

BYLAWS OF SOUTH TABOR NEIGHBORHOOD ASSOCIATION

Revised April 16, 2020

ARTICLE 1. PURPOSE

Section 1. Name of Organization.

The name of the organization is the South Tabor Neighborhood Association (STNA or Association).

Section 2. Purpose of STNA.

The purposes of STNA are: a) To improve our neighborhood by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods. b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood. c) To perform all activities related to this purpose, to have and enjoy all the powers granted and engage in any lawful activity for which nonprofit corporations may be organized under ORS Chapter 65, to make recommendations to the City Council, County Commission, State Legislature and other appropriate agencies concerning legislation or actions which will affect this community. d) To be organized exclusively for educational, scientific and charitable purposes. e) To provide a forum for recreation and community so neighbors can connect with neighbors.

ARTICLE 2. POLICIES

Section 1. STNA will not discriminate against individuals or groups on the basis of membership in protected and other classes, including but not limited to: race, religion, color, gender, gender identity, sexual orientation, age, disability, national origin, income, legal citizenship, housing status, or political affiliation.

Section 2. STNA, honoring and encouraging diversity within our neighborhood, affirms the rights of all people to live and work without fear of intolerance.

Section 3. STNA is non-partisan, non-commercial, and non-sectarian.

ARTICLE 3. BOUNDARIES

The boundaries of the South Tabor Neighborhood Association will be as follows: from SE Division on the North to SE Powell Blvd on the South; from SE 82nd on the East to SE 52nd on the West.

ARTICLE 4. MEMBERSHIP

Section 1. Membership.

Membership in the Association will be open to all who live or own real property within the boundaries defined in Article 3, and one (1) representative each from any businesses, government agencies, or not-for-profit organizations within the same boundaries. Anyone eligible for membership who affixes their name to the attendance roster at a meeting or event of STNA will be counted as a Member from the date of that meeting through the following May 31.

Section 2. Membership Voting.

Members who are 16 years of age or older will have voting rights during attendance at any general or special meeting. Amendments to these Bylaws and candidacy for the Board are subject to a vote of all members attending a General or Special meeting. Voting may be voice, hand or written ballot, as specified by the presiding officer. No individual will have more than one vote. Members must be present to cast a vote. To encourage participation when sensitive issues are discussed (and to discourage action on information not shared with the Association), voting by proxy is prohibited.

ARTICLE 5. FINANCES

Section 1. Dues or Membership Fees.

Charging of dues or membership fees will not be required or solicited for membership in STNA or voting; however, voluntary contributions and fundraising will be accepted to support STNA.

Section 2. Monies.

Any monies for STNA will be deposited in the name of the Association in such banks or trust companies as the Board of Directors will designate and will be drawn out only by checks signed by such person or persons authorized by the Board of Directors in pursuit of activities supported by Article 1.

Section 3. Remuneration.

Members of the Board receive no remuneration for services, but are eligible to be reimbursed for any expenses they have paid carrying out approved STNA business.

Section 4. Expenditures.

All expenditures must be approved by the Board of Directors, with a motion specifying the responsible party. Any person who expends funds consistent with a Board vote will be reimbursed by STNA.

ARTICLE 6. MEETINGS

Section 1. Purpose and Notification.

Notification for all meetings listed below will be by mail, newsletter, posted notices, telephone calls, email lists, website or social media postings, or any other appropriate means of communication apt to reach a majority of the members, using multiple communications channels when possible. Notification will require not less than 24 hours notice to the members of the Board that is meeting and to individuals

and news media that have requested notice, except where a longer period is specified below.

Section 2. Board of Directors Meetings.

The Board will meet in open session every month except December, at a regular day and time. The Chair or a majority of Board members may call additional meetings, provided notice is given per Article 6, Section 1. These meetings are chaired by the Chair or, in their absence or at their request, the Vice Chair. STNA members are welcome to attend and to be recognized by the Chair to speak, but only Board members may vote. Notice must be at least seven (7) days before the meeting.

