

Bylaws of Century West Neighborhood Association

ARTICLE I Purpose

Section 1 Name of Neighborhood Association. The name of the organization is Century West Neighborhood Association (“CWNA”).

Section 2 Purpose of CWNA: The purposes for which CWNA is organized are:

- (a) To enhance the livability of the Neighborhood by establishing and maintaining a line of communication and liaison between the Neighborhood, the City of Bend, and other Neighborhood Associations. All references to “Neighborhood” in these Bylaws are intended to refer to the boundaries of the geographic area described in Article XI.
- (b) To provide an open process by which all members of CWNA may involve themselves in the affairs of the Neighborhood.
- (c) To perform all acts related to these purposes.
- (d) To perform only acts that will assist to serve educational, social and charitable purposes. Nothing in these bylaws shall prohibit CWNA from organizing as a non-profit organization.

Section 3 Status of CWNA as an Association Recognized by The City of Bend: Although CWNA is a Neighborhood Association recognized by the City of Bend, it is an entity independent of the City of Bend and is not part of the government of the City of Bend. As an entity independent of the City of Bend, CWNA, by action of its Board of Directors or Membership has the power and right to express an opinion or recommendation on political issues, including ballot propositions and candidates for public office. These Bylaws authorize CWNA, acting by its Board of Directors or Membership, to conduct candidate forums to help inform the public of the experience and qualifications of candidates for public office, but shall not make a recommendation for election of a particular candidate or a slate of candidates. CWNA shall use no portion of grant funds received from the City of Bend to support any campaign whatsoever for any candidate(s) for election to any public office or for any ballot proposition.

ARTICLE II Membership

Section 1 Membership Qualifications: Membership in CWNA is granted to any person, 18 years of age or older, who has resided in for at least 30 days or owns any real property, or any legal entity that operates a place of business or professional office, government agency or nonprofit institution within the boundaries set forth in Article IX of these Bylaws, and sets forth that fact by submitting an application for membership in CWNA (after this, “CWNA Member”).

Section 2 Membership Voting: CWNA Members shall have one vote per each member of a household, property owner, or business entity, regardless of how many properties the CWNA Member may own or operate, each to be cast during attendance at any General or Special Membership meeting, . One representative from each CWNA Member business, professional office, government agency or nonprofit organization designated by a CWNA Member entity shall have the same privileges as all other Members. Each individual CWNA Member or designated representative of a business entity or other organization shall have one vote, regardless of how many properties the member, entity or organization may own within the Neighborhood.

ARTICLE III Dues

Charging of dues or membership fees for CWNA membership is prohibited. Acceptance of voluntary contributions or conduct of fundraising activities by CWNA is permitted.

ARTICLE IV Membership Meetings

Section 1 General Membership Meetings: There shall be at least one General Membership meeting each year to be held on any date decided by the Board of Directors. Notification of a General Membership Meeting shall be given at least fourteen (14) days before the date of the Meeting, shall specify the date, time and location of the Meeting and shall be in writing, by Email, or telephone notice to CWNA Members. Public notice of a General Membership meeting may also be provided by posting an announcement of such on the website provided CWNA by the City of Bend at least thirty days prior to the Membership Meeting. The notice required shall include a copy of a proposed agenda of items to be considered at the Meeting.

Section 2 Special Membership Meetings: The Board of Directors may call a Special Membership Meeting by its majority vote. Notice of a Special Membership Meeting may be provided by any method deemed reasonable by the majority vote of the Board of Directors to provide Membership notice at least seven (7) days prior to the Special Membership Meeting and shall meet the requirements of notice set forth in Section 1 of this Article.

Section 3 Agenda: The Chair of the Board of Directors shall prepare the agenda for General and Special Meetings of the Membership. Any Member of the Board of Directors may place an item on the agenda. Any CWNA Members may move to add an item to the agenda for such meetings. Adoption of that motion requires a second and majority vote.

Section 4 Quorum: A quorum for any General or Special Membership Meeting shall be a minimum of ten (10) Members present, either personally or by proxy. Unless otherwise specified in these bylaws, decisions of any agenda item considered at any Membership Meeting shall be made by a majority vote of the Members present, whether personally or by proxy. Any Member may authorize, in writing, either the Board of Directors or another Member, to act as a proxy for the signing Member, to establish a quorum and/or to vote on behalf of the Member signing the proxy on any action item considered at the Membership Meeting.

