

Southern Crossing Neighborhood Association Bylaws

FINAL (adopted 08/15/19)

ARTICLE I PURPOSE

Section 1

The name of the organization shall be the Southern Crossing Neighborhood Association (SCNA).

Section 2

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

Section 3

- A. Status of SCNA as an Association Recognized by The City of Bend:
 - a. Although SCNA 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.
 - b. As an entity independent of the City of Bend, SCNA, 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.
 - c. These Bylaws authorize the Board of Directors or Membership to conduct candidate forums to help inform the public of the experience and qualifications of candidates for public office.

ARTICLE II MEMBERSHIP

Section 1

- A. Membership Qualifications:
 - a. Membership in SCNA is granted automatically to any person who lives in (including renters) or owns any real property, or any legal entity that operates a place of business or professional office, a government agency or nonprofit institution within the boundaries set forth in Article X of these Bylaws.

Section 2

- A. Membership Voting:
 - a. SCNA Members shall have one vote per adult (18 and over) member residing in each household. Businesses shall have one vote per entity. All votes are to be cast during attendance at any general or special Membership meeting. One representative from each SCNA Member government agency or nonprofit organization designated by such agency or organization shall have the same privileges as all other SCNA Members.

Section 3

A. Membership Rights

- a. Each member is eligible to vote for the election or removal of Board of Directors, Bylaw amendments, items on the Agenda at any Annual General or Special Membership meeting and the dissolution or merger of the association.

ARTICLE III DUES

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

ARTICLE IV MEETINGS

Section 1

A. General Membership Meetings:

- a. There shall be at least one Annual General Membership Meeting during the Fall (Oct – Dec) of each year.
- b. The business of the Annual General Membership Meeting shall include a report from the Board of Directors on the state of the Association and the election of vacant Board of Directors positions.
- c. Notification of the 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 SCNA Members. Notice may also be posted on SCNA website and any social media site managed by SCNA.
- d. Public notice of general Membership meetings shall also be provided by posting an announcement of such on the SCNA website provided by the City of Bend at least fourteen days prior to the Membership meeting or, at least seven (7) days prior to the Membership meeting, by any other methods deemed reasonable by the SCNA. The notice required shall include a copy of a proposed agenda of items to be considered at the meeting.

Section 2

A. Special Membership Meetings:

- a. The SCNA Chair may call a Special Membership Meeting.
- b. The purpose of any Special Membership Meeting is to allow the General Membership input and a vote on special agenda items and/or when the timeliness of the regular monthly board meetings is insufficient to take action of a particular agenda item.
- c. Notice of a Special Membership Meeting may be provided by any attempt deemed reasonable by the Chair of the Board of Directors to provide Membership notice at least seven (7) days prior to the Special Membership Meeting and shall otherwise meet the requirements of notice set forth in Section 1 of this Article.

Section 3

A. Agenda:

- a. The Chair of the SCNA Board of Directors shall prepare the agenda for all meetings.
- b. Any member of the Board of Directors and any SCNA general member may request an item be placed on the agenda for the Annual General and Special Membership meetings by submitting the item in writing via email to the SCNA Chair (chair@bendscna.org) at least five (5) days in advance of the meeting.
- c. Agendas for the Board of Directors monthly meetings shall be submitted to all elected Board of Directors no later than five (days) prior to the meeting. Any member of the Board of Directors may request to add an item to the agenda by submitting the item via email to the Chair at least 10 days prior to the meeting.
- d. The Chair will endeavor to honor all timely requests to add items to any agenda. However, depending on other agenda items, the Chair reserves the right to table the item to a future meeting with notice to the person who submitted the request. The Chair also may add agenda items that are requested with less than required days notice if deemed appropriate and as time permits.

Section 4

A. Voting:

- a. Unless otherwise specified in these bylaws, decisions of any agenda item considered at any SCNA *Annual General or Special Membership* meeting shall be made by a majority vote of the Members present, either personally or by proxy.
- b. Unless otherwise specified in these bylaws, decisions of any agenda item considered at *any Board of Directors Meeting* shall be made by a quorum vote of the Board Members present or attending via conference call. Board of Directors may not vote via proxy during a monthly Board of Directors Meeting.
- c. Voting by e-mail:
 - i. In between monthly Board of Directors meeting, the Chair may motion for a vote via e-mail on item(s) needing a response sooner than the next scheduled meeting. These items will be minor in nature. The Chair will allow all Board of Directors opportunity to express opinions on item(s) being voted on and a reasonable amount of time for reply.
 - ii. A majority of all elected Directors will be needed to participate in any email vote.
 - iii. The motion and subsequent vote will be documented and confirmed at the next scheduled monthly board meeting.
 - iv. Any member of the Board may request that a proposed email vote be tabled for the next scheduled Board meeting. The request must come in prior to a majority of the Directors voting.
- d. Voting via conference calls:
 - i. Should a member of the Board of Directors not be present at any monthly board meeting, they may arrange to utilize a "conference" call to attend the meeting.
 - ii. If a vote is taken during the meeting the Director attending via conference call may vote and it shall be considered the same as if they were at the meeting in person.
 - iii. It will be the responsibility of the Director not attending to arrange for the conference call. Neither the Chair nor any other Director is obligated to coordinate or ensure a conference call for any other member.
- e. Proxy Voting:
 - i. Voting by proxy will only be allowed during the Annual General and Special Membership meetings.

