

Laurelhurst Neighborhood Association
By-Laws
As Amended March, 2006

Purpose

The Laurelhurst Neighborhood Association ("LNA") is a non-profit corporation organized under the direction of the City of Portland Office of Neighborhood Involvement ("ONI"). The LNA follows the Standards and Guidelines of the City of Portland ONI. The purpose for which the LNA is organized are:

To promote communication and education within the neighborhood relating to environmental, social and economic issues which may have an impact upon the life and character of the community;

To enhance the livability of the area;

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

To take any necessary and appropriate action for the common good of the property owners and residents and to preserve the single family residential characteristics of the neighborhood;

To do all of the activities related to these purposes, to engage in any lawful activity for which non-profit corporations may be organized under Chapter 65 of the Oregon Revised Statutes, and to have the power to do anything in the operation of the LNA which shall appear necessary or beneficial to the LNA.

This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE I

MEMBERSHIP

Qualifications. The following are members of the LNA:

Residents;

Persons who own residential property within the area;

One designated representative of:

- (1) Businesses located within the area
- (2) Non Profit organizations located within the area
- (3) Schools located within the area; and
- (4) Churches located within the area

Status of Membership. Membership in the LNA shall be personal and may not be transferred by any means.

Voting. All members 18 years of age or older shall have one vote each to be cast during attendance at any regular, special meeting or emergency meeting. Proxies shall not be allowed.

Dues. No dues shall be charged to members as a condition of participating in the LNA.

ARTICLE II

MEETINGS

Regular Meetings. Regular membership meetings shall be held during the months of January, March, May, September and November.

Notice of Regular Meetings. Notice stating the date, place and hour and the proposed agenda shall be printed in the LNA newsletter which is published most immediately before each meeting.

Special Meetings. Special meetings of the members may be called by the Board, by a majority vote of LNA members at any regular membership meeting or by petition signed by 50 members of the LNA submitted to the President. Special meetings shall be held at the date, place and hour designated by those who call the special meeting provided that this allows for sufficient time to give the notice required by Section 4 below.

Notice of Special Meetings. Notice of any special meeting shall be given at least (10) days and not more than thirty (30) days prior to that

meeting by written notice, delivered to each member's address within Laurelhurst. The notice shall state the time, date, place and purpose for which the meeting is called. The Board shall be responsible for preparation and delivery of notices in the event of a special meeting called by the Board or at a membership meeting. The members petitioning for a special meeting shall be responsible for preparation and delivery of notices. Publication of a notice of special meeting in the LNA newsletter issue immediately preceding the date of the special meeting shall be deemed in compliance with this section provided that the LNA newsletter has been distributed to the neighborhood at least twenty (20) days prior to the date of the special meeting.

Emergency Meeting. Emergency meetings of the membership or the Board of Directors may be called by the Board of Directors as deemed necessary. Notification and the purpose(s) of the meeting may require 24 hours or less notice. The minutes must describe the emergency. No other business may be discussed or acted on at an emergency meeting.

Place of meetings. All meetings of the LNA, its Board and committees shall be held within the boundaries of Laurelhurst or as close as reasonably possible to Laurelhurst.

Presiding Officer. The president shall preside at all membership meetings. In the event the president is not present, the following succession shall apply (1) Vice-President, (2) Secretary, (3) Treasurer, (4) any director elected by the membership, (5) any member elected by the membership.

Quorum. A quorum at any regular, special or emergency meeting will be 13 members, of which at least one is a Board member. Unless otherwise specified in these By-laws, decisions of the LNA shall be made by majority vote. Each member shall have one vote and no vote shall be cast by proxy.

Agenda. The President shall prepare the agenda for regular, special and emergency meetings of the membership. Any member may propose any item of new business.

