

BYLAWS OF THE ARLINGTON HEIGHTS NEIGHBORHOOD ASSOCIATION

Article 1

NAME AND PURPOSE

1.1 Name. The name of the organization shall be the Arlington Heights Neighborhood Association ("AHNA" as used in these Bylaws).

1.2 Purpose. AHNA is organized as a public benefit nonprofit corporation. The purposes of AHNA are:

- 1.2.1 To enhance the livability of the area within the AHNA boundaries and adjoining areas and parks by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies, important stakeholders, other neighborhoods and neighborhood coalitions ;
- 1.2.2 To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood;
- 1.2.3 To perform activities related to said purposes 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;
- 1.2.4 To advocate for improvements, proper planning, law enforcement and safety; and
- 1.2.5 To be organized and operated exclusively for education, scientific and charitable purposes only.

1.3 Purpose Limitation. Notwithstanding any statement of purposes or powers aforesaid, this Association shall not engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

Article 2

MEMBERSHIP AND VOTING

2.1 Eligibility. Membership in AHNA shall be open to all residents eighteen years of age or older, property owners, government agencies, business licensees and nonprofit organizations who have been located within the boundaries of AHNA as defined in Article 12 of these Bylaw for a period of thirty (30) days or more prior to application for membership.

2.2 Application for Membership. Any person or entity desired membership in AHNA shall make such application in writing on Form 1 attached to these Bylaws. The application shall be accepted if the person or entity meets the eligibility requirements specified in 2.1 and those facts appear from the application or from information submitted to the membership committee. One representative from each government agency, corporate or partnership business licensee, corporate or partnership property boundaries shall have the same privilege as the individual property owners and resident mentioned above. The voting representative of any government agency, any corporate or partnership business licensee or property owner, or any nonprofit organization shall be designated in writing by letter to the AHNA secretary or on the membership application form. If the applicant fails to meet the eligibility requirements, the

application shall be marked "rejected--applicant not eligible" and returned to the applicant. If an application is accepted, the applicant shall be so notified.

2.3 Termination of Membership. Membership shall terminate when a person or entity is no longer located within the AHNA boundaries.

2.4 Voting. All members shall have one vote each to be cast during attendance at any general or special meeting. Voting may be by voice vote or by written ballot.

2.5 Participation. All meetings are open to any person and all that wish to may be heard. Only members are entitled to vote.

2.6 Open Meetings/Public Records Law. AHNA will abide by the open meetings/public records policy governing the neighborhood system as set forth in the operating ordinance.

Article 3 FUNDING

No membership dues will be charged. However, the Association will be free to ask for voluntary donation to help defray costs of the organization. Activities to raise funds may be held if appropriate.

Article 4 MEETINGS

4.1 General Membership Meetings. There shall be at least one general membership meeting yearly. The meeting shall be convened in the month of September 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 public notice to the members of AHNA.

4.2 Special Membership Meetings. Special meetings of the membership may be called by the Chairperson or two members of the Board of Directors as deemed necessary. Notification and purpose(s) of the special meeting shall require seven (7) days' advance -public notice to the members of AHNA. The special meeting shall be limited to the purposes described in the meeting notice.

4.3 Board of Directors Meetings. The Board of Directors shall meet in open session not less than four (4) times annually at times set on seven (7) days' prior public notice by the Chairperson or upon the request of at least one-half (1/2) of the members of the Board of Directors. Additionally, notice of each meeting shall be given to each Director in a manner most likely to reach such person.

4.4 Emergency Meetings Emergency meetings of the membership of the Board of Directors may be called by the Board of Directors as deemed necessary. Notification and the purpose(s) of the meeting shall require not less than twenty-four (24) hours public notice. The minutes must describe the emergency. No other business may be discussed or acted on at an emergency meeting.

4.5 Agenda. The Chairperson shall prepare the agenda for general and special meetings of the membership and for Board of Directors meetings. Any member may add an item to the agenda not less than three (3) days in advance of the general meeting. Any member of the Board of Directors may make a motion to add an item to the board, general or special agendas at those respective meetings. Adoption of the motion requires a majority vote of the members present.

4.6 Quorum. For any general or special or Board meeting a simple majority of the Board of Directors shall constitute a quorum. There shall be no voting by proxy.

4.7 Participation. Any general, special or Board of Directors committee meeting is open to any person. Voting is limited as set forth in Section 2.4. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.

4.8 Procedure. "Roberts Rules of Order (Revised)" shall be the authority for the conduct of any meeting in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the neighborhood association may adopt.

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

Article 5

BOARD OF DIRECTORS

5.1 Authority and Emergency Powers

5.1.1. Authority. The affairs of the AHNA between membership meetings shall be conducted by the Board of Directors (the "Board").

5.2 Number and Eligibility. The Board shall consist of between five (5) and nine (9) eligible members (see Section 2.1). Subject to the provisions of Section 2.4, each shall serve for a term of three (3) years or until his or her successor has been duly elected and qualified. All officers and the immediate past president of AHNA shall be directors. No Board member may serve more than two (2) consecutive full terms.

5.3 Directors as "Qualified Directors;" Liability Limitations; Conflicts of Interest.

5.3.1 Qualified Directors. The members of the Board shall be considered "Qualified Directors" in that they shall not receive compensation for personal services. However, they may receive reimbursement for actual expenses incurred while performing a director's duty as established by the Board.

5.3.3 Conflicts of Interest. 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 not 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 votes to authorize, approve or ratify a transaction, a quorum is present for the purpose of taking action. The presence of, or a 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.

5.4 Resignations and Vacancies.

5.4.1. Resignations. A director may resign at any time by delivery of written notice to the Board, the President or the Secretary. Resignation will be effective upon receipt by any of the above individuals. Once delivered, a Notice of Resignation is irrevocable.

5.4.2 Vacancies. The Board may fill any vacancy on the Board by a majority vote of the Board. A vacancy occurs through (a) resignation or (b) absence of a Board member from three (3) consecutive Board meetings without excuse. A member appointed to fill a vacancy shall serve the remainder of the un-expired term and until his/her successor is duly elected or appointed and qualifies.

5.5 Chairperson. The President of the AHNA shall act as Chairperson of the Board.

Article 6
OFFICERS

6.1 Election of Officers. Officers shall be chosen by the Board of Directors at the first Board Meeting following the Annual Meeting.

6.2 President. The President shall prepare the agenda and shall preside as Chairperson at all meetings of the Board and the membership and shall appoint members of committees.

6.3 Vice President. The Vice President shall assist the President and in the President's absence or disability shall carry out the functions of the President.

6.4 Secretary. The Secretary shall keep minutes and written records of attendance at meetings, actions taken at meetings, and majority and minority opinions expressed at Meetings; shall be responsible for all correspondence of AHNA, and shall make records of AHNA available for inspection for any proper purpose at any reasonable time to directors, officers, members and other persons authorized by law.

6.5 Treasurer. The Treasurer shall be accountable for all funds and shall give an accounting at each general meeting, propose an investment policy annually for the review and adoption of the board and shall receive, safekeep and disburse AHNA funds. However, any disbursement in excess of \$250 shall require the signature of the President, the Vice President or the Secretary.

6.6 Committee Chairperson and Liaisons to the Northwest Neighborhood Review Board and Other Groups. Committee chairpersons and liaisons to the Northwest Neighborhood Review Board and other groups shall be appointed by the President and shall inform the Board and the membership of the AHNA of all activities of their respective committees and liaison groups.

Article 7

INDEMNIFICATION

7.1 Mandatory Indemnification. The corporation shall indemnify any officer or director who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the officer or director was a party because of being an officer or director of the corporation against reasonable expenses actually incurred by the officer or director in connection with the proceeding.

7.2 Other Indemnification. The corporation shall otherwise indemnify any officer or director to the extent provided in ORS 65.387 to 65.414 including any indemnification allowed by ORS 65.391, as determined and authorized pursuant to ORS 65.404, and any court-ordered indemnification pursuant to ORS 65.401.

7.3 Liability Limitation. The personal liability of a Director or uncompensated officer of this organization to the organization or its members for monetary damages for conduct as a director or officer is hereby eliminated to the fullest extent allowed by law.

Article 8

EXECUTIVE AND OTHER COMMITTEES

8.1 Creation of Committees. The Board may appoint committees, including an executive committee or other committees having executive status, consisting of the number of directors and having the powers designated by the Board.

8.2 Executive Committee for Planning/Land use. There shall be an Executive Committee for Planning for the purpose of rendering decisions on behalf of the Board of Directors concerning all land use issues affecting the neighborhood association.

8.2.1 The Executive Committee for Planning shall conduct its business according to the rules for committees as defined in the bylaws.

8.2.2. The Board of Directors may review any decision of the Executive Committee for Planning upon a majority vote of the Directors. The Board of Directors may approve, reverse, reverse in part, or remand a decision back to the Executive Committee for Planning.

8.2.3 Any decision of the Executive Committee for Planning may be appealed to the Board of Director for rehearing by any interested person or entity whose rights have been affected by a decision.

8.2.4 The Executive Committee for Planning shall report all its decisions to the Board of Directors.

Article 9

ELECTIONS AND APPOINTMENTS

9.1 Eligibility. Only persons eligible for AHNA membership shall be qualified to hold an elected or appointed position.

9.2 Board Members. Members of the Board shall be elected to serve for three (3) years until the appropriate general meeting; One-third of board positions are up for election each year. Terms may be adjusted to balance rotation.

9.3 Removal. Any holder of an elected position may be removed and replaced by a two-thirds (2/3) vote of the membership present at a general or special meeting.

Article 10

GRIEVANCE PROCEDURE

10.1 Person or Group Adversely Affected. A person or group adversely affected by a decision or policy of AHNA may submit in writing a complaint to any member of the Grievance Committee.

10.2.Receipt of Complaint. Within thirty (30) days of receipt of the complaint, the Committee shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint, and will, in writing within sixty (60) days, recommend a resolution of the grievance to the Board.

10.3 Grievance Committee: There shall be a grievance committee as provided in Article 8 above. During the interval between meetings of the Boards, the executive committee may exercise such authority in the management of the corporation as the Board shall delegate.

10.4 Final 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. The neighborhood will respond within sixty (60) days of the receipt of a complaint.

10.5 Mediation. Any conflict involving the neighborhood association may, by mutual consent of the parties involved, be referred to the mediation.

Article 11

PROCEDURE FOR CONSIDERATION OF PROPOSALS

11.1 Execution. The Board shall be responsible for the execution of this Article

11.2 Submission of Proposals. Any person or group, inside or outside the boundaries of AHNA and any city agency of the City of Portland may propose in writing items for consideration and/or recommendation to the President. The Board shall decide whether proposed items will appear on the agenda of either the Board, standing or special committees or general and special meetings.

11.3 Meeting Procedure. The proponent and members directly affected by such proposals shall be notified in writing not less than seven days prior to the meeting at which the proposal is to be received. The proponent may attend this meeting to make a presentation and answer questions concerning the proposal. The neighborhood association shall submit dissenting views as recorded at the meeting to the proponent and other interested parties.

Article 12

ADOPTION AND AMENDMENTS

12.1 Vote Required to Amend. Adoption of and amendments to these Bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.

12.2 Amendment Procedure. Bylaws may be amended at any regular meeting of the association. The membership shall receive written notification of the proposed amendments fourteen (14) days prior to the meeting, at which time such amendment(s) will be considered. A majority vote of those present shall ratify the amendment(s).

Article 13

BOUNDARIES

13.1 Present Boundaries. The boundaries of AHNA shall be defined as follows: to the north, West Burnside Street; to the east and south, the outer boundaries of Washington Park and the Oregon Zoo; and to the west the outer boundaries of Hoyt Arboretum and Washington Park, including, but not limited to, the parcels listed below:

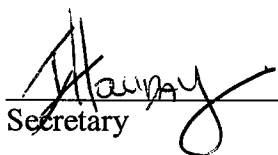
TaxAcct	Property	QuarterSection	AdditionSection	StateID
R928401910	Hoyt Arboretum	3124	WOODSIDE TERR & PLAT 2; EXC OVERPLAT LOT 24/OPEN SPACE, POTENTIAL ADD TAX	1S1E06AB 2000
R991061840	Hoyt Arboretum	3124	SECTION 06 1S 1E; TL 300 8.40 ACRES/OPEN SPACE, POTENTIAL ADD TAX	1S1E06 300
R991061290	Hoyt Arboretum	3124	SECTION 06 1S 1E; TL 400 2.43 ACRES/OPEN SPACE, POTENTIAL ADD TAX	1S1E06 400
R456300780	Hoyt Arboretum	3226	KIRKS ADD TL 1400 OF LOT 16	1S1E05DC 1400
R991050740	Hoyt Arboretum	3125	SECTION 05 1S1E TL 1100	1S1E05 1100
R991050350	Hoyt Arboretum	3225	TAX LOT 35, SECTION 5	1S1E05 800
R828203830	Hoyt Arboretum		THE HIGHLANDS PLAT 1&2 TL 800 LOT 3 BLK 9	1S1E05BC 800
R991050630	Hoyt Arboretum	05 1S1E	SECTION 05 1S1E TL 1300	1S1E05BB 1300
R991062940	Hoyt Arboretum	05 1S1E	SECTION 06 1S1E TL 3700	1S1E06AA 3700

Article 14
SEVERABILITY

Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

The foregoing Bylaws were duly adopted by the Board of Directors on the _____

day of 8 Nov, 2010.


Secretary