

BYLAWS AND OPERATING PROCEDURES OF THE
SABIN COMMUNITY ASSOCIATION

Originally adopted 1969; amended March 1975, September 1985, January 1993, January 2010 &
May 2018

ARTICLE I. NAME OF ORGANIZATION: The name of the organization shall be Sabin Community Association, otherwise known as the SCA.

ARTICLE II. PURPOSE: The purpose of the organization is to:

- a) enhance the neighborhood by communicating with members, government agencies, and other neighborhoods;
- b) provide a structure through which residents may involve themselves in the affairs of the neighborhood;
- c) promote livability and sustainability; and,
- d) help to ensure safety.

The organization shall pursue other objectives as approved by the Board.

ARTICLE III. BOUNDARIES: Boundaries of the SCA shall be defined as the center line of all rights of way commencing with NE Siskiyou St. at NE 10th Ave., east to NE 21st Ave., north to NE Alameda St., east to NE 23rd Ave., north to NE Prescott St., west to NE 22nd Ave., north to NE Wygant St., west to NE 14th Ave., south to NE Prescott St., west to NE 12th Ave., south to NE Skidmore St., west to NE 10th Ave., and south to NE Siskiyou St, in the city of Portland, Oregon.

ARTICLE IV. MEMBERSHIP:

Section 1. Qualifications: Membership in the SCA shall be open to all residents aged 18 and over, property owners, a representative of institutions and non-profit organizations, and holders of a business license located within the boundaries as defined in Article III of these bylaws.

Section 2. Becoming a Member: A qualified person shall become a member of the SCA by providing written consent in accordance with procedures established by the SCA. Membership terminates when a member no longer meets the qualifications defined in Article IV, Section 1, or submits a written request to the Secretary to terminate membership.

Section 3. Voting: All members, as defined above, shall have one vote each to be cast during attendance at any general or special meeting of the membership. Unless otherwise specified in these Bylaws, outcomes of votes by the SCA membership shall be determined by a majority vote of those members present at any general or special meeting of the membership.

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 one (1) or more general membership meetings each year. The General Meeting will be the Annual Meeting. The Annual Meeting, which will include elections, will take place in May or June.
- Section 2. Special Meetings: Special meetings of the membership, board or committees may be called by the President or by majority vote of the Board as deemed necessary.
- Section 3. Notification: Notification of the date, time, place, and agenda of meetings shall be by newsletter, posted notices, electronic mailings, website, telephone calls, or any appropriate means of communication apt to reach a majority of members. Notification shall require seven (7) calendar days' advance notice to the SCA membership and a minimum of 24 hours' notice for all individuals and news media that have requested notice.
- Section 4. Agenda: Subject to the approval of the Board, the President 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 President at least fourteen (14) days in advance of the meeting or,
 - b) Making a motion to add an item to the meeting agenda. Adoption of that motion requires a second and majority vote.
- Section 5. Quorum: A quorum for any general or special membership meeting is ten (10) members.
- Section 6. Participation: Any general or special membership 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. Participants shall sign a roster with their names and addresses.
- Section 7. Procedure: Roberts Rules of Order shall be followed in all areas not specified by the by-laws. Minutes shall be taken for all general and special meetings.

ARTICLE VII. BOARD OF DIRECTORS:

- Section 1. Number of Board Members: There shall be at least four (4) elected officers and four (4) Members-at-Large. The elected officers are: the President, First Vice-President, Treasurer, Recording & Corresponding Secretary.
- 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: Officers will serve for one (1) year. Four Members-at-Large will serve for two (2) years. Terms of office for the 2-year Member-at-Large positions shall be staggered. Elected officers and elected Members-at-Large shall assume office on July 1.

- Section 4. Board Vacancies: The Board may fill any vacancy on the Board or committees by majority vote of the Board. A Board member appointed to fill a vacancy shall serve the remainder of the unexpired term.
- Section 5. Election of Board Members: Board members shall be elected annually by a vote of the membership at the Annual Meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the SCA. Notification shall be as specified in Article VI, Section 3. Nominations will be accepted from the floor at the Annual Meeting. All members present at the Annual Meeting must sign their name and address on a roster. Election requires a majority vote of the membership present.
- Section 6. Powers of the Board: The Board shall be responsible for all business coming before the SCA. The Board shall assure 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 7. Duties of the Board Members: The Board shall have the following responsibilities and powers:
- a) Manage the daily affairs of the SCA
 - b) Make decisions and represent the interests of the SCA
 - c) Appoint and enable committees to perform necessary functions
 - d) Establish a yearly work plan of priority issues and projects. This shall include an annual budget detailing anticipated expenditures and revenues. Copies of the plan and budget shall be made available to the members at the Annual Meeting.
- Section 8. Duties of Board Officers:
- a) The President: The President or the President's designee shall create agendas for, provide notice of, and preside at all Board meetings and membership meetings. The President shall perform such duties as the Board and the membership from time to time authorize. The President shall represent the position of the Board and the interests of the SCA.
 - b) First Vice-President: The First Vice-President shall perform the duties of the President in the President's absence or when requested by the President.
 - c) The Recording and Corresponding Secretary: The Recording and Corresponding Secretary shall record and maintain minutes of the membership and Board meetings, assist the Board with correspondence, maintain in electronic and hard-copy forms the non-financial files of the SCA, authenticate the records of the SCA, and maintain Board and membership lists. The Secretary shall also send electronic copies of the minutes to Northeast Coalition of Neighborhoods (NECN).
 - d) Treasurer: The Treasurer shall have charge of all funds belonging to the SCA and shall receive, deposit, and disburse funds for the SCA in a bank, financial institution, or a NECN account in such a manner as designated by the Board and NECN. The Treasurer shall make financial reports as directed by the Board and NECN.

