

Bylaws of the
SAUVIE ISLAND COMMUNITY ASSOCIATION
Final Discussion Draft: February 24, 2010

ARTICLE I: GENERAL

Section 1. Name of the Association. These Bylaws shall govern the structure, function and activities of the Sauvie Island Boosters Community Association, doing business as the Sauvie Island Community Association (the Association).

Section 2. Goals and Objectives of the Association. The Association is organized and operated to achieve the following goals and objectives:

- A. To encourage interaction and build a sense of community among Sauvie Island residents, businesses and property owners to promote their general welfare and enhance and preserve the livability of the island.
- B. To encourage, enhance, and facilitate cooperation and lines of communication among Sauvie Island residents, businesses and property owners, and between the Sauvie Island community and Multnomah and Columbia Counties.
- C. To provide a forum to explore and attempt to resolve issues of mutual concern to Sauvie Island residents, businesses and property owners.
- D. To serve as a source of information about Sauvie Island for island residents, businesses and property owners, as well as visitors to the island.
- E. To provide input and representation for the larger Sauvie Island community before applicable local government and agency authorities on proposals relating to land use, planning and zoning, agricultural and forest lands, parks, water resources, wildlife resources and habitat, open space and recreation, transportation, community services and other factors affecting the daily lives of Sauvie Island residents, businesses and property owners.
- F. To provide opportunities for island residents, businesses and property owners to congregate and socialize together.

Section 3. Contact. Correspondence with the Association shall be through its Board of Directors. Contact information and general information about the Association can be found at its website, www.sauvieisland.org.

ARTICLE II: MEMBERSHIP

- Section 1. Boundaries and Membership Eligibility. The boundaries of the Association include all of Sauvie Island (Multnomah and Columbia Counties) and the houseboat moorages on the west side of Multnomah Channel within Multnomah County. Any lawful resident, registered business owner or non-resident property owner with property within those boundaries is eligible to become an Active Member of the Association, as long as that person is at least 18 years of age.
- Section 2. Active Membership. An Active Member is any person qualified for membership who has documented attendance at a general, special, or board meeting, has expressed interest in being a member of the Association, and has provided the Secretary with contact information including name, full street address, mailing address, and email address or telephone number. New members may be required to show proof of eligibility.
- Section 3. Non-Discrimination. The Association shall not engage in discriminatory practices in granting membership or in its programs and actions.
- Section 4. Voting.
- A. All Active Members may vote in annual elections to choose a Board of Directors; on proposals to amend the Association's Articles of Incorporation or Bylaws; on matters for which these Bylaws authorize a vote of the Active Membership; and on any issues for which the Board of Directors requests a vote of the Active Membership. On all other matters, voting shall be limited to the Board of Directors.
 - B. Voting is limited to Active Members. Voting by Active Members shall take place in person at General or Special meetings at which voting is permitted. Except as provided in hardship situations, voting shall be conducted by a show of hands or by written ballot at meetings of the membership. Voting by mail, email or by proxy is not permitted.
 - C. Active Members shall have one vote per person in matters in which they vote. Persons over 18 years of age who are eligible for Active Membership may qualify for voting on the day of an election by becoming Active Members as set out in these Bylaws, provided such persons show proof of eligibility (e.g., driver's license or utility bill showing name and address within Association boundaries). Unless otherwise specified in these Bylaws, decisions by the Active Membership shall be made by a simple majority vote.
 - D. In hardship situations, ballots may be cast in accordance with this paragraph no sooner than 14 days prior to an election. To be valid, the ballots must be filled

out, placed in a sealed envelope and signed in the presence of the President, Vice President or Secretary, with the name of the person claiming the hardship printed onto the envelope. Hardship ballots shall not be opened until the night of the election. A hardship exists where a person whose Active Membership has been previously established is unable to attend the annual meeting or a special election due to illness, vacation, work hour conflicts, or similar excusable circumstances.

- E. The following limitations on voting shall apply in all matters open to voting by Active Members.
1. Active Members shall have just one vote per person, even if they qualify for membership under more than one category (e.g., resident, property owner, business owner).
 2. Businesses owned entirely by non-residents shall have just one vote through a representative identified to represent the business. Non-resident owners of multiple businesses shall have just one vote. Businesses owned by residents or property owners shall have no votes in addition to that already provided by these Bylaws.
 3. Property owners within the Association's boundaries shall have just one vote, regardless of how many properties they own. Resident owners of property shall have no votes in addition to those already provided to them as residents. Where property is owned entirely by non-residents, the non-resident owners shall have just one vote through a single representative identified to represent them.
- F. The results of votes taken at general and special meetings of the Association shall be recorded in the minutes.

