

BYLAWS
OF THE SULLIVAN’S GULCH NEIGHBORHOOD ASSOCIATION

Adopted November 14, 2017

Contents

ARTICLE I: NAME 1

ARTICLE II MISSION AND PURPOSE 1

 Section 1. Mission.....1

 Section 2. Purpose1

ARTICLE III: BOUNDARIES 2

ARTICLE IV: MEMBERSHIP 2

 Section 1. Eligibility2

 Section 2. Consent2

 Section 2. Dues or Fees2

 Section 3. Voting2

 Section 4. Member Powers2

ARTICLE V: BOARD OF DIRECTORS 2

 Section 1. Composition of the Board of Directors2

 Section 2. Eligibility for Board Service2

 Section 3. Terms of Office and Term Limits2

 Section 4. Removal3

 Section 5. Board Vacancies3

 Section 6. Director Duties3

 Section 7. Director Powers3

 Section 8. Powers and Duties of the Board.....3

 Section 9. Board Authority over Association Representatives.....4

ARTICLE VI: OFFICERS 4

 Section 1. Titles and Eligibility4

 Section 2. Terms of Office4

 Section 3. Vacancy4

 Section 4. Duties of Officers4

 a. Chairperson4

 b. Vice-Chairperson4

 c. Secretary5

 d. Treasurer5

 e. Neighborhood Coalition Representative5

ARTICLE VII: COMMITTEES..... 6

 Section 1. Establishment of Committees6

 Section 2. Advisory Committees6

 Section 3. Committees with Board Authority.....6

 Section 4. Standing Committees.....6

a. Executive Committee	6
b. Communications Committee	6
c. Land Use and Transportation Committee	7
d. Safety and Livability Committee	7
ARTICLE VIII: MEETINGS	7
Section 1. Open Meetings and Public Records Law	7
Section 2. Participation and Right to be Heard.....	7
Section 3. Electronic Meetings.....	7
Section 4. Executive Session	7
Section 5. Membership Meetings.....	8
a. General Membership Meetings.....	8
b. Special Membership Meetings.....	8
Section 6. Board Meetings	9
a. Regular Board Meetings.....	9
b. Special Board Meetings	9
c. Emergency Board Meetings.....	9
Section 7. Setting Meeting Agendas.....	9
a. Membership Meetings	9
b. Board Meetings.....	9
c. Committee Meetings.....	9
d. Amending the Agenda.....	10
Section 8. Calling a Meeting.....	10
a. Membership Meetings	10
b. Board Meetings.....	10
c. Committee Meetings.....	10
d. Cancelling a Meeting.....	10
Section 9. Quorum.....	10
a. Membership Meetings	10
b. Board Meetings.....	10
c. Committee Meetings.....	10
Section 10. Deliberation and Decision Making.....	10
ARTICLE IX: ELECTIONS	11
Section 1. Annual Election	11
Section 2. Voting Eligibility	11
Section 3. Nomination Process	11
Section 4. Election Committee	11
Section 5. Conducting the Vote	11
Section 6. Election of Officers.....	11
ARTICLE X: CONFLICT OF INTEREST	12
ARTICLE XI: NON-DISCRIMINATION	12
ARTICLE XII: GRIEVANCE PROCESS	12
Section 1. Definition and Filing of a Grievance	12
Section 2. Definition of Grievant	12
Section 3. Respondent	12

Section 4. One-on-One Dialogue and Mediation.....	13
Section 5. Processing the Grievance.....	13
Section 6. Resolution of the Grievance.....	13
ARTICLE XIII: INDEMNITY.....	13
ARTICLE XIV: ONI STANDARDS.....	14
ARTICLE XV: POLICIES, PRACTICES, AND PROCEDURES.....	14
ARTICLE XVI: AMENDMENT OF BYLAWS.....	14
Section 1. Proposing Amendments.....	14
Section 2. Notice.....	14
Section 3. Adoption.....	14

ARTICLE I: NAME

The name of the organization shall be Sullivan’s Gulch Neighborhood Association (“SGNA” or the “Association”).

