Proposed Bylaws Amendments
Ashcreek Neighborhood Association
Portland, Oregon
January 13, 2017

DECISION DRAFT

Following are the recommendations for a bylaws rewrite for the Ashcreek Neighborhood Association (ANA) of Southwest Portland, Oregon. These proposed bylaws amendments were largely derived from a template prepared by the Portland Office of Neighborhood Involvement (ONI). The ANA Bylaws Committee felt that following the template would ensure that ANA’s bylaws satisfied ONI’s guidelines and adhered to the provisions of Oregon law and IRS requirements.

This proposed bylaws language will be submitted to ANA members for decision and formal vote on Monday, February 13, 2017, at ANA’s monthly membership meeting, which will be held at 7:00 p.m. in Room 30 of the Multnomah Arts Center.

Once acted upon, these bylaws will replace in their entirely all previous versions of the ANA Bylaws.

Submitted by:
Marianne Fitzgerald, ANA Member
Michael Kiser, ANA Member
Jack Klinker, ANA Member, ANA Past President
Dean Smith, ANA Member, ANA President

Ashcreek Neighborhood Association Bylaws Committee
January 13, 2017
ARTICLE I: NAME
The name of the organization shall be the Ashcreek Neighborhood Association.

ARTICLE II: PURPOSE
The purposes for which this association is organized are:

a) To consider and act on issues that affect the livability and quality of the neighborhood;

b) To provide an open process by which all members may involve themselves in the affairs of the neighborhood;

c) To take positions in matters of community interest, and promote those positions in communications;

d) To inform residents of events or plans affecting the neighborhood;

e) To establish and maintain open lines of communication with other organizations, such as district coalitions, other neighborhood associations, and city, county, regional, and state government agencies; and

f) For such other purposes as are approved by the Board of Directors (Board) or membership.

ARTICLE III: BOUNDARIES
The boundaries of the association shall be defined as:

ANA’s boundaries lie from SW 65th and Multnomah Blvd., east to SW 48th, south on 48th where Hume intersects with Garden Home Road, follow Garden Home Road south to 48th, 48th south to Dolph Court, Dolph Court east to 45th, south on 45th to Marigold, east on Marigold to SW Capitol Hwy., south on Capitol Hwy to where it intersects with Taylors Ferry Road, west on Taylors Ferry Road to 65th, north on 65th to Multnomah Blvd., also incorporating City of Portland property which is west of 65th, the county line between Multnomah Blvd. and Taylors Ferry Road.

[NOTE: This boundary description reflects an agreement with the Crestwood Neighborhood Association to transfer areas of Ashcreek south of Taylors Ferry Road to Crestwood and areas of Crestwood north of Taylors Ferry Road to Ashcreek, including the entirely of Woods Memorial Natural Area. Both neighborhood associations agreed to share Woods Park within their respective boundaries, as a recognized boundary overlap.]

ARTICLE IV: MEMBERSHIP
Section 1. Eligibility. All residents, property owners and individuals, 18 years of age or older, and individuals who hold a current business license located within the boundaries as defined by these bylaws, are eligible to be a member of the association.
BYLAWS RECOMMENDATIONS FROM ANA BYLAWS COMMITTEE

Section 2. Consent. An eligible person shall become a member of the association by providing written consent in accordance with the procedures established by the Association. Such eligible person becomes an active member of the Association after providing written consent to be a member.

A member is always a member if s/he remains eligible for membership, pursuant to Article IV, Section 1. A member can remove his/her consent to membership at any time, in writing, to the Secretary of the Board.

Section 3. Dues or Fees. Dues or fees shall not be required. Membership contributions may be collected on a volunteer basis only.

Section 4. Voting. Each member shall be entitled to one vote. There shall be one class of members of this Association.

Section 5. Member Powers. Each member is eligible to vote for election of board directors, bylaw amendments, and dissolution or merger.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number and Composition of Board Members. The number of directors may vary between a minimum of three and a maximum of 10. All Officers are considered to be Directors.

Section 2. Eligibility for Board Service. Only members who have attended at least one membership meeting within the previous 12 regular meetings, shall be qualified to hold an elected or appointed position to the Board.

Section 3. Terms of Office and Term Limits. Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Officers and directors shall be two years. Officers shall be elected in odd-numbered years. Directors may be elected in even or odd numbered years.

Section 4. Removal. Any elected or appointed director may be removed, with or without cause, by a two-thirds vote of the members at a membership meeting called by the board for that purpose, or by a special meeting called by the membership for that purpose. Such special meeting shall be called for by a two-thirds vote of the members at a regular membership meeting, and shall be held no less than 14 days nor more than 30 days after such vote is taken.

