

Ardenwald-Johnson Creek Neighborhood Association Bylaws
for the City of Portland
Approved 4/11/2006

ARTICLE 1 NAME OF ORGANIZATION: The name of the organization shall be the Ardenwald-Johnson Creek Neighborhood Association (AJC).

ARTICLE 2 PURPOSE OF AJC: The purpose of which AJC is organized is:

- A. To provide a channel for two-way communication between City government and AJC members, and other neighborhoods.
- B. To bring together citizens in the AJC who have an interest in shaping, maintaining, and enhancing the quality of life in their neighborhoods.
- C. To provide AJC members with meaningful opportunities for review and commentary of City policies and programs.
- D. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- E. To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted and engaged in any lawful activity for which corporations may be organized under ORS Chapter 65.

ARTICLE 3 BOUNDARIES: Boundaries of AJC shall be defined as follows:

- A. Area in the City of Milwaukie:

Beginning at a True Point (POB) on the East Right Of Way (ROW) of the Southern Pacific railroad, where it is crossed, west to east, by the north Milwaukie City Boundary line;

said boundary also being a portion of the City of Portland South Boundary;

thence Easterly and along the north Milwaukie City boundary line;
to a point on the western ROW of SE 36th Avenue;

thence Southerly along said western ROW to the centerline of Roswell Street;

thence Easterly along said centerline to a point southerly of the west side of Lot 14;

thence N 0° 27' 30" E 375.93 ft. along the west line of Lot 14 to the northwest corner of Lot 14;

thence S 89° 55' 30" W 96.37 ft. to the northeast corner Lot 14;

thence S 0° 20' 30" W 375.93 ft. to a point on the centerline of NE Roswell St.;

thence Easterly along said Roswell Street centerline to a point south of the centerline SE 40th Avenue;

thence Northerly along said 40th Avenue centerline plus a centerline extension thereof, to a point on the City of Milwaukie north boundary line;

thence Easterly along said boundary line to a point North of the centerline of NE 42nd Avenue;

thence Southerly to and along the 42nd Avenue centerline to its intersection with the centerline of SE Harvey Street;

thence Westerly along said Harvey Street centerline to the centerline SE of 40th Avenue;

thence Southerly along said 40th Avenue centerline to the centerline of King Road;

thence Westerly along said King Road centerline to the centerline of SE 37th Avenue;

thence Southerly along said 37th Avenue to the centerline of Railroad Avenue;

thence Southerly to the northerly ROW of the Southern Pacific Railroad;

thence Northwesterly along said Southern Pacific Railroad ROW to the centerline of SE Oak Street;

thence Northwesterly to a point on the south end of the northwesterly running centerline of SE Railroad Avenue;

thence along the Northwesterly centerline of SE Railroad Avenue to the centerline of SE Harrison Street;

thence Westerly along the centerline of SE Harrison Street to the Easterly ROW line of the Southern Pacific Railroad;

thence Northwesterly along the east ROW line of said railroad terminating at the True Point Of Beginning.

Reference:

Milwaukie Map *Milwaukie Neighborhood District Associations*
Scale 1: - 400' Year 2005 +/-
Various Map Sheets *Microsoft Roads and Streets* c:1988-2004
Clackamas County *Tax Lot Plat "Lot 14"*
Clackamas County Surveyors Office 10/9/61 Survey "Lot 14"

B. Area in the City of Portland

Beginning at a True Point (POB) on the East Right Of Way (ROW) of the Southern Pacific Railroad, where it is crossed, west to east, by the north Milwaukie City Boundary Line;

said boundary line also being a portion of the City of Portland South Boundary Line;

thence Easterly and along the north Milwaukie City boundary line;

to a point on the western ROW of SE 36th Avenue;

thence Southerly along said western ROW to the centerline of Roswell Street;

thence Easterly along said centerline to a point southerly of the west side of Lot 14;

thence N 0° 27' 30" E 375.93 ft. along the West line of Lot 14 to the Northwest corner of Lot 14;

thence S 89° 55' 30" W 96.37 ft. to the Northeast corner Lot 14;

thence S 0° 20' 30" W 375.93 ft. to a point on the centerline of NE Roswell St.;

thence Easterly along said Roswell Street centerline to a point South of the centerline SE 40th Avenue;

thence Northerly along said 40th Avenue centerline, plus a centerline extension thereof, to a point on the common city boundary line;

thence meandering Easterly along the common city boundary to the centerline of SE 55th Avenue;

thence, north along the centerline of SE 55th Avenue to the centerline of SE Harney Drive;

thence westerly on the centerline of SE Harney Drive to the centerline junction with SE 45th Avenue;

thence Northerly on the centerline of SE 45th Avenue to its junction with an extension line from the south boundaries of the lots on the south ROW of SE Crystal Spring Blvd.;

thence Westerly and continuing a meandering westerly line along the south boundaries of the lots on the south ROW of SE Crystal Spring Blvd. to a the intersection of the centerline of SE 30th Avenue and SE Crystal Springs Blvd;

thence, Westerly along the centerline of SE Crystal Springs Blvd. to a point on it's intersection with the centerline of SE 28th Avenue;

thence, West to a point on the East Right Of Way line (ROW) line of SE McLoughlin (Highway 99E);

Thence, South along said ROW to the common city boundary of the City of Milwaukie and the City of Portland;

thence Easterly along said common boundary line to the True Point Of Beginning (POB).

Reference:

Milwaukie Map *Milwaukie Neighborhood District Associations*

Scale 1: - 400' Year 2005 +/-

Various Map Sheets *Microsoft Roads and Streets* c:1988 – 2004

Various Map Sheets *Portland Maps* c. 2006 *City of Portland*

(www.portlandmaps.com / 2.27.2006)

(<http://camin.cgis.city>)

ARTICLE 4 MEMBERSHIP:

- A. **QUALIFICATIONS:** Membership in AJC shall be open to all residents, property owners, governmental agencies, business licensees, and non-profit organizations located within the boundaries of the AJC as defined in Article 3 of these bylaws.

CITY OF PORTLAND MEMBERSHIP: Membership in AJC shall be open to all residents, property owners, governmental agencies, business licensees, and non-profit organizations located in the City of Portland within the boundaries of the AJC as defined in Article 3 of these bylaws.

CITY OF MILWAUKIE MEMBERSHIP: Membership in AJC shall be open to all residents, property owners, governmental agencies, business licensees, and non-profit organizations located in the City of Milwaukie within the boundaries of the AJC as defined in Article 3 of these bylaws.

- B. **VOTING:** All residents, property owners, and business licensees, within the AJC boundaries, 18 years of age or older, shall have one vote each to be cast during attendance at any general or special meeting. One representative from each government agency and non-profit organization located within the AJC boundaries shall have the same privileges as the members listed above. No proxy vote will be recognized.

ARTICLE 5 FINANCIAL SUPPORT:

Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted. The Neighborhood Association may solicit and accept donations from any source. The Neighborhood Association may also pursue other fundraising activities not precluded by law.

ARTICLE 6 MEETINGS:

- A. **GENERAL NEIGHBORHOOD MEETINGS:** There shall be at least two general membership meetings yearly. The meetings shall be convened in the fall and spring and upon any day decided upon by the majority vote of the Board of Directors. Notification for all general meetings shall require seven (7) days advance written or telephone notice to all members of AJC.
- B. **BOARD MEETINGS:** The Board shall meet at least once per quarter and at other times the chairperson may designate. These meetings shall be open session; however, only Board members shall be entitled to vote. A quorum for Board meetings shall be three (3) board members; decisions shall be made by a majority vote. Board members shall be notified of Board meetings in writing or by telephone three (3) days in advance. A majority of Board members, by signed petition, may call a Board, general, or special meeting.
- C. **SPECIAL NEIGHBORHOOD MEETINGS:** Special meetings of the membership may be called by the chairperson or the Board of Directors as deemed necessary. Notification and purpose(s) of the special meeting shall require 7 days advance notice to all members of AJC.
- D. **COMMITTEE MEETINGS:** Standing or special committees may meet as needed at mutually acceptable times and locations.
- E. **EMERGENCY MEETINGS:** Emergency meetings of the membership or the Board may be called by the Board as deemed necessary. Notification and the purpose(s) of the meeting shall require less than 24 hours notice. The minutes must describe the reason for the emergency meeting.
- F. **AGENDA:** Subject to the approval of the Board of Directors, the Chairperson shall prepare the agenda for general and special meetings of the membership. In

advance to the membership meeting, any person may request that a proposal be considered for the agenda. Any member of AJC may add an item to the Board, special or general agendas at those respective meetings, during the New Business Items portion of the meeting, though the duration of the discussion may be limited at the discretion of the Chairperson.

- G. QUORUM: A quorum for any general, Board or special meeting of AJC shall be three (3) members in attendance. Unless otherwise specified in these bylaws, decisions of AJC shall be made by a majority vote of these voting members present at any meeting.
- H. PARTICIPATION: Any general, special, Board, emergency or committee meeting is open to any person and all, that wish to may be heard. However, only those eligible for membership are entitled to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.
- I. PROCEDURES: The AJC shall follow *Robert's Rules of Order* (Revised) in all areas not covered by the bylaws.
- J. AJC shall abide by all ONI Standards relative to public meetings and public records. Official action(s) taken by AJC must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken. A summary of dissenting views should be transmitted along with any recommendation(s) made by AJC to a governmental agency.

ARTICLE 7 BOARD OF DIRECTORS:

- A. COMPOSITION OF THE BOARD: The Board of Directors, hereinafter referred to as the Board, shall be composed of a chairperson (or co-chairs), vice chair, secretary, treasurer, and at least two members-at-large (standing committees may be chaired by Board members-at-large or by interested members of the neighborhood association). Each director shall hold office for a term of one (1) year for which he/she is elected or appointed and until his/her successor is elected or appointed to take office. At least two (2) members of the Board shall be from AJC's Portland area and at least two (2) members of the Board shall be from AJC's Milwaukie area.
- B. DUTIES OF BOARD MEMBERS
 - a. CHAIRPERSON: The chairperson or co-chairs shall prepare the agenda and preside at all meetings of the Board and membership; shall appoint members of committees not elected, with majority approval of the Board, except for members of the Grievance committee.

- b. **VICE CHAIRPERSON:** The first alternate shall assist the chairperson; in the chairperson's absence; shall serve as a member of the Board of Directors representing AJC.
- c. **SECRETARY:** The secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence of AJC; shall make records of AJC available for any proper purpose within a reasonable time.
- d. **TREASURER:** The treasurer shall be held accountable for all funds and shall give an accounting at each general meeting; shall receive, manage, and disburse all AJC funds.
- e. **SOUTHEAST UPLIFT REPRESENTATIVE:** The Board shall appoint a delegate to serve as the AJC representative to the SEUL Neighborhood Program Board of Directors. Additional delegates to SEUL committees may be appointed to the Board.
- f. **BOARD MEMBERS-AT-LARGE AND COMMITTEE CHAIRPERSONS:** Chairpersons of committees shall inform the Board and AJC of all activities of their respective committees.

C. DUTIES OF THE BOARD

- a. **MANAGEMENT:** The Board shall manage the affairs of AJC in the interim between general meetings. The Board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions before adopting any recommendation on behalf of AJC; and shall strictly comply with these bylaws.
- b. **BOARD MEETINGS:** The Board shall meet as defined in Article 6.
- c. **EMERGENCY POWERS:** In such cases where the Board is required to provide neighborhood response before the question is presented to the membership, the Board must indicate to the questioner that this is the case, and shall present the action taken at a special or general meeting within 30 days, or within a reasonable time for ratification by the membership where circumstances dictate.

D. ELECTIONS:

- a. **ELIGIBILITY:** Only persons eligible for AJC membership shall be qualified to hold an elected or appointed position.
- b. **BOARD MEMBERS:** Members of the Board shall be elected to serve for one year until the appropriate general meeting. The election at the meeting shall be by

nomination from the floor and requires a majority vote of the membership present. The Board membership elections will be held in May.

- c. **VACANCIES:** The Board may fill any vacancy on the Board or a committee by a majority vote of the Board in cases involving absences by a Board or committee member from three (3) consecutive meetings. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his/her successor is elected or appointed.
- d. **IMPEACHMENT:** A majority of the Board may submit a written request for the chairperson's resignation at a Board meeting. If the chairperson chooses not to resign, then any holder of an elected position may be removed and replaced by a two-thirds (2/3) vote of a general or special meeting

ARTICLE 8 CONFLICT OF INTEREST PROCEDURES:

A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify a transaction, a quorum, is necessary for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE 9 COMMITTEES:

- A. Standing or special committees shall be designated by a majority vote of the Board. Committees must have at least one (1) Board member on them, and a quorum of (1).
- B. **LAND USE COMMITTEE:** The Land Use Committee will represent the neighborhood for the purpose of review and commentary on land use issues of interest to the neighborhood district.
 - a. The Land Use Committee shall have the authority to speak on behalf of the Neighborhood Association.
 - b. Action by the Land Use Committee shall be by majority vote of the members of the Land Use Committee present at official meetings of the Committee.
 - c. Membership in the Land Use Committee shall be open to all interested members and officers of AJC. The Land Use Committee shall elect a committee

chair and vice chair from among themselves, by a majority vote of the Land Use Committee. The elected officers shall direct the efforts of the Land Use Committee.

d. The Land Use Committee shall keep accurate minutes of proceedings and shall make those minutes available for review by anyone who asks.

e. The Land Use Committee shall conduct a minimum of two meetings per year where neighborhood membership or the public may bring agenda items.

ARTICLE 10 GRIEVANCE PROCEDURE

- A. **GRIEVANCE:** Any person or group may file a complaint based upon an alleged violation of the Neighborhood Association's bylaws or the ONI Standards. The complaint must be made in writing to the Board within forty-five (45) days of action.
- B. **GRIEVANCE COMPONENTS:** The petition shall include the name and address of the petitioner, the nature of the grievance and suggested remedy.
- C. **GRIEVANCE COMMITTEE:** Within seven (7) days after the receipt of the petition, the Chairperson will establish a grievance committee of three to include: one representative appointed by the Board of Directors, one representative appointed by the petitioner and one representative from the Neighborhood District Coalition. The committee shall investigate the matter and report to a general or special meeting within sixty (60) calendar days from receipt of the grievance.
- D. **GRIEVANCE RESOLUTION:** The Committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant, Board, and membership. If the committee, Board, and petitioner cannot reach agreement, the grievance hearing shall appear on the notification of a general or special meeting. The general membership, by a majority vote of those present, can take action on the grievance. Such actions include, but are not limited to: sustaining the original action, reversing the original action, revising the original action or deferring further action pending further investigation. Reasoning and a tally of votes from the grievance hearing shall be documented and forwarded to the affected individuals and groups.
- E. **APPEALS PROCESS:** Only upon unsatisfactory resolution of a grievance with a Neighborhood Association may the grievant appeal to the District Coalition and the Office of Neighborhood Involvement as indicated in the Office of Neighborhood Involvement Standards. Parties involved are encouraged to request free mediation from the current ONI-designated mediation assistance service

ARTICLE 11 PROCEDURE FOR CONSIDERATION OF PROPOSALS:

- A. EXECUTION: The Board shall be responsible for the execution of this Article.
- B. SUBMISSION OF PROPOSALS: Any person or group, inside or outside the boundaries of AJC and any city agency may propose in writing items for consideration and/or decide whether proposed items will appear on the agenda of either the Board, general or special meetings and standing or special committees.
- C. NOTIFICATION: The proponent and members directly affected by such proposals shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than two (2) days in advance.
- D. ATTENDANCE: The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.
- E. DISSEMINATION: The AJC shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE 12 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. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members at least seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the voting members present at a general meeting.

ARTICLE 13 NON-DISCRIMINATION:

The Neighborhood Association will not discriminate against individuals or groups on the basis of race, religion, color sex, sexual orientation, gender identity, age, disability, legal citizenship national origin, income, or political affiliation in any of its policies, recommendations or actions.