ARTICLE II: MISSION AND PURPOSE

Section 1. Mission. We, the Sullivan’s Gulch Neighborhood Association, are marshaling our collective voices, aspirations, and talents to enhance the quality of life in Sullivan’s Gulch, through:

- *energetically building community;*
- *striving for social harmony;*
- *solving shared problems through neighborhood participation;*
- *earning our neighbor’s trust through fair and impartial decision-making; and*
- *promoting the unique identity of Sullivan’s Gulch.*

Section 2. Purpose. The purposes for which this Association is organized are:

- a. To consider and act on issues that affect the livability and quality of the neighborhood;
- b. To inform residents of events or plans affecting the neighborhood and to provide an open process by which all members may involve themselves in the affairs of the neighborhood;
- c. To take positions in matters of civic interest and promote those positions in communications;
- d. To establish and maintain communication with other organizations, such as district coalitions, other neighborhood associations, and city, county, regional, and state government agencies;
- e. 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 activities for which non-profit corporations may be organized under Chapter 65 of the Oregon Revised Statutes or its equivalent future statutory language; and
- f. To be organized and operated exclusively for educational, scientific, and charitable purposes. Notwithstanding any statement of purposes or powers aforesaid, this Association shall not, except to an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of its specific and primary purposes.

ARTICLE III: BOUNDARIES

The boundaries of Sullivan’s Gulch Neighborhood Association (SGNA) shall be defined as: Beginning at the corner of NE 15th and NE Broadway, to the corner of NE Broadway and NE 37th; thence to Interstate Highway I-84; thence to NE 11th extended thence to NE Multnomah; thence to NE 15th, and back to the beginning point. The boundary to SGNA shall run along the centerline of all rights-of-way and projections mentioned above.

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility. All residents, property owners, business licensees, religious organizations, nonprofit organizations, and governmental agencies located within the boundaries as defined by these Bylaws are eligible to be a member of the Association. Individuals must be 16 years of age or older to be eligible. Each eligible organization shall designate one representative for its membership in the Association.

Section 2. Consent. An eligible person shall become a member of the Association by providing written consent in accordance with the procedures established by the Association.

Section 3. Dues or Fees. There shall be no charging of dues or membership fees. Voluntary contributions will be accepted. Activities to raise funds for the Association may be held.

Section 4. Voting. Each member shall be entitled to one vote. There shall be one class of members of this Association.

Section 5. Member Powers. Each member is eligible to vote for election and removal of directors, amendments to these *Bylaws*, amendments to our Articles of Incorporation pursuant to the terms of those Articles, and dissolution or merger. All other votes taken by the Membership shall be advisory and must receive Board consideration.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors.

The Board of Directors (the “Board”) shall be composed of not less than seven (7) and not more than nineteen (19) Directors-at-Large, who may also serve as Officers of the Board or chairpersons of standing or special committees. A minimum of two-thirds (2/3) of the directors must be neighborhood residents.

Section 2. Eligibility for Board Service. Only members shall be qualified to hold an elected or appointed position.

Section 3. Terms of Office and Term Limits. Except for adjustments of shorter terms needed in order to create staggered terms, the term of office for directors shall be two years. The Board shall make provisions to stagger the terms of directors so that each year

the terms of about one-half of the directors shall expire. A director may be re-elected without limitation on the number of terms.

Section 4. Removal. Any elected or appointed director may be removed, with or without cause, by a majority vote of the members at a Membership Meeting called by the Board for that purpose. The Board may remove a director by a 2/3 vote, but only in cases involving: a violation of these Bylaws, a violation of Board policies, or unexcused absences by a Board member from three (3) meetings in a year.

Section 5. Board Vacancies. Vacancies on the Board which result from resignation or removal of directors may be filled by a vote of the directors currently serving on the Board. A member appointed to fill a vacancy shall serve out the unexpired term of the director they are replacing.

Section 6. Director Duties. Directors are elected by the Membership to:

- a. Serve the Association as members of its Board of Directors;
- b. Uphold these *Bylaws* and conduct themselves according to the Board's written policies;
- c. Reach out to neighbors to foster membership participation and growth;
- d. Participate in Board deliberations and decisions;
- e. Chair and/or serve on at least one committee;
- f. If serving as Chair for a committee, report to the Board its activities and recommendations;
- g. Lead and participate in Association events;
- h. Represent the Board's interests on Coalition, City, and regional committees; and
- i. Other activities as assigned by the Board.