Section 9. Board Meetings:

- a) Regular Board Meetings: There shall be at least four (4) regular Board meetings each calendar year. Notification shall be as specified in Article VI, Section 3.
- b) Special Board Meetings: Special meetings of the Board may be called by the President or by a majority vote of the Board as deemed necessary. Notification shall be as specified in Article VI, Section 3.
- c) Emergency Meetings: Emergency meetings of the Board may be called by the President or by majority of the Board as deemed necessary to address urgent problems. All Board members and NECN and any other interested party shall be notified of such meeting at least 24 hours in advance of the meeting time.
- d) Chair: Board meetings are chaired by the President, 1st Vice President, or the President's designee.
- e) Quorum: A quorum for Board meetings of the SCA is five (5) Board members.
- 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 at which there is a quorum. A Board member will be considered present if they participate in the meeting by speaker phone or other electronic means.

Section 10. Termination: Board members failing to attend three (3) consecutive unexcused Board meetings may be terminated from the Board upon written notice. Any Board member may be terminated, with or without cause, by a 2/3 vote of the Board, with notice having been given in accordance with Article VI, Section 3 that a vote on the termination would be taken at the Board meeting.

Section 11. Resignation of a Board Member: Any Board member may resign from his/her position with written notification to the Board.

Section 12. Procedures: Roberts Rules of Order shall be followed in all areas not covered by the bylaws. Minutes shall be taken for all Board meetings.

ARTICLE VIII. COMMITTEES:

Section 1. Standing and Ad Hoc Committees: There may be standing committees that meet throughout the year as appointed by the Board, and ad hoc committees may be established by the Board or the President.

Section 2. Purpose, Authority, and Duties: All committees must serve the interest of the SCA Board. The Board or the President shall identify the scope of the committee's authority, purpose, and duties. The committee chair shall set the date, time, location, and agenda of committee meetings and may cancel meetings. The Board may remove, with or without cause, any member of any committee, by a majority vote of the Board members present at a Board meeting.

Section 3. Advisory Committees: Committees may be advisory to the Board. Advisory committees may be established by the Board or the President. The Board or the

President shall appoint the committee chair. The Board or the committee chair shall appoint the committee members.

Section 4. Committees with Delegated Authority: A committee may exercise the Board's authority as delegated by the Board; provided that no committee may establish or delegate authority to a committee; appoint a Board member or committee member or chair; terminate a Board member or committee member or chair; adopt, amend, or repeal the articles of incorporation or a Board resolution; or approve the dissolution, merger, or sale, pledge, or transfer of all or substantially all of the SCA's assets. Only the Board may establish a committee with delegated authority. The Board shall appoint all members and the chair of a committee with delegated authority. The Board shall set the quorum of a committee with delegated authority. Committees with delegated authority must abide by the same requirements regarding notice, voting, records, and procedures that are applicable to regular meetings of the Board.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES:

Section 1. Definition: A conflict of interest is one in which the personal financial interest of a Board member or their immediate family or employer or close associates or other organization with which they are affiliated will be directly impacted by the action or inaction of the SCA. If this situation exists, it shall be deemed a "conflict of interest." Personal financial interest involves any monetary or other kind of material gain achieved from a proposal that is before the board of the SCA.

Section 2. Declaring the Conflict of Interest: Whenever a Board member determines that they have a conflict of interest, they must inform the Board hearing the proposal in which the conflict of interest exists. If the Board member does not declare the conflict, it shall be grounds for the Board to terminate that Board member.

Section 3. Abstention from Voting and Discussion: Board members shall not vote on matters concerning which they have a conflict of interest. Board members who declare a conflict of interest shall remove themselves from the meeting room during discussion and vote of the proposal.

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 Office of Neighborhood Involvement (ONI) Standards or these by-laws that has directly affected the outcome of a decision of the SCA. Grievances must be submitted within 45 days of the alleged violation.

Section 3. Processing the Grievances: 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 an opportunity to be heard. The committee shall make a recommendation and forward it to the Board.

Section 4. Final Resolution: Within 60 calendar days from receipt of the grievance, the SCA Board shall render a written decision and notify the grievant in writing. Deliberations by the grievance committee and by the Board 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 SCA may propose items for consideration and/or recommendation to the Board in writing. The Board shall determine whether proposed items will appear on the agenda of the Board, standing or ad hoc committees, or general or special meetings.

Section 2. Notification: Notification shall be as specified in Article VI, Section 3. The proponent shall be notified in writing of the place, day, and hour the proposal shall be reviewed, at least 24 hours in advance of the meeting.

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

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

ARTICLE XII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT: The SCA 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 SCA must be on record or part of the minutes 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 NECN office.

ARTICLE XIII. NONDISCRIMINATION: The SCA 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 Board members at a Board meeting before voting on their adoption which shall take place at a later General Meeting. Notification shall be by newsletter, posted notices, electronic mailings, website, telephone calls, or any appropriate means of communication apt to reach a majority of members. Notification shall require a seven (7) day advance notice to the general public and a minimum of 24 hours' notice for all individuals and news media that have requested notice. Adoption of, and amendments to, these bylaws shall require a two-thirds (2/3) vote by the members present at a General Meeting.

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