

# Sunnyside Neighborhood Association

## SNA BYLAWS

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# **Sunnyside Neighborhood Association**

## **Article I      Organization**

Section 1                      Name:  
Sunnyside Neighborhood Association

Section 2                      Purpose:  
The Sunnyside Neighborhood Association of Portland, Oregon (hereafter referred to as SNA) is a non-profit corporation organized under the direction of the City of Portland Office of Neighborhood Associations (ONA) and follows the standards and guidelines of the City of Portland ONA. The SNA is organized for the following purposes:

- A. Work together for the benefit of the Sunnyside Neighborhood, (in Portland, Oregon).
- B. Enhance the livability of the neighborhood recognizing that diversity and the opportunity for all segments of the population to reside in Sunnyside is important.
- C. Work with private and public entities to obtain needed services, maximize neighborhood resources and represent neighborhood interests.
- D. Maintain productive and mutually beneficial business communities in the neighborhood
- E. Work together with Southeast Uplift (SEUL), ONA, other agencies, and neighborhood associations to enhance the livability of the City of Portland;
- F. Such other objectives as approved by the Board or the membership

Section 3                      Boundaries:  
Starting at the northeast corner of the intersection of Hawthorne Boulevard and SE 28<sup>th</sup> Avenue, then north along the east side of 28<sup>th</sup> Avenue to Stark Street; then east along the south side of Stark Street to SE 49<sup>th</sup> Avenue; then south along the west side of 49<sup>th</sup> Avenue to Hawthorne Boulevard; then along the north side of Hawthorne Boulevard to SE 28<sup>th</sup> Avenue

## **Article II      Membership**

Section 1                      Membership Qualifications:  
Membership is open to any person within the boundaries, (specified in Article I Section 3) over the age of 18 who are:

- A. Legal residents;
- B. Owners of real property within the boundaries;
- C. One designated representative of any of the following:
  - (1) Businesses located within the boundaries;
  - (2) Non-profit organizations located within the boundaries;
  - (3) Schools located within the boundaries; and
  - (4) Churches located within the boundaries.

Section 2                      Establishment of Membership:  
A. Any individual who meets the criteria of membership under Article I, Section 3, and Article II Section I shall become a member by written consent. Written consent shall include attendance sheets.  
B. Membership Attendance sign-up sheets shall be available at all meetings.

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- C. Membership continues as long as an individual meets the criteria of Membership Qualifications.
- D. Membership terminates when the individual:
  - 1. No longer meets the membership criteria
  - 2. Submits a written note of termination to the Board.
  - 3. Provides verbal notification to the Board.
- E. In order to become an active voting member, qualified people must show proof of eligibility in one of the following ways:
  - 1. Current drivers license or Department of Motor Vehicle ID card
  - 2. Current Voters Registration card
  - 3. Bill or official correspondence addressed to individual residing in or owning a business within the SNA boundaries. Official correspondence or bill shall be defined as that received from utility company or tax assessors office
  - 4. A letter from an institution listed in Article II Section I(C) designating that individual as a representation of that institution

## Section 3 Membership Voting:

- A. Each individual who has established membership shall be entitled to cast one vote in each matter coming before any general membership or special meeting.
- B. Voting may be by show of hand or written ballot of the members present. No proxy or absentee votes are allowed for General membership meetings.

## Article III Financial Information

### Section 1 Financial Support:

Financial support for SNA shall be derived entirely through voluntary contributions or other fund raising activities authorized by the Board. No member shall be assessed for the payment of dues or otherwise for participation in the neighborhood association or it's activities without the consent of such member.

### Section 2 Financial Management:

The monies of SNA shall be deposited in the name of the Corporation as the Board of Directors shall designate and be drawn out only by checks signed by the Treasurer and a member of the Executive Board in the absence of the Treasurer.

### Section 3 Dispersal of Fund:

No funds in excess of \$100.00 shall be expended except by approval of the Board of Directors. Such checks require two Board signatures. The Board shall not have the authority to buy, sell, or encumber real property unless specifically authorized by the membership.

### Section 4 Distribution of Assets:

Distribution of assets on dissolution or final liquidation will be distributed to the Oregon Community Foundation upon the vote of the general membership.

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## Article IV General Membership Information

### Section 1 General Membership Meetings:

- A. General membership meetings are held with the attendance of the Board of Directors and the membership. These meetings are directed by the President or his/her appointed meeting facilitator.
- B. General membership meetings are held on the second Thursday of each month. The time and place shall be set by the Board.
- C. The membership shall be notified not less than five (5) days preceding any general meeting and 30 days before any elections. Notification shall be by mail, posted notice, telephone calls, SNA newsletter or any other appropriate means of communication likely to reach a majority of the membership. Notices will be posted in a public place as defined in ORS 132 (Oregon Public Meeting Law).

