

Bylaws

ARBOR LODGE NEIGHBORHOOD ASSOCIATION BYLAWS

Adopted by the Membership
November 20, 2008

I. NAME

The name of this organization shall be the Arbor Lodge Neighborhood Association (ALNA).

II. GEOGRAPHIC BOUNDARIES

Located in North Portland, Oregon, ALNA's geographic boundaries are Interstate 5 to the East, the North side of Ainsworth to the South, Chautauqua to the West and the South side of Lombard to the North.

III. PURPOSE

To promote Arbor Lodge's livability by providing information, promoting communication and engaging in activities between neighbors and all others interested in the general welfare of the neighborhood.

IV. NON-DISCRIMINATION

Consistent with federal, state and local laws, as well as with the spirit of the neighborhood, the ALNA does not discriminate against individuals or groups on the basis of ability, age, citizenship, color, ethnicity, gender identity, income, marital status, national origin, political affiliation, race, religion, sex or sexual orientation in any of its policies, recommendations or actions.

V. APPLICABLE LAWS

ALNA shall have and enjoy all the powers granted, and engage in any lawful activity, for which corporations may be organized under ORS Chapter 65. (<http://www.leg.state.or.us/ors/065.html>). ALNA is an Oregon tax exempt organization.

VI. MEMBERSHIP

Eligibility Membership in the ALNA shall be open to any person over the age of 18 who resides, owns real property, owns a business or is the designated representative of any of the following located within the neighborhood: a business, a non-profit, a school, or a church.

Dues: No dues shall be charged.

Membership Meetings

- A. Frequency: There shall be at least four Membership meetings during any continuous twelve-month period, one of which shall be the annual meeting.
- B. Location: All ALNA Membership meetings should be held within the boundaries of Arbor Lodge as specified in Article II.
- C. Notice: At least seven calendar-days notice of Membership meetings shall be provided to Members in a manner that is consistent with ORS Chapter 65 including, but not limited to, written, published, electronic and telephonic communications. Notice for such Meetings shall state the date, time and location for the Meeting. It is recognized that individual notice to every member of ALNA is not likely to be possible. Therefore, the use of as many communication venues as is reasonable is expected.
- D. Quorum: No vote shall be taken during a Membership meeting without a quorum. A quorum shall be achieved when there are at least an equal number plus one of ALNA members present as there are Board members present. Board members shall not be counted as part of the ALNA membership for the purpose of achieving a quorum.
- E. Votes: One member, one vote. No proxy votes are allowed.
- F. Agenda: The ALNA's Chairperson shall prepare the agenda for all Membership meetings.

Open Meetings & Public Records

ALNA will comply with open meetings and public records policies as required by the City of Portland and reflected in ALNA policy.

VII. BOARD OF DIRECTORS

Elections

- A. Timing: Elections for the Board of Directors shall be held during the Annual Membership Meeting in a month to be determined by the Board from time to time.
- B. Eligibility: Only ALNA members can stand for an elected post.
- C. Advertisement: No Candidate may utilize portions of the ALNA's funds to promote themselves or others for an ALNA elected office. The ALNA's funds may be used to provide notice to members of Candidates, the position they seek, and their individual contact information. Candidates may request access to the ALNA's electronic database to communicate with members during the campaign period.
- D. Nomination and Election Process: Members who would like to be elected to any open position on the Board of Directors must declare their candidacy, and the position for which they are running, no later than the meeting immediately preceding the Annual Meeting. Members must be nominated by another member. Following the meeting, the Board will make the list of candidates, the positions they are seeking, and contact information for each candidate, available to the membership. Candidates will be presented for elections, in a procedure determined by the

Board, at the Annual Meeting. No nominations will be accepted from the floor. Paper ballots will be provided for any contested position.

E. Terms: Terms for all Board Members last for one year. There are no term limitations for any positions within the Board.

F. Compensation: Serving on the Board is a voluntary endeavor. No financial or otherwise discernable compensation may be provided as consideration for Board service.

G. Responsibilities of the Board of Directors: In all activities, the Board must adhere to the letter and the spirit of the Bylaws. The Board is responsible for managing the day-to-day affairs of the Association, establishing and overseeing committees, the adoption of policies, promoting communication to ALNA members, and encouraging ALNA member involvement.

Officers

A. Chairperson: The Chairperson shall be the principle executive officer of the ALNA and, shall in general, supervise all of the ALNA's business and affairs and shall perform such other duties as may be prescribed by the Board. Specifically, the Chairperson shall

- 1) prepare the agendas for, and chair, all meetings of the Board and Membership;
- 2) sign appropriate correspondence for membership or board approved business of the ALNA;
- 3) sign contracts approved by the membership;
- 4) the Chair shall approve all expenditures of ALNA funds and sign checks as determined by Board policy;
- 5) appoint the chairs of all committees; and
- 6) appoint Board Members and Officers to fill elected positions that have been vacated.

B. Vice-Chair: In the event of the Chair's inability to act on behalf of the ALNA, the Vice-Chair shall assume all powers and responsibilities of the Chair as described above.

C. Treasurer: The Treasurer shall:

- 1) make deposits and disbursements according to procedure determined by Board policy;
- 2) keep accurate and complete financial record;
- 3) provide an accurate accounting of the fiscal activity upon demand; and
- 4) be the primary signatory on all checks.

D. Secretary: The Secretary shall:

- 1) record and maintain the minutes and all other written records of all Board and Membership meetings; and
- 2) maintain records of Membership and Board meeting attendance and all votes taken at said meetings.

