

**CITY OF MILWAUKIE  
ARDENWALD-JOHNSON CREEK NEIGHBORHOOD DISTRICT ASSOCIATION  
BYLAWS**

**ARTICLE I PURPOSE**

Section 1        **NAME OF ORGANIZATION:** The name of the organization shall be the Ardenwald-Johnson Creek Neighborhood Association (AJC).

Section 2        **PURPOSE OF AJC:** The purposes for which AJC is organized are:

A) To enhance the livability of the area by establishing and maintaining a line of communication and liaison between the neighborhood, government agencies and other neighborhoods.

B) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.

C) To do and perform all of the 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 61.

D) To be organized exclusively for educational, scientific, and charitable purposes. Notwithstanding any statement of purposes or powers aforesaid, 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.

Section 3        **MEMBERSHIP:** Membership in AJC shall be open to all residents, property owners, governmental agencies, business licensees, and non-profit organizations located within the boundaries of the AJC as defined in Article X of these bylaws.

**CITY OF PORTLAND MEMBERSHIP:** Membership in the AJC shall be open to all residents, property owners, governmental agencies, business licensees and non-profit organizations located in the City of Portland located within the boundaries of the AJC as defined in ARTICLE X of these bylaws.

**CITY OF MILWAUKIE MEMBERSHIP:** Membership in the AJC shall be open to all residents, property owners, governmental agencies, business licensees, and non-profit organizations located in the City of Milwaukie located within the boundaries of the AJC as defined in ARTICLED X of these bylaws.

Section 4        **VOTING:** All residents, property owners, and business licensees located within the AJC boundaries, 18 years of age or older, shall have one vote each to be cast during attendance at any general or special meeting. One representative from each government agency and non-profit organization located within the AJC boundaries shall have the same privilege as the residents listed above.

A separate vote of all parties will be done for the City of Portland voters and the City of Milwaukie voters.

**ARTICLE II FUNDING**

Section 1        **DUES:** Charging of dues or membership fees shall not be made: however, voluntary contributions will be accepted. Activities to raise funds for AJC may be held if appropriate.

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#### ARTICLE III MEETINGS

- Section 1        GENERAL MEETINGS: There shall be at least two general membership meetings yearly. The meetings shall be convened in the fall and spring and 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 written or telephone notice to all active members of AJC. "Active members" is defined as one who has attended at least one of the last two general or special meetings of the membership.
- Section 2        SPECIAL MEETINGS: Special meetings of the membership may be called by the chairperson or the Board of Directors as deemed necessary. Notification and purpose(s) of the special meeting shall require seven (7) days advance written or telephone notice to all active members of AJC.
- Section 3        AGENDA: Subject to the approval of the Board of Directors the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item in writing to the Board of Directors at least seven (7) days in advance of the membership meeting. Any member of AJC may make a motion to add an item to the board, general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote.
- Section 4        QUORUM: A quorum for any general or special meeting of AJC shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of AJC shall be made by a majority vote of those members present at any meeting.
- Section 5        PARTICIPATION: Any general, special, board, or committee meeting is open to any person and all who wish to may be heard. However, only those eligible for membership are entitled to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority reports.
- Section 6        PROCEDURES: The AJC shall follow *Robert's Rules of Order* (revised) in all areas not covered by the bylaws.

#### ARTTICLE IV. BOARD OF DIRECTORS

- Section 1        COMPOSITION OF THE BOARD: The Board of directors, hereinafter referred to as the board, shall be composed of a chairperson, vice chair, secretary, treasurer, and two members-at-large (standing committees may be chaired by board members-at-large by interested members of the neighborhood association). Each director shall hold office for a term of one (1) year for which he/she is selected or appointed and until his/her successor shall have been elected or appointed to take office. At least two (2) members of the board shall be from AJC's Portland area and at least two (2) members of the board shall be from AJC's Milwaukie area.
- A) CHAIRPERSON: The chairperson shall prepare the agenda and preside at all, meetings of the board and membership; shall appoint members of committees not elected, with majority approval of the board, except for                    members of the Grievance committee.
- B) VICE CHAIRPERSON: The first alternate shall assist the chairperson; in the chairperson's absence shall serve as a member of the area board of directors representing AJC.
- C) SECRETARY: The secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence of AJC; shall make records of AJC available for any proper purpose at any reasonable time.