### Section 2 Special Membership Meetings:

Special meetings of the membership may be called by the President or the Board of Directors as deemed necessary. Notification and purpose(s) of the special meeting shall require no less than 24 hour advance written notice at a minimum and an oral report shall be given at the next general meeting reporting results of special meeting. Notices will be posted in a public place in accordance with ORS 132.

### Section 3 Agenda:

Subject to the approval of the Board of Directors, the President shall propose the agenda for general and special meetings of the membership subject to their revision and adoption. At the discretion of the President or his/her designate, new items may be added to the agenda, time permitting.

### Section 4 Quorum:

A quorum for any general membership or special meeting of SNA shall be the number of members in attendance but not less than 15 (fifteen). Unless otherwise specified in these By-laws, decisions of SNA 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 may be heard as it relates to Sunnyside and for a reasonable period of time. 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. All meetings will follow ORS 132, (Oregon Public Meeting Law).

### Section 6 Procedures:

The SNA shall follow Robert's Rules of Order (Revised), in all areas not covered by the By-laws.

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## Article V Board Information

### Section 1 Number of Board Members:

The Board of Directors shall be composed of at least 6 but not more than 9 members.

### Section 2 Eligibility for Board Service:

Only persons eligible for SNA membership shall be qualified to hold and elected or appointed position.

### Section 3 Election of Board Members/Terms of Office:

SNA has nine Board positions. Terms of office are staggered; four positions are elected in odd number years and five positions are elected on even number years. Terms shall commence on the first day of June and shall end on the last day of May of the second year. Board members are elected to 2 year terms at the May general meeting. Positions 1-5 are elected on even years and 6-9 on odd years.

### Section 4 Installation of Board:

Newly elected Board members shall meet at the June Board meeting and, by majority vote, as defined in Article V, Section 10 (Quorum), elect the Executive Board: President, Vice-President, Secretary, and Treasurer. The remaining board members shall be members at-large. The Board will also appoint all other official delegates from the general membership and/or board. All new members shall receive an SNA Board notebook. All newly elected Board members will sign the Board Code of Ethics at time of installation.

### Section 5 Newly Elected Board Members:

All newly elected Board members must sign the SNA Board of Directors Code of Ethics to be seated. If a Board member refuses to sign the Code of Ethics they will not be seated as a Board member.

### Section 6 Duties of the Board Members:

- A. Board members shall manage the daily affairs of SNA in the interim between general meetings.
- B. Board members shall make decisions and represent the interests of SNA 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. Board members shall appoint sufficient committees to perform necessary functions and represent SNA on specific topics.
- D. The Board shall establish a plan for maintaining and encouraging involvement in SNA.
- E. Board members shall abide by the Board of Directors code of Ethics.
- F. Board members shall not allow exploitation or abuse of the public interest of the SNA.
- G. Board members shall act only in what is believed to be the best interest of the SNA so that any benefits or advantages accrue to the SNA and never to an individual.
- H. The Board shall act in an informed and reasonable manner. Board members shall spend sufficient time and energy to be familiar with the relevant issues.

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- I. The Board shall have a responsibility to manage funds wisely and in keeping with the purposes of the organization.
- J. The Board shall exercise power for the benefit of the association and of its members with full honesty and reasonable efficiency.
- K. Board members shall exercise greatest care, skill and judgment.
- L. Board members shall act out of good faith and deal fairly with the association.
- M. Board members shall display highest loyalty, reasonable care and business prudence in regard to the interests of the association.

## Section 7 Board Vacancies:

Vacancies of the Board shall be filled by majority vote of the Board, as defined in Article V, Section 10 (Quorum), with the exception that the Vice-President shall become interim-President, when that position is vacant unless a vote is held. If the Vice-President is unable to fill the position, any Board member may seek the position in accordance with the established voting process. The terms of vacancies shall be for the remainder of the unexpired term.

## Section 8 Board Officer Duties:

- A. President: The President or his/her designate shall preside at all Board and membership meetings and shall ensure adequate orderly discussion; provide leadership in accomplishing SNA goals; guide the Board in fulfilling its stated roles; invest the Board's time wisely; supervise the direction of the standing committees; serve as official spokesperson and represent SNA to the public in all communications, develop the leadership potential of Board members; enhance the association's image in the community; and perform other duties such as requested.
- B. Vice-President: The Vice-President shall assume the duties of the President whenever the President is absent or unable to perform and shall perform other duties as required.
- C. Secretary: The Secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings, and shall make records of SNA available for inspection for any proper purpose at any reasonable time. Minutes shall be distributed to all board members and SEUL prior to the next regularly scheduled Board meeting.
- D. Treasurer: The Treasurer shall be held accountable for all funds and shall give an accounting at each Board and General Membership meeting,; shall receive, safekeep and disburse SNA funds, but such disbursement above \$100 shall require the approval of the Board, or in an emergency, the Executive Board.

