

BYLAWS (AMENDED)
SOUTH TABOR NEIGHBORHOOD ASSOCIATION
 Adopted February 2008

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ARTICLE 1 PURPOSE

Section 1 **Name of Organization:** The name of the organization is the South Tabor Neighborhood Association (STNA or Association), also named in these Bylaws of the Association.

Section 2 **Purpose of STNA:** The purposes for which STNA 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 activities related to said purpose, to have and enjoy all the powers granted and engage in any lawful activity for which nonprofit corporations may be organized under ORS Chapter 65, to make recommendations to the City Council, County Commission, State Legislature and other appropriate agencies concerning legislation or actions which will affect this community.
- d) To be organized exclusively for educational, scientific and charitable purposes.

- e) In keeping with all of the above, to provide a forum for recreation and community so neighbors can connect with neighbors.

ARTICLE 2 POLICIES

- Section 1 STNA will not discriminate against individuals or groups on the basis of race, religion, color, gender, gender identity, sexual orientation, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.
- Section 2 STNA, honoring and encouraging diversity within our neighborhood, affirms the rights of all citizens to live and work without fear of intolerance.
- Section 3 STNA is non-partisan, non-commercial, and non-sectarian.

ARTICLE 3 BOUNDARIES

The boundaries of the South Tabor Neighborhood Association will be as follows: from SE Division on the North to SE Powell Blvd on the South; from SE 82nd on the East to SE 52nd on the West.

ARTICLE 4 MEMBERSHIP

- Section 1 **Qualifications for Membership**

Membership in the Association will be open to all residents, business owners, government agencies, business licensees and not-for-profit organizations who live, work or own real property within the boundaries defined in Article 3.
- Section 2 **Membership Voting**

Those who are eligible for membership and affix their names to the attendance roster at General or Special Meetings of STNA, and are at least 18 years of age, will have voting rights during attendance at any general or special meeting. Voting may be voice, hand or written ballot, as the situation warrants. No individual will have more than one vote. One representative from each government agency, for-profit and not-for-profit organization within STNA boundaries will have the same privilege as the residents listed above. Members must be present to cast their individual vote. To encourage participation when sensitive issues are discussed (and to discourage action on information not shared with the Association), voting by proxy is prohibited.

ARTICLE 5 FINANCES

- Section 1 **Dues or Membership Fees**

Charging of dues or membership fees will not be required or solicited for membership in STNA or

voting; however, voluntary contributions and fundraising will be accepted to support STNA, such as a Newsletter.

Section 2 **Monies**

Any monies for STNA will be deposited in the name of the Association in such banks or trust companies as the Board of Directors will designate and will be drawn out only by checks signed by such person or persons authorized by the Board of Directors in pursuit of activities supported by Article 1.

Section 3 **Remuneration**

Members of the Board receive no remuneration for services, but are eligible to be reimbursed for any expenses they have paid carrying out approved STNA business. Reimbursed expenditures exceeding \$50.00 must be approved by the general membership.

ARTICLE 6 MEETINGS

Section 1 **Notification:**

Notification for all meetings listed below will 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 will 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.

Section 2 **Board of Directors Meetings:** The Board will meet in open session as many times as deemed necessary by the president or the Board. STNA members are welcome to attend, but only board members may vote.

Section 3 **General Meetings:** A general meeting of the STNA held on the third Thursday of each month except for December. These meetings are directed by the President or a meeting facilitator appointed by the President.

Section 4 **Special Meetings.** Special meetings of the general membership of the STNA may be called by the president or the Board as deemed necessary. Notice of each special meeting must be at least seven (7) days before the meeting.

Section 5 **Emergency Meetings**

In such cases where the Board or a Committee Chair is required to provide a neighborhood response before the issue can be presented before a regularly scheduled General Membership Meeting, an emergency meeting of the general membership or the Board of Directors may be called. Emergency meetings of the Board may be called by the President or by majority of the Board as deemed necessary.

Section 6 **Social Gatherings**

Social Gatherings will be organized by the Association so neighbors can get to know each other and have fun together.

Section 7 **Agenda**

The agenda for the general and special meetings of the membership of STNA will be prepared by the President, who will post notice of the agenda in a public place in advance of the meeting. Any person or group may add an item to the prepared agenda by submitting the item along with any written materials they wish to present at the meeting in writing to the President at least fourteen (14) days in advance of the meeting. Any member of STNA may make a motion to add an item to the general or special agenda at those respective meetings; adoption of that motion will require a second and majority vote.

