

Article 1. Name

The name of this organization shall be Brooklyn Action Corps (BAC).

Article 2. Purpose

The purpose of this organization shall be to better the community by working together toward the solution of its social, physical, and economic problems.

Article 3. Geographic Boundaries

From the intersection of SE McLoughlin Blvd and Powell Blvd at the east end of the Ross Island Bridge, proceed west to the center of the navigation channel of the Willamette River. Then proceed south along the center of the navigation channel to its southern intersection with the center of the Holgate Slough. Then proceed north along the center of Holgate Slough to the point of intersection with a line extended west from the center of SE Holgate Blvd. Then proceed east along the extended line to its intersection with McLoughlin Blvd, effectively including Ross, Hardtack, and East Islands. Then proceed south along the centerline of McLoughlin Blvd to its intersection with Reedway. Then proceed east along Reedway to its intersection with the eastern boundary of Brooklyn Yards. Then proceed north along the eastern boundary of Brooklyn Yards to its intersection with SE Holgate Blvd. Then proceed east along SE Holgate Blvd to its intersection with SE 26th Ave. Then proceed north along SE 26th Ave to its intersection with SE Powell Blvd. Then proceed west along SE Powell Blvd to its intersection with SE McLoughlin Blvd at the east end of the Ross Island Bridge, the starting point of the boundary description. (See following map.)

Official actions taken by BAC shall be on record as part of the minutes of each meeting. The minutes shall include a record of attendance and the result of any vote(s) taken. A summary of dissenting (minority) views shall be transmitted along with any recommendation made by BAC to the City. A copy of the records shall be kept on file at the coalition office.

II. Participation

All meetings are open to any person wishing to participate. Only members are eligible to vote. Membership participating in a vote is subject to proof of membership by a balloting mechanism consistent with democratic procedures, approved by the Board of Directors and administered by the Secretary.

III. Membership

Brooklyn Action Corps (BAC) is open to residents, property owners, business licensees, employees, and representatives of nonprofit organizations located within the neighborhood boundaries.

IV. General Membership Meetings

There shall be at least four meetings of the general membership each year. Notification shall require at least (7) days advance notice, per section VIII of this article, below.

V. Regular Board Meetings

There shall be at least eleven (11) meetings of the Board of Directors each year. The meetings shall be scheduled to recur monthly. Notification of a change in date, time and/or place for the recurring meeting shall require at least seven (7) days notice, per section VIII of this article, below.

VI. Special Meetings

Special meetings of the General Membership or Board of Directors may be called by the Chairperson or by a quorum of current Board members. Notification shall require seven (7) days advance notice, per section VIII of this article below. No other business may be discussed or acted upon at a Special Meeting. Meeting minutes shall either be recorded separately for the meeting or included in the meeting minutes recorded for the subsequent Board Meeting. The meeting minutes shall include a description of the special need for the meeting.

VII. Emergency Meetings

Emergency Meetings of the General Membership or Board of Directors may be called by either the Chairperson of the Board of the Directors or by a quorum of the current Board members when deemed in the best interest of the neighborhood. Notification for the purpose(s) of the meeting shall require 24 hours notice. Meeting records shall be kept for the meeting and shall include a description of the emergency. No other business may be discussed or acted upon at an Emergency Meeting.

VIII. Notification

Notification of meetings, proposals, actions etc. shall be any means or combination of means apt to reach the majority of members.

IX. Agendas

The Chairperson shall prepare the agendas for General Membership and Regular Board meetings, subject to approval by the Board. Any person may add an item to an agenda by submitting the item in writing to the Chairperson at least seven (7) days in advance of the meeting, or by making a motion to the Board to add an item to the meeting. Adoption of that motion requires a second and majority vote. The Chairperson shall be entitled to limit the meeting time on an item and/or include the item in the next available agenda in order to accommodate other items.

X. Proposals

Any person or group, within or outside the neighborhood association boundaries, may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the Agenda of the Board, an active committee, or a General or Special Membership meeting. The person or group submitting the proposal shall be notified of the date, time and place for consideration at least seven (7) days in advance.

XI. Quorum

A quorum for any General Membership or Board meeting shall be a simple majority or one more than one half of the standing Board members, unless otherwise specified in the Bylaws.