## Section 9 Board Meetings

The Board shall meet monthly. The Board shall meet at a time and place announced at the membership meeting and/or by the newsletter. Except as provided by open meetings laws of the State of Oregon, all Board meetings shall be open to the membership and the public. The President may call special meetings and emergency meetings as required. The President must follow open meetings laws regarding notification of the Board and the public. Public notices will be posted in a public place.

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## **Section 10 Quorum:**

Quorum for any SNA Board meeting shall be the majority of the Board members seated but not less than four.

## **Section 11 Voting:**

Only members of the Board shall be allowed to vote at SNA Board of Directors meetings.

## **Section 12 Emergency Powers of the Board:**

In such cases where the Board is required to provide neighborhood response to an individual or group before an issue is presented to the general membership, the Board must notify the said individual or group of the action, in addition to reporting on the action taken at a special membership meeting within 30 days or the next regularly scheduled general membership meeting for ratification by the membership where circumstances dictate.

## **Section 13 Termination for Nonattendance:**

Board members failing to attend three consecutive board meetings shall be automatically deemed to have resigned from the board. After three consecutive unexcused absences, it may be assumed the Board member has resigned. The resignation may be accepted by majority vote of the remaining board. A letter of notification will be sent to the past board member. The past board member may be reinstated upon written request, attendance at the following board meeting and majority vote of the board. Thereafter, a single unexcused absence during the remainder of the term may invoke this resignation process again without reinstatement options.

## **Section 14 Removal of Board Members by Recall:**

Recall procedures against a Board member shall commence with the submission to the Board of Directors, at a Board meeting, of a petition containing 50 or more signatures of association members. The recall shall be publicized in the next regularly scheduled association general meeting notice. Board members subject to recall shall be provided an opportunity for rebuttal to the recall at the meeting where the vote will be held. An affirmative vote by 2/3 of those attending the general membership meeting shall remove the person from office. The vacancies thereby created shall be filled as set forth in Article V, Section 7.

## **Section 15 Removal for violation of Code of Ethics:**

Any director who violates the Board of Directors Code of Ethics is subject to immediate expulsion by a majority vote of the Board of Directors as specified in the Code of Ethics. Board members subject to termination for ethics violation shall have an opportunity for rebuttal to the grievance committee. Charges shall be filed by any Board member, either by the Board member or on behalf of an SNA member.

## **Article VI Committees**

### **Section 1 Committees:**

The President, with Board concurrence shall establish both standing and ad-hoc committees as it deems necessary. Committees shall make recommendations to the Board for Board actions. Committees shall not have the power to act on behalf of the organizations without specific authorization from the Board. All standing and/or ad hoc committees shall be listed in the SNA

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standing rules. All committee guidelines must be approved annually by a majority vote of the board annually. The President, with majority SNA Board concurrence, shall have the power to dissolve standing or ad-hoc committees as deemed necessary.

## Article VII Delegates

### Section 1 Delegate Responsibility:

Delegate positions may be filled by any member of SNA, including but not limited to the members of the Board of Directors. An alternate shall be designated for each position to serve when the delegate is unable to attend. It is the responsibility of each representative to contact their alternate as a replacement when unable to attend a meeting. It will be the responsibility of each of the Board delegates to report back to the general membership, the Board or appropriate committee on pertinent matters which may arise on the various councils and committees. Official delegates and designated alternatives to any committee, event or function are appointed by the President and confirmed by the Board. Such positions may include delegates to the SEUL Board, SEUL Land-Use and Transportation Committee, Inner SE Plan, etc.

## Article VIII Newsletter

### Section 1 Newsletter Purpose:

The purpose of the newsletter is to:

- A. To inform the neighbors of the issues affecting our neighborhood, our community or the city and to encourage the free exchange of ideas and opinions on these issues.
- B. To promote participation in SNA
- C. Act as a public announcement of SNA activities and meetings
- D. To inform the neighborhood of actions taken, and decisions and recommendations made at SNA Board, general and committee meetings.
- E. To reflect the cultural and artistic diversity of Sunnyside.

### Section 2 Newsletter Responsibility:

- A. Board responsibility
  1. The President will establish a newsletter committee to be chaired by a Board member or an SNA member appointed by the President with board concurrence, subject to annual reappointment within one month of the SNA Board elections.
  2. The President assigns articles as appropriate to communicate relevant issues to the Sunnyside area.
  3. The Newsletter Committee will make every reasonable effort to ensure that the newsletter will be delivered in a timely and useful manner.
  4. The Board is ultimately responsible for the production and contents of the newsletter. The Executive Board is responsible for resolving disputes regarding the newsletter.
- B. Editor responsibility:
  1. The position of Editor is to be filled by the chair of the Newsletter committee, or by an SNA member by consent of the chair of the Newsletter committee and the SNA Board.



