and to enhance communications with the City. The Association's e-mail list is a compilation of e-mails submitted to the Association at membership meetings and through submission to board members. This list will not be shared outside the Association.
- B. Nextdoor.com.** The Association meeting notices and agenda may be posted on Nextdoor.com. This is a social media website which encourages residents to engage with their neighbors on a twenty-four (24) hour per day, seven (7) days per week basis to share events, activities and concerns expressed by residents of our Association and those of adjacent neighborhood associations.
- C. SouthwestNA.org.** The Board may develop and maintain a neighborhood website as an additional source of information and communications with residents of our Association.

- D. Other Social Media.** The Board may establish links to Facebook, Twitter and other emerging social media sites to further enhance communications within and about our Association.
- E. Newsletter.** The Board may use Association newsletters to communicate with members.
- F. Lawn Signs.** These signs, placed at key road intersections within our neighborhood, may be used as a supplemental means of notifying residents regarding upcoming Association meetings.
- G. Postcards Provided by the City.** These will be used to provide legal notification of the Annual Meeting and up to one other Association meeting, at the discretion of the Board.

Section 6. Board Decisions

- A.** The Board may make routine day-to-day decisions, including: planning for future events or meetings; creating agendas; discussing details of the manner in which decisions will be implemented; expending available Association funds according to the approved Association budget to accomplish Association initiatives; perform the routine business of the Association; and other duties required or authorized by these bylaws.
- B.** The act of the majority of the Board members present at a Board meeting at which a quorum is present shall be the act of the Board, unless a greater proportion is required by law or these bylaws. Non-Board members may speak if recognized by the presiding officer, but they have no right to vote.
- C.** All decisions to give advice or recommendations shall be made by the general membership according to Article V, Meetings of the Membership, except in the following circumstance. For time-sensitive decisions, including votes to appeal land use decisions on behalf of the Association, the Board may call a meeting of the general membership and make every reasonable effort to assure a quorum of the membership is present to make the decision. If a quorum of the membership is not achieved but there is a quorum of the Board at the meeting, the Board and those attending members are authorized to make such decisions by majority vote. Such decisions shall be reported to the general membership as soon as possible and later confirmed at a meeting of the general membership.
- D.** The Board may gather input from Association members using a variety of communications tools, including surveys and polls. The goal of this approach is reach out to as many members as possible and include them in the decision-making process.

Section 7. Minutes

Board meeting minutes shall meet the same standards as general membership meeting minutes, per Article V, Meetings of the Membership, except the names instead of the number of members and guests shall be recorded and the minutes shall be approved at a subsequent Board meeting.

Section 8. Rules of Order.

Board meetings shall use the same rules as general membership meetings, per Article V.

ARTICLE VIII. COMMITTEES

Section 1. Establishment

Committees may be established by a majority vote of either the Association membership or the Board of Directors. Committees shall be comprised of no fewer than three members, one of which shall be the committee chair. Once established, a committee shall remain in existence until disbanded by a vote of the Association, the Board, by recommendation of the Committee, or when the committee membership, including the chair, falls below three members. There is a grace period of ninety (90) days to fill any vacancies.

Section 2. Chairpersons

Committee chairs will be elected by a majority vote of either the Association membership or the Board of Directors. Elected chairs shall serve on the Board and shall meet the requirements of Article VI, Board of Directors. Chairs shall appoint their respective committee members, subject to Board confirmation; preside at their committee meetings; ensure that committee records are maintained; communicate committee updates and recommendations to the Board; and ensure that the purposes of their committees and tasks assigned by the Board are carried out.

Section 3. Members

Any Association member may serve on a committee and shall be appointed or reappointed on an annual basis, according to Section 2 above.

Section 4. Removal and Vacancies

Appointed chairs and committee members may be removed by the Board for failure to fulfill their duties, knowingly acting contrary to these Bylaws or committing misconduct. Vacancies shall be filled by appointment to fill the remainder of the term.

Section 5. Meetings

Committees shall operate in an informal manner under the guidance of the Committee Chair. The Chair shall assure that all members have the opportunity to participate in discussions, recommendations and decisions. The Chair shall keep the Board informed of the Committee decisions, recommendations and actions. Formal decisions that require Board action shall be approved by a majority vote of the Committee members. All decisions to give advice or recommendations on behalf of the Association shall be referred to the Board for the calling of a meeting of the general membership according to Article V, Meetings of the Membership.

Section 6. Quorum

No committee may take action as a committee if there are not at least three members, including the chair present at the meeting.

Section 7. Potential Committees

Committees may be established to assist with the work of the Association. They may include, but are not limited to, the following:

- A. Bylaws.** Shall review and make recommendations on amendments to these Bylaws. It shall give at least one written report to the Board each year, during the time the committee is operational.
- B. Finance.** Shall submit a proposed budget to the Board within one month of the Annual Meeting.
- C. Land Use.** Shall assist the Land Use Chair by reviewing proposed land use, road construction and zoning changes that affect the Association, and shall make recommendations to the Board regarding the Association's position and action on such issues.
- D. Public Safety.** Shall monitor for and report on adverse conditions, provide public safety education and help establish public safety activities within Association boundaries.
- E. Neighborhood Involvement.** Formalize contact with all Association households to encourage involvement in the Association.
- F. Governmental Affairs.** Shall monitor for and report on any governmental activities planned or taking place that affect the Association.
- G. Sustainability and Natural Resources.** Shall develop and help implement projects that promote sustainable living, including environmental protection, energy efficiency, recycling, and local access to food, parks and jobs.
- H. Transportation.** Shall make the Association aware of any changes or concerns regarding traffic or road conditions and road construction with the Association.

