



HNA Bylaws Committee

March 20, 2019

Bylaws are like the constitution...

- **A legal document dictating how the organization must be governed**
- **Deal only with the highest level of governing issues**

Board DO's

- Know your bylaws
- Follow your bylaws
- Keep your bylaws relevant

Board DON'Ts

- Treat bylaws as a policy manual
- Fail to review bylaws regularly
- Tie board hands in the future



Bylaws Committee: Agenda

- The Committee
- What we learned and what we found
- Highlights of our work:
 - Accentuate the positive (the Do's)
 - Eliminate the negative (the Don'ts)
 - Say goodbye to mister in-between (Policies)
 - Summary of significant changes
- Proposed next steps
- Q&A



Bylaws Committee

- **Members:** Rupert Ayton, José Gamero, Adam Light
- **Actions:**
 - Met with SWNI Staff, Office of Neighborhood Involvement (now Civic Life)
 - Reviewed city guidelines, state statutes, and other bylaws
 - Proposed change to membership section in October 2018
 - Drafted new version of bylaws following 2015 ONI template



Bylaws Committee: Findings

- HNA/Bylaws history...
- System-wide change circa 2015 to clarify board-governed model
- Rewrite of City code in process
- HNA Bylaws are owned by members!

Change Highlights: **Stick to the basics**

Example, parenthetical:

Note: The term “limited” actions is used advisedly so that it is not supposed that actions of the Board may routinely be referred for ratification. It is the opinion of the Drafting Committee...

Example, detailed procedure:

Members will then be given ballots and asked to vote “Yes” “No” to the ballot question: “Shall (Name of the director) be removed as a member of the Board of Directors the Hillsdale Neighborhood Association?” The Presiding Officer shall announce the vote count and state whether those in favor of removal equal no less than sixty-seven percent (67%) of those Members present.

Change Highlights: **Keep bylaws relevant**

Example, assuming specific content beyond the mission:

...an annual strategic planning meeting open to all HNA Members, focused, at a minimum, on the major topics from the then current Hillsdale Town Center Plan...

Example, recent (2017) changes to ORS 65:

65.205 Participation in meeting by remote communication

Change Highlights: **Follow your bylaws**

Example #1, geographic diversity

For positions other than officers, HNA shall endeavor, to the extent reasonably practicable, to have Directors from various areas of the neighborhood serve on the Board. The purpose of this section is to bring perspectives from different sectors of the neighborhood to the Board...

Example #2, official actions and dissenting views

Along with any recommendation that HNA makes, the implementing document, or minutes recording the decision, shall include a summary of dissenting views.

Change Highlights: Not a Policy Manual

Example, advisory motions:

(3) Advisory Motions at the Meeting. Any agenda item may be discussed by all those present at any meeting. The Presiding Officer shall have the authority to ask those present, following a full discussion of the agenda item, "Would anyone like to offer an Advisory Motion for Board consideration?" The motion shall be restricted to the single agenda item under discussion. The Presiding Officer, may then allow discussion of the motion by all present. When satisfied that all relevant questions and facts pertaining to the Advice have been addressed, the Presiding Officer will then announce, "Does any Member wish to move to advise the Board to take action on the issue which has just been discussed?" Any Member except the Presiding Officer, after first affirming his/her Membership, if requested, may move that the Board be advised to take such action. The Advisory Motion must be restricted to a single topic, and requires a second by a Member. The Members will then discuss the motion. Once satisfied that all questions have been asked and answered, the Presiding Officer shall call for a vote of the Members present, report the number of ayes and nays thereon to the Board, and, in due course, with due dispatch, report the Board's reaction back to the Membership.

Required Policies:

1. Policies for deliberation and decision-making in meetings, which the Committee recommends be divided into: (a) a Code of Conduct for Members and Directors, and (b) Ground Rules for meetings.
2. Conflict of Interest/Conflict of Loyalty Policy including disclosure form for Board candidates

Recommended Policies:

3. Privacy Policy
4. Policy Governing Committees (including the Creation of a standing Land Use Committee with Board authority)
5. Membership Policies
6. Election and Nomination Policies
7. Policy Governing the Actions of the SWNI Delegate

Recommended Changes (Highlights):

- **Meeting Types:** Clarify that monthly meetings are Board meetings, which Board members are required to attend.
- **Eliminate Alternates:** Eliminate current provisions for alternates to Board positions
- **Create Immediate Past President:** Add this officer position to improve continuity.
- **Neighborhood Association Delegate:** The SWNI delegate post should be filled by an accountable board member (and governed by specific policies)
- **Name and purpose of the organization:** Change the name of the organization to the Hillsdale Neighbors Alliance.

Next Steps Proposed:

1. Gather comments and questions electronically
2. Hold a dedicated meeting to identify improvements and changes
3. Incorporate feedback into a final draft
4. Schedule a reading and then a vote