Section 3. General Meetings.

A general meeting of the STNA will be held no fewer than four times per year. These meetings are directed by the Chair or, in their absence or at their request, the Vice Chair. Notice must be at least seven (7) days before the meeting.

Section 4. Special Meetings.

Special meetings of the general membership of the STNA may be called by the Chair or a majority of Board members. Notice must be at least seven (7) days before the meeting.

Section 5. Emergency Meetings.

Emergency meetings of the Board may be called by the Chair or by majority of the Board as deemed necessary.

Section 6. Social Gatherings.

Social Gatherings will be organized by the Association so neighbors can get to know each other and have fun together. The Events Chair will ensure that activities meet the needs of the members.

Section 7. Agenda.

The agenda for the general, Board, and special meetings of the membership of STNA will be prepared by the Chair, who will publish the agenda at least seven (7) days in advance of the meeting.

Anyone may submit an item for the prepared agenda in writing to the Chair along with any written materials they wish to present at the meeting. Items must be submitted at least fourteen (14) days in advance of the meeting. If the Chair declines to add an agenda item or written materials as requested, they will state the reason for entry into the minutes of that meeting. Board members may move to add items to an agenda during the meeting.

Section 8. Quorum.

A quorum for a Board or Emergency meeting will be a majority of the then-seated members of the Board, or three members of the Board, whichever is greater. A quorum for a General or Special meeting will be six (6) members of STNA, including one (1) of: Chair, Vice Chair, Secretary, or Treasurer. Unless specified otherwise in these Bylaws or another binding legal document, decisions of STNA will be by a majority vote of those present and eligible to vote.

Section 9. Participation.

The chair of any meeting will encourage participation by any person who wishes to be heard. In the event that discussion must be managed to meet constraints of time or fairness, the chair will take into account membership eligibility and, if necessary, eligibility to vote. The officer presiding over any meeting will ensure that all actions or recommendations taken in that meeting, including minority reports, are communicated to all affected parties.

ARTICLE 7. BOARD OF DIRECTORS

Section 1. Number of Board Members.

The number of Board officers will be determined annually by the Membership of STNA at the May Election. There will be at least four (4) and no more than ten (10) standing positions on the Board. The number of ad hoc Board Members will be limited to the number of ad hoc committee chairs.

Section 2. Term of Office.

Board members will hold office for a term of two (2) years. For continuity and historical perspective, the term for the Chair and for the Secretary will expire in odd-numbered years, and the term for the other Board members will expire in even-numbered years. No board member may be nominated to a position in which they have served the last two terms in completion. Any Board member may be removed from office by two-thirds vote of the Board in assent. Any Board member may also be removed from office following a petition to this effect, signed by twenty (20) STNA members, delivered to the Board with thirty (30) days notice and a subsequent majority vote at a General or Special Meeting.

Section 3. Eligibility for Board Service.

All members of STNA are eligible for both elected and appointed positions, provided they are 18 years of age or older at the beginning of their term of service.

Section 4. Duties of Board Members.

Board member duties are to manage the affairs of STNA. The Board will present a report of its activities at the regular meetings of the Association; will seek the views of those affected by any proposed policies or reactions before adopting any actions or recommendations on behalf of STNA; and will strictly comply with these Bylaws. Board members have the responsibility of acting in the best interests of STNA as defined in Article I but are not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 5. Election of Standing Board Members.

Any member may nominate any eligible member, including themselves, for any position up for election, at the April or May meeting. Nominees must either be present to accept nomination, or must express their willingness to accept a nomination to the Secretary, and fulfill disclosure requirements in Article 9, Section 2. Elections will be made annually by a vote of the general membership at the May meeting. An uncontested election requires a majority vote of the membership present. Elected officers will assume office at the close of the election meeting. The Board may postpone the annual election until June, July, or August.

