

Bylaws of the Bridlemile Neighborhood Association

ARTICLE I: NAME

The name of the organization shall be Bridlemile Neighborhood Association (BNA).

ARTICLE II: PURPOSE

The purposes for which BNA is organized are:

- a. To consider and act on issues that affect the livability and quality of the neighborhood;
- b. To provide an open process by which all members may involve themselves in the affairs of the neighborhood;
- c. To do and perform all the activities related to the above purposes, to have and enjoy all the powers granted, and engage in any lawful activities for which nonprofit corporations may be organized under Chapter 65 of the Oregon Revised Statutes or its equivalent future statutory language.
- d. To take positions in matters of civic interest, and promote those positions in communications;
- e. To inform residents of events or plans affecting the neighborhood;
- f. To establish and maintain open lines of communication with other organizations, such as district coalitions, other neighborhood associations, and city, county, regional, and state government agencies; and
- g. For such other purposes as are approved by the Board of Directors (Board) or membership.

ARTICLE III: BOUNDARIES

The boundaries of BNA shall be defined as:

The portion of Southwest section of Portland, Oregon, beginning at the intersection of SW Dosch Road and SW Patton Road; then south along SW Dosch Road to Beaverton-Hillsdale Hwy., excluding, however, all properties on SW Dosch Road and on SW Flower Terrace, (those residents would belong to Hillsdale NA) then west along Beaverton-Hillsdale Hwy. to the county boundary; then clockwise around the property within the city limits of Portland that is just to the west of the county line and just north of Beaverton-Hillsdale Hwy., and back to the county line; then north on the county line to SW Hamilton Street; then west on SW Hamilton Street to SW Scholls Ferry Road; then north on SW Scholls Ferry Road to SW Patton Road; then east on Patton to SW 48th Ave., then north on SW 48th Ave. and along the south and east line of tax lot 33 (a 1.61 acre tract) to SW Hewett Blvd.; then east on SW Hewett Blvd. to SW Patton Road; then east on SW Patton Road to the point of beginning excluding the lot on the southwest corner of SW Patton Road and SW Dosch Road (currently a parking lot).

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility. All residents, property owners, and individuals who hold a business license located within the boundaries as defined by these bylaws and 18 years of age or older are eligible to be a member of BNA.

Section 2. Consent. An eligible person becomes a member of BNA two weeks after providing written consent in accordance with the procedures established by BNA.

Section 3. Term of Membership. An individual's term of membership shall be 12 months from the date they last consented to be a member of BNA as documented in Article IV, Section 2. Individuals are not limited in the number of times their term may be extended.

Section 4. Dues or Fees. Dues or fees shall not be required.

Section 5. Voting. Each member shall be entitled to one vote. There shall be one class of members of this Association.

Section 6. Member Powers. Each member is eligible to vote for election of board directors, bylaw amendments, and dissolution or merger.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number and Composition of Board Members. The number of directors may vary between a minimum of three and a maximum of 11.

Section 2. Eligibility for Board Service. Only members shall be qualified to hold an elected or appointed position.

Section 3. Terms of Office and Term Limits. Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for directors shall be two years. The board shall make provisions to stagger the terms of directors so that each year the terms of about one-half of the directors shall expire. All board members elected at the annual meeting prior to the ratification of these bylaws will complete their one year term of office. A director may be reelected without limitation on the number of terms s/he may serve.

Section 4. Removal. Any elected or appointed director may be removed, with or without cause, by a majority vote of the members at a membership meeting called by the board for that purpose.

Section 5. Board Vacancies. Vacancies on the board shall be filled by a vote of the directors currently serving on the board. A member appointed to fill a vacancy shall complete an unexpired term that will maintain the staggering of terms as stated in Article V, Section 3 and the board will fill vacancies with the shortest available term that will meet this requirement.

Section 6. Powers and Duties of the Board. The board shall be responsible for managing the affairs of BNA, and for assuring that members are informed of business that affects them through reasonable means of notification.

The board must act in the best interest of BNA but is not bound specifically to act according to the desire of the majority of Members attending a particular meeting.

Elected and appointed directors have the same powers and responsibilities.

ARTICLE VI: OFFICERS

Section 1. Titles and Eligibility. The officers of this association shall be chair, vice chair, secretary, treasurer, and neighborhood coalition delegate. To be eligible to be an officer, an individual must be a member of the Board.

Section 2. Terms of Office. Officers shall serve one year terms and may be reelected without limitation on the number of terms s/he may serve.

Section 3. Vacancy. A vacancy in any office shall be filled by a vote of the board not later than the first regular meeting of the board following the vacancy or as soon as possible.

The board must delegate the duties of a vacant office to one or more directors until the position is filled.

Section 4. Duties of Board Officers.