E. Directors At-Large: The Board shall have a maximum of eight At-Large Board Directors. The Directors shall participate in the leadership of the ALNA by:

- 1) attending Board and Membership meetings;
- 2) chairing committees; and
- 3) reaching out to neighbors to foster Membership participation and growth.

F. Resignation: Board Members may resign at any time by providing written notice to the Chairperson or, in the event that the Chairperson seeks to resign, to the Vice-Chairperson.

G. Removal: Any Board Member or Officer may be considered for removal from office at any time for any reason. A Board Member may be removed by a three-fourths vote by the Members at a Membership Meeting. Seven days advance notice is required for a meeting at which such an activity will occur.

H. Vacancies: The Board Chair may make appointments to fill vacant Director or Officer vacancies. Any appointments shall be confirmed by the membership at the next convened membership meeting.

I. All board members and officers shall assume and execute their duties in accordance with ORS Chapter 65, and the policies of the ALNA.

Board of Directors Meetings

A. Frequency: There shall be at least four Board meetings in each calendar year. Board meetings shall be called by the Chairperson.

B. Location: All ALNA Board meetings should be held within the boundaries of Arbor Lodge. Meetings outside Arbor Lodge neighborhood should be as close to the neighborhood as is reasonable.

C. Notice: At least seven calendar-days notice of Board meetings shall be provided to Directors in a manner that is consistent with ORS Chapter 65 including, but not limited to, written, electronic and telephonic communications. Notice for such meetings shall state the date, time and location for the meeting.

D. Quorum: A quorum shall be 50% of the filled elected Board positions. If a quorum is not present, no votes can be taken.

E. Agenda: The ALNA's Chairperson shall prepare the agenda for Board meetings.

F. Special Meetings: In cases that are determined by the Chairperson to be reasonably urgent, at least twenty-four hours notice for a Board Meeting is necessary. Electronic and/or telephonic notification is sufficient; documentation of notice shall be attached to the minutes. Notification must include date, time and place of meeting as well as the agenda for the meeting. The meeting location will be selected consistent with Section B. above.

G. Director-called Meetings: Any three Board members may file written notice to the Chair that they intend to call a Board meeting. Notice to the Chair must be at least seven days in advance of the meeting. The notice to the Chair and to the Board must include date, time, location and agenda

for the meeting. The Vice Chair, or if the Vice Chair is unavailable, another officer shall preside over the meeting.

VIII. FINANCES

- A. General: No ALNA funds, gains, profits or dividends may accumulate for the personal benefit of any member of ALNA, its Board Members or Officers, or be distributed to any of them for their personal use.
- B. Budget: The Board shall prepare an annual budget of estimated revenues and expenses for presentation, review and adoption by the Membership in time for implementation on the first day of the fiscal year as identified by the membership.
- C. Expenses: Amounts equal to or less than that need to be expended for approved annual budget items may be disbursed in accordance with the Bylaws or Membership-adopted policies without further approval of the Membership. All other expense items or those exceeding the approved budgeted amounts shall be submitted to the ALNA Membership for approval.
- D. Disbursements: All disbursements of ALNA funds shall be by check requiring two signatures; one of which shall be the Treasurer and the other an Officer of the Board with signing authority.

IX. DISSOLUTION & DISTRIBUTION OF THE ASSETS

- A. In the event of the dissolution of ALNA, it shall pay all of its outstanding liabilities and actively seek satisfaction of its outstanding receivables. Once resolved, any remaining assets shall be distributed to an organization with comparable nonprofit status and mission.
- B. The membership is encouraged to make this decision, but the Board will retain the ability to make this decision if they are unable to assemble the membership to do so.
- C. If the Board is unable to designate a recipient, then the assets shall be distributed to an organization by the Circuit Court for Multnomah County, Oregon.

X. COMMITTEES

- A. Establishment: The Board of Directors may establish, from time to time, committees as it deems appropriate.
- B. Standing Committees: The Grievance Committee shall be the only standing committee.

XI. GRIEVANCES

- A. The Grievance Committee shall be comprised of five members, as follows: two current Board members (the Board Chair shall be excluded from this committee), two ALNA members not currently serving on the Board, and one non-ALNA member.
- B. Any Member adversely affected by a decision, policy or action of the ALNA Board must submit their complaint and request to enter into a grievance procedure in writing to the Board within ten

calendar days of the aggrieving action. The Grievance Committee shall, within seven calendar days from receipt of the complaint, set a date and location that is acceptable to the complainant to hear the complaint. Notice for this date must be given at least seven days in advance of the meeting.

- C. Within thirty days of the meeting, the Grievance Committee shall make a determination on the complaint and notify the complainant of their determination. Determinations shall be non-compensatory. These actions shall be reported to the Board and the ALNA membership at the next scheduled meetings.

XII. RULES OF CONDUCT

The ALNA does not require the use of Roberts Rules of Order in conducting its business. However, the general principles embodied in Roberts Rules are acknowledged as valuable to conducting orderly and productive meetings.

XIII. AMENDMENTS

These Bylaws may be amended by a two-thirds vote by the Membership at a Membership Meeting.

Changes being proposed must be provided to the membership at least seven days in advance of the meeting.

Amended by Membership March 9, 2006

Amended by Membership November 20, 2008

Open Meetings & Public Records compliance; Quorum doesn't include Board members; Board will determine timing for annual membership meetings.