Section 7. Director Powers. Directors may also vote as members at Membership Meetings. Only directors are allowed to vote at Special, Regular, and Emergency Board Meetings. Elected and appointed directors have the same powers and duties.

Section 8. Powers and Duties of the Board. The Board shall be responsible for managing the affairs of the Association and for insuring members are informed of business that affects them through reasonable means of notification. The Board shall seek the views of those directly affected by any proposed policies or actions before adopting any recommendation on behalf of the Association. The Board shall be accountable to the Membership to act in the best interests of the Association, but is not bound specifically to act according to the desire of the majority of members attending a particular meeting.

Section 9. Board Authority over Association Representatives. Board and Committee members shall not make public representations on behalf of the Association that state or imply positions that have not received authorization by the Board. Appointment of directors or members to any City or County committee or external organization does not constitute authority to support or oppose any specific proposal on behalf of the Association without a prior Board decision. Guidance for members representing the Association shall be specified in the Board's policies.

ARTICLE VI: OFFICERS

Section 1. Titles and Eligibility. The officers of this Association shall be: Chairperson, Vice-Chairperson, Secretary, Treasurer, and Neighborhood Coalition Representative. To be eligible to be an officer, an individual must be a member of the Board.

Section 2. Terms of Office. Officers shall serve one year terms and may be re-elected without limitation on the number of terms.

Section 3. Vacancy. A vacancy in any office shall be filled by a vote of the Board not later than its first regular meeting following the vacancy or as soon as possible. The Board must delegate the duties of a vacant office to one or more directors until the position is filled.

Section 4. Duties of Officers.

a. Chairperson. The Chairperson shall be the chief officer of the Association and act as Chair of the Board of Directors. The Chairperson shall:

1. Prepare the agenda for Membership and Board meetings;
2. Preside at all Membership, Board, and Executive Committee meetings;
3. Appoint members of committees, on the recommendation of the committee chairperson and subject to approval by the Board;
4. Act as spokesperson and represent to the public the position of the Board and the interests of the Association;
5. Serve as the public contact for the Association; and
6. Oversee the implementation of all orders and resolutions of the Board.

b. Vice-Chairperson. The Vice Chairperson shall:

1. Assist the Chairperson and perform duties assigned by the Chairperson; and
2. Perform the duties of the Chairperson in his/her absence and when requested.

c. Secretary. The Secretary shall:

1. Coordinate with the Communications Committee to provide notice to members and the public of all Membership and Board meetings;
2. Record and maintain minutes of Membership and Board meetings;
3. Coordinate with the Communications Committee to make draft and approved minutes accessible to members and the public for review and retained in archives;
4. Assist the Chairperson with correspondence of the Association;
5. Maintain a current and accurate Board roster and Membership list;
6. Maintain the non-financial files of the Association, including letters or statements of the Association's positions or decisions transmitted to the City, any other body, or any affected party; and
7. Make the public records of the Association available for inspection for any proper purpose at reasonable times.

Should the Secretary be unavailable to attend any meeting, the presiding officer shall appoint an alternate to act as Secretary for the purpose of recording and preparing the minutes.

d. Treasurer. The Treasurer shall:

1. Maintain full and accurate accounts of all financial records of the Association;
2. Have overall responsibility for all the Association's funds;
3. Secure a signature from one other director for any disbursement over one hundred dollars (\$100.00), and secure the approval of the Board for any disbursement not already contained in the approved budget; and
4. Prepare and present reports on the Association's finances and an annual budget to be considered at the start of each fiscal year.

e. Neighborhood Coalition Representative. The Neighborhood Coalition Representative shall:

1. Represent the Association at all meetings of the neighborhood coalition board;
2. Report to the Board and the Executive Committee all coalition discussions, deliberations, decisions, or actions that affect the Association; and
3. Perform additional duties for this office specified in the Board's policies.

