

**Rockwood Neighborhood Association
BYLAWS**

ARTICLE I

ORGANIZATION: Name, Purpose, Boundary

Section 1. The Name. The name of this organization shall be the Rockwood Neighborhood Association, hereinafter referred to as the Association.

Section 2. Purpose. The purpose of this organization is to provide an opportunity for members to cooperate with one another via public discussion, participation in standing and *ad hoc* committees dedicated to furthering the common interests of Association members, exchange of information with the City of Gresham, and actions taken on behalf of the Association and/or in concert with the Gresham Coalition of Neighborhood Associations. Means of accomplishing this purpose shall include but not be limited to:

A. **providing a public forum** for review and evaluation of issues and problems affecting our neighborhood and our city, and education of Association members and advisory and deliberative government bodies with respect to such issues and problems;

B. **servicing as a voice for our neighborhood** to present our views and testimony before private and public service interest and deliberative bodies such as service clubs, community action organizations, other neighborhood associations, the Gresham Coalition of Neighborhood Associations, the Gresham City Council and Planning Commission, and Council-created bodies on issues and concerns having neighborhood and city-wide impact;

C. **providing a transparent, two-way means of communication** for dissemination of accurate information between Association members and citizens at large and government departments, advisory boards, committees, commissions, and the Gresham City Council;

D. **promoting a forum through which Association members implement Association policies and actions** regarding housing, neighborhood livability and quality of life, transportation, quality and amount of public infrastructure, community health and safety, parks, recreation and natural resources, and Rockwood business and commercial concerns; and

E. **conducting land use meetings and other land use activities** as authorized by Gresham Development Code (GDC) (Pre-Application Conference and Early Neighborhood Involvement), Gresham Revised Code (GRC) and other sections of the GDC and GRC sections pertaining to Association involvement in the development permit application processes of the City of Gresham Planning Department.

Section 3. Boundary. The boundary shall be as follows: on the west by the City limits, on the north by Glisan Street, on the east by 202nd Avenue, and on the south, beginning with NW Eleven Mile Avenue and continuing to Market.

ARTICLE II

Membership

Section 1. Eligibility. The Association shall not deny membership rights or access to the benefits of the Association to any individual on the basis of race, creed, color, gender, age, heritage, national origin, or income.

Section 2. Membership Dues. No membership dues or fees shall be required in order to belong to the Association. All contributions provided to the Association shall be voluntary.

Section 3. Voting Rights. A person who lives, owns property, conducts a business within the boundaries of the Association or is a representative of an organization, agency, or non-profit may be a member of the Association, and entitled to vote. Upon request, identification may be required for proof of residency. In meetings of the general membership, only voting members are entitled to vote. Only voting members are eligible for election to the Executive Board. Voting shall be done in person only. All members shall have a right to notice.

ARTICLE III

Meetings of Members

Section 1. Annual Meetings. To remain active as an Association recognized by the City of Gresham, the Association shall hold at least one general membership meeting annually. Election of officers shall be conducted at the annual meeting. The annual membership meeting shall be called and held at any location determined by officers of the Association, but within the Association boundaries or nearest practical location thereto. **The notice shall be given 15 days in advance** to all members of the Association and include the date, time and location of the annual meeting.

Section 2. Regularly Scheduled General Membership Meetings. The Executive Board shall, from time to time, convene general membership meetings. The purpose of such meetings is to apprise Association members of matters pertinent to the

neighborhood and activities of the Executive Board and Association standing committees. Such meetings may entertain presentations by City of Gresham or other government entities, private or non-profit parties, or may be informational or celebratory events held on an annual or seasonal basis.

Section 3. Special Meetings. Special single-topic meetings of the members may be called by the President or by 10 Association members. Notice shall be given in the same manner as provided for in Section 5 below.