Section 5 Participation: Any General or Special Membership Meeting, Board of Directors Meeting or committee meeting is open to any person to observe. Only NA Members may participate in discussion. The Member presiding over the meeting may regulate the order and length of discussions and limit them to relevant points.

Section 6 Procedures: CWNA shall follow Robert's Rules of Order (Revised) in the conduct of its business unless other procedures are required by these Bylaws. CWNA shall publish minutes of all General and Special Meetings and Board of Director Meetings following their approval by posting them on its website maintained for City of Bend Neighborhood Associations.

ARTICLE V Board of Directors and Officers

Section 1 Board of Directors: CWNA shall be governed by a Board of Directors elected by a majority of the Membership present at a General Membership Meeting called to conduct the election, by written ballot containing the names of declared candidates and space for writing the name of additional candidates nominated by an Member. The Board of Directors shall be comprised of eleven Members, each of whom shall be elected for two year terms. There is no maximum number of terms that a Director may serve. The majority of the odd number of Directors shall be elected in one year and the remaining minority number of Directors shall be elected the next year.

Section 2 Eligibility: Seven (7) of the Board Members shall be Members who reside in a specific geographic ward, as follows: Ward 1, Sunrise Village or Bachelor View Road; Ward 2, Braeberrn, Cascade Village, Westbrook Meadows or Mountain Gate; Ward 3, Mt. Bachelor Village or Touchmark; Ward 4, First on the Hill, Westridge or Sagewood; Ward 5, Broken Top or The Reserve at Broken Top; Ward 6, The Parks at Broken Top; Ward 7, the representative must own or lease commercially zoned property within the Neighborhood. The four at-large Board positions are open to any Member.

Section 3 Officers: Each year the Board of Directors shall determine the number of officers it shall elect from its members. There shall be at least four (4) officers, a Chair, Assistant Chair, Secretary and Treasurer but the Board may add additional officers as it deems necessary for effective operation of CWNA. Each officer shall be elected from the Members of the Board of Directors by a majority vote of the quorum of the Board of Directors attending its organizational meeting.

Section 4 Duties of the Officers: The Board of Directors shall manage the affairs of the NA, be accountable to the NA Members, and shall consider the views presented by any Member affected by any proposed policies or actions before adopting any recommendation on behalf of CWNA, and shall comply with these Bylaws.

Section 5 Board of Directors or Officer Vacancies: The Board of Directors may fill any vacancy on the Board of Directors, or of an Office of CW NA by majority vote of a quorum of its Members attending a Board Meeting. The Board of Directors may declare a vacancy in cases of absence by a Board member, officer or committee member from three (3) consecutive meetings, or if a position is vacated for any reason. A member appointed to fill a

vacancy shall serve the remainder of the unexpired term and until his/her successor is elected or appointed.

Section 6 Duties of Officers:

- (a) Chair:** The Chair shall prepare the notices and agendas of and preside at all meetings of the Board of Directors or Membership and shall, with approval of a majority of a quorum of the Board of Directors, appoint members of committees. The Chair shall make all necessary reports to the City of Bend required by the provisions of the City of Bend Code Chapter 1.70 titled "Neighborhood Associations". The Chair shall have the sole authority to speak for CWNA, unless the Chair, with the approval of the Board of Directors, shall designate in writing another Member to speak on a matter on behalf of CWNA. The Chair shall represent the position of the Board and the interests of CWNA.
- (b) Assistant Chair:** In the absence of the Chair, the Assistant Chair shall function as the Chair.
- (c) Secretary:** The Secretary shall keep minutes of CWNA meetings, be responsible for all correspondence of CWNA and make available to any current CWNA Member documents specifically identified (by type of record, subject of record and approximate date of record) for inspection at a reasonable time. It is not the intent of this provision that CWNA must retain any document for any period of time. The Secretary shall prepare minutes of all Board and Membership Meetings and publish minutes approved by the Board of Directors or, in the case of minutes of a Membership Meeting, by the Membership, by making them part of the documents on the CWNA website provided for Neighborhood Associations by the City of Bend. The Secretary will maintain a list of Board Members and committee members and their terms.
- (d) Treasurer:** The Treasurer shall be held responsible and accountable for all CWNA funds, shall give an accounting at each general Membership Meeting, and shall receive, safely keep and disburse CWNA funds. Disbursement of CWNA funds shall require the signature of approval of the Treasurer and Chair

Section 7 Board of Directors Meetings: The Board of Directors shall schedule regular monthly meetings on the same day of the same week of each month. The first regularly scheduled monthly meeting after the General Membership Meeting shall be held to elect the CWNA Officers. The Chair may determine that other monthly meetings are not required and may cancel a meeting. The Board shall meet at least once each quarter on its regular meeting date. Board meetings shall be in open session. Only Board Members shall be entitled to vote at Board Meetings. Four members of the Board of Directors shall constitute a quorum for meetings of the Board of Directors, unless five or less of the positions of the Board of Directors are filled, in which case the presence of majority of the Board Members shall constitute a quorum.

