

Bylaws of the Argay Terrace Neighborhood Association (ATNA)

Article I Purpose

The purpose of the Argay Terrace Neighborhood Association is to maintain, protect, and enhance the quality of life of all Argay Terrace residents and enhance the desirability and value of all properties within the Argay Terrace Neighborhood through encouraging increased community involvement and participation by all Argay Terrace residents and through coordination with public agencies and other neighborhoods.

Section 1. Name of Organization: The name of the organization shall be the Argay Terrace Neighborhood Association (ATNA)

Section 2. Functions of ATNA: The functions for which ATNA is organized are:

- a. To enhance the quality of life for all residents living in the Argay Terrace Neighborhood by establishing and maintaining an open line of communication and liaison between the neighborhood, governmental agencies, municipalities and other neighborhoods.
- b. To provide an open process by which all Members of the neighborhood may become more involved in the activities of their neighborhood and be better informed and involved in decisions affecting their neighborhood.
- c. To do and perform all of the activities related to said purpose, to have and enjoy all of the powers granted, and engage in any lawful activity for which corporations may be organized under ORS Chapter 65 and within City of Portland Office of Neighborhood Involvement Title III and Title VII.
- d. This corporation is organized exclusively within the meaning of Section 501(c)(4) of the Internal "Revenue Code.
- e. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code.

Section 3. Membership:

- a. Membership in ATNA shall be open to all who either are residents, property owners, businesses, public agencies, or nonprofit organizations located within the boundaries of ATNA as defined in these Bylaws, with no discrimination against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation.
- b. An individual who meets the criteria of membership under this Section shall become a Member of ATNA by their written consent. Written consent may consist of sign-in at an ATNA general meeting indicating one's wish for membership, or by separate written request. All Members must be 18 years of age or older and shall have one vote each at any General Membership, Special Membership, or Emergency Membership Meeting of ATNA.
- c. Each business, governmental agency, or nonprofit organization located within the boundaries of ATNA may appoint one person as their representative and that person shall have the same standing as any other Member

of ATNA. The business, agency, or organization shall provide the ATNA Board with a written statement identifying the person they have appointed as their representative and ATNA shall provide then with a notice of acceptance of their representative.

d. An attendance sheet shall be signed by each Member attending each meeting, and a copy of the attendance sheet is to be submitted within 10 days to the East Portland Neighborhood office.

Article II Funding

Financial Support: Dues or Membership fees shall not be imposed; however, voluntary contributions (monetary and “in kind”) may be accepted and fundraising may be authorized by the Board. Upon dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax-exempt status under Section 501(c)(4) of the Internal Revenue Code.

Article III Membership Meetings – All Types

Section 1. General Membership Meetings - Requirements and Notification: There shall be no less than two (2) General Membership meetings per year. One such meeting shall be held in the Fall of each year and shall be the meeting at which elections for Board Directors are held. The meetings must satisfy the quorum requirements herein and shall be held within the ATNA boundaries or within one-half (1/2) mile of the ATNA boundaries at a time and place as determined by the Board of Directors. Notification of all General Membership meetings shall be made at least seven (7) calendar days in advance to all interested parties. ATNA’s primary method of notification to its Membership of General Membership meetings will be via placing of meeting signs at established locations, a posting on the website, and an email notice to all those on its email list. Other methods may be considered and approved by a vote of the Board including but not limited to a general mailing to all addresses within the Argay Terrace Neighborhood for meetings on issues the Board determines the expense is warranted.

Section 2. Special Membership Meetings: The President, or a majority of the Board of Directors, may call Special meetings of the Membership as deemed necessary. Seven (7) days’ advance notification is required, using all of the means in Section 1 of this Article.

Section 3. Emergency Meetings: Emergency meetings of the Membership may be called by a majority of the Board as deemed necessary. Notification and the purpose(s) of the meeting shall require at least 24 hours’ notice, using all of means in Section 1 of this Article. The minutes must describe the emergency. No other business may be discussed or acted on at an emergency meeting. Written agenda is not required for Emergency Meetings.

