

# **Irvington Community Association By-Laws**

## **(Revised August 1995)**

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### ***Amendments***

- *Article VIII May 2, 1991*
- *Article XVI January 3, 1991*
- *Article III, Section 3 1995*
- *Article IV, Section 1995*
- *Article IV, Section 4 1995*
- *Article VII additional paragraph 1995*

## **Irvington Community Association By-Laws (Revised August 1995)**

The Irvington Community Association (I.C.A.) has been organized pursuant to the Articles of Incorporation of the Irvington Community Association (*Articles*) for civic, charitable, scientific, and educational purposes. Nothing in the By-Laws of the Irvington Community Association (*By-Laws*) shall be deemed inconsistent with the *Articles*.

### **Article I. Geographic Boundaries**

The geographic boundaries of the Irvington community Association for the purposes of these *By-Laws* shall be as follows: from N.E. 26th Avenue to N.E. 7th Avenue and from N.E. Fremont Street to N.E. Broadway. The boundaries of the Irvington Community shall run along the centerline of all rights of way mentioned in the previous sentence.

### **Article II. Membership**

All individuals over 18 years of age, living or owning real property within the geographical boundaries of the Irvington Community, are Members of the I.C.A. (the Members). The term "Members" shall be understood to include the Board of Directors.

### **Article III. Board of Directors**

**Section 1. Powers of the Board of Directors.** The business and affairs of the I.C.A. shall be managed by the Board of Directors (the Board). The Board shall be composed of the Officers of the I.C.A. and no fewer than eleven nor more than seventeen Directors. Only the Board shall cast votes on any matter except for the following, which matters shall be by a vote of all Members as further described herein:

- Election of the Directors and Officers;

- Amendment of the *Articles*;
- Amendment of the *By-Laws*; and
- Removal of Officers or Directors.

The Board may fill vacancies in Director or Officer positions 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. Subject to *Article IV Section 3*, in the event of an absence or inability to act of any Officer of the I.C.A., the Board may delegate for a stated period the powers and duties of such Officer to any other Officer or Director it may select. The Board may appoint such other officers and assistant officers as the Board may deem necessary. The Board also shall establish a Board Manual. Subject to *Article VII Section 5*, any action of the Board requires the affirmative vote of the majority of Board Members present at a meeting at which a quorum is present.

**Section 2. Elections.** At each Annual Meeting, the Members present shall elect first the Officers and then the number of Directors necessary so that all positions on the Board, including the unexpired term of any vacated Director position, are filled. All Directors must be Members.

**Section 3. Term.** The Directors, except for those filling unexpired terms, shall hold office for two years and shall be installed at the end of the Annual Meeting. Any Director elected as an Officer during the Director's term leaves an unexpired term of one year that shall be filled, if possible, at the Annual Meeting.

Four absences from a regular Board meeting for any reason of any Director or Officer during a Term Year shall be constitute reason to remove the Director or Officer as prescribed in ORS 65.324(9). There shall be no excused absences. The Secretary shall mail a written notice to a Director or Officer who has three absences during a Term Year, informing the person that any additional absence during the Term Year may cause the person to be terminated as a Director or Officer. At any regular Board meeting at which a Director or Officer incurs a fourth absence for the Term Year, the Board shall vote on whether to remove the person, the person will be removed effective immediately after the vote. The Secretary shall provide written notice to the person, informing that he or she is no longer a Director or Officer.

## **ARTICLE IV. Officers**

**Section 1. General.** The Officers shall be elected by the Members at the Annual Meeting. The Officers shall hold office for one Term Year and shall be installed as the last item of business at the end of the Annual Meeting. Election to an Officer position shall not constitute election to a Director position. The Officers shall consist of a President, Vice President, Secretary and Treasurer. All Officers must be Members. No person may hold more than one office at one time. All Officers shall perform the usual duties of their office, as otherwise provided in these *By-Laws* or otherwise directed by the Board and consistent with these *By-Laws* and the *Articles*. No Officer may serve more than three consecutive terms in the same position.

**Section 2. President.** Only Members with at least two years experience as an Officer or Director shall be eligible to serve as President. The President shall preside at all meetings, shall be the

chief officer of the I.C.A., and shall have the general direction of the affairs of the I.C.A., except as otherwise prescribed by the Board. The President shall be responsible to the Board and to the Members. The President may execute contracts in the name of the I.C.A. when authorized by the Board, hire and discharge agents and employees, and from time to time, make reports of the affairs of the I.C.A. to the Board. The President shall appoint as provided herein, the chairs and members of all committees, as authorized by the Board, and shall have such other duties as appointing a Parliamentarian. The Parliamentarian will, when requested by the President, advise the President on matters of rule (I.C.A., *By-Laws*, Robert's Rules of Order, etc.) The Parliamentarian is not an officer of the I.C.A. The President always makes the final decision on matters of rule.

