

BYLAWS
OF THE SULLIVAN’S GULCH NEIGHBORHOOD ASSOCIATION

Approved xx/xx/2017

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ARTICLE I: NAME

The name of the organization shall be Sullivan's Gulch Neighborhood Association (SGNA).

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 under Oregon law to non-profit corporations, 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. Hereafter, the terms "non-profit corporation" and "association" shall be synonymous; and
- f. To further civic betterment, educational, 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, business licensees, churches, nonprofit organizations, and governmental agencies located within the boundaries as defined by these *Bylaws* are eligible to be a member of the Association. Eligible organizations shall designate one representative for its membership in the Association by submitting the name of their representative to the Association in writing.

Section 2. 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 3. Voting. Each member shall be entitled to one vote. One representative from each business, church, nonprofit organization, or government agency located within Association boundaries shall have the same privilege as residents.

Section 4. Member Powers. Each member is eligible to vote for election and removal of directors, amendments to these *Bylaws*, amendments to our Articles of Incorporation, changes in boundaries, 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, hereinafter referred to as the Board, shall be composed of not more than nineteen (19) Directors-at-Large, who may also serve as Officers 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. 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 reelected without limitation on the number of terms s/he may serve.

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. In cases involving violation of these *Bylaws* or the Board's *Principles, Practices, and Procedures*, any elected or appointed director may be removed by a 2/3 vote of the Board, but only for reasonable cause as specified in the Board's *Principles, Practices, and Procedures*.

Section 5. Board Vacancies. Vacancies on the Board shall be filled by a vote of the directors currently serving on the Board. A member appointed to fill a vacancy shall serve until the next election.

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 *Principles, Practices, and Procedures*;
- 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.
- i. Other activities as assigned by the Board.

Section 7. Director Powers. Directors may vote as members at Membership Meetings. Only directors are allowed to vote at all 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 assuring 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 *Principles, Practices, and Procedures*.

ARTICLE VI: OFFICERS

Section 1. Titles and Eligibility. The officers of this Association shall be: Chairperson, Vice-Chairperson, Secretary, Treasurer, and Neighborhood Coalition Representative. An individual must be an elected director to be eligible for election as an officer.

Section 2. Terms of Office. The Board shall elect officers at the first Board meeting following the election of new directors. Officers shall serve one year terms and may be re-elected without limitation on the number of terms s/he may serve.

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. Manage the affairs of the Association, insuring that all orders and resolutions of the board are carried into effect.
- b. Vice-Chairperson: The Vice Chairperson shall:
 1. Assist the Chairperson and perform duties assigned by the Chairperson;
 2. Perform the duties of the Chairperson in his/her absence and when

requested.

c. Secretary: The Secretary shall:

1. Insure notice to members and the public of all Membership and Board meetings;
2. Record and maintain minutes of Membership and Board meetings;
3. Insure that draft and approved minutes are 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 lists of member contacts;
6. Maintain the non-financial files of the Association;
7. Make records of the Association available for inspection for any proper purpose at any reasonable time.

Should the Secretary be unavailable to attend any meeting, the presiding officer shall appoint an alternate to act as Secretary.

d. Treasurer: The Treasurer shall:

1. Maintain full and accurate accounts of all financial records of the Association;
2. Receive, protect, and disburse Association funds;
3. Secure the approval of the Board and a signature from one other director for any disbursements;
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; and
2. Report to the Board and the Executive Committee all coalition discussions, deliberations, decisions, or actions that affect the Association.
3. Additional duties for this office may be specified in the Board's *Principles, Practices, and Procedures*.

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 chairs of committees shall be elected by a majority vote or by appointment by the Chairperson. Any director may serve on any committee. Members of the Association who do not serve as directors may be appointed to any committee by the Chairperson or the Chair of said committee. All committee appointments are subject to reconsideration by the Board.

Section 2. Advisory Committees. The Board may establish advisory committees as standing or ad hoc committees. Both standing and ad hoc advisory committees are found in these *Bylaws*, but the Board may establish additional committees of either type to conduct its business. Advisory committees may make recommendations to the Board but may 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. The Board may establish standing or ad hoc committees with board authority. Any committee that exercises any of the authority of the Board shall be composed of two or more directors, elected 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.