Section 6. Board Vacancies.

Board vacancies are filled by a majority vote of Board members, subject to ratification by the Association membership at the next General Membership Meeting. Board members appointed will serve the remainder of the unexpired term and until a successor is elected or appointed. Board members who are absent for three consecutive Board Meetings without being excused by the Board or who submit a written resignation are deemed to have resigned.

Section 7. Duties of Board Officers.

a) Chair: The Chair will prepare the agenda and preside at all meetings of the Board and membership; will be the principal representative and spokesperson for STNA except as the Chair or Board otherwise provides; will be a member ex officio of all committees; will perform such other duties as may be prescribed in these Bylaws or assigned by STNA or the Board; will appoint members of committees not elected, with a majority approval of the Board, except for members of the Grievance Committee (should one be formed), and will be authorized to distribute STNA funds for authorized purposes.

b) Vice Chair: The Vice Chair will assist the Chair in all delegated duties; in the absence of the Chair, or at the Chair's request, will function as chair.

c) Secretary: The secretary will keep minutes for all General, Board, Special, and Emergency meetings, including records of attendance and the results of any votes taken, and a summary of recommendations and any dissenting views. The Secretary will post draft minutes publicly at least ten (10) days before the next Board or General Meeting; will be responsible for all correspondence as assigned by STNA; will make records of STNA available for inspection for any proper purpose at any reasonable time; will make minutes available to Southeast Uplift Neighborhood Coalition after they are approved.

d) Treasurer: The treasurer will be responsible, along with any other Board members designated by vote of the Board, for all money and will give an accounting at each general meeting; will receive, keep safe, and disburse STNA funds for authorized purposes.

e) Southeast Uplift (SEUL) Delegate: This officer will attend SEUL Board meetings and will report back to the STNA Board on issues relevant to STNA. For those issues on which STNA members or Board have voted, the Delegate will vote accordingly; in all other cases, the delegate will exercise discretion by voting in accordance with the general objectives of STNA.

f) Land Use and Transportation Representative: This officer may represent the interests of STNA on the SEUL Land Use and Transportation Committee. On those issues on which STNA members or the Board have voted, the Representative will vote accordingly; in all other cases, the delegate will exercise discretion by voting in accordance with the general objectives of STNA.

g) Land Use Chair: This officer acts as the official liaison with the City regarding land use notices, and communicates with residents and STNA about these issues.

h) STNA will have positions available for an Events Chair, a Publicity Chair, and a Diversity, Equity, and Inclusion (DEI) Chair, though those responsibilities may be consolidated as follows in i).

i) A lack of qualified candidates for Board membership may mean consolidation of duties as determined by the Chair.

ARTICLE 8. COMMITTEES

Section 1. The Board of Directors will both establish and dissolve standing and ad hoc committees as it deems necessary and appropriate. Committees not meeting at least once a quarter may be declared inactive and either be dissolved or new members and chair appointed.

Section 2. Standing Committees will be chaired by Board members as voted upon in a Board Meeting, and will exist as outlined in these bylaws. Standing Committees not described in these bylaws may be formed by a vote of the Board. Ad hoc Committees will be chaired by any member in good standing of STNA, as voted upon in a Board Meeting or General Meeting, and will serve only an advisory role to the Board. All Committee chairs' terms will be: from the time they were appointed by the board, until the next election date as outlined in Article 7, Section 5. No person may serve as chair of a single committee for more than 4 years in a row. Ad hoc committees will disband at the next officer election date unless voted upon in a Board Meeting.

Section 3. At least one Board Member will serve on each standing committee or ad hoc committee to legitimize its actions, unless otherwise stated in its authorization to form.

Section 4. Committee Chairs are to be active members of STNA and will make regular reports to the Board and STNA of all activities of their respective committees and will make no final decisions without consent

of the Board (except as provided in Article 7, Section 7). Committee Chairs may be removed by a two-thirds vote of the Board.