**Section 3. Vice President.** Only Members with at least one year's service as an Officer or Director shall be eligible to serve as Vice-President. The Vice-President shall hold office for one year and his or her name will automatically be placed on the ballot for election to the office of President the following year. The Vice-President shall serve as an assistant to the President during his or her year in office, and should be cognizant of all affairs of the I.C.A. In the event of the President's absence or inability for any ability to act, and upon majority vote of the Board, the Vice-President shall possess all powers of the President and may perform all duties of the President, or take over the office of President.

**Section 4. Secretary.** The Secretary shall give notice of all meetings of the I.C.A. or the Board, shall keep copies of all I.C.A. correspondence, the minutes of all meetings and attendance of the Officers and Directors and make due record thereof, shall report the minutes at all meetings, countersign all deeds and other documents, requiring the seal of the I.C.A. as authorized by the Board, and shall receive and maintain all notices required by statute, the *Articles*, the *By-Laws*, or I.C.A. resolutions. At the November, February, and May Board Meetings of each Term Year, the Secretary shall issue a written attendance reports summarizing the attendance of all Officers and Directors, The Secretary also shall perform such other duties as may be delegated to the Secretary by the Board. The Secretary shall be responsible for providing the written notices required under *Article II Section 3*. A copy of the minutes shall be filed by the Secretary at the Northeast Coalition of Neighborhoods Office and shall be available for public inspection.

**Section 5. Treasurer.** The Treasurer shall have custody of all funds and securities of the I.C.A., shall deposit the same to the credit of the I.C.A. in such bank or depositories as the Board may designate, shall disburse the funds of the I.C.A., as may be re required by the Board, shall keep the corporate account, and shall surrender to the Board, when requested, an accounting of all transactions of the I.C.A. and reports of the financial condition of the I.C.A. At the September, December, March and June meetings of the I.C.A. Board each Term Year, the Treasurer shall submit a written report.

## **Article V. Committees**

The Board shall establish and authorize standing and ad hoc committees of the I.C.A. The standing committees shall include a Nominating Committee and a Grievance Committee. Committees shall conduct the affairs of their committee to further the purposes of the I.C.A. Standing Committees shall meet at least twice during each Term Year and shall recommend

courses for actions to the Board in establishing policy for the I.C.A. The Board establishes policy, the committees carry out the policy. Any Member, Director, or Officer, may serve on a committee or committees. The President is an ex-officio member of all committees. Any Member, including a Director or Officer, except for the President, may chair a committee. The President shall appoint the chairs and members of the committees at or following the Annual Meeting or as needed during the Term Year. To facilitate the goal that no person chair more than one committee at a time, the President shall, at a minimum, solicit the Members to be committee chairs. In the event that, after taking reasonable steps, the President finds no Member not already chairing another committee is available to chair a certain committee, the President may appoint a person already chairing a committee to chair a second committee.

Committee chairs shall report to the Board on matters within their committees' fields of interest. A Committee chair and the President may cosign letters or statements on behalf of the I.C.A. when such matters are necessary prior to a regular or special meeting; however, the Board will review all such actions at the next meeting. Committees shall operate on a consensus basis when possible but at least by a majority of committee members present.

## **Article VI. Representatives**

Representatives to represent the I.C.A. before any other body must be Members, and it is desirable that a representative have at least one year's experience as an Officer or Director. Representatives shall be nominated by the President and confirmed by the Board. If the Board does not confirm the President's choice(s), nominees from the floor shall be considered. Until such time that a nominee is confirmed, the President shall represent the I.C.A. on a pro tem basis. Representatives shall be appointed for a one-year term. There shall be no limit, however, to the number of consecutive terms in which a representative may be reappointed. All representatives shall make a report to the Board concerning their activities at the September meeting and no less frequently than quarterly thereafter, or more frequently if requested by the President.

## **Article VII. Meetings**

**Section 1. Open Discussion.** The meetings of the I.C.A. shall be held in conformance with Oregon's open meetings and public records laws. Any and all Members have the right to enter the discussion at any meeting within time constraints and observing Robert's Rules of Order.

**Section 2. Annual Meeting.** The Annual Meeting shall be held on the first Thursday in June of each year. The primary purpose of the Annual Meeting shall be the election of Officers and Directors. Newly elected Officers and Directors shall be formally installed at the Annual Meeting. At the end of the Annual Meeting, the new President shall solicit the Members to be committee chairs and committee members. Notification of each Annual Meeting shall be made by making a reasonable effort to place a written notice at each dwelling place within the Irvington Community not less than 30 days nor more than 60 days prior to the date of such Annual Meeting. The notice shall include information of each nominee for election to the Board, as described in *Article VIII* of these *By-Laws*. The Board shall also make a reasonable effort to have published in a daily newspaper, notification , time, date and place of the meeting.