Section 4. Emergency Meetings. It is the policy of the Association to provide notice as far in advance as possible. However, this is not always feasible. Emergency meetings may be called with a minimum of 24-hour notice, pursuant to ORS 192.640 (3). Emergency meetings may not be called to amend Association Bylaws. Press releases or phone calls shall be issued to the media. Every effort shall be made to contact members of the Association who have attended --at a minimum -- the last two Association meetings. In addition to phone calls, electronic notification may be accomplished by posting of notice by Email and/or Web site announcement

Section 5. Notice. Written or printed notice of a *regular meeting*, including the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, **shall be delivered not less than seven days before the date of the meeting**, by or at the direction of the President, the Secretary or other officers or Association members calling the meeting. Notice shall be by one or more of the following means:

- A. Personally, by hand delivery
- B. By mail
- C. By direct electronic means (Email)
- D. By general electronic notice (Association and/or City maintained web site)
- E. By newspaper(s) of general circulation available within the City limits
- F. Posting in a place accessible to the public
- G. By telephone following written or printed notice as described above

If mailed, such notice shall be deemed delivered when deposited with the United States Postal Service with postage fully prepaid. To conform to Oregon Public Meetings Law requirements, notice of the annual meeting shall be sent to newspaper(s) as described in item E above. The notice shall contain a list of principal subjects to be considered.

Reasonable notice must also be given to the public at large. **To meet the minimum requirement regarding notification of the public at large, notice shall be posted in a place accessible to the public**, such as City Hall or Multnomah County Library located within the city limits. If a meeting concerns a certain application before a public

body or a property within the boundary of the Association, the property owner and applicant shall be afforded notice.

Section 4. Quorum. Those members present at any regular, annual or emergency meeting of the members constitute a quorum at the meeting provided such members shall be not less than **ten (10) persons**. A vote of the majority of Association members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law.

Section 5. Minutes. Minutes shall be taken by the Secretary or a member designated to serve as secretary for the meeting. Minutes shall comply with ORS 192.650 and shall be available to anyone upon request. (Note: Open to public, not at places which practice discrimination 192.630(3), 192.630(1); Accessible to persons with disabilities 192.630(5); [Exec. Session - 192.660].

ARTICLE IV

Executive Board Officers and Members

Section 1. Officers. The Officers of the Association shall be a President, a Vice-President, and a Secretary/Treasurer, or a Secretary, and a Treasurer. The same person may not hold more than one office. A list of current officers shall be kept on file with the City of Gresham.

Section 2. Executive Board Members. Chairpersons of standing committees shall be members of the Executive Board with full voting rights. The Land Use Committee Chair may attend Gresham Coalition of Neighborhood Association meetings as a delegate voting member on behalf of the Association.

Section 3. Terms of Office

A. Officers. The President, Vice President, Secretary/Treasurer shall be elected by the Association membership at the Association annual meeting for a term of one year. Each officer shall hold office until his/her successor has been duly elected and qualified.

B .Other Voting Executive Board Members

Conditions of election, eligibility and terms of office of standing committee chairpersons are determined by section VII (Standing and *Ad Hoc* Committees) of these Bylaws.

Section 4. Officer Vacancies and By-Elections. A vacancy in any Executive Board officer's position because of death, resignation, disqualification, or otherwise, may, upon notice of vacancy, be filled on an interim basis by an Association member chosen by majority vote of the Executive Board. Confirmation of the interim office-holder's appointment for the remaining, unexpired term of office shall be made by Association member majority vote at the next scheduled emergency or regular Association meeting.

Section 4. Powers and Duties.

A. President. The president shall preside at all meetings of the Executive Board; conduct the business of the Association by mail and electronic means; appear at events and meetings on behalf of the Association; appoint *ad hoc* committee chairpersons; assist standing committee chairpersons in furtherance of their committee responsibilities; prepare an annual report; and uphold the Association's Bylaws and rules.

To maintain continuity of an essential Association function, in the event the Land Use Committee Chair position becomes vacant, the President shall appoint an interim Land Use Committee Chairperson. This appointment is subject to a vote of confirmation by the general membership of the Association at the next regular meeting of the Association.

B. Vice President. The Vice President shall assume the responsibilities of and perform the duties of the President in his absence; be chair of the Bylaws Committee and be responsible for reviewing and updating the bylaws; and perform such other duties as assigned.

C. Secretary/Treasurer. **As Secretary,** this officer shall record and keep minutes of all Executive Board and membership meeting; be responsible for notices and information to members as required; maintain a file of Association documents; maintain a file of incoming and outgoing correspondence; and assure that the City receive such information as ordinances require. **As Treasurer,** this officer shall receive and disburse all Association funds; deposit Association funds in such banking institutions as the Executive Board shall authorize; and present financial operating statements and a treasurer's report to the Executive Board and to the Association membership at annual meetings.

