

**SAMPLE**  
**Constitution/Bylaws**  
**of the**  
**Neighborhood Association**

**ARTICLE I: NAME AND BOUNDARIES**

**Section 1:** The name of the organization shall be \_\_\_\_\_

**Section 2:** The NA encompasses a region generally defined as:

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**ARTICLE 2: PURPOSE**

The purposes for which NA is organized are:

(a) To maintain, protect and enhance the livability and sense of community of the Neighborhood, without suppressing the rights of individuals to express and promote divergent or contrary views.

(b) To maintain an open line of communication and liaison among the Neighborhood, the City, 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 among Neighborhood citizens.

(e) To be organized for the purpose of educational, social and charitable purposes.

(f) The association is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE 3: MEMBERSHIP**

**Section 1:** Membership is open to any person, 18 years of age or older, who has resided in the neighborhood for at least 30 days. Any person or legal entity owning real property, leasing or renting real property, operating a business, or non-profit organization, within the boundaries of the NA, shall be accepted as a member of the NA upon written request. Such business members shall designate, in writing, a single designated representative. Each member shall have one vote.

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

Charging of dues or membership fees shall be prohibited.

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

**Section 1:** There shall be at least one general membership meeting each year. Notification shall be by posted or published notices, E-mail, telephone or other reasonable methods apt to reach a majority of the members. Notification for general meetings shall require fourteen (14) days advance notice.

**Section 2:** A special meeting may be called by the Chair, and/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 (by letter, email or fax) 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 present.

**Section 4:** A quorum for any general or special meeting shall be half plus one of 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, or committee meeting is open to any person, only members are eligible to vote. Any Board meeting is open to any person, only the Board 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.

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

## **ARTICLE 7: BOARD OF DIRECTORS AND OFFICERS**

**Section 1:** The Board shall consist of a Chair, Vice Chair, and Secretary. The board may also acknowledge an alternate board member.

**Section 2:** Terms of office are staggered. Initial appointments for one (1) and two (2) year terms will be determined by the Board at their first meeting following the election of new Board members. Upon expiration of initial terms of office, elections would be for two (2) year terms.

**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. 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. A vacancy may arise by resignation of a Board member or, at discretion of the Board, removal of a Board member because of lack of significant participation.

**Section 5:** Board members shall be elected by a vote of the membership. Names of candidates shall be placed in nomination by a nominating committee or by any member of the neighborhood association. Election requires a majority vote of the members present.

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

- a. Manage the daily affairs of the neighborhood association.
- b. 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.
- c. Appoint committees to perform necessary functions and represent the neighborhood association on specified topics.
- d. Establish a plan for maintaining and encouraging involvement in the neighborhood association and neighborhood plan.

**Section 7:** 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 authorize from time to time. 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 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.

## **ARTICLE 8: 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 9: CONFLICT OF INTEREST**

**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. 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.

## **ARTICLE 10: 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 neighborhood association may file a complaint in writing with the Board. The complaining party shall be known as the "petitioner".

**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 11: 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 12: 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 13: PUBLIC MEETINGS/PUBLIC RECORDS 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. A summary of dissenting views should be transmitted along with any recommendations to the Office of Neighborhood Associations.

#### **ARTICLE 14: NONDISCRIMINATION:**

The neighborhood association 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.