

## FAIRMOUNT NEIGHBORS ASSOCIATION

### BYLAWS

#### **ARTICLE I. FNA Board of Directors.**

**Section 1.** The FNA Board shall consist of officers and members-at-large. The total number of the FNA Board shall not be less than seven or more than 13. FNA Board members must be FNA members.

When possible, Officers shall consist of two Co-Chairs, a Secretary, and a Treasurer.

**Section 2.** The Co-Chairs shall coordinate and guide the business and activities of the FNA Board and facilitate the FNA meetings. The Co-Chairs shall share the responsibilities of being the FNA liaisons with the City. One of the Co-Chairs, or any FNA Board member designated by a co-chair, shall represent FNA on the Neighborhood Leaders Council.

**Section 3.** The Secretary shall take Minutes of all the FNA Board and General Meetings, and retain such Minutes, FNA attendance and other records as legally required or as needed for the benefit of FNA. The secretary may delegate these tasks but remains responsible for their proper completion.

**Section 4.** The Treasurer shall receive all FNA funds, administer received funds as directed by the FNA Board, distribute funds as authorized by the FNA Board and prepare a general financial report on an annual basis.

**Section 5.** The Annual/Election Meeting will take place in the fall on the date determined by the FNA Board. Elections for FNA Board members shall take place at the Annual/Election Meeting. Prior to the Annual/Election Meeting the FNA Board shall produce and publish a list of nominees for FNA Board positions, preferably at the General Meeting, or in publications, prior to the Annual/Election Meeting. During the Annual/Election Meeting additional nominations shall be solicited from the floor; these nominations shall require a Second. Voting for each officer and member-at-large positions can be by written ballot or hand vote, with the person receiving the greatest number of votes being elected to the position. Newly elected FNA Board members shall take office at the conclusion of the Annual/Election Meeting.

**Section 6.** Should no one be elected to the position of Treasurer or to the position of Secretary, or should either position become vacant, the FNA Board shall appoint an FNA Board member to perform the duties of the position until the next regular Annual/Election Meeting. Should no one be elected to one of the positions of Co-Chair, or should the position become vacant, the FNA Board shall appoint an FNA Board member to serve as Co-Chair, with the member taking office immediately upon appointment. A special election shall be held for that Co-Chair position at the next General Meeting, and, if necessary, at subsequent General Meetings until a Co-Chair is elected by the FNA membership.

**Section 7.** The FNA Board may appoint interested individuals for member-at large FNA Board positions until the next Annual/Election Meeting.

**Section 8.** Co-chairs serve one two-year term and may not be re-nominated after the completion of a full two-year term until at least a one-year interval away from the office has ensued. However, in

a situation where no nomination for a succeeding Co-chair is made, the Co-chair may remain in office until a replacement is nominated and elected by FNA members at a General Meeting. Co-chairs have staggered terms: The first year in office of one Co-chair is concurrent with the second year in office of the other.

The terms of secretary, treasurer, and members at large shall be one year and shall end at the adjournment of each regular Annual/Election Meeting. The holders of these offices are not limited in the number of terms to which they may be elected.

**Section 9.** Membership on the FNA Board shall terminate immediately for anyone who no longer resides within Neighborhood boundaries.

**Section 10.** The FNA Board shall meet at least four times a year. The FNA Board may also hold additional meetings as required or as deemed desirable by the Board members. A majority of the FNA Board members shall constitute a quorum at board meetings. FNA Board meetings are open to FNA members.

**Section 11.** Any FNA Board Officer or Member-at-Large who misses three unexcused consecutive regular meetings of the FNA Board shall be determined to have resigned the position. If the vacancy reduces the number of the FNA Board to below seven members, the FNA Board shall appoint a replacement Member-at-Large. Vacancies of officer positions shall be resolved as stated in Section 8A.

**Section 12.** The FNA board of directors may: (a) hold a meeting by remote communication and (b) without a meeting, use electronic mail or other electronic means to take action that these bylaws otherwise require or permit the board of directors to take at a board of directors' meeting.

**Section 13.** Minutes of FNA Board meetings shall be kept on file and a report of business and actions of the FNA Board occurring since the last report shall be made at the next General Meeting or shall be published in the Newsletter.

### **ARTICLE III. General Meetings**

**Section 1.** A minimum of four General Meetings shall be held each year at a time and place set by the FNA board.

**Section 2.** A quorum at a General Meeting must have a minimum of 10 members in attendance, not including members of the FNA board.

