

**POLICIES, PRACTICES, AND PROCEDURES  
OF THE SULLIVAN'S GULCH NEIGHBORHOOD ASSOCIATION**

Adopted by its Board of Directors, October 9, 2018

**Preamble**

In compliance with the currently adopted *Bylaws of the Sullivan's Gulch Neighborhood Association ("Bylaws")* and with currently published Standards for Neighborhood Associations of the City of Portland's Office of Neighborhood Involvement, these *Policies, Practices, and Procedures ("PPP's")* guide the conduct of the SGNA Board of Directors and each of its elected directors in relation with its Membership and community at large. They shall be used to organize, instruct, and guide the Board of Directors in fulfilling its mission and purpose while managing the affairs of the Association through its operations, communications, deliberations, and actions. In the event of any conflict between the *Bylaws* and these *PPPs*, the *Bylaws* will prevail.

In accordance with Article XV of the *Bylaws*, these *Policies, Practices, and Procedures* may be established and amended by a majority vote of directors representing a quorum at a Regular, Special, or Emergency Meeting of the Board of Directors.

**Note:** The policies listed below are organized by their controlling Articles of the *Bylaws*. "No policy established." is indicated under any Articles for which there are no policies currently established. The specific section of an Article related to each policy is indicated in the text.

**ARTICLE I: NAME**

[No policy established.]

**ARTICLE II: MISSION AND PURPOSE**

[No policy established.]

**ARTICLE III: BOUNDARIES**

[No policy established.]

**ARTICLE IV: MEMBERSHIP**

In order to establish membership, eligible individuals must provide their name and address, and written consent to be a member. Written consent may be in the form of a checkbox on a meeting sign-in sheet. Each person shall affirm that they are at least 16 years of age, and that their address or location falls within the defined boundaries of Sullivan's Gulch or that they are the designated representative of an eligible member organization or business. Each person also may choose to provide contact information such as an email address or phone number. (See Section 1. Eligibility.)

Sign-in sheets for members at Membership Meetings, dated per meeting, shall include a checkbox or column in which a member may provide their mark or initial affirming their eligibility and consent to be a member of the Association. Sign-in sheets shall be retained for a minimum of one year. (See Section 2. Consent.)

## **ARTICLE V: BOARD OF DIRECTORS**

### **Attendance at Board Meetings**

Meetings of the Board of the Directors shall begin with the Chairperson or their designee asking the Secretary to call the roll of all directors present. For any meeting, the Secretary—or in the absence of the Secretary, a director designated by the Chairperson—shall note all late arrivals and early departures on the roll card for that date. (See Article VIII, Section 8 Quorum.)

### **Absences**

As set forth in the *Bylaws*, the Board of Directors may remove any director by a 2/3 vote in cases involving unexcused absences by a director from at least three (3) meetings in a year.

For purposes of Section 4, Removal, an “unexcused absence” is defined as:

1. The absence of a director from a Board meeting without giving prior notice to the Chairperson; or, the partial absence of a director from a Board meeting, such as a late arrival or early departure, where there was no reasonable attempt by the member to give prior notice to the Chairperson; or
2. A pattern of repeated requests to be excused for absences from Board meetings, that indicates a lack of engagement by the director.
3. Provided, however, that in case of any medical or family emergency, no prior notice to the Chairperson will be required and the absence will be deemed excused.

Notice to the Chairperson regarding an absence may be given in person, in writing, by telephone, voicemail, or text communication.

As a preliminary step before the Board takes action on any director’s absences from Board meetings, the Chairperson shall discuss the absences with the director, communicate the importance of regular attendance, and encourage the director’s commitment to the Board.

Depending on the circumstances, the Chairperson may recommend one of the following:

1. A probationary period during which the Board member agrees to work on improving their engagement/attendance;
2. A request by the Board member for a leave of absence of not more than three months, which the Chairperson shall have discretion to approve;
3. A request by the Board member for a leave of absence in excess of three months, which requires approval of the Board;
4. Voluntary resignation by the Board member;
5. The Chairperson’s recommendation to the Board to take a vote regarding the removal of the Board member.

(See Section 4 Removal.)