- a. Chair: The chair shall be the chief officer of BNA and shall act as the chair of the board. The chair shall: prepare the agenda for board and membership meetings, preside at all board and membership meetings; represent the position of the board and the interests of BNA; act as spokesperson for BNA; and serve as the public contact for BNA.
- b. Vice Chair: The vice chair shall perform the duties of the chair in his/her absence and when requested.
- c. Secretary: The secretary shall: record and maintain minutes of membership and board meetings, assist the chair with the correspondence of BNA; maintain the non-financial files of BNA; provide notice of all membership and board meetings; authenticate the records of the corporation; maintain current and accurate board and membership lists; and send approved minutes to the neighborhood district coalition office.
- d. Treasurer: The treasurer shall have overall responsibility for all BNA's funds. The treasurer shall: maintain full and accurate accounts of all financial records of the corporation; and present financial reports as directed by the board.
- e. Neighborhood Coalition Delegate: The neighborhood coalition delegate shall represent BNA at all meetings of the neighborhood coalition board.

ARTICLE VII: COMMITTEES

Section 1. Establishment of Committees. The board may establish standing and ad hoc committees as it deems necessary and desirable. Such committees may be advisory to the board or may exercise the authority of the board. Upon establishment of any committee, the board shall identify the scope of the committee's authority and duties and the number of members and appoint the committee's membership.

Section 2. Advisory Committees. The board may establish advisory committees as standing or ad hoc committees. Members of BNA are eligible to serve on these committees. The board appoints the committee members and may modify membership of the committee as necessary. Advisory committees are not required to comply with open meeting, notice, quorum, or public

records requirements. Advisory committees may make recommendations to the board but cannot implement recommendations or projects without board approval.

Section 3. Committees with Board Authority. Any committee that exercises any of the authority of the board shall be composed of two or more directors, elected by a majority vote of all directors. All members of a committee with board authority shall be members of BNA. Committees with board authority must abide by the requirements of the board regarding open meetings, notification, public records, and quorum.

Section 4. Limitations on Committees with Board Authority. Any committee action outside the approved guidelines shall be null and void. All decisions of a committee with board authority must be reviewed by the board at the next regular meeting. The board may reverse a committee's decisions in full or in part or may remand the decision back to the original committee by a majority vote.

Section 5. Limitations on the Powers of All Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend or repeal the articles of incorporation, bylaws, or any resolution by the board.

ARTICLE VIII: MEETINGS

Section 1. Membership Meetings.

- a. Annual Meeting: The annual meeting of the membership shall be held each year in the month of May on a date set by the board. The business of the annual meeting shall include a report from the board on the state of BNA, and the annual election of directors to the board. Notice of the annual meeting to the public must be at least seven days in advance. Notice to members must be provided at least 30 days in advance using an acceptable medium as defined by ONI Standards.
- b. Regular (or General) Membership Meetings: Regular membership meetings will be monthly at a regular day and time set by the board, unless decided otherwise by a majority vote of the Board of Directors. The membership shall advise the board of current concerns and possible actions. Notice of regular membership meetings to members and to the public must be at least seven days in advance.
- c. Special Membership Meetings: The board may call a special meeting of the membership. Notice of special membership meetings to members and to the public must be at least seven days in advance.

Section 2. Board Meetings.

- a. Regular Board Meetings: The board may meet monthly at a day and time set by the board to conduct the business of BNA. Notice of regular meetings of the board to the public must be at least seven days in advance. Direct notice to the directors and

individuals known to have an interest in topics on the meeting agenda must be provided at least one day in advance.

- b. Special Board Meetings: The chair may call a special meeting of the board when the timeliness of the regular meeting is insufficient to take action on particular issues. Notice of special meetings of the board to the public must be at least 7 days in advance and must identify the topics on the agenda. Direct notice to the board and individuals known to have an interest in the agenda topic(s) must be provided at least one day in advance. The board only can discuss and make decisions at special meetings on the topics on the agenda.
- c. Emergency Board Meetings: The chair or a majority of the board may call an emergency meeting of the board when there is insufficient time address timely business within the notice requirements of a regular or special meeting. Notice of an emergency meeting to all parties may not be less than 24 hours in advance. Direct notice to individuals known to have an interest in a particular agenda item must be provided.

Section 3. Quorum.

- a. Membership Meeting: A quorum for a membership meeting shall be a majority of the number of directors in office immediately before the meeting begins.
- b. Board of Directors Meeting: A quorum for a board meeting shall be a majority of the number of directors in office immediately before the meeting begins.
- c. Committee with Board Authority Meeting: A quorum for a meeting of a committee with board authority shall be a majority of the number of committee members immediately before the meeting begins. Advisory committees do not require a quorum to meet.

Section 4. Setting Meeting Agendas.

- a. Board Meetings: Board meeting agendas shall be set by the board.
- b. Membership Meetings: Membership meeting agendas shall be set by the board.
- c. Committee Meetings: Committee meeting agendas are set by the committee chair.
- d. Amending the Agenda: Members of the body that is meeting can amend the agenda at the beginning of the meeting.

Section 5. Calling a Meeting.

- a. Board meetings: Regular board meetings are established in the bylaws or set by board. The chair may call a special board meeting.
- b. Membership meetings: Regular membership meetings are established in the bylaws or by the board. The chair or board may call a special membership meeting.
- c. Committee meetings: Committee meetings are scheduled by the committee chair and/or the committee members.
- d. Cancelling a Meeting: Meetings can be cancelled by the same individual who or body that called the meeting.

