

**ARBOR LODGE NEIGHBORHOOD ASSOCIATION**  
**BYLAWS**  
**Adopted by the Membership**  
**Established May 20, 2004**  
**AMENDED**

**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>).

**VI. MEMBERSHIP**

A. Eligibility: Membership in the ALNA shall be open to any person age 18 years or older 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; and has confirmed their membership in writing, including but not limited to checking the membership box on the sign-in sheet.

B. Dues: No dues shall be charged; however, voluntary contributions will be accepted and fundraising may be authorized by the Board of Directors.

C. **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.

- D. **Participation:** Any General, Special, Board or Committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. All actions or recommendations of the general or special meetings shall be communicated to all affected parties and include minority opinion reports.
- E. **Right to be Heard:** Discussion, both in time and number of people speaking, may be limited at the discretion of the Chair. Issues of concern to large numbers of people may be heard using a sign-up procedure devised by the Chair to allow for efficient use of meeting time and sufficient time for public comment. The Board shall consider minority reports if they are requested to be heard.

## VII. BOARD OF DIRECTORS

- A. **Responsibilities of the Board of Directors:** In all activities, the Board of Directors must adhere to the letter and the spirit of the bylaws. The Board of Directors 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. All Board of Directors and Officers shall assume and execute their duties in accordance with ORS Chapter 65, and the bylaws and policies of the ALNA. The Board of Directors is encouraged to empower members to champion, organize and lead issues they deem important.
- B. **At-Large Board Members:** The Board of Directors shall have a maximum of eight (8) At-Large Board Members. The Board Members shall participate in the leadership of the ALNA beyond regular attendance by:
1. Chairing Committees;
  2. Reaching out to neighbors to foster membership participation and growth;
  3. Leading and participating in Association events;
  4. Representing the Board's interests on City and regional committees.
- C. **Sharing of Duties:** The Board of Directors may delegate or reassign specific duties listed previously by a majority vote of the Board. In order to ensure transparency and clarity of roles, any changes shall be reflected in the minutes of the meeting at which the changes are voted upon, and shall be explicitly stated at the next membership meeting.
- D. **Terms:** Terms for all Board Members last for one year. There are no term limitations for any positions within the Board of Directors. Terms begin at the completion of the Annual Meeting and last through the end of the next Annual Meeting.

**Attendance:** Board Members are expected to attend all regularly scheduled meetings of the Board and Membership. Four (4) absences from Board and/or Membership meetings within a board year constitutes a resignation of that Board Member or Officer. Any resignation shall be reported in the minutes.

- E. **Compensation:** Serving on the Board of Directors is a voluntary endeavor. No financial or otherwise discernible compensation may be provided as consideration for Board service.

- F. Resignation: Board Members and Officers 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 by a two-thirds vote by the members at a Membership meeting. Seven days advance notice is required for a meeting at which such an activity will occur. Notice must include the agenda item stating this will be a topic of consideration.
- H. Vacancies: The Board may fill vacancies in Board Member or Officer positions by a majority vote of the Board for the remainder of the term year, which shall be defined as the period from the adjournment of one Annual Meeting until the adjournment of the next Annual Meeting.

## **VIII. OFFICERS**

- A. Chairperson: The Chairperson shall be the principal 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 of Directors. Specifically, the Chairperson shall:
  - 1. Prepare the agendas and chair all meetings of the Board and Membership;
  - 2. Sign appropriate correspondence and contracts for Membership or Board approved business of the ALNA;
  - 3. Sign checks as determined by Board policy.
- 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. The Vice-Chair may cover other activities upon request of the Chair.
- C. Treasurer: The Treasurer shall perform or cause to be performed:
  - 1. Make deposits and disbursements according to procedure determined by Board policy;
  - 2. Keep accurate and complete financial records;
  - 3. Provide an accurate accounting of the fiscal activity upon demand;
  - 4. Be the primary signatory on all checks;
  - 5. Be in compliance with budget and finance policies as may be adopted by the Board.
- D. Secretary: The Secretary shall perform or cause to be performed:
  - 1. Record and maintain the minutes, including all votes and a summary of minority opinions, and all other written records of all Board and Membership meetings;
  - 2. Send approved copies of minutes to ALNA's district coalition office, North Portland Neighborhood Services
  - 3. Post minutes to the ALNA website for public access;
  - 4. Track attendance of Board members for purposes of encouraging full participation.