Section 5. Committees will make recommendations to the Board for Board actions. Except where provided in Article 7 of Section 7 , Committees will not be authorized to act on behalf of STNA without specific instructions from the Board.

ARTICLE 9. CONFLICT OF INTEREST PROCEDURES

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 affected by the action or inaction by STNA on a proposal before the membership or Board. A personal financial interest will 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 interest above 5% of a business or other enterprise which will be affected by the decision of STNA. Examples of personal financial interest would include employment by STNA, ownership of property the use or control of which is being considered by STNA, plans to purchase property the use or control of which is under discussion by STNA, etc.

Section 2. Declaring the Conflict of Interest.

Whenever a member or board member determines the existence of a conflict of interest relating to an item under discussion, the body (membership or board) hearing the proposal will be informed that a conflict of interest exists by the person with the conflict. Members intending to run for a position on the Board or as an ad hoc committee chair must declare the name of their employer and position, as well as any other bodies in which they act as an officer.

Section 3. Abstention from Voting.

Members or board members will not vote on matters in which they have a conflict of interest but may continue to participate in discussions, subject to the judgment of the presiding officer. Where the presiding officer has a conflict of interest, they shall relinquish the Chair to another board member; that board member shall not accept the Chair if they also have a conflict of interest.

ARTICLE 10. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

STNA will abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Standards for Neighborhood Associations of the Office of Community and Civic Life (aka "ONI Standards") and will abide by all Oregon statutes relative to public meetings and public records (ORS 192.410-192.710). Official action(s) taken by STNA and any of its committees will be on record or part of the Minutes of each meeting. The minutes will include a record of attendance and the results of any vote(s) taken. A summary of dissenting views should also be included in the minutes. Official records will be kept on file at Southeast Uplift Neighborhood Coalition.

ARTICLE 11. GRIEVANCE PROCEDURE

Section 1. Eligibility to Grieve.

Any person or group (the "petitioner") may file a grievance based upon an alleged violation of the Office of Community and Civic Life Standards (also known as the "ONI Standards") or these bylaws. The complaint must be made in writing to the Board within forty-five (45) days of the alleged violation.

Section 2. Processing the Grievance.

Within seven (7) days after the receipt of the written grievance, the Chair will establish a grievance committee of three to include: one

person appointed by the Board of Directors, one person appointed by the petitioner and one person from the Neighborhood District Coalition (Southeast Uplift). The committee will investigate the grievance. The committee will hold a public hearing and give the petitioner and others wishing to present relevant information a chance to be heard. The committee will then forward its written recommendations to the Board.

Section 3. Grievance Resolution.

Within sixty (60) calendar days from the receipt of the grievance, STNA will render a final decision on the grievance and notify the petitioner of the decision of the Board.

Section 4. Appeals Process.

Upon unsatisfactory resolution of the grievance with a Neighborhood Association, the petitioner may appeal the decision to the District Coalition and the Office of Community and Civic Life within fourteen (14) days. The use of mediation through Resolutions Northwest is encouraged to resolve grievance issues.

ARTICLE 12. AMENDMENTS

Notice of a proposal to amend the bylaws must be placed on the Agenda according to the rules set out for notice of General and Special Meetings above. Adoption of any amendments to the bylaws requires a majority vote of the members present at the meeting.

ARTICLE 13. RIGHTS OF MEMBERS

STNA exists expressly to serve the interests of those eligible for membership. Members enjoy the following means of influencing the activities of STNA:

- Run for elective office
- Nominate others for elective office

- Vote for board members, or petition for removal of board members
- Vote on proposed amendments to these Bylaws
- Request of the Chair that an agenda item be added to a meeting
- Request of the Chair that documents be attached to meeting minutes
- Submit items to the Communications Chair or Chair for posting in STNA kiosks, publishing on the STNA website, or in other communication channels, at the Board's discretion
- Request of any Board member that they make any motion. (No Board member is obligated to comply.)