2008

BYLAWS OF THE FAR SOUTHWEST NEIGHBORHOOD ASSOCIATION

ARTICLE I PURPOSE

Section 1 Name of Organization: The name of the organization shall be the Far Southwest Neighborhood Association (FSWNA).

Section 2 Purposes of FSWNA: The purposes for which FSWNA is organized are:

- a. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between 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 the powers granted and engage in any lawful activity for which corporations may be organized under ORS Chapter 65.
- d. To be organized exclusively for educational, scientific and charitable purposes only. Notwithstanding any statement of purposes or powers aforesaid, this association shall not, except to an insubstantial degree not in furtherance of its specific and primary purpose.

Section 3 Membership: Membership in FSWNA shall be open to all residents, property owners, government agencies, business licensees and nonprofit organizations located within the boundaries of FSWNA as defined in Article X of these bylaws.

Voting: All residents, property owners, and business licensees located within FSWNA boundaries, 18 years of age or older, shall have one vote each to be cast during attendance at any general or special meeting. One representative from each government agency and nonprofit organization located within FSWNA boundaries shall have the same privilege as the residents mentioned above.

Non-Discrimination: FSWNA may not discriminate against individuals or groups on the basis of age, sexual orientation, disability, national origin, race, religion, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE II FUNDING

Section 4

Section 5

Section 1 Dues: Charging of dues or membership fees shall not be made; however, voluntary contributions may be solicited and/or accepted. Activities to raise funds for FSWNA use may be held if appropriate.

ARTICLE III MEETINGS

Section 1 Member: A member is defined as one who resides in the area of FSWNA or is a single representative of an employer within FSWNA boundaries.

Section 2 General, special and emergency meetings: the Chairperson or Board of Directors as deemed necessary may call special meetings of the membership. At least one general meeting must be held annually. Notification and purpose(s) of the meetings shall require at least one (1) day advance notice in writing, telephone or email to all

active members of FSWNA. Emergency meetings of the membership or the Board of Directors may be called with less than 24 hours notice. The minutes must describe the emergency. No other business may be discussed or acted upon at an emergency meeting.

Section 3

Agenda: Subject to the approval of the board of directors, the chairperson shall prepare the agenda for general and special meetings of the membership. A member may present any items covering FSWNA following the agenda.

Section 4

Quorum: A Quorum for any general or special meeting of FSWNA shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of the FSWNA shall be made by a majority vote of those members present at any meeting.

Section 5

Participation: Any general, special, board or committee meeting is open to any person and all who wish to be heard; however, only those eligible for membership are entitled to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

Section 6

Procedures: The FSWNA shall follow Robert's Rules of Order (Revised) in all areas not covered by the bylaws.

Section 7

Conflict of Interest: Whenever a board member determines that they have a conflict of interest relating to an item under discussion, they must inform the body (membership or board) hearing the proposal that the conflict of interest exists and must be recorded in the minutes. The board member with the conflict of interest may elect to abstain from voting on the transaction.

ARTICLE IV BOA

BOARD OF DIRECTORS

Section 1

Composition of Board: The board of directors, hereinafter referred to as the board, shall be composed of a chairperson, alternate chairperson, secretary/treasurer and chairpersons of standing committees except for the grievance committee. Each elected director shall hold office for a term of two (2) years for which he/she is elected or appointed and until his/her successor shall have been elected or appointed to take office.

Section 2 Duties of the Board Members:

- a. Chairperson (elected every two years): The chairperson or alternate shall prepare the agenda and preside at all meetings of the board and membership; shall appoint members of committees not elected with a majority approval of the board, except for members of the grievance committee.
- b. Alternate chairperson (elected every two years): The first alternate shall assist the chairperson; in the chairperson's absence shall function as chairperson; and shall serve as FSWNA representative to the Southwest Neighborhoods, Inc. Board.
- c. Secretary/Treasurer (elected every two years): The secretary shall keep records of activities and opinions expressed at all meetings; shall be responsible for all correspondence of FSWNA; shall make records of FSWNA available for inspection for any proper purpose at any reasonable time. As Treasurer, she/he shall be held accountable for all funds and shall give an accounting at each

general meeting as necessary; shall receive, safe keep and disburse FSWNA funds, but such disbursement shall require the signature of one other board member.

d. Committee Chairpersons: Chairpersons of committees shall inform the board and FSWNA of all activities of their respective committees and shall advise and assist the chairperson as needed.