**Section 3. Regular Board Meetings.** Regular meetings of the I.C.A. shall be held monthly with the exception of July and August. Meeting time and place will be established by the Board and announced at the previous Board meeting. In addition, a reasonable effort shall be made to publish a general circulation and to place a written notice at each dwelling place within the Irvington Community not more than 90 days prior to the date of the meetings.

**Section 4. Special Board Meetings.** Special meetings of the I.C.A. Board may be called upon the joint request of the President and Secretary or by written request of at least 7 Directors. The purpose of the special meeting shall be clearly specified in the request. No other business shall be transacted other than that set forth in the request. A special meeting shall have at least 3 days advance notice either orally or in writing to all Directors. Notice to the Members shall also be provided by publication or other suitable form. When possible, a written notice of a special meeting shall be placed at each dwelling place within the Irvington Community.

**Section 5. Action Without an I.C.A. Board Meeting.** Any action that may be taken or that is required to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting for the action so taken, shall be signed by all Directors and Officers.

**Section 6. Quorum.** One half of the number of filled Board positions shall constitute a quorum. If any meeting of the Board cannot be organized for want of a quorum, the meeting may be adjourned without prior notice. No official Board action may be taken at meetings that lack a quorum.

**Section 7. Cancellation of Meetings.** Any meeting may be canceled by a three-fourths (3/4) vote of the Board at least 30 days in advance with a reasonable effort made to notify the community. Also, any meeting of the Board may be canceled by the President in case of emergency due to snow, ice, wind, storms, or other emergency of such severity as to be a danger. Meetings will be canceled when schools and offices are closed for like reason. When meetings are canceled for emergency reasons, the Board will be notified by telephone or written notice. If possible, meeting cancellation notices will be provided on commercial radio stations.

## **Article VIII. Nomination of Officers and Directors**

**Section 1. Nominating Committee.** A Nominating Committee consisting of five or more Members, at least two of whom shall be Directors, shall be nominated by the President and confirmed by the Board at a meeting of the Board at least ninety (90) days prior to the Annual Meeting of the Membership. If the Board does not confirm the President's choices or desires to add members to the Committee, nominees from the floor shall be considered. Notice of the names, addresses, and phone numbers of the Nominating Committee and the Chair thereof shall be distributed to Members at least sixty (60) days prior to the Annual Meeting. This notice shall also provide that any Member interested in being nominated to a vacant Board position may submit his/her name to any member of the Nominating Committee.

**Section 2. Purpose of the Nominating Committee.** The purpose of the Nominating Committee is to encourage broad participation and representation in the I.C.A. The goal of the Nominating

Committee shall be to actively encourage and solicit as many interested Members as possible to run for vacant Board positions.

**Section 3. Identification of Nominees.** Pursuant to Article VI, Section 2, the Nominating Committee shall prepare a written list, including names and addresses of nominees, which shall consist of all Members known by the Committee to be willing to be nominated and run for a vacant Board position. The Nominating Committee shall make a reasonable effort to identify at least one nominee for each board position to be filled at the Annual Meeting, and at least one nominee for each of the following offices: President, Vice President, Secretary and Treasurer.

**Section 4. Nominations from the Floor.** Further nominations for any vacant Officer or Director 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.

## **Article IX. Elections**

**Section 1. 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.

**Section 2. Voting Procedures.** The Nominating Committee shall conduct the election of Officers and Directors as follows:

- **1.** Nominations for President will be made and the Members will vote for the President.
- **2.** Following election of the President, nominations for Vice-President will be made and the Members will vote for Vice-President.
- **3.** Following the election of the Vice-President, 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 Directors will be made and the Members will vote for Directors.

All contested elections of Officers and Directors shall be by secret written ballot. In electing any Officer, the person receiving the greatest number of votes among nominees for a given position shall be elected to that position. In electing Directors, the vacant Director positions shall be filled by the persons receiving the greatest numbers of votes.

### **Section 3. Challenge of Voters.**

- **A.** A challenge of the eligibility of anyone claiming membership must be made prior to the time his or her vote is counted or ballot collected.
- **B.** The Member making the challenge shall request the floor, and after obtaining the floor, shall designate those persons whose eligibility the Member challenges.
- **C.** When one or more challenges are made, the President shall appoint a Credentials Committee of not less than 3 Members whose eligibility is not in question and who have made no challenges. The Credentials Committee shall review the evidence and determine

the eligibility of those challenged. when possible, this determination shall be made at the Annual Meeting. The determination of the Credentials Committee is final.

- **D.** If a Credentials Committee member is challenged, the President shall appoint a temporary replacement to sit in the. Credentials Committee to determine the eligibility of the challenged committee member.

## **Article X. Waiver of Notice**

Whenever any notice of a meeting is required to be given to any Member of the I.C.A., the following shall constitute a waiver of such notice:

- 1. A waiver in writing signed by the Member, or
- 2. Attendance at such a meeting.

