

Bylaws Of The Southern Crossing Neighborhood Association

ARTICLE I: NAME AND BOUNDARIES

Section 1: The name of the organization shall be the Southern Crossing Neighborhood Association (SCNA) .

Section 2: The SCNA is located on both sides of the Deschutes River in the general vicinity of the Old Mill District.

The Northern Boundary is defined by Simpson east, from Century Drive to Shevlin Hixon, Shevlin Hixon east to Colorado, Colorado east to Arizona, and Arizona east to the Bend Parkway. The Eastern Boundary is defined by the Bend Parkway from Arizona south to Powers. The Southern Boundary is defined by Powers from the Bend Parkway west to Brookwood. The Western Boundary is defined by Brookwood from Powers north to Old Rock House Road, Old Rock House Road west to the Deschutes River, the Deschutes River north to Reed Market at the bridge, Reed Market west to Century Drive, and Century Drive north to Simpson.

ARTICLE 2: PURPOSE

The purposes for which the SCNA is organized are:

- (a) To maintain, protect and enhance the livability and sense of community of the Neighborhood, without suppressing the rights of individuals to express and promote divergent or contrary views.
- (b) To maintain an open line of communication and liaison among the Neighborhood, the City of Bend, other participating agencies, and other neighborhoods.
- (c) To provide an open process by which all members of the Neighborhood may involve themselves in the affairs of the Neighborhood.
- (d) To facilitate the exchange of information among Neighborhood citizens.
- (e) To be organized for the purpose of educational, social and charitable purposes.

Nothing in these bylaws shall preclude the SCNA from forming as a tax-exempt, non-profit corporation.

ARTICLE 3: MEMBERSHIP

Section 1 (Eligibility): Membership is open to any person, 18 years of age or older, who has resided in the neighborhood for at least 30 days. Any person or legal entity owning real property, leasing or renting real property, operating a business, or non-profit organization, within the boundaries of the SCNA, shall be accepted as a member of the Neighborhood Association upon written request. Such business members shall designate, in writing, a single designated representative.

Section 2 (Application): To be a member, a person must meet the qualifications of Section 1 and have submitted a membership application. Approval of membership applications requires a waiting period of fourteen (14) days. After approval, each member shall have one vote.

Section 3 (Voting): Each individual member shall have one vote, regardless of how many properties the member may own within the boundaries of the neighborhood. There shall be no limit on the number of votes a household may have, provided each member of the household is a member of the SCNA. Each member or designated representative of a business entity or other organizational member shall have one vote. No individual shall have more than one vote, even if the member is both a property owner or resident and a business owner. Voting may be made by proxy under rules adopted by the board. Proxies shall be effective only for a specific meeting.

Section 4 (Dues): Charging of dues or membership fees is prohibited, but voluntary contributions and fundraising activities are encouraged.

Section 5 (Expiration of Membership): Membership shall expire when a member no longer meets the membership eligibility requirements. In addition, membership shall expire if the member has failed to attend any membership meeting for a period of two corporate years, unless the member indicates in writing to the SCNA the member's desire to remain on the membership roster of the SCNA.

Section 7 (Active Membership List): The SCNA shall maintain a roster of active members. The chair shall designate a person or persons to be responsible for maintaining the membership roster. The membership list shall be available for inspection by any SCNA member or by representatives of the City of Bend Office of Neighborhoods. Membership lists shall not be shared with any other party.

ARTICLE 4: MEMBERSHIP MEETINGS

Section 1 (General Meetings): There shall be at least two general membership meetings yearly. The meetings shall be convened in the spring and fall upon any day decided by majority vote of the board. Notification shall be by posted or

published notices, E-mail, telephone and other reasonable methods likely to reach a majority of the members. The notice of the annual spring meeting shall specify that the meeting will include election of board members. General meetings shall require at least fourteen (14) days advance notice.

Section 2 (Special Meetings): A special meeting may be called by the Chair, or a majority vote of the board. Notification shall be by the methods listed in Section 1 and be made at least seven (7) days prior to the meeting. The notice shall describe the purpose of the meeting.

Section 3 (Meeting Agendas): Working with the Board, the Chair shall prepare the agenda for general and special meetings of the membership. Any member may add an item to the agenda by submitting the item in writing (by letter, email or fax) to the Board at least seven (7) days in advance of the meeting and gaining approval of the majority of the Board, or by making a motion at the meeting. Adoption of a motion to add an agenda item requires a second and a majority vote of the members present.

Section 4 (Quorum): A quorum for any general or special meeting shall be a minimum of ten (10) members in attendance. Unless otherwise specified in these bylaws, decisions shall be made by a majority vote of the members present.