### **Violations of the *Bylaws* or *PPPs***

Potential violations of the *Bylaws* or *PPPs* may include:

- Repeated unethical, abusive, or disruptive behavior at meetings or in the company of other directors.
- Violation of Article V. Board of Directors, Section 9. Board Authority over Association Representatives.
- Violation of election procedures detailed in Article IX: Elections, such as compromising the integrity of member ballots.
- Violation of Article X: Conflict Of Interest.
- Violation of Article XII: Grievance Process, Section 4. One-on-One Dialogue and Mediation.

Alleged violations of the *Bylaws* or *PPPs* by any director shall be reported to the Chairperson or another member of the Executive Committee, who shall initiate an investigation by the Executive Committee in closed session. Findings by this committee may result in a recommendation to the Board of Directors to hold a vote regarding removal of the director from the Board.

As a preliminary step before the Board considers removal of a director, the Board may vote to apply any or all of the following to the director:

- A probationary period for redressing meeting attendance, or inappropriate behavior.
- Removal from participation in committees.
- Revocation of an assignment to represent the Board of Directors at City, County, or Coalition committees, or proscription of the director's power to vote on questions before that body as our representative, or removal of the director from the office of Neighborhood Coalition Representative.

The director may contest the allegation and subsequent Board actions as a potential violation of the *Bylaws* or *PPPs*, by filing a grievance against the Board.

(See Section 4 Removal and Section 6. Director Duties.)

### **Board Vacancies.**

To maximize representation of the membership on the Board, the Board shall endeavor to fill vacancies resulting from resignation or removal. The Chairperson or Executive Committee shall provide notice to the Board of any resignations of directors in a timely manner. Board members will endeavor to solicit nominations for appointment to fill a vacancy. (See Section 5. Board Vacancies.)

### **Execution of Director Duties.**

In the execution of their duties, Directors shall behave in an ethical and respectful manner in meetings and in interactions with other board members. No unethical, patently offensive, or disruptive behavior will be tolerated in meetings or in dealings with other board members.

(See Section 6, Director Duties)

### **Board Authority over Association Representatives**

Any officer, director, or member of a committee appointed by the Board to serve as its representative on any City or County committee or external organization shall make a good faith effort to represent the views of the Board on any particular issue and use the following policy as guidance in fairly representing the Association:

When the Board has not yet taken a position on an issue to be decided by another body prior to the next Board meeting, our representative on that body may also request the Chairperson or Executive Committee to call a Special, Emergency, or Electronic Board Meeting to determine the Board's position on that proposal. The Executive Committee may otherwise offer the representative advice on how to participate in the discussion before another body.

When the Board has taken a position on a particular issue, and the representative does not agree with that position on a proposal put before another body, the representative must at least present the Board's position as distinct from their own in discussions on such proposals, and either vote in accordance with the Board or abstain from the vote.

These requirements for SGNA representatives shall not in any way limit the rights of officers, directors, members of committees, or members of the Association to attend, participate, and speak on their own behalf at any meeting of a City or County or external organization.

Our representative on any external committee shall report to the Board, either verbally or in writing, on any relevant discussions before that body.

(See Section 9. Board Authority over Association Representatives.)

## **ARTICLE VI: OFFICERS**

### **Duties of the Secretary**

The Secretary shall maintain all non-financial files of the Association, including:

- meeting sign-in sheets
- ballots and votes counts
- Neighborhood Coalition Representative appointments

The Secretary shall also annually notify our District Coalition office and ONI of the following:

- Newly amended SGNA Bylaws (if amended)
- Current roster of the Board of Directors and elected Officers;
- The appointment of our Neighborhood Coalition Representative (by letter signed by the Chairperson and delivered to our District Coalition office);
- Current Membership Meeting calendar;
- Current Board of Directors meeting calendar;
- Changes in SGNA contact information such as mailing address or web address.

(See Section 4. Duties of Officers. Part c. Secretary.)

### **Duties of the Treasurer**

The Treasurer shall present a report on the Association's current finances at each Membership Meeting. The Executive Committee shall review each report and may make recommendations to the Board for its consideration at the next regular meeting or Annual Retreat as part of the Board's adoption of its next annual budget. (See Section 4. Duties of Officers. Part d. Treasurer.)