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D) TREASURER: The treasurer shall be held accountable for all funds and shall give an accounting at each general meeting; shall receive, safekeeping, and disburse all AJC funds, but the disbursement shall require the signature of one other board member.

E) BOARD MEMBERS-AT-LARGE AND COMMITTEE CHAIRPERSONS: Chairpersons of committees shall inform the board and AJC of all activities of their respective committees.

Section 3 DUTIES OF THE BOARD

A) MANAGEMENT: The affairs of AJC shall be managed by the board in the interim between general meetings. The board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions before adopting any recommendation on behalf of AJC; and shall strictly comply with these bylaws.

B) VACANCIES: The board may fill any vacancy on the board or a committee by a majority vote of the board in cases involving absences by a board or committee member from three (3) consecutive meetings. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his/her successor is elected or appointed.

C) BOARD MEETINGS: The board shall meet at least seven (7) days prior to any general or special membership meeting and at any other time the chairperson may designate. These meetings shall be open session; however, only board members shall be entitled to vote. A quorum for board meetings shall be the number of board members in attendance; decisions shall be made by a majority vote. Directors shall be notified of board meetings in writing or by telephone in advance. A majority of board members, by signed petition, may call a board, general, or special meeting.

D) EMERGENCY POWERS: In such cases where the board is required to provide neighborhood response before the question is presented to the membership, the board must indicate to the questioner that this is the case, and shall present the action taken at a special or general meeting within 30 days, or within a reasonable time for ratification by the membership where circumstances dictate.

E) SOUTHEAST UPLIFT REPRESENTATIVE: The board shall appoint a delegate to serve as the AJC representative to Southeast Uplift Neighborhood Program Board of Directors. Additional delegates to Southeast Uplift committees may be appointed by the board.

Article V. COMMITTEES

Section I STANDING COMMITTEES

A) PUBLICITY COMMITTEE: The Publicity Committee shall be responsible for publishing the AJC Newsletter if any, notifying the membership of meetings, elections, and events; and shall maintain and update the membership and mailing lists.

ARTICLE VI. ELECTIONS

Section I ELIGIBILITY: Only persons eligible for AJC membership shall be qualified to hold an elected or appointed position.

Section 2 BOARD MEMBERS: Members of the board shall be elected to serve for one year until the appropriate general meeting. The election at the meeting shall be by nomination from the floor and requires a majority vote of the membership present. The board membership elections will be held in the spring.

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Section 3        **STANDING COMMITTEES:** Standing committees shall have elected committee chairpersons with nominations being taken from the floor and shall require a majority vote of the membership present. The chairperson shall then call for volunteers to fill committee memberships. In cases where volunteers exceed positions, selection will be made by vote of the general meeting. In the case of insufficient volunteers, the board will fill the vacancies.

Section 4        **IMPEACHMENT:** A majority of the board may submit a written request for the chairperson's resignation at a board meeting. If the chairperson chooses not to resign, then any holder of an elected position may be removed and replaced by a two-thirds (2/3) vote of a general or special meeting.

#### ARTICLE VII. GRIEVANCE PROCEDURE

Section 1        **PERSON OR GROUP ADVERSELY AFFECTED:** A person or group adversely affected by a decision or policy of AJC may submit in writing a complaint to any member of the Grievance Committee.

Section 2        **RECEIPT OF COMPLAINT:** Within seven (7) 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 thirty (30) days recommend a resolution of the grievance to the board.

Section 3        **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. If the committee, board, and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of a majority of the membership at a general or special meeting.

#### ARTICLE VIII. PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section 1        **EXECUTION:** The board shall be responsible for the execution of this article.

Section 2        **SUBMISSION OF PROPOSALS:** Any person or group, inside or outside the boundaries of AJC and any city agency may propose in writing items for consideration and/or decide whether proposed items will appear on the agenda of either the board, standing or special committees, or general or special meetings.

Section 3        **NOTIFICATION:** The proponent and members directly affected by such proposals shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than seven (7) days in advance.

Section 4        **ATTENDANCE:** The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Section 5        **DISSEMINATION:** The AJC shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE IX.    **ADOPTION AND AMENDMENTS:** Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.

ARTICLE X.    **BOUNDARIES:**

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Section 1 BOUNDARIES: Boundaries of the AJC shall be defined as follows:

AREA IN CITY OF PORTLAND: Beginning on the north the AJC shall be the southern boundary of the Eastmoreland Neighborhood Association, across the northern boundary of Johnson Tideman Park directly east following Harney Drive and Harney Street.

The eastern boundary of the association shall be SE 55th Ave.

The western boundary of the association shall be McLoughlin Blvd.

The Southern boundary of the association shall be Sherrett St. from McLoughlin to 36th Ave.; 36th Ave. south to Floss St.(including the 3500 block of Floss St.); east on Roswell St. to 39th Ave.; 40th Ave. north to Johnson Creek Blvd. following the Portland City Limits east to 55th Ave.

AREA IN CITY OF MILWAUKIE: Beginning on the north the AJC boundary shall be Sherrett from McLoughlin Blvd. to 36th Ave.; 36th Ave. south to Floss St (not including the 3500 block of Floss St.); east on Roswell St. to 40th Ave.; 40th Ave. north to Johnson Creek Boulevard following the Milwaukie City Limits east to 55th Ave.

The eastern boundary of the association shall be 55th Ave.

The western boundary of the association shall be McLoughlin Blvd.

The southern boundary of the association shall be Harvey and Logus Streets.

ARTICLE XI. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT: AJC shall abide by all Oregon statutes relative to public meetings and public records. Official action(s) taken by AJC must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken. A summary of dissenting views should be transmitted along with any recommendation(s) made by AJC to a governmental agency. A copy of the appropriate regulations are attached as Appendix A.

ARTICLE X11. NON-DISCRIMINATION: AJC shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation in any of its policies, recommendations, or actions.

This edition includes all amendments as of February 25, 1992.

## ADDENDUM

### OREGON PUBLIC RECORDS AND PUBLIC MEETINGS LAW (ORS 192)

#### PUBLIC MEETINGS LAW

The State of Oregon requires that decisions and deliberations of "governing bodies" be open to the public. Further, groups which are deliberative, require a quorum, take votes, and advise or make recommendations to a public body are subject to the Public Meetings Law. The Code of the City of Portland requires that District Coalitions and their respective committees (including ad hoc committees) and recognized Neighborhood Associations and their respective committees (including ad hoc committees) shall comply with this State law.

For most Neighborhood Associations and Coalitions and their committees these requirements enhance, rather than restrict, the decision-making process. Generally Neighborhood Associations and Coalition meetings will be more effective if efforts are made to include all interested parties and to make them feel comfortable about participating.

It is recommended the Chairs of Boards and committees be familiar with Public Records and Public Meetings Law (ORS 192) and *Robert's Rules of Order*. These important tools will help a Neighborhood Association maintain orderly meetings and processes. The District Coalition office staff can assist with orientation and training in these areas.

Neighborhood Association bylaws should include requirements for voting processes and quorums. Make sure these requirements continue to be met. For more information, see the Sample Bylaws in the ONA Citizen's Handbook.

Following is only a summary of Public Meetings Law. Please keep in mind that the summary includes only basic requirements to comply with the law.

#### MEETINGS MUST BE OPEN TO THE PUBLIC

All meetings must be open to the public, except for executive sessions.

#### DIRECT NOTICE MUST BE GIVEN TO THOSE WHO HAVE REQUESTED IT. IN WRMNG. INCLUDING ANY MEDIA

Actual (direct) notice must be provided to specifically interested persons, such as Board and committee members, and others who have requested notification in writing, including any media.

#### NOTICE MUST ALSO BE GIVEN TO THE PUBLIC AT LARGE

Reasonable notice must also be provided to the public at large although this does not need to be direct. To meet the requirement regarding notification of the public at large, the posting of a notice, as spelled out immediately below, will generally meet the minimum requirements of this part of the law. (The bulletin board where the notice is posted must be accessible to the public.) District Coalitions and Neighborhood Associations are encouraged, however, to provide public notice as broadly as practical.

#### NOTIFICATION MUST INCLUDE A DESCRIPTION OF THE AGENDA ISSUES. BUT ADDITIONAL ISSUES MAY BE ADDED AFTER THE NOTICE IS GIVEN

Notification to specifically interested persons and to the public must include date, time, place, and a brief description of the nature of the principle subjects to be discussed. Issues which were unknown at the time of notice and therefore not listed may be discussed and voted on.

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#### THE AMOUNT OF NOTICE GIVEN UNDER THE LAW MUST BE REASONABLE, BUT NO SPECIFIC AMOUNT OF TIME IS REQUIRED

For most meetings, adequate notice can be provided to the public at large through press releases to the local media. District Coalition staff and ONA staff can help with notifying the press, but if that help is wanted, an organization must request it ten days before the scheduled, meeting date. (The law does not require a certain amount of notice which must be given; the ten days is the lead time which ONA and the Coalitions need to get the information published in The Oregonian. Also, the law does not require an organization to guarantee publication of a news release; it does encourage sending them out and it does require notification to any news media requesting it.) For more information see the section on "Getting the Word Out" in the ONA Citizen's Handbook.

#### PARTIES WITH SPECIAL INTERESTS SHOULD BE NOTIFIED DIRECTLY IF IT CAN BE DONE REASONABLY

Newsletters, flyers, notices, and mailings sent to interested parties, including agenda information, also help get the word out. The law also encourages organizations to directly notify those parties which it knows have a special interest in a meeting. It does not, however, require that this be done in order to minimal compliance.

#### "SPECIAL" MEETINGS MAY BE CALLED WITH A MINIMUM OF 24-HOUR NOTICE

Although Coalitions and Neighborhood Associations are encouraged to set meetings and provide notice as far in advance as possible, this is not always feasible. The law allows meetings to be called with a minimum of 24-hour notice. In these cases, it says press releases or phone calls should be issued to the media (and must be issued to any media requesting notification) and, subject to what is reasonable, interested members of the public should be notified by phone. Coalitions and Neighborhood Associations are encouraged to comply with these suggestions of the law, but are not required to in order to meet minimal compliance.

#### ORGANIZATIONS MAY HOLD "EMERGENCY" MEETINGS WITH LESS THAN 24-HOUR NOTICE

In the case of an actual emergency an organization may hold a meeting with less than 24-hour notice. It must, however, describe the emergency in the minutes of the meeting and state why the meeting could not be delayed to allow at least 24-hour notice. As in the case of special meetings, a good faith effort should be made to notify the public at large and those members of the public with a special interest in the issue at hand. An attempt must be made to provide such notification. It is good practice to document this attempt.

Only the emergency issue(s) may be dealt with at an emergency meeting.

#### MEETINGS MUST BE HELD IN THE AREA WHERE THE ORGANIZATION WORKS

Meetings must be held within the geographic boundaries of the area that the public body has jurisdiction over. Meetings may be held in restaurants, private residences, or businesses but adequate notice and arrangements for convenient attendance should be made.

#### PUBLIC MEETINGS MUST BE ACCESSIBLE

A good faith effort must be made to make meetings accessible to people with hearing impairment or other disabilities. If an activity or meeting is publicized, there should be a statement attached to the effect, "If an individual is in need of special accommodation, contact one week in advance." If someone indicates the need for a special accommodation, it should be provided. The Metropolitan Human Relations Commission can assist with accessibility information.

#### PUBLIC PARTICIPATION IN BOARD DELIBERATIONS IS NOT REQUIRED

Meetings must be open to the public, but do not have to be open to public participation. The Chair controls the extent of public participation at a meeting. Organizations may want to adopt guidelines for public participation to aid Chairs in being fair and consistent at meetings.

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#### IN SOME CASES, VOTES MUST BE RECORDED BY THE NIAME OF THE VOTER

All official actions (recommendations, decisions, and the like) must be taken by open vote. The vote of each member must be recorded by name, except for meetings of general membership, Boards or committees of more than 25 members. If an organization (or meeting) of more than 25 voting members does not normally record votes by name, it must do so if requested by a member. Written ballots are OK if each ballot identifies the member voting and if the final tally is announced. Results of all votes must be made public and kept in the minutes of the meeting.

#### TELEPHONE CONFERENCE MEETINGS MAY ONLY BE CONDUCTED UNDER CERTAIN CIRCUMSTANCES

Conducting a meeting through electronic conferencing means such as by telephone or computer is allowable under the law if notice is given and the public is provided at least one place to "listen" to the meeting by speakers or other devices.

#### SMOKING IS BANNED

Smoking is banned at public meetings.

#### MEMBERS MAY GATHER AFTER A MEETING TO DISCUSS AGENDA ITEMS IF THE INTENT IS NOT TO DELIBERATE A DECISION AND NO DECISIONS ARE MADE

Although informal gatherings following meetings are permissible under the law, the intent of such a gathering may not be to deliberate issues and no decision may be made. Members constituting a quorum must avoid any group discussion of the business of their Board or committee during private social gatherings.

