

**Bylaws
of the
Old Bend Neighborhood Association**

ARTICLE I: NAME AND BOUNDARIES

Section 1: The name of the organization shall be the Old Bend Neighborhood Association (OBNA).

Section 2: The OBNA encompasses a region generally described as: South of Franklin Avenue, south and east of the Deschutes River; north of Arizona Ave. (as proposed) and west of the Bend Parkway.

ARTICLE 2: PURPOSE

The purposes for which OBNA is organized are:

- (a) To maintain, protect and enhance the livability and sense of community of the neighborhood.
- (b) To maintain an open line of communication and liaison between and among the neighborhood, the City of Bend, other participating agencies, and other neighborhoods.
- (c) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- (d) To facilitate the exchange of information within the neighborhood.
- (e) To be organized exclusively for educational, social and charitable purposes.

Nothing in these bylaws shall preclude the OBNA from forming as a tax-exempt, non-profit corporation.

ARTICLE 3: MEMBERSHIP

Section 1 (Eligibility): Membership is open to:

- (a) Any current resident 18 years of age or older who has resided or been located in the neighborhood for a period of at least 30 days; or
- (b) Any person or legal entity owning real property, operating a business or any non-profit organization within the boundaries of the OBNA.

Section 2 (Application): Any eligible individual may become a member by submitting a written application stating the person's name, address and basis for membership eligibility. Except for the first annual meeting, persons who make application and who meet the eligibility requirement shall be admitted to the membership after a waiting period of five days. The board may establish rules regarding the proof required to demonstrate eligibility.

Section 3 (Designation of Representative): At the time of application, a business or organizational entity applicant shall designate a representative, which representative shall have voting privileges.

Section 4 (Voting): Each individual member shall have one vote, regardless of how many properties the member may own within the boundaries of the neighborhood. There shall be no limit on the number of votes a household may have, provided each member of the household is a member of the OBNA. Each member or designated representative of a business entity or other organizational member shall have one vote. No individual shall have more than one vote, even if the member is both a property owner or residence and a business owner. Voting may be made by proxy under rules adopted by the board. Proxies shall be effective only for a specific meeting.

Section 5 (Dues): Charging of dues or membership fees is prohibited, but voluntary contributions and fundraising activities are encouraged.

Section 6 (Expiration of Membership): Membership shall expire when a member no longer meets the membership eligibility requirements. In addition, membership shall expire if the member has failed to attend any membership meeting for a period of one corporate year, unless the member indicates in writing to the OBNA the member's desire to remain on the membership roster of the OBNA.

Section 7 (Active Membership List): The OBNA shall maintain a roster of active members. The chair shall designate a person or persons to be responsible for maintaining the membership roster. The membership list shall be available for inspection by any OBNA member or by representatives of the City of Bend Office of Neighborhoods. The OBNA may adopt policies limiting disclosure of the OBNA membership list.

Section 8 (Associate Membership Status): The OBNA board may authorize the creation of associate memberships, either voting or non-voting, for persons who reside in the area immediately to the north of the OBNA boundaries in an area generally described as east of the Deschutes River, north of Franklin Avenue, west of the Parkway, and south of Portland Avenue.

ARTICLE 4: MEMBERSHIP MEETINGS

Section 1 (General Meetings): There shall be at least two general membership meetings yearly. The meetings shall be convened in the fall and spring upon any day decided by majority vote of the board. Notification shall be by posted or published notices, E-mail, telephone and other reasonable methods likely to reach a majority of the members. The notice of the annual meeting shall specify that the meeting will include election of board members. General meetings shall require at least fourteen (14) days advance notice.

Section 2 (Special Meetings): A special meeting may be called by the Chair, or a 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. The notice shall describe the purpose of the meeting.

Section 3 (Meeting Agendas): 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 Chair 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 present.

Section 4 (Quorum): 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 (Open Meetings): Any general, special, board or committee meeting is open to any person. Only members are eligible to vote at membership meetings. 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.

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

ARTICLE 5: BOARD OF DIRECTORS

Section 1 (Number): The Board shall consist of an uneven number of members between five (5) and eleven (11) members. The initial board elected under these bylaws shall include seven members. The Board shall determine in advance of the annual meeting each year how many board slots there shall be for the ensuing year. No term of office shall be shortened by a decision to reduce the size of the board.

Section 2 (Term of Office): Except for any initial board designated by Articles of Incorporation, terms of office shall commence with the annual meeting. Terms of office shall be staggered. Terms of the members of the initial board following the first annual meeting shall be staggered for one (1) and two (2) year terms, as determined by the board at their first meeting following the election of new board members. Upon expiration of initial terms of office, terms shall be for two (2) year terms. There is no maximum number of terms that a director may serve.

Section 3 (Eligibility): Only members shall be eligible to hold elected or appointed board positions. Board members shall be elected at large and not by geographic area.

Section 4 (Election): Except for any initial board designated in Article of Incorporation, board members shall be elected annually by a vote of the membership at the fall meeting. Names of candidates for the board may be placed in nomination from the floor of the annual meeting by any member of the neighborhood association. Election requires a majority vote of the members present.

Section 5 (Vacancy): The board may fill any vacancy on the board or committee by majority vote of the board. A member appointed to fill a vacancy shall serve the remainder of the un-expired term. A vacancy may arise by resignation or death of a board member, by recall or by removal by vote of the majority of the board for failure to attend three regular board meetings in succession, provided that notice of such intent was given to the board member after the second absence.

