

**Old Farm District Neighborhood Association  
By Laws**

**DRAFT PROPOSAL JANUARY 2012**

**ARTICLE I Purpose**

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

**Section 2 The purposes for which OFDNA 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 X.**
- (b) To provide an open process by which all members of the OFDNA 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 NA from organizing as a non-profit organization.**

**Section 3 Status of OFDNA as an Association Recognized by The City of Bend: Although OFDNA is an 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, OFDNA, by action of its Board of Directors or Membership has the power and right to express an opinion or recommendation on political issues and land use issues including ballot propositions or bond elections. These Bylaws authorize OFDNA, 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 OFDNA shall not make a recommendation for election of a particular candidate or a slate of candidates. OFDNA 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:**

- a) **Membership in OFDNA is granted to any person who lives in 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 X of these Bylaws, and sets forth that fact by completing an application for membership in OFDNA (after this, "OFDNA Member"). Members must be 18 years or older and have resided in the neighborhood for at least 30 days.**
- b) **To become a member of OFDNA, a person must meet the qualifications set forth in Section 1a, and submit a written, verbal or electronic membership application.**
- c) **A business, government agency, or non profit institution shall submit one application to represent it.**

**Section 2        Membership Voting: OFDNA Members shall each have one vote per member to be cast during attendance at any general or special Membership meeting. Members who operate a business or professional office, government agency or non profit institution within OFDNA shall have one vote and designate in writing one representative as the voting member. Each OFDNA Member government agency, nonprofit organization, business or professional office shall have the same privileges as all other OFDNA Members.**

## **ARTICLE III            Dues**

**Charging of dues or membership fees for OFDNA membership is prohibited. Acceptance of voluntary contributions or conducting fundraising activities by the OFDNA is permitted.**

## **ARTICLE IV            Membership Meetings**

**Section 1        General Membership Meetings: There shall be at least one General Membership meeting each year upon any date decided by the majority vote of the OFDNA Board Members. Notification of general meetings shall be given at least fourteen (14) days before the date of the meeting and shall specify the date, time and location of the meeting and shall be in writing, by Email, or telephone notice to OFDNA Members. Public notice of General Membership meetings shall also be provided by posting an announcement of such on the OFDNA website provided by the City of Bend at least fourteen (14) days prior to the Membership meeting or by any other methods deemed reasonable by OFDNA at least seven (7) days prior to the Membership meeting.**

**Section 2 Special Membership Meetings:** The OFDNA Board of Directors may call a Special Membership Meeting by its majority vote. Notice of a Special Membership Meeting may be provided by any attempt 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 OFDNA 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 OFDNA 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 NA Membership Meeting shall be a minimum of ten (10) Members in attendance. Unless otherwise specified in these bylaws, decisions of any agenda item considered at any OFDNA Membership Meeting shall be made by a majority vote of the Members present, either personally or by proxy. Any Member may authorize, in writing, either the Board of Directors or another Member to act as 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 to be 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. Non members may participate in discussions if approved by a majority of the OFDNA Board. The Board Member presiding over the meeting may regulate the order and length of discussions and limit them to relevant points.

**Section 6 Procedures:** The OFDNA shall follow Robert's Rules of Order (Revised) in the conduct of its business unless other procedures are required by these Bylaws. The OFDNA shall publish all General and Special Meeting and Board of Director Meetings Minutes following Board approval by posting them on its website. It is not the intent of this provision that OFDNA must retain any document for any specified period of time.

## **ARTICLE V Board of Directors and Officers of the OFDNA**

**Section 1 Board of Directors:** The OFDNA shall be governed by a Board of directors elected by a majority of the OFDNA Membership present at a General Membership Meeting called to conduct the election, by a ballot containing the names of declared candidates and provide the opportunity to include the names of additional candidates nominated by any OFDNA Member. Any Member of OFDNA shall be eligible for nomination to membership on the Board of Directors. The Board of Directors shall be comprised of SEVEN (7) Members, each of whom shall be elected for two year terms. 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 Officers:** Each year The Board of Directors shall determine the number of officers it shall elect from its members. There shall be at least three (3) officers, a Chair, Vice-Chair, and Secretary/Treasurer but the Board may add additional officers as it deems necessary for effective operation of the OFDNA. Each officer shall be elected from the Members of the Board of Directors by a majority vote of the members of the Board of Directors.

**Section 3 Duties of the Officers:** The Board of Directors shall manage the affairs of the OFDNA, be accountable to the OFDNA Members, and shall consider the views presented by any OFDNA Member affected by any proposed policies or actions before adopting any recommendation on behalf of the OFDNA, and shall comply with these Bylaws.

**Section 4 Board of Directors or Officer Vacancies.** The Board of Directors may fill any vacancy on the Board of Directors or an Officer of the OFDNA 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 or until his/her successor is elected or appointed.

**Section 5 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 General 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" .
- (b) The Chair shall have the sole authority to speak for the OFDNA, 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 the OFDNA.
- (c) **Vice-Chair:** In the absence of the Chair, the Vice-Chair shall function as the

Chair.

(d) **Secretary/Treasurer:** The Secretary/Treasurer shall prepare minutes of all Board and Membership Meetings and publicly publish minutes approved by the Board of Directors by making them part of the OFDNA website. It is not the intent of this provision that OFDNA must retain any document for any specified period of time.

The Secretary/Treasurer shall give an accounting of OFDNA funds at each General Membership Meeting.

In the absence of the Chair and Vice Chair at Board meetings, the Secretary/Treasurer shall function as the Chair.

The OFDNA Board of Directors may separate the offices and functions of the Secretary and the Treasurer.

**Section 6 Board of Directors Meetings:** The Board of Directors shall meet at least fourteen (14) days prior to any general or special meeting and at any other time the Chair may designate. Board meetings shall be in open session. Only Board Members shall be entitled to vote at Board Meetings. A majority of the members of the Board shall constitute a quorum for meetings of the Board of Directors.

**Section 7 Removal of a Board Member or Officer:** Any OFDNA Officer or Board member may be removed from office by an affirmative vote of two thirds of the Board Members constituting a quorum at a Board Meeting, excluding the Board member subject to removal, following an 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 OFDNA membership and presented to the Board for confirmation. If the petition is confirmed, the Board shall call a special Membership meeting within 30 days of receipt of the petition to consider 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 the OFDNA 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 the OFDNA 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 or financial interest which will be impacted by action or a refusal to act by the OFDNA on a proposal before the OFDNA Members or Board of Directors. A personal financial interest shall include a financial interest held by the Board Member and/or member(s) of their family. A personal financial interest includes an ownership interest greater than 5% of a business which will be impacted by the OFDNA 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 OFDNA Membership) hearing the proposal that the conflict of interest exists.

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

#### **ARTICLE VIII Indemnification**

OFDNA 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 an OFDNA 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 OFDA Member or authorized representative of a Department of the City of Bend may submit to the OFDNA 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 meetings.

## **ARTICLE X Boundaries**

**Section 1 Boundaries of OFDNA, as defined in the Resolution of the Bend City Council recognizing the OFDNA are as follows:**

The South Boundary is defined as the centerline of Murphy Road following east to the Burlington Northern Railroad Tracks and extending across the tracks on the proposed Murphy Road Extension to 15<sup>th</sup> Street and proceeding south on 15<sup>th</sup> Street to the southwest corner of Deschutes County Tax Parcel #18-12 1500013000 and then turning east and proceeding along the south boundary of said Tax Parcel in a straight line east to the Urban Growth Boundary.

The North Boundary is defined as Reed Market Road proceeding from 27<sup>th</sup> Street west to the Bend Parkway.

The West Boundary is defined as the Bend Parkway proceeding south to the centerline of Powers Road to the east side of 3rd Street then proceeding south to the centerline of Murphy Road.

The East Boundary is defined as the eastern Urban growth Boundary to 27<sup>th</sup> Street, then 27<sup>th</sup> Street extending down to Ferguson and finally following the City Limits.

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

## **ARTICLE XI 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 .