Southern Crossing Neighborhood Association Bylaws

Adopted October 15, 2026

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 Districts and 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 a District Recognized by The City of Bend:
    a. Although SCNA is a District 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 (age 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 Membership Meeting 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. No individual shall have more than one vote for any reason, regardless of them owning or residing in multiple properties, representing multiple entities, or any combination thereof.

Section 3

A. Membership Rights:
    a. Each member is eligible to vote for the election or removal of Board of Directors' members, Bylaws amendments, and items on the agenda at any General Membership Meeting 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. A General Membership Meeting shall be held approximately every year, but with no more than 18 months between such meetings. The meeting may be conducted in-person, virtually, or a combination of the two, as determined by the Board of Directors.
    b. The business of the General Membership Meeting shall include a report from the Board of Directors on the state of the Association and the election of vacant or expiring 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, or by Email, 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 at least fourteen (14) days prior to the General Membership Meeting, or 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. A Special Membership Meeting may be called by the Chair, or a majority vote of the Board of Directors. The meeting may be conducted in-person, virtually, or a combination of the two, as determined by the Board of Directors.
    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 board meetings is insufficient to take action on a particular agenda item.
    c. Notice of a Special Membership Meeting may be provided by any method deemed reasonable by 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 may place an item on the agenda for the General Membership Meeting or Special Membership Meeting. Any SCNA member may move to add an item to the agenda for such meetings. Adoption of that motion requires a second and majority vote.
    c. Agendas for the Board of Directors meetings shall be submitted to all elected Board of Directors in advance of the meeting. Any member of the Board of Directors may add an item to the agenda.

Section 4

A. Voting:

a. Unless otherwise specified in these Bylaws, decisions of any agenda item considered at any SCNA General Membership Meeting or Special Membership Meeting shall be made by a majority vote of the Members present.
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.
c. Voting by e-mail:
    i. In between Board of Directors meetings, Board members 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 is required to participate in any email vote.
    iii. The motion and subsequent vote will be documented and confirmed at the next scheduled 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.

B. Quorums:
    a. A quorum for any General Membership Meeting or Special 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 then 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 General Membership Meeting 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 General Membership Meeting, Special Membership Meeting 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. Election of the Board of Directors:
    a. A Board of Directors will be elected by a majority of the SCNA Membership present at the General Membership Meeting or Special Membership Meeting called to conduct the election.
    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).

B. Election of the Officers:
    a. Following the General Membership Meeting or Special Membership Meeting called to conduct Board elections, the Board of Directors shall determine the Officers to be elected from its members.
    b. Officers shall be elected from the members of the Board of Directors by a majority vote of the members of the Board of Directors.
    c. Officers shall serve through the next General Membership Meeting.
    d. There shall be at least three (3) Officer positions: Chair, Vice-Chair, and Secretary/ Treasurer. The Board of Directors may separate the offices and functions of the Secretary and Treasurer. The Board may choose to add additional Officer positions as it deems necessary for the effective operation of the SCNA.
    e. The Board may choose to discontinue an Officer position that it deems no longer necessary, except for the three positions required above.

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.
    b. Directors may serve as Leads or Coordinators of various committees (ad hoc or standing) as determined by the full elected Board of Directors.

B. Duties of the Officers:
    a. 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.
    b. Vice Chair: In the absence of the Chair, the Vice Chair shall function as the Chair. The Vice Chair will also serve as the Land Use Chair for SCNA.
    c. Secretary: The Secretary shall manage the minutes of SCNA meetings and assist the Chair with correspondence of the SCNA. 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. The Secretary shall 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.
    d. Treasurer: The Treasurer shall be 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 as authorized by the Board of Directors.

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. Meetings may be conducted in-person, virtually, or a combination of the two, as determined by the Board of Directors. Board of Directors meetings shall be in open session. Only Board of Directors members shall be entitled to vote at the Board of Directors meetings. A majority of the members of the Board of Directors present at any 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.
    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 a process determined by the Board of Directors.

B. Term of Office:
    a. A term of office shall commence immediately following the General Membership Meeting or Special Membership Meeting called to conduct board member elections, and end at the second subsequent General Membership Meeting, approximately two (2) years later.
    b. There is no maximum number of terms that a Board of Directors member may serve.

Section 5

A. Board of Directors Vacancies:
    a. The Board of Directors may fill any vacancy on the Board of Directors or Officer position by majority vote of a quorum of the elected Board of Directors during any Board of Directors meeting.
    b. A Special Membership Meeting may be called by the Chair, or a majority vote of the Board of Directors, to allow the general SCNA membership an opportunity to elect Board of Director members between 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, or until a successor is elected or appointed, whichever is sooner.

Section 6

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 the Board of Directors providing a notice specifying the proposed removal.

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 they hold 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 Brookswood.
    d. The Western Boundary is defined by Brookswood 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 Membership Meeting 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.