XII. Voting

Voting to render a decision must be done in a meeting open to public attendance. All

eligible members only have one vote each, unless otherwise specified in the Bylaws. Provided a quorum is present, decisions of the neighborhood organization shall be made by majority vote of the Board members present at any meeting, unless otherwise specified in the Bylaws. The Chairperson's vote shall determine the outcome of the vote in the event of a tie vote.

A. Voting outside of a public meeting shall only be allowed on items in accordance with a previously-established public position (e.g. a follow-up letter on an existing initiative), or items of minor consequence where public input is not warranted or expected (e.g. setting dates for upcoming events, color of balloons, and size of tent to rent, etc.).

B. The BAC Board of Directors will vote to render all decisions with the following exceptions:

i. General Membership will vote on annual election of the Board of Directors

ii. General Membership will vote on any changes to these bylaws.

C. General Membership attending Board of Director meetings shall be offered an advisory vote on all items subject to a vote by the Board of Directors. This vote shall be reflected in the minutes. Items excluded from this vote are budget appropriations and communications directives.

D. There shall be no voting by proxy.

E. Businesses and nonprofit organizations located within the neighborhood boundaries shall have one vote each when a representative is in attendance at a General meeting.

Article 5. Board of Directors

I. Establishment

A Board of no fewer than three (3) and no more than eleven (11) Directors shall be elected.

II. Purpose

The purpose of this Board is to organize in order to communicate issues of concern to the neighborhood, coordinate efforts to gather a public response to issues, and facilitate the development of projects for neighborhood improvement based on the public

response.

A. The BAC Board of Directors shall strive to have full participation from all of its members and shall encourage and promote representation on the Board of the diversity of the community.

B. In recognition that the BAC Board of Directors actively solicits its members for feedback and direction, the Board of Directors will hold a focusing session annually to garner general recommendations to pursue for the following year. Pursuant to this action the Board of Directors will release to the membership (via electronic and flyer/newsletter distribution) a policy guide to direct Board Activities on major issues such as livability, land use, and transportation.

III. Eligibility

Eligible candidates to the Board of Directors will be nominated from the floor at the May General Meeting.

A. Election of a candidate to the Board of Directors requires a majority vote of the membership present.

B. Eligibility for membership to the Board of Directors requires that a member have attended within the past 4 months:

- 2 or more prior BAC Board meetings, or
- 1 prior Board meeting and 2 or more prior BAC general or committee meetings

C. No less than one-half of the Board shall be neighborhood residents.

D. Candidates must be in good standing with the BAC to be eligible. Candidates who are currently suspended from BAC functions as a result of Code of Conduct violations, or who were removed from the board at any point within the past 6 months, are not eligible.

Article 6. Officers of the Board

I. Officers

The Board of Directors shall elect from the Board the following officers and representatives: Chairperson, Vice Chairperson, Secretary, and Treasurer.

A. Chairperson: Prepares meeting agendas, facilitates meetings of the Board and the General Membership, and represents the Neighborhood Association in correspondence.

B. Vice Chairperson: Stands in for the Chairperson when unavailable or otherwise authorized by the Chairperson.

C. Secretary: Records and distributes meeting records, maintains the official correspondence log, maintains BAC Handbook of board-approved processes for operations.

D. Treasurer: Writes checks, presents budget reports, bank statements, and recommendations to the Board for review.

II. Election of Officers

Officers will be elected by the Board of Directors after their election in May at their first meeting in June.

Article 7. Removal of Officers or Representatives

The Board of Directors is directly responsible to the membership, and failure to behave in a manner that contributes to the purpose of the Board shall be deemed cause for removal by petitions of one-third of the Board members, and carries by a simple majority of Board members in secret vote. There shall be ten (10) days advance notice in writing to cover the reasons for removal. For example, failure to attend three consecutive Board meetings without notification, or failure to observe procedures while in attendance (yelling, swearing etc.).

Article 8. Committees, Standing and Special

I. Executive Committee

The Officers of the board shall constitute the Executive Committee, and they will carry out the wishes of the Board.

II. Permanent Committees

There shall be such permanent committees as are deemed necessary by the Board.

III. Special Projects

Committee groups shall be appointed for various special projects or areas of interest, each of which will choose its own Chairperson. There shall be at least one Board member on each committee.

