

# BYLAWS TEMPLATE

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## BYLAWS OF THE CENTENNIAL NEIGHBORHOOD ASSOCIATION OF THE CITY OF GRESHAM

### ARTICLE I. NAME

The name of this association is the Centennial Neighborhood Association, hereinafter referred to as the Association.

### ARTICLE II. PURPOSE

The purpose of the Association is to provide an open forum for the membership to discuss matters of common concern; to educate and act cooperatively on such matters; to represent the views of the membership before public or private bodies; to serve as a communication link between members and the City of Gresham or similar entities; to facilitate citizen involvement, especially with the City of Gresham; and to foster a sense of community for all members. Matters of common concern include, but are not limited to, the livability of the neighborhood, city and region; and participation in all phases of government processes with special emphasis on planning and land use.

### ARTICLE III. BOUNDARIES

**Section 1. Boundaries.** The boundaries of the Association are as follows: That portion of the City bordered on the west by the Gresham City Limits; on the north at Main, to Market, following that line across to a point with 196<sup>th</sup> and then south to the beginning of NW Eleven Mile Avenue, continuing to 202<sup>nd</sup>; the eastern boundary follows the Fairview Creek to the Springwater trail as the southern boundary.

**Section 2. Boundary Changes.** The boundaries of the Association may be amended by the Association, per **Article XIII, Amendments**. The Association may not include territory that is part of another association without a corresponding vote of that association to cede the territory, nor may the Association remove territory unless it is added to another association or creates a new association.

### ARTICLE IV. MEMBERSHIP

**Section 1. Eligibility.** Membership shall include persons who are:

- A. Residents;
- B. Owners of property;
- C. Representatives of nonprofit organizations;
- D. Representatives of each public school; or
- E. Owners or representatives of businesses within the Association boundaries; or
- F. Representatives of youth organizations recognized by the Association.

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Only one representative is allowed from each organization in categories C, D, E, and F. Proof of membership may be required.

Membership is not limited by race, creed, color, sex, age, heritage, national origin or income.

**Section 2. Voting Rights.** Each member present at a meeting is entitled to one vote on each motion brought before the membership.

**Section 3. Dues.** Dues or fees for membership are prohibited. The Association may seek voluntary contributions from members and may conduct fund-raising when the Board directs.

## ARTICLE V. MEETINGS OF THE MEMBERSHIP

**Section 1. Required Meetings.** The Association shall hold at least three regular meetings of the general membership per year, one of which is called the Annual Meeting which shall be held in the fall. Special and Emergency Meetings, defined in **Section 2** below, do not count as one of the three required meetings. The Board of Directors of the Association shall be elected at the Annual Meeting, per **Article VI, Board of Directors**.

**Section 2. Special and Emergency Meetings.** A Special Meeting is a meeting to consider a single issue or a limited agenda. An Emergency Meeting is a Special Meeting called on short notice and necessitated by an emergency which prevents usual notice.

**Section 3. Date, Time and Place.** The Board shall determine the date, time and place of meetings. The Board shall call a membership meeting within 30 days if such a meeting is requested in writing by at least 20 Association members. If the members request a meeting because of an emergency, they shall document the emergency in their written request, and the Board shall make every effort to hold the meeting as soon as possible. Meetings shall take place within the Association boundaries or the nearest practical location thereto.

**Section 4. Notice.** Notice shall include the date, time, place and principal agenda items of the meeting. Written notice of an Annual Meeting shall be distributed to all members of the Association at least 15 days before the meeting. Notice of all other nonemergency membership meetings shall be made public at least 7 days before the meeting. Notice of Emergency Meetings shall be made public at least 3 days before the meeting and shall describe the nature of the emergency. Notice of amendment to these Bylaws shall be made according to **Article XIII, Amendments**.

The Association shall make every reasonable effort to notify members, which may include notice by U.S. mail, electronic mail, phone calls, handbills, newsletters, public postings, web sites, or public meetings notice to local media. Notice by U.S. mail shall be deemed delivered when deposited in the U.S. mail with postage fully paid. If possible, notice of the next regular meeting shall be given at the previous meeting.

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**Section 5. Quorum.** A quorum must be established and maintained whenever substantive action takes place at a meeting. Quorum for a membership meeting shall be the greater of ten members or twice the number of Board members present.

**Section 6. Agenda.** Copies of the agenda and meeting minutes to be approved shall be provided at each meeting. Time shall be allotted at each regular meeting for members to raise concerns. Non-members may attend but have no right to speak or otherwise participate in meetings. The presiding chair shall rule as to how much time, if any, to allot to discussion of new issues, subject to override by a majority vote of the members present.

**Section 7. Voting.** An affirmative vote of the majority of the 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 or other requirements are given in these Bylaws. Voting may be by any method acceptable to the members present, except that secret ballots, proxy voting and absentee ballots are prohibited.

**Section 8. Decisions.** All decisions or recommendations on behalf of the Association shall be made at meetings of the general membership, except when a quorum cannot be achieved for time-sensitive decisions as described in **Article VII, Meetings of the Board**. "Decisions" exclude the routine day-to-day decisions described in **Article VII, Meetings of the Board**.

**Section 9. Attendance Record.** An attendance sheet shall be provided at each meeting. It is the responsibility of members to sign in at meetings. The Board shall keep personal information of attendees private and only use that information for Association communications. The attendance sheet is not part of the minutes but shall be used to prepare a list of attendees for inclusion in or attachment to the meeting minutes.

**Section 10. Minutes.** The minutes of each membership meeting shall record the date, time and place of the meeting; the number of members and guests present; Board and committee reports; all actions, motions, proposals and resolutions, stated in full with the names of those proposing and seconding and their dispositions, including the results of all votes taken; the substance of the relevant discussion, including minority opinions; and the name and position of the person submitting the minutes. Minutes shall be approved at a subsequent regular membership meeting and may be approved without being read at the meeting. A copy of the minutes shall be sent to the City of Gresham. Copies of minutes are available to the public upon request although a reasonable fee may be charged at the Board's discretion.

**Section 11. Rules of Order.** Robert's Rules of Order govern the procedures of the Association not covered by these Bylaws. The presiding chair or designee shall be the meeting parliamentarian. The parliamentarian's decision may be overruled by a majority vote of the members present.

## ARTICLE VI. BOARD OF DIRECTORS

**Section 1. Officers.** The officers shall be a President, a Vice President, a Secretary and a Treasurer (or a Secretary/Treasurer). No person may hold more than one office.

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**Section 2. Members.** The Board of Directors shall consist of the officers, the Land Use Director, and any additional members determined by vote of the membership. No majority of Board positions may be held by members of the same family or those who reside in the same household. A list of current Board members shall be kept on file with the City of Gresham.

**Section 3. Eligibility.** Any Association voting member may serve on the Board, provided that any representative from categories C, D, E or F of **Article IV, Membership**, shall supply a letter of appointment from the governing body of their organization to be eligible for election to the Board.

**Section 4. Election.** The Board shall be elected, either individually or as a slate, by a majority vote of the members present at each Annual Meeting. Nominees are expected to be present for elections; however, if a nominee is unavoidably prevented from attending, physical proof of willingness to serve and an explanation for the necessary absence must be provided by the person submitting his/her name. Each member present is entitled to vote as per **Article IV, Membership**. Votes in contested elections may be by signed ballots.

**Section 5. Term of Office.** Board members shall serve one year terms, may serve more than one term, and shall hold office until their successor has been duly elected and qualified.

**Section 6. Compensation.** No Board member may be compensated except for reimbursement of expenses authorized by the Board.