## **ARTICLE VII: COMMITTEES**

### **Establishing Committees**

Any standing or ad hoc committee established by the Board of Directors, and not already defined in our *Bylaws*, shall have its purpose, scope, and charge recorded in these *PPPs*. The Board may also provide instructions on committee membership. (See Section 1. Establishment of Committees.)

### **Appointment of Committees**

All directors are strongly encouraged to serve on at least one committee. Directors may satisfy their commitment to committee service by participating in any major activity sponsored by the Association. (See Section 6. Director Duties, part e.)

### **Standing Advisory Committees:**

#### **Emergency Preparedness Committee**

A standing advisory Emergency Preparedness Committee shall be established to support the Sullivan's Gulch Neighborhood Emergency Team (NET) in its work to mobilize neighbors to prepare their families and property in case of potential disasters and, whenever necessary, to deploy its team to respond to such disasters in our community under the direction of the Portland Bureau of Emergency Management (PBEM).

This committee shall identify and meet community resilience goals through:

- Community outreach and engagement, including the recruitment of individuals to join the Sullivan's Gulch NET and the development of partnerships with local businesses and organizations;
- Resource development and fundraising that advances the work of the Sullivan's Gulch NET, including preparedness training opportunities for members of our community;
- Cooperation with the SGNA Committees of Communications, Safety and Livability, and Land Use and Transportation to develop emergency preparedness and community resilience throughout Sullivan's Gulch, especially through the deployment of a neighborhood communications network.

In addition to a Committee Chair and Secretary that report to the SGNA Board, this committee shall consider electing officers for the following functions: outreach coordination, training development, and resource development.

The Emergency Preparedness Committee shall have no SGNA Board authority, but is solely responsible for supporting the Sullivan's Gulch NET as the NET operates under the authority and guidance of PBEM. This committee shall advise the Board and support SGNA activities. (See Section 1. Establishment of Committees.)

### **Ad Hoc Advisory Committees**

#### **Bylaws or Rules Committee**

If the Board of Directors is presented with a proposal for amendment of the *Bylaws* under the method described in Article XVI of the *Bylaws*, then an ad hoc Bylaws or Rules Committee shall be established. This committee shall first propose a review process and timetable providing the Board of Directors and Membership ample time to submit comments on drafted amendments, as well as time for final Board deliberation on these proposals as recommendations to the Membership. This timetable shall propose the date and time for the Membership to consider such amendments at a Membership Meeting, in accordance with Article XVI: Amendment Of Bylaws.

If the Board of Directors is presented with a proposal for amendment of the *PPPs*, the Board may consider this proposal as a motion under ordinary procedure, appoint a Rules Committee to make recommendations on the proposal, or refer the proposal to an existing Bylaws or Rules Committee. (See Section 2. Advisory Committees.)

#### **Neighborhood Clean-up Committee**

An ad hoc Neighborhood Clean-up Committee may be established as needed to shall plan and coordinate neighborhood cleanup events, such as the Spring Cleanup and the Gulch Cleanup. (See Section 2. Advisory Committees.)

#### **Events Committee**

An ad hoc Events Committee may be established as needed to plan, design, host, and manage any neighborhood events sponsored by the Board of Directors and coordinate, as necessary, with any of its committees or external organizations. Members recruited to assist the committee with such events shall be considered members of the Events Committee for the duration of the planning and occasion of the event. (See Section 2. Advisory Committees.)

#### **Nominating or Election Committee**

At least one month prior to the Annual Membership Meeting, the Chairperson, Executive Committee, or Board of Directors shall decide whether to appoint an ad hoc Nominating or Election Committee to recruit candidates, receive nominations, and coordinate the annual election of directors. In lieu of appointing a formal committee, the Chairperson shall insure that at least a minimum number of directors or members required to coordinate the annual election are available for service and not currently candidates for a seat on the Board of Directors. (See Section 2. Advisory Committees.)

### **Annual Budgeting Process**

Each standing committee shall provide the Treasurer a detailed request, at least 60 days prior to the end of each calendar year, describing the portion of the subsequent year's annual budget requested to fund its operations. (See Section 4. Standing Committees.)