D. Land Use Appeals. Officers of the Executive Board are authorized to make land use appeal decisions on behalf of the Association. Irreconcilable differences between recommendations of the Land Use Committee and those of a majority of the Executive Board shall be referred by the Executive Board to the Association general membership for decision by majority vote of Association members at a single-agenda Emergency Meeting.

ARTICLE V

Election of Officers

Section 1. Time and Place. The officers shall be elected at the first annual meeting of the members of the Association and at each annual meeting thereafter.

Section 2. Eligibility. Only Association members shall be qualified to hold elected or appointed Executive Board office. All candidates for officers shall have attended at least two of the last three meetings.

Section 3. Elections. All nominees shall be submitted to the members present at the annual meeting. To be elected to office, a nominee must attend the annual meeting in person. Nominees for each office shall be elected according to total number of votes cast. Every Association member present at the meeting shall be entitled to one vote for each officer to be elected.

ARTICLE VI

Meetings of Executive Board

Section 1. Time and Place. Meetings of the Executive Board shall be open to all members of the Association. If practicable, at the annual meeting and upon election of officers, the Executive Board shall announce the time, date and place for the first meeting of the Executive Board. If agreement cannot be reached at the annual meeting, the Board shall meet within two weeks to decide upon the time, date and place of its regular meetings. Regular meetings of the Executive Board may be held as often as the Executive Board shall deem necessary. Provisions of these Bylaws relating to public notice of regular meetings shall apply.

Section 2. Special Meetings. Special meetings of the Executive Board may be called by or at the request of the President or any two voting members and shall be held at such place as the officers may determine.

Section 3. Notice. Unless there is a permanent change, once the time and place of regular board meetings is established and announced no further notice of such regular meetings shall be required. Notice of all special meetings of the Executive Board shall be given in writing and mailed or delivered to each voting member of the Executive Board at least three days prior to the date of the meeting.

Section 4. Quorum. A quorum cannot be established unless two officers are in attendance. Once two officers are present, a voting majority shall consist of a majority of attending voting members of the Executive Board.

Section 5. Board Decisions. Prior to voting, voting board members shall make every effort to arrive at a decision by consensus. Board votes resulting in an even number of votes (a tie) shall be recorded, but not deemed actions of the board. The act of the majority of the voting members of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board unless the act of a greater number is required by law or by these Bylaws.

Section 6. Board Sub-Committees. Sub-committees of the Executive Board may be created by majority vote of all voting members attending an Executive Board meeting at which a quorum is established. Sub-committees may not duplicate the function or override the purpose of any standing committee. Terms of service of sub-committee members may not exceed those of any officer, and shall not extend beyond the date of the next Association annual meeting.

Section 7. Roberts Rules of Order shall prevail.

ARTICLE VII

Standing and *Ad Hoc* Committees

Section 1. Standing Committees. All standing committees can be in existence for the duration of the Association.

A. **Eligibility.** Chairpersons of all standing committees must be Association members.

B. **Annual Elections.** Except for Bylaws Committee and Land Use Committee chairpersons, standing committee chairpersons shall be elected annually by their committee members. Standing committees other than Bylaws and Land Use shall elect their chairpersons during the anniversary month of the election of their first chairperson, and during that same month thereafter.

C. **Standing Committee Rules.** Upon activation and no later than adjournment of their third meeting, standing committees shall develop written rules governing conduct of their meetings. Prior to their implementation, these rules shall be submitted to and approved by the Executive Board.

D. **Reports.** Standing committee chairpersons may be called upon to report on the activities of their committees at meetings of the Executive Board. Standing committee chairs shall identify committee members report on committee activities in a written report to the membership at the annual meeting.

E. **Creation of Standing Committees.** Additional standing committees to those identified in this section may be established as the need arises by majority vote of the Executive Board, subject to ratification and amendment of these Bylaws by majority vote of Association members at the next regular Association meeting.

Section 2. Standing Committee Membership. With the exception of the Bylaws Committee and Land Use Committees -- which must have 100% membership of Association voting members -- other standing committees may be comprised of Association members and non-members. In no instance may a standing committee have a non-Association membership greater than 25% of the total number of members.

Section 3. Name and Purpose.

A. **Bylaws Committee.** The Vice President shall be the chair of the committee. Purpose of the committee is to review and propose updates and changes to the Bylaws to the Executive Committee on an as-needed basis, but no less frequently than annually.