ARTICLE VII: COMMITTEES

Section 1. Establishment of Committees. The Board may establish standing and ad hoc committees as it deems necessary and desirable. Committees may be advisory to the Board or may exercise the authority of the Board. Upon establishment of any committee, the Board shall specify the scope of the committee's role, authority, and duties. All committee chairs shall be elected by a majority vote of the Board or by appointment by the Chairperson. A director may serve on any committee. Members of the Association may be appointed to a committee by the Chairperson or the committee chair, or by majority vote of the Board. All committee appointments are subject to revocation by majority vote of the Board.

Section 2. Advisory Committees. Advisory committees may make recommendations to the Board but shall not implement recommendations or take actions without Board approval. Advisory committees are not required to comply with open meeting, notice, quorum, or public records requirements.

Section 3. Committees with Board Authority. Any committee that exercises any of the authority of the Board shall include two or more directors, elected to the committee by a majority vote of the Board. All members of a committee with board authority shall be members of the Association. Committees with board authority must abide by the requirements of the Board regarding open meetings, notification, public records, and quorum.

The Board may authorize a committee to take specific actions, but all actions of a committee with board authority must be reviewed by the Board at its next regular meeting. Before a decision or action is taken by a committee with board authority, the committee shall make a good faith effort to notify directors of the possible action and request comments within a reasonable time. Any committee action outside the approved guidelines shall be null and void. The Board may reverse a committee's decision in full or in part, or may remand the decision back to the original committee by a majority vote.

Section 4. Standing Committees

- a. **Executive Committee:** This committee is composed of the Association's Officers. The Board may elect additional directors, committee chairs, or members of the Association as non-voting members of the Executive Committee. The Chairperson shall call meetings of the Executive Committee as needed, to guide and support the work of the Board. This committee shall review all financial transactions, records, and budgets prepared by the Treasurer. The Executive Committee may exercise the authority of the Board, but only for questions presented to the Association that require a timely decision or action prior to the next Board meeting.
- b. **Communications Committee:** This committee shall be responsible for taking efforts to maximize member participation in Association meetings and activities. It shall be responsible for all official notifications to the Membership of meetings, elections, events, and other relevant matters of concern to the Association. It shall maintain regular forms of communication such as web sites, newsletters, email, social media, and physical signage.

- c. Land Use and Transportation Committee: This committee shall be responsible for advising and making recommendations to the Board on all issues affecting the Membership and the neighborhood related to land use and transportation planning and development.
- d. Safety and Livability Committee: This committee shall be responsible for advising and making recommendations to the Board on all issues and actions related to public safety and neighborhood livability. This committee may also organize events that promote the safety and livability of the neighborhood.

ARTICLE VIII: MEETINGS

Section 1. Open Meetings and Public Records Law. Any Membership, Board, or Committee meeting (as applicable) will abide by the open meetings and public records policy governing the neighborhood system as set forth in the Office of Neighborhood Involvement (“ONI”) standards and any applicable governmental ordinance.

Section 2. Participation and Right to be Heard. Any Membership, Board, or Committee meeting, with the exception of meetings in executive session, shall be open to any person to make public comment of current concerns and possible actions. The Board or Committee shall consider minority reports if they are requested to be heard. The Board may determine other methods for conducting meetings.

Section 3. Electronic Meetings. Electronic meetings may be held by the Board or any committee exercising board authority, where any or all participants participate through use of any means of communication by which either of the following occurs:

- a. All participants may simultaneously hear or read each other’s communications during the meeting; or
- b. All communications during the meeting are immediately transmitted to each participant, and each participant is able to immediately send messages to all other participants.

A meeting conducted through the use of either means described above must comply with all requirements of the open meetings and public records law, and all requirements of these Bylaws, and also shall provide 24 hours’ advance public notification of how to participate in the meeting.

Section 4. Executive Session. The Board of Directors and the Executive Committee may close meetings or parts of meetings to public attendance when in executive session. An executive session is limited to members of the governing body and others reporting to the body on the subject of the executive session. The body may include others at their discretion. Any information revealed in an executive session is considered privileged and may not be reported. Executive sessions may be held only to deliberate toward a decision on the following matters:

- a. Personnel matters such as hiring, performance review, firing, discipline, and compensation;
- b. Mediation of personal disputes among members or employees, but not including grievances;
- c. Consultation with legal counsel;
- d. Consideration of records exempt from release by law;
- e. Preparation for presentation of testimony in appeals of land use review decisions; and
- f. Consideration of grievances. However, the findings and documents of a grievance shall be a matter of public record.

