

Bylaws of the Summit West Neighborhood Association **District**

Bend, Oregon

Amended ~~December 9, 2020~~ **March 5, 2024**

Article 1: Name and Boundaries

Section 1: Name – The name of the organization shall be the Summit West Neighborhood Association ~~(the Association).~~ **District (the District or SWND).**

Section 2: Boundaries – The ~~Association~~ **District** encompasses a region (the Neighborhood) generally defined as the area west of 17th street along Skyliner's Road and Shevlin Park Road to the ~~City's Western~~ **limits.** ~~boundary (including all of Northwest Crossing).~~ **The precise boundaries of districts are defined on a map maintained by the City of Bend.**

Article 2: Purpose

Section 1: The purposes for which ~~SWNA~~ **SWND** are organized are:

- A. To maintain, protect, and enhance the livability and sense of community of the Neighborhood.
- B. To preserve and enhance the scenic and recreational values that attracted residents to the Neighborhood.
- C. To promote public safety and emergency preparedness.
- D. To provide an open process by which all members of the ~~Association~~ **District** may involve themselves in the affairs of the Neighborhood.
- E. To offer a forum for the collection and discussion of information and opinions on matters of interest to the Neighborhood.
- F. To facilitate the communication of residents' opinions on Neighborhood needs and public issues to governmental bodies and other audiences and facilitate the exchange of information **across the District and among Neighbors.** ~~other Neighborhood Districts.~~
- G. To act as a liaison between the Neighborhood and City, County, and State governments and agencies, as well as tax-supported districts, other Neighborhood ~~Associations~~ **Districts,** and other non-profit organizations and associations.
- H. To be organized exclusively for educational, social and charitable purposes.

Section 2: Limits on Political Activities – The ~~Association~~ **District** may provide forums for the discussion of public issues and candidates, may take and publish polls on Members' opinions on public issues, may adopt resolutions supporting or opposing current or proposed public policies affecting Neighborhood interests, and may present those resolutions to government bodies and other audiences, but will not endorse candidates for elective office.

Section 3: Incorporation – Nothing in these bylaws shall preclude the ~~Association~~ **District** from incorporating as an Oregon non-profit organization.

Article 3: Membership

Section 1: Qualifications – Membership is open to any current resident within the boundaries of ~~SWNA~~ **SWND**, 18 years of age or older. Membership is also open to any person or legal

entity owning real property, leasing or renting real property, operating a business or non-profit organization within the boundaries of ~~SWNA~~ **SWND**. Membership shall automatically end when a Member ceases to meet the qualifications in this Section.

Section 2: Membership Application – To become a Member, each person must meet the qualifications of Article 3, Section 1, and submit a Membership Application either online via the organization's website or via a paper form. In the event that a Membership Application is found to have been falsified and the individual does not meet the qualifications of Membership, the rights of Membership shall be revoked immediately and any votes by that individual shall not be counted, and any office to which that person has been elected or appointed shall be considered vacated.

Section 3: Rights of Membership – Members are entitled to the following rights:

- A. To be notified of and attend any General or Special Membership Meeting and meetings of the Board.
- B. To address any General or Special Membership Meeting.
- C. To make and second motions at all General and Special Membership Meetings.
- D. To cast one vote on any motion duly made and seconded at all General and Special Membership Meetings and in the case of any mail ballots.
- E. To be elected to the Board of Directors and as an Officer of the ~~Association~~ **District**.
- F. To serve on ~~Association~~ **District** Committees and be appointed Chair of a Committee.

Section 4: Dues – The ~~Association~~ **District** may not charge Membership dues or fees, but voluntary contributions and fundraising shall be allowed and encouraged.

Article 4: Membership Meetings

Section 1: General Membership Meetings – At least one General Membership Meeting of the ~~Association~~ **District** shall be held ~~annually, either in the Spring or in the Fall~~ **at periodic intervals, as required by the City of Bend**, on dates to be set by the Board.

Section 2: Special Membership Meetings – Special Membership Meetings may be called by the Chair, by a majority of the Directors in office, or by a petition signed by twelve Members and presented to the Chair.

Section 3: Meeting Notices – Notification of the date, place, and agenda shall be provided to Members at least 14 days prior to for General Membership Meetings and at least 3 days prior to Special Membership Meetings. Notice may be posted in local newspapers, on the ~~Association~~ **District** website (if available), delivered by mail, e-mail, or telephone (including a voice messaging system), or by other reasonable methods intended to reach a majority of the Members.

Section 4: Meeting Agendas – Working with the Board, the Chair shall prepare an Agenda for General and Special Membership Meetings. Any Member may propose an addition to the Membership Meeting Agenda at the beginning of any Membership Meeting; a motion to add an agenda item requires a second and a majority vote of the Members present at the meeting.