## **Article XI. Signing of Checks, Notes and Execution of Instruments**

**Section 1. Checks and Notes.** Checks, notes, and other evidences of indebtedness for the I.C.A. shall be signed by both President and Treasurer.

**Section 2. Execution of Instruments.** When the execution of any contract, conveyance, or other instrument has been authorized by the Board without a specific designation of the Officer who is to execute the same, the President and the Secretary shall execute the same in the name of and on behalf of the I.C.A. The Board shall have the power to designate the Officer or Officers who shall have authority to execute any instrument on behalf of this I.C.A.

## **Article XII. Property and Assets**

**Section 1. Disposition of Property.** Subject to the provisions of the *Articles* and these *By-Laws*, the assets of the I.C.A. (principal and income) shall be distributed or used for the purposes specified therein at such times and in such manner and amounts as the Board shall determine, subject to such directions and restrictions as may appear in any will or instrument of conveyance whereby the I.C.A. acquired such property, if such limitations or directions are consistent with the purposes and objectives of the I.C.A.

**Section 2. Receipt of Property.** The Board at any time may receive and accept on behalf of the I.C.A. any property from any individual, firm, or corporation by a gift, bequest or devise. Such property, when so received and accepted by the Board, shall be held, administered, and distributed or used in accordance with and subject to all of the provisions of the *Articles* and *By-Laws* of the I.C.A.

## **Article XIII. Parliamentary Authority**

Robert's Rules of Order shall govern the I.C.A. in all matters to which they are applicable and in which they are not inconsistent with the *Articles* and *By-Laws*.

## **Article XIV. Removal of Officers and Directors**



An Officer or Director may be removed from office for a violation of the *Articles, By-Laws*, or gross dereliction of duty. Any Member may call for a vote on removal by presentation to the President of a petition to that effect stating the basis for removal and containing the signatures of at least 25 Members. Removal shall require a three-fourths (3/4) vote of the Members present at the vote. Removal shall occur at a regular or special meeting of the I.C.A. Board. A reasonable effort shall be made to give at least 30 days notice of the proposed action and the basis thereof to the Members. The Officer or Director subject to the removal vote shall receive at least a 30-day written notice of the proposed action, the basis stated in the removal petition, and the date, time and location of the Board meeting at which his or her removal shall be considered. Prior to the vote, the Officer or Director shall be allowed a reasonable time to make a statement.

## **Article XV. Grievance Procedure**

**Section 1. Person or Group Adversely Affected.** A person or group adversely affected by a decision or policy of the I.C.A. may submit in writing a complaint to any member of the Grievance Committee.

**Section 2. Receipt of Complaint.** Within 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 30 days, recommend to the Board a resolution of the grievance.

**Section 3. Final Resolution.** The Committee shall attempt to resolve the complaint and shall consider whether it would be desirable to request assistance from the Neighborhood Mediation Center. The Committee shall submit a report of its recommendation and/or action to the petitioner, Board, and Members. If the Committee, Board, and petitioner cannot reach a mutually acceptable agreement, final resolution of the complaint shall be by vote of a majority of the Board at a general or special meeting.

**Section 4. Compliance with O.N.A. Guidelines.** In the event that a grievance is made against the I.C.A. concerning compliance with the Office of Neighborhood Associations' Guidelines, and after all review procedures of this *Article XV* have been exhausted, a determination may be sought from the Office of Neighborhood Associations. The Office of Neighborhood Associations Director will review the grievance and make a determination after discussing the grievance with the parties involved, and after reviewing any material in support of or in opposition to the grievance. A request for corrective action, if required, will be made to the I.C.A.

## **Article XVI. Amendments**

These By-Laws may be amended, at any meeting of the Board where a quorum of the Board is present, by a 2/3 vote of the Members in attendance at such meeting, provided that at least 30 days' prior written notice of the proposed action is given to the Members.

Proposed amendments to the *By-Laws*, shall be submitted to the Members whenever at least five (5) Members of the Board or fifteen (15) Members submit written proposed amendments to the President or Vice-President of the I.C.A. Such proposed amendments shall be voted on at the

earliest subsequent Board meeting, subject to the notice requirements of the proceeding paragraph. whenever proposed amendments are duly submitted in accordance with this paragraph, notice shall be given to Members at the earliest possible opportunity.

## **Article XVII. Effective Date**

The effective date of these *By-Laws* is September 14, 1989. The effective date of the *Article VIII* is May 2, 1991 and the effective date for *Article XVI* is January 3, 1991.

*I.C.A. By-Laws were adopted September 14, 1989  
Original version submitted by Barbara Scott-Brier, Former Secretary  
Revisions made August 30, 1995 submitted by Ann Kasper, Secretary*