**Section 3.** Agenda items shall be brought to the General Meeting by the FNA Board. Any FNA Member may suggest agenda items to the Board prior to or at the Board meeting preceding the next General Meeting. If a matter is proposed at a meeting and two-thirds of those present determine such a matter needs emergency action, that matter may be voted on at the same general meeting. Persons living in the neighborhood under the age of 18 may also suggest agenda items, though they are not eligible to vote.

**Section 4.** All decisions shall be made by a majority vote of those present and voting. A person declares eligibility to vote at each General Meeting by posting his/her name and address on the attendance log available at that meeting

**Section 5.** FNA meetings shall be conducted according to generally accepted rules and procedures, with an emphasis on allowing those FNA Members present to have an opportunity to be heard.

**Section 6.** FNA will keep each attendance log for at least two years after the date of a particular meeting.

#### **ARTICLE IV. Public Information.**

**Section 1.** a minimum, FNA shall produce public information items as required by the Neighborhood Association Newsletter Guidelines. Additional public information items may be produced as determined necessary or desirable by the FNA Board.

**Section 2.** As funding, staffing and FNA member support is available, FNA shall produce a Newsletter. The purpose of the Newsletter shall be to:

- 1) provide notice of FNA General Meetings
- 2) facilitate discussion on neighborhood issues
- 3) promote neighborhood, community and city events
- 4) share neighborhood-specific information
- 5) provide information on and foster dialog on elections
- 6) provide recognition for contributions to the neighborhood
- 7) distribute City of Eugene public information

Advocacy positions may be included in the newsletter in an editorial format. Newsletters shall clearly indicate editorial material and guarantee space for timely printing of differing viewpoints.

Commercial advertising is not permitted in newsletters. Each issue of the newsletter shall identify the FNA officers and editor(s). Each issue shall include an email address for submission of content. Anonymous articles shall not be included.

The FNA Board shall select a Newsletter Editor from one of the Board's elected Members-at-Large. If no Board members are able to perform the Newsletter Editor responsibilities, the FNA Board may select an FNA member to be the Newsletter Editor. In this case, the Newsletter Editor shall become a Board member if there is a vacant Board member position. The FNA Board shall have the ultimate responsibility for the contents of the newsletter.

For any newsletters produced or distributed with City funds, the Newsletter Editor shall work with City staff to produce a newsletter that meets policies and guidelines established by the City.

#### **ARTICLE V. Committees.**

The FNA Board may appoint committees to research and recommend actions on matters, consistent with the purposes of FNA. Any such committee shall have its purpose, authority and

sunset date clearly defined by the FNA Board. Committee meetings shall be open to all members of FNA and a written record (meeting date, attendees, motions, etc.) kept of their proceedings. All committees shall be required to elect at least a Chair or Co-Chair positions that have the responsibility to provide the FNA Board with timely updates on their activities.

Voting members of committees must be FNA members.

#### **ARTICLE VI. Finances.**

**Section 1.** FNA may receive and spend funds, and own and dispose of property to further its purposes.

**Section 2.** Expenditures shall be made only after approval by the FNA Board.

**Section 3.** FNA may solicit funds for specific or general purposes, or engage in other fundraising activities. These actions require approval of the FNA Board.

**Section 4. Reporting.** Standard accounting practices shall be used for the budgeting, holding and expenditure of funds. Prior to disbursement of funds, written authorization shall be made by more than one officer of the FNA Board.

#### **ARTICLE VII. Bylaws Amendments and Revision.**

Bylaws may be amended via the following process:

- 1) A motion is made and approved by a majority vote of eligible voters at a FNA General Meeting at which a quorum is present. The motion shall contain the language of the proposed amendment.
- 2) The proposed amendment shall then be published in the FNA newsletter (or, if no newsletter is published, in another public information forum notifying Neighborhood residents of the next General Meeting) with a notice that action will be taken on the amendment at the next General Meeting.
- 3) At that next General Meeting, if a quorum is present, the proposed amendment will be presented, discussed and voted upon. Should a quorum not be present, the proposed amendment shall be carried forward to subsequent General Meetings until a quorum can be obtained. In order to pass, an amendment must be approved by two-thirds of those voting.
- 4) Should the amendment be passed, the new Bylaws will immediately take effect.