#### BOARDS, PUBLIC BODIES, OR COMMITTEES MAY MEET PRIVATELY TO DISCUSS CERTAIN ISSUES IN EXECUTIVE SESSIONS

Boards, public bodies, or committees of Boards may meet privately to discuss certain issues without including the general public in "executive sessions." An executive session may be part of a regular meeting or be a separate meeting, but public notice must be given in either case and the statutory authority for calling the session (i.e., Public Meeting Law ORS 192.660) must be identified.

Personnel issues such as salary negotiations or disciplinary action, labor negotiations and legal advice regarding litigation are among the items that may be discussed during an executive session. Representatives of the press must be allowed to attend an executive session but may not publish information from that meeting. Final decisions may not be made at executive session although members may reach a consensus; votes or final actions must take place during a public meeting.

#### **PUBLIC RECORDS LAW**

The City's Code requires District Coalitions and recognized Neighborhood Associations to follow Public Records Law. ONA's contracts with the District Coalitions further obligate District Coalitions to comply because most records produced by the District Coalitions are contractually owned by the City.

District Coalitions and recognized Neighborhood Associations are required to keep certain records regarding the public decision-making process and to make those records available to the public.

For District Coalitions and recognized Neighborhood Associations, the Public Records Law means that:

#### MINUTES MUST BE TAKEN AT ALL MEETINGS AND BE AVAILABLE UPON REQUEST TO THE PUBLIC

Minutes must be taken at all meetings and those minutes must be available to the public, upon request, within a week or so following the meeting. Even though the minutes will not be approved by the Board until the next meeting, they must be available for public review within the week or so time frame.



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#### MINUTES DO NOT HAVE TO BE A VERBATIM TRANSCRIPT OF THE MEETING

Minutes should be taken by the officer of the Board designated by the bylaws to do so.

Minutes do not have to be a verbatim transcript of the meeting, but should at a minimum summarize discussions and actions. Minutes of executive sessions may be taped rather than written.

#### MINUTES MUST INCLUDE CERTAIN ITEMS

Minutes must include the following:

Members present;

Motions, proposals, and resolutions discussed and their disposition;

Results of all votes taken and - unless the Board has more than 25 members - the vote of each member by name (if anyone on the Board requests that the vote be taken by name, that must be done even if the Board does have more than 25 members);

The substance of any topic and any discussion; and

A reference to any public document which may be discussed.

#### NONEXEMPT PUBLIC RECORDS MAY BE INSPECTED BY ANY MEMBER OF THE PUBLIC

The State statute requires that public records which are not exempt from the law may be inspected by any member of the public. The law does, however, give the custodian of the records the right to adopt rules to protect the records and to maintain office efficiency and order.

#### PUBLIC BODIES MAY CHARGE REASONABLE FEES AS REIMBURSEMENT FOR THE COST OF MAKING RECORDS AVAILABLE TO THE PUBLIC

Amendments to the Public Records Law which were adopted in 1989 specify that public bodies may establish fees "reasonably calculated to reimburse [the public body] for its actual cost in making such records available." District Coalitions and Neighborhood Associations should adopt policies and procedures for dealing with requests for access to public records and for copies of public records, including the establishment of a reasonable fee based on staff time involved and other costs of reproduction. Remember, the fee may not exceed the actual cost.

#### SOME RECORDS ARE CONFIDENTIAL AND THEREFORE EXEMPT FROM THE PUBLIC RECORDS LAW

Some records are confidential and therefore exempt from public review. For example, personnel information, litigation information, or confidential disclosures from citizens may be exempt from public disclosure unless it is determined that such disclosure is in the public interest. The City Attorney may be contacted through the Office of Neighborhood Associations for assistance in defining which records are considered confidential.

For assistance in maintaining proper files and records contact a neighborhood's District Coalition. For more information consult the State Attorney General's Public Records and Meetings Manual. A copy of this is available at your District Coalition office, or a Neighborhood Association may purchase one from the Department of Justice, Publications Center, 16 Justice Building, Salem, Oregon 97310, (503) 378-2992. A reference copy of the manual is also available in the Government Documents Room at the main branch of the Multnomah County Library, 801 SW Tenth in Portland.

Although the current Public Records and Meetings statute (ORS 192) is printed in the back of the Attorney General's manual, subsequent changes may occur. To check on the most recent version of the statute itself, contact the Legislature Counsel, S101, State Capitol, Salem, Oregon 97310, (503) 378-8148.