Section 6. Deliberation and Decision Making. Action is taken by a majority vote of those eligible to vote at a meeting. The procedures for deliberation and decision making shall be established by the Board.

ARTICLE IX: ELECTIONS

Section 1. Annual Election. The members shall elect the directors at the annual election. Pursuant to Article V, Section 3, following the first election following the ratification of these bylaws only about one-half of directors will be elected at any time. The annual election will be held at the annual meeting during the month of May.

The board will assign the following tasks to one or more individuals or committees:

- Confirm terms of office of current directors
- Determine number of open director positions
- In cooperation with the board, seek eligible candidates to run for open director positions and collect nominations prior to the annual election.
- If not already established, develop a process for the election, including who will preside over the annual election, and submit it to the board for approval
- Establish a process to determine, at the election, who is eligible to vote (e.g. formal membership roster, sign-in check box, presentation of formal documentation of eligibility to be a member).
- Provide formal notice of the annual election. The notice should include:
 - Date, time, and place.
 - Number and type of open seats.
 - Process by which a Member can declare their interest in being a candidate for a board position.
 - Who is eligible to vote.
 - Process by which individuals can become a member and be eligible to vote.
 - Process at the election by which members will be asked to prove their member status and eligibility to vote.
- Prepare ballots and any other materials needed for the election
- Manage the election

Section 2. Election of Officers. Board members shall meet after the annual meeting and, by a majority vote of the board, elect the Chair, Vice Chair, Secretary, Treasurer, and Neighborhood Coalition Delegate.

Section 3. Voting Eligibility. Current members are eligible to vote in the annual election.

Section 4. Nomination Process.

- a. Nominations prior to the Annual Election: Nominations will be collected by the individual or committee designated in Article IX, Section 1.
- b. Nomination from the Floor at the Annual Election: Time shall be provided at the annual meeting for members to nominate members from the floor to be added to the

ballot. Nominations from the floor do not require a second. Individuals nominated from the floor must consent to be nominated.

- c. No Write-in Votes: Votes for individuals written in on ballots who have not been nominated through the designated nomination process(es) will not be counted.

Section 5. Voting Process.

Voting at the annual election shall be by secret paper ballot, unless a member makes a motion from the floor—subsequently approved by a vote of members present—to dispense with paper ballots and instead to vote by a show of hands or by voice. If none of the open seats are contested, a member may make a motion from the floor to adopt the full slate of candidates by acclamation.

Election of an individual requires a majority vote of the members voting in the annual election.

Members must be present to vote. Proxy voting and voting by mail are prohibited. Candidates do not need to be present to be elected.

ARTICLE X: GRIEVANCE PROCESS

Section 1. Other Forms of Conflict Resolution are Encouraged. All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with directors and members, and/or formal mediation whenever possible.

Section 2. Eligibility to Grieve. A person or group harmed as a result of a decision of this association may file a formal grievance if they believe the action taken by BNA violated a provision of these bylaws, a formally-adopted policy of BNA, or the ONI Standards.

Section 3. Filing a Grievance. Grievances must be submitted, in writing, to BNA chair and/or secretary, within 45 business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of BNA's bylaws or the ONI Standards which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

Section 4. Initial Review and Response. The board or the board's designee will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found not to meet the criteria, the board or its designee will inform the grievant in writing of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process continues.

Section 5. Grievance Committee. If the process continues, as per Section 4, the board, or a committee designated by the board, shall offer the grievant an opportunity to present information relevant to the grievance and shall gather other relevant information. The body carrying out the review will develop its findings and recommendations and submit them to the board.

Section 6. Board Action. The board shall consider the findings and recommendations and render a decision on the grievance. The board shall notify the grievant of the board's decision, in writing, within 60 calendar days from the receipt of the grievance.

ARTICLE XI: INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by laws any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, volunteer, or agent of the corporation.

ARTICLE XII: CONFLICT OF INTEREST

To protect the integrity of BNA's decision-making processes, Directors will disclose to the board any interest they have in a transaction or decision of the board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organizations with which they are affiliated. The director will not be present for or participate in any board discussion of or vote on the transaction or decision.

ARTICLE XIII: NON-DISCRIMINATION

BNA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XIV: ONI STANDARDS

BNA, in all its activities, shall comply with the requirements of the Office of Neighborhood Involvement Standards for neighborhood associations.

ARTICLE XV: AMENDMENT OF BYLAWS

All amendments to these bylaws must be proposed in writing. Amendments may be proposed by the board or by a petition signed by five members and presented to any board officer.

The board shall submit proposed amendments to the members for a reading at the soonest available general meeting such that proper notice can be given to all members. The board shall schedule a vote on the adoption of the amendment(s) at a subsequent general meeting.

Section 1. Notice. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of 14 days before the general meeting at which the amendment(s) will be voted on. The notice shall state that one of the purposes of the meeting is to consider the proposed amendment(s) to the bylaws and shall contain a copy of the proposed amendment(s).

Section 2. Adoption. Adoption and amendment of these bylaws shall require a two-thirds (2/3) vote by the members present at a general membership meeting.

Date Adopted: September 9th, 2015

Previous Revision: May 9th, 2012