Voting to render a decision on matters considered in executive session must be done in a meeting open to public attendance. Minutes must be kept during executive sessions but they can be filed in a separate location from regular meeting minutes.

Section 5. Membership Meetings.

- a. **General Membership Meetings:** General Membership Meetings shall be held at least twice each year. The two required meetings shall be held in the spring and fall, approximately six (6) months apart. The fall meeting shall be considered the Association's annual meeting for purposes of state law, and the business of the meeting shall include a report from the Board on the state of the Association, a financial report to membership, and the annual election of directors to serve on the Board. Notice to members and the public of a General Meeting must be given at least seven (7) days in advance. (See also, Article IX: Elections for required content of notice).
- b. **Special Membership Meetings:** Special Membership Meetings may be held for any purpose. At any Special Membership Meeting called by petition, the business of the meeting shall be limited to the reason stated in the petition, but the assembled Membership shall have an opportunity to advise the Board of current concerns and possible actions. Notice to members and the public of a Special Membership Meeting must be given at least seven (7) days in advance.

Section 6. Board Meetings.

- a. Regular Board Meetings: The Board shall meet monthly at a regularly scheduled time, as set by the Board, to conduct the business of the Association. Notice of Regular Board Meetings to directors, members, or other individuals known to have an interest in the agenda must be given at least seven (7) days in advance and must include the meeting agenda.
- b. Special Board Meetings: A Special Board Meeting may be held as deemed necessary or when the timeliness of the next regular meeting is insufficient to take action on particular issues. Notice of Special Board Meetings to directors, members, or other individuals known to have an interest in the agenda must be given at least seven (7) days in advance and must include the meeting agenda. The Board may only discuss and make decisions at Special Board Meetings related to topics on the meeting agenda.
- c. Emergency Board Meetings: An Emergency Board Meeting may be held when there is insufficient time to consider business within the notice requirements of a regular or special meeting. Emergency meetings may be held with less than seven (7) days' notice but not less than 24 hours' notice. Direct notice of an Emergency Board Meeting must be given at least one day in advance to directors, members, or other individuals known to have an interest in the agenda, even if they have not specifically requested so in writing. Minutes of an Emergency Board Meeting shall state the nature of the emergency and state why the meeting could not be delayed to allow at least seven (7) days' notice. The Board may discuss and make decisions only on the agenda topic(s) for which the Emergency Board Meeting was called.

Section 7. Setting Meeting Agendas.

- a. Membership Meetings: Membership Meeting agendas shall be prepared by the Chairperson. A director or member may recommend an item for the agenda by submitting it in writing to the Chairperson at least seven (7) days in advance of the Membership Meeting. Any two directors or any four members may place an item on the agenda of any Membership Meeting by submitting a petition in writing to the Chairperson at least seven (7) days in advance of the Membership Meeting. At all Membership Meetings, the Membership shall have an opportunity to advise the Board of current concerns and possible actions.
- b. Board Meetings: Board Meeting agendas shall be prepared by the Chairperson. A director or member may recommend an item for the agenda by submitting it in writing to the Chairperson at least seven (7) days in advance of the Board meeting. Any two directors may place an item on the agenda of any Regular Board Meeting by submitting a petition in writing to the Chairperson at least seven (7) days in advance of the Board Meeting.
- c. Committee Meetings: Committee meeting agendas shall be prepared by the committee chair or by approval of the committee members.

- d. Amending the Agenda: Members of the body that is meeting can vote to amend the agenda at the beginning of the meeting.

Section 8. Calling a Meeting.

- a. Membership Meetings: General Membership Meetings are established in these *Bylaws* or called by the Board. Special Membership Meetings may be called by the Chairperson, Executive Committee, or Board. Special Membership Meetings may also be called by petition. Any five (5) directors or ten (10) members may submit a signed, written petition to the Board requesting a meeting and stating the reason thereof. The purpose of the special meeting shall be related to the Board's responsibilities to manage the affairs of the Association, to provide an open forum on important issues for neighborhood discussion, or to conduct a vote to remove Board members from office. Upon receipt of such petition, the Board shall call a Special Membership Meeting; and in the event the Board fails to do so when requested, the petitioning directors or members may call the special meeting and cause the requisite notice thereof to be sent to the members and Board.
- b. Board Meetings: Regular Board Meetings are established in these *Bylaws* or called by the Board. Special and Emergency Board Meetings may be called by the Chairperson, Executive Committee, or Board.
- c. Committee Meetings: Committee Meetings are scheduled by the committee chair and/or the committee members.
- d. Cancelling a Meeting: Meetings may be cancelled by the same individual or body that called the meeting.

