

# Bylaws

## Of the River West Neighborhood Association,

Adopted March 21, 2002 and Revised May 11, 2006, Further Revised 1/29/2009

### ARTICLE 1: NAME AND BOUNDARIES

**Section 1:** The name of the organization shall be the River West Neighborhood Association (RWNA). RWNA has been registered as an IRC 501©(4), tax-exempt civic organization since January 21, 2003.

**Section 2:** Boundary exists east of College Way including Central Oregon Community College (not to include Monterey Pines/Pence Place subdivision). RWNA will include Newport Hills subdivision and Rock Wood Estates, but not Northwest Crossings Subdivision. South of Rimrock Road/Wilmington St. East of the Deschutes River at Wilmington northward to Mt Washington Drive. West of Division to NE Underwood, then West of the Bend Parkway. North of Franklin Ave to Brooks Alley, then west of the Deschutes River to Simpson Ave. North of Simpson Avenue, west of Mt Washington Drive. South of Troon (not including Troon). East of 17th St, then north of Skyliners to include Newport Hills.

### ARTICLE 2: PURPOSE

The purposes for which RWNA is organized are:

To maintain, protect and enhance the livability and sense of community of the Neighborhood.

To maintain an open line of communication and liaison among the Neighborhood, the City of Bend, other participating agencies, and other neighborhoods.

To provide an open process by which all members of the Neighborhood may involve themselves in the affairs of the Neighborhood.

To facilitate the exchange of information among Neighborhood citizens.

To be organized exclusively for educational, social and charitable purposes – not political purposes.

Nothing in these bylaws shall preclude an association from forming as a non-profit organization.

### ARTICLE 3: MEMBERSHIP

**Section 1:** Membership is open to any current resident, 18 years of age or older, who has resided in the neighborhood for at least 30 days, or to any person or legal entity owning or occupying real property, or operating a business or non-profit organization within the boundaries of the RWNA. Business or other legal entities shall designate, in writing, a single representative for membership purposes.

**Section 2:** To be a member, each person must meet the qualifications of Section 1 and have submitted a membership application. Approval of membership applications requires a waiting period of thirty (30) days. After approval, each member shall have one vote.

#### **ARTICLE 4: DUES**

Charging of dues or membership fees shall be prohibited, but voluntary contributions and fundraising activities are encouraged.

#### **ARTICLE 5: MEETINGS**

**Section 1:** There shall be at least one (1) general membership meetings yearly. The meetings shall be convened upon any day decided by majority vote of the Board. Notification shall be by posted or published notice, E-Mail, telephone and other reasonable methods apt to reach a majority of the members. Notification for the general meeting shall require at least fourteen (14) days advance notice.

**Section 2:** A special meeting may be called by the Chair, or majority vote of the Board. Notification shall be by the methods listed in Section 1 and be made at least seven (7) days prior to the meeting.

**Section 3:** Working with the Board, the Chair shall prepare the agenda for general and special meetings of the membership. Any member may add an item to the agenda by submitting the item in writing to the Board at least seven (7) days in advance of the meeting and gaining approval of the majority of the Board, or by making a motion at the meeting. Adoption of a motion to add an agenda item requires a second and a majority vote of the members.

**Section 4:** A quorum for any general or special meeting shall be a minimum of ten (10) members in attendance. Unless otherwise specified in these bylaws, decisions shall be made by a majority vote of the members present.

**Section 5:** Any general, special, Board of committee meeting is open to any person. Only members are eligible to vote. All actions or recommendations, including minority reports, of the general or special meetings shall be recorded in the minutes and communicated to all affected parties. Presiding Officer may regulate discussion and length of time allocated to an issue and/or person.

**Section 6:** Robert's Rules of Order (Revised) shall be followed in all areas not covered by these bylaws.

## **ARTICLE 6: BOARD OF DIRECTORS AND OFFICERS**

**Section 1:** The Board shall initially consist of at least 3 members: Chair, Vice Chair and Secretary/Treasurer. The RWNA may add additional Board members as needed. Enactment requires a majority vote of the members at a general membership meeting.

**Section 2:** Each Board members shall hold office for a term of 2 years for which he/she is elected or appointed and until his/her successor has been elected or appointed to take office. The RWNA will identify the date for annual election of officers with submission of their bylaws for City Council approval.

**Section 3:** Only members shall be eligible to hold elected or appointed positions.

**Section 4:** The Board may fill any vacancy on the Board or committee by majority vote of the Board. Members appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed. A vacancy may arise by resignation of a Board member or, at the discretion of the majority of Board, removal of a Board member for failure to attend three consecutive meetings.

**Section 5:** Board members shall be elected by a vote of the membership at the annual meeting. Names of candidates for the Chair, Vice Chair and Secretary/Treasurer shall be placed in nomination by a nominating committee or by and member of the neighborhood association. Election requires a majority vote of the members present.

**Section 6:** The Board shall have following responsibilities and powers:

Manage the daily affairs for the neighborhood association.

Make decisions and represent the interests of the neighborhood association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.

Appoint committees to perform necessary functions and represent the neighborhood association on specified topics.

Establish a plan for maintaining and encouraging involvement in the neighborhood association.

**Section 7:** The Board Officers shall have the following duties:

The chair 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 authorize. The Chair shall represent the position of the Board and the interest of the neighborhood association.

The Vice Chair shall perform the duties of the Chair in the Chair's absence and as authorized by the bylaws or regulations for the Board. The Vice Chair or Membership Chair will also be responsible for membership applications.

The Secretary shall record and maintain minutes of Membership and Board meetings, assist the President with correspondence and maintain the non-financial files of the neighborhood association. The Secretary will maintain a list of Board members and committee members and their terms.

The Treasurer shall have charge of all funds belonging to the neighborhood 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.

**Section 8:** Regular board meetings are held once a month and are facilitated by the Chair. Special Board meetings may be called by the Chair by giving notice to each Board member of the time, place and items to be discussed or acted upon at least three calendar days before the special meeting. A special meeting shall be called when insufficient time is available to consider a pertinent matter at the regular Board meeting. A quorum consists for a majority of the currently elected Board members. The Board shall be notified not less than three (3) days preceding any board meetings; Notification shall be by mail, email or telephone to all board members and any media apt. to reach a majority of the membership.

**Section 9:** Any Board member may be removed from office by an affirmative vote of two thirds of the members of the association present at the meeting. A notice shall specify the reason for the proposed removal.

#### **ARTICLE 7: COMMITTEES:**

**Section 1:** A conflict of interest exists whenever the Board member holds a personal financial interest, which will be impacted by an action or inaction by the association on a proposal before the membership or the Board. A personal financial interest shall include financial interests held by the Board member and/or immediate family members, greater than 5% of a business affected by an association decision. Also, included are present or planned financial transactions between the Board member and the association, or between the Board member and any property owner whose property's use control is being reviewed by the association.

**Section 2:** Whenever a Board member determines that he or she has a conflict of interest relating to an item under discussion, the Board member must announce to the meeting that a conflict of interest exists.

**Section 3:** A transaction in which a Board member 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 are considered. The transaction will be ratified if it receives the affirmative vote of the majority of the Board members who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single Board member. If a majority of the Board members who have no direct or indirect interest in the transaction vote to authorize, approve or ratify a transaction, a quorum is present for the purpose of taking action. The presence of a Board Member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Board member with the direct or indirect conflict of interest shall abstain from voting on the transaction.

**ARTICLE 8: GRIEVANCE PROCEDURES:**

**Section 1 Eligibility:** A person or group adversely affected by a decision or policy of RWNA may submit in writing a complaint to any member of the Grievance Committee.

**Section 2 Complaint Receipt:** Within seven (7) days of receipt of the complaint, the committee shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint, and will, in writing, within thirty (30) days, recommend a resolution of the grievance to the officers.

**Section 3 Final Resolution:** The committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant, officers and membership within fourteen (14) days. If the committee, officers and petitioner cannot reach agreement, attempts shall be made to resolve the complaint through mediation. If these attempts are not successful, final resolution of the complaint shall be by vote of a majority of the membership at a general or special meeting.

**ARTICLE 9: INDEMNIFICATION:**

The association shall indemnify a Board member or officer who may be a party to a proceeding as a result of the individual being or having been a Board member or officer to the fullest extent provided by the laws of the State of Oregon now in effect or later amended.

**ARTICLE 10: CONSIDERATION OF PROPOSALS:**

**Section 1:** 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 be heard and if so, which meeting is most appropriate for the item to be heard.

**Section 2:** The proposer directly affected by such proposal shall be notified in writing of the time and place the proposal shall be reviewed not less than seven (7) days in advance by telephone, E-Mail, and also by public notice.

**Section 3:** The proposer and any other persons may attend this meeting to make presentations, answer questions, and offer comments on the proposal.

**Section 4:** RWNA minutes shall be available to the public.

**ARTICLE 11: PUBLIC MEETINGS/PUBLIC RECORD REQUIREMENT:**

The neighborhood association shall abide by all Oregon statutes relative to public meetings and public records. Official action(s) taken by the association, must be on record as part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken.

**ARTICLE 12: NONDISCRIMINATION:**

The RWNA shall not discriminate against individuals or groups on the basis of race, religion, color, gender, sexual orientation, familial status, age disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

**ARTICLE 13: ADOPTION AND AMENDMENT OF BYLAWS:**

All amendments to these bylaws must be proposed in writing and submitted to members along with notification for the general or special meeting to consider and vote on their adoption. Adoption of any amendments to these bylaws shall require a two-thirds (2/3) vote of the members present at this meeting.