- ii. Any member, including board members, who cannot personally attend an Annual General or Special Membership meeting, will be allowed to vote via proxy in order to have their vote counted on issues listed on the meeting's agenda as well as to elect Board of Directors.
- iii. A proxy vote *will not* count toward the necessary number voting members needed to create a quorum at any Annual General or Special Membership meeting.
- iv. Any SCNA member who wishes to be counted as being present and authorized to vote during the meetings outlined in IV.4.e.i needs to complete and follow the instructions provided on the Proxy Authorization Form found in the appendix of these Bylaws.

B. Quorums

- a. A quorum for any SCNA *General or Membership Meeting* shall be a minimum of ten (10) Members *present*.
- b. A quorum for any *Board of Directors meeting* shall be at least one half of the elected board membership. Example: if the elected board is 7 members than 4 members are needed to be present at a meeting to create a quorum and therefore vote on any motion.

Section 5

A. Participation:

- a. Any Annual General or Special Membership meeting, Board of Directors meeting or committee meeting is open to any person to attend.
- b. Only SCNA members may participate in discussion of matters being considered for action. The member presiding over the meeting may regulate the order and length of discussions and limit them to relevant points.

Section 6

A. Procedures:

- a. The SCNA shall follow Robert's Rules of Order (Revised) in the conduct of its business unless other procedures are required by these Bylaws. The SCNA shall publish all Annual General, Special and Board of Director meetings Minutes following their approval by posting them on its website.

ARTICLE V SCNA BOARD OF DIRECTORS AND ELECTIONS

Section 1

A. Board of Directors:

- a. A Board of Directors will be elected by a majority of the SCNA Membership present at the Annual General Membership meeting or any Special Membership meeting called to conduct the election and shall govern the SCNA. Elections will be by written ballot containing the names of declared candidates and a space for writing the name of additional candidates nominated by an SCNA Member.
 - i. The Annual General Membership meeting for elections will be held in the Fall) Oct – Dec) of each year.
- b. Any Member of the SCNA shall be eligible for nomination to membership on the Board of Directors.
- c. The Board of Directors shall be comprised of an odd number of members between five (5) and nine (9.) Each member shall be elected to a two-year term.

- i. Officers shall be set at 4 (four) consisting of a Chair, Vice Chair, Treasurer and Secretary.
- ii. The remaining number of Board or Director positions will be elected as “General Board Member(s)” of the Board of Directors and will serve as Leads or Coordinators of various committees (ad hoc or standing) determined every January by the full elected Board of Directors.

Section 2

A. Duties of the Board of Directors:

- a. The Board of Directors shall manage the affairs of the SCNA, be accountable to the SCNA Membership, and shall consider the views presented by any SCNA Member affected by any proposed policies or actions before adopting any recommendation on behalf of the SCNA, and shall comply with these Bylaws.
 - i. Duties of Officers
 1. Chair: The Chair shall prepare public notices and agendas; preside at all meetings of the Board of Directors or Membership; appoint members of committees, with the approval of a majority of a quorum of the Board of Directors. The Chair shall make all necessary reports to the City of Bend as required by the city. The Chair shall have the sole authority to speak for the SCNA, unless the Chair shall designate another Member to speak on a matter on behalf of the SCNA.
 2. Vice Chair: In the absence of the Chair, the Vice Chair shall function as the Chair. Vice Chair will also serve as the Land Use Coordinator for SCNA.
 3. Secretary: The Secretary shall keep and prepare the minutes of SCNA meetings, be responsible for all correspondence of SCNA and make available to any current Member SCNA records specifically identified (by type of record, subject of record and approximate date of record) for inspection at a reasonable time. The Secretary shall publicly publish approved minutes by making them part of the SCNA website. It is not the intent of this provision that the SCNA must retain any document for any period of time.
 4. Treasurer: The Treasurer shall be held responsible and accountable for all SCNA funds, shall give an accounting at each Board of Directors meeting, at each General Membership meeting, and shall receive, safely keep and disburse SCNA funds. Disbursement of SCNA funds shall require the signature of approval of the Treasurer and Chair.