**Section 7. Removal.** Any Board member who fails to fulfill his/her duties, knowingly acts contrary to these Bylaws or commits misconduct may be removed through a Board vote or through a grievance procedure per **Article XI, Grievances**. Removal at a Board meeting requires at least 15 days' written notice to the Board member, notice to the membership per **Article VI, Meetings of the Board**, and a two-thirds majority vote of the entire Board. Any removal at a Board meeting shall be confirmed at the next regular membership meeting or at a special meeting called for the election of a successor.

**Section 8. Vacancies.** Board vacancies shall be temporarily filled by a majority vote of the remaining Board members. A permanent replacement to fill the unexpired term shall be elected at the next regular membership meeting or at a special meeting called for the election.

**Section 9. Powers and Duties.** Board members shall attend all membership and Board meetings unless excused by the President prior to the meeting; ensure that there is at least one Board member representing the Association at each meeting of the Coalition of Gresham Neighborhood Associations; work together to manage the affairs of the Association between membership meetings and assign or reassign any duties or tasks among Board members to ensure a well-functioning Board; fulfill their respective duties and complete assigned tasks; and act professionally and appropriately in what they believe is the best interest of the Association.

**A. President.** The President shall lead and represent the Association; preside at all meetings of the Board and the general membership; and call Board and membership meetings, set their agendas, and conduct the business of the Association in consultation with the Board.

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**B. Vice President.** The Vice President shall assume the responsibilities of and perform the duties of the President in his/her absence or incapacity, or at the President's request; chair the Bylaws Committee if it exists; maintain, interpret and uphold these Bylaws; ensure that the City of Gresham receives amended Bylaws within two weeks of approval; and perform other duties as assigned.

**C. Secretary.** The Secretary shall record and keep the minutes of all Board and membership meetings; ensure that the Board and the City of Gresham receives draft minutes within 30 days of the meeting and final minutes within 15 days of approval; maintain a file of Association documents and correspondence; and, in consultation with the President, mail notices and information to members.

**D. Treasurer.** The Treasurer shall receive and disburse Association funds as directed by the Board and the adopted budget; keep and deposit funds in a reliable bank or other depository designated by the Board; present a written financial report at the Annual Meeting; present a treasurer's report at each regular meeting; and chair the Finance Committee if it exists. Association fund withdrawals or payments over \$100 shall also be signed by a second Board member.

**E. Land Use Director.** The Land Use Director shall consult with the President or Board to coordinate Early Neighborhood Notification as required by City of Gresham code and to make appropriate Association public comment on land use applications or code changes; may delegate the writing or presentation of such public comments; and chair the Land Use Committee if it exists.

**F. Other members.** The duties of other Board members shall be determined by the membership at the meeting at which the other Board positions are created.

**Section 10. Gresham Administrative Procedures.** The Board shall take all actions necessary to comply with City of Gresham administrative procedures, per GRC Article 2.60.

## ARTICLE VII. MEETINGS OF THE BOARD

**Section 1. Date, Time and Place.** The Board shall determine the date, time and place of Board meetings. Meetings shall be open to Association members and may be open to the public unless a majority of the attending Board members vote to close part or all of the meeting to the public and the meeting is not required to be open by City administrative procedures. Board meetings may take place in a private home if it can accommodate all who wish to attend and if a public meeting place is not required by City administrative procedures.

**Section 2. Special and Emergency Meetings.** Special or emergency Board meetings may be called by the President or any two Board members and are defined as in **Article V, Meetings of the Membership**.

**Section 3. Notice.** Once the time and place of regular board meetings is established and announced, no further notice is required, unless there is a change. Notice shall be delivered by hand, U.S. mail, electronic mail or fax to all Board members and shall be made public to the

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general membership. For new or changes in regular meetings, notice shall be at least 7 days prior to the meeting; for special meetings, at least 7 days prior to the meeting; and for emergency meetings, at least 3 days prior to the meeting. Notice of a Board meeting to consider removal of a Board member shall be made public to the general membership at least 15 days before the meeting.