Section 4. Limitations on Committees with Board Authority. Any committee action outside the committee's role or duties, as specified by the Board, shall be null and void. 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 with board authority, the committee shall notify directors of the possible action and request comments at a reasonable time in advance of the meeting. 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. Committees with board authority shall not take actions that are irrevocable or that cannot be mitigated if the decision is reversed by the Board.

Section 5. Standing Committees

- a. **Executive Committee.** This committee is comprised of the Association Officers. The Board may appoint any directors, committee chairs, or members of the Association as non-voting members. 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 must abide by the requirements of the Board regarding open meetings, notification, public records, and quorum, except in cases

of holding meetings in executive or closed session. Meetings in closed session must abide by ONI Standards of conduct and notification. 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. Before a decision or action is taken with board authority, the committee shall notify all directors of the possible action and request comments at least 24 hours in advance. All decisions by the Executive Committee must be reviewed by the Board at its next regular meeting. The Board may reverse its decisions in full or in part, or may remand the decision back to the Executive Committee.

- b. **Communications Committee:** This committee shall be responsible for maximizing member participation in Association deliberations 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:** 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:** 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.

Section 6. Committee Notifications. Each standing committee shall notify the Board and Membership in advance of the time, location, and agendas of their meetings and regularly report their activities and recommendations to the Board. All notifications and requests for comment received from the City, as well as all proposals for action received from external organizations or members of the Association, must be reported to the Board, either in meeting or by communications, and at least in the published agenda for the next meeting of the Board, before a committee decides to recommend any action by the Association. Any proposal thus reported will have received its first reading before the Board.

Section 7. Committee Procedures. Committees may work by consensus, but the Chair or any director serving on a committee may ask for a vote on any proposal as a recommendation for Board action. Committees may report recommendations to the Board without a requirement to maintain a quorum for any committee vote. Members of committees with a potential conflict of interest shall recuse themselves from voting on any particular proposal or recommendation, but may present information and participate in discussions related to the proposal.

Section 8. Committee Reports. Each Committee must report to the Board any ongoing committee work and any specific recommendations for Board action. Reports may be given orally at Board meetings or may be submitted in writing. Reports that include current recommendations for action by the Board must be distributed to the entire Board seven (7)

days prior to the Board meeting. All current recommendations for action by the Board must be reported as motions to be put before the Board. All motions put before the Board must be submitted to the Secretary in writing, to be included in the meeting minutes.

ARTICLE VIII: MEETINGS

Section 1. Open Meetings and Public Records Law. Any Membership, Board, or Committee meeting will abide by the open meetings and public records policy governing the neighborhood system as set forth in the operating ordinance and ONI Standards. Electronic meetings may be held by the Board or any committee exercising board authority, but must comply with all such requirements of the open meetings and public records law, as applied for any Emergency Board Meeting.

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. Ordinary procedure as prescribed by *Robert's Rules of Order*, current edition, may govern member and director or committee member participation. The Board or Committee shall consider minority reports if they are requested to be heard. The Board may determine other methods for conduct of meetings.

Section 3. 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; and
- e. Preparation for presentation of testimony in appeals of land use review decisions.
- 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 4. Membership Meetings.

- a. Annual Membership Meeting: The Annual Meeting of the Membership shall be held each year at a regular day and time, as specified in the Board's *Principles, Practices, and Procedures*. The agenda for the Annual 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. It shall also include a specified period for the assembled Membership to advise the Board of current concerns and possible actions. Notice to members and the public of the Annual Meeting must be given at least seven (7) days in advance. [See Article X: Elections for required content of notice for Annual Election.]
- b. General Membership Meetings: General Membership Meetings shall be held at least once per year at a regular day and time, not more than seven (7) months after the previous Annual Meeting, as specified in the Board's *Principles, Practices, and Procedures*. The agenda for a General Membership Meeting may be determined by the Board, but must include a specified period for the assembled Membership to advise the Board of current concerns and possible actions. Notice to members and the public of General Membership Meetings must be given at least seven (7) days in advance.
- c. Special Membership Meetings: The Chairperson, Executive Committee, or Board may call a Special Membership Meeting for any purpose related to its responsibilities to manage the affairs of the Association, to provide an open forum on important issues for neighborhood discussion, or to remove Board members from office. Either the Chairperson, Executive Committee, or Board shall, upon receipt of a petition signed by five (5) directors or ten (10) members requesting such a meeting and stating the reason thereof, call a Special Membership Meeting; and in the event fails to do so when requested, the requesting directors or members may call such a special meeting and cause the requisite notice thereof to be sent to the members and Board. The agenda for a Special Membership Meeting may be determined by the Board, but must allow the assembled Membership an opportunity to advise the Board of current concerns and possible actions. Notice of Special Membership Meetings to members and the public must be given at least seven (7) days in advance.