## **IX. ELECTIONS**

- A. **Timing:** Elections for the Board of Directors shall be held during the Annual Membership Meeting on the third Thursday of October.
- 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 current Board of Directors will facilitate access to communication with members upon candidate's request during the campaign period.
- D. **Nomination Process:** Members may declare candidacy or be nominated by another member. Those that declare or accept nomination by the meeting prior to the Annual meeting will be announced to the Membership by the Board of Directors. Nominations for any Officer or Board Member position may be made by any member from the floor at the Annual Meeting, provided that the nominee is a member and is willing to serve if elected.
- E. **Voters:** Members present at the time the vote is taken have the right to vote on the election of Officers and Directors. Absentee ballots and proxies are not allowed.
- F. **Voting Procedures:** Election of Officers and Directors shall be conducted as follows:
  - 1. Nominations for Chairperson will be made and the Members will vote for Chairperson.
  - 2. Following election of the Chairperson, nominations for Vice-Chair will be made and the Members will vote for Vice-Chair.
  - 3. Following the election of the Vice-Chair, nominations for Secretary will be made and the Members will vote for Secretary.
  - 4. Following the election of the Secretary, nominations will be made for Treasurer and the Members will vote for Treasurer.
  - 5. Following the election of the Treasurer, nominations for At-Large Directors will be made and the Members will vote for At-Large Directors.
    - a. If there are more than eight nominations for At-Large Directors, members will be asked to vote for their top eight candidates by ballot. The top eight vote getters will be elected.
- G. **Votes:** All contested elections of Officers and Directors shall be by secret written ballot. In electing any Officer or Director, the person receiving the greatest number of votes among nominees for a given position shall be elected to that position. If any contested position results in a tie, the tying candidates will have a run-off election or elections until a winner is determined.

## **X. MEETINGS**

- A. **Membership Meetings:**
  - 1. **Frequency:** There shall be at least four Membership meetings during any continuous 12-month period, one of which shall be the Annual meeting.
  - 2. **Location:** Meetings outside Arbor Lodge neighborhood should be as close to the neighborhood as is practicable.
  - 3. **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 and ONI Standards including, but not limited to, written, published, electronic and telephonic communications. Notice for such Membership meetings shall state the date, time and location for the meeting, and a brief description of topics on the agenda. 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.

4. Quorum: No vote shall be taken during a Membership meeting without a quorum. A quorum shall be achieved when there is a board quorum plus eight members present who are not board members.
5. Voting: One member, one vote. No proxy votes are allowed. Membership may vote in Board elections and to revise the bylaws. Only those present and voting will be counted.
6. Agenda: The ALNA's Chairperson shall prepare the agenda for all Membership meetings. Any person may add an item to the agenda by:
  - a. Submitting the item in writing to the Board at least seven (7) days in advance of the meeting, or
  - b. Making a motion to add an item to the meeting agenda. Adoption of that motion requires a second and a majority vote.

#### B. Board Meetings:

1. Location: Meetings outside Arbor Lodge neighborhood should be as close to the neighborhood as is practicable.
2. Notice: Notification for regular and special meetings of the Board shall be by means of communication apt to reach a majority of the Board and Membership. Notification shall require seven-days advance notice to the general public and a minimum 24-hours notice for all Board members and to individuals and news media that have requested notice.
3. Quorum: A quorum shall be 50% plus one (1) of the filled elected Board positions. If a quorum is not present, no votes can be taken.
4. Regular Board Meetings: There shall be at least four Regular Board meetings in each calendar year.
5. Special Board Meetings: Special meetings of the Board may be called by the Chairperson or by any three board members as deemed necessary.
6. Emergency Board Meetings: Emergency meetings of the Board may be called by the Chairperson or any three board members as deemed necessary. Notification shall require not less than 24 hours notice to the members of the Board that is meeting and to individuals and news media that have requested notice. Minutes of the emergency meeting shall state the nature of the emergency and state why the meeting could not be delayed to allow at least seven days' notice. Members conducting business at the meeting may make decisions or deliberate toward decisions only on the agenda topic or topics for which the emergency meeting was called.
7. Voting: Unless otherwise specified in these bylaws, decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