Section 4. Agenda Required for General Membership Meetings and Special Membership Meetings: The President (or if the President is unable to serve, the Board) shall prepare an outline of items to be discussed at the meeting which shall be designated as the “Agenda”. All directors shall have the opportunity to report and discuss the general areas of interest assigned to them. Any Association Member may request the addition of a subject for discussion to the Agenda by (a) submitting the issue in writing to the Board through any Director at least eight (8) days in advance of the meeting, or (b) by raising an issue at a General Membership meeting.

Section 5. Meeting Minutes: The Secretary shall complete and maintain Minutes of all Membership Meetings and have them readily available for review by Members and the general public in a manner and time reasonable and

convenient to all parties. The Board may elect to post Membership Meeting Minutes on the Association website as a way of meeting this requirement.

Section 6. Quorum for General, Special, or Emergency Membership Meetings

A quorum for any General, Special, or Emergency Membership meeting of ATNA shall be composed of at least 10 Members (including Directors). Unless otherwise specified in these Bylaws, decisions of ATNA shall be made by majority vote of those voting at that meeting.

Section 7. Participation in General, Special, or Emergency Membership Meetings

Any General, Special, or Emergency Membership Meeting and any Board, or Committee meeting is open to any Member, and all who wish to, may be heard. All actions or recommendations from any meeting, including dissenting opinions, shall be communicated to all affected parties (as far as discernable by the Board).

Section 8. Procedures for General, Special, and Emergency Membership Meetings: ATNA may choose to follow "Roberts Rules of Order (Revised)" or by Board vote may adopt a meeting procedures format as a Policy Statement. The method adopted will then be required to be used to conduct all General Membership, Special Membership, and Emergency Membership meetings. In all cases, the method shall not be in conflict with the Bylaws of ATNA and shall abide by the open meeting / public records policy governing neighborhood systems and the Oregon Open Meetings laws.

Article IV Board Meetings

Section 1. Notification and Agenda Required: Posting of a Board Meeting notice to the website opening page and to the website calendar shall be done at least seven (7) days prior to the date of the Board Meeting and shall be considered proper notification to the Membership. An agenda shall be prepared for each Board Meeting and sent to the Board members not less than seven (7) days prior to the date of the meeting. Any director may request the addition of a subject to the Agenda or by raising the issue at the Board Meeting. Posting shall not be required for Emergency Board Meetings. Board Meetings may be any of the three types identified for General Membership Meetings and must meet the same specifications with two exceptions: placing of meeting signs shall not be done and email notifications shall only be sent to Board Members.

Section 2. Procedures for Board Meetings: ATNA may choose to follow "Roberts Rules of Order (Revised)" or by Board vote may adopt a meeting procedures format as a Policy Statement. The method adopted will then be required to be used to conduct all General Membership, Special Membership, and Emergency Membership meetings. In all cases, the method shall not be in conflict with the Bylaws of ATNA and shall abide by the open meeting / public records policy governing neighborhood systems and the Oregon Open Meetings laws

Section 3. Meeting Minutes: The Secretary shall complete and maintain Minutes of all Board Meetings and have them readily available for review by Members and the general public in a manner and time reasonable and convenient to all parties. The Board may elect to post Board Meeting Minutes on the Association website as a way of meeting this requirement.

Section 4. Quorum: A quorum for any meeting of the Board shall be one-half the number of current Directors.

Article V Management

Section 1. Spokesperson: The management of ATNA shall be vested in an elected or appointed group of Directors to be known as the Board of Directors (Board). The President of the Board of Directors, or the Board's designee, shall be the official spokesperson for ATNA.

Section 2. The Board shall perform the management of all activities of ATNA and shall be accountable and responsible to the Membership.

