

Nye Neighborhood Association Bylaws

ARTICLE I: NAME

The name of the organization shall be Nye Neighborhood Association (NNA).

ARTICLE II: PURPOSE

The purposes for which this Association is organized are:

- a) To consider and act on issues that affect the livability and quality of the neighborhood.
- b) To provide an open process by which all potential members may involve themselves in the affairs of the neighborhood.
- c) For such other purposes as are approved by the board of Directors.

ARTICLE III: BOUNDARIES

The boundaries of the Neighborhood Association shall be based on the Historic Nye Beach Design Review Zoning Overlay boundaries as set forth in City of Newport Ordinance 2084.

ARTICLE IV: MEMBERSHIP

Section 1 Eligibility: Membership shall be open to any resident, property owner, business owner, and/or tenant over the age of 18 within the boundaries as defined above in Article III.

Section 2 Becoming a Member: An eligible individual or business entity shall become a member of the Association by providing a written request that shall include name, address, telephone number and/or email address.

Section 3 Dues or Fees: Dues or fees shall not be required.

Section 4 Voting: Each member (individual or business entity) shall be entitled to one vote for election of board directors, bylaw amendments, present or future meeting agenda items, and other items presented by the board.

- a) **Votes:** Voting at meetings may be done orally, by a show of hands, electronically, or by a written ballot that contains the name of the member voting and the vote of that member.
- b) Upon the request of any voting member, a show of hands shall follow an oral vote.
- c) Anyone wishing to see written ballots may do so at the meeting or anytime thereafter before the ballots are discarded.
- d) Written ballots must be retained for a period of 30 days after the vote and then may be discarded.

ARTICLE V: BOARD OF DIRECTORS

Section 1 Number and Composition of Board Members: The NNA shall be governed by a Board of Directors (BOD), which may act as an Executive Committee to take action in the name of the Association. The number of Directors shall vary between a minimum of three and a maximum of nine with an initial BOD of five members filling five seats divided into three groups labeled "A" (seats 1&2), "B" (seats 3&4), and "C" (seat 5).

Section 2 Eligibility for Board Service: Only members as set forth in Article IV above shall be qualified to hold an elected position.

Section 3 Terms of Office: Except for the initial terms as described following, the term of office for directors shall be three (3) years. The initial terms for group "A" shall be for 1

year; the term for group “B” shall be 2 years; and group “C” shall be 3 years. Additional seats created by the Board shall be allocated in the same continuing sequence and the initial term for the new seat shall be the remaining term of the group the new seat is placed in.

Section 4 Election of BOD Members: Directors shall be elected by a vote of the membership at the annual meeting, at a date and time to be determined by the Board of Directors. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the NNA. Election to the Board requires a majority vote of the membership present. Annual meetings and elections have to be announced a minimum of ten days in advance and they are open to voting members per Article IV.

Section 5 Removal: Any elected or appointed director may be removed, with or without cause, by a majority vote of the members at a meeting called by the board of directors for that purpose or upon motion by a member at a general meeting.

Section 6 Board Vacancies: Vacancies on the board shall be filled by a vote of the directors currently serving on the board. A member appointed to fill a vacancy shall serve the remainder of the term of the Director they replace.

Section 7 Compensation: Members of the Board of Directors shall not receive any compensation for their services as Directors.

ARTICLE VI: OFFICERS

Section 1 Titles and Eligibility: The officers of this association shall be chosen from members of the Board and shall be President, Vice President, and Secretary.

Section 2 Terms of Office: The officers shall serve one-year terms, and may be reelected.

Section 3 Duties of the Officers:

- a) The President shall be responsible for scheduling meetings, setting the agenda, presiding at meetings, responding to public inquiries, and shall assign organizational duties and activities to members including a liaison to coordinate between members and the City of Newport.
- b) The Vice-President shall stand in for the President as necessary.
- c) The Secretary shall be the official custodian of records of the Association. The Secretary shall maintain the e-mail list, send out notices of meetings and meeting agendas and shall be responsible for maintaining minutes of meetings and keeping records of official actions.
- d) Minutes shall be kept of all meetings. The Secretary shall provide copies of minutes to the Newport City Recorder. Minutes shall be made publicly available within a reasonable time after the meeting.
 - a. **Minutes:** Minutes do not have to be a verbatim transcript of the meeting but shall at least summarize discussion and actions. Minutes shall also include the following:
 - a.i. Members in attendance;
 - a.ii. All actions, including motions, proposals, and resolutions stated in full and their dispositions;
 - a.iii. Results of all votes taken, and a summary of minority opinions (if any) on all topics on which a vote is taken.
- e) The Secretary shall make available to the City or members of the public any public records maintained by the organization.
 - a. Public records shall consist of all records maintained by the organization except for records pertaining to:

- a.i. Personnel matters such as hiring, performance review, firing, discipline, and compensation;
 - a.ii. Mediation of personal disputes among members or employees, but not including grievances (However, the findings and documents of a grievance shall be a matter of public record);
 - a.iii. Consultation with legal counsel;
 - a.iv. Preparation for presentation of testimony in appeals of land use review decisions.
- b. Reasonable Fees:** The Secretary may charge reasonable fees for making records available, including fees for reproduction of records and for employee time.

ARTICLE VII: MEETINGS

Section 1 Quorum: A simple majority of the Board shall constitute a quorum for all meetings. Absent a quorum the only business that may be conducted is filling empty BOD seats.

Section 2 Meetings:

- a) All meetings shall be open to the general public.
 - a. Meetings may be held in a physical location or by electronic communications, or by both.
- b) **Association Decisions:** All Association decisions as well as deliberations towards those decisions shall only be made by the Board at open public meetings.
- c) The Board shall meet at minimum once each quarter. Public notice of meetings must be at least 10 business days in advance. A proposed agenda shall be published at the same time notice is given.
- d) An annual meeting shall be held in the quarter that these bylaws are adopted. Public notice of the annual meeting of the board must be set at least 10 business days in advance. A proposed agenda shall be published at the same time notice is given. Any Directors seats that are open for election shall be listed in public notices along with any nominations for those positions.
- e) Emergency Board Meetings: When there is insufficient time to address timely business matters within the notice requirements of a regular meeting, an emergency meeting may be called. Notice of an emergency meeting to all interested parties may not be less than 24 hours in advance. Only items on an announced agenda may be decided at an emergency meeting.

Section 3 Parliamentary Procedure: Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE VIII: ELECTIONS

Section 1 Annual Election: Members shall elect the directors at the annual meeting. Candidates receiving a majority of votes are elected to the Board.

Section 2 Election of Officers: Directors shall meet at the annual meeting and elect the Officers.

ARTICLE IX: GRIEVANCE PROCESS

Section 1: Other forms of conflict resolution are encouraged: All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with board members and general members, and/or formal mediation whenever possible.

Section 2: Eligibility to File a Grievance: A person or group harmed as a result of a decision of this association may file a formal grievance if they believe the action taken by the association violated a provision of these by-laws or the City of Newport Resolution #3827 standards.

Section 3: Filing a Grievance: Grievances must be submitted, in writing, to the Secretary, within 45 business days of the alleged violation. A grievance must state the action creating the grievance, the provision which was allegedly violated, how the grievant was harmed, and identify a remedy.

Section 4: Initial Review and Response: The Board will review the proposed grievance, determine its findings and render a decision on the grievance. The board shall notify the grievant of the board's decision, in writing, within 60 calendar days of the receipt of the grievance. Unsettled disputes may be addressed with the City Council.

ARTICLE X: CONFLICT OF INTEREST

To protect the integrity of the association's decision-making processes, Directors will disclose to the board any interest they have in a transaction or decision of the board that may result in a financial benefit or gain, or detriment or loss, to them and/or their business, family members and/or significant other, employer, and/or close associates, and other non-profit organizations with which they are affiliated. The director will not be present for or participate in any board discussion of, or vote, on the transaction or decision.

ARTICLE XI: NON-DISCRIMINATION

The association 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 XII: CITY STANDARDS

The association, in all its activities shall comply with the requirements of the City of Newport for neighborhood associations as set forth in City of Newport Resolution #3827 and any subsequent amendments to that resolution.

ARTICLE XIII: AMENDMENT OF BYLAWS

Section 1: All amendments to these bylaws must be proposed in writing and announced in the published agenda of a BOD meeting.

Section 2: Adoption and amendment of these bylaws requires a majority vote by the general members present at the meeting.

Adoption:

Date Adopted: July 14, 2021

Signature of President: