

Sunnyside Neighborhood Association (Draft for review: 1/12/2017)

SNA BYLAWS

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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 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. To establish and maintain open lines of communication and work together with other organizations, such as district coalitions, other neighborhood associations, and city, county, regional, and state government agencies to enhance the livability of the City of Portland.
- E. To take positions in matters of civic interest, and promote those positions in communications;
- 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 28th Avenue, then north along the east side of 28th Avenue to Stark Street; then east along the south side of Stark Street to SE 49th Avenue; then south along the west side of 49th Avenue to Hawthorne Boulevard; then along the north side of Hawthorne Boulevard to SE 28th Avenue

Article II Membership

Section 1 Membership Qualifications:

Membership is open to any persons 18 years of age or older who are at least one of the following:

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

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.

- 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, or
 - (2) Submits a written note of termination to the Board, or
 - (3) Provides verbal notification to the Board.
- E. In order to become an active voting member, qualified people must fill out the sign-in sheet and affirm their eligibility under Article II Section I.

Section 3 Membership Powers and Voting:

Each member is eligible to vote for election of board directors, bylaw amendments, and dissolution or merger. 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.

Section 2 Financial Guidelines:

Financial guidelines shall be reviewed and adopted by the SNA on an as needed basis and are available to the membership upon request.

Section 3 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.

Article IV Meetings

Section 1 General Membership Meetings

- A. Annual Meeting: The annual meeting of the membership shall be held each year in the month of May on a date set by the board. The business of the annual meeting shall include a report from the board on the state of the association, and the annual election of directors to the board. Notice of the annual meeting to the public must be at least 7 days in advance. Notice to members must be provided at least 7 days in advance, or 30 to 60 days in advance if by other than first class mail or registered mail.
- B. Special Membership Meetings: The board may call a special meeting of the membership. Notice of special membership meetings to members and to the public must be at least 7 days in advance.
- C. Quorum: A quorum for any membership meeting of SNA shall be 15 (fifteen) members.

Section 2: Board Meetings:

- A. Regular Meetings: The board shall endeavour to meet at least 9 times a year on the second Thursday of the month to conduct the business of the association. Opportunity

will be provided at regular meetings for the membership to advise the board of current concerns and possible actions. Notice of regular meetings of the board to the public must be at least 7 days in advance. Direct notice to the directors and individuals known to have an interest in topics on the meeting agenda must be provided at least one day in advance.

- B. Special Meetings: The president may call a special meeting of the board when the timeliness of the regular meeting is insufficient to take action on particular issues. Notice of special meetings of the board to the public must be at least 7 days in advance and must identify the topics on the agenda. Direct notice to the board and individuals known to have an interest in the agenda topic(s) must be provided at least one day in advance. The board only can discuss and make decisions at special meetings on the topics on the agenda.
- C. Emergency Meetings: The president or a majority of the board may call an emergency meeting of the board when there is insufficient time address timely business within the notice requirements of a regular or special meeting. Notice of an emergency meeting to all parties may not be less than 24 hours in advance. Direct notice to individuals known to have an interest in a particular agenda item must be provided.
- D. Quorum for any SNA Board meeting shall be the majority of the Board members seated but not less than four.
- E. Voting: Only members of the Board shall be allowed to vote at SNA Board of Directors meetings.

Section 3 Setting Meeting Agendas:

- A. Board Meetings: Board Meeting agendas shall be set by the President.
- B. Membership Meetings: Membership Meeting agendas shall be set by the President.
- C. Committee Meetings: Committee meeting agendas are set by the committee chair; or committee members.
- D. Amending the Agenda: Members of the body that is meeting can add to or amend the agenda at the beginning of the meeting.

Section 4. Deliberation and Decision Making:

Action is taken by a majority vote of those eligible to vote at a meeting. The procedures for deliberation and decision making shall be Robert's Rules of Order (Revised) for small boards, however, the request of any board member the meeting or a portion of the meeting will follow the traditional version.

Article V: Elections

Section 1. Election of Directors.

- A. Election: The members shall elect the directors at the annual election. The annual election will be held at the annual General Membership meeting.
- B. Facilitation: The board should consider specifying who will preside over the Annual Election, especially in cases with contested position. Using SE Uplift or ONI staff for this purpose is suggested.

- C. Notice: Notice should be sent in accordance with Article IV Section 1 A and also include:
- a. Date, time, place
 - b. Number and type of open seats
 - c. Process by which a member can declare their interest in being a candidate for a board position.
 - d. Who is eligible to vote.
 - e. Process by which individuals can become a member and be eligible to vote
 - f. Process at the election by which members will be asked to prove their member status and eligibility to vote.

D. Preparation: At least 2 meetings prior to the Annual Meeting, the board shall assign an individual(s) to:

- Provide notice of the annual election (as defined in Article 4 Section 1A).
- Confirm terms of office of current directors and determine the number of open director positions
- In cooperation with the board, advertise open director positions
- Prepare ballots and any other materials needed for the election
- Coordinate with nominees to ensure the nominee understands the process for the election and has opportunity to participate in any forums, published statements, and other election processes
- Advertise the the process for nominating candidates including any associated deadlines.

Section 2. Nomination Process.

A. Nominations

Members may declare candidacy or be nominated by another member. Those that declare or accept nomination by the meeting prior to the Annual meeting will be announced to the membership by the Board of Directors. Nominations for any Board Member position may be made by any member from the floor at the Annual Meeting, provided that the nominee is a member and is willing to serve if elected.

B. No Write-in Votes: Votes for individuals written in on ballots who have not been nominated through the designated nomination process(es) will not be counted.

