

Bylaws

Bylaws contain the rules governing the internal affairs of an organization. They are the constitution of your organization that establishes its legal requirements. Bylaws govern the way you must function as well as the roles and responsibilities of your officers.

To be recognized as a legitimate organization you must have written bylaws. They are also necessary to obtain tax-exempt status from the federal government. However, some groups may not want to or see the need to have a formal set of bylaws when they are just beginning. Bylaws are necessary but can be completed over time.

A sample set of bylaws are included in this workbook. It is important to think about the needs of your group and tailor your bylaws to meet your needs. Be as specific as possible, yet allow for flexibility within your organization. Take this process seriously, as your bylaws will be with your neighborhood association for a long time.

Bylaws will include the name of the organization, neighborhood boundaries, purpose, membership qualifications (open to all residents and often local business owners or workers in the neighborhood), a set of procedures for voting on issues and leadership, roles and rules for leadership, conflict of interest statement, grievance procedures, nondiscrimination statement, and financial information. It does not need to be as detailed as the following sample bylaws but should match the needs of your organization.

Sample Bylaws

Adapted from the City of Portland, OR.

ARTICLE 1. NAME OF ORGANIZATION:

The name of the organization shall be _____ Neighborhood Association.

ARTICLE 2. PURPOSE:

The purposes for which the Neighborhood Association is organized are:

- a) To enhance the livability of the neighborhood and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.

c) To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under ORS Chapter 65.

d) For such other objectives as are approved by the Board of Directors (Board) or membership

ARTICLE 3. BOUNDARIES:

Boundaries of the Neighborhood Association shall be defined as...

ARTICLE 4. MEMBERSHIP

Qualifications:

Membership in the Neighborhood Association shall be open to all residents, property owners, and holders of a business license located within the boundaries as defined by the Boundaries section of these bylaws who request in writing to be a member

Voting:

All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business shall have the same privilege as the residents listed above. Unless otherwise specified in these bylaws decisions of the Neighborhood Association shall be made by a majority vote of those members present at any meeting.

ARTICLE 5. FINANCIAL SUPPORT:

Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and fund raising may be authorized by the Board.

ARTICLE 6. MEMBERSHIP MEETINGS:

General Membership Meetings:

There shall be at (you set frequency, a minimum of one per year) general membership meetings each year. The meetings shall be convened in even (or odd) numbered months and upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a

minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

Special or Non-Regular Meetings:

Special meetings of the membership, board or committees may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members, board or committee members, and to individuals and news media that have requested notice.

ARTICLE 7. AGENDA:

Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by: a.) submitting the item in writing to the Board at least seven (7) days in advance of the meeting or, b.) making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

ARTICLE 8. QUORUM:

Note: A quorum is the minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid. A quorum for any general or special meeting of the Neighborhood Association is (must be a fixed number or number that can be calculated from a clear formula).

ARTICLE 9. PARTICIPATION:

Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

ARTICLE 10. PROCEDURES:

Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

ARTICLE 11. BOARD MEMBERS

Board Officers:

Board members shall meet after the (annual meeting or list month) general meeting and, by majority vote of the neighborhood organization members present, elect a President, Vice President, Secretary, and Treasurer. Any remaining Board members shall be members-at-large.

Number of Board Members:

The Board shall determine the exact numbers of Board positions annually. There shall be at least four (4) and no more than nine (9) Board members.

Eligibility for Board Service:

Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Board Vacancies

The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Election of Board Members

Board members shall be elected annually by a vote of the membership at the annual meeting (or list month meeting is held). The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the Neighborhood Association. Election requires a majority vote of the membership present.

Duties of Board Officers:

President: The President shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chairperson shall represent the position of the Board and the interests of the Neighborhood Association.

Vice President: The Vice President shall perform the duties of the Chairperson in the Chairperson's absence and as authorized by the bylaws or regulations of the Board.

Secretary: The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial files of the Neighborhood Association. The Secretary will maintain a list of Board members and their terms.

Treasurer: The Treasurer shall have charge of all funds belonging to the Neighborhood Association and shall receive, deposit and disburse funds for the Neighborhood Association in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.

Powers of the Board:

The Board shall be responsible for all business coming before the Neighborhood Association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

ARTICLE 12. CONFLICT OF INTEREST PROCEDURES

A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action Suggested_Neigh_Assoc_Bylaws_2006.doc 9/8/2006 Page 8 of 9 taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE 13. GRIEVANCE PROCEDURES:

One-on-One Dialogue and Mediation:

Individuals and 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. 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 _____ Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.

Processing the Grievance:

The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.

Final Resolution:

Within 60 calendar days from receipt of the grievance, _____ Neighborhood Association shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session

ARTICLE 14. PROCEDURE FOR CONSIDERATION OF PROPOSALS

Submission of Proposals:

Any person or group, inside or outside the boundaries of the Neighborhood Association may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

Notification

The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.

Attendance:

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

Dissemination:

The Neighborhood Association shall record recommendations and dissenting views in the meeting minutes

ARTICLE 15. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

The Neighborhood Association shall abide by all the requirements relative to public meetings and public records. Official action(s) taken by the Neighborhood 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) and recommendations made along with a summary of dissenting views. Official records will be kept on file and be publically available.

ARTICLE 16. NONDISCRIMINATION:

The Neighborhood Association 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 17. ADOPTION AND AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. 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 seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.