Section 3

A. Board of Directors Meetings:

- a. The Board of Directors shall meet at least fourteen (14) days prior to any General Membership or Special Membership meeting and at any other time the Chair may designate. Board of Directors' Meetings shall be in open session. Only Board of Directors members shall be entitled to vote at the monthly Board of Directors' Meetings. A majority of the members of the Board of Directors present at any monthly meeting shall constitute a quorum for meetings of the Board of Directors. (Reference IV.4.A.b).

Section 4

A. Elections:

- a. Each year the Board of Directors shall determine the positions that will be placed up for election at the General Membership Meeting based upon upcoming vacancies and nominations, with approximately half the members up for election each year so that position elections alternate every year. Chair and Treasurer elections will alternate with the Vice Chair and Secretary.
- b. All candidates must be present at the meeting in which their position is up for election. The candidates must be willing to provide their background and experience as well as answer questions from the general membership.
- c. Elections will be conducted via written ballots.

B. Start and End of Terms:

- a. New terms of service for all Board of Directors begins on January 1. This allows for time for transition between incoming and outgoing directors. Terms will end on December 31st of the Director's second year.

C. Proxy Voting:

- a. Proxy voting will be allowed for the Board of Directors only during General Membership and Special Membership meetings. Directors cannot use proxy voting during regular board meetings.

Section 5

A. Board of Directors Vacancies.

- a. The Board of Directors may fill any vacancy on the Board of Directors by majority vote of a quorum of the elected Board of Directors during any monthly Board of Directors meeting.
- b. The Chair may also call a Special Membership meeting to allow the general SCNA membership an opportunity to elect Board of Director members between Annual General Membership meetings.
- c. The Board of Directors may declare a vacancy in cases of absence by a Director from three (3) consecutive meetings, or if a position is vacated for any reason. A Director will be considered absent if they are either late to a meeting or leaves early from a meeting and is in attendance for less than half of the meeting.
- d. 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

A. Term limits for members of the Board of Directors

- a. The Chair may only serve two 2-year terms as chair. These may be consecutive terms or separate individual terms over time.
- b. Once the Chair has reached the limit for that position they may no longer serve as Chair or Vice Chair. They may continue to serve as a Director in any other position.
- c. The rest of the Directors are not subject to term limits.

Section 7

- A. Removal of any member of the Board of Directors:
 - a. Any Officer or General Member of the Board of Directors may be removed by an affirmative vote of two-thirds of the Membership present at a Special Membership meeting called by Board of Directors providing a notice specifying the proposed removal.

Section 8

- A. Neighborhood Leadership Alliance (NLA) Representative
 - a. SCNA will recommend to the Chair of NLA its nominee for the position of SCNA NLA representative. The NLA will notify the City for approval of the nominee.
 - b. The SCNA NLA representative holds a position on the NLA advisory committee and is appointed by the Mayor with the approval of the City Council to serve on that committee.
 - c. The NLA representative for SCNA should represent SCNA's constituents and its positions on neighborhood issues and concerns to the NLA.
 - d. The SCNA representative does not have to be a member of SCNA Board of Directors. Therefore each Board can vote as to whether or not they want to allow the appointed NLA representative to also hold a voting position on the SCNA Board of Directors.
 - e. The NLA representative shall make a report at every monthly SCNA Board of Directors meeting.
 - f. The SCNA Board of Directors will hold a Special Membership meeting at least one (1) month prior to the end of the NLA Representative's term to determine who will be recommended to the NLA and the City Council as being the next NLA representative for SCNA.
 - g. The Board of Directors will notify the SCNA membership at least two (2) months prior to the Special Membership meeting of the upcoming SCNA NLA representative nomination process. This will allow the membership time to submit candidate names for the position and attend the meeting.
 - h. The SCNA NLA representative nomination will be held in the same manner as elections for SCNA Board of Directors. Nominee candidates must be present at the Special Membership meeting and willing to answer questions from the general membership.
 - i. The SCNA Board of Directors may by a majority vote recommend to the NLA removal of the current representative.
 - j. The SCNA NLA representative appointments and terms will follow the policy and procedures established by the NLA.

ARTICLE VI COMMITTEES

The Board of Directors may establish Committees, whether standing or ad hoc, to serve the SCNA 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 SCNA without specific authorization of the Board of Directors.

ARTICLE VII CONFLICT OF INTEREST

Section 1

- A. A conflict of interest exists for a Board Member whenever he/she holds a personal financial interest, which will be impacted by action or a refusal to act by the SCNA on a proposal before the SCNA Members or Board of Directors.
- B. 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 SCNA decision.