Section 9. Quorum.

- a. Membership Meetings: A quorum for any Membership meeting shall be a minimum of one more than half the number of filled Board positions plus a minimum of one more than the number of Board members present.
- b. Board Meetings: A quorum for a Board meeting shall be a majority of the number of directors in office immediately before the meeting begins.
- c. Committee Meetings: A quorum for a meeting of a committee with board authority shall be a majority of the number of committee members immediately before the meeting begins. A quorum is not required for advisory committee meetings.

Section 10. Deliberation and Decision Making. Action is taken by a majority vote of those eligible to vote at a meeting. The procedures for deliberation and decision making shall be established by Board policy.

ARTICLE IX: ELECTIONS

Section 1. Annual Election. The members shall elect the directors at the Annual Election held each year at a regular day and time set by the Board.

Section 2. Voting Eligibility. Members are eligible to vote in the Annual Election. Members must be present to vote. Proxy voting and voting by mail are prohibited.

Section 3. Nomination Process. Candidates for director may be nominated by the Executive Committee, a Nomination Committee appointed by the Board, any director in advance of the election, and/or from the floor at the Annual Election. Time shall be provided at the Annual Meeting for nominations from the floor. Nominations do not require a second. Individuals nominated from the floor must consent to their nomination. Votes for individuals written in on ballots who have not been nominated through the designated nomination process(es) will not be counted.

Section 4. Election Committee. The Chairperson or Board may appoint an Election Committee, no member of which may be a current candidate for a seat on the Board. Any Election Committee shall plan and conduct the Annual Election in accordance with these *Bylaws* and the Board's policies.

Section 5. Conducting the Vote. Voting at the Annual Election shall be conducted as follows:

- a. Members shall vote by secret paper ballot, unless a member makes a motion from the floor—subsequently approved by a vote of members present—to dispense with paper ballots and instead to vote by a show of hands or by voice. If none of the open seats are contested, a member may make a motion from the floor to adopt the full slate of candidates by acclamation.
- b. Election of an individual requires a majority of the vote. In elections where there are a greater number of candidates than open seats, the number of open seats determines the number of candidates elected with the highest number of votes.
- c. Candidates do not need to be present to be elected.
- d. Anyone wishing to see written ballots may do so at the meeting or anytime thereafter before the ballots are discarded. Written ballots must be retained for a period of 60 days after the vote and may then be discarded.

Section 6. Election of Officers. The Board of Directors shall elect officers of this Association at the next Regular Board Meeting following the annual election.

ARTICLE X: CONFLICT OF INTEREST

To protect the integrity of the Association's decision-making processes, directors shall disclose to the Board any interest they have in a transaction or decision of the Board that may result in a financial benefit or gain to them and/or their business or organization, family members and/or significant other, employer, and/or close associates, and other organizations with which they are affiliated. The disclosure shall be recorded in the meeting minutes. Board members shall not vote on matters in which they have a conflict of interest, but may participate in the discussion.

ARTICLE XI: NON-DISCRIMINATION

The Association shall 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 XII: GRIEVANCE PROCESS

Section 1. Definition and Filing of a Grievance. A grievance must declare an alleged violation of any of the following:

- a. These *Bylaws*
- b. The Association's written policies (the "Policies")
- c. Office of Neighborhood Involvement ("ONI") Standards.

A grievance must be submitted in writing to the Chairperson or a Board-designated proxy for the Chairperson within forty-five (45) days of the alleged violation. A grievance must identify the date or period of the action being grieved, the provision of the Association's Bylaws, Policies, or ONI Standards which allegedly were violated, describe how the provision was violated, the harm that the violation caused, and identify a possible remedy the grievant is seeking. A grievance shall be filed within forty-five (45) days of the alleged violations, except in cases that allege a systematic pattern of violation which may exceed this forty-five (45) day limitation.

