Boise Neighborhood Association

Bylaws

Approved 04/14/08

Article 1: Purpose

Name of Organization: The name of the organization shall be the Boise Neighborhood Association (BNA).

Purpose of the Boise Neighborhood Association: The purposes for which the BNA is organized are:

A. To enhance the livability of the area by establishing and maintaining an open line of communication and acting as a liaison between the neighborhood, government agencies and officials, educational institutions, area businesses and business associations, churches, nonprofits, other neighborhoods and neighborhood groups, and other entities of interest and interested in the Boise community. This includes an active working relationship between Northeast Coalition of Neighborhoods and Office of Neighborhood Involvement.

B. To provide, encourage and facilitate an open process whereby all members of the neighborhood may involve themselves, or be heard on the issues, affairs and concerns of the neighborhood.

C. To do and perform all of the activities related to said purposes, to have and enjoy all the powers granted and engage in any lawful activity for which corporations may be organized under ORS chapter 61.

D. To be organized exclusively for educational, environmental, community, scientific and charitable purposes as prescribed by law. Notwithstanding any statement of purposes or powers aforesaid, this association shall not accept to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purpose.

F. To meet these livability objectives, it shall be the aim of BNA to address the following issues:

    1. Citizen Participation
    2. Education
    3. Economic/Job Development
    4. Health Services
    5. Housing and Physical Environment
    6. Law and Justice, Community Safety
    7. Social Services
    8. Recreation
    9. Honoring Diversity of Culture
    10. Transportation

Boundaries: The BNA will serve the community in the Boise Neighborhood. The boundaries of Boise Neighborhood shall be defined as follows: Western Boundaries are Interstate 5, East on Skidmore to Rodney, South on Rodney to Failing, East on Failing to Mallory, South on Mallory to Beech, East on Beech to MLK, South on MLK to Fremont, West on Fremont to Vancouver, South on Vancouver to Cook, West on Cook to the on-ramp to the Fremont Bridge, South on Kerby to Stanton to the intersection of Interstate 5. (See attached).

Article 2: Membership

Membership qualifications: Any person of the age 18 or older who now or hereafter comes in any one of the following categories shall ipso facto be a member and be entitled to the privileges and benefits of membership in the association.

A. Persons whose legal domicile (renter or homeowner) is within and who except for temporary absences actually resides within the legal boundaries as specified in Article 1.

B. One representative of owners of real property within the boundaries described in Article 1; and

C. Any business license holders (or one designated representative of a business), one representative from any nonprofit, school, church or other legal or civic organization with Boise boundaries.

D. "Active Member" shall be defined as one who has attended at least fifty percent of the meetings that calendar year, and is on the member mailing list.

Article 3: Public Meetings/ Public Records Requirements

Public Meetings and Public Records Requirements: The Association shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official action(s) taken by the Association must be on record or 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 will be transmitted along with any recommendations by the Association. Official records will be kept on file at Northeast Coalition of Neighborhoods.

Article 4: Dues

Dues: Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted. Activities to raise funds for BNA use may be held if appropriate.

Article 5: Membership Meetings

General Membership Meetings: General membership meetings shall occur once monthly on the second Monday of every month. Notification of meetings shall require at least seven days advance written notice (such as email, flyers or postings) to active members of BNA and public notice except for standard meetings. "Active Member" shall be defined as specified in Article 2. This is subject to amendment.

Board Meetings: The Board shall meet at least once per month and at any time the chairperson(s) designate. The meetings shall be open sessions, however, only Board members shall be entitled to vote. A quorum of board members shall be ¾ of the board; decisions shall be made by majority vote. Members of the BNA shall be notified of the meetings at least 7 days in advance.

Agenda: Subject to the approval of the board, a chairperson shall prepare the agenda for general and special meetings of the membership. Any person may request to add an item to the agenda by submitting the item in writing to the board of directors at least seven days in advance of the meeting (it will be added when possible). Any member of BNA may make a motion to add an item to the agendas at the respective meeting. Adoption of that motion requires a second and a majority vote.

Quorum: A quorum for any meeting of BNA shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of BNA shall be made by a majority vote of those present at any meeting.

Participation: Any meeting is open to any person and all who wish to be heard. There will be a designated time for public comment at the beginning and/or at the end of any meeting. All actions or recommendations of the meetings shall be communicated to all affected parties, including minority reports.

Procedure: The rules contained in the latest Robert's Rules of Order shall govern the conduct of all meetings in all cases to which they are applicable and to which they are not inconsistent with the bylaws and any special rules the BNA may adopt.