**Section 4. Quorum.** A quorum shall consist of a majority of the Board, but not less than three.

**Section 5. Board Decisions.** The Board may make routine day-to-day decisions, including planning for future events or meetings, creating agendas, discussing details of the manner in which decisions will be implemented, or duties required or authorized by these Bylaws. The act of the majority of the Board members present at a Board meeting at which a quorum is present shall be the act of the Board, unless a greater proportion is required by law or these Bylaws. Non-Board members have no right to speak or vote. All decisions to give advice or recommendations shall be made by the general membership according to **Article V, Meetings of the Membership**, except in the following circumstance. For time-sensitive decisions, including votes to appeal land use decisions on behalf of the Association, the Board shall call a meeting of the general membership and make every reasonable effort to assure a quorum of the membership is present to make the decision. If a quorum of the membership is not achieved but there is a quorum of the Board at the meeting, the Board and those attending members are authorized to make such decisions by majority vote. Such decisions shall be reported to the general membership as soon as possible and later confirmed at a meeting of the general membership.

**Section 6. Minutes.** Board meeting minutes shall meet the same standards as general membership meeting minutes, per **Article V, Meetings of the Membership**, except the names instead of the number of members and guests shall be recorded and the minutes shall be approved at a subsequent Board meeting.

**Section 7. Rules of Order.** Board meetings shall use the same rules as general membership meetings, per **Article V, Meetings of the Membership**.

## ARTICLE VIII. COMMITTEES

**Section 1. Establishment.** Committees may be established by a vote of either the Association or the Board. Committees shall be comprised of no fewer than three members, one of which shall be the committee chair. Once established, a committee shall remain in existence until disbanded by a vote of the Association or the Board, or until the committee membership, including the chair, falls below three members (with 90 days to fill any vacancies).

**Section 2. Chairpersons.** Committee chairs may be elected by the Association or appointed by the Board. Elected chairs shall serve on the Board and shall meet the requirements of **Article VI, Board of Directors**. Chairs shall appoint their respective committee members, subject to Board confirmation; preside at their committee meetings; ensure that committee records are maintained; communicate committee updates and recommendations to the Board; and ensure that the purposes of their committees and tasks assigned by the Board are carried out.

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**Section 3. Members.** Any Association member may serve on a committee and shall be appointed or reappointed on an annual basis, according to **Section 2** above.

**Section 4. Removal. Vacancies.** Appointed chairs and committee members may be removed by the Board for failure to fulfill their duties, knowingly acting contrary to these Bylaws or committing misconduct. Vacancies shall be filled by appointment to a new term.

**Section 5. Meetings.** Committees shall follow the provisions in **Article VII, Meetings of the Board**, except the chair shall call meetings and references to the President or Board shall be interpreted as references to the chair or committee. No committee may take action as a committee if there are not at least three members, including the chair. All decisions to give advice or recommendations on behalf of the Association shall be referred to the Board for the calling of a meeting of the general membership according to **Article V, Meetings of the Membership**.

**Section 6. Suggested Committees.** Committees may include, but are not limited to, the following:

**A. Bylaws.** The Bylaws Committee shall review and make recommendations on amendments to these Bylaws. It shall give at least one written report to the Board each year.

**B. Finance.** The Finance Committee shall submit a proposed budget to the Board within one month of the Annual Meeting and shall help with any fund-raising on behalf of the Association.

**C. Land Use.** The Land Use Committee shall review proposed land use, road construction and zoning changes that affect the Association, and shall make recommendations to the Board regarding the Association's position and action on such issues. Time-sensitive public comments may be delegated to individual committee members or Board members.

**D. Public Safety.** A Public Safety Committee shall monitor for and report on adverse conditions, provide public safety education and help establish public safety activities within Association boundaries.

**E. Governmental Affairs.** A Governmental Affairs Committee shall monitor for and report on any governmental activities planned or taking place that affect the Association.

**F. Sustainability and Natural Resources.** A Sustainability and Natural Resources Committee shall develop and help implement projects that promote sustainable living, including environmental protection, energy efficiency, recycling, and local access to food, parks and jobs.