Section 5 (Open Meetings): Any general, special, or committee meeting is open to any person, only members are eligible to vote. Any Board meeting is open to any person, only the Board members are eligible to vote. All actions or recommendations, including minority reports, of the general or special meetings shall be recorded in the minutes and communicated to all affected parties.

Section 6 (Meeting Procedures): Robert's Rules of Order (Revised) shall be followed in all areas not covered by these bylaws.

ARTICLE 5: BOARD OF DIRECTORS

Section 1 (Number): The Board shall consist of an uneven number of members between five (5) and nine (9) members. The initial board elected under these bylaws shall include not less than five members. The Board shall determine in advance of the annual meeting each year how many board slots there shall be for the ensuing year. No term of office shall be shortened by a decision to reduce the size of the board.

Section 2 (Term of Office): Except for any initial board designated by these Bylaws, terms of office shall commence with the annual meeting. Terms of office shall be staggered. Terms of the members of the initial board following the first annual meeting shall be staggered for one (1) and two (2) year terms, as determined by the board at their first meeting following the election of new board members. Upon expiration of initial terms of office, terms shall be for two (2)

year terms. There is no maximum number of terms that a director may serve.

Section 3 (Eligibility): Only members shall be eligible to hold elected or appointed board positions. Board members shall be elected at large and not by geographic area.

Section 4 (Election): Except for any initial board designated in these Bylaws, board members shall be elected annually by a vote of the membership at the spring meeting. Candidates may submit their name to the board for nomination thirty days prior to the annual spring meeting. Names of candidates for the board may also be placed in nomination from the floor of the annual meeting by any member of the neighborhood association. Election requires a majority vote of the members present.

Section 5 (Vacancy): The board may fill any vacancy on the board or committee by majority vote of the board. A member appointed to fill a vacancy shall serve the remainder of the un-expired term. A vacancy may arise by resignation, ineligibility, or death of a board member, by recall or by removal by vote of the majority of the board for failure to attend three regular board meetings in succession, provided that notice of such intent was given to the board member after the second absence.

Section 6 (Removal): Removal of a board member may be initiated by a petition signed by 20% of the SCNA members and presented to the Board for confirmation and the calling of a special meeting within thirty (30) days of receipt of the petition. Removal shall be considered only at a special meeting of the membership called for the purpose of voting on the petition. The meeting notice shall state that the purpose of the meeting is to consider removal of the board member. A majority vote of those members attending shall be required to remove a board member.

Section 7 (Organizational meeting): The members of the board shall meet within thirty (30) days after the spring annual meeting for an organizational meeting, at which time officers shall be elected.

Section 8 (Powers): The board shall have following responsibilities and powers:

- a. Manage the daily affairs of the SCNA.
- b. Make decisions and represent the interests of the SCNA on all matters of neighborhood concern. The board shall attempt to seek input from the membership on such matters at regular membership meetings, but where it would be impractical to do so, the board and/or the board's representative may represent the views of the on such issues without having such input. All such actions shall be reported to the membership at the next regular meeting and through SCNA communication vehicles.

- c. Appoint committees to perform necessary functions and represent the SCNA on specified topics.
- d. Establish a plan for maintaining and encouraging involvement SCNA.

Section 9 (Board Meetings):

- a. Regular board meetings shall be held on a monthly basis at a regularly scheduled date and time. Other meetings shall be regarded as special meetings of the board.
- b. Special board meetings may be called by giving notice to each board member of the time, place, and items to be discussed or acted upon at least three calendar days before the special meeting. A special meeting shall not be called unless it is necessary to reschedule a regular board meeting from its regular time or unless insufficient time is available to consider a pertinent matter at the regular board meeting. Special board meetings may be called by the Chair or by 20% of the board members.
- c. A quorum consists of a majority of the currently elected board members.
- d. Notification of board meetings shall be by mail, email or telephone to all board members and any medium likely to reach a majority of the membership.

ARTICLE 6: OFFICERS

Section 1 (Offices): There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, elected by and from among the members of the board. Except for the officers elected from the initial board designated in these Bylaws, the term of office shall be for a one-year term, commencing with the annual meeting.

Section 2 (Duties):

- a. The Chair shall preside at all board meetings and all membership meetings and shall perform such duties as the board and the membership from time to time authorize. The Chair shall represent the position of the board and the interests of the neighborhood association. The chair shall also act in a mentorship capacity for the new board for one year after vacating the office.
- b. The Vice Chair shall perform the duties of the Chair in the Chair's absence and as authorized by the bylaws or regulations of the Board. The Vice Chair will also be responsible for membership applications and chair the membership committee.
- c. The Secretary shall record and maintain minutes of membership and board meetings, assist the Chair with correspondence, maintain the non-

financial files of the neighborhood association and when requested authenticate records of the SCNA. The Secretary will maintain a list of board members and committee members and their terms.

- d. The Treasurer shall have charge of all funds belonging to SCNA and shall receive, deposit and disburse funds for the SCNA in a bank(s) or financial institution(s) in such manner as designated by the board. The Treasurer shall make financial reports as directed by the board.

ARTICLE 7: REPRESENTATION OF SCNA

Only the Chair of the board shall speak for the SCNA unless the chair designates other board members, officers or general members to speak for SCNA in particular instances or on particular issues for that one time only. The Board may adopt rules that will allow committees representing geographic areas within the boundaries of the neighborhood to speak to issues germane to that particular geographic area of the neighborhood.

ARTICLE 8: FINANCES

The SCNA may establish a bank account. Any checks shall be signed by the Treasurer and one other authorized officer.

ARTICLE 9: COMMITTEES:

The board may appoint standing committees and ad-hoc committees. Committees shall make recommendations to the board for board action. Committees shall not have the power to act on behalf of the organization without specific authorization from the board.

ARTICLE 10: CONFLICT OF INTEREST

Section 1: A conflict of interest exists whenever the board member holds a personal financial interest that will be impacted by an action or inaction by the association on a proposal before the membership or the board. A personal financial interest includes financial interests held by the board member and/or immediate family members, greater than 5% of a business affected by an association decision. Also included are present or planned financial transactions between the board member and the association, or between the board member and any property owner whose property's use control is being reviewed by the association.

Section 2: Whenever a board member determines that he or she has a conflict of interest relating to an item under discussion, the board member must announce to the meeting that a conflict of interest exists.

Section 3: A transaction in which a board member may have a direct or indirect conflict of interest may be approved by a vote of the board if in advance of the vote by the board all material facts of the transaction and the board member's interest are disclosed to the board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the board members who have no direct or indirect interest in the transaction. If a majority of the board members who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum is present for the purpose of taking action. The presence of a board member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the board. The board member with the direct or indirect conflict of interest shall abstain from voting on the transaction.

ARTICLE 11: GRIEVANCE PROCEDURES

Section 1: Any person or group who objects to a decision or policy or believes they are adversely affected by a decision or policy of the SCNA may file a complaint in writing with the board.

Section 2: Within seven (7) days of receipt of the complaint, the board shall arrange with the petitioner for a mutually acceptable time and place for a review of the complaint, and will, in writing, within thirty (30) days, recommend a resolution of the grievance.

Section 3: If the board and petitioner cannot reach agreement, attempt shall be made to resolve the complaint through mediation by the Community Dispute Resolution Program. If mediation fails to reach agreement, final resolution of the complaint shall be by majority vote of the membership at a general or special meeting.

ARTICLE 12: INDEMNIFICATION

The association shall indemnify a board member or officer who may be a party to a proceeding as a result of the individual being or having been a board member or officer to the fullest extent provided by the laws of the State of Oregon now in effect or later amended.

ARTICLE 13: CONSIDERATION OF PROPOSALS

Section 1: Any person or group, inside or outside the boundaries of the neighborhood association may propose in writing items for consideration and/or recommendation to the board. The board shall decide whether proposed items will be heard and if so, which meeting is most appropriate for the item to be heard.

Section 2: The proposer and members directly affected by such proposal shall be notified in writing or by confirmation of receipt of e-mail or phone call of the time and place the proposal shall be reviewed not less than seven (7) days in advance.

Section 3: The proposer and any other persons may attend this meeting to make presentations, answer questions, and offer comments on the proposal.

Section 4: The association shall submit recommendations and dissenting views of the relevant meetings to the proponent, other affected parties, and the Office of Neighborhood Associations.

ARTICLE 14: PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

The SCNA shall abide by all Oregon statutes relative to public meetings and public records. Official action(s) taken by the association must be on record as 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 to the Office of Neighborhood Associations.

ARTICLE 15: NONDISCRIMINATION:

The SCNA shall not discriminate against individuals or groups on the basis of race, religion, color, gender, sexual orientation, familial status, age, disability, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE 16: AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to SCNA members along with notification for the general or special meeting to consider and vote on their adoption. Adoption of any amendments to these bylaws shall require a two-thirds (2/3) vote of the members present at this meeting.