ARTICLE IX. OTHER POSITIONS

The Board may appoint other individuals to assist in the work of the Association. These individuals will not be part of the Board, but rather assist the Board to accomplish approved Association business. Examples of these positions are:

- A. Webmaster.** An individual skilled in the design, development and maintenance of a neighborhood website.
- B. Newsletter Editor.** An individual who is capable of documenting significant events and accomplishments within the Association and developing a monthly or quarterly newsletter.
- C. Attorney.** An individual, qualified to practice law in the State of Oregon, who can provide legal advice to the Board on a range of matters faced by the Association.

D. Volunteer Coordinator. An individual with good people skills who can encourage neighbors to step forward and volunteer to assist the Association in any area designated by the Board.

E. Photographer. An individual skilled in capturing images of Association activities.

F. Other positions. These are established as required by the Board.

ARTICLE X. CONFLICT OF INTEREST

Whenever a member determines that they have a conflict of interest relating to an item under discussion, they must inform the body hearing the proposal that the conflict of interest exists, and this must be recorded in the minutes. The member may elect to abstain from voting on the item and can be excluded from voting by a majority vote of the hearing body members present.

ARTICLE XI. INDEMNIFICATION

Association volunteers, including Board members and committee members, are protected to the fullest extent possible by the federal Volunteer Protection Act and the state Liability of Qualified Directors Law. The Association shall also indemnify and hold harmless all Association volunteers from any and all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in good faith, consistent with these Bylaws and in furtherance of the business or affairs of the Association. The satisfaction of any indemnification of volunteers under this section will be from, and limited to, Association assets, and Association members shall have no personal liability on account thereof.

ARTICLE XII. GRIEVANCES

Section 1. Filing

Any person with standing alleging a violation of these Bylaws by the Association, the Board, a Board member, a committee or a committee member of the Association may file a written complaint with the Board within thirty (30) days of the alleged violation. The complaint shall include the name, address, and phone number of the petitioner, a description of the alleged violation, references to those portions of the Bylaws in violation, and a proposed remedy, if any.

Section 2. Panel

The Board shall convene a panel of Association members agreeable to all parties involved in the complaint within fifteen (15) days after receipt of the complaint, unless all parties agree to a delay. If a party refuses to cooperate with the Board to select panel members, the Board may convene the panel without that party's approval. The panel shall review the matter, determine whether the petitioner has standing, attempt to resolve the complaint if standing exists, compile a report and advise the Board on scheduling a hearing. Decisions by the panel shall be by majority vote.

Section 3. Notice

A copy of the panel's report shall be given to the Board and all parties involved in the complaint within fifteen (15) days of the report's completion. If the panel recommends a hearing, written notice of a hearing shall be given to all parties at least fifteen (15) days before the hearing, unless all parties agree to a shortened notice period. Notice to the membership shall be as in Article V, Meetings of the Membership.

Section 4. Hearing

If the panel recommends a hearing, the Board shall schedule a hearing and place it on the agenda for the next regular membership meeting or a special meeting called to hear the complaint. The panel shall report its findings and recommendation during the hearing. Final resolution shall be by majority vote of the members present at the meeting, except removal from office shall require a two-thirds majority vote.

Section 5. Recall of the Board

If the Board willfully fails to follow these Bylaws, twenty (20) or more Association members may call a Special Meeting to consider the recall of the Board and to conduct new elections, if necessary, by submitting a written and signed notice of the Board's misconduct to the entire Board, to the Board of the Coalition of Gresham Neighborhood Associations, and to the City of Gresham's manager. The members calling the meeting shall follow all of the usual procedures under Article V, Meetings of the Membership, with the exception that notice shall be at least fifteen (15) days prior to the meeting, quorum shall be twenty (20), an independent party (such as a mediator) shall facilitate the meeting, an independent party shall take the minutes and a vote to recall shall require a two-thirds majority of the members present.

ARTICLE XIII. 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 XIV. AMENDMENTS

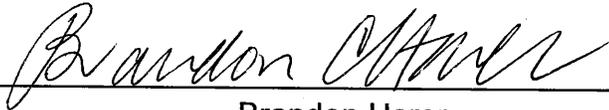
Section 1. Amendments

These Bylaws may be amended at any regular or special meeting of the membership at which a quorum is present. A majority vote of all members present at the meeting is required, provided notice of the meeting and the substance of the amendment shall be given to all Board members at least thirty (30) days prior to the meeting and to the membership at least fifteen (15) days prior to the meeting. Notice shall also be given to the City of Gresham's manager at least fifteen (15) days prior to the meeting.

Section 2. Placement

An up-to-date copy of these Bylaws shall be provided to the City of Gresham.

Association approved Bylaws on October 19, 2017 (Date)

Signature 
Brandon Harer (Name)

Title Vice President

Southwest Neighborhood Association