

## **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.

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 the most significant changes 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 sessions at Board or committee meetings.
- 9) There is no acknowledgement of membership in our District Coalition of neighborhoods.
- 10) The grievance procedure is weak and ineffective.
- 11) The description of how to amend the *Bylaws* is inadequate.

### **Most significant changes in our proposed amended Bylaws:**

- 1) A mission statement has been added to inform and inspire the members to participate.  
[Article II: Mission and Purpose, Section 1.]
- 2) The purpose of the organization now insures that the Board represents the Membership.  
[Article II: Mission and Purpose, Section 2. Purpose]
- 3) A requirement for the Board to inform and seek neighborhood views before making decisions or taking actions is strengthened and clarified. [Article II: Mission and Purpose, Section 2. Purpose]
- 4) A provision now allows the Board to remove directors that violate our Bylaws, or refuse to participate in mediation in cases of grievance. [Article V: Board of Directors, Section 4. Removal]
- 5) A Neighborhood Coalition Representative has been added as a Board Officer.  
[Article VI: Officers, Section 1. Titles and Eligibility.]
- 6) A more detailed list of duties for each officer has been added.  
[Article VI: Officers, Section 4. Duties of Officers.]
- 7) All our current standing committees have been defined with a clear purpose.  
[Article VII: Committees, Section 5. Standing Committees.]
- 8) An Executive Committee has been newly defined to manage the Board's activities.  
[Article VII: Committees, Section 5. Standing Committees.]
- 9) Standing committees may now act with Board authority, but only by direction from the Board with strict limits and oversight. [Article VII: Committees, Section 3. Committees with Board Authority.]
- 10) The Board may now hold executive sessions at meetings to discuss sensitive or legal issues.  
[Article VIII: Meetings, Section 4. Executive Session.]
- 11) Directors or members may now petition to call a Special Membership Meeting.  
[Article VIII: Meetings, Section 8. Calling a Meeting.]
- 12) The policy on preventing conflict of interest in Board decisions is clarified and strengthened.  
[Article X: Conflict of Interest.]
- 13) The relationship between the *Bylaws* and the Board's *Policies* manual is now defined.  
[Article XV: Policies, Practices, and Procedures.]
- 14) The grievance process is greatly improved and protects all parties in a dispute.  
[Article XII: Grievance Process.]