Section 5. Board Vacancies. Vacancies on the board shall be filled by a vote of the directors currently serving on the board. A member appointed to fill a vacancy shall serve until the remainder of the term of the vacant position, if less than one year. If the remainder of the term is more than one year, the vacancy shall be filled by a vote of the membership at the next regular membership meeting.
BYLAWS RECOMMENDATIONS FROM ANA BYLAWS COMMITTEE

Section 6. Powers and Duties of the Board. 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.

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. Elected and appointed directors have the same powers and responsibilities.

ARTICLE VI: OFFICERS

Section 1. Titles and Eligibility. The officers of this association shall be president, vice president, secretary, corresponding security and treasurer. To be eligible to be an officer, an individual must be a member of the Board.

Section 2. Terms of Office. Officers shall serve two-year terms and may be reelected without limitation on the number of terms s/he may serve.

Section 3. 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.

A member appointed to fill a vacancy in any office shall serve until the remainder of the term of the vacant position, if less than one year. If the remainder of the term is more than one year, the vacancy shall be filled by a vote of the membership at the next regular membership meeting.

The board must delegate the duties of a vacant office to one or more directors until the position is filled.

Section 4. Duties of Board Officers.

President: The president shall be the chief officer of the association and shall act as the chair of the board. The president shall:

a) prepare the agenda for board and membership meetings
b) preside at all board and membership meetings;
c) represent the position of the board and the interests of the association;
d) act as spokesperson for the association; and
e) serve as the public contact for the association.

Vice-President: The vice president shall perform the duties of the president in his/her absence and when requested. The vice president also verifies receipt and distribution of funds of the association.
BYLAWS RECOMMENDATIONS FROM ANA BYLAWS COMMITTEE

Secretary: The secretary shall:
   a) record and maintain minutes of membership and board meetings;
   b) authenticate the records of the corporation;
   c) maintain the non-financial records of the association, and
   d) ensure that all such records are housed at the SWNI coalition office.

Corresponding Secretary: The corresponding secretary shall
   a) maintain a record of official correspondence of the association;
   b) ensure that notice is provided for all membership and board meetings;
   c) maintain current and accurate board and membership lists; and
   d) manage and contribute content for and maintain the association’s website, listserv and such other means of official communication as may be devised by the association in the future.

[NOTE: Corresponding Secretary is a new Officer position]

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 directed by the board.

SWNI District Coalition Delegate: The SWNI coalition delegate shall represent the association at all meetings of the SWNI coalition board. If the SWNI coalition delegate for ANA is not available, this responsibility shall fall to the ANA President who may delegate the responsibility to another Director.

Section 2. 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. The board appoints the committee members. 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: COMMITTEES

Section 1. Establishment of Committees. The board may establish standing and ad hoc committees as it deems necessary and desirable. Such committees are advisory to the board. Upon establishment of any committee, the board shall identify the scope of the committee’s responsibility and appoint membership Chair. Committee chairs shall be ANA’s representative to the corresponding SWNI committee and be responsible for bringing ANA issues to SWNI and vice versa. Committee chairs or the President may delegate a substitute if the Chair is not available.
Section 2. 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. The board appoints the committee members. 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 VIII: MEETINGS

Section 1. Membership Meetings.

a) Annual Meeting: The annual meeting of the membership shall be held each year in the month of April on the 2nd Monday of that month.

The business of the annual meeting shall include a report from the board on the state of the association, and the annual election of Officers and/or 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. [See “Article IX: Elections” for required content of notice for Annual Election.]

b) Regular (or General) Membership Meetings: Regular membership meetings will be held at least 10 (ten) times a year at a regular day and time set by the board. The membership shall advise the board of current concerns and possible actions. Notice of regular membership meetings, including proposed action items, to members and to the public must be at least 7 days in advance.

c) Special Membership Meetings: The board may call a special meeting of the membership. Notice of special membership meetings, including the purpose of such meeting and proposed action items, to members and to the public must be at least 7 days in advance.

Section 2. Board Meetings.

Regular Board Meetings: The board shall meet at least 10 (ten) times a year, typically on the 2nd Monday of each month, for which a meeting is scheduled, at 7:00 p.m. to conduct the business of the association. Such meeting is considered to be a general membership meeting. Notice of regular meetings of the board to the public must be at least 7 (seven) days in advance.
BYLAWS RECOMMENDATIONS FROM ANA BYLAWS COMMITTEE

a) **Special Board 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.

At least four (4) of Board members may call a special board meeting.

b) **Emergency Board Meetings**: The president or at least four (4) Board members 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.

Section 3. Quorum.

a) **Membership Meeting**: A quorum for a membership meeting constitutes attendance by at least six (6) members.

b) **Board of Directors Meeting**: A quorum for a board meeting shall be a majority of the number of directors in office immediately before the meeting begins.

Section 4. 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. Any person may add an item to the agenda by submitting the item in writing or by phone to the president at least one day prior to the meeting. Any member of ANA may make a motion to add an item to the meeting agenda. Adopt of such motion requires a second and majority vote.

c) **Committee Meetings**: Committee meeting agendas are set by the committee chair.