Section 3 Duties of the Board:

- a. Management: The affairs of FSWNA shall be by the board in the interim between general meetings. The board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or actions and shall strictly comply with these bylaws.
- b. Vacancies: The board may fill any vacancy on the board or involving absences or resignations by a board member or committee member from three (3) consecutive meetings. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until her/his successor is elected or appointed.
- c. Board Meetings: The board shall meet at least fourteen (14) days prior to any general or special membership meeting and at any other time the chairperson may designate. These meetings shall be open session; however, only board members shall be entitled to vote. A quorum for board meetings shall be the number of board members in attendance; decisions shall be made by majority vote. Directors shall be notified of board meetings in writing, telephone or email at least two (2) days in advance. A majority of board members, by signed petition, may call a board, general or special meeting.
- d. Emergency Powers: In such cases where the board is required to provide neighborhood response before the question is presented to the membership, the board must indicate that this is the case, and shall inform the members within 30 days or within a reasonable time frame where circumstances dictate, for ratification by the membership.

ARTICLE V COMMITTEES

Section 1 Standing Committees:

a. Grievance Committee (elected every two (2) years): The grievance committee shall consist of not less than three members elected by the general membership at a general meeting. The committee's responsibility shall be to hear complaints of persons affected by dissatisfaction of FSWNA and to make recommendations to the board and FSWNA for resolution of the complaint.

Section 2 Special Committees: Special committees may be established or dissolved by a majority vote of the board or by the chairperson.

ARTICLE VI ELECTIONS

Section 1 Eligibility: Only persons eligible for FSWNA membership shall be qualified to hold

an elected or appointed position.

ection 2 Board Members: Members of the board shall be elected to serve for two (2) years.

Section 3 Impeachment: Any holder of an elected position may be removed and replaced by

two-thirds (2/3) vote of a general or special meeting.

ARTICLE VII GRIEVANCE PROCEDURE

Section 1 Person or Group Adversely Affected: A person or group adversely affected by a

decision or policy of FSWNA may submit in writing a complaint to any member of

the grievance committee.

Section 2 Receipt of Complaint: Within seven (7) days of receipt of the complaint, the

committee shall arrange with the petitioner a mutually acceptable place and day for a review of the complaint and will in writing within thirty (3) days recommend a

resolution of the grievance to the board.

Section 3 Final Resolution: The committee shall attempt to resolve the complaint and shall

submit a report of their recommendation and/or action to the adversely affected person or group, board, and membership. If the committee, board, and petitioner cannot reach agreement, final resolution of the complaint shall be by a vote of a

majority of the membership at a general or special meeting.

ARTICLE VIII PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section 1 Execution: The board shall be responsible for the execution of this Article.

Section 2 Submission of Proposals: Any persons or group, inside or outside the boundaries of

FSWNA and any city agency 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 either the board, standing or special committee or general or

special meetings.

Section 3 Notification: The proponent and members directly affected by such proposals shall

be notified of the place, day and hour the proposal shall be reviewed, no less than

seven (7) days in advance.

Section 4 Attendance: The proponent may attend this meeting to make a presentation and

answer questions concerning the proposal.

Section 5 Dissemination: The FSWNA shall submit recommendations and dissenting views as

recorded from the meeting to the proponent and other appropriate parties.

ARTICLE IX ADOPTION AND AMENDMENTS

Section 1 Adoption and Amendments: Adoption of and amendments to these bylaws shall

require a two-thirds (2/3) vote by the members present at a general meeting.

ARTICLE X PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section 1 Boundaries: Boundaries of the FSWNA shall be defined as follows: Area bounded

by SW 49th Avenue, I-5, SW Pomona, and the Clackamas County line.