Section 2

- A. 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 SCNA Membership) hearing the proposal that the conflict of interest exists.

Section 3

- A. A Board Member shall not vote on matters in which they have a conflict of interest.

ARTICLE VIII INDEMNIFICATION

SCNA 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 SCNA 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 SCNA member or authorized representative of a Department of the City of Bend may submit to the SCNA Chair, in writing via email, 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 as outlined in IV.3 above.

ARTICLE X BOUNDARIES

Section 1

- A. Boundaries of SCNA, as defined in the Resolution of the Bend City Council recognizing the SCNA are as follows:
 - a. The Northern Boundary is defined by Simpson Ave east from Century Drive to Shevlin Hixon, Shevlin Hixon east to Colorado, Colorado east to Arizona, and Arizona east to the Bend Parkway.
 - b. The Eastern Boundary is defined by the Bend Parkway from Arizona south to Powers.
 - c. The Southern Boundary is defined by Powers Road from the Bend Parkway west to Brookwood.

- d. The Western Boundary is defined by Brookwood from Powers north to Old Rock House Road, Old Rock House Road west to the Deschutes River, The Deschutes River north to Reed Market at the bridge, Reed market west to Century Drive, and Century Drive north to Simpson.

ARTICLE XI ADOPTION 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, whether personally or by proxy.

Southern Crossing Neighborhood Association Bylaws

(Adopted: 08/15/19)

Signed: 

Printed Name: **Rose Blackburn**

Position: **Chair**

Signed 

Printed Name: **Deby DeWeese**

Position: **Vice Chair**

Signed 

Printed Name: **Karen Bergsvik**

Position: **Secretary**

Signed: 

Printed Name: **Sara Santa**

Position: **Board Member**

APPENDIX

- A – Email contacts SCNA Board of Directors
- B – Proxy Authorization Form
- C - One Time Special Election Provision

Appendix A

Email contacts for Southern Crossing Neighborhood Association

hello@bendscna.org	Main account email used as general public information email contact - auto forwards to designated Director.
Chair@bendscna.org	Address for Chair*
vcchair@bendscna.org	Address for Vice Chair*
Landuse@bendscna.org	Address for Land Use Coordinator*
treasurer@bendscna.org	Address for Treasurer*
secretary@bendscna.org	Address for Secretary*

* All addresses are aliases and will forward to Directors' chosen email address

Additional aliases can be assigned for the rest of the Directors based upon their Lead/Committee position.

Appendix B

**Southern Crossing Neighborhood Association (SCNA)
Proxy Vote Authorization Form**

Southern Crossing Neighborhood Association’s Bylaws allow that any SCNA member who cannot personally attend the Annual General Membership Meeting or a Special Membership Meeting will have their vote counted during such meetings in order to elect members of the Board of Directors and/or vote on any of the meeting’s agenda items. (Proxy votes will not be counted towards the necessary number of members needed to create a quorum.)

A SCNA member who wishes to have their vote counted as being present and authorized to vote needs to:

1. Designate either a member of the Board of Directors or any SCNA general member who will be personally attending the meeting to act as their proxy.
2. Complete this form, sign it and return it via email at least 1 night before the meeting to chair@bendscna.org or if they cannot send a signed form:
 - a. They may simply send an email at least 1 night before the meeting to chair@bendscna.org stating that they are unable to send the form via email but that they are authorizing a Director or other SCNA general member to act as their proxy and provide the name of individual acting as their proxy.
 - b. A member may also arrange to have someone bring this completed form to the meeting.

I, _____, designate (check one box and fill in name):

SCNA Board of Directors member:

Or

SCNA general member:

To act as my proxy at the Annual General Membership or Special Membership meeting on _____.

Signed:

Printed Name:

Date: _____

Appendix C

One time special election provision to establish alternating terms:

1. A second General Membership meeting will be held in 2019 (Nov 7) to hold elections in order to establish alternating terms.
2. The Officer positions of **Chair** and **Treasurer** will be up for re-election on Nov 7, 2019.
3. Newly elected Chair and Treasurer will serve a 2-year term starting January 1, 2020 and ending December 31, 2022.
4. Current Vice Chair, Secretary and 1 General Board Member position will complete their second term through December 31, 2020.
5. Additional General Member Board positions will also be up for election provided there is a minimum of 2 candidates running. A maximum of 4 General Board Member positions can be elected on Nov 7, 2019. There will only be 2 or 4 new positions. If 3 candidates apply the 3 will compete for 2 General Board Member positions. If 4 candidates apply then each may be elected to the board. If 5 or more candidates apply then they all will compete for the maximum (4) General Board Member positions.

This appendix expires 12/31/2019.