

Lents Neighborhood Association Bylaws

Approved January 23, 2007

Amended July 27, 2010

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Article I – Name of the Organization

The Lents Neighborhood Association Inc. of Portland, Oregon, hereafter referred to as LNA, is a non-profit corporation, and follows the Standards for Neighborhood Associations, District Coalitions, Business District Associations and the Office of Neighborhood Involvement, hereinafter referred to as ONI.

Article II – The Purpose of the Organization

The Lents Neighborhood Association has been organized to:

- A. Enhance the livability of the neighborhood and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
- B. Provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- C. 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 nonprofit corporations may be organized under ORS Chapter 65.
- D. And, for such other objectives as are approved by the Board of Directors (Board) or membership.

Article III – Boundaries

The boundaries of the LNA are defined as follows:

North: North side of right-of-way on SE Powell Boulevard

West: West side of right-of-way on 82nd Avenue

South: City or county line, whichever is further south

East: East side of right-of-way on 112th (*Addresses on SE Holgate, Harold and Foster up to 11199 on eastern boundary*)

Article IV – Membership

Section 1 – Qualifications

Membership in the LNA shall be open to all residents and property owners, eighteen years or older, located within the boundaries as defined in Article III of these bylaws who request in writing to be members. Membership in the LNA is also open to non-profit organizations and licensed businesses located within the boundaries who request membership in writing. Written consent shall include sign-in at any LNA

meeting. Membership will be terminated when a person no longer meets these criteria, or a request to cancel membership is made in writing. Members who have not attended a meeting in two years will be notified by postal mail that their membership will be terminated, unless they request in writing otherwise.

Section 2 – Voting

All members as defined above shall have one vote each to be cast during attendance of any General or Special Meeting. Each licensed business and NPO located within the boundaries shall have one designated representative, 18 years of age or older, upon prior written authority. This authority will be presented in writing on business letterhead to the LNA Secretary in advance of any meeting where the representative casts a vote.

Article V – Financial Support

Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and fundraising may be authorized by the Board.

Article VI – Membership Meetings

Section 1 – General Membership Meetings

There shall be at least six General Membership Meetings yearly. The meetings shall be convened on regularly scheduled days as determined by a majority vote of the Board. Notification shall require seven days advance notice.

Section 2 – Special Membership Meetings

Special Meetings of the membership may be called by the Chair or by majority vote of the Board as deemed necessary. Notification shall require seven days advance notice.

Section 3 – Agenda

Subject to the approval of the Board, the Chair, or vice chair shall prepare the agenda for General and Special Meetings of the membership. Any member may add an item to the agenda by (a) submitting the item in writing to the Board at least seven days in advance of the meeting or (b) making a motion to add an item to the agendas at the beginning of the meeting. Adoption of that motion requires a second and majority vote. At the board's discretion, the item can be postponed until the next meeting.

Section 4 – Quorum

A quorum for any General or Special Meeting of the LNA shall be a minimum of 10 members, including at least five members not currently sitting on the board. Decisions of the LNA shall be made by a majority vote of those qualified voting members present at any meeting.

Article VII – Board of Directors

Section 1 – Number of Board Members

There shall be at least seven and no more than thirteen Board members. If the Board chooses to have more positions than those described in Section 6 below, they are to be defined and voted on annually, prior to the annual meeting.

Section 2 – Eligibility for Board Service

Only voting members as defined in Article IV Section 1 and 2 shall be qualified to hold an elected or appointed position. At least two-thirds of the Board members shall reside within the boundaries of the Lents Neighborhood Association.

Section 3 – Terms of Office

Terms of office are two years and shall begin as specified in Section 8. If a Board member has been elected for two consecutive terms, they may not nominate themselves for that position for a third consecutive term, but may nominate themselves for another Board position. Said Board member may run for a previous position after a one-term hiatus.

A member may run for a third consecutive term in a Board position if,

- A. There are no candidates or nominations for that Board position following the second consecutive term of that Board member
- B. Any member of the association, except for the Board member in question, nominates that Board member for a third term.

Section 4 – Board Vacancies

Except as specified below, vacancies on the Board will be filled by appointment made by the Board, by a majority vote by board members present at a board meeting, subject to ratification by the general membership at the next regularly called meeting.

If a board member submits his or her resignation in between August 1 and the September elections (as defined in Section 5), their position shall be filled by a vote of the membership at the Annual Meeting (as defined in Section 5).

If a board member chooses to run for a different seat, their position shall be filled by a vote of the membership at the Annual Meeting (as defined in Section 5).

A member appointed or elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 5 – Election of Board Members

Board members shall be elected annually by a vote of the membership at the Annual Meeting, to be held in September each year unless changed by a vote of the general

membership. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the LNA. Written ballots will be distributed to qualified voting members, and voting is confidential. Election requires a plurality vote of the votes cast. A committee of at least two non-candidate members will tally the votes and announce the results before the meeting is adjourned.

Section 6 – Board Positions

Board Positions will include Chair, Vice Chair, Secretary, Treasurer, Land Use Chair, Transportation Chair, and Public Safety Chair. Additional positions may be determined by the Board prior to the election.

Section 7 – General Duties of the Board

The Board shall have the following responsibilities and powers:

- A. Manage the daily affairs of the Neighborhood Association.
- B. Make decisions and represent the interests of the LNA on all matters that require timely action prior to the next regular General Meeting. All such actions shall be reported to the membership at the next regular General Meeting.
- C. Appoint committees to perform necessary functions and represent the LNA on specified topics.
- D. Make regular reports to the Board and the general membership on activities under that member's jurisdiction.
- E. No funds in excess of \$100 shall be expended except by approval of the Board. The Board shall not have the authority to buy, sell or encumber real property, unless specifically authorized by the membership. Funds shall be withdrawn upon check or draft signed by a minimum of two signatures including the Chair and the Treasurer or other such persons as authorized by the Board.

Section 8 – Specific Duties of Board Positions

- A. **Chair:** The Chair is the President of the Lents Neighborhood Association, and shall preside at all board meetings and all membership meetings, and shall perform such duties as the Board and the membership from time to time authorizes. The Chair shall represent the position of the Board and the interests of the LNA. The Chair may also share certain duties with the Vice Chair with approval of the Board. This position shall be up for election in odd-numbered years.
- B. **Vice Chair:** The Vice Chair shall perform the duties of the Chair in his/her absence, and as authorized by the bylaws or regulations of the Board. This position shall be up for election in even-numbered years.
- C. **Secretary:** The Secretary shall record and maintain minutes of membership and board meetings, assist the Chair with correspondence, