

Bylaws

Southeast Bend Neighborhood Association

ARTICLE I: NAME AND BOUNDARIES

Section 1: The name of the organization shall be the Southeast Bend Neighborhood Association (SEBNA).

Section 2: The Southeast Bend Neighborhood Association is in southeast Bend; its boundaries described as follows:

The South boundary is defined as South Bend city limits. The North boundary is defined as centerline of Murphy Road, east to the Burlington Northern Rail Road Tracks and extending across the tracks on the proposed Murphy Road Extension Road to 15th Street, proceeding south on 15th Street to the southwest corner of Deschutes County Tax Parcel number 18-12-1500013000, then turning east and proceeding along the south boundary of said Tax Parcel in a straight line to the city limits. The East boundary is defined as East Bend city limits. The West boundary is defined as 3rd Street.

ARTICLE 2: PURPOSE

The purposes for which SEBNA is organized are:

- (a) To maintain, protect and enhance the livability and sense of community of the Neighborhood.
- (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 exclusively for educational, social and charitable purposes.
- (f) To perform all of the activities related to said purposes.
- (g) Nothing in these bylaws shall preclude an association from forming as a non-profit organization.

ARTICLE 3: MEMBERSHIP

Section 1: Membership is open to any person 18 years of age or older owning or renting real property, who operates a business or institution within the boundaries of the SEBNA, and who shall be accepted as a member of the SEBNA upon completion of written request.

Section 2: To be a voting member, a person must meet the qualifications of Section 1 and have submitted a membership application. After approval, each registered member shall have one vote.

ARTICLE 4: DUES

Charging of dues or membership fees shall be prohibited, but voluntary contributions and fundraising activities are encouraged.

ARTICLE 5: MEETINGS

Section 1: There shall be at least two general membership meetings yearly. The meetings shall be convened in the fall and spring and upon any day decided by majority vote of the Board. Notification shall be by posted or published notices, e-mail, telephone or other reasonable methods apt to reach a majority of the members. Notification for general meetings shall require fourteen (14) days advance notice.

Section 2: A special meeting may be called by the Chairperson or majority vote of the Board. Notification shall be made by the methods listed in Section 1 at least seven (7) days prior to the meeting.

Section 3: Working with the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any registered member may add an item to the agenda by submitting the item in writing 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 majority vote of the members in attendance.

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

Section 5: Any general, special, Board or committee meeting is open to any person. Only registered 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: Robert's Rules of Order (Revised) shall be followed in all areas not covered by these bylaws.

ARTICLE 6: BOARD OF DIRECTORS AND OFFICERS

Section 1: The Board shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer and (3) additional board members for a total of seven (7) members. The Board may propose a change in the total number of its members with a maximum of eleven (11), and a minimum of seven (7) Board members. Enactment requires a majority vote of the registered members at a general membership meeting.

Section 2: Terms of office: Each board member shall hold office for a term of two (2) years for which he/she is elected. This is for the initial two (2) years, and then two (2) board members shall be elected for three (3) years, two (2) for two (2) years, and the remainder for one (1) year.

Section 3: Only SEBNA registered members shall be eligible to hold elected or appointed position.

Section 4: 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 unexpired term, and until his or her successor is elected or appointed, unless he/she is elected, then that term of office would be served. A vacancy may arise by resignation of a Board member or, at discretion of the Board, removal of a Board member because of lack of significant participation.

Section 5: Board members shall be elected upon expiration of term by a vote of the registered membership at the general membership meeting. Names of candidates for the board shall be placed in nomination by a nominating committee or by any registered member of the neighborhood association prior to the general meeting or from the floor. Secret written ballots shall be used for voting of board. Election requires a majority vote of the members present.

Section 6: The Board shall meet after the general meeting and, by majority vote of the Board members present, elect a Chairperson, Vice Chairperson and Secretary **and** Treasurer from among the Board members. The remaining Board members shall be members-at-large.

Section 7: The Board shall have following responsibilities and powers:

- a. Manage the daily affairs of the neighborhood association.
- b. Make decisions and represent the interests of the neighborhood association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- c. Appoint committees to perform necessary functions and represent the association with the direction of the board.

d. Establish a plan for maintaining and encouraging involvement in the neighborhood association.

Section 8: The Board Officers shall have the following duties:

a. The Chairperson 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 Chairperson shall represent the position of the Board and the interests of the neighborhood association.

b. The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and as authorized by the bylaws or regulations of the Board.

c. The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial files of the neighborhood association. The Secretary will maintain a list of Board members and committee members and their terms.

d. The Treasurer shall maintain the financial records of the association, including funds disbursed from and deposited to association, and make reports to the association and the city as requested.

Section 9: Regular board meetings are held once a month. A quorum consists of a majority of the currently elected Board members. The Board shall be notified not less than three (3) days preceding any board meetings. Notification shall be by mail, e-mail or telephone to all board members and any media apt to reach a majority of the registered membership. Special Board meetings may be called by the chairperson by giving notice to each board member of the time, place and items to be discussed or acted upon at least three (3) calendar days before the meeting. Notification shall be by mail, e-mail or telephone to all board members and any media apt to reach a majority of the registered membership.

ARTICLE 7: 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 8: 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 shall include financial interests held by the Board member and/or immediate family members, greater than 5% of a business affected by SEBNA 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 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: Abstention from Voting: Board Members and Officers shall not vote on matters in which they have a conflict of interest.

ARTICLE 9: 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 neighborhood association 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. 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 10: 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 11: 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 members directly affected by such proposal shall be notified in writing of the time and place the proposal shall be reviewed not less than fourteen (14) 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: SEBNA minutes shall be available to the public and a copy will be submitted to the Office of Neighborhood Associations.

ARTICLE 12: PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

The neighborhood association 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 13: NONDISCRIMINATION:

The neighborhood association shall not discriminate against individuals or groups based on 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 14: ADOPTION AND AMENDMENT OF BYLAWS

Adoption of these bylaws shall require a two-thirds (2/3) vote of an association organizing committee acting under the auspices of the Office of Neighborhood Associations.

All amendments to these bylaws must be proposed in writing and submitted to registered members through public notice by any methods deemed reasonable by the board no less than thirty days (30) before voting 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.