# Bylaws of
# Argay Neighborhood Association (ANA)

## Article I Purpose

The purpose of the Association is to maintain, protect and when possible enhance the value and desirability of any and all properties in the Argay Neighborhood and to encourage community participation in maintaining a desirable quality of life.

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

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

a. To enhance the value of living in the Argay area 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 involve themselves in decisions affecting such issues.

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.

d. This corporation is organized exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal "Revenue Code This Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purpose.

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)(3) of the Internal Revenue Code.

Section 3. Membership:

a. Membership in ANA shall be open to all who either are residents, property owners, licensees, or nonprofit organizations located within the boundaries of ANA 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 ANA by written consent. Written consent may consist of sign-in at an ANA general meeting indicating one's wish for membership, or by separate written request. All *members* 18 years of age or older shall have one vote each during *attendance* at any General or Special Meeting of ANA.

c. One representative from each business, governmental agency, or nonprofit organization located within the boundaries of ANA, upon prior written authority submitted to the ANA board, shall have the same privilege as the residents listed above.

d. An attendance sheet shall be signed at each meeting.

## Article II Funding

Section 1. Financial Support: Dues or membership fees shall not be imposed; however, voluntary contributions will be accepted and fund raising 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)(3) of the Internal Revenue Code.

## Article III Meetings

Section 1. General Membership Meetings and Notification: There shall be no less than two (2) General Membership meetings per year. The meetings must satisfy the quorum requirements herein and shall be held within the ANA boundaries or within one-half (1/2) mile of the ANA 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. ANA'S primary method of notification to its membership will be via its website and email until a more effective method of communication becomes affordable.

Section 2. Special Membership Meetings: The Chairperson of the Board of Directors, 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.

Section 3. 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 at least 24 hours' notice. The minutes must describe the emergency. No other business may be discussed or acted on at an emergency meeting.

Section 4. Agenda: Subject to the approval of the Board of Directors, the Chairperson, or in the absence of a Chairperson, the Board's designee, shall prepare the sequence of items to be discussed at the meetings to be designated as the Agenda. All Directors shall have the opportunity to report and discuss the general areas of interest assigned to them. Any member may request the addition of a subject for discussion by (a) submitting the issue in writing to the Board at least eight (8) days in advance of the meeting or (b) by raising an issue at a general membership meeting.

Section 5. Quorum: A quorum for any General or Special membership meeting of ANA shall be composed of at least 10 members. Unless otherwise specified in these Bylaws, decisions of ANA shall be made by majority vote of those members present at any meeting.

Section 6. Participation: Any General, Special, Board or Committee meeting is open to any member, and all who wish to, may be heard. All actions or recommendations of the General or Special meetings, including dissenting opinions, shall be communicated to all affected parties (as far as discernable by the Board).

Section 7. Procedures: ANA may elect to follow "Roberts Rules of Order (Revised)" in all areas not covered by the Bylaws. The Association shall abide by the open meeting / public records policy governing neighborhood systems.

## Article IV Management

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

Section 2. The Board shall have the entire management of the business and activities of ANA in the interim between General meetings. The Board shall be accountable to the membership and shall:

a. Present, or cause to be presented at a General Membership meeting or at a Special meeting convened specifically for the presentation, all significant alternative views regarding any proposed policies or actions before adopting any recommendation or course of action on behalf of ANA.

b. Comply strictly with these Bylaws.

c. Expenses - Any board member contemplating incurring costs in excess of $25.00 on behalf of ANA shall obtain the advance approval of either the Chairperson and a third board member, or the Treasurer and a third board member. Certain recurring operating costs exceeding $25.00 -- semi-monthly postcard mailing charges for EPNO, annual mailbox rental fee, and State of Oregon Domestic Nonprofit Corporation annual registration fee -- shall be deemed to have standing approval.

Section 3. Quorum: A quorum for any meeting of the Board shall be half the members.

Section 4 The Board shall consist of no more than twelve (12) and no less than three (3) members (directors), serving two- (2) year terms , elected at large from the general membership on alternate years at the Fall General Membership meeting. Board member terms shall be staggered so that one year half the members are elected, and the next year the balance are elected.

a. The Board shall reorganize at the next Board Meeting after the election at the fall General Membership meeting and elect from within its membership a Chairperson, Vice Chairperson, Secretary, and Treasurer of ANA to serve until the next reorganization.

b. Board meetings will be held as needed and within the same boundaries as the General membership meetings. Such Board meetings will be open session. However, only Board members shall be entitled to vote. Decisions shall be made by majority vote.

c. The time and place of all regular and special Board meetings will be established by the Board.

d. If a vacancy occurs in the membership of the Board, the remaining members of said Board may, by majority vote, elect any member of ANA to the unexpired portion of said term. A vacancy will be declared to exist when a Board member resigns or no longer qualifies for member status.

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. 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 a neighborhood response before the question can be presented to the membership at a General or Special meeting, the Board must indicate that this is the case, and shall present the action taken at a Special Meeting within seven (7) days, or if not practicable, then distribute such information to all interested parties within seven (7) days of the response or action and request ratification by the membership at the next General or Special Meeting. The Secretary to the original requesting entity must forward such ratification, or lack of ratification, within seven (7) days of such action.

Section 6. Conflict of Interest: Whenever a Board member determines that they 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 exists and this must be recorded in the minutes. The Board member with the conflict of interest may elect to abstain from voting on the transaction.

Section 7. Indemnification: ANA agrees to indemnify and hold harmless each Board Member 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 Board Member, including without limitation, actions taken or omitted by the Board Member consistent with these Bylaws and in furtherance of the

business or affairs of ANA. The satisfaction of any indemnification of the Board Members under this Section will be from, and limited to, ANA assets, and the ANA members shall not have any personal liability on account thereof.

## Article V Committees

Section 1. Any items of interest relating directly to the purpose of ANA may be delegated to Ad Hoc committees created by the Board. Said committees shall contain members from the Board and/or other members of the association. The committee will report back to the Board and can not act in an official capacity for the Board or for ANA.

## Article VI Elections

Section 1. Nominations for service on the Board of Directors shall be made at the fall General meeting prior to any other actions or agenda items, with the exception of "board and membership introductions" and the crime report from the East Precinct crime reporting officer. Board members who have served during the previous term will be automatically nominated for the next term. Nominees must be members.

Section 2. Election of Board members to fill the expired terms shall be made by majority vote by members present at the fall General meeting.

Section 3. Impeachment: Any Board member may be removed by a two-thirds (2/3) vote at a General or Special meeting.

## Article VII 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. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.

## Article VIII Coalitions

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

## Article IX Boundaries

The boundaries of ANA shall be defined by a northern boundary to Marine Drive, I-84 as the southern boundary, NE 122nd Avenue as the western boundary, and 148th Avenue as the eastern boundary.

## Article X Grievance Procedure

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

Section 2. Response: A grievance must be reviewed and responded to by the ANA's appointed Grievance Committee with 60 calendar days from receipt of the grievance. The ANA'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.

Final Resolution: The ANA 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 ANA may the grievant appeal to the appropriate District Coalition. The grievant has fourteen calendar days from the date the decision is rendered to appeal.

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Chair, Argay Neighborhood Association Date

Original Bylaws adopted October 15, 1984
Revised September 1986
Revised July 9, 1989
Revised August 29, 1989
Revised November 1989
Revised January 9, 1990
Revised October 9, 1991
Revised May 18, 1993
Revised Aril 17, 2001
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