

AWBREY BUTTE NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I: Purpose

Section 1: Name of Organization

The name of the organization shall be the Awbrey Butte Neighborhood Association (ABNA).

All references to "neighborhood" and ABNA in these bylaws are intended to refer to the boundaries of the geographic area described in Article IX

Section 2: Purpose of Organization

The purposes for which ABNA 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.
- b) To provide an open process by which all members of ABNA may involve themselves in the affairs of the "neighborhood".
- c) To perform all acts related to these purposes.

Nothing in these bylaws shall prohibit the ABNA from organizing as a non-profit organization.

Section 3: Status of ABNA as an Association Recognized by the City of Bend

Although ABNA 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, ABNA, by action of its board of directors (the Board) or membership, has the power and right to express an opinion or recommendation on political issues, including ballot propositions. These Bylaws authorize the Board or membership to conduct candidate forums to help inform the ABNA membership and the public of the experience and qualifications of candidates for public office, but prohibits the ABNA, its board or its membership from making a recommendation for election of a particular candidate or a slate of candidates on behalf of the ABNA. (Refer to "Guiding Principles, "Political Issues and Candidates" for additional guidance.)

ARTICLE II: Membership

Section 1: Eligibility

Membership in the ABNA is open to:

- (a) Any person 18 years of age or older who resides in the "neighborhood".
- (b) Any person or legal entity owning real property, operating a business, professional office, government agency, or nonprofit institution, with a physical location in the "neighborhood".

Section 2: Registration

Any eligible individual may become a registered member by completing a registration form on the ABNA website stating the person's name, physical address, email address, phone number, and testament of qualifying age as a basis for membership eligibility. The Board may establish rules regarding the proof required to demonstrate eligibility. Membership shall expire when a member no longer meets the membership eligibility requirements. The ABNA shall maintain a roster of members. The Board shall designate a person or persons to be responsible for maintaining the membership roster. The membership list shall be available for inspection by any ABNA member or by representatives of the City of Bend Office of Neighborhoods. The ABNA may adopt policies limiting disclosure of the ABNA membership list.

Section 3: Voting

A: Only registered members may vote. Each registered member shall have one vote. There shall be no limit on the number of votes a household may have, provided each registered member is a resident of the household. One and only

one designated representative of each business, government agency, or nonprofit organization shall have one vote. No individual shall have more than one vote, even if the registered member is both a property owner and/or resident and a business or other entity representative.

B: Each vote is to be cast during attendance at any general or special membership meeting or electronically or by surface mail provided such electronic or postal vote is made at most five days after a General or Special Membership meeting. For votes not associated with a membership meeting, votes may be cast electronically or by surface mail prior to any deadline the Board establishes.

ARTICLE III: Dues

Charging of dues or membership fees is prohibited, but voluntary contributions and fundraising activities are permitted.

ARTICLE IV: Membership Meetings

Section 1: General Membership Meetings

There shall be at least one general membership meeting yearly. The meeting shall be convened on any day decided by the Board. Notification shall be given at least 14 days before the meeting, and shall specify the meeting date, time, location, and agenda. Notification shall be made to ABNA registered members by mail, email, or any other means the Board deems reasonable. Public notice of general membership meetings shall also be provided by posting an announcement on the ABNA website at least 14 days prior to the meeting or by any other methods deemed reasonable by the Board.

Section 2: Special Membership Meetings

The Board 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 to provide registered members and the public notice at least seven days prior to the meeting and shall specify the meeting date, time, location, and agenda.

Section 3: Agenda

The ABNA Board shall prepare the agenda for general and special membership meetings. Any ABNA registered member may request to add an item to the agenda. Adoption of that request is subject to Board approval. The Board may consider requests to add items to the agenda from other persons or entities.

Section 4: Quorum

A quorum for any general or special membership meeting shall be a minimum of ten percent of registered members present, by proxy, or voting at most five days after the meeting in accordance with Article II, section 3B. Decisions on any agenda item considered at any ABNA membership meeting shall be made by a majority vote of the members present and those absent but voting electronically or by mail.