- a. The Board shall allow to be presented at a General Membership Meeting or at any Special Meeting, all views regarding any proposed policies or actions before adopting any recommendation or course of action on behalf of ATNA.
- b. The Board shall comply strictly with these Bylaws.
- c. Expenses - Any Director shall be allowed to spend up to \$25.00 in any one month period for a non-preapproved expense on behalf of ATNA and shall be reimbursed upon submitting a request with documentation to the Treasurer. Certain recurring operating costs exceeding \$25.00 such as annual mailbox rental fee and State of Oregon Domestic Nonprofit Corporation annual registration fee shall be deemed to have standing approval.
- d. Major Expenditures and Budgets – The Board shall establish by vote a budget for all major events, activities, and purchases for ATNA and shall authorize the Chair or Officer in charge of that event, activity, or purchase decision to spend only within the limits of the budgeted amount. This is to include the expenditure of money from all ATNA sources including but not limited to reserves, allotment funds, and grants. The budgeted amount may be adjusted as needed only by another vote of the Board.
- e. The Treasurer shall present a written Treasurer's Report quarterly by email or at each Board Meeting (whichever shall occur first) and a full year Summary Report at the next Board Meeting following year end. A Policy statement shall be developed for format and content of the report

Section 3. Number and Term Length of Directors, Quorum: The Board shall consist of not less than three (3) or more than twelve (12) Directors, with one half of the Board to be elected at each Fall General Membership meeting. A Quorum shall consist of one-half or more of the total current number of Board Members. In order to assure continuity of operations and retention of experience, Directors shall serve staggered terms. At the next election following adoption of this revision, all Board Members shall stand for re-election with one half of the Board of Directors standing for election to a one-year term and one half standing for election to a two-year term.

- a. The newly elected Board shall meet in Executive Session immediately following the adjournment of the General Membership Meeting at which the election has take place for the purpose of reorganization of the Board and the selection from among the Directors of a President, Vice President, Secretary, and Treasurer of ATNA to serve until the next reorganization.
- b. Board meetings will be held as needed (minimum four per calendar year) and shall be held at a location within the same boundaries as the General Membership meetings. All Board Meetings will be open session, except in the rare event that an "Executive Session may be required. However, only Directors shall be entitled to vote. Decisions shall be made by a majority vote of those present.

- c. If a vacancy occurs on the Board, the remaining Directors of said Board may, by majority vote of those present, appoint any Member of ATNA to the unexpired portion of said term. Should a Director be absent from three of the last six Board Meetings, Membership Meetings or a combination of both, the Board shall review the circumstances and reasons for the absences and may choose to vote to remove that member from the Board. Removal shall not be automatic, but shall be done only if the Board deems it in the best interest of the operation of ATNA. A vacancy shall be declared to exist when a Director resigns or no longer qualifies for Director status. The President shall notify EPNO and the Board of the resignation of a Director within 3 business days of receipt of a written resignation and shall supply EPNO with a copy of that resignation or proof of the Board vote in the case of a removal. In a case where the resignation has been verbal only, that member shall be sent a request for written verification to the address listed in the membership records stating that the resignation shall be honored unless withdrawn in writing within 30 days of the date of the request. At the end of that period, the President shall notify EPNO and the Board of such resignation within 3 business days upon confirming a vacancy.

Section 4. Assignment of Associates: Each Director not filling the position of President, Secretary, or Treasurer shall serve an additional function as an "Associate to". The Vice President shall automatically be assigned as the "Associate to the President". The Board shall appoint a remaining, non-officer Director "Associate to the Secretary". The Board shall appoint a remaining non-officer Director as "Associate to the Treasurer". The remaining Directors may be assigned by the Board to be an "Associate to a Committee Chair", "Associate to the EPN Representative", or the "EPN Representative" if none exists at the time. A newly elected Board Member may delay assignment up to 90 days to become familiar with the positions which may be available for assignment. The Associate shall share the duties of the Officer and shall meet in person or communicate by phone or email once each month including months in which Board or General Membership meetings shall be held to be made current on activities of the Officer or Committee Chair and shall serve in the absence of the Officer or Committee Chair at meetings or in other capacities. In the event of a vacancy in the Officer or Committee Chair position, the Associate shall serve in that position until the vacancy can be filled at the next Board Meeting.