Section 5. Membership Termination. Active Members may relinquish their active membership in writing by notifying the Board of Directors that they wish to terminate their membership.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Directorate. The business and affairs of the Association shall be managed by a Board of Directors (Board). The Board shall consist of up to nine Directors: four officers (President, Vice President, Secretary, and Treasurer), and up to five Directors at Large.

Section 2. Terms of Office. Each Director shall hold office for a term of two years for which he or she is elected. The terms shall be staggered on a rotating basis. A Director shall not serve more than four consecutive terms.

- Section 3. Impeachment. Any Director may be removed by a two-thirds vote of the Active Membership at a general or special meeting of the membership.
- Section 4. Immediate Past President. If not still a Director, the Immediate Past President may serve on the Board in a non-voting, ex officio capacity for a period of up to two years from the date of leaving office.

ARTICLE IV: RESPONSIBILITIES OF BOARD MEMBERS

- Section 1. President. The President shall prepare the agenda for and preside over all meetings of the Board and membership. The President shall call special meetings when necessary, as outlined by these Bylaws. The President, with the majority of the Board, shall appoint members of committees not elected as provided in these Bylaws. The President also shall perform all other duties usually required of an executive and presiding officer.
- Section 2. Vice President. The Vice President shall assist the President in the performance of his or her duties and shall function as President in the absence of the President. The Vice President also shall perform such other duties as may be assigned by the Board.
- Section 3. Secretary. The Secretary shall keep accurate minutes of all meetings of the membership and of the Board. The Secretary shall make draft minutes available to the Board and to the membership for review prior to the next meeting. The Secretary shall maintain and keep current the Active Membership roll and general membership mailing list, be responsible for all correspondence of the Association, and accomplish correspondence that may be at the direction of the President or Vice President. The Secretary shall submit copies of the Association's annual report with the Secretary of State, Corporate Division and submit amendments to the Articles of Incorporation or Bylaws with the Multnomah County Office of Neighborhood Involvement. The Secretary also shall perform such other duties as may be assigned by the Board.
- Section 4. Treasurer. The Treasurer shall receive, account for and deposit all revenue and income received by the Association and be responsible for all the Association's funds. The Treasurer shall pay all Association expenses as needed. The Treasurer shall keep complete financial records, reconcile the Association's records with those of the depository on a monthly basis, and be responsible for the integrity and completeness of all accounting. At each annual meeting, the Treasurer shall make a full report to the membership on the business and financial status of the Association. The Treasurer shall compile such reports as may be required by law and file annual financial reports with the Oregon Department of Justice, Charitable Activities Section. All expenditures of Association funds shall be made

by check, and disbursements over fifty dollars (\$50) shall require the additional signature of the President or Vice President.

Section 5. Directors at Large. Directors at Large shall participate in the business of the Board and perform such duties as prescribed by the Board. If serving as Chairperson of a committee, Directors at Large shall inform the Board and membership of the activities of the committee.

Section 6. Records and Archiving. The Board, through its Secretary or a Director at Large designated by the Board, shall retain electronic copies of Association documents in perpetuity. The Board also shall retain paper copies of Association documents for a minimum period of three years, except that paper copies of meeting minutes, financial reports, and official correspondence of the Board of Directors shall be retained in perpetuity.

ARTICLE V: DUTIES OF THE BOARD

Section 1. Conduct Affairs. The Board of Directors shall:

- A. Conduct the business and manage the affairs of the Association.
- B. Establish the operating and other policies of the Association and make the rules and regulations, not inconsistent with law, to implement these Bylaws.
- C. Be accountable to the membership of the Association.
- D. Solicit the views of its members who may be affected by any proposed policies or actions before adopting any recommendations on behalf of the Association. In matters where the Board is required to provide the community response before the issue is presented to the membership, the Board shall present the issue to the membership and report on its action no later than the following general membership meeting.

Section 2. Conduct General Meetings. The Board shall hold general meetings for its membership on a monthly basis at a regularly scheduled day, time, and place on Sauvie Island.

Section 3. Conduct Board of Director Meetings. The Board shall meet between monthly membership meetings as needed to conduct the business of the Association. All meetings of the Board are open to the general membership; however, non-Board members attending Board meetings shall not participate in discussions at Board meetings without first being invited to do so by the President. Notice of Board meetings shall be provided by email or other effective means at least 48 hours in advance of the meeting. The Board may meet in executive session as it deems

necessary consistent with state law. Prior to such meetings, the legal basis for such meetings shall be announced to the Active Membership. Meetings in executive session shall not be open to the general membership.

Section 4. Conduct Special Meetings. The Board may schedule and hold special meetings for its membership as authorized by these Bylaws.

Section 5. Notice of General and Special Meetings. General meetings of the Association shall be held on the third Thursday of each month, or as otherwise scheduled by the Board of Directors. The Board shall notify the Active Membership of general meetings by mail, electronic mail (e-mail), telephone, posting or other effective means at least seven (7) days prior to the meeting and shall provide a meeting agenda at least seven (7) days prior to the meeting. For special meetings the Board shall provide notice at least 48 hours in advance of the meeting. Posting locations shall include, at a minimum, the bulletin board at the general store near the Sauvie Island Bridge.