Section 6 (Removal): Removal of a board member may be initiated by a petition signed by 20% of the OBNA members. Removal shall be considered only at a special meeting of the membership called for the purpose of voting on the petition. The meeting notice shall state that the purpose of the meeting is to consider removal of the board member. A majority vote of those members attending shall be required to remove a board member.

Section 7 (Organizational meeting): The members of the board shall meet after the fall general meeting for an organizational meeting, at which time officers shall be elected.

Section 8 (Powers): The board shall have following responsibilities and powers:

- a. Manage the daily affairs of the OBNA.
- b. Make decisions and represent the interests of the OBNA on all matters of neighborhood concern. The board shall attempt to seek input from the membership on such matters at regular membership meetings, but where it would be impractical to do so, the board and/or the board's representative may represent the views of the OBNA on such issues without having such input. All such actions shall be reported to the membership at the next regular meeting and through OBNA communication vehicles.
- c. Appoint committees to perform necessary functions and represent the OBNA on specified topics.
- d. Establish a plan for maintaining and encouraging involvement in OBNA.

Section 9 (Board Meetings):

- a. Regular board meetings shall be held on a monthly basis at a regularly scheduled date and time. Other meetings shall be regarded as special meetings of the board.
- b. Special board meetings may be called 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 not be called unless it is necessary to reschedule a regular board meeting from its regular time or unless insufficient time is available to consider a pertinent matter at the regular board meeting. Special board meetings may be called by the Chair or by 20% of the board members.
- c. A quorum consists of a majority of the currently elected board members.
- d. Notification of board meetings shall be by mail, email or telephone to all board members and any medium likely to reach a majority of the membership.

ARTICLE 6: OFFICERS

Section 1 (Offices): There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer, elected by and from among the members of the board. Except for the officers elected from the initial board designated in the Articles of Incorporation, the term of office shall be for a one-year term, commencing with the annual meeting.

Section 2 (Duties): The board officers shall have the following duties:

- a. 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 interests of the neighborhood association.

- b. The Vice-Chair shall perform the duties of the Chair in the Chair's absence and as authorized by the bylaws or regulations of the board.
- c. The Secretary shall record and maintain minutes of membership and board meetings, assist the Chair with correspondence, maintain the non-financial files of the neighborhood association and when requested authenticate records of the OBNA. The Secretary will maintain a list of board members and committee members and their terms.
- d. The Treasurer shall have charge of all funds belonging to OBNA and shall receive, deposit and disburse funds for the OBNA 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 3 (Vacancies): The board may fill any vacancy in an office from amongst the board by majority vote of the board. A board member appointed to fill a vacancy shall serve the remainder of the un-expired term. A vacancy may arise by resignation or death of an officer, or by removal by vote of the majority of the board, provided that notice in accordance with required notice for special meetings of such intent was given to the officer prior to taking such action.

ARTICLE 7: REPRESENTATION OF OBNA

Only the Chair of the board shall speak for OBNA, unless the chair designates other board members, officers or committees to speak for OBNA in particular instances or on particular issues. The Board may adopt rules that will allow committees representing geographic areas within the boundaries of the neighborhood to speak to issues germane to that particular geographic area of the neighborhood.

ARTICLE 8: FINANCES

The OBNA may establish a bank account. Any checks shall be signed by the Treasurer and one other authorized officer or board member.

ARTICLE 9: COMMITTEES:

The board may appoint standing committees and ad-hoc committees. Committees shall make recommendations to the board for board action. Committees shall not have the power to act on behalf of the organization without specific authorization from the board.

ARTICLE 10: CONFLICT OF INTEREST

Section 1: A conflict of interest exists whenever the board member holds a personal financial interest that will be impacted by an action or inaction by the association on a proposal before the membership or the board. A personal financial interest includes 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 and the board member'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 board members who have no direct or indirect interest in the transaction. If a majority of the board members who have no direct or indirect interest in the transaction votes 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 11: GRIEVANCE PROCEDURES

Section 1: Any person or group who objects to a decision or policy or believes they are adversely affected by a decision or policy of the OBNA may file a complaint in writing with the board.

Section 2: Within seven (7) days of receipt of the complaint, the board shall arrange with the petitioner for a mutually acceptable time and place for a review of the complaint, and will, in writing, within thirty (30) days, recommend a resolution of the grievance.

Section 3: If the board and petitioner cannot reach agreement, attempt shall be made to resolve the complaint through mediation. If mediation fails to reach agreement, final resolution of the complaint shall be by majority vote of the membership at a general or special meeting.

ARTICLE 12: 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 13: 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 and members 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.

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: The association shall submit recommendations and dissenting views of the relevant meetings to the proponent, other affected parties, and the Office of Neighborhood Associations.

ARTICLE 14: PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

The OBNA 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. A summary of

dissenting views should be transmitted along with any recommendations to the Office of Neighborhood Associations.

ARTICLE 15: NONDISCRIMINATION:

The OBNA 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 16: DOWNTOWN RESIDENT PROJECT

The OBNA may authorize by the vote of its Board of Directors that the OBNA organize a special project or a special committee to recognize or represent the interests of residents who reside in an area generally described as east of the Deschutes River, north of Franklin Avenue, west of the Parkway and south of Portland Ave.

ARTICLE 17: ADOPTION AND AMENDMENT OF BYLAWS:

Adoption of these bylaws shall require the assent of two-thirds of the initial board designated in the Articles of Incorporation, which shall be demonstrated by the signature of the initial board members.

All amendments to these bylaws must be proposed in writing and submitted to OBNA 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.