Conflicts of interest. A conflict of interest exists whenever an LNA member holds a personal financial interest, other than a financial interest which is shared generally and approximately equally by all or most members of the LNA, which will be impacted by action or inaction by the LNA on a proposal before the membership. A personal financial interest includes a financial interest held by the member, the member's immediate family, any person or entity for whom the member acts as an agent or employee and any business in which the member has an ownership interest exceeding five percent.

Whenever a conflict of interest exists regarding a proposal before the membership, the LNA member having the conflict shall inform the membership of that conflict of interest prior to any action. Members shall not vote on matters in which they have a conflict of interest.

Procedures. The LNA, its Board and committees shall comply with the Oregon Public Records and Public Meetings Law (ORS192), as is appropriate, ONI and any applicable Neighborhood Coalition Guidelines and all applicable laws. LNA meetings shall generally be governed by Robert's Rules of Order (revised) in all areas not covered by these By-laws. Official actions taken by the LNA, its Board and committees must be recorded as part of the minutes of each meeting or otherwise contained in written form and maintained as part of the records of the LNA.

ARTICLE III

BOARD OF DIRECTORS

General Powers. The affairs of the LNA shall be managed by the Board of Directors. The directors shall in all cases act as board, and they may adopt such rules and regulations as they may deem proper, provided that such rules and regulations are not inconsistent with these By-Laws. Decisions made by the Board on substantive matters shall be reported at the next succeeding membership meeting. The membership shall have the power to overturn any decision made by the Board. The members of the Board of Directors shall be considered "qualified directors" in that they shall not receive compensation for personal services except for actual expenses incurred while performing director's duties as established by the Board of Directors.

Number. The number of directors of the LNA shall be twelve (12). All officers of the LNA described below shall be directors.

Eligibility. All voting members of the LNA are eligible to serve on the Board or any committee.

Election and Appointment of Directors. Directors shall be elected annually by a vote of the membership at its May membership meeting, except for the newsletter editor who shall be appointed by the Board. The Board may adopt guidelines in favor of nominations and elections to be proposed to the membership. Secret written ballots shall be used for voting for directors. Each director position shall be voted upon separately. A single ballot listing all of the officers may be used. The nominee receiving a majority of votes cast for directorship is elected to that position.

Term of Office. Each director shall hold office for a term of one (1) year or until his or her successor is appointed or elected. Directors may serve more than one term.

Board Vacancies. The Board may fill any vacancies on the Board or a Board committee by majority vote of the Board; provided that, in the event that there are four or more vacancies of elected positions on the Board simultaneously, the Board may not fill these vacancies but shall instead hold an election of the general membership at the regular membership meeting (unless the vacancies occur within two weeks of the next regular meeting, in which case the election shall be at the following regular membership meeting) to fill such vacancies. A director elected to fill a vacancy shall serve the unexpired term of the director whom he or she replaces or until his or her successor is appointed or elected.

Resignation. A director may resign at any time by giving written notice to the Board, the president or the secretary of the LNA.

Removal of Directors. Any or all of the directors may be removed with or without cause by action of the membership. A motion to remove a director or directors shall be made at a meeting of the regular membership. No vote shall be taken on the motion until the next succeeding regular membership meeting. In the event such a motion is made and seconded, the motion shall be open for debate at both the meeting at which it is made and the meeting at which the vote is to be taken. In the event such a motion is made and seconded, the director or directors subject to the removal motion shall be given written notice of the motion.

Any director who does not attend three consecutive Board meetings may be deemed to have resigned from the Board and may be replaced as provided in these By-laws. A director appointed by the Board may be removed by a majority vote of the Board.

Committees. The Board or the general Membership may establish both standing and ad hoc committees. Committees shall make recommendations to the Board or general membership as directed by the Board or general membership. Committees shall not have the power to act on behalf of the organization without specific authorization from the Board or general membership. All actions taken by a committee shall be reported to the Board and the general membership.