### **Committee Procedures**

#### **Meetings**

Committees shall meet as necessary to discuss Association business and consider recommendations for Board action. Whenever possible, committees shall set a regular date, time, and location for their meetings. (See Section 2. Advisory Committees and Section 4. Standing Committees.)

#### **Notifications**

Each standing committee shall notify the Board and Membership in advance of the time, location, and agendas of their meetings. Ad hoc committees are strongly encouraged, but not required, to notify the Board and Membership in advance of the time, location, and agendas of their meetings. Notice to the Membership may be satisfied by using a similar means of notification that is used by the Board to notify the Membership about Board meetings.

All notifications and requests for comment from the City, as well as all proposals for action received from external organizations or members of the Association, must first be reported to the Board, either in meeting or by communications, and placed in the published Agenda for the next meeting of the Board of Directors, before a committee recommends any action to the Board. (See Section 2. Advisory Committees and Section 4. Standing Committees.)

#### **Committee deliberations**

Committees may work by consensus, but the Chairperson or any director serving on a committee may ask for a vote on any proposal as a recommendation for Board of Directors action. Committees may report recommendations to the Board without a requirement to maintain quorum for a committee vote. Members of committees with a potential conflict of interest shall recuse themselves from voting on a particular committee proposal or recommendation, but may present information and participate in discussions related to the proposal. Committees shall keep written records of their activities and, upon request, make them available for inspection by any director or member of the Association, within a reasonable time. (See Section 2. Advisory Committees and Section 4. Standing Committees.)

#### **Committee reports**

Each Committee must periodically report to the Board any ongoing committee work. Reports about ongoing work may be given orally at Board meetings or may be submitted in writing.

In the event of a decision or vote by a committee to make recommendations to the Board of Directors, it shall provide a written report for discussion at a Board meeting. In addition to specific recommendations by the committee for action by the Board, the report may also include a description of ongoing committee work. Committee reports shall be distributed to all directors at least seven (7) days prior to the next Board meeting. All committee

recommendations for action 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. (See Section 2. Advisory Committees and Section 4. Standing Committees.)

### **Limitations on the Powers of All Committees**

Applicable law provides that no committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend or repeal the articles of incorporation, bylaws, or any resolution by the Board. (See Section 2. Advisory Committees and Section 4. Standing Committees.)

## **ARTICLE VIII: MEETINGS**

### **Public Comment at Meetings**

At any meeting of the Association, issues of concern to large numbers of persons may be heard using a sign-up procedure devised by the Chairperson or Committee Chair to allow for efficient use of meeting time but with sufficient time for public comment. At the discretion of the Chairperson or Committee Chair, discussion may be limited to three (3) minutes per person, and limited to two (2) persons speaking for each side of an issue, to allow time for all interested persons to speak. (See Section 2. Participation and Right to be Heard.)

### **Electronic Meetings**

Electronic meetings may be held by conference call or synchronous online chat. Participating directors shall declare their presence at the meeting with an initial communication to the Chairperson, who shall verify that quorum is achieved. The Chairperson will moderate the discussion and maintain rules of communication for all participants in accordance with established ordinary procedure. The Chairperson or Secretary shall record all motions and votes taken in a summary document appended to the meeting minutes or the chat room transcript received by the Chairperson. Electronic meetings shall adhere to all other requirements for Special or Emergency Board Meetings, as defined in the *Bylaws*. (See Section 3. Electronic Meetings.)

### **Notifications for General Membership Meetings**

Although notice of a General Membership Meeting must be given at least seven days in advance of the meeting, whenever possible the Board shall endeavor to provide notice thirty days in advance of the meeting. (See Section 5. Membership Meetings.)

### **Ordinary Procedure**

The Board of Directors shall deliberate using ordinary procedure as prescribed by the latest simplified edition of *Robert's Rules of Order*, to the extent not inconsistent with the *Bylaws* or these *PPPs*. Upon the request of any member in attendance, the Chairperson or an appointed parliamentarian shall instruct the Board to adhere to ordinary procedure as a general point of order. (See Section 10. Deliberation and Decision Making.)



