

**Article 1 NAME OF ORGANIZATION**

**Article II PURPOSE**

**Article III BOUNDARIES**

**Article IV MEMBERSHIP**

Section 1 Qualifications

Section 2 Voting

Section 3 Privileges and Responsibilities of Membership

**Article V FINANCIAL SUPPORT**

**Article VI MEMBERSHIP MEETINGS**

Section 1 General Membership Meetings

Section 2 Special Membership Meetings

Section 3 Agenda

Section 4 Quorum

Section 5 Participation

Section 6 Procedures

**Article VII STEERING COMMITTEE**

Section 1 Number of Steering Committee Members

Section 2 Eligibility of Steering Committee Service

Section 3 Terms of Office

Section 4 Steering Committee Vacancies

Section 5 Election of Steering Committee Members, Including Officers

Section 6 Duties of Steering Committee Members

Section 7 Duties of Steering Committee Officers

Section 8 Steering Committee Meetings

Section 9 Powers of the Steering Committee

Section 10 Termination of Steering Committee Member

**Article VIII COMMITTEES**

**Article IX CONFLICT OF INTEREST PROCEDURES**

Section 1 Definition

Section 2 Declaring the Conflict of Interest

Section 3 Abstention from Voting

**Article X GRIEVANCE PROCEDURES**

Section 1 Eligibility to Grieve

Section 2 Complaint Receipt

Section 3 Final Resolution

**Article XI PUBLIC MEETING AND RECORDS REQUIREMENT**

**Article XII NONDISCRIMINATION**

**Article XIII ADOPTION AND AMENDMENT OF BYLAWS**

## Bylaws of the McLoughlin Neighborhood Association

---

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

**ARTICLE II**    **PURPOSE:** The purposes for which the MNA is organized are:

- a) To enhance the livability of the neighborhood and Oregon City by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
- 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 of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under ORS Chapter 65.
- d) For such other objectives as are approved by the Steering Committee or the membership.

**ARTICLE III**    **BOUNDARIES:** Boundaries of the area included in the MNA are: As designated by the Oregon City Neighborhood Association map dated October 2009, and by this reference incorporated herein.

**ARTICLE IV**    **MEMBERSHIP:**

**Section 1**    **Qualifications:** Membership in the MNA shall be open to all residents, property owners, and business owners 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 MNA 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 conducted by the MNA;
- b. To attend meetings and to speak from the floor on any issue which is being considered by the MNA;
- c. To vote (if of voting age) 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 MNA; and,
- d. To serve on committees of the MNA.

**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 MNA newsletter may be accepted and used as sources of MNA income, if authorized by the Steering Committee.

**ARTICLE VI** **MEMBERSHIP MEETINGS:**

**Section 1** **General Membership Meetings:** There shall be at least four (4) and up to six (6) general membership meetings yearly, held on the first Thursday of the month in at least four of the months of January, March, May, July, September and November. The November meeting must be one of the meetings held annually. Notifications shall include mail, newsletter, posted notices, or any other appropriate means of communication apt to reach a majority of the members. Notifications shall require seven days advance notice to all members.

**Section 2** **Special or Non-Regular Meetings:** Special meetings of the membership may be called by the Chairperson or by majority vote of the Steering Committee, as deemed necessary. Notification 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 at least two (2) days advance notice to all members.

**Section 3** **Agenda:** The Chairperson shall prepare the agenda for the general and special meetings of the membership. Any person may add an item to the agenda by:

- a) Submitting the item in writing to the Chairperson at least seven (7) days in advance of the meeting or,
- b) Making a motion to the Steering Committee to add an item to the general or special meeting agendas at those respective meetings.

**Section 4** **Quorum:** A quorum for any general or special meeting of the MNA is five (5). Unless otherwise specified in these bylaws, decisions shall be made by a majority vote of those members present at any meeting.

**Section 5** **Participation:** Any general, special, 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 6** **Procedures:** Roberts 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 determine the exact number of Steering Committee positions annually prior to the next election. There shall be at least five (5) and no more than ten (10) Steering Committee members.

**Section 2** **Eligibility for Steering Committee Service:** Only persons eligible for MNA membership shall be qualified to serve on the Steering Committee. If a Steering Committee member becomes ineligible for MNA 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 one (1) year.