Section 8 Removal of a Board Member or Officer: Any Officer may be removed from office by an affirmative vote of two thirds of the Board Members constituting a quorum, excluding the Board Member subject to removal, at a Board Meeting following agenda notice of such intended action. Any Member of the Board of Directors may be removed by an affirmative vote of two-thirds of the Membership present at a meeting called by a notice specifying the proposed removal. Removal of a Board Member may also be initiated by a petition signed by 10% of the CWNA Membership and presented to the Board for

confirmation. If the petition is confirmed the Board shall call a Special Membership Meeting within thirty (30) days of receipt of the petition to consider the removal, notice of which shall state that the meeting is to consider removal of the Board Member identified by the petition. A majority vote of the Members attending shall be required to remove a Board Member.

ARTICLE VI Committees

The Board of Directors may establish Committees, whether standing or ad hoc, to serve CWNA as it deems necessary. Committees shall make recommendations to the Board of Directors for its action. Committees shall not have the power to act on behalf of CWNA without specific authorization of the Board of Directors.

ARTICLE VII Conflict of Interest

Section 1 A conflict of interest exists for a Board Member whenever he/she holds a personal financial interest which will be affected by action or a refusal to act by CWNA on a proposal before its Members or Board of Directors. A personal financial interest shall include a financial interest held by the Board Member and/or members of their immediate family. A personal financial interest includes an ownership interest greater than 5% of a business which will be affected by the CWNA's decision.

Section 2 Whenever a Board Member determines they have a conflict of interest relating to an item under discussion, they must inform the body (Board of Directors or Membership) hearing the proposal that the conflict of interest exists.

Section 3 A Board Member shall not vote on a matter in which they have a conflict of interest.

ARTICLE VIII Indemnification

CWNA shall indemnify a Board Member who is named as a party to a proceeding as a result of the individual being or having been, or taken action as, a Board Member or Officer, to the fullest extent provided for by the laws of the State of Oregon now in effect or as amended.

ARTICLE IX Procedure for Consideration of Proposals

Any CWNA Member or authorized representative of a Department of the City of Bend may submit to the CWNA Chair, in writing, an item for consideration by the Board of Directors, which item shall then be placed on the agenda of the Board of Directors for consideration and action at its meeting.

ARTICLE X Finances

CWNA may establish a bank account. All checks shall be signed by the Treasurer and one other authorized officer.

ARTICLE XI Boundaries

Section 1 Boundaries of CWNA are as follows: CWNA is located on the west side of the Deschutes River on both sides of Century Drive west from Simpson to the Urban Growth Boundary (“UGB”). This includes all of the land within the following boundary: Commencing at the west side of the Bill Healy Bridge, then west along Reed Market Road from the Deschutes River to the Century/Mt. Washington Drive roundabout, then north along Century Drive to the Century/Simpson roundabout, then west along Simpson to Mt. Washington Drive, then north along Mt. Washington Drive to Skyliner Road, then west along Skyliner Road to the UGB, then south along the UGB to the Deschutes River, then northeast along the Deschutes River to Reed Market Road at the west side of the Bill Healy Bridge and the point of the beginning.

Section 2 Boundary Amendments: Any resolution to amend CWNA boundaries shall be voted on and adopted by a majority vote of the members in attendance at a General or Special Membership Meeting.

ARTICLE XII Adoptions and Amendment of Bylaws

Any amendment to these Bylaws shall be proposed in writing and presented for consideration by the Board of Directors. Following consideration by the Board of Directors the proposed amendment(s) shall be presented to the membership, with the recommendation of the Board of Directors to approve or reject the amendments, for its consideration at a General or Special Membership meeting. Adoption of amendments to these Bylaws shall require a two-thirds vote of approval by a quorum of the Membership attending the meeting.

Approved by the membership at the CWNA General Membership & Election Meeting on October 12, 2011