Section 5: Conduct of Meetings

- A. Any General or Special Membership Meeting shall be open to all Members and to the general public.

- B. Any General or Special Membership Meeting may be held in person or by video conference and/or live-streaming, or a combination thereof.
- C. Only Members are eligible to vote. Votes may be conducted by voice, a show of hands, paper ballot, or electronic ballot, at the discretion of the meeting Chair.
- D. A quorum of 10 Members is required for votes on any matters at General or Special Membership Meetings, and proxies may be collected from the Members for the purpose of constituting a quorum.
- E. Unless otherwise specified in these Bylaws, decisions shall be made by majority vote of the Members present at the Meeting, either in person or by proxy.
- F. The Chair shall facilitate the meeting and serve as the Presiding Officer; at any meeting where the Chair is not in attendance or if the office of Chair is vacant, the Vice Chair shall serve as presiding officer; if neither the Chair nor Vice Chair are present, the Directors in attendance shall select a person to chair the meeting.
- G. Robert's Rules of Order (Revised) shall be followed in all areas not covered by these bylaws.
- H. The Secretary (or a designated recorder) shall prepare a written report of any Board, Special or General Membership meeting. Meeting reports shall be posted to the Association **District** website (if available) or otherwise made available to the Membership in a timely manner.

Article 5: Board of Directors and Officers

Section 1: Powers and Responsibilities – The Board of Directors (Board) shall be the governing body of the Association **District** and shall have the power to:

- A. Exercise general control of the daily operations and activities of the Association **District** and its Officers and Committees.
- B. Approve a budget, authorize expenditures, and enter into contracts on behalf of the Association **District**.
- C. Make decisions on all matters where it is impractical to submit the matter to the Membership in advance.
- D. Appoint Committees to perform necessary functions and represent the Association **District** on specified topics.

Section 2: Number of Directors and Terms of Office

- A. The Board shall be composed of ~~an odd number of Directors, with~~ a minimum of five Directors and a maximum of nine Directors.
- B. Directors are elected by the Members to two-year terms. Terms of office shall be staggered, with the minority of positions up for election in one year, and the majority of positions up for election the following year. To accomplish a transition to staggered terms, in the 2019 election (or the first election following a future reactivation of the Association **District** following a period of inactivity), the minority of positions shall be elected for a one-year term and the majority of positions for a two-year term; an election shall be held for the minority of positions again the following year for a two-year term.
- C. Thereafter, elections for expiring or expired terms of Directors shall be held at the General Membership Meeting ~~annually~~; terms shall begin immediately upon completion of the election.
- D. Directors shall serve until the expiration of the term for which elected or until their successors are elected and qualified, or until they submit a written resignation to the Chair or Secretary, or become ineligible for Membership.

PROPOSED CHANGES IN RED

- E. Directors are limited to a maximum of ten consecutive years in office (including elections for partial terms), at which time they must go off the Board until the next regular election of Directors.
- F. If any Director should miss four or more sequential Board meetings, the Board may vote to remove the Director and declare the seat vacant.
- G. A Director may be removed from office by a majority vote of the Members present at any General or Special Membership Meeting. The Meeting notice shall include the proposed removal as an agenda item, along with a reason for the proposal.
- H. Should a Director resign, become ineligible for Membership, or be removed, the vacancy shall be filled by a Member elected by a majority vote of the Directors then in office to complete the term. Elections to fill vacant positions shall be held at Regular Board Meetings or General Membership Meetings.
- I. Within the range allowed, the number of Directors may be changed by a majority vote of the Directors then in office. Newly created positions may only be filled by a vote of the Members at a General Membership Meeting. Positions may only be eliminated effective as of the end of a Director's term of office.
- J. Any Member may run for a position on the Board by submitting a brief biography by the due date as requested by the current Directors. A Member may also be nominated as a Candidate for the Board by a petition signed by at least four Members (which may include the nominee), presented at a Membership Meeting at which an election is being held.
- K. In an election to fill a position on the Board, if no Candidate receives a majority of the votes, the position shall remain open if vacant or newly created, or shall continue to be filled by the Director whose term is expiring or expired, until the next Regular Board Meeting or General Membership Meeting (as the case may be), at which time another election shall be held.
- L. If the Board fails to hold an election for expired terms of Directors by December 15th of the year in which elections are to be held, a Special Membership Meeting may be called for the purpose of holding an election by submitting to the Chair a petition signed by at least five Members and notifying the Members as called for in Article 4.
- M. If the ~~Association~~ District becomes inactive and is reactivated, Provisional Directors shall be elected by the initial Members constituting ~~an Association~~ a District Organizing Committee; the Provisional Directors shall serve until replaced by Directors elected by the Members at a Special or General Membership meeting, which must be held within six months of reactivation. Provisional Directors shall have all the powers and duties of Directors as delineated in these Bylaws.

