

**Old Farm District
Neighborhood Association
Bylaws**
Last Amended: September 25, 2008

ARTICLE I: NAME AND BOUNDARIES

Section 1: The name of the organization shall be the Old Farm District Neighborhood Association (OFDNA).

Section 2: The OFDNA encompasses a region generally defined as the central section of Southeast Bend.

The South Boundary is defined as the centerline of Murphy Road following east to the Burlington Northern Rail Road Tracks and extending across the tracks on the proposed Murphy Road Extension Road to 15th Street and proceeding south on 15th Street to the southwest corner of Deschutes County Tax Parcel number 18-12-1500013000 and then turning east and proceeding along the south boundary of said Tax Parcel in a straight line east to the UGB. The East Boundary is defined as the UGB proceeding north to Reed Market Road. The North Boundary is defined as Reed Market Road proceeding west to the Bend Parkway. The West Boundary is defined as the Bend Parkway proceeding south to the centerline of Powers Road then proceeding east on Powers Road to the east side of 3rd Street then proceeding south to the centerline of Murphy Road.

ARTICLE 2: PURPOSE

The purposes for which OFDNA is organized are:

- (a) To provide an open process by which all members of the Neighborhood may involve themselves in the affairs of the Neighborhood.
- (b) To maintain an open line of communication and liaison among the Neighborhood, the City of Bend, other participating agencies, and other neighborhoods.
- (c) To maintain, protect and enhance the sense of community of the Neighborhood, without suppressing the rights of individuals to express and promote divergent or contrary views.
- (d) To facilitate the exchange of information among Neighborhood citizens.
- (e) To be organized for educational, social and charitable purposes.
- (f) Nothing in these bylaws shall preclude this association from forming as a non-profit organization.

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 OFDNA, shall be accepted as a member of OFDNA. Business members shall designate, in writing, a single designated representative with one vote.

Section 2: To be a member, a person must meet the qualifications of Section 1 and have submitted a membership application. Membership is effective after a fourteen (14) day waiting period. 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 general membership meeting yearly. The meeting/s shall be convened in the fall or spring and upon any day decided by majority vote of the Board. 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 a minimum of eleven (11) 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 6: BOARD OF DIRECTORS AND OFFICERS

Section 1: The Board shall consist of a Chair, Vice Chair, and five (5) additional Board members for a total of seven (7) members. The board may also acknowledge an alternate board member. The Board may propose a change in the total number of its members with a maximum of eleven (11), and a minimum of seven (7) Board members. Enactment requires a majority vote of the members present at a general membership meeting.

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 the discretion of the Board.

Section 5: Removal of a Board member shall occur because of lack of significant participation or for failure to meet the requirements of the office or may be initiated by a petition signed by 20% of the OFDNA 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 6: Board members shall be elected by a vote of the membership for the first year only at the fall meeting. In subsequent years elections shall take place during the fall meeting. Names of candidates for the Board, 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 7: Members of the Board shall meet after the fall general meeting and, by majority vote of the Board members present, elect a Chair, Vice Chair, Secretary and Treasurer from among the Board members. The remaining Board members shall be members-at-large.

Section 8: 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.

Section 9: 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. Only the Chair of the board shall speak for OFDNA, unless the Chair designates other board members, officers, or committees to speak for OFDNA in particular instances or on particular issues for one time only or at the further direction of the board.
- 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. The Vice Chair will also be responsible for membership applications and shall maintain and update the membership list.
- 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.
- d. 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. Any checks shall be signed by two of three authorized board members.

Section 10: Regular board meetings are held once a month and are chaired 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 not be called unless insufficient time is available to consider a pertinent matter at the regular Board meeting. A quorum consists of 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.

ARTICLE 7: 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 or speak on behalf of the organization without specific authorization from the Board.

ARTICLE 8: 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.

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. 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 votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by 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 may elect to abstain from voting on the transaction.

ARTICLE 9: 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 with the Community Dispute Resolution Program. 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 10: 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 11: 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 City of Bend.

ARTICLE 12: 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 City of Bend.

ARTICLE 13: 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.

ARTICLE 14: ADOPTION AND AMENDMENT OF BYLAWS:

Adoption of these bylaws shall require a two-thirds (2/3) vote of an association organizing committee acting under the auspices of the Office of Neighborhood Associations.

All amendments to these bylaws must be proposed in writing and submitted to members along with notification fourteen (14) days in advance 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.