Section 5. Board Meetings.

- a. Regular Board Meetings: The Board shall meet monthly at a regularly scheduled time and place, as specified in the Board's *Principles, Practices, and Procedures*, 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. These meetings shall be open session and must include a brief period for member or public comment.

- b. **Special Board Meetings:** The Chairperson, Executive Committee, or Board may call a Special Board Meeting 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 published in the meeting agenda.
- c. **Emergency Board Meetings:** The Chairperson, Executive Committee, or Board may call an Emergency Board Meeting 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 (7) seven 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. Parties who are known to have a direct interest in the topic of a meeting should receive direct notice, even if they have not specifically requested so in writing. Minutes of the Emergency Board Meeting shall state the nature of the emergency and state why the meeting could not be delayed to allow at least (7) seven days' notice. Members conducting business at the meeting may make decisions or deliberate toward decisions only on the agenda topic(s) for which the emergency meeting was called.

Section 6. Committee Meetings. Committees shall meet as deemed necessary to discuss Association business and consider recommendations for Board action. Whenever possible, committees shall set a regular date, time, and location for its meetings and notify the Board and Membership of its meeting calendar. Ad hoc meetings of committees do not require Board or Membership notification of its meeting and agenda, but direct notice to Board and Committee members at least seven (7) days in advance of the meeting is strongly encouraged. Ad hoc meetings must adhere to all provisions of Article VII: Committees in these *Bylaws*.

Section 7. Setting Meeting Agendas.

- a. **Membership Meetings:** Membership Meeting agendas shall be prepared by either the Chairperson, the Executive Committee, or the Board. Any director or member may propose 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 add an item to the agenda of any Membership Meeting.
- b. **Board Meetings:** Board Meeting agendas shall be prepared by the Chairperson or the Executive Committee in consultation with directors or members who may propose agenda items up to seven (7) days in advance of a meeting. Any two directors may add an item to the agenda of any Regular 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: Regular membership meetings are established in the bylaws or by the board. The Chairperson, Executive Committee, or Board may call a special membership meeting.
- b. Board meetings: Regular board meetings are established in the *Bylaws* or set by Board. The Chairperson or Executive Committee may call a special Board meeting.
- 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 Meeting: A quorum for any Annual or 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 of Directors Meeting: A quorum for a Board meeting shall be one more than half 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 the Board. Upon request by any member in attendance, the rules contained in the latest edition of *Robert's Rules of Order* shall govern the conduct of a meeting where they are not inconsistent with these *Bylaws* or the Board's *Principles, Practices, and Procedures*.

Section 11. Meeting Minutes. Minutes must be taken at all meetings and, except for those taken in executive (closed) session, must be available to the public, upon request, within a reasonable time, preferably within two weeks following the meeting. Even though the minutes may not be approved by the Board until its next meeting, they must be available for public review within two weeks.

Minutes of Membership and Board meetings shall be taken by the Secretary. Minutes of committee meetings shall be taken by a designated member of the committee. Minutes do not have to be a verbatim transcript of the meeting, but should, at minimum, summarize discussions and actions. Minutes of executive sessions may be recorded rather than written.

Minutes shall include at least the following:

- a. Members in attendance;
- b. The substance of any topic and discussion;
- c. All actions, including motions, proposals, and resolutions stated in full and their dispositions;
- d. Results of all votes taken and a summary of minority opinions on all topics on which a vote is taken; and
- e. A reference to any public document which may be discussed.