Section 3. Voting Process.

Voting at the annual election shall be by secret paper ballot.

Election of an individual requires a majority vote of the members voting in the annual election.

Candidates do not need to be present to be elected.

If more than two candidates are running and none receives a majority of affirmative votes, the candidates that receive the two highest vote counts advance to a second round of voting.

Article VI Board Of Directors

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 an 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 5 Powers and Duties of the Board:

1. The board shall be responsible for managing the affairs of the association, and for assuring that members are informed of business that affects them through reasonable means of notification.
2. The board must act in the best interest of the association but is not bound specifically to act according to the desire of the majority of members attending a particular meeting.
3. Elected and appointed directors have the same powers and responsibilities
4. Directors must carry out the duties of non-profit corporation board members as defined by the Oregon Attorney General.

Section 6 Board Vacancies:

Vacancies of the Board shall be filled by majority vote of the Board, with the exception that the Vice-President shall become interim-President, when that position is vacant unless a vote is held. The terms of vacancies shall be for the remainder of the unexpired term.

Section 7 Board Officers :

- A. **Titles and Eligibility.** The officers of this association shall be President, Vice-President, Secretary, and Treasurer. To be eligible to be an officer, an individual must be a member of the Board.
- B. **Terms of Office.** Officers shall serve one year terms and may be reelected without limitation on the number of terms s/he may serve.
- C. **Vacancy.** A vacancy in any office shall be filled by a vote of the board not later than the first regular meeting of the board following the vacancy or as soon as possible. The board must delegate the duties of a vacant office to one or more directors until the position is filled.
- D. **Duties of Board Officers:**
 - 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; supervise the direction of the standing committees; serve as official spokesperson and represent SNA to the public in all communications; 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: record and maintain minutes of membership and board meetings, assist the President with the correspondence of the association; maintain the non-financial files of the association; authenticate the records of the corporation; maintain current and accurate board and membership lists; and send approved minutes to the neighborhood district coalition office.
 - d. Treasurer: The Treasurer shall have overall responsibility for all the association's funds. The treasurer shall: maintain full and accurate accounts of all financial records of the corporation; and present financial reports as directly by the board.
- E. Installation of Officers: Newly elected Board members shall meet at the June Board meeting and, by majority vote elect Officers: President, Vice-President, Secretary, and Treasurer. The remaining board members shall be members at-large.

Section 8: Duties of At-Large Representatives:

Directors shall participate in the leadership of the SNA beyond regular meeting attendance by engaging in activities such as: 1) Chairing committees; 2) Reaching out to neighbors to foster membership participation and growth; 3) Leading and participating in Association events; 4) Representing the Board's interests on City and regional committees. 5) Other activities as assigned by the Board

Section 9 Termination for Nonattendance:

Board members failing to attend three consecutive board meetings shall be automatically deemed to have resigned from the board. The resignation may be acknowledged by majority vote of the remaining board.

Section 10 Removal

Any elected or appointed director may be removed, with or without cause, by a majority vote of the members at a membership meeting called for that purpose.

Article VII Committees

Section 1. Advisory Committees. The board may establish advisory committees as standing or ad hoc committees. Members of the association are eligible to serve on these committees. Once a committee is established, committee members appoint new members to the committee. Advisory committees are not required to comply with open meeting, notice, quorum, or public records requirements. Advisory committees may make recommendations to the board but cannot implement recommendations or projects without board approval.

Article VII Delegates

Section 1 Delegates:

Eligibility: Delegate positions may be filled by any member of SNA, including but not limited to the members of the Board of Directors. An alternate may 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.

Responsibility: 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. On those issues on which the SNA Board of Directors has taken a formal position, the delegate shall vote accordingly; in all other cases, the delegate shall exercise discretion while

voting in accordance with the general objectives of SNA. 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, etc.

Article VIII Conflict of Interest

To protect the integrity of the association's decision-making processes, Directors will disclose to the board any interest they have in a transaction or decision of the board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organizations with which they are affiliated. The director will not participate in any board discussion of or vote on the transaction or decision.

Article IX Grievance Procedures

Section 1. Other Forms of Conflict Resolution are Encouraged. All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with directors and members, and/or formal mediation whenever possible.

Section 2. Eligibility to Grieve. A person or group harmed as a result of a decision of this association may file a formal grievance if they believe the action taken by the association violated a provision of these bylaws, a formally-adopted policy of the association, or the ONI Standards.

Section 3. Filing a Grievance. Grievances must be submitted, in writing, to the association President and/or secretary, within 45 business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the association's bylaws or the ONI Standards which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

Section 4. Initial Review and Response. The board or the board's designee will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found not to meet the criteria, the board or its designee will inform the grievant in writing of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process continues.

Section 5. Grievance Committee. If the process continues, as per Section 4, the board, or a committee designated by the board, shall offer the grievant an opportunity to present information relevant to the grievance and shall gather other relevant information. The body carrying out the review will develop its findings and recommendations and submit them to the board.

Section 6. Board Action. The board shall consider the findings and recommendations and render a decision on the grievance. The board shall notify the grievant of the board's decision, in writing, within 60 calendar days from the receipt of the grievance.

Article X Office of Neighborhood Involvement

The association, in all its activities, shall comply with the requirements of the Office of Neighborhood Involvement Standards for neighborhood associations.

Article XI 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 XII Adoption and Amendment of Bylaws

- A. 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.

Article XIII Indemnification:

SNA will indemnify to the fullest extent not prohibited by laws any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, volunteer, or agent of the corporation.