Special Membership or Meetings of the Board: Special meetings may be called by the chairperson or the board of directors as deemed necessary. Notification and purpose of the special meeting shall require seven days written, verbal or email notice to active members of BNA and public notice- unless there is a time constraint imposed on the BNA.

Committee Meetings: Scheduling and notice of committee meetings shall be at the discretion of the chair(s) of that committee. Any actions or decisions will be brought to the board for authorization or further action as appropriate.

Article 6: Board of Directors

Eligibility for Board Service: Only persons eligible for BNA membership shall be qualified to hold an elected or appointed position- see Article 2.

Terms of Office: Beginning in **May**, each board member shall hold office for a term of **one year** for which one is elected and until the successor shall be elected. Each board member shall serve as an advisor to their successor for an additional **three months**. Any position may be served as a co-position except the representatives to NECN, which has two members elected. In absence of interested parties, it is possible for one person to hold more than one office.

Elections of Board Members: Board Members shall be elected annually by a vote of the membership. Elections can be held semi-annually as needed to allow for continuous flow of leadership. The names of all candidates for the board shall be placed in nomination. Election required a majority vote of membership present. In votes where 25 people or fewer are present, each voting parties name and vote shall be recorded as part of the minutes. Dissenting views of the minority shall be summarized in the minutes.

Number of Board Members: The composition of the BNA board of directors, hereafter referred to as the board, shall be composed of chair, secretary, treasurer, committee chairs, and two representatives to the Northeast Coalition of Neighborhoods and one representative to the Historic Mississippi Business Association. Any position can be a co-position. The general membership and the board of directors shall determine the exact number of board positions annually.

Duties of Board Members: The Board of Directors shall be the governing body of the association and exercise control of the affairs, funds and property of the association. The affairs of BNA shall be managed by the board in the interim between general meetings. The board shall be accountable to the membership; shall actively seek the input of those affected by any proposed policies or reactions, when possible, before adopting any recommendation on behalf of BNA; and shall strictly comply with these bylaws.

A. **Executive Committee:** The executive committee shall be comprised of Chair, Secretary, Treasurer and the BNA Representatives to the NECN as well as any co-officers of these positions. One person may be designated to serve as the parliamentarian. The body is authorized to have private meetings without minutes recorded as outlined in the ONI Standards.

B. **Chair Person/Co-Chair Persons:** The Chair and/or Co-Chair shall have general supervision of the affairs of the association. They shall preside at all meetings of the board and membership, sign or countersign all contracts or instruments authorized by the board, and perform all duties as required by the office of the board. The Chairperson/Co-Chairpersons shall prepare the agenda; appoint members of committees not elected, with a majority approval of the board, except for the members of the grievance committee (elected by the general membership). Update the Northeast Coalition of Neighborhoods and Office of Neighborhood Involvement on the current names of the Board, and activities of BNA.

C. **Secretary/Co-Secretary:** The Secretaries shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence of the BNA; shall make records of BNA; shall make records of BNA available for inspection at any reasonable time. Upon approval of the meeting minutes, the secretary will submit the final approved minutes within 10 days of approval date to the Chair/Co-Chair, NECN and ONI.

D. **Treasurer/Co-Treasurer:** The Treasurer shall be held accountable for all funds (both general and committee specific) and shall give an accounting at each general meeting; shall receive, provide safe-keeping and disburse general BNA funds. The Treasurer will ensure current signature cards at the financial institution of the Chair, Treasurer and one other board member. Disbursement shall require any two signatures of the aforementioned.

E. **Board Members At-Large**: Two at large board members will be elected or appointed to serve as active liaisons between community stakeholders or as special committee chairs as needed.

F. **Committee Chairs:** A Committee Chair shall be held accountable for the activities of that respective committee. Chairs will ensure that meeting minutes are recorded and submitted within 10 days to the secretary and the chair. Chairs will report on the activities of that committee to the Board and the membership. Committee Chairs shall be considered voting members of the Board. *See Article 7 for specifics on Committees.*

G. **BNA Representatives to the Northeast Coalition of Neighborhoods (NECN) Board**: Two board members, to be elected or appointed, to attend NECN meetings and report BNA concerns to the NECN and bring back to the BNA information from the NECN and ONI. These two BNA board members are also voting members of the NECN board.

H. **BNA Business Liaison:** One board member will be elected or appointed to act as a liasion and present BNA information to the **Historical Mississippi Business Association (HMBA)** and any other business associations such as North Northeast Business Association (NNEBA) located in or active within BNA boundaries and relay information to the BNA from the businesses associations. This is a voting member of the board.