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2. The editor is responsible for the production and authenticity of the newsletter and its contents.
3. The editor may delegate responsibilities to other members.
4. The editor has authority to withhold or edit any submitted items with approval by the President.
5. As spokesperson for the SNA Board, the President must approve the newsletter prior to printing and distribution.

## **Article IX Conflict of Interest**

### **Section 1 Conflict of Interest Procedures:**

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 SNA on a proposal before the membership or board. A personal financial interest shall 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 above 5% of a business which will be impacted by the decision of SNA. Examples of personal financial interest would include: Employment by SNA; ownership of property by the use or control of which is being considered by SNA; plans to purchase property the use or control of which is under discussion by SNA, etc.

### **Section 2 Declaring the Conflict of interest:**

Whenever a member or Board member determines that he/she has a conflict of interest relating to an item under discussion, he/she 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. Failure to declare a conflict will void the specific vote, pending a grievance hearing.

## **Article X Grievance Procedures**

Prior to the filing of any grievance or appeal, parties are encouraged to follow the following steps towards resolving differences:

### **Section 1 One-on-one dialogue:**

Individuals or groups are encouraged to first seek resolution of differences through one-on-one dialogue. Consider contacting an officer of the Neighborhood Association or District Coalition (SEUL) for advice.

### **Section 2. Mediation:**

A circumstance could present itself that may require an individual to facilitate the discussion with the affected parties of the grievance. If the affected parties are unable to settle upon a facilitator to assist them in their meeting, then the parties should consult with the Office of Neighborhood Involvement (ONI) for assistance through the Neighborhood Mediation Program.

### **Section 3. Grievance procedure with a Neighborhood Association:**

- A. A grievance must contain an alleged violation of the SNA bylaws.

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- B. A person or group adversely affected by a decision or policy of SNA may submit in writing a complaint to any member of the executive board.
- C. Upon receipt of such a grievance, the Executive Board shall create an ad-hoc grievance committee consisting of at least three members of the SNA agreeable to all parties and shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint.
- D. A grievance must be submitted by the grievant within 45 business days of the alleged incident. The ad hoc grievance committee must review and respond to the grievance as timely as possible, but in no case later than 60 calendar days from receipt of the grievance, and the committee will in writing recommend a resolution of the grievance to the board.
- E. The SNA board's consideration of the grievance shall be open to the public. The findings of the grievance shall be a matter of public record. Deliberations of the decision-makers, however, may be held in executive session.
- F. The SNA board shall take the recommendations of the grievance committee into account in attempting to resolve the complaint, and shall submit a report of their recommendation and/or action to the grievant, Board, and membership. The SNA shall maintain any supporting documents in case of appeal.
- G. If the grievant does not agree with the board's recommended written resolution, the board may appeal to SEUL. The grievant has fourteen calendar days from the date the decision is rendered to appeal. The appeal and grievance procedures of SEUL shall be governed under the latest Standards for Neighborhood Associations, District Coalitions, Business District Associations, and the Office of Neighborhood Involvement.

## Article XI Proposals

### Section 1 Submission of Proposals:

Any person or group, inside or outside the boundaries of SNA and any City Agency may propose in writing or verbally items for consideration and/or recommendation to the President. The Board shall decide whether the proposed items will appear on the agenda of either 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 of the place, day and hour the proposal shall be reviewed not less than 7 (seven) days in advance. Members other than the proponent may be allowed equal time if requested at the meeting during the time the agenda is considered.

### Section 3 Communication:

The SNA shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

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## **Article XII Legal Requirements**

### **Section 1 Public Meetings:**

SNA shall abide by all Oregon statutes relative to public meetings and public records. Official action(s) taken by SNA 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) taken. A summary of dissenting views should be transmitted along with any recommendations made by SNA to the City or SEUL. Minutes and official records will be kept at SEUL.

## **Article XIII Non-Discrimination**

The SNA shall not discriminate against individuals or groups on the basis of race, religion, color, creed, sex, sexual orientation, age, disability, national origin, economic status, ethnic identity, parenthood, marital status or political affiliation in any of its policies, recommendations or actions. The SNA honors and encourages diversity within Sunnyside and strives to have participation from all members.

## **Article XIV Adoption and Amendment of Bylaws**

All amendments to these Bylaws must be proposed in writing and made available to members at least thirty (30) days before voting on their adoption may proceed. Notice of proposal to amend the Bylaws, specifying the date, time, and place for consideration, must be made available to all members at least thirty (30) days before voting. Adoption of and amendment to these bylaws shall require a two-thirds (2/3) vote by the members at a general meeting at which at least 20 members are present.