

# **DRAFT: BYLAWS OF THE ST. JOHNS NEIGHBORHOOD ASSOCIATION**

*Proposed revisions Autumn 2011*

## **ARTICLE I: PURPOSE**

### **SECTION 1. NAME OF THE ORGANIZATION**

The name of the organization shall be the St. Johns Neighborhood Association (SJNA).

### **SECTION 2. PURPOSE OF SJNA**

The purpose for which SJNA is organized is to enhance the livability of the area by:

- a. Establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies, and other neighborhoods;
- b. Providing an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood;
- c. Organizing community members, both individuals and groups.

## **ARTICLE II: BOUNDARIES**

Boundaries of SJNA as showing in Appendix A shall be defined as all portions of the following described property located in the City of Portland, Oregon:

*Beginning at the intersection of North Weyerhaeuser Avenue and North Ivanhoe Street; Thence running southwardly along North Weyerhaeuser Avenue and continuing along an extension of that avenue to its intersection with the Willamette River;*

*Thence running northerly along the Willamette River to its intersection with the Columbia River;*

*Thence running southeasterly along the Columbia River to its division into Friendly Reach and North Portland Harbor;*

*Thence running southeasterly along North Portland Harbor to its intersection with the Burlington Northern Railroad right-of-way;*

*Thence running southwesterly along Burlington Northern Railroad right-of-way to its intersection with the southeasterly extension of North Ivanhoe Street;*

*Thence running northwesterly along North Ivanhoe Street to the place of beginning.*

The boundaries of SJNA shall run along the centerline of all right-of-ways and projections mentioned above.

## **ARTICLE III: MEMBERSHIP**

### **SECTION 1. MEMBERSHIP QUALIFICATIONS**

Membership in SJNA shall be open to:

- a. All residents, property owners, governmental agencies, business licensees, and nonprofit organizations located (or performing a significant part of their services) within the boundaries of SJNA; and
- b. All members of Friends of Cathedral Park Neighborhood Association (FCPNA), as defined in the bylaws of that association.

### **SECTION 2. VOTING**

All members who have attended at least one (1) of the last two (2) general or special meetings of the membership shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business or organization shall have the same privilege as the residents listed above. In no case shall any one individual be entitled to more than one (1) vote. Unless otherwise specified in these

bylaws, decisions of SJNA shall be made by a majority vote of those members present at any meeting.

#### **ARTICLE IV: FINANCIAL SUPPORT**

##### **SECTION 1. DUES**

There shall be no charging of dues or membership fees, however voluntary contributions will be accepted.

##### **SECTION 2. INTERNAL FUNDRAISING**

Activities to raise funds for SJNA may be held if appropriate and approved by the Board of Directors.

#### **ARTICLE V: MEETINGS**

##### **SECTION 1. GENERAL MEETINGS**

There shall be a minimum of six (6) general membership meetings annually to be held at least bimonthly on that month's second Monday. Notification for all general meetings shall require seven (7) days advance public notice.

##### **SECTION 2. GENERAL MEETING AGENDAS**

Subject to the approval of the Board of Directors, the Chairperson shall prepare the agenda for meetings of SJNA. Any person may add an item to the agenda by:

- a. Submitting the item in writing to the Chairperson at least seven (7) days in advance of the meeting, or
- b. Making a motion to the Board of Directors to add an item to the general meeting agenda at that meeting. Adoption of that motion requires a second and majority vote.

##### **SECTION 3. SPECIAL MEETINGS**

Special meetings of the membership may be called by a majority vote of the Board of Directors as deemed necessary. Notification and purpose(s) of the special meeting shall require seven (7) days advance notice.

##### **SECTION 4. QUORUM**

A quorum for any general or special meeting of SJNA is eight (8) non-Board members and a Board of Directors quorum as defined in Article VI, excluding the Chairperson. In the event of a tie vote, the Chairperson shall cast the deciding vote.

##### **SECTION 5. 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, as described in Article III, Section 2. All meeting minutes will be made publicly available.

##### **SECTION 6. PROCEDURES**

SJNA shall follow Roberts Rules of Order (Revised) in all areas.

#### **ARTICLE VI: BOARD OF DIRECTORS**

##### **SECTION 1. COMPOSITION OF BOARD**

The Board of Directors, herein referred to as the Board, shall be composed of a Chairperson, Vice-Chairperson, Secretary, Treasurer, Land Use Chairperson and six (6) members at large, which may include the immediate past-Chairperson.

##### **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**

Each Board member shall hold office for which he/she is elected or appointed for a term of one (1) year or, if unable to complete their term, until a successor shall have been elected or appointed.

**Section 4. ELECTIONS**

The election shall be by nomination from the floor and requires a majority vote of the active voting members present at the October general meeting.

**SECTION 5. TERMINATION FOR NON-ATTENDANCE**

Board members failing to attend three consecutive Board meetings may be terminated by majority vote of and with written notice from the Board.