Board Vacancies: The Board may fill any vacancies by majority vote of the board in cases involving absences by a board committee member from three consecutive meetings and inactivity in their position. A member appointed to fill the vacancy shall serve the remainder of the term and until a successor is elected or appointed.

Conflict of Interest: See Article 8.

Emergency powers of the Board: In such cases where the board is required to provide neighborhood response before the question is presented to the membership, the board must indicate to the questioner that this is the case, and shall present the action taken at the next meeting for purposes of ratifications.

Termination for Non-Attendance: Board Members failing to attend three consecutive Board meetings and/or who is inactive in their position shall be automatically deemed resigned from the Board. One Co-Chair shall contact that board member prior to position forfeiture.

Article 7: Committees

Committees: The Board shall establish both standing and special Committees as it deems necessary. Committees shall make recommendations to the board for the board actions. Committees shall not have authority to act on behalf of the BNA without specific authorization from the Board. All actions by special committees are subject to ratification by the board and voted on by the General Membership as specified in Article 2.

Standing Positions or Committees:

1. Communications Committee- publishes and manages Boise Voice newspaper, produces flyers and postcards. Manages advertising.
2. Events Committee- Manages events such as: Spring Clean-up (April), Booth at Mississippi Street Fair, National Night Out (August), Yard Sales.
3. Livability Committee- Works on land use and transportation issues in Boise.
4. Safety Committee- Works on public safety and crime issues.

Special Committees: “As needed” committees can be suggested by the board at any time and ratified by the membership at the next general meeting.

Committee Elections: Standing or special Committee Chairs shall be nominated by the board at any time and elected by the membership at the next general meeting.

Article 8: Voting

Membership Voting Eligibility: A person will qualify to vote as a resident first. If they are not a renter or homeowner, then the individual may be the one representative of real property, business, nonprofit, school, church or other legal or civic organization within Boise boundaries.

Voting Process: Voting members must sign-in and register at meetings in which they vote in accordance with the law. Each qualified member, as noted above, shall have one vote per person or organization to be cast during attendance at any general or special meeting. No absentee, voting by mail or proxy voting or similar types of voting is allowed.

Unless declared or requested other wise, voting issues will be decided by simple Majority of qualified voters at that meeting. This includes voting for Board members, committee chairs, “housing-keeping issues”, general community issues and other issues as brought before the Board or general body of the BNA.

Voting at meetings may be done orally, by a show of hands, or by a written ballot that contains the name of the member voting and the vote of that member. For election of officers, board members, and other representative and delegates, voting may be done by secret ballot. Upon the request of any voting member, a show of hands shall follow an oral vote. Anyone wishing to see written ballots may do so at the meeting or anytime thereafter before the ballots are discarded. Written ballots must be retained for a period of 60 days after the vote and then may be discarded.

The Chair or Co-Chair may call for a non-binding straw vote. The Chair or BNA member may ask for a vote by Consensus. This shall be seen as a vote for the matter at hand with all qualified members voting as Yea or abstaining and any abstainers counted and reported. The vote may be by show of hands or as a voiced vote. Names need not be recorded with a consensus vote.

Special elections or votes need not be only held during meetings but may be kept open for up to 24 hours as determined by the board. If the board determines to hold the vote open for 24 hours, rather than during a meeting, there will be a general membership vote which will pass by majority. This process for special elections of voting will not apply to other voting needs such as for board members, committee chairs, “house-keeping issues”, general community issues and other issues as brought before the Board or general body of the BNA.

By request from any BNA member and with the approval of a simple majority, a special election may be used to vote on issues that materially affect a street or large geographic area of the community. Issues or changes that are seen as changing the charter of the community or changes which impact a full street will require a 2/3 of the vote to be implemented. This specifically exclude votes for officers, single developers requests, issues involving individual lots or development and issues that have limited application.

The BNA will allow other voting methods as revised by the city and/or the Office of Neighborhood Involvement(ONI) when requested by a BNA member and voted by simple majority by the general body of the BNA.

Ballots: Ballots for written votes shall be numbered to match the sign-in sheet. The ballot shall have two parts with the same number on the top and bottom. Part one of each ballot shall contain space to list the issue[s] or people being voted on. A spaces for Yea, Nay or abstain for each item up for a vote.

The second part of the ballot with the same number and able to be separated from the voting ballot at the time of the count. This will include a request for the full name of the voter, printed, the address that qualifies them to vote in a BNA election, their phone number, a request for home address if different from qualifying address and a signature line.

