

Disposition of Comments Received on Bylaws Draft

Suggestion	Committee response	Board action
<p>Article 2, Purpose:</p> <p>Concern expressed about vagueness of terms “quality” and “civic engagement,” but no specific suggestion.</p>	<p>Language left unchanged. ONI template uses “livability and quality of the neighborhood” and “To take positions in matters of civic interest, and to promote those positions in communications.”</p> <p>“The Association works to enhance and preserve the quality and livability of the Eastmoreland neighborhood and coordinates with adjacent neighborhoods and, more generally, the City of Portland through communication, civic engagement and volunteer action by its Members.”</p>	<p>Supported</p>
<p>Section 5.1, Number and Term of Board of Directors</p> <p>Suggestion of term limit to two consecutive terms</p> <p>Suggestion to limit participation to one Director per household</p>	<p>Opted for a term limit of three consecutive terms and did not consider one Director per household, based on historical difficulty filling Board seats.</p> <p>Requested Board vote on choice of original language and suggested option below:</p> <p>“The Board of Directors shall consist of a minimum of 12 and a maximum of 21 Members. The term of office for Directors shall be three years, limited to three consecutive terms. If a Director has served three consecutive terms, a one-year absence from the Board shall be required before that person is eligible for re-election. There is no limitation on the total number of terms a Director may serve.</p>	<p>Supported term limit option</p>
<p>Section 5.5, Removal of a Director by the Board for Non-Attendance</p>	<p>Reinstated “shall” in language below but retained vote of the Board in the event of special circumstances.</p> <p>“Any Director who is absent</p>	<p>Supported</p>

Requested “shall” instead of “may” in text, as well as deleting Board vote (in 3 comments)	(without prior notice to the President or Secretary) from three consecutive meetings of the Board of Directors shall be deemed to have vacated the position following a vote to this effect by the Board.”	
Section 6.1, Personnel and Elections of Officers of the Board or Directions Suggestion that officers be limited to three instead of five, one-year terms	Left unchanged due to concern about historical difficulty filling officer roles. “All Officers shall serve one-year terms with a term limit of five consecutive terms. Officers shall serve from the time of their election until a successor is elected.”	Supported
Article 7, Committees of the Board of Directors: Improve notice by posting on ENA website (in 7 comments)	Web presence supported but notice not specifically addressed. Section 7.3: “standing committees shall maintain a presence on the neighborhood website describing their purpose, work, contact information, and operational policies, as approved by the Board”	Supported
Article 7, Committees of the Board of Directors: Improve clarity on open participation (in 3 comments)	Drafted three options for Section 7.2. Recommended Option B: “Directors and Members are encouraged to attend committee meetings and serve on committees. Members seeking to participate should contact the committee chair. Committee chairs are expected to allow participation in committee meetings, but have discretion in cases where participation by a Member is disruptive or otherwise intended to obstruct the functioning of the committee.”	Voted for Option A: “Directors and Members are encouraged to attend committee meetings and serve on committees by coordinating with the committee chair.”
Article 7, Committees of the Board of Directors:	Section 7.2, Option C: “All committee meetings shall be conducted according to the same standards as meetings of the Board	Voted for Option A: “Directors and Members are encouraged to attend committee meetings and serve on committees by

<p>Require minutes (in 3 comments)</p>	<p>of Directors.”</p>	<p>coordinating with the committee chair.”</p>
<p>Section 8.1, Annual and Special Meetings of the Membership:</p> <p>1) Provide notice sufficiently ahead of deadline for submitting agenda items</p> <p>2) Notice should be provided by U.S. mail</p> <p>3) Request to force Board to accept agenda items if sufficient number of Members support, without calling a special meeting (in 3 comments)</p>	<p>Drafted text to comply with OR statute regarding meeting notice, which addressed first two comments. Third comment was deemed to conflict with Board authority.</p> <p>Section 8.1.b: “... notice of all meetings of the membership (annual and special) shall be given by mail to each Member at the last address of record no fewer than seven days before, or if notice is mailed by other than first class or registered mail, no fewer than 30 nor more than 60 days before the meeting.”</p> <p>Section 8.1.c: “Any person or group within or without the neighborhood Association’s boundaries may propose in writing items for consideration by the Board. Such proposals should be sent to the attention of the Secretary and the President at least 14 days in advance of the meeting. The draft agenda, including such requests for consideration by the Board, shall be distributed by email and on the website at least seven days in advance of the meeting. At the start of the meeting, the Board shall vote to accept or deny the listed requests, if any, and finalize the agenda...”</p>	<p>Supported</p>
<p>Section 8.1, Annual and Special Meetings of the Membership:</p> <p>Concern that a quorum of the Board is required</p>	<p>Language left unchanged. Requiring a quorum of the Board at a Meeting of the Membership ensures Board engagement and retains Board authority.</p> <p>8.1.d. Quorum: “A quorum for a membership meeting shall consist</p>	<p>Supported</p>

for a Special Meeting of the Membership	of 30 Members including a quorum of the Board of Directors.”	
Section 8.2.d, Agenda of Meetings of the Board of Directors Request that items provided 10 days in advance be allocated a minimum of 5 minutes time on the agenda	Text provides ability to request items be placed on the agenda but retains authority of Board to finalize agenda. 8.2.d. “Any person or group within or without the neighborhood Association boundaries may propose in writing items for consideration and/or recommendation to the Board. Such proposals should be sent to the attention of the Secretary and the President. Any Member of the Association may request, at the beginning of a meeting, to add an item to the agenda. The Board shall vote to accept or deny such requests, if any, and finalize the agenda.”	Supported
Section 8.3, Meeting Guidelines for Membership and Board Meetings Under Participation, Requested deletion of “to the extent feasible within the limitations of the meeting duration”	Changed text, though retained mentioned time limitations and requirement of chair to control extent of participation. 8.3.b. “Meetings of the membership and Board of Directors are open to any Member, and all who may wish to be heard regarding any item on the agenda, within the time allotted for the meeting. The chair of the meeting shall control the extent of participation both by the Members and the public.”	
Section 8.3, Meeting Guidelines for Membership and Board Meetings Expressed support	Retained Robert’s Rules, though emphasized respect as basis for meeting protocol. 8.3.c. “Meetings of the Association shall be conducted in a respectful fashion. Where	

for retaining Robert's Rules of Order	applicable and not inconsistent with these bylaws, the latest edition of Robert's Rules of Order shall guide the conduct of the meeting.”	
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