

Southwest Bend Neighborhood District Bylaws

Article 1: Name and Geographic Boundaries

Section 1: The name of the organization shall be the Southwest Bend Neighborhood District (the “SBND”).

Section 2: The SBND encompasses a geographic area generally defined as follows:

The area south of Powers Rd., east of the Deschutes River, west of 3rd St. and inside the Bend city limits. The portion of Elkhorn Estates between Powers Rd and the COID canal is also included (the “Neighborhood”). Lands subsequently annexed by the City of Bend within the defined geographic boundary will be automatically included within the SBND.

Article 2: Status and Purpose

Although the SBND 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. The purposes for which SBND is organized are as follows:

- a) To maintain, protect and enhance the livability in, and sense of community for, the Neighborhood.
- b) To maintain an open line of communication and liaison among residents of the Neighborhood, the City of Bend, other governmental agencies, and other neighborhoods.
- c) To provide an open opportunity and process by which all members of the Neighborhood may involve themselves in the affairs of the Neighborhood.
- d) To facilitate the exchange of information, concerns and interests among Neighborhood residents.
- e) To be organized exclusively to advocate for the interests of residents of the Neighborhood, and for related educational, social and charitable purposes.
- f) Nothing in these bylaws shall preclude the SBND from forming as a non-profit organization.

Article 3: Membership

Section 1: SBND membership is granted automatically to (1) any individual 18 years old or older who has resided in the Neighborhood for at least 30 days; (2) any person or legal entity owning real property in the Neighborhood; and (3) any person or legal entity operating a business or non-profit organization within the Neighborhood. Any such legal entity members shall designate, in writing, a single designated representative.

Section 2: Each individual SBND member, which may include members of the same residence, shall have one vote. Each legal entity, business or non-profit organization shall have one vote, cast via the designated representative. All votes are cast during attendance at any general or special meeting called by the Board of Directors (“a Membership Meeting”). If after a vote has been taken, and a voting member has been found to not meet the qualifications of Section 1, their vote will be deemed void.

Article 4: Dues

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

Article 5: Meetings

Section 1: There shall be at least one general membership meeting during each calendar year. The meetings shall be convened upon any day decided by majority vote of the Board of Directors. General meetings will be allowed to take place via online meeting platforms if necessary, and in such circumstances, voting electronically will be accepted. Notification shall be by posted or published notices, E-mail, telephone or other reasonable methods apt to reach a majority of the members. Notification for general meetings shall require fourteen (14) days advance notice.

Section 2: A special meeting may be called by the Chair, or majority vote of the Board. Notification shall be by the methods listed in Article 5, Section 1 and be made at least seven (7) days prior to the meeting.

Section 3: Working with the Board, the Chair shall prepare the agenda for general and special meetings of the membership. Any member may add an item to the agenda by submitting the item in writing to the Board at least seven (7) days in advance of the meeting and gaining approval of the majority of the Board, or by making a motion at the meeting. Adoption of a motion to add an agenda item requires a second and a majority vote of the members.

Section 4: A quorum for any general or special meeting shall be a minimum of ten (10) members in attendance, including board members. Unless otherwise specified in these bylaws, decisions shall be made by a majority vote of the members present.

Section 5: Any general, special, Board or committee meeting is open to any person. Only members are eligible to vote. All actions or recommendations, including minority reports, of the general or special meetings shall be recorded in the minutes and communicated to all affected parties.

Section 6: Robert’s Rules of Order (Revised) or Robert’s Rules for Committees and Small Boards, shall be followed in all areas not covered by these bylaws.

Article 6: Board of Directors and Officers

Section 1: The Board shall consist of a Chair, Co-Chair, and at least five additional Board members for a minimum of seven (7) members. The Board may add to the total number of its members with a maximum of eleven (11)

Section 2: Board Startup (or Restart): Initial terms will be staggered for one (1) and two (2) years. Assignment of the offices with their staggered term limits will be determined by the Board members at their first meeting following the election of new Board members. Upon expiration of an initial startup of the Board, and their terms of office, elections will be for two (2) year terms.

Section 3: Eligibility: Only members shall be eligible to hold elected or appointed positions.

Section 4: Vacancy/Appointments: The Board may fill any vacancy on the Board or committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed. A vacancy may arise by resignation of a Board member or, at the discretion of the Board and by majority vote, removal of a Board member for cause, including of lack of significant participation or disruptive or uncooperative behaviors.

Section 5: Election: Elections will take place at the annual general meeting. Board members shall be elected by a vote of the membership at the annual meeting, on odd number years. Names of nominees for the Board, and for Chair and Co-Chair, shall be placed in nomination by a nominating committee or by any member of the SBND. Election requires a majority vote of the members present. Terms are a two-year term.

Section 6: The Chair, Co-Chair and other members of the Board shall meet after the annual general meeting and, by majority vote of the Board members present, elect a Secretary, Treasurer and Land Use Chair from among the Board members. The remaining Board members shall be members-at-large.

Section 7: The Board shall have following responsibilities and powers:

- a) Manage the daily affairs of the SBND.
- b) Make decisions and represent the interests of the SBND 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 SBND on specified positions or subjects.
- d) Establish a plan for maintaining and encouraging involvement in the SBND.