IV. Committee Membership

Membership of subcommittees shall not be limited to the Board of Directors, with the exception of the Executive Committee.

Article 9. Vacancies

Any vacancy shall be filled by a majority vote of the Board members present at a regular Board meeting. Such appointment shall be for the balance of the unexpired term.

Article 10. Financing

I. No dues

The Board of Directors may approve any means or combination of means to finance the BAC with the exception that dues will not be necessary for membership.

II. Budget Process

The Board of Directors shall, at the beginning of each calendar year, establish an annual budget, budget process, and review the prior year's budget. Periodically and on board request, the Treasurer will submit a report against the budget in compliance with the established process. The process for budgeting and reimbursement of expenses shall conform to the current IRS definition of an "accountable plan".

Article 11. Code of Conduct

I. Establishment

The BAC shall establish a Code of Conduct and enforcement policy to govern BAC operations, consistent with City of Portland Core Values (Resolution #37492).

II. Adoption and amendments

The Code of Conduct may be adopted or amended by a majority vote of a quorum of BAC Board members.

III. Applicability

All BAC events, meetings, projects, and communications shall be covered by the BAC's Code of Conduct and its enforcement policies. All participants shall adhere to the Code of Conduct, including BAC board members, committee members, general members, and all other participants.

Article 12. Grievance Procedures

I. Eligibility to Grieve

Any person or group may initiate a grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the Civic Life Standards or these bylaws that directly affected the outcome of a decision of the BAC. Grievances must be filed within forty-five (45) days of the alleged violation.

II. Processing the Grievance

Within 30 days of receipt of the grievance by the board, the Board shall arrange a Grievance Committee comprised of one representative from the Board, one representative appointed by the petitioner, and one representative from Southeast Uplift Neighborhood Coalition (SEUL). The committee shall review the grievance and hold a public hearing, where the grievant and others wishing to be present can give comment. The committee shall then forward its recommendations to the Board.

III. Final Resolution

Within sixty (60) calendar days from the receipt of the grievance, the BAC shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

IV. Appeals Process

Only upon unsatisfactory resolution of a grievance with the BAC may a grievant appeal to Southeast Uplift Neighborhood Coalition. The grievant has fourteen (14) calendar

days from the date the decision is rendered to appeal.

V. Mediation

Individuals and groups are encouraged to reconcile differences through Resolutions Northwest.

Article 13. Conflict of Interest

Whenever a Board member determines that they have a conflict of interest relating to an item under discussion, they must inform the body (Membership or Board) hearing the proposal that the conflict of interest exists. The conflict must be recorded in the minutes. A quorum for a vote on an action for which there is a conflict of interest shall be a simple majority or one more than one half of the Board members without a conflict of interest. The board member(s) with the conflict of interest may choose either to vote or abstain from voting on an action for the item under discussion, without affecting the validity of the vote.

Article 14. Responsibility for Seeking Views

BAC is responsible for seeking the views of the people affected by a proposal, policy or action before adopting a recommendation to send to governmental bodies or to the appropriate authorities. This shall be done either by arranging a meeting or by other specific notification of the parties concerned.

Article 15. Parliamentary Procedures

The rules contained in the latest edition of the ‘Robert’s Rules of Order’ shall govern the conduct of meetings of the Brooklyn Action Corps (BAC) in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules BAC may adopt.

Article 16. Adoption and Amendment of Bylaws

I. Adoption and amendments

All amendments to these Bylaws must be proposed in writing and submitted to members at least seven (7) days before voting on their adoption may proceed. Email and posting on the BAC website shall be considered acceptable alternatives to written correspondence. The notice of a proposal to amend the Bylaws must specify the date, time and place for consideration of the proposed amendment. Subsequent changes to the

date, time and/or place for consideration must be submitted to the membership at least seven (7) days before voting. Adoption of an amendment to these Bylaws shall require a two-thirds (2/3) vote by the membership present at a General Membership Meeting.

II. Periodic Review

The BAC shall conduct a review of these bylaws at least every 3 years. A special committee may be created for this purpose. Any candidate amendments resulting from this review shall follow the amendment procedure in this Article.

Article 17. Nondiscrimination

Brooklyn Action Corps (BAC) will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, national origin, income, or political affiliation in any policy, recommendation, or action.