Section 6. Board Vacancies. Any vacancy on the Board, other than by expiration of term, may be filled by affirmative vote of a majority of the remaining Directors. Prior to filling a vacancy, the Board shall announce the vacancy at the next general meeting and ask Active Members to suggest names of persons who may be interested in a Director position. A vacancy may occur through resignation or impeachment of a Director or from a Director's absence from three (3) consecutive Board of Director meetings. A Director elected to fill a vacancy shall serve the remainder of the unexpired term of his or her predecessor in office.

Section 7. Establish Committees The Board shall establish standing committees and special committees as provided by these Bylaws.

Section 8. Elections. The Board shall conduct elections as provided for in these Bylaws.

Section 9. Insurance/indemnification. The Association will provide and maintain insurance for its Directors. The Association will indemnify its Directors to the fullest extent allowed by Oregon law. The personal liability of each Director, for conduct as an officer of the Association, shall be eliminated to the fullest extent permitted by law.

ARTICLE VI: MEETINGS

Section 1. General Meetings. Member participation at monthly meetings is highly encouraged, and non-members are welcome to attend. The Board may establish rules of conduct for participation at monthly meetings to ensure that all Active Members have a reasonable opportunity to be heard, promote an atmosphere of respect for opposing viewpoints, and provide a healthy and robust atmosphere that

encourages and supports the continued participation and support of Active Members in the affairs of the Association. Such rules may include setting reasonable time limits for persons to speak on a matter so that the Board can complete all of its business on an agenda within a reasonable time. Following at least one warning, the Board may ask persons who violate these rules to leave the premises.

- Section 2. Special Meetings. Special meetings of the membership may be called by the President or by a majority of the Board. Notification of special meetings shall be provided at least 48 hours in advance as provided by these Bylaws.
- Section 3. Agenda. In setting meeting agendas, the President shall consider matters proposed for consideration by the Board or an Active Member. At general meetings, with the concurrence of the Active Membership, the Board may amend the agenda to include discussion of an item proposed for consideration by an Active Member, or it may defer discussion of that item to a future meeting or refer it to a committee. The Board may establish reasonable time limits for consideration of matters proposed by the Active Membership.
- Section 4. Annual Meeting. The annual membership meeting of the Association shall be held at a location on Sauvie Island in April of each year, on such day and hour as is determined by the Board. The election of Directors shall be held at this meeting.
- Section 5. Quorum. A majority of the number of Directors on the Board, excluding vacancies, shall constitute a quorum, provided that in no case shall a quorum consist of fewer than three Directors. Decisions of the Board shall be made by majority vote. A quorum for general membership shall be a simple majority of the Active Members in attendance.
- Section 6. Open Meetings. All general and special meetings of the Association shall be open meetings held in accordance with ORS 192.410-192.710.
- Section 7. Transaction of Business. No meeting or business of the Association shall be held or transacted after 10:00 P.M. local time, unless a two-thirds (2/3) vote of the Directors present call for an extension of the meeting. In such case, the President shall determine the duration of the extension.

ARTICLE VII: COMMITTEES

- Section 1. Committees. There are two classes of committees: standing committees, which are permanent, and special committees, which are of limited duration and purpose. The activities of committees shall reflect the purposes of the Association.

- A. The Board shall establish and appoint members of permanent standing committees, which at a minimum shall include a Communications and Outreach Committee and a Land Use and Transportation Committee. By majority vote, the Board may establish additional standing committees. At least one Director shall participate on each standing committee. Each committee shall select a chairperson, with the approval of the Board.
- B. Special committees may be established by majority vote of the Board. Special committees are temporary in nature and shall be dissolved when their work is completed. At least one Director shall participate on each special committee. The Board shall appoint the chair of each special committee, who shall serve at the discretion of the Board.

Section 2. Appointment to Committees. The Board shall request volunteers to fill committee positions, but appointment to committees shall require a majority vote of the Board. The Board may remove a member from a committee by two-thirds majority vote. The meeting minutes shall reflect the reasons for any such removal. To ensure efficiency, the Board may limit the number of members serving on any committee. No Active Member shall serve on more than two standing committees at one time.

Section 3. Communication and Outreach Committee. The Communications and Outreach Committee shall encourage awareness of and participation in the activities of the Association. The Committee shall advise persons eligible for Active Membership in the Association of what the Association is and what it does. The Committee shall maintain the Sauvie Island website and assist the Board in keeping the membership informed and up to date on meetings and elections, Association activities, current issues and events, and Association actions.