## **XI. 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 to the Membership for feedback. The Board of Directors is responsible for the review and adoption of an annual budget.
- C. Disbursements: All disbursements of ALNA funds shall be by check requiring two signatures.
- D. Policies: Finance policies may be adopted by the Board of Directors as needed.
- E. Fiscal Year: The fiscal year shall run from July 1 to June 30.

## **XII. COMMITTEES**

- A. Establishment: The Board of Directors may establish committees as it deems appropriate. Committees shall have at least one (1) Board Member as an active member.
- B. Committee Chair: The Committee Chair shall be elected by a vote of the Board of Directors. The Committee Chair is responsible for communicating actionable items to the Board, maintaining a current roster, assuring meeting minutes are recorded, creating the agenda, and providing meeting notice.
- C. Committee Members: Those who are eligible for ALNA Membership are eligible to sit on committees. Committee members shall be added by a majority vote of sitting committee members. Any committee member may be removed by the Board from serving on any committee for any reason. A request for removal shall be presented to the Board for discussion and review.
- D. Terms: The regular term for committee members shall be one (1) year in cycle with the Board year. If a committee member joins mid-year, their term shall expire at the end of the Board year.
- E. Decision: All committee recommendations and decisions for public position statements must be presented in a timely manner and ratified by a majority of the Board. Prior to committee members taking a vote on a public position statement, they shall take a straw poll to gauge the opinion of everyone in attendance at the meeting.
- F. Quorum: Quorum for committees shall be a majority of the committee members.

## **XIII. PROCEDURE FOR CONSIDERATION OF PROPOSALS**

- A. Submission of Proposals: Any person or group, inside or outside the boundaries of ALNA may propose in writing items for consideration and/or recommendation to the Board. The Chair shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or regular or special meetings.
- B. Notification: The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed, not less than 24 hours in advance.

- C. Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.
- D. Dissemination: ALNA shall record recommendations and dissenting views in the meeting minutes.

#### **XIV. LIAISON REPRESENTATIVES**

- A. Individuals who are chosen by the Board to represent ALNA on external Boards, Commissions or Committees, shall give informative regular reports back to the Board within 30 days of the meeting of that body. Liaison representatives are required to be members of ALNA as described in Article VI. Membership, above. On those issues on which the ALNA Board of Directors has taken a formal position, the delegate shall vote accordingly; in all other cases, he/she shall exercise his/her discretion while voting in accordance with the general objectives of ALNA.

#### **XV. GRIEVANCES**

- A. One-on-One Dialogue and Mediation: Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.
- B. Eligibility to Grieve: Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the Office of Neighborhood Involvement (ONI) Standards or these bylaws that has directly affected the outcome of a decision of ALNA. Grievances must be submitted within 45 business days of the alleged violation.
- C. Processing the Grievance: The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall consist of one Board member (the Board Chair shall be excluded from this committee), one member and one individual who is not a member of the Association. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.
- D. Final Resolution: Within 60 calendar days from receipt of the grievance, ALNA shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the Grievance Committee on a recommendation and by the Board on a decision may be held in executive session.

#### **XVI. 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.

#### **XVII. CONFLICT OF INTEREST PROCEDURES**

A transaction in which a Board Member 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 Board Members who have no direct or indirect interest in the transaction. A transaction may not be authorized by a

single Board Member. If a majority of the Board Members who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Board Member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Board Member with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

#### **XVIII. 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.

#### **XIX. AMENDMENTS**

- A. These Bylaws may be amended by a two-thirds vote of the Membership at a Membership Meeting. Notice shall go out to the Membership fourteen days prior to the meeting stating that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and contain a copy of the proposed amendment.

Amended by Membership March 9, 2006  
Amended by Membership November 20, 2008  
Amended by Membership May 20, 2010  
Amended by Membership July 18, 2013