B. **Land Use Committee.** Purpose of the Land Use Committee is to review proposed land use applications including development permits, construction of public infrastructure, zoning issues, establishment and/or modification of overlay districts, and design review code changes affecting the area of the Association. The Land Use Committee may conduct inquiries and convene public meetings regarding location and size of future streets within Association boundaries.

The President shall identify the Land Use Committee Chair to the City Planning Department. The Chair shall maintain written records of all Association land use communications and actions. The Land Use Committee shall develop written procedures for the conduct of all early neighborhood notification meetings.

The Land Use committee shall conduct Early Neighborhood Notification meetings, convene other land use meetings to which the general membership is invited, and make recommendations to the Executive Board regarding Association action on such issues.

When land use comment or action deadlines necessitate immediate action by the Association, the Land Use Committee Chair shall make every effort to bring the item to the Executive Board for action with sufficient time allowing for Executive Board comment and/or action or referral and vote by the general membership in the event irreconcilable differences require Executive Board referral of a contested issue to the

general membership. Inaction on a clearly worded motion to appeal a final decision by the City of Gresham by the Executive Board or failure to attain a majority vote in a general membership emergency meeting on a clearly worded motion directing the Association to appeal shall be considered and reported as "no appeal action" by both bodies.

In the absence of a standing Land Use Committee, under City of Gresham administrative rules the President of the Association is authorized to conduct routine land use business on behalf of the Association. No appeal by the Association of a land use decision of the City of Gresham may be prosecuted by the Executive Board without notice to the public, discussion and recorded majority vote of the Executive Board.

C. Housing Committee. The purpose of the Housing Committee is to represent and address the housing and residential quality of life concerns of all Association residents.

D. Committee on Community Safety. Purpose of the Committee on Community Safety is to address Association member concerns regarding personal safety, security of property, and promotion of greater understanding of the meaning of safety across cultural and economic divisions within the community.

E. Committee on Community Health. Purpose of the Committee on Community Health is to promote efficient Association members' use of local medical professionals; to encourage health providers' cooperation and awareness of one-another's practice specializations; and promote Association members' good health through the use of best preventive health practices.

F. Committee on Parks, Recreation, Community Gardens and Natural Resources. Purpose of the Committee on Parks, Recreation, Community Gardens and Natural Resources is to address the needs and concerns of Association members in each of the four topical areas in the committee title.

Rockwood parks' levels of maintenance, use, and underdevelopment present unique challenges to Rockwood residents and visitors. Recreational opportunities abound beyond City, public and private school sites. Unused and underutilized public and private land offers opportunities to develop short and long-term non-traditional community garden partnerships between three government jurisdictions, private landowners, agricultural, gardening and landscaping interests and Association members. While Rockwood lacks significant natural waterways, it is bounded at the east by Fairview Creek. Rockwood contains significant stands of trees as part of the City's urban forest canopy. Each component of this committee is separable but related to others, capable of drawing individuals' narrow concerns together with those of others into common projects.

Section 2. Other Committees. All other committees shall be *ad hoc* and created at the direction of the Executive Board. No *ad hoc* committee shall continue beyond the date of the next annual meeting of the Association.

ARTICLE VIII

Miscellaneous

Section 1. Grievances. Any member objecting to or challenging any action of an officer, committee, or the Executive Board of the Association shall provide written notice to the officer, members of the committee, or the Executive Board within 15 days of such action specifying the action objected to or challenged and the grounds for the challenge. The officer, committee, or board shall review the written objection or challenge and shall consider such action or refer the matter:

A. To the full Executive Board, in the case of a challenge or objection to an action of an officer or committee, or

B. To the members in the case of a challenge or objection to an action of the full Executive Board.

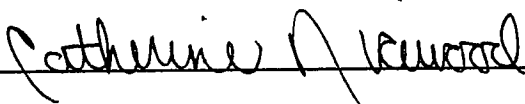
ARTICLE IX

Amendments

Section 1. Amendments. The Bylaws may be amended at any regular or annual meeting of Association members at which a quorum is present by a majority vote of all members present and voting at the meeting, provided that notice of such an amendment shall have been given to all members of the Executive Board at least thirty (30) days prior to the date on which the amendment is to be acted upon by the Association membership. These Bylaws may not be amended at an emergency meeting described in Article III, Section 4 of these Bylaws.

Section 2. Placement. An up-to-date copy of the Bylaws shall be kept with the City.

Approved this date of March 22, 2011 by

/s/ Catherine Nicewood  _____, President