### **Votes taken by the Board of Directors.**

At the discretion of the Chairperson, any vote on a motion put before the Board of Directors may be taken by voice vote (aye, nay, abstain), by a show of hands, or by a public written ballot that contains the name of the member voting and the vote of that member and complies with *ONI Standards, VIII. Open Meetings and Public Records, pp. 43–44*. Upon the request of the Secretary, the Chair, or any two Board members, a show of hands shall follow an oral vote. Either before or after a decision, any Board member may make a motion to require that a vote be taken by roll call or by written ballot. Upon the request of any member, the Secretary or Chair shall publicly state the outcome of each vote. The result of each vote shall be recorded in the meeting minutes. Upon the request of any member, election of officers and other representatives shall be voted by secret ballot. Anyone wishing to see public 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 at least 60 days after the vote. (See Section 10. Deliberation and Decision Making.)

### **Committee Minority Reports**

Upon the request of any committee member, a committee shall include the requested minority report in the committee's report containing recommendations to the Board of Directors, which shall consider the minority report for any motion voted upon. (See Section 10. Deliberation and Decision Making.)

### **Practices related to Meeting Minutes**

As required by our *Bylaws* and *ONI Standards and City Code, Article VIII Open Meetings and Public Records*, the Secretary shall keep minutes and written records of meetings, including majority and minority opinions on all items voted upon. Draft Minutes shall be published and disseminated to all directors seven (7) days in advance of the next meeting of the Board of Directors. Proposed corrections to the Minutes may be submitted by any director, either in writing to the Secretary or as a motion to amend the minutes before the Board of Directors. All approved Board Minutes and additional written records of meetings shall include the following in a clear typographic format that is consistent for all meeting minutes:

- Title of meeting (Minutes: Regular Monthly Meeting of the Board of Directors)
- Date of meeting
- Date of publication
- Date of Board approval, with or without amendments.
- Officers and directors in attendance
- Officers and directors with an excused absence
- Officers and directors with an unexcused absence (including partial attendance)
- Quorum achieved
- Summaries of all discussions, including committee reports, must also include any motions made (to be supplied by the author).
- Vote tallies for each decision with action described as Adopted, Failed, or Tabled.
- A summary of majority and minority reports on votes, as part of the summaries of discussions or as submitted in writing by any director.
- Written vote tallies with names of directors only when voting with public written ballots.
- Appended draft or approved correspondence or other approved documents.

All approved meeting Minutes of the Association, except for meetings in Executive Session (as prescribed in Portland's *ONI Standards for Neighborhood Associations*, pp. 37–46), shall be published within thirty (30) days of the meeting in which they were approved. All published Minutes shall be available to the public from an online archive on the SGNA web site. Official correspondence from SGNA to the City and other groups shall be appended to Minutes for meetings during which such correspondence was approved. (See Section 10. Deliberation and Decision Making.)

### **Maintaining Order at Meetings**

The Chairperson or Committee Chair of any Association meeting may have anyone removed who disrupts a meeting after receiving at least one verbal warning during the same meeting. (See Section 10. Deliberation and Decision Making.)

### **Official Correspondence**

Any correspondence directed to City or County agencies, or external organizations that expresses an opinion or endorsement represented by a vote of the Board of Directors shall bear the signature of the Association Chairperson or his/her designee. The vote tally of the Board of Directors and any submitted minority reports shall be appended to the correspondence.

Correspondence may be drafted by any director(s) or committee for consideration by the Board of Directors. The Board may direct the author(s) to make specific amendments to the drafted correspondence. The director or committee responsible for amending and finalizing correspondence, per Board of Directors approval, shall post it for final review by all directors for a period of seven (7) days before it is signed and sent. The Chairperson shall include the finalized correspondence as an agenda item for the next Board meeting, and the Secretary shall append this correspondence to the resulting meeting minutes.