Section 8: The Board Officers shall have the following duties:

- a) The Chair shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorize. The Chair shall represent the position of the Board and the interests of the SBND.
- b) The Co-Chair shall perform the duties of the Chair in the Chair's absence and as authorized by the bylaws or regulations of the Board.
- c) The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chair or Co-Chair with correspondence and maintain the non-financial files of the SBND. The Secretary will maintain a list of Board members and committee members and their terms. They will maintain membership list unless a Membership Committee is functioning. They will assist in scheduling of meetings, posting meeting notices and other assistance in organizing membership events.
- d) The Treasurer shall have charge of all funds belonging to the SBND and shall receive, deposit and disburse funds for the SBND in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board. Treasurer will process and follow through on reimbursements that are for the NA. Personal reimbursements will be the responsibility of the individual. Treasurer will provide the fiscal data to the Chair for annual grant reporting to the City of Bend.
- e) The Land Use Chair will receive and maintain land use notices from the City of Bend or developer in a notebook. Post those notices and write a synopsis of proposed changes for the SBND website and present to SBND Board. Respond to notice in writing or attend meeting (in person or virtual), if appropriate or necessary, to City or developer. If a proposed change/development affects SBND, write an analysis of the burden of proof and submit to City planning and also post on SBND website. SBND can approve, not approve, approve with conditions or be neutral. Attend bimonthly Land Use Networking Group meetings. Become familiar with Bend's development code and Refinement Plans which affect the ND.

Section 9: Regular board meetings are ideally held once a month and are chaired by the Chair or Co-Chair in the Chair's absence. Special Board meetings may be called by the Chair by giving notice to each Board member of the time, place, and items to be discussed or acted upon at least three calendar days before the special meeting. A special meeting shall not be called unless insufficient time is available to consider a pertinent matter at the regular Board meeting. A quorum consists of a majority of the currently elected Board members. The Board shall be notified not less than three (3) calendar days preceding any board meetings. Notification shall be by mail, email or telephone to all board members and any media apt to reach a majority of the membership.

Article 7: Committees

The Board may appoint standing committees and ad-hoc committees. Committees shall make recommendations to the Board for Board action. Committees shall not have the power to act on behalf of the organization without specific authorization from the Board.

Article 8: Conflict of Interest

Section 1: A conflict of interest exists whenever the Board member holds a personal financial interest which will be impacted by an action or inaction by the SBND on a proposal before the membership or the Board. A personal financial interest shall include financial interests held by the Board member and/or immediate family members, greater than 5% of a business affected by an SBND decision. Also included are present or planned financial transactions between the Board member and the SBND, or between the Board member and any property owner whose property's use control is being reviewed by the SBND.

Section 2: Whenever a Board member determines that they have a conflict of interest relating to an item under discussion, the Board member must announce to the meeting that a conflict of interest exists.

Section 3: A transaction in which a Board member may have a direct or indirect conflict of interest may be approved by a vote of the Board, if in advance of the vote by the Board, all material facts of the transaction and the Board member's interest are disclosed to the Board. A conflict-of-interest transaction is considered ratified if it receives the affirmative vote of the majority of the Board members who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single Board member. If a majority of the Board members who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Board Member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Board member with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

Article 9: Grievance Procedures

Section 1: Any person or group who objects to a decision or policy or believes they are adversely affected by a decision or policy of the SBND may file a complaint in writing with the Board.

Section 2: Within seven (7) days of receipt of the complaint, the Board shall arrange with the petitioner for a mutually acceptable time and place for a review of the complaint, and will, in writing, within thirty (30) days, recommend a resolution of the grievance.

Section 3: If the Board and petitioner cannot reach agreement, attempt shall be made to resolve the complaint through mediation. If mediation fails to reach agreement, final resolution of the complaint shall be by majority vote of the membership at a general or special meeting.

Article 10: Indemnification

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

Article 11: Consideration of Proposals

Section 1: Any person or group, inside or outside the boundaries of the SBND may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will be heard and if so, which meeting is most appropriate for the item to be heard.

Section 2: The proposer and members directly affected by such proposal shall be notified in writing of the time and place the proposal shall be reviewed not less than seven (7) days in advance.

Section 3: The proposer and any other persons may attend this meeting to make presentations, answer questions, and offer comments on the proposal.

Section 4: The SBND shall submit recommendations and dissenting views of the relevant meetings to the proponent, other affected parties and, if applicable, the City of Bend Neighborhood Leadership Alliance Representative.

Article 12: Public Meetings / Public Records Requirement

Official action(s) taken by the SBND must be on record as part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken.

Article 13: Nondiscrimination

The SBND shall not discriminate against individuals or groups on the basis of race, religion, color, gender, sexual orientation, familial status, age, disability, national origin, income, or political affiliation in any of its policies, recommendations or actions.

Article 14: Adoption and Amendment of Bylaws

Initial adoption of these bylaws shall require a two-thirds (2/3) vote of an SBND organizing committee. All amendments to these bylaws must be proposed in writing and submitted to members along with notification for the general or special meeting to consider and vote on their adoption. Adoption of any amendments to these bylaws shall require a two-thirds (2/3) vote of the members present at this meeting.

Amended November 2024.