Section 2. Definition of Grievant. A grievant is any Association member or group of members that submits a grievance and alleges harm by a violation of these *Bylaws*, the Policies, or ONI Standards. "Harm" to a member or group is defined as a procedural violation that has directly affected the outcome of a decision by the Association.

Section 3. Respondent. A respondent is any person or organization against whom the grievance is lodged. A respondent can be the Association, the Board of Directors, any of its officers, or any Board committee.

Section 4. One-on-One Dialogue and Mediation. Members and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation. Either the grievant or the respondent may request that the Board appoint a mediator, who is not currently a member of the Board, to facilitate discussion and resolution between the affected parties. If the affected parties cannot agree on a Board-appointed mediator to assist them in their meeting, then the parties should consult with ONI for assistance through the Neighborhood Mediation Program. Once mediation has been requested, Board members acting as a grievant or respondent but failing to participate in mediation may be removed from the Board by a majority vote of the Board for such failure to uphold these provisions.

Section 5. Processing the Grievance. Within thirty (30) days of notification that mediation is refused by either party or fails to resolve the alleged grievance, the Board shall appoint a Grievance Committee of at least three members, only one of which may be a current Board member. Deliberations by the Grievance Committee may be held in executive session. The Grievance Committee shall review the complaint to determine whether it qualifies as a grievance as defined in these *Bylaws*. If not, the Grievance Committee must communicate its finding and reasons to the Board, the grievant, and the respondent. If the complaint qualifies as a proper grievance, the Grievance Committee shall offer the grievant an opportunity to present information relevant to the grievance and shall gather relevant information. The Grievance Committee shall develop its findings and recommendations, submit them in writing to the Board, and provide copies to all parties.

Section 6. Resolution of the Grievance. Within sixty (60) days from the formation of the Grievance Committee, or as soon thereafter as possible, the Board shall consider the committee findings and recommendation, render a decision on the grievance, and notify the grievant and respondent of their decision. Recommendations by the Grievance Committee may be deliberated by the Board in either a Regular or Special Board Meeting. A decision by the Board may include either a denial or an acknowledgement of the alleged violation along with specific actions to be taken by the Association to rectify the violation. The Board's response to the grievant and respondent shall be in writing and include supporting findings of the decision. The Association must maintain any supporting documents in case of appeal for one year.

The grievant or respondent may appeal the Association's decision to the appropriate District Coalition, following the rules established by that body. Either party shall be allowed fourteen (14) calendar days from the date the decision is rendered to file a written appeal.

ARTICLE XIII: INDEMNITY

The Association will indemnify to the fullest extent not prohibited by laws any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, volunteer, or agent of the Association.

ARTICLE XIV: ONI STANDARDS

The Association, in all its activities, shall comply with the requirements of the ONI Standards for neighborhood associations.

ARTICLE XV: POLICIES, PRACTICES, AND PROCEDURES

The Board of Directors may adopt by majority vote a set of policies, practices, and procedures (“Policies”) that guide the Board’s operations, deliberations, and actions, provided that such guidance is in no way inconsistent with these *Bylaws*.

ARTICLE XVI: AMENDMENT OF BYLAWS

Section 1. Proposing Amendments. All amendments to these *Bylaws* must be proposed in writing. Amendments may be proposed by the Board or by a petition signed by at least ten (10) members and presented to any Board officer for consideration by the Membership. The Board shall submit all such proposed amendments in writing to the members for consideration at a Membership Meeting. The Board shall schedule a vote on the adoption of the amendment(s) at a subsequent Membership meeting.

Section 2. Notice. Notice of a proposal to amend these *Bylaws*, specifying the date, time and place for consideration, must be provided to the Membership a minimum of thirty (30) days before the Membership meeting at which votes will be taken on the amendment(s). The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to these *Bylaws* and must contain a copy of the proposed amendment(s) or a summary of the amendment(s).

Section 3. Adoption. Adoption and amendment of these *Bylaws* shall require a two-thirds (2/3) vote by the members present at a Membership meeting.

Date Adopted: November 14, 2017

Previous Revisions: 2002, 2014