

**Bylaws of the Canemah Neighborhood Association      Adopted 4/20/2017**

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## **Bylaws of the Canemah Neighborhood Association**

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**ARTICLE I NAME OF ORGANIZATION:** The name of the organization shall be the Canemah Neighborhood Association (hereafter "CNA")

**ARTICLE II PURPOSE:** The purpose for which the CNA is organized are:

- a) To promote, coordinate and implement all aspects of the community planning through neighborhood participation and maintaining an open line of communication with government agencies and other neighborhoods; to provide a vehicle for maximum citizen participation in promoting the livability in Oregon City.
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said purposes, to have and enjoy all the powers granted, and engage in any lawful activity for which nonprofit Corporations may be organized under ORS Chapter 65.

**ARTICLE III BOUNDARIES:** Boundaries of the CNA are identified in the most current Oregon City GIS Map.

**ARTICLE IV MEMBERSHIP:**

**Section 1 Qualifications:** Membership in the CNA shall be open to persons who reside, own property, or operate a business located within the boundaries as defined in ARTICLE III of these bylaws.

**Section 2 Voting:** All members, as defined above, eighteen (18) years of age or older, shall have one vote each, to be cast during attendance at any general or special meeting. One representative from each business within the boundaries of the CNA shall have the same privilege as the residents listed above. No member shall have more than one vote, even if that member fits more than one category of Membership.

**Section 3****Privileges and Responsibilities of Membership:**

The privileges and responsibilities of the membership are:

- a.** To participate in a civil manner related to all business conduct by the CNA;
- b.** To attend meetings and to speak from the floor on any issue which is being considered by the CNA;
- c.** To vote (if any voting) on motions placed before the general membership at regular or Special Meetings, including participation in the election of officers and Steering Committee members and to run for any office of the CNA; and
- d.** To serve on committees of the CNA.

**ARTICLE V**

**FINANCIAL SUPPORT:** Charging of dues or membership fees shall not be made; however, voluntary contributions, fund raising, grants, or revenue from paid advertisements in the CNA newsletter may be accepted and used as sources of CNA income, if authorized by the Steering Committee.

**ARTICLE VI****MEMBERSHIP MEETINGS:****Section 1**

**General Membership Meetings Elections:** The General Membership meetings for the election of officers and approval of the budget shall be held on the third Thursday of November of odd numbered years, at a place to be determined by the Steering Committee.

**Section 2**

**General Membership Meetings:** The General Membership meetings shall be held on the Third Thursday of the month in the months of February, April, June September and November at 7pm, at a place determined by the Steering Committee, unless otherwise noted in the CNA Newsletter.

**Section 3**

**Special Meetings:** Special Meetings may be called by the Chairperson or by members any three (3) members of the Steering Committee and any ten (10) members for a meeting of the membership, provided the Steering Committee members or membership, as appropriate, is notified of the special meeting in writing at least seven (7) days in advance of the meeting.

**Section 4**

**Agenda:** The Chairperson shall prepare the agenda for General and Special Meetings of the membership, subject to the approval of the Steering Committee. Any person may add an item to the agenda by submitting the item in writing to the Chairperson at least seven (7) days in advance of the General Membership Meeting. Any member of the CNA may make a motion to add an item to the Steering Committee, General or Special Meeting agendas. This requires a second to advance the motion.

**Section 5** **Quorum:** A quorum for any general or special meeting of the CNA is nine (9). Unless otherwise specified in these bylaws, decisions shall be made by a majority vote of those members present at any meeting.

**Section 6** **Participation:** Any General, Special or Steering or Committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. All actions or recommendations of the General or Special meetings shall be communicated to all affected parties, including minority opinion reports.

**Section 7** **Procedures:** Robert's Rules of Order-Revised shall be followed in all areas not covered by these bylaws.

## ARTICLE VII STEERING COMMITTEE:

**Section 1** **Number of Steering Committee Members:** The Steering Committee shall be at least seven (7) and no more than eleven (11) Steering Committee members.

**Section 2** **Eligibility for Steering Committee Service:** Only person eligible for CNA membership shall be qualified to serve on the Steering Committee. If a Steering Committee member becomes ineligible for CNA membership during his or her term, that person is no longer eligible to serve on the Steering Committee.

**Section 3** **Terms of Office:** Terms of office are for two (2) years.

**Section 4** **Steering Committee Vacancies:** The Steering Committee may make temporary appointments to fill a vacancy on the Steering Committee until the next General Membership Meeting where nominations from the floor and an election will take place to fill the vacancy.

**Section 5** **Election of Steering Committee Members, Including Officers:** The Steering Committee shall include the following CNA officers: the immediate past CNA Chairperson, current Chairperson, Vice Chairperson, Secretary and Treasurer. The remaining Steering Committee shall be members-at-large. Openings on the Steering Committee shall be filled in an election by a vote of the membership at the November General Membership meeting. The names of all candidates for the Steering Committee shall be placed in nomination by a nominating committee or by any members of the CNA. Election requires a majority vote by the membership present.

**Section 6** **Duties of the Steering Committee Members:** The Steering Committee shall have the following responsibilities and powers:

- a) Manage the daily affairs of the CNA.
- b) Make decisions and represent the interests of the CNA 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 CNA on specific topics.
- d) Establish a plan for maintaining encouraging involvement in the CNA.

**Section 7** **Steering Committee Meetings:**

- a) **Regular Steering Committee Meetings:** There shall be at least four (4) and up to six (6) Steering Committee meetings yearly, held on the second Saturday of the month at least four of the months of January, March, May and October, and December. Meeting will be held at a place determined by the Steering Committee. Notification of the Steering Committee members shall be by email or telephone call, and notification of the general membership shall be by mail, newsletter, posted notices, or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven(7) days advance notice to the membership and Steering Committee members.
- b) **Special/Emergency Steering Committee Meetings:** Special meetings of the Steering Committee may be called by the Chairperson. Notification to the Steering Committee members shall include email or telephone call, and notification to the general membership shall be by mail, newsletter, posted notices or any other means of communication apt to reach a majority of the membership. Notification shall require two(2) days advance notice to the membership and Steering Committee members. A special meeting shall not be called unless sufficient time is unavailable to consider a pertinent matter at the regular Steering Committee meeting.
- c) **Quorum:** A quorum consists of a majority of the currently elected Steering Committee members.
- d) **Voting:** Unless otherwise specified in these bylaws, decisions of the Steering Committee shall be made by a majority vote of those Steering Committee members present at any meeting.

**Section 8** **Powers of the Steering Committee:** The Steering Committee shall be responsible for all business coming before the CNA and for ensuring that members are informed of business that affects them through reasonable means of notification.

**Section 9** **Termination of Steering Committee Members:** Any Steering Committee members failing to attend three(3) consecutive Steering Committee meetings may be terminated from the Steering Committee upon written notice by the Chairperson or any three (3) Steering Committee members. Any Steering Committee member who misses three(3) meetings in any six(6) month period will be contacted to determine his/her continued interest. A Steering Committee member(s) may also be removed from the Steering Committee by a two-thirds(⅔) vote by the members present at a general or special meeting. The affected Steering Committee member shall receive at least seven(7) days notice, by email or telephone, of this proposed action.

**ARTICLE VIII OFFICERS:**

- a) **Chairperson:** The Chairperson shall preside at all the Steering Committee meetings and all the membership meetings and shall perform such duties as the Steering Committee and the membership authorize. The Chairperson shall represent the position(s) and the interest of the CNA.
- b) **Vice Chairperson:** The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and shall perform other duties as delegated by the Steering Committee.
- c) **Secretary:** The Secretary shall record and maintain the minutes of Membership and Steering Committee meetings, assist the Chairperson with correspondence and maintain the non-financial files of the CNA. The Secretary will maintain a list of Steering Committee members and their terms.
- d) **Treasurer:** The Treasurer shall have charge of all the funds belonging to the Neighborhood Association and shall receive, deposit and disburse funds for the CNA in a bank(s) or financial institution(s) in such a manner as designated by the Steering Committee. The Treasurer shall make financial reports and directed by the Steering Committee and shall submit all records to the Steering Committee annually for auditing as designated by the Steering Committee.

**ARTICLE IX COMMITTEES:** There may be standing committees and special committees created by the Steering Committee or by a vote of the General Membership. Any member of the CNA may serve on a standing committee or special committee. Committees shall make recommendations to the Steering Committee and the General Membership for action. Members of the standing or special committees shall elect a chairperson(s). Committees shall be made up of at least five (5) members and the majority of committee members present shall constitute quorum. Each committee shall develop rules for assembly and purpose to be approved by the General Membership. No committee shall have the authority to act on any without a specific vote the of the General Membership.