**Section 4** **Steering Committee Vacancies:** The Steering Committee may fill any vacancy on the Steering or designated committees by a majority vote of the Steering Committee. 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 5** **Election of Steering Committee Members, including Officers:** The Steering Committee shall include the following MNA officers: Chair, Vice Chair, Secretary and Treasurer. The remaining Steering Committee members shall be members-at-large and may include the immediate past chair. 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 member of the MNA. Election requires a majority vote of 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 MNA.
- b) Make decisions and represent the interests of the MNA 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 MNA on specified topics.
- d) Establish a plan for maintaining and encouraging involvement in the MNA.

**Section 7** **Duties of Steering Committee Officers:**

- a) **Chairperson:** The Chairperson shall preside at all Steering Committee meetings and all membership meetings and shall perform such duties as the Steering Committee and the membership authorize. The Chairperson shall represent the position(s) and the interests of the MNA.
- 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 minutes of Membership and Steering Committee meetings, assist the Chairperson with correspondence and maintain the non-financial files of the MNA. The Secretary will maintain a list of Steering Committee members and their terms.

- d) **Treasurer:** The Treasurer shall have charge of all funds belonging to the Neighborhood Association and shall receive, deposit and disburse funds for the MNA in a bank(s) or financial institution(s) in such manner as designated by the Steering Committee. The Treasurer shall make financial reports as directed by the Steering Committee and shall submit all records to the Steering Committee annually for auditing as designated by the Steering Committee.

**Section 8 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 first Thursday of the month in at least four of the months of February, April, June, October, and December. Meetings will be held at a place determined by the Steering Committee. Notification to Steering Committee members shall be by email or telephone call, and notification to 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 Steering Committee Meetings:** Special meetings of the Steering Committee may be called by the Chairperson. Notification to 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) **Emergency Meetings:** Under emergency circumstances, when a vote on a matter or matters must be taken between meetings, an emergency meeting of the Steering Committee may be called by the Chairperson or by majority of the Steering Committee as deemed necessary. Notification shall require not less than 24 hours notice to the members of the Steering Committee by email or telephone, and not less than 24-hour notice to the membership by posted notice, or any other appropriate means of communication apt to reach a majority of the members.
- e) **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 9 Powers of the Steering Committee:** The Steering Committee shall be responsible for all business coming before the MNA and for ensuring that members are informed of business that affects them through reasonable means of notification.

**Section 10 Termination of Steering Committee Members:** Any Steering Committee members failing to attend three consecutive Steering Committee meetings may be terminated from the Steering Committee upon written notice by the Chairperson. 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 (2/3) 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 COMMITTEES:** There may be standing committees as designated by the Steering Committee and special committees as may be established by the Chairperson. Committees must have at least one (1) Steering Committee member on them. Committees shall make recommendations to the Steering Committee for action. No committee shall have the authority to act on any item without a specific vote of either the Steering Committee or the general membership.

**ARTICLE IX CONFLICT OF INTEREST PROCEDURES:**  
A Steering Committee member who has a 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 a Steering Committee member with a 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 X 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 MNA bylaws by submitting a grievance in writing to the Steering Committee within 45 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 MNA, 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.

**Section 5 Appeals Process:** Only upon unsatisfactory resolution of a grievance with the MNA for alleged violation of the MNA bylaws may the grievant appeal to the City Commission. Such appeal must be filed within 30 days of the date of the grievance hearing.

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

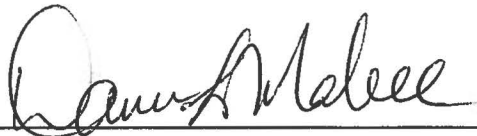
a. The MNA shall abide by all the requirements relative to public meetings and public records. Official action(s) taken by the MNA must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken. A summary of dissenting views should be transmitted along with any recommendation made by the MNA to the City. Official records of the MNA will be kept on file with City Hall.

b. The MNA shall keep the names, addresses, email addresses and telephone numbers of the MNA 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 MNA.

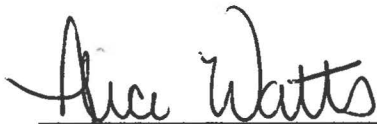
**ARTICLE XII NONDISCRIMINATION:** The MNA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations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

**ARTICLE XIII ADOPTION AND AMENDMENT OF BYLAWS:** All amendments to these bylaws must be proposed in writing and submitted to members at a general or special meeting before voting on their adoption, which may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general or special meeting.

As adopted, 2<sup>nd</sup> day of September, 2010.



Damon Mabee, Chair



Alice Watts, Secretary