

## **Executive Summary for Amending the *SGNA Bylaws*, 2017**

The SGNA Board of Directors appointed a Bylaws Committee to review our current *Bylaws* and recommend amendments that could make our work more effective, more transparent, and more accountable to our Membership.

Our *Bylaws* in their current form were last adopted in 2002, with only minor amendments in 2014. A careful reading has shown them to be poorly constructed, unclear in many respects, and woefully inadequate in practice, as they lack many of the provisions recommended and even required for neighborhood associations by the City of Portland's Office of Neighborhood Involvement (ONI). Also, in the past, there have been instances in which our Board has minimized public participation in discussions that greatly affect our neighborhood. To avoid future problems with Board transparency and accountability we need *Bylaws* that are absolutely clear, instructive, and workable.

So the committee decided on two general criteria for amending our *Bylaws*:

- 1) compliance in all respects with ONI Standards, using the text of its recommended Bylaws as much as possible; and
- 2) a text that is clear and complete, leaving little to interpretation, and including important provisions that our current Bylaws lack.

This required our committee to re-write the entire document, beginning with the ONI text but including sections of our current *Bylaws* that are important to retain. For such a major revision, we felt it necessary to provide an extended 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](mailto:danielpirofsky@comcast.net)), who will compile all comments for Board discussion. Our Board will then review your comments, make additional changes as warranted, and adopt a Final Draft for your consideration and vote at our November 14 Annual Membership Meeting.

Please find a link on the home page of the SGNA web site ([www.sullivansgulch.org](http://www.sullivansgulch.org)) to download the Discussion Draft of the proposed *Bylaws* with a summary of its changes. Your comments are welcome and appreciated. Then, come to our Annual Membership meeting this November 14 to elect Board members and vote on our amended *Bylaws*. Your participation is key to our efforts 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.