However, as correspondence is often time-sensitive, the director or committee drafting it for Board approval may disseminate it to all directors for review and comment prior to the next Board of Directors meeting. Upon indication of approval by a majority of directors, or by the Executive Committee in compliance with the processes set forth in the Bylaws, the correspondence shall be designated as approved by the Chairperson, to be signed and delivered as drafted. Barring objections from any director, the Board of Directors shall confirm the correspondence as approved at its next meeting. (See Section 10. Deliberation and Decision Making.)

## **ARTICLE IX: ELECTIONS**

### **General Election Procedures**

The Annual Election for directors shall be conducted during the Fall Membership Meeting. Elections shall be conducted according to the following procedure:

1. Voter Verification
  - a. All attendees shall sign-in as consenting members.

- b. The sign-in sheet shall contain columns for name, address or location, phone (optional), email address (optional), and a column or box for attendees to check, certifying eligibility and consent to be members.
  - c. A volunteer shall instruct attendees to sign in with their name, address, and consent to be a member of the Association.
  - d. A volunteer shall check the attendee's eligibility to be a member according to the Sullivan's Gulch map or affiliation as representative for a member organization.
  - e. A volunteer shall give each eligible voter a ballot with brief instructions on the election procedure.
2. Ballot design
  - a. The name of the voter shall NOT be provided.
  - b. Up to ten lined spaces shall be available for the voter to write in the names of all nominated candidates.
3. Nomination process
  - a. The Chairperson shall request nominations from a nominating committee (if formed).
  - b. The Chairperson shall ask for nominations from the floor. Candidates must be SGNA members. Candidates may volunteer themselves. Seconds are not required.
  - c. Names of candidates shall be displayed prominently on a screen or board.
  - d. The Chairperson shall ask each candidate to make a brief statement, in order of their nomination.
4. Election process
  - a. The Chairperson or designee shall give brief instructions to the assembly on the election procedure.
  - b. Voters shall complete their ballots by writing the name of all nominees, and placing an X by the names of the nominees for whom they are voting.
  - c. Volunteers shall collect all the ballots, insuring their privacy.
  - d. At least two, but preferably four individuals — all of whom must be either an NECN representative, a volunteer member, or a Board member not standing for election, in that order of preference — shall count and record:
    - i. first, the total number of ballots counted; and
    - ii. second, the total number of votes marked on each and every ballot for each candidate.
  - e. With counting of ballots completed, the Chairperson or designee shall give an announcement of the election result with congratulations to all elected candidates.
5. Election rules
  - a. In accordance with our *Bylaws*, the Chairperson shall determine the total number of seats to be filled by an election in order to "stagger the terms of directors so that each year the terms of about one-half of the directors shall expire."
  - b. The candidates with the highest number of votes will be elected.
  - c. Ballots that have been marked with votes for a greater number of candidates than seats available to be filled will be declared invalid.
  - d. Each elected candidate must have at least a majority of votes cast. (See *SGNA*

*Bylaws, Article IX Elections, Section 5, Conducting the Vote, Part b.)*

- e. All ballots along with vote recording sheets shall be delivered to the Secretary for retention with SGNA documents for a period of 60 days after the vote and made available for inspection if requested.
  - f. Results of the election shall be included in the minutes of the meeting.
6. Ballot Format:

**SGNA**

**Ballot for the Board of Directors Election**

**[insert date]**

Instructions: Please enter the names of each candidate nominated for election to serve on the SGNA Board of Directors. Vote by placing an X next to the names of candidates that you have selected, up to the number of seats available in this election.

	1.
	2.
	3.
	4.
	5.
	6.
	7.
	8.
	9.
	10.

(See Section 5. Conducting the Vote.)

**ARTICLE X: CONFLICT OF INTEREST**

[No policy established.]

**ARTICLE XI: NON-DISCRIMINATION**

[No policy established.]

**ARTICLE XII: GRIEVANCE PROCESS**

[No policy established.]

**ARTICLE XIII: INDEMNITY**

[No policy established.]

**ARTICLE XIV: ONI STANDARDS**

[No policy established.]

**ARTICLE XV: POLICIES, PRACTICES, AND PROCEDURES**

[No policy established.]

**ARTICLE XVI: AMENDMENT OF BYLAWS**

[No policy established.]

**Date Adopted: October 9, 2018**

**Previous Revisions: 2002, 2014**