Section 5. Powers of the Board

a. General –The Board shall be responsible for all business coming before the neighborhood association and for assuring that Members are informed of business that affects them through reasonable means of notification including but not limited to posting on the website. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of Members attending a particular meeting.

b. Emergency - In such cases where the Board is required or requested to provide an ATNA response without sufficient time to present the issue to the Membership at a General, Special, or Emergency meeting, the Board shall act within its role stated in item "a" of this section. The Secretary shall forward the response to the requesting party within the time period required for the response. The Membership shall be informed of the situation and the actions taken by the Board at the next General Membership meeting and if the Board deems necessary by a posting on the website. If deemed appropriate by a vote of the Board, the matter will be referred to a vote of the Membership at the next Membership meeting.

Section 6. Conflict of Interest: Whenever a Director determines that they may 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 may exist and this must be recorded in the minutes. The Director with the conflict of interest may not be

present for or participate in any discussion relating to the item and must abstain from voting on any actions related to the item.

Section 7. Indemnification: ATNA agrees to indemnify and hold harmless each Director from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his or her capacity as a Director, including without limitation, actions taken or omitted by the Director consistent with these Bylaws and in furtherance of the business or affairs of ATNA. The satisfaction of any indemnification of the Directors under this Section will be from, and limited to, ATNA assets, and the ATNA Directors shall not have any personal liability on account thereof.

Article VI Committees

Any items of interest relating directly to the purpose of ATNA may be delegated to Ad Hoc committees created by a vote of the Board. Said committees shall contain any Member of ATNA including Directors. The committee will report back to the Board. The committee cannot act in any official capacity for the Board or for ATNA.

Article VII Elections

Section 1. Nominations for service on the Board of Directors shall be made at the Fall General Membership meeting. Any member of ATNA may serve as a Director. Current Board members shall not be automatically nominated for re-election. All nominations shall be made from the floor including those for re-election of current Board members. The candidates must be present and shall be introduced to the Membership and shall state why they should be elected or re-elected.

Section 2. Election of Directors shall be made by a combined majority vote of Members and Directors present at the Fall General meeting, with each candidate standing individually for election. The vote shall be by written secret ballot, with the votes to be counted during the meeting by a panel of two Members who are not also candidates.

Article VIII Amendments to Bylaws

All amendments to these bylaws must be proposed in writing and submitted to members at least seven (7) days before a vote on their adoption may proceed. 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. Such notice shall be made by posting to the website, email notice, or other means deemed suitable by the Board. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting. A show of hands or written ballot may be used at the discretion of the Board.

Article IX Coalitions

ATNA may join or withdraw from a coalition or other neighborhood group upon Board recommendation with a majority of Membership vote. The ATNA's representative to its District Coalition (Neighborhood Chairs Committee) shall be the President. The President shall designate another Director to attend as the ATNA representative in his/her absence.

Article X Boundaries

The boundaries of ATNA are defined as follows: the north line of Sandy Blvd as the northern boundary, the south line of I-84 as the southern boundary, the centerline of NE 122nd Avenue as the western boundary, the centerline of NE 147th

Avenue north from Sandy Blvd. to its connection at NE Milton with NE 148th Avenue and continuing along the centerline of NE 148th Avenue to I-84 as its eastern boundary.

Article XI Grievance Procedure

Section 1. Action Impact: A person or group alleging a procedural violation of the ATNA Bylaws that directly affected the outcome of an ATNA decision which resulted in harm to the grievant(s) may submit a complaint in writing to any two ATNA Directors within 45 business days of the alleged violation.


Section 2. Response: A grievance must be reviewed and responded to by the ATNA's appointed Grievance Committee within 60 calendar days from receipt of the grievance. The ATNA's response shall be in writing and include supporting findings of the decision.

Section 3. Procedure: The grievance and its resolution shall be open to the public. The findings of a grievance shall be a matter of public record. However, deliberations of the decision-makers may be held in executive session.

Section 4. Final Resolution: The ATNA Board shall attempt to resolve the complaint, if possible, or through the use of a facilitator, or, failing that, consult with the Office of Neighborhood Involvement for assistance through the Neighborhood Mediation Program. Only upon unsatisfactory resolution of a grievance with the ATNA may the grievant appeal to the appropriate District Coalition. The grievant has fourteen calendar days from the date the decision is rendered to appeal.



President, Argay Terrace Neighborhood Association



Date

Original Bylaws Adopted: October 15, 1984

Current Revision Adopted: November 17, 2015

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