The ballots shall have the names removed prior to the counting of ballots. Both ballots and qualifying information shall be retained. Anyone wishing to see written ballots may do so at the meeting or anytime thereafter before the ballots are discarded. Written ballots must be retained for a period of 60 days after the vote and then may be discarded.

Article 9: Conflict of Interest

Definition: A conflict of interest exists for a member or board member whenever the member holds a personal financial interest which will be impacted by the action or inaction by BNA on a proposal before the membership or board. A personal financial interest shall include a financial interest held by the member or board member and/or by members or their immediate family. A personal financial interest includes an ownership interest above 5% of a business which will be impacted by the BNA decision. Examples of personal interest would include: Employment by BNA; ownership of property the use or control of which is being considered by BNA; plans to purchase property the use or control of which is under decision by BNA.

Whenever a board member determines that he or she has a conflict of interest relating to an item under discussion, he or she must inform the body (membership or board) hearing the proposal that the conflict of interest exists and this must be recorded in the minutes. The board member with the conflict of interest may elect to abstain from voting on the transaction in accordance with City of Portland law (insert reference for law here).

Declaring the Conflict of Interest: Whenever a member of the board determines that they have a conflict of interest, they must inform the body (membership or board) hearing the proposal that the conflict of interest exists. If the conflict is not declared, that board member will be released from their position.

Article 10: Liability of Directors and Officers; Indemnification

Section A: Liability of Directors and Officers: No board member or uncompensated office shall be personally liable to the Association for monetary damages for conduct as board member or officer, except for

1. Any breach of the director's or officer's duty of loyalty to the Association;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. Any unlawful distribution;
4. Any transaction from which the director or officer derived an improper personal benefit; and
5. Any act or omission in violation ORS Section 65.361, 65.364 or 65.367.

Section B: Indemnification of Directors, Officers, Employees or Agents

The Association shall indemnify any individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Association against liability incurred in the proceeding if:

1. The conduct of the individual was in good faith;
2. The individual reasonably believed that the individual's conduct was in the best interest of the Association, or at least not opposed to its best interest; and
3. In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

Impeachment: Any holder of an elected or appointed position may be removed and replaced by a two-thirds vote at a general or special meeting.

Article 11: Grievance

Grievance Procedure: Individuals or groups are encouraged to reconcile differences whether inside or outside the scope of these grievance procedures through one-on-one dialogue or mediation.

Eligibility to Grieve: Any person or group may initiate this grievance procedure by submitting a grievance in writing to the board chair. Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws that has directly affected the outcome of a decision of the BNA. Grievances must be submitted by 45 days of the alleged violation.

Processing the Grievance: Within seven days of receipt of the complaint, a grievance committee will be formed. Within 14 days of the receipt of the complaint, the committee will contact the petitioner to arrange a time and mutually acceptable place to meet and to review the complaint, and will, in writing within thirty days, recommend a resolution of the grievance to the board.

Final Resolution: Within 60 calendar days from the receipt of the grievance, the BNA shall render a final decision on the grievance and notify the grievant of their decision. Deliberations of the grievance committee on a recommendation, and by the board, may be held in private executive session. The committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant, board and membership. In the committee, board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of a majority of the membership at a general meeting. The grievant has 14 days to appeal the decision to the NECN and the use of mediation will be considered if appropriate.

Article 12: Procedure for Consideration of Proposals

Submission of Proposals: Any person or group, inside or outside the boundaries of BNA and any city agency may propose in writing items for consideration and/or recommendation to the board. The board shall decide whether proposed items appear on the agenda of the board meetings, standing or special committees meetings or general or special meetings.

Notification: The proponent and members directly affected by such proposals shall be notified in writing of the place, day and hour the proposal shall be reviewed not less than seven days in advance.

Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Dissemination: The BNA shall submit recommendations and dissenting views as recorded from the meetings to the proponents and other appropriate parties.

Article 13: Non-Discrimination

Non-Discrimination: BNA must not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age disability, national origin, income, or political affiliation in any of its policies, recommendations or action.

Article 14: Adoption and Amendment of Bylaws

Adoption and Amendment of Bylaws: All amendments to these bylaws must be proposed in writing and submitted to members at least seven days before voting on their adoption may proceed. Notice of proposal to amend the bylaws, specifying the date, time, and place for consideration, must be provided to all members at least seven days before voting. Adoption of and amendments to these bylaws shall require a two-thirds vote by the members present at a general meeting.

Bylaws prepared **January 2008** by the BNA Board 2007-2008 with cooperation of the City and ONI and the support of the membership.

Adopted on April 14, 2008

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Paige Coleman, Chair Date