Section 12. Association Positions and Comment. Official action(s) by the Association must be on record as a part of the minutes of each meeting. Any letter or statement of the Association's position or decision transmitted to the City, any other body, or any affected party must include the result of a vote taken along with a summary of both majority and minority opinions.

ARTICLE IX: CONSIDERATION OF PROPOSALS

Section 1. Submission of Proposals. Any person or group, inside or outside the boundaries of SGNA, and any City agency may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether the proposed items will appear on the agenda of either the Board, Standing or Special Committees, Membership Meetings or Regular or Special Board Meetings.

Section 2. Notification. The Board shall decide if additional notification of the place, day and hour the proposal shall be reviewed is required. If so, it shall be not less than seven (7) days in advance.

Section 3. Attendance. The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Section 4. Dissemination. The Board shall communicate to the proponent and other appropriate parties its decision on any submitted proposals, including any minority opinions, as recorded from the meeting.

ARTICLE X: 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 is 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 currently a candidate for a seat on the Board. An Election Committee shall plan and conduct the Annual Election in accordance with these *Bylaws* and the Board's *Principles, Practices, and Procedures*;

Section 5. Conducting the Vote.

Voting at the Annual Election will conform to Board policy described in its *Principles, Practices, and Procedures*. Voting at the Annual Election shall be conducted under these rules:

- 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. The number of open seats determines the number of candidates elected with the highest number of votes.
- c. Election of an individual requires a majority of the vote, except for ballots with greater than ten candidates.
- d. Candidates do not need to be present to be elected.
- e. 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 then may 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 XI: 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 conflict of interest 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 XII: 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 XIII: 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 *Principles, Practices, and Procedures*,
- c. *Office of Neighborhood Involvement (ONI) Standards*.

A grievance must identify the date of the action being grieved and the provision of the Association's *Bylaws* or *ONI Standards* which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking. 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. Any grievance that alleges a systematic pattern of violation of these *Bylaws* by any board or committee member shall be allowed to proceed to a proper investigation and resolution beyond the limitation of this 45-day period.

Section 2. Definition of Grievant. A grievant is any Association member or group of members that submits a grievance and alleges s(he) has been harmed by a violation of these *Bylaws*, a formally-adopted policy of the Association, 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 facilitator to assist them in their meeting, then the parties should consult with the Office of Neighborhood Involvement for assistance through the Neighborhood Mediation Program. Once mediation has been requested, both parties to a dispute must participate or abdicate their grievance or response. 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. If mediation between the affected parties 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 (closed) session. The Grievance Committee shall review the complaint to determine whether it qualifies as a grievance as defined in these Bylaws. If not, the committee must communicate their finding and reasons to the Board, the grievant, and the respondent. If the complaint qualifies as a proper grievance, the committee shall hold a public hearing to give the grievant, respondent, and others wishing to present relevant comment an opportunity to be heard. Both grievant and respondent must participate in this public hearing or abdicate their grievance or response. After this hearing, the committee shall develop its findings and recommendations and submit them in writing to the Board.

Section 6. Resolution of the Grievance. Within sixty (60) calendar days from receipt of the grievance, the Association shall render a decision on the grievance and notify the grievant 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 Association's response to the grievant shall be in writing and include supporting findings of the decision. The Association must maintain any supporting documents in case of appeal.

Only upon unsatisfactory resolution of a grievance by the Association may the grievant appeal to our District Coalition. The grievant has fourteen calendar days from the date the decision is rendered to appeal.

Only upon unsatisfactory resolution of an appeal to our District Coalition may the grievant continue to appeal the decision according the Grievance procedures outlined in Office of Neighborhood Involvement Standards.

ARTICLE XIV: INDEMNITY

This corporation 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 corporation.

ARTICLE XV: ONI STANDARDS

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

ARTICLE XVI: PRINCIPLES, PRACTICES, AND PROCEDURES

The Board of Directors may adopt by majority vote a set of principles, practices, and procedures that guide their operations, deliberations, and actions, provided that such guidance is in no way inconsistent with these *Bylaws*.

ARTICLE XVII: 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 members and presented to any officer for consideration by the Membership. The Board shall submit all such proposed amendments to the members for a reading 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 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).

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: ?

Previous Revisions: 2002, 2014