

Bylaws of the Century West Neighborhood Association

ARTICLE I: NAME AND BOUNDARIES

Section 1: The name of the organization shall be the Century West Neighborhood Association (the “Association”).

Section 2: The Association is located on the west side of the Deschutes River on both sides of Century Drive west from Simpson to the Urban Growth Boundary (“UGB”). This includes all of the land within the following boundary: Commencing at the west side of the Bill Healy Bridge, then west along Reed Market Road from the Deschutes River to the Century/Washington roundabout, then north along Century Drive to the Century Simpson roundabout, then west along Simpson to Mt. Washington Drive, then north along Mt. Washington Drive to Skyliner Road, then west along Skyliner Road to the UGB, then south along the UGB to the Deschutes River, then northeast along the Deschutes River to Reed Market Road at the west side of the Bill Healy Bridge and the point of the beginning (the “Neighborhood”).

ARTICLE 2: PURPOSE

The purposes for which the Association 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, other neighborhoods, and among incorporated and unincorporated property-owners associations within the Neighborhood.
- (c) To provide an open process by which all members of the Neighborhood may involve themselves in the affairs of the Neighborhood.
- (d) To perform all of the activities related to such purpose.
- (e) To be organized for the purpose of educational, social and charitable purposes.
- (f) Nothing in these bylaws shall preclude the Association 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, and to any person or legal entity that owns or leases real property or operates a business or non-profit organization with a physical location within the boundaries of the Neighborhood. Business entities or other members who are not natural persons shall designate, in writing, a single designated representative.

Section 2 (Application): To be a member, a person must meet the qualifications of ARTICLE 3: MEMBERSHIP, Section 1 and have submitted a membership registration form to the Association.

Section 3 (Voting): Each individual member or designated representative of a business entity or other organization shall have one vote, regardless of how many properties the member, entity or organization may own within the boundaries of the Association. Individual members from the same household shall each have a separate vote. No person shall have more than one vote, even if the person is both an individual member and a representative of a business entity or other organization. Voting may be made by written proxy under rules adopted by the Association Board (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.

Section 6 (Active Membership List): The Association shall maintain a roster of active members. The Association shall file a current membership list with the City of Bend Office of Neighborhood Associations, if required, annually along with the required annual report.

ARTICLE 4: MEMBERSHIP MEETINGS

Section 1 (General Meetings): There shall be at least one general membership meeting yearly. The meeting shall be convened 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 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 chairperson of the Board, a majority vote of the Board, or upon the written request of at least 10% of the members. 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): The chairperson 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 chairperson at least seven (7) days in advance of the meeting, 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 fifteen (15) 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, but only members are eligible to vote. The presiding officer may regulate the order and length of appearances and limit appearances to relevant points. Any Board meeting is open to any person, but 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.

Section 6 (Meeting Procedures): Robert's Rules of Order (Revised) for small boards 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 directors between seven (7) and eleven (11) 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. The Board shall consist of seven (7) members each from a specific geographic ward, and up to four (4) at-large members. The representative of Ward 1 must live within the subdivisions of Sunrise Village or Bachelor View Road. The representative of Ward 2 must live within the subdivisions of Braeburn, Cascade Village, Westbrook Meadows or Mountain Gate. The representative of Ward 3 must live within the subdivisions of Mt. Bachelor Village or Touchmark. The representative of Ward 4 must live within the subdivisions of First on the Hill, West Ridge or Sagewood. The representative of Ward 5 must live within the subdivision of Brokentop or The Reserve. The representative of Ward 6 must live within The Parks at Brokentop. The representative of Ward 7 must own or lease commercially zoned property within the Neighborhood. The four at-large Board seats are open to any member of the Association.

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 General Membership & Election meeting. Candidates may submit their name to the Board for nomination thirty days prior to the General Membership & Election meeting. Names of candidates for the Board may also be placed in nomination from the floor of the General Membership & Election meeting by any member of the Association in the case of at-large positions, or by any resident of a Ward for the representative of that Ward. Election of at-large Board members requires a majority vote of the members present, in person or by proxy, and election of Board members representing a Ward requires a majority vote of the members residing in such Ward present in person or in proxy.

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): A Board member may be removed by vote of the majority of the entire Board excluding the Board member subject to removal if such member has failed to attend three or more regular Board meetings in succession, provided that notice of the possibility of removal is given to the member after the second or subsequent consecutive absence prior to the meeting at which the vote for removal may be held. Removal of a Board member may also be initiated by a petition signed by 10% of the Association members that is presented to the Board for confirmation. If the petition is confirmed the Board shall call 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 General Membership & Election 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 affairs of the Association.
- b. Make decisions and represent the interests of the Association 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 Association on such issues without having such input. All such actions shall be reported to the membership at the next regular meeting and through Association communication vehicles. Board members representing Wards 1-7 shall seek input from their respective members, and at-large Board Members from any members, and shall maintain communication with such members on a regular basis.

c. Appoint committees to perform necessary functions and represent the Association on specified topics.

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

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 chairperson or by a majority of the Board members.

c. A quorum consists of a majority of the currently elected Board members, and Board action may be taken by a majority of a quorum.

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 chairperson, a vice-chairperson, a secretary and, if the Board deems necessary, 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 General Membership & Election meeting.

Section 2 (Duties):

a. The chairperson shall preside at all Board meetings and all the General Membership & Election 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 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 all Association meetings, assist the chairperson with correspondence, maintain the non-financial files of the Association and when requested authenticate records of the Association. The secretary will maintain a list of Board members and committee members and their terms.

d. If elected, the Treasurer shall have charge of all funds belonging to Association and shall receive, deposit and disburse funds for the Association 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 ASSOCIATION

Only the Chairperson of the Board shall speak for the Association unless the chairperson designates other Board members, officers, committee heads or general members to speak for the Association in

particular instances, at routine non-Association monthly meetings 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 Association to speak to issues germane to that particular geographic area of the Association.

ARTICLE 8: FINANCES

The Association may establish a bank account. All 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 **direct** financial interest in the outcome of a proposal before the membership or the Board. A direct financial interest includes personal or financial interests held by the Board member and/or immediate and related family members. 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: INDEMNIFICATION [This should not be done without incorporation and insurance!]

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 12: CONSIDERATION OF PROPOSALS

Section 1: Any person or group, inside or outside the boundaries of the 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 13: PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

The 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 14: NONDISCRIMINATION

The Association 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 15: GRIEVANCE PROCEDURES

Section 1: Eligibility

A person or group adversely affected by a decision or policy of the Association may submit in writing a complaint to any member of the Board.

Section 2: Complaint Receipt

Within seven (7) days of receipt of the grievance, the Board will arrange with the petitioner a mutually acceptable place, day and hour for a review of the grievance, and will in writing within thirty (30) days recommend a resolution of the grievance.

Section 3: Final Resolution

The Board shall attempt to resolve the grievance and shall submit a report of their recommendation and/or action to the petitioner within fourteen (14) days. If the Board and petitioner cannot reach an agreement, attempts shall be made to resolve the grievance through mediation. If these attempts are not successful, final resolution of the grievance shall be by vote of a majority of the membership at a general or special meeting.

ARTICLE 16: AMENDMENT OF BYLAWS

All amendments to these bylaws must be proposed in writing and submitted to Association 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 provided a quorum is present.