Section 5: Participation

Any general or special membership meeting is open to any person to observe. Only ABNA registered members may participate in discussion of matters being considered for action. But the Board may grant exceptions to allow non-members to participate. The registered member presiding over the meeting may regulate participation, the order and length of discussions and limit the discussion to relevant points.

Section 6: Procedures

The ABNA shall publish the minutes of all general and special membership meetings, following their approval by the Board, by posting them on the ABNA website.

ARTICLE V: Board of Directors

Section 1: Number

The ABNA Board of Directors (the Board) shall consist of at least 3 directors, each of whom shall be elected for a two-year term. There is no maximum number of directors specified in these bylaws so that the Board may choose to expand to a size that allows for a reasonable division of labor and collection of skills. A minimum of 5 directors is advisable. While an uneven number of directors is desirable to prevent voting deadlocks, this is not as important as providing sufficient resources and talent diversity. There is no maximum number of terms that a director may serve.

The ABNA shall be governed by a board of directors elected at general membership meetings by a majority of the ABNA registered members present and those absent but voting electronically or by mail, by ballot containing the names of declared candidates including those declared verbally or otherwise at the general membership meeting. Any registered member of the ABNA shall be eligible for nomination to the Board.

Board Continuity: The Board shall take reasonable efforts to ensure that newly elected directors serve a substantial period of their term with previously elected directors to provide continuity.

Section 2: Term of Office for Directors

Term of office shall commence when elected by the registered members at a general membership meeting.

Section 3: Officers

There shall be a chair, vice-chair, land use chair, secretary, and treasurer. The Board may add additional officers as it deems necessary for the effective operation of the ABNA. The Board may combine or separate officers and functions at any time. Each officer shall be elected from the Board by the Board. The term of office shall be one year. There is no maximum number of terms that a director may serve in any officer position.

Section 4: Duties of the Directors

The Board shall manage the affairs of the ABNA, be accountable to the ABNA Members, and shall comply with these bylaws. The Board shall take reasonable steps to determine the views of ABNA registered members before adopting any recommendation or offering endorsement on behalf of the ABNA. (Refer to "Guiding Principles, Representing Our Members" for additional guidance.) A director shall discharge the duties of a director with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 5: Removal of a Director or Officer

Method 1: Any ABNA director or officer may be removed from office by an affirmative vote of two thirds of the Board constituting a quorum at a board meeting following agenda notice of such intended action.

Method 2: Recall of a director may be initiated by a petition signed by 30 ABNA Registered Members. Recall shall then be considered at either a special membership meeting called for the purpose of voting on the petition or at the next general membership meeting. The meeting notice shall include the director recall vote in the agenda. Any director may be removed from the Board at such a special or general membership meeting by an affirmative majority vote of the registered members present and those absent but voting electronically or by mail. A quorum of at least 50 members must be present to vote on recall of a director.

Section 6: Vacancy

The Board may fill any Board vacancy by majority vote of a quorum of the Board. A registered member appointed to fill a vacancy shall serve the remainder of the unexpired term or until his/her successor is elected or appointed.

Section 7: Responsibilities of the Board of Directors (the Board)

The Board shall have the following responsibilities:

- a) Manage the daily affairs of the ABNA.
- b) Establish a plan for maintaining and encouraging involvement in the ABNA. (moved up from the bottom)
- c) Represent the interests of the ABNA on all matters of "neighborhood" concern. The Board shall take reasonable steps to determine the views of ABNA Registered Members before acting on such matters. (Refer to "Guiding Principles, Representing Our Members" for additional guidance.)
- d) Report any and all actions to the registered membership through ABNA communication vehicles.
- e) Appoint standing and ad-hoc committees. Committees shall make recommendations to the Board. Committees shall not have the power to act on behalf of the organization without specific authorization from the Board.