Section 4. Land Use and Transportation Committee. As it deems appropriate, the Land Use and Transportation Committee shall solicit and review information regarding land use proposals within the Association's boundaries, identify pertinent issues, solicit Active Member comments, and report to the Board and Active Membership on such proposals.

Section 5. Conflict of Interest. A member of the Land Use and Transportation Committee who is also an applicant for a land use proposal or a relative, employee, renter, lessee, business partner or co-owner of property that is the subject of a land use proposal, shall be deemed to have a conflict of interest in the proposal.

Section 6. Committee Procedures. Standing committees shall establish and publish a statement of policy and set of procedures, subject to Board review and Active Membership approval.

ARTICLE VIII: ELECTIONS

- Section 1. Nominating Committee. At least 90 days prior to each election cycle, the Board shall appoint a Nominating Committee to submit a slate of candidates to serve on the Board. In selecting a slate of candidates, the Nominating Committee shall consider needed skills, time for and interest in the governance of the Association, and representation of diverse island interests. The Nominating Committee shall consist of at least three Active Members, including at least one Director and at least two Active Members not currently holding office as Directors. No Nominating Committee member may be a current candidate for a Director position. The slate of candidates shall be submitted at least 45 days prior to the Annual Meeting.
- Section 2. Board Qualifications. Any Active Member may serve on the Board of Directors, provided that person has been an Active Member for at least 24 months and has attended at least three General Meetings over the previous 12 months, as reflected by the records of the Association.
- Section 3. Voting. Directors shall be elected by written ballot of the Active Membership as provided for in these Bylaws. Each ballot shall provide opportunity for write-in candidates. Candidates receiving the greatest number of votes shall be declared the winners, provided such candidates receive votes in support of their election on at least 33 percent of all ballots cast in the election. Elected Directors shall assume their positions at the end of the Annual Meeting.
- Section 4. Officers. Immediately following the Annual Meeting, the newly elected Board shall hold a brief Board meeting to elect a President, Vice President, Secretary and Treasurer to serve for the following 12 months. No person shall serve in the role of President for more than four consecutive years.

ARTICLE IX: FINANCIAL

- Section 1. Fiscal Year. The Association's fiscal year shall begin on the first day of January of each year and shall end on the last day of December of each year.
- Section 2. Funds for Common Purpose. Funds for any specific purpose of common interest to the Association shall be collected on a volunteer basis from the membership and shall be receipted as a donation to a non profit organization (*Tax ID #93-1005328*).
- Section 3. Auditing. The Association shall have installed such system of accounting as to permit conducting business in an orderly and prudent manner and shall have its books and records audited annually by a three (3)-member auditing committee

appointed by the President. The books shall be audited prior to the annual membership meeting of the Association.

- Section 4. Dues. There shall be no dues or membership fees.
- Section 5. Fund-raising. The Association may seek voluntary contributions from members and may conduct Fund-raising functions and activities. Any donations, grants, funds, or property received shall be used to further the Association goals and objectives set out in these Bylaws.
- Section 6. Compensation. No Association Director, or his or her agents, shall be entitled to receive a salary for their services on behalf of the Association. Expenses related to Board activities and approved by the Board prior to spending shall be reimbursed.
- Section 7. Bonds, Insurance, and Depository. The Board shall designate one or more depositors for funds of or in possession of the Association and specify proper safeguards for handling funds, including that persons authorized to sign checks and vouchers be bonded.

ARTICLE X: GRIEVANCES

- Section 1. Persons or Groups Adversely Affected. Any member adversely affected by a decision of the Board may submit a written complaint to the Board within thirty (30) days after the date of the decision.
- Section 2. Special Meeting. Within fourteen (14) days of receipt of the written complaint, the Board shall schedule with the complainant a mutually acceptable place, day, and time for a special meeting to review the complaint.
- Section 3. Resolution of Grievance. Within thirty (30) days following the special meeting, the Board shall resolve the complaint or refer the matter to its Active Members for a vote on its resolution at a general or special meeting. The Board shall advise the complainant of the final determination within seven (7) days of the determination.

ARTICLE XI: AMENDMENTS

These Bylaws may be amended by a 2/3 majority affirmative vote of those Active Members present at any special meeting or at any general membership meeting, provided that the text of the amendments have been sent in writing to all Active Members at least ten (10) days before the meeting. Prior to the meeting where the vote is taken, the proposed Bylaws amendments shall be discussed at least in summary form at a general or special membership meeting.

CERTIFICATE OF REVISION

We, the President and Secretary respectively of the Sauvie Island Community Association, hereby certify that the foregoing document of 11 pages constitutes a full and true copy of the Bylaws as amended of said community association and as adopted by the members thereof in session at Sauvie Island on April 15, 2010.

A copy of these amended Bylaws will be maintained at the Office of Citizen Involvement in Multnomah County, Oregon.

_____, President

_____, Secretary