Section 3: Officers

- A. The Officers of this ~~Association~~ District shall be: Chair, Vice Chair (if filled), Secretary, and Treasurer, and Land Use Chair.
- B. In addition, the Board shall elect a representative to ~~the City Neighborhood Leadership Alliance Committee~~ any City-sponsored committee(s) related to Neighborhood Districts, along with an alternate. Should this position become vacant via resignation or departure, the Board shall call a special meeting to appoint a replacement.
- C. The Officers shall be members of the Board of Directors and shall be elected for one-year terms by a majority vote of the Directors present at the meeting where an election is held.
- D. Officers shall serve until the expiration of the term for which elected and until their successors are elected and qualified, or until they submit a written resignation to the Chair or Secretary, or become ineligible for Membership.
- E. An Officer may be removed from office by a majority vote of the Directors then in office.

- F. Should an Officer resign, become ineligible for membership, or be removed, the vacancy shall be filled by a Director elected to complete the term by a majority vote of the Directors then in office.

Section 4: Duties of Officers

- A. Chair: The Chair shall preside at all meetings of the Membership and Board, nominate all committees and be an *ex officio* member thereof (except the Nominating Committee), sign all contracts and written instruments that have been approved by the Board, convene meetings of the Board whenever necessary or prudent, and subject to the Board's advice, shall direct the affairs of the Association District and discharge such other duties as may be required by these Bylaws or assigned by action of the Board or Membership.
- B. Vice Chair: The Vice Chair shall preside at all meetings of the Membership and Board where the Chair is absent or in the event that the position of Chair is vacant. The Vice Chair shall direct Membership activities, including recruiting Members, reviewing Membership Applications, and maintaining a list Members and their contact information.
- C. Secretary: It shall be the duty of the Secretary to keep a list of the Directors and Committees, including names, terms, and contact information, keep minutes and records of attendance for all Membership and Board meetings, maintain all other records and papers of the Association District, manage the Association's District's correspondence, and perform any other duties prescribed by the Board.
- D. Treasurer: The Treasurer shall collect and deposit any or all dues and funds of the Association District, maintain accurate balances for the Association's District's bank accounts authorized by the Board, keep a record of receipts and expenditures, render a quarterly financial report to the Board and an annual report to the Membership, and perform any other duties prescribed by the Board.
- E. Land Use Chair: The Land Use Chair monitors the physical and electronic mailbox for land use notices from the City of Bend and developers, reviews and comments on land use applications submitted to the City and proposed code changes initiated by the City, attends developers' pre-application meetings before land use applications are submitted to the City and signs a form attesting that the developer met this mandatory requirement, provides written and oral testimony as needed at Planning Commission and City Council meetings, and attends monthly meetings with the Land Use Chairs from other Neighborhood Districts to discuss land use issues affecting the City of Bend.

Section 5: Board Meetings

- A. Regular Board Meetings shall be held at least quarterly on a schedule set by the Board. Meetings may be re-scheduled or cancelled by majority vote of the Directors then in office upon 3 days notice if a quorum is not anticipated.
- B. Special Board Meetings may be called upon 3 days notice by the Chair or when requested by two Directors. The notice requirement is waived if a majority of the Directors then in office participate in the meeting.
- C. Regular and Special Board Meetings may be held in person or by teleconference, video conference, or e-mail, or a combination thereof; a majority of the Directors then in office must participate in the meeting to constitute a quorum to approve motions.
- D. Notification of the time, location, and agenda for Regular or Special Board Meetings shall be provided to all Directors at least 3 days prior to the meeting by mail, e-mail, or telephone (including a voice messaging system), and to Members by posting to the Association District website (if available), delivering by mail, e-mail, or telephone (including a voice messaging system), or by other reasonable methods intended to reach a majority of the Members.

- E. Any Board Meeting shall be open to Members, but participation outside of a designated visitor comment period shall be at the discretion of the meeting Chair.
- F. Minutes of all Board meetings, summarizing matters discussed and any actions taken, shall be posted to the ~~Association~~ District website (if available) or otherwise distributed and a copy made available to any Member who requests it.
- G. At any meeting where the Chair is not in attendance or if the office is vacant, the Vice Chair shall preside; if neither the Chair nor Vice Chair are present, the Directors in attendance shall select a Director to chair the meeting.

Article 6: Committees

Section 1: The Chair may nominate and the Board may approve the appointment of standing committees of the ~~Association~~ District as deemed necessary by the Board, including at a minimum, the following:

- A. Land Use Committee. This Committee shall have a least one member to respond to Land Use notices provided by the City of Bend.