Section 8: Board Meetings

- a) Board meetings shall be held monthly or as needed. Additional Board meetings shall be regarded as special meetings.
- b) The Board may call special meetings by giving notice to each director of the time, place, and agenda at least three calendar days before the special meeting.
- c) A quorum consists of a majority of the directors present or participating electronically.
- d) Board meeting notifications shall be by, email, or telephone to all directors and any medium likely to reach a majority of the registered members.
- e) Board meetings are open to any person to observe. Only ABNA Registered Members may participate in discussion of matters being considered for action. But the Board may grant exceptions to allow non-members to participate.
- f) The ABNA shall publish the minutes of all board meetings following board approval by posting them on the ABNA website.

Section 9: Board Member and Officer Duties

The ABNA Board Members and Officers shall have the following duties:

- a) The Board shall prepare the notices and agendas of all board and membership meetings and shall appoint committee members.
- b) The chair shall preside at all board and membership meetings, and shall perform such duties as the Board and the membership from time to time authorize.(eliminated last sentence)
- c) Only the chair shall represent the position of the Board and the interests of the ABNA, unless the Board designates other directors, officers, or committees to speak for the ABNA in particular instances or on particular issues.
- d) 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.
- e) The land use chair shall inform our registered members of proposed land use changes within the borders of the ABNA.
- f) The secretary shall keep minutes of ABNA meetings and make available to any current member ABNA records specifically identified by type, subject, and approximate date of record for inspection at a reasonable time. It is not the intent of this provision that the ABNA must retain any document for any period of time. The secretary shall publish minutes approved by the Board by making them part of the ABNA website.
- g) The treasurer shall be held responsible and accountable for all ABNA funds, shall give an accounting at each Board Meeting, and shall receive, safely keep, and disburse ABNA funds.
- h) All expenditures shall be approved by the Board.

ARTICLE VI: Conflict of Interest

Section 1: Definition

A conflict of interest exists whenever a director holds a personal financial interest that will be impacted by an action or inaction by the association on a proposal before the membership or the Board.

- a) A personal financial interest includes financial interests held by the director and/or immediate family members.
- b) A personal financial interest includes an ownership interest greater than 5% of a business affected by an Association decision. Examples of personal financial interest would include:
 - Employment by the ABNA
 - Provision of services to the ABNA for which payment will be made.
 - Ownership of property the use or control of which is being considered by the ABNA.
 - Plans the purchase of property the use or control of which is under discussion by ABNA.
- c) A transaction in which a director has a conflict of interest may be approved by the majority vote of the Board if the material facts of the transaction and the director's interest are disclosed or known to the Board.

Section 2: Disclosure

Whenever a director determines that he or she has a conflict of interest relating to an item under discussion, that director must inform the body (the Board or ABNA Membership) hearing the proposal that the conflict of interest exists.

Section 3: Voting Restrictions

A director shall not vote on matters in which they have a conflict of interest.

ARTICLE VII: Indemnification

The ABNA shall indemnify a director or officer who may be a party to a proceeding as a result of the individual being, having been, or taken action as a director or officer to the fullest extent provided by the laws of the State of Oregon now in effect or later amended.

Article IX. ABNA Boundaries

Neighborhood boundaries are determined by the City of Bend. For a detailed explanation of ABNA boundaries, please see the City of Bend website.

ARTICLE X: Adoption and Amendment of Bylaws

Any amendment to these Bylaws shall be proposed in writing and presented for consideration by the Board. Following consideration by the Board, the proposed amendment(s) or, if the amendments are too numerous to present individually, the entire revised bylaws document shall be presented to the membership with the recommendation of the Board to approve or reject at a general or special membership meeting. Adoption of amendments to these bylaws shall require a majority vote of approval by a quorum of the registered members attending the meeting and those absent but voting electronically or by mail.

Adopted 10/17/2017. Amended 4/30/2020.