## ARTICLE IX. CONFLICT OF INTEREST.

Whenever a member determines that they have a conflict of interest relating to an item under discussion, they must inform the body hearing the proposal that the conflict of interest exists, and this must be recorded in the minutes. The member may elect to abstain from voting on the item and can be excluded from voting by a majority vote of the hearing body members present.

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## ARTICLE X. INDEMNIFICATION.

Association volunteers, who include Board members and committee members, are protected to the fullest extent possible by the federal Volunteer Protection Act and the state Liability of Qualified Directors law. The Association shall also indemnify and hold harmless all Association volunteers from any and all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in good faith, consistent with these Bylaws and in furtherance of the business or affairs of the Association. The satisfaction of any indemnification of volunteers under this section will be from, and limited to, Association assets, and Association members shall have no personal liability on account thereof.

## ARTICLE XI. GRIEVANCES.

**Section 1. Filing.** Any person with standing alleging a violation of these Bylaws by the Association, the Board, a Board member, a committee or a committee member of the Association may file a written complaint with the Board within 30 days of the alleged violation. The complaint shall include the name, address, and phone number of the petitioner, a description of the alleged violation, references to those portions of the Bylaws in violation, and a proposed remedy, if any.

**Section 2. Panel.** The Board shall convene a panel of Association members agreeable to all parties involved in the complaint within 15 days after receipt of the complaint, unless all parties agree to a delay. If a party refuses to cooperate with the Board to select panel members, the Board may convene the panel without that party's approval. The panel shall review the matter, determine whether the petitioner has standing, attempt to resolve the complaint if standing exists, compile a report and advise the Board on scheduling a hearing. Decisions by the panel shall be by majority vote.

**Section 3. Notice.** A copy of the panel's report shall be given to the Board and all parties involved in the complaint within 15 days of the report's completion. If the panel recommends a hearing, written notice of a hearing shall be given to all parties at least 15 days before the hearing, unless all parties agree to a shortened notice period. Notice to the membership shall be as in **Article V, Meetings of the Membership.**

**Section 4. Hearing.** If the panel recommends a hearing, the Board shall schedule a hearing and place it on the agenda for the next regular membership meeting or a special meeting called to hear the complaint. The panel shall report its findings and recommendation during the hearing. Final resolution shall be by majority vote of the members present at the meeting, except removal from office shall require a two-thirds majority vote.

**Section 5. Recall of the Board.** If the Board willfully fails to follow these Bylaws, 20 (or more) Association members may call a Special Meeting to consider the recall of the Board and to conduct new elections, if necessary, by submitting a written and signed notice of the Board's



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misconduct to the entire Board, to the Board of the Coalition of Gresham Neighborhood Associations, and to the City of Gresham's manager. The members calling the meeting shall follow all of the usual procedures under **Article V, Meetings of the Membership**, with the exception that notice shall be at least 15 days prior to the meeting, quorum shall be 20, an independent party (such as a mediator) shall facilitate the meeting, an independent party shall take the minutes and a vote to recall shall require a two-thirds majority of the members present.

## **ARTICLE XII. SEVERABILITY.**

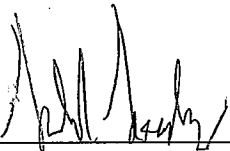
If any part of these Bylaws is or becomes invalid, illegal or unenforceable, that shall have no effect on the validity, legality or enforceability of any other part of these Bylaws.

## **ARTICLE XIII. AMENDMENTS**

**Section 1. Amendments.** These Bylaws may be amended at any regular or special meeting of the membership at which a quorum is present by a majority vote of all members present at the meeting, provided notice of the meeting and the substance of the amendment shall be given to all Board members at least 30 days prior to the meeting and to the membership at least 15 days prior to the meeting. Notice shall also be given to the City of Gresham's manager at least 15 days prior to the meeting.

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

Approved on November 7, 2012.

  
\_\_\_\_\_, President  
Todd Treadway