**SECTION 6. 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 7. DUTIES OF THE BOARD**

The Board shall have the following responsibilities and powers:

- a. Manage the daily affairs of SJNA.
- b. Make decisions and represent the interests of SJNA 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 general meeting.
- c. Appoint committees to perform necessary functions and represent SJNA on specified topics. In addition each Board member shall serve on one (1) or more committees.
- d. Upon vacating their position each Board member shall transfer all SJNA records, files, and/or any other relevant materials to their successor. In addition, each outgoing member may review duties, current projects, and any other relevant knowledge with their successor.
- e. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in SJNA.

**SECTION 8. DUTIES OF BOARD OFFICERS**

- a. Chairperson: The Chairperson shall facilitate all Board and membership meetings and shall perform such duties as the Board and the membership authorizes. The Chairperson shall represent the position of the Board, the interests of SJNA, and serve as a liaison to the wider community. Other responsibilities may be listed in the Chairperson's Appendix, which is to be maintained by the Chairperson and passed on to his/her successor at the end of their term.
- b. Vice-Chairperson: The Vice-Chairperson shall assist the Chairperson in fulfilling his/her responsibilities for the overall functioning of the Board of Directors and SJNA, and perform the duties of the Chairperson as necessary.
- c. Secretary: The Secretary shall record, maintain, and make available for review minutes of all meetings as specified in Article XI. In addition, the Secretary will provide copies of meeting minutes to the District Coalition Office. The Secretary shall assist the Chairperson in the maintenance of the non-financial files of SJNA, which may include the bylaws, a list of Board members and their terms, and any other relevant materials or records.
- d. Treasurer: The Treasurer shall have charge of all funds belonging to SJNA and shall receive deposit and disburse funds for SJNA in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall be responsible for the

maintenance of all SJNA financial records, and shall provide financial reports on a monthly and annual basis. The Treasurer shall maintain a banking account in the name of SJNA that shall require the signature of the Treasurer and one other Board member as voted by the Board. Co-signers on the account may not reside in the same household, be related to one another, or possess a financial conflict of interest.

- e. Land Use Chairperson: The Land Use Chairperson shall receive, review, and make recommendations on all pertinent land use related issues that may affect SJNA.

**SECTION 9. BOARD MEETINGS**

- a. Regular Board Meetings: There shall be at least six (6) regular Board meetings each year to be held on the fourth Monday of the month and/or upon any day decided upon by the majority vote of the Board. Notification shall require seven (7) days advance notice to the general public.
- b. Special or Non-Regular Board Meetings: Special meetings of the Board may be called by majority vote of the Board as deemed necessary. Notification shall require 24 hours advance notice to the general public.
- c. Board meetings are facilitated by the Chairperson.
- d. Quorum: A quorum for board meetings of SJNA is a majority plus one (1); in the event of a tie vote, the Chairperson shall cast the deciding vote.
- e. 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 SJNA 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.

**ARTICLE VII: COMMITTEES AND REPRESENTATIVES**

There may be standing committees (such as Publicity, Outreach, or the Tree Committee) 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. Each committee shall give report to the Board, Chairperson, or general membership.

**ARTICLE VIII: CONFLICT OF INTEREST**

**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 impacted by the action or inaction by SJNA on a proposal before the membership or Board. A personal financial interest shall include a financial interest 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 which will be impacted by the decision of SJNA. Examples of personal financial interest would include: employment by SJNA; ownership of property the use or control of which is being considered by SJNA; plans to purchase property the use or control of which is under discussion by SJNA, etc.

**SECTION 2. DECLARING THE CONFLICT OF INTEREST**

Whenever a member or 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.

**SECTION 3. ABSTENTION FROM VOTING**

Members or Board members shall not vote on matters in which they have a conflict of interest.

**ARTICLE IX: GRIEVANCE PROCEDURE**

**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 SJNA. Grievances must be submitted within 45 days of the alleged violation.

**SECTION 3. PROCESSING THE GRIEVANCE**

A grievance committee shall be formed by a majority vote of the active voting members at a general meeting. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard.

**SECTION 4. FINAL RESOLUTION**

The grievance committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the petitioner, Board and general membership within 60 calendar days from receipt of the grievance. If the grievance committee, Board, and petitioner cannot reach an agreement, final resolution of the complaint shall be by vote of a majority of the active voting members present at a general meeting.

**ARTICLE X: PROCEDURE FOR CONSIDERATION OF PROPOSALS**

**SECTION 1. SUBMISSION OF PROPOSALS**

Any person or group, inside or outside the boundaries of SJNA, 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 proposals shall be notified in writing, not less than 48 hours in advance, of the place, day and hour the proposal shall be reviewed.

**SECTION 3. ATTENDANCE**

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

**SECTION 4. DISSEMINATION**

SJNA shall record recommendations and dissenting views in the meeting minutes.

**ARTICLE XI: PUBLIC MEETING/PUBLIC RECORDS REQUIREMENT**

SJNA 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 SJNA 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 XII: NONDISCRIMINATION**

SJNA 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 XIII: 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.

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**APPENDIX A: Boundaries**

