

Executive Summary for Amending the *SGNA Bylaws*, 2017

An organization is legally governed by the procedures outlined in its bylaws. These include the purpose of the organization, how members participate, elections, meetings, and committee procedures.

Our *Bylaws* have not had major revision for 15 years, even though there have been substantial changes in the recommended and required provisions for neighborhood associations by the City of Portland's Office of Neighborhood Involvement. After review and some experience with the *Bylaws*, the Board concluded that they are unclear in many respects and woefully inadequate in practice. The Board also wished to incorporate provisions maximizing public participation in discussions which greatly affect our neighborhood. The SGNA Board of Directors appointed a Bylaws Committee to review our current *Bylaws* and recommend amendments that would make our work more effective, transparent, and accountable to our Membership.

Our goal with this revision is to promote transparency and accountability with bylaws that are clear, instructive and workable.

The committee used two criteria for updating our *Bylaws*:

- 1) Compliance with ONI Standards, using the text of its recommended bylaws as much as possible;
- 2) A text that is clear and complete, leaving little to interpretation, and including important provisions that our current *Bylaws* lack.

This required that we re-write the entire document, beginning with the ONI text but including sections of our current *Bylaws* important to retain. For such a major revision, we felt it necessary to provide a comment period for everyone in our Association, the neighborhood of Sullivan's Gulch, to review and comment on the proposed changes.

Comments should be sent to Daniel Pirofsky (danielpirofsky@comcast.net). Our Board will review your comments and adopt a Final Draft for your vote at our November 14 Annual Membership Meeting.

Please find a link on the home page of the [SGNA web site](#) to download the Discussion Draft of the proposed *Bylaws* and a summary of its changes. Your comments are appreciated. Then come to our Annual Membership meeting this November and vote on our updated *Bylaws*. Your participation is the only way to improve the livability of our neighborhood.

To aid your reading of these amended bylaws, we compiled a list of the most obvious problems with our current Bylaws and a list of major changes to our Bylaws in this amended version:

Some points of inadequacy in our current Bylaws:

- 1) There is no mission statement and no statement of purpose to maintain an open decision-making process and represent the views of its members.
- 2) There is no provision for members or directors to require a Membership Meeting, if the Chairperson refuses to call a meeting.
- 3) The section on setting agendas for membership and board meetings is unclear and confusing.
- 4) There is no reference to the Board's policy manual, *Principles, Practices, and Procedures (PPPs)*.
- 5) There is no mention of adherence to Office of Neighborhood Involvement (ONI) Standards.
- 6) The description of the purpose and operation of committees is inadequate.
- 7) There is no Executive Committee defined to manage the affairs of the Board.
- 8) There is no provision for holding executive (closed) sessions at Board or committee meetings.
- 9) There is no acknowledgement of membership in our neighborhood Coalition.
- 10) There is no explicit policy for publishing meeting minutes.
- 11) The grievance procedure is weak and ineffective.
- 12) The description of how to amend the *Bylaws* is inadequate.

Major changes in our proposed amended Bylaws:

- 1) A mission statement has been added to inform and inspire the members to participate.
- 2) The purpose of the organization now insures that the Board represents the Membership.
- 3) The requirement for the Board to inform and seek neighborhood views before making decisions or taking actions has been strengthened and clarified.
- 4) A more detailed list of duties for each officer has been added.
- 5) A provision allowing the Board to remove directors that violate our Bylaws or PPPs, or refuse to participate in mediation in cases of grievance has been added.
- 6) An Executive Committee has been defined to manage the Board's activities.
- 7) A Neighborhood Coalition Representative has been added as a Board Officer.
- 8) All our current standing committees have been defined with a clear purpose.
- 9) Committee procedures and responsibilities to the Board have been described.
- 10) Standing committees may now act with Board authority, but only by direction from the Board and with strict limits and oversight.
- 11) The relationship between the Bylaws and the Board's PPPs has been defined.
- 12) The ability for directors or members to require a Membership Meeting has been added.
- 13) The ability to hold executive (closed) sessions at meetings to discuss sensitive or legal issues has been added.
- 14) A policy and deadline for publishing meeting minutes has been added.

- 15) The policy on preventing conflict of interest in Board decisions has been clarified and strengthened.
- 16) An improved grievance procedure has been added.