Section 8 **Quorum**

A quorum for any general or special meeting of the Association will be at least five (5) members in attendance, including one (1) board member. Unless specified otherwise in these Bylaws, decisions of STNA will be made by a majority vote of those members present at any meeting.

Section 9 **Participation**

Participation at 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 will be communicated to all affected parties, including minority reports.

ARTICLE 7 BOARD OF DIRECTORS

Section 1 **Number of Board Members**

The number of Board officers will be determined annually by the Membership of STNA at the May Election. There will be at least four (4) and no more than ten (10) standing positions on the Board. The number of ad hoc Board Members will be limited to the number of ad hoc committee chairs.

Section 2 **Term of Office**

Officers will hold office for a term of two (2) years or until a successor has been elected or appointed to that office. For continuity and historical perspective, the term for the President will expire in odd numbered years, and the term for the other Board members will expire in even numbered years. An officer may hold a given position for a maximum of two terms in a row. Board members may be removed from office by a majority vote of active members at any general meeting.

Section 3 **Eligibility for Board Service**

Eligibility is the same as for membership in STNA for both elected and appointed positions.

Section 4 **Duties of Board Members**

Board member duties are to manage the affairs of STNA in the interim between general meetings and such other business that may be referred to it by the Association. The Board will be accountable to the membership; will present a report of its activities at the regular meetings of the Association; will seek the views of those affected by any proposed policies or reactions before adopting any recommendations on behalf of STNA; and will strictly comply with these Bylaws. The Board has the responsibility of acting in the best interests of STNA as defined in Article I but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 5 **Election of Standing Board Members**

Elections will be made annually by a vote of the general membership at the May meeting. The names of all candidates for the Board will be placed in nomination. The election requires a majority vote of the membership present. Elected officers will assume office at the close of the election meeting.

Section 6 **Board Vacancies**

Board vacancies are filled by a majority vote of Board members, subject to ratification by the Association membership at the next General Membership Meeting. Board members appointed will serve the remainder of the unexpired term and until a successor is elected or appointed. Board members who have been absent for three consecutive meetings are deemed to have resigned.

Section 7 **Board Meetings**

Board meetings will minimally be concurrent with the general meeting, but should the President convene the Board outside the scheduled general meeting, all actions or recommendations made will be communicated to all affected parties, including minority reports, and to the members of the Association at the next general meeting. Notification of this extraordinary meeting will require not less than 24 hours advance written notice in a public place. Except as provided by the open-meeting rules of the Portland Office of Neighborhood Involvement Standards, all board meetings will be open session; however, only Board members will be entitled to vote. In order to permit a public hearing, Board decisions will not be made over the telephone or email. Three (3) members of the Board will constitute a quorum for the transaction of business in any Board meeting. Unless specified otherwise in these Bylaws, decisions of the Board will be made by a majority vote of those board members present at any meeting. A majority of Board members, by signed petition, may call a board, general or special meeting.

Section 8

Duties of Board Officers:

- a) **President:** The President will prepare the agenda and preside at all meetings of the Board and membership; will be the principal representative and spokesperson for STNA except as the President or Board otherwise provides; will be a member ex officio of all committees; will perform such other duties as may be prescribed in these Bylaws or assigned by STNA or the Board; will appoint members of committees not elected, with a majority approval of the Board, except for members of the Grievance Committee (should one be formed).
- b) **Vice President:** The first alternate will assist the President in all delegated duties; in the absence of the President will function as chair.
- c) **Secretary:** The secretary will keep Minutes and written records of attendance and the results of any votes taken, a summary of recommendations and any dissenting views. The minutes will be posted publicly and made available at least ten (10) days before the next general meeting; will be responsible for all correspondence as assigned by STNA; will make records of STNA available for inspection for any proper purpose at any reasonable time; will submit minutes to Southeast Uplift Neighborhood Coalition after they are approved by the general membership
- d) **Treasurer:** The treasurer will be responsible for all money and will give an accounting at each general meeting; will receive, safe keep and disburse STNA funds for authorized purposes.
- e) **Southeast Uplift Delegate** will attend SEUL Board meetings and will report back to the STNA Board and general membership on issues relevant to STNA. On those issues on which STNA members or Board have votes, the Delegate will vote accordingly; in all other cases, the delegate will exercise discretion by voting in accordance with the general objectives of STNA.
- f) **The SEUL Land Use and Transportation Representative** may represent the interests of STNA on the SEUL Land Use and Transportation Committee. On those issues on which STNA members or Board have votes, the Representative will vote accordingly; in all other cases, the delegate will exercise discretion by voting in accordance with the general objectives of STNA.
- g) **The Neighborhood Land Use Chair**, Acts as the official liaison with the city for land use notices and comments with residents and STNA about these issues. The Chair will follow the STNA Land Use Committee Guidelines.
- h) **Committee Chairs:** Upon approval of the general membership of STNA, ad hoc Committee Chairs will be Board Members (provided they meet eligibility requirements of Article 7, Section 3) until the purpose of the committee has been completed or the committee is dissolved as provided in Article 7, Section 1.
- i) A lack of qualified candidates for Board membership may mean consolidation of duties as determined by the President.