**ARTICLE X CONFLICT OF INTEREST PROCEDURES:** A Steering Committee member who has direct or indirect conflict of interest with regard to any matter brought before the Steering Committee shall disclose the conflict and recuse him or herself from voting on the matter. If this does not occur and the Steering Committee member with the conflict votes on the matter, the presence of, or vote cast by, a member of the Steering Committee with direct or indirect conflict of interest in the matter does not affect the validity of the action taken by the Steering Committee as long as there is a majority vote of the Steering Committee on the matter without counting the vote of the person with the conflict. Although the Steering Committee member with the conflict of interest is encouraged to divulge a conflict on a matter discussed at any general or special membership meeting, the Steering Committee member is not prohibited from voting on that matter at such a membership meeting.

**ARTICLE XI GRIEVANCE PROCEDURES:**

**Section 1** **One-on-One Dialogue and Mediation:** Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of These grievance procedures, through one-on-one dialogue or mediation.

**Section 2** **Grievance:** Any person or group may file a grievance based upon an alleged violation of the CNA bylaws by submitting a grievance in writing to the Steering Committee within 10(ten) days of the alleged violation. The petition shall include the name and address of the petitioner(s), the nature of the grievance and suggested remedy.

**Section 3** **Processing the Grievance:** Within seven(7) days after receipt of the written grievance, the Chairperson will establish a grievance committee consisting of three (3) members of the CNA, and including at least one(1) member of the Steering Committee, which shall review the grievance. The grievance committee shall investigate the matter and report to a general or special meeting within sixty(60) calendar days from receipt of the grievance.

**Section 4** **Grievance Hearing:** The grievance hearing shall appear on the notification of the general or special meeting. The general membership, by a majority vote of those present, may take action on the grievance. Such actions include, but are not limited to: sustaining the original action, reversing the original action, revising the original action or deferring further action pending further investigation. A tally of votes and the minutes from the grievance hearing shall be documented and forwarded to the petitioner.

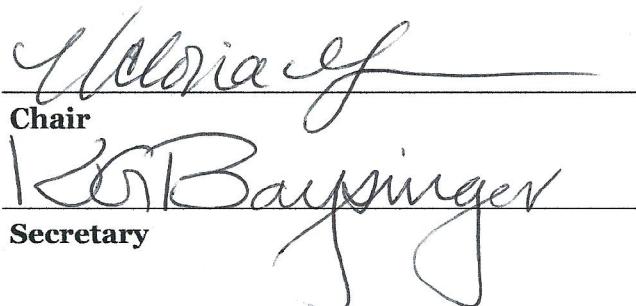
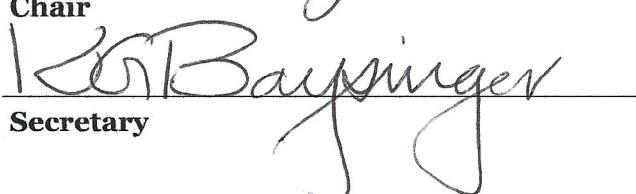
**ARTICLE XII PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:**

- a)** The CNA shall abide by all the requirements relative to public meeting and public records. Official action(s) taken by the CNA must be on record or part of the minutes of each meeting. The minutes shall include record of attendance and the results of any vote(s) taken. A summary of dissenting views should be transmitted along with any recommendations made by the CNA to the City. Official records of the CNA will be kept on file with City Hall.
- b)** The CNA shall keep the names, addresses, email addresses and telephone numbers of the CNA officers current with the City of Oregon City so the Governmental agencies responsible for notifying neighborhood associations of matters that affect them can provide information to the CNA.

**ARTICLE XIII NONDISCRIMINATION:** The CNA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, legal citizenship, national origin, income, political affiliation in any of its policies, recommendations or action.

**ARTICLE XIV ADOPTION AND AMENDMENT OF BYLAWS:** All amendments to these bylaws must be proposed in writing and submitted to members at a general meeting or special meeting before voting their adoption, which may proceed at a later general meeting. Notice of proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of thirty(30) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds(%) vote by members present at a general meeting.

**As adopted, 20th day of April, 2017**

  
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**Gloria J.**  
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**Chair**  
  
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**KGB Baysinger**  
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**Secretary**