Meetings. The Board may meet prior to any regular membership meeting and at any other time the president or the Board may designate. Directors shall be notified of Board meetings in advance; provided that, if the Board sets a required schedule of meetings, advance notice of each individual meeting shall not be required.

In such cases where the Board is required to provide neighborhood response in a time period or manner that does not allow compliance with the Open Meeting Law, the Board must indicate to the questioner that this is the case, and the Board may then take action. The Board shall present the action taken for ratification by the membership at the next regular membership meeting.

Quorum. A majority of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If there is a tie of a quorum vote of the Board, it is referred to general membership vote at the next regular membership meeting, or a special or emergency meeting if necessary.

Conflicts of interest. A conflict of interest exists whenever a director holds a personal financial interest, other than a financial interest which is shared generally and approximately equally by all or most members of the LNA, which will be impacted by action or inaction by the LNA on a proposal before the Board or the membership. A personal financial interest includes a financial interest held by the director, the director's immediate family, any person or entity for whom the director acts as an agent or employee and any business in which the director has an ownership interest exceeding five percent.

Whenever a conflict of interest exists regarding a proposal before the Board or the membership, the director having the conflict shall inform the Board of that conflict of interest prior to any action. A director shall not vote on any proposal before the Board in which they have a conflict of interest.

ARTICLE IV

OFFICERS OF THE BOARD

Number and Title. The officers of the LNA shall consist of a President, vice-president, secretary, treasurer, four quad representatives, a neighborhood coalition representative, a general neighborhood representative, an immediate past president and the LNA Newsletter editor.

President. The President shall be a director of the LNA. The President shall be the principal executive officer of the LNA and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the LNA and exercise the usual executive powers pertaining to the office of president and shall perform such other duties as may be prescribed by the directors from time to time. The President shall, when present, preside at membership meetings and meetings of the Board.

Vice-President. The Vice-president shall be a director of the LNA. The Vice-president shall, in the absence or disability of the President, exercise the powers and perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-president shall also exercise such other powers and perform such other duties as shall be prescribed by the Board.

Secretary. The Secretary shall be a director of the LNA. The Secretary shall keep the minutes of the directors' and membership meetings, see that all notices are duly given in accordance with the provisions of these By-Laws or as required, be custodian of the LNA records and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Board. The Secretary shall make the records of the LNA available to any member for inspection for any proper purpose at any reasonable time.

Copies of all correspondence or any other documents prepared by or distributed on behalf of or in the name of the LNA shall be given to the Secretary by the director who prepared such correspondence or documents. Copies of any correspondence or documents received by a director on behalf of the LNA shall be given to the Secretary by such director. Such correspondence and documents shall constitute part of the LNA records.

Treasurer. The Treasurer shall be a director of the LNA. The Treasurer shall have charge and custody of and be responsible for all funds of the LNA, shall receive and give receipts for monies due and payable to the LNA from any source whatsoever, shall deposit all such monies in the name of the LNA in such banks, trust companies or other depositories as shall be selected by the Board and shall give a financial report of the LNA at each regular membership and Board meeting.

Quadrant Representatives. There shall be four quadrant representatives, one who resides in each quadrant in Laurelhurst. Each quadrant representative shall be a director of the LNA. The quadrants are divided east to west by 39th Street and north to south by Glisan Street. The quadrant representatives shall be responsible for insuring the distribution of the LNA newsletter to each household, business, non-profit organization, school and church within their quadrant.

LNA Newsletter Editor. The Editor shall be a director of the LNA. The Editor shall be responsible for producing a newsletter at the direction of the Board which shall be complete and ready for distribution in time to announce the regular membership meetings. The Board shall adopt guidelines governing the newsletter. The Editor shall have responsibility for compliance with the guidelines adopted by the Board.

Immediate Past-President. The Immediate Past-President shall be a director of the LNA. This officer shall observe an advisory role to assure continuity in on-going neighborhood business. This is a voting nonelective office, the term of which shall not exceed one year.

