

Proposed Amendments to Article Four of Bolton Neighborhood Association By-Laws

January 2026

At the September 16th, 2025 meeting of the Bolton NA, attendees briefly discussed a proposed incorporation of language to Article Four of the By-Laws to minimize ambiguities and better describe the process of nominating and electing officers.

"New Business: • Clarifying Language: Brief discussion about clarifications in the language of the elections process with members asking to add specificity to nomination and voting procedures for BNA officers." - Minutes, Sept. 16th, 2025 Meeting, Bolton NA

Before addressing the proposed amendments to 'Article Four - Officers' cited on pages 2 and 3 of Bolton NA's By-Laws, the following detail must be recognized:

Article Two, Section 6, Bolton NA By-Laws

"Notice of upcoming By-Law amendments will be published agenda items for two consecutive meetings. Amendments will be presented in writing and discussed by the membership at the first meeting. The vote will be taken at the following general meeting."

Since the September 16th meeting, two amendments to 'Article Four - Officers' are now being proposed:

1. Exchange of wording to the beginning of Article Four's description;
2. Incorporation of additional language to better describe the process of nominating and electing officers.

The first proposed amendment exchanges the hyphenated word at the beginning of the description. Currently, 'Article Four - Officers' begins with "Bi-annually nominations will be..." The proposed amendment replaces the word 'Bi-annually' with '*Biennial*.' 'Bi-annual' means 'occurring twice a year,' whereas 'Biennial' means '*taking place every other year*.' Approval of the proposed amendment would result in the beginning statement: "Biennial nominations will be..."

A second proposed amendment to 'Article Four - Officers' is more significant and involves the incorporation of dialog to Bolton NA By-Laws in an effort to better describe the formalities of nominating and electing officers. Currently, 'Article Four - Officers' modestly describes the process in two sentences:

"Bi-annually nominations will be made at the October general Meeting. Election of officers shall be held at the following November general meeting." - Page 2, BNA By-Laws

The nomination session held during the October 21, 2025 meeting of the Bolton NA demonstrated the need to provide additional language to address procedural actions and

decrees that are absent from the description of the current version of the By-Laws. Amending 'Article Four - Officers' would result in additional language that clarifies the process of nominating and electing officers as well establishing a formal conclusion to the nomination session, the official transfer of authority, and addresses the modest description regarding the unanticipated departure of an officer prior to the expiration of a term.

The following is the proposed amendment to 'Article Four - Officers,' located on pages 2 and 3 of the Bolton NA By-Laws. Current (Oct. 2024) language in **BLACK**; proposed language in **RED**:

Article Four

Nominations and Elections

Biennial nominations will be made at the October general meeting. Election of officers shall be held at the following November general meeting.

October Bolton NA General Meeting:

1. The Bolton NA President, or in her/his absence, the Vice President, shall preside and initiate a discussion on the nomination of officers (procedural action)
2. The President shall ask for attendees to nominate members to serve in each of the five official positions: President, Vice President, Treasurer, Secretary, and Member at Large (procedural action)
 - A member of the Bolton NA or actively serving officer must express an interest and willingness to serve in an official capacity prior to the beginning of the October meeting (decree)
 - A member of the Bolton NA or actively serving officer must refrain from nominating themselves for office (decree)
3. Declared nominees are listed on a whiteboard (if available), chart pad, identified verbally, identified in meeting minutes, or by other means so they are known to all members and attendees. Time is then allotted to allow for a discussion of the candidates and for the nominees to express their reasons and willingness to serve (procedural action)
4. Upon the selection of nominees to the five offices, the President invites a motion to conclude the nomination process. Once the motion is seconded and approved, the nomination session is formally concluded, and no further nominations will be permitted. (procedural action)

November Bolton NA General Meeting:

1. Provided a Quorum* of eligible voting members are present at the moment established by meeting agenda, the President of the Bolton NA, or in her/his absence, the Vice President, shall preside and initiate the session for attendees to elect a member nominated to an official capacity (procedural action)
 - Nominees are announced individually and in accordance to attainable office (procedural action)

- Meeting attendee votes are cast by raised hand or by other means (procedural action)
 - A majority of votes cast determines the preferred selection of a Bolton NA member to an official capacity (procedural action)
2. Upon the declared conclusion of the election process, the newly-elected President (or re-elected President) of the Bolton NA shall preside over the remainder of the November meeting. This action constitutes the official transfer of authority (procedural action)
 3. The November Bolton NA Meeting Minutes pertaining to officer elections shall contain the following statement: "We authorize [fill in the names and positions of all officers to have access to the Bolton Neighborhood Association Grant Funds] be added to the Bolton NA bank account."

Officers - Duties & Contributions

President: to preside at all general meetings and to generally oversee and coordinate the functions of the Association.

Vice President: to assist the President with the duties of her/his office and preside in the absence of the President.

Treasurer: to keep copies of BNA financial records, report monthly on BNA finances, and participate with the President and Vice President in preparing required financial reports. If this position is vacant, these responsibilities become those of the Vice President.

Secretary: to keep the permanent records of the Association including minutes of the meetings, correspondence, and current list of officers.

Member At Large: to fill specific duties and responsibilities of the BNA as agreed by the Board. Members at Large has the same rights and responsibilities as other board members.

A vacancy in any office may be filled by the voting membership for the unexpired portion of the term.

1. Upon the confirmed and complete departure of an officer from the Board prior to the expiration of a term:
 - The vacancy shall be recognized at a general meeting and the necessity to nominate a member to serve until the term expires must be announced (procedural action)
 - The process of nominating and electing members to attain vacated office resembles the procedures described in 'Article Four - Nominations and Elections' with the exception that such action may take place throughout the year.

The proposed amendments to 'Article Four - Officers' are intended to clarify the procedures and decrees that occur during the nomination and election process and to incorporate language that is absent from the current October 2024 version of the Bolton NA By-Laws.

We request an opportunity to discuss at the January 2026 meeting of the Bolton NA, and conduct a vote at the February meeting, the following proposed amendments to 'Article Four - Officers' described in the By-Laws:

1. Exchange of wording to the beginning of Article Four's description;
2. Incorporation of additional language to better describe the process of nominating and electing officers.

Alfred Brown, Treasurer, Bolton NA
Vince Miles, Vice President, Bolton NA

* Bolton NA By-Laws, Article Two, Membership and Procedures, Section 3: Quorum :
"Seven members present at any meeting of members constitutes a quorum at said meeting."

Bolton Neighborhood Association By-Laws, October 2024 version:

<https://westlinnoregon.gov/bolton/bolton-na-bylaws>