Section 5. Calling a Meeting.

a) **Board meetings**: Regular board meetings are established in the bylaws or set by board. The president may call a special board meeting.

b) **Membership meetings**: Regular membership meetings are established in the bylaws or by the board. The president or board may call a special membership meeting.

c) **Committee meetings**: Committee meetings are scheduled by the committee chair and/or the committee members.

d) **Cancelling a Meeting**: Meetings can be cancelled by the same individual who or
Section 6. 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 established by the Board.

a) Membership voting. Any qualified member may vote on any action item coming before the association. A vote by members on bylaws of the association, and amendments thereto, and on the election of Officers and directors, are binding on the corporation. Votes on other matters become binding on the Association except as provided in Article VIII, section 6, subsection b) below.

b) Officer and Directors voting. Officers and directors (Board) are members and may vote on all matters coming before the association. Except for voting on bylaws, bylaws amendments, creation or dissolution of the corporation, and officer or director elections, the Board may take a separate vote on any matter voted on by the membership, provided that at least one (1) Board member, at the time of the membership vote, requests a separate Board vote, in which case the results of the Board voting becomes binding on the corporation.

[NOTE: Clarification of voting powers based on requirement that the Board of Directors has ultimate authority to act on behalf of the corporation.]

ARTICLE IX: ELECTIONS

Section 1. Annual Election. The members shall elect the directors at the annual election. The annual election will be held at the annual meeting during the month of April.

The president will assign the following tasks to one or more individuals or committees:

• Confirm terms of office of current directors
• Determine number of open director positions
• In cooperation with the board, seek eligible candidates to run for open director and/or officer positions
• If not already established, develop a process for the election, including who will preside over the annual election, and submit it to the board for approval
• Establish a process to determine, at the election, who is eligible to vote (e.g. formal membership roster, sign-in check box, presentation of formal documentation of eligibility to be a member).
• Provide formal notice of the annual election. The notice should include:
  o Date, time, place
  o Number and type of open seats
  o Process by which a Member can declare their interest in being a candidate for a board position
  o Who is eligible to vote
  o Process by which individuals can become a member and be eligible to vote
  o Process at the election by which members will be asked to prove their member
Section 2. Election of Officers.
The members shall elect the Officers at the annual election designated for that purpose. Election of Officers requires a majority vote of the membership present. Officers automatically become Directors.

Section 3. Voting Eligibility. Current members are eligible to vote in the annual election.


a) Nomination Committee: The president shall create a nomination committee, which shall:
   o Manage the nomination process
   o Prepare election ballots
   o Manage the election
   o Appoint individuals to fill board or officer vacancies.

b) Nomination from the Floor at the Annual Election. Time shall be provided at the annual meeting for members to nominate members from the floor to be added to the ballot. Nominations from the floor do not require a second. Individuals nominated from the floor must consent to be nominated.

c) 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 5. Voting Process.

a) Voting at the annual election may be by secret paper ballot, unless a member makes a motion from the floor—subsequently approved by a vote of members present—to dispense with paper ballots and instead to vote by a show of hands or by voice. If none of the open seats are contested, a member may make a motion from the floor to adopt the full slate of candidates by acclamation.

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

c) Members must be present to vote. Proxy voting and voting by mail are prohibited. Candidates do not need to be present to be elected but must have agreed to be nominated prior to the vote.
ARTICLE X: GRIEVANCE PROCESS

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. The association has 60 calendar days to review and respond to the grievance. If the grievant is not satisfied with the response, the grievant may appeal the association’s response to Southwest Neighborhoods, Inc., the association’s neighborhood coalition, within 14 “calendar” days of the decision.

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 of the Grievance Committee 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 XI: INDEMNITY

This corporation 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 as per the Ashcreek Neighborhood Association Articles of Incorporation.
ARTICLE XII: CONFLICT OF INTEREST AND DUTY OF LOYALTY

a) Conflict of Interest: To protect the integrity of the association’s decision-making processes, Officers and 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 Officer or Director will not be present for or participate in any board discussion of or vote on the transaction or decision.

b) Duty of Loyalty: In cases where an Officer or Director may be faced with a board decision that could affect another non-profit for which s/he also serve as a board member, the Officer or Director should always act in the best interests of the association.

ARTICLE XIII: NON-DISCRIMINATION

The association 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: ONI STANDARDS

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

ARTICLE XV: AMENDMENT OF BYLAWS

These bylaws may be amended at any monthly or special meeting by a 2/3rds vote of the members present and voting, provided that notice, including the subject and language of the proposed amendment, has been given in the call for the meeting.

Date Adopted

[insert date on which the Members approved the bylaws amendment(s)]

Previous Revisions:
Corrected & Amended April 1998
Corrected & Amended March 2006