Section 2: Ad hoc Committees – The Chair or the Board may appoint special committees and task forces as needed.

Section 3: Committees shall make recommendations to the Board for action by the Board or the Membership. Committees shall not have the power to act on behalf of the ~~Association~~ District without specific authorization from the Board.

Article 7: Conflict of Interest

Section 1: Definition of Conflict of Interest – A conflict of interest shall exist whenever a Director holds a personal financial interest which will be impacted by an action to be voted on by the Board or Membership. A personal financial interest refers to opportunities for financial gain by the Director and/or immediate family members, whether individually or through a greater than 5% ownership of a business. Included are present or planned financial transactions between the Director and the ~~Association~~ District and between the Director and a property owner whose property's use control is being reviewed by the ~~Association~~ District.

Section 2: Disclosure Requirement – Whenever a Director determines that a conflict of interest exists related to an item under discussion, the Director must disclose the conflict of interest to those present at the Meeting. The disclosure shall be recorded in the minutes of the Meeting.

Section 3: Recusal Requirement – A Director with a conflict of interest shall abstain from voting on transactions related to the disclosed conflict.

Section 4: Approval of Conflict of Interest Transactions – A transaction in which a Director discloses a conflict of interest may be approved by a vote of the Board or Membership, if in advance of the vote, all material facts of the transaction and the Director's interest have been disclosed to those voting. If the vote is by the Board, a majority of the Directors then in office, excluding any Directors who have been recused, must be present or in attendance by conference call to constitute a quorum to approve the transaction. The recused Director(s) may be present at the vote.

Article 8: Financial Affairs

Section 1: Fiscal Year – The fiscal year of the Association District shall be July 1 to June 30.

Section 2: Bank Accounts – All funds of the Association District provided by the City of Bend shall be held by the City and drawn upon via expense and reimbursement reports. Any other funds raised shall be deposited in such bank or banks as approved by the Board.

Section 3: Disbursements – Disbursements shall be signed by the Treasurer and the Chair, based on signing limits approved by the Board.

Section 4: Financial Reports – The Treasurer shall report quarterly to the Board and annually to the Membership on the Association's District's finances.

Section 5: Limits on Use of Funds – Neither the Membership nor the Board may approve or make a loan of the Association's District's funds to any individual, organization, or government agency.

Article 9: Privacy Policy

Contact information provided by Members shall be used solely for the purpose of Association District business, which may include coordination with emergency preparedness programs in the area. Otherwise, the Association District will not release information about its Members to anyone outside the Association District for any purpose, without the express permission of the Member.

Article 10: Grievance Procedures

Section 1: Any person or group may object to a decision or policy of the Association District which they believe adversely and specifically affects them by filing a complaint in writing with the Board.

Section 2: Within 10 days of receipt of the complaint, the Board shall arrange with the petitioner for a mutually acceptable time and place (in person or by teleconference) for a review of the complaint. Within 30 days of the review, the Board shall recommend, in writing, a resolution of the grievance, which shall be communicated to the petitioner.

Section 3: If the Board and petitioner cannot reach agreement on a resolution of the complaint, the petitioner may pursue mediation, and the Board shall participate in the mediation process.

Section 4: If an agreement is not reached through meditation, final resolution of the complaint shall be by majority vote of the Members present at a General or Special Membership Meeting.

Article 11: Indemnification

The Association District shall indemnify a Director or Officer who may be a party to a proceeding as a result of the individual being or having been a Director 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, may propose in writing, items for consideration and/or recommendation to the Board. The Board shall decide whether the proposed items will be heard, and if so, at which Meeting of the Board or Membership.

Section 2: The person or group making the proposal shall be notified in writing of the time and place of the Meeting at which the proposal will be reviewed not less than 7 days in advance by mail, e-mail, or telephone, and also by public notice.

Section 3: The person(s) making the proposal may attend the Meeting at which the proposal will be reviewed to make presentations, answer questions, and offer comments on the proposal.

Article 13: Public Meetings and Public Records Requirements

The ~~Association~~ District shall abide by all Oregon statutes relative to public meetings and public records. Official actions taken by the ~~Association~~ District must be on record as part of the minutes of each Meeting. The minutes shall include a record of the number of attendees and the results of any votes taken, and shall be available to the public. A copy of the minutes, including a summary of discussions (including dissenting views) should be transmitted, along with any recommendations, to the City of Bend ~~Office of Neighborhood Associations~~ Communications & Engagement Department.

Article 14: Nondiscrimination

The ~~Association~~ District 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 15: Amendment of Bylaws

These Bylaws may be amended by two-thirds of the Members voting at a General or Special Membership Meeting.

~~SWNA Bylaws 12/9/20~~ SWND Bylaws 3/5/24