ARTICLE 8 COMMITTEES

- Section 1 The Board of Directors will both establish and dissolve standing and ad hoc committees as it deems necessary and appropriate. Committees not meeting at least once a quarter may be declared inactive and either be dissolved or new members and chair appointed.
- Section 2 At least one Board Member will serve on each standing committee or ad hoc committee to legitimize its actions. Unless otherwise stated in its authorization to form, appointed members of standing and ad hoc committees are not required to be members of STNA.
- Section 3 Committee Chairs are to be active members of STNA and will make regular reports to the Board and STNA of all activities of their respective committees and will make no final decisions without consent of the Board (except as provided in Article 7, Section 8).
- Section 4 Committees will make recommendations to the Board for Board actions. Except where provided in Article 7 of Section 8, Committees will not be authorized to act on behalf of STNA without specific instructions from the Board.
- Section 5 Examples of possible Committees include Executive, Land Use and Transportation, Crime Prevention, Grievance, Publicity/Newsletter, Community Garden, and Finance Committee.

ARTICLE 9 CONFLICT OF INTEREST PROCEDURES

- Section 1 **Definition**
A conflict of interest exists for a member or Board Member whenever the member or board member holds a personal financial interest which will be affected by the action or inaction by STNA on a proposal before the membership or Board. A personal financial interest will include a financial interest held by the member or board member and/or by members of their immediate family. A personal financial interest includes an ownership interest above 5% of a business or other enterprise which will be affected by the decision of STNA. Examples of personal financial interest would include employment by STNA, ownership of property the use or control of which is being considered by STNA, plans to purchase property the use or control of which is under discussion by STNA, etc.
- Section 2 **Declaring the Conflict of Interest**
Whenever a member or board member determines the existence of a conflict of interest relating to an item under discussion, the body (membership or board) hearing the proposal will be informed that a conflict of interest exists by the person with the conflict.
- Section 3 **Abstention from Voting**

Members or board members will not vote on matters in which they have a conflict of interest but may continue to participate in discussions.

ARTICLE 10 PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

STNA will 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 and will abide by all Oregon statutes relative to public meetings and public records (ORS 192.410-192.710). Official action(s) taken by STNA and any of its committees will 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) taken. A summary of dissenting views should also be included in the minutes. Official records will be kept on file at Southeast Uplift Neighborhood Coalition.

ARTICLE 11 GRIEVANCE PROCEDURE

- Section 1 **Eligibility to Grieve:** Any person or group (the "petitioner") may file a grievance based upon an alleged violation of the ONI Standards or these bylaws. The complaint must be made in writing to the Board within forty-five (45) days of the alleged violation.
- Section 2 **Processing the Grievance:** Within seven (7) days after the receipt of the written grievance, the President will establish a grievance committee of three to include: one person appointed by the Board of Directors, one person appointed by the petitioner and one person from the Neighborhood District Coalition (Southeast Uplift). The committee will investigate the grievance. The committee will hold a public hearing and give the petitioner and others wishing to present relevant information a chance to be heard. The committee will then forward its written recommendations to the Board.
- Section 3 **Grievance Resolution:** Within sixty (60) calendar days from the receipt of the grievance, STNA shall render a final decision on the grievance and notify the petitioner of the decision of the Board.
- Section 4 **Appeals Process:** Upon unsatisfactory resolution of the grievance with a Neighborhood Association, the petitioner may appeal the decision to the District Coalition and the Office of Neighborhood Involvement within fourteen (14) days. The use of mediation through Resolutions Northwest is encouraged to resolve grievance issues.

ARTICLE 12 AMENDMENTS

Notice of a proposal to amend the bylaws must be placed on the Agenda according to the rules set out for notice of General and Special Meetings above. Adoption of any amendments to the bylaws requires a majority vote of the members present at the meeting. This is a true copy of the current bylaws:

Jonah H. Paisner, President Date