Neighborhood Association Bylaws

Suggested Content and Language

This document is a sample set of bylaws appropriate for a typical Portland Neighborhood Association. It is provided only as suggested language covering topics a typical non-profit would cover in their bylaws as well as key minimum requirements for Neighborhood Associations found in the *Standards for Neighborhood Associations* and State of Oregon nonprofit corporation law from ORS Chapter 65.

Resources:

For more info on the *Standards for Neighborhood Associations*
http://www.portlandonline.com/oni/index.cfm?c=40257

For more info on State of Oregon Revised Statues for non-profit corporation law go to:
http://www.leg.state.or.us/ors/065.html

For more info on Robert's Rules and parliamentary procedure
http://www.robertsrules.org/

Please contact your District Coalition to request technical assistance on amending your organization's bylaws. For contact info go to:
http://www.portlandonline.com/oni/search/

Or contact the Office of Neighborhood Involvement, Neighborhood Program
Brian Hoop, 503-823-3075, bhoop@ci.portland.or.us

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ARTICLE I. **NAME OF ORGANIZATION:** The name of the organization shall be _____ Neighborhood Association.

ARTICLE II. **PURPOSE:** The purposes for which the Neighborhood Association is organized are:

a) To enhance the livability of the neighborhood and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.

b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.

c) 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 activity for which nonprofit corporations may be organized under ORS Chapter 65.

d) For such other objectives as are approved by the Board of Directors (Board) or membership.

ARTICLE III. **BOUNDARIES:** Boundaries of the Neighborhood Association shall be defined as…

ARTICLE IV. **MEMBERSHIP:**

Section 1 **Qualifications:** Membership in the Neighborhood Association shall be open to all residents, property owners, and holders of a business license located within the boundaries as defined in ARTICLE III of these bylaws who request in writing to be a member.

Section 2 **Voting:** All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business shall have the same privilege as the residents listed above. Unless otherwise specified in these bylaws decisions of the Neighborhood Association shall be made by a majority vote of those members present at any meeting.

ARTICLE V. **FINANCIAL SUPPORT:** Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and fund raising may be authorized by the Board.

ARTICLE VI. MEMBERSHIP MEETINGS:

Section 1 **General Membership Meetings:** There shall be at (you set frequency, a minimum of one per year) general membership meetings each year. The meetings shall be convened in even (or odd) numbered months and upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

Section 2 **Special or Non-Regular Meetings**: Special meetings of the membership, board or committees may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members, board or committee members, and to individuals and news media that have requested notice.

Section 3 **Agenda:** Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by:

a.) submitting the item in writing to the Board at least seven (7) days in advance of the meeting or,

b.) making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 5 **Quorum:** A quorum for any general or special meeting of the Neighborhood Association is ……. (must be a fixed number or number that can be calculated from a clear formula).

Section 6 **Participation:** Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

Section 7 **Procedures:** Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

ARTICLE VII. BOARD OF DIRECTORS:

Section 1 **Number of Board Members:** The Board shall determine the exact numbers of Board positions annually. There shall be at least eleven (11) and no more than fifteen (15) Board members.

Section 2 **Eligibility for Board Service:** Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section 3 **Terms of Office:** Terms of office are staggered. The initial appointments for one (I) year terms and for two (2) year terms will be determined by the Board at their first meeting. Upon expiration of initial terms of office, all re-appointments would be for two (2) year terms.

Section 4 **Board Vacancies:** The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Section 5 **Election of Board Members:** Board members shall be elected annually by a vote of the membership at the annual meeting (or list month meeting is held). The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the Neighborhood Association. Election requires a majority vote of the membership present.

Section 6 **Duties of Board Members:** The Board shall have following responsibilities and powers:

a. Manage the daily affairs of the Neighborhood Association.

b. Make decisions and represent the interests of the Neighborhood Association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.

c. Appoint committees to perform necessary functions and represent the Neighborhood Association on specified topics.

d. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the Neighborhood Association.

Section 7 **Election of Board Officers:** Board members shall meet after the (annual meeting or list month) general meeting and, by majority vote of the Board members present, elect a Chairperson, Vice Chair, Secretary and Treasurer. The remaining Board members shall be members-at-large.

Section 8 **Duties of Board Officers:**

a. **Chairperson:** The Chairperson shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chairperson shall represent the position of the Board and the interests of the Neighborhood Association.

b. **Vice Chairperson:** The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and as authorized by the by1aws or regulations of the Board.

c. **Secretary:** The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial files of the Neighborhood Association. The Secretary will maintain a list of Board members and their terms.

d. **Treasurer:** The Treasurer shall have charge of all funds belonging to the Neighborhood Association and shall receive, deposit and disburse funds for the Neighborhood Association in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.

Section 9 **Board Meetings:**

a. **Regular Board Meetings:** There shall be (you set frequency) regular Board meetings each year. The meetings shall be convened in even (or odd) numbered months and upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.

b. **Special or Non-Regular Board Meetings**: Special meetings of the Board may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.

c. **Emergency Meetings:** Emergency meetings of the Board may be called by the Chairperson or by majority of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require not less than 24 hours notice to the members of the Board that is meeting and to individuals and news media that have requested notice.

d. Board meetings are chaired by the Chairperson.

e. **Quorum:** A quorum for board meetings of the Neighborhood Association is ……. (must be a fixed number or number that can be calculated from a clear formula).

f. **Voting:** Unless otherwise specified in these bylaws decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

Section 10 **Powers of the Board:** The Board shall be responsible for all business coming before the Neighborhood Association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 11 **Termination for non-attendance:** Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

ARTICLE VIII. **COMMITTEES:** There may be standing committees as designated by the Board and special committees as may be established by the Chairperson. Committees must have at least one (1) Board member on them.

ARTICLE IX. **CONFLICT OF INTEREST PROCEDURES:** A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action

taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE X GRIEVANCE PROCEDURES:

Section 1 **One-on-One Dialogue and Mediation:** Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

Section 2 **Eligibility to Grieve:** Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws that has directly affected the outcome of a decision of _____ Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.

Section 3 **Processing the Grievance:** The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.

Section 4 **Final Resolution:** Within 60 calendar days from receipt of the grievance, _____ Neighborhood Association shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

ARTICLE XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS:

Section 1 **Submission of Proposals:** Any person or group, inside or outside the boundaries of the Neighborhood Association may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

Section 2 **Notification:** The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.

Section 2 **Attendance:** The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4 **Dissemination:** The Neighborhood Association shall record recommendations and dissenting views in the meeting minutes.

ARTICLE XII. **PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:**

The Neighborhood Association shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official action(s) taken by the Neighborhood Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be kept on file at the District Coalition office.

ARTICLE XIII. **NONDISCRIMINATION:**

The Neighborhood Association will 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 XIV **ADOPTION AND AMENDMENT OF BYLAWS:**

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.