Neighborhood Coalition Representative. The Neighborhood Coalition Representative shall be a director of the LNA. This officer shall represent the LNA at all Neighborhood Coalition board meetings. This officer shall either written or orally present reports from the Coalition to the LNA Board and/or general membership regarding land use and other pertinent topics.

General Neighborhood Representative. The General Neighborhood Representative shall represent the neighborhood as a director of the LNA.

ARTICLE V

NON-DISCRIMINATION

The LNA shall not unlawfully discriminate against individuals or groups on the basis of race, color, creed, sex, sexual orientation, age, disability, national origin, economic status, ethnic identity, parenthood, marital status or political affiliation in any of its policies, recommendations or actions.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND REPORTS

Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the LNA.

Loans. No loans shall be incurred unless authorized by a resolution of the Board. No loans shall be made by the LNA.

Checks and drafts. All checks, drafts or other order of payment of money, notes or other evidences of indebtedness for an amount fifty dollars (\$50.00) or greater issued in the name of the LNA shall be signed by at least two officers of the LNA.

Deposits. All funds of the LNA not otherwise employed shall be deposited from time to time to the credit of the LNA in such banks, trust companies or other depositories as the directors may select.

ARTICLE VII

GRIEVANCE PROCEDURE

Any LNA member who is adversely affected by a decision or recommendation of the LNA, its Board or Committees, may submit a grievance regarding the decision. Grievances shall be made by written petition to the President. The written petition shall include the nature of the grievance and a recommended solution. The Board may decide the grievance itself, appoint a grievance committee, submit the grievance to ONI mediation or take any other action it deems appropriate which is allowed by these By-Laws and ONI Guidelines. The action taken by the Board shall be reported at the next regular membership meeting. Any conflict involving the LNA may, by mutual consent of the parties involved, be referred to the Neighborhood Mediation Office.

ARTICLE VIII
INDEMNIFICATION

1. Directors and Officers. The Corporation shall defend and indemnify, up to the limit of the Directors and Officers liability insurance coverage provided by ONI, a Neighborhood Coalition or the City of Portland, and otherwise to the fullest extent provided in the Oregon Nonprofit Corporation Act/ORS Ch.65('the Act'), any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding, other than an action by or in the right of the Corporation, by reason of or arising from the fact that he or she is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.
2. Advance of Expenses. The Corporation may pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as in the Act.
3. Purpose and Exclusivity. The indemnification referred to in the various sections of this article shall be deemed to be in addition to and not in lieu of any rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Board, or otherwise.
4. Definitions. The capitalized terms on this Article shall have the same meaning given them in the Act.

ARTICLE IX
LAURELHURST BOUNDARIES

The LNA shall include the area described as follows:

Beginning at the intersection of the center line of SE 44th Avenue and Stark Street in the City of Portland, County of Multnomah, State of Oregon; thence north along the center line of said 44th Avenue to the south right-of-way of the Banfield Freeway; thence generally westerly along said right-of-way line to the center line of NE 33rd Avenue, thence southerly along the center line of NE 33rd Avenue to a point where it becomes NE 32nd Avenue and thence continuing southerly along the center line of NE 32nd Avenue to the center line of SE Stark Street; Thence east along the center line of SE Stark Street to the center line of NE 44th Avenue, the point of beginning.

ARTICLE X
AMENDMENTS

Amending the By-Laws requires action by the membership at two consecutive meetings. The Board or a member proposing a By-Laws amendment or amendments must move the proposed language at a meeting of the LNA. After discussion, the motion will be tabled until the next meeting of the LNA. The language of the motion should appear in the minutes of the membership meeting and, if practical, a summary shall appear in the newsletter preceding the next membership meeting. The agenda for the next meeting shall include the proposed change(s) as an action item. The amendment will be adopted at the following LNA meeting if it is approved by a majority of the members voting.

Amendments:
September 1993
May 2001
March 2006