



Proposed DRAFT Bylaws of the
South Burlingame Neighborhood Association
Adopted, 2021
Latest revision Jan 12 2023



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ACKNOWLEDGEMENT

Thank you to NAYA for the following statement:

We would like to respectfully acknowledge that the land on which we are gathering today is the traditional homelands of a diverse array of indigenous tribes and bands.

Multnomah County rests on traditional village sites of the Multnomah, Kathlamet, Clackamas, bands of Chinook, Tualatin, Kalapuya, Molalla and many other Tribes who made their homes along the Columbia River, and which is now home to a vibrant native community representing over 400 different tribal nations.

We recognize Indigenous peoples as the traditional stewards of this land and acknowledge the enduring relationship between the land and the people since time immemorial.



ARTICLE I: NAME

The name of the organization shall be “South Burlingame Neighborhood Association,” to be referred to in this document as “the association”.

ARTICLE II: PURPOSE

South Burlingame Neighborhood Association (SBNA) shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of SBNA shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

The purposes for which this association 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 residents, organizations and businesses operating within the Geographic Boundaries may involve themselves in the affairs of the neighborhood;
- c) To take positions in matters of civic interest, and promote those positions in communications;
- d) To inform residents of events or plans affecting the neighborhood;
- e) To establish and maintain open lines of communication with other organizations, including district coalitions, other neighborhood associations, and city, county, regional, and state government agencies; and
- f) For such other purposes as are approved by the Board of Directors (Board) or membership.

ARTICLE III: BOUNDARIES

Geographic Boundaries

The boundaries of this association shall be defined as:

Beginning at the intersection of SW Taylors Ferry Road and SW Boones Ferry Road; Thence westerly along Taylors Ferry to SW Spring Garden Road;
Thence northwesterly and westerly along SW Spring Garden Road to SW Twentieth Avenue;
Thence northerly along SW Twentieth Avenue and the projection of SW Twentieth Avenue to Interstate 5;
Thence northeasterly along Interstate 5 to the intersection of the projection of SW Tenth Avenue;
Thence northerly along SW Tenth Avenue projection to SW Barbur Boulevard;
Thence northeasterly along Barbur Boulevard to SW Miles Street;
Thence easterly along SW Miles Street to SW Brier Place;



Thence southerly along SW Brier Place to SW Canby Street;

Thence easterly along SW Canby Street and the projection of SW Canby Street to SW Taylors Ferry Road;

Thence southwesterly along SW Taylors Ferry to the point of beginning.

The above described courses shall run along the centerline and the centerline projections of their respective right of ways.

See Map 1: [Geographic Boundaries](#) (links to City of Portland website defined neighborhood map, also attached)

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility

All residents and owners of properties recognized by the Multnomah county assessor, business entities with a business license located within the boundaries as defined by these bylaws and are 18 years of age or older, are eligible to be a member of the association.

A business entity, or a non-profit organization shall appoint a single individual as their Representative member. This should be submitted in writing to the association President before the next board meeting at which the individual desires to represent the entity or organization. Appointments also shall be renewed annually prior to the annual elections. An Individual is only entitled to one membership. Entity Representatives should be vetted by Secretary to ensure validity. Business association representative has one vote regardless of residing within the boundary.

The board by majority vote can grant eligibility to an individual whose property is adjacent to the neighborhood association boundary. An individual can only belong to one neighborhood association at any given time.

Section 2. Consent

An eligible person shall become a member of the association by providing written consent in accordance with the procedures established by the association.

An eligible person becomes a member at the time she/he consents to join the association.

Section 3. Dues or Fees

Dues or fees shall not be required. Voluntary contributions may be accepted.

Section 4. Voting

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



Section 5. Member Powers

Members shall elect Board Officers and Delegates, vote on amendments to the bylaws, vote on removal of a board member, and vote on the dissolution or merger of SBNA.

Members can bring up motions during general assembly meetings. Only board members can present motions at board meetings.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number and Composition of Board Directors

The number of directors may vary between minimum of three (3) and maximum of twelve (12).

- a) Four (4) Officer Positions to include President, Vice President, Secretary, and Treasurer.
- b) District Delegates must reside, own land or represent a business or organization operating within the Geographic District they represent.

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.

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 general assembly 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. A member appointed to fill a vacancy shall serve until the next general assembly membership meeting election.

Section 6. Powers and Duties of the Board

The board shall be responsible for managing the affairs of the association, and for assuring that members are informed through reasonable means of notification of business that affects them.

The board must act in the best interest of the association but is not bound 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 President, Vice President, Secretary, and Treasurer. 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|two] - year terms and may be re-elected 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 President must delegate the duties of a vacant office to one or more directors until the position is filled.

Section 4. Duties of Board Officers

1. President:

The President shall be the chief officer of the association and shall act as the chair of the board. The President 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 the association; act as spokesperson for the association; and serve as the public contact for the association.

2. Vice-President:

The Vice President shall perform the duties of the President in his/her absence and when requested.

3. Secretary:

The Secretary shall have overall responsibility for all record keeping to include record and maintain minutes of membership and board meetings, assist the President with the correspondence of the association; maintain the non-financial files of the association; provide notice of all membership and board meetings; maintain current and accurate board Membership Lists; and upload to SBNA website (www.southburlingamena.org).

The Secretary manages the attendance sheets which indicate the consent to join when used.

4. Treasurer:

The Treasurer shall have overall responsibility for all SBNA funds; maintain full and accurate accounts of all financial records of SBNA; deposit all monies and other valuable effects in the name and to the credit of SBNA in such depositories as may be designated by the Board of Directors, disburse funds when proper to do so; and present financial reports to the Board of Directors.



5. Delegate(s):

The association Delegates shall represent the association at specified meetings; the Delegate will be appointed by the board. Between regular board meetings, the President may appoint a Delegate for a specific purpose on a temporary basis until the next regular board meeting.

ARTICLE VII: COMMITTEES

Section 1. Establishment of Committees

The President may establish standing and ad hoc committees as s/he 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 President may establish advisory committees as standing or ad hoc committees. Members of the association are eligible to serve on these committees. The board or President appoints the committee members. 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 the association. 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.

ARTICLE VIII: MEETINGS

Section 1. Membership Meetings

1. Annual Meeting:

The annual meeting of the membership shall be held each year in the month of May, or as close to as can be arranged on a date set by the board. The business of the annual meeting shall include a report from the board on the state of the association and the annual election of directors to the board. Notice of the annual meeting to the public must be at least 7 days in advance. Notice to members must be provided at least 7 days in advance, or 30 to 60 days in advance if by other than first class mail or registered mail.

2. Regular (or General) Membership Meetings:

Regular membership meetings will be held at least one time a year at a regular day and time set by the board. This meeting may also be the annual meeting. 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 7 days in advance.

3. Special Membership Meetings:

The board may call a special meeting of the membership. The board is required to schedule and convene a special membership meeting upon receipt of a petition signed by at least 25 members requesting such a meeting.

Notice of special membership meetings to members and to the public must be at least 7 days in advance.

Section 2. Board Meetings

1. Regular Board Meetings:

The board shall meet at least quarterly ~~10 times a year~~ on second Thursday of ~~each~~ the month ~~except May and August at 7pm~~ to conduct the business of the association. Notice of regular meetings of the board to the public must be at least 7 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. The board will decide the calendar and the dates of the meetings. When decided, the calendar will be made known to the public.

2. Special Board Meetings:

The President may call a special meeting of the board when the timeliness of the regular board 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.

3. Emergency Board Meetings:

The President or a majority of the board may call an emergency meeting of the board when there is insufficient time to 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. The nature for the emergency must be stated at the meeting and why the meeting could not be delayed to allow at least seven days' notice.

Section 3. Quorum

1. Membership Meeting:

A quorum for a general assembly membership meeting constitutes attendance by 10 members including the board members. Board members must have quorum.

2. 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.

3. 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

1. Board Meetings:

Board meeting agendas shall be set by the President.

2. Membership Meetings:

Membership meeting agendas shall be set by the President.

3. Committee Meetings:

Committee meeting agendas are set by the committee chair;

4. Amending the Agenda:

Members of the body that is meeting can amend the agenda at the beginning of the meeting.

Section 5. Cancelling a Meeting

Meetings can be cancelled by the same individual 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.

Section 7. Alternate Meeting Venue

Membership or Board meetings may be conducted through use of any means of communication by which all participants may simultaneously hear each other during the



meeting. This may include use of online meeting tools and technology with all efforts made to accommodate access for all.

ARTICLE IX: ELECTIONS

Section 1. Annual Election

The members shall elect the directors at the annual election. The annual election will be held at the annual meeting during the month of May or as close to it as possible.

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

- Confirm terms of office of current directors and officers if members elect them directly;
- Determine number of open director positions and offices;
- In cooperation with the board, seek eligible candidates to run for open director and officer positions;
- 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;
- Provide formal notice of the annual election. The notice should include:
 - Date, time, 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 if necessary and any other materials needed for the election.

Section 2. Election of Officers

Board members shall meet after the annual meeting and by vote of the board elect the officers.

Section 3. Voting Eligibility

Current members are eligible to vote in the annual election.

Section 4. Nomination Process

1. Nomination Committee:

The board [or President] shall create a nomination [or election] committee, which shall:

Develop a candidate slate for open positions if the possible number of candidates is greater than the number of vacant positions.



2. 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. The Secretary will vet eligibility of floor nominations.

3. No Write-in Votes:

Votes written in on ballots for individuals 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. Alternatively, if a meeting of the board occurs virtually and not in person the election shall be held by electronic vote.

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.

If more than two candidates are running and none receives a majority of affirmative votes, the candidates that receive the two highest vote counts advance to a second round of voting.

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 File A Grievance

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 the association violated a provision of these bylaws, a formally-adopted policy of the association, or the ONI Standards.

Section 3. Filing a Grievance

Grievances must be submitted, in writing, to the association President 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 the association's bylaws, policy 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. A Grievance Form is provided to fill out to ensure all required items for grievance application adherence.



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 XII: CONFLICT OF INTEREST

To protect the integrity of the association's decision-making processes, Directors and any member 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 conflicted director or members will not be present for or participate in any board discussion of or vote on the transaction or decision unless allowed by the board.

ARTICLE XIII: NON-DISCRIMINATION

SBNA will hold all groups of people, according to race, color, ethnicity, gender, sexuality, religion, ability, age, legal citizenship, national origin, income, political affiliation and intersectionality as equal. None is inferior or superior to the other in any of SBNA's policies, recommendations or actions.

We affirm that racial equity – an understanding and acknowledgment of historical and ongoing racial inequities and a commitment to actions challenging those inequities. We affirm participation in decision-making processes is the people's right and actively engage to dismantle barriers that prevent affected communities from participation by putting into practice the SBNA Equity Best Practices and SBNA Racial Equity Policy. Racial inequity in development continues to displace Black, Indigenous, and People of Color (BIPOC) in our region. SBNA will center the voices of BIPOC, LGBTQIA+, and communities excluded from



economic opportunities, immigrants and refugees, people with disabilities, renters, and other affected community members.

ARTICLE XIV: CIVIC LIFE STANDARDS

The neighborhood association, SBNA, in all its activities, shall comply with the requirements of Civic Life's Standards of Practice for neighborhood associations.

ARTICLE XVI: 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 25 number of members and presented to any board officer.

The board shall make publicly available proposed amendments to the members for reading at least 21 calendar days before the next general assembly membership meeting or board meeting. The board shall schedule a vote on the adoption of the amendment(s) at the subsequent general assembly membership 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 30 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 a proposed amendment 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.

FINAL DATE/SIGNATURES/PREVIOUS REVISIONS

Date Adopted and Signature:

*Shannon Hiller-Webb, President South Burlingame Neighborhood Association
May 13, 2021*

Previous Revisions:

- **DRAFT March 11, 2021, to go to General Membership May 2021**
- **May 10, 2018**
- **May 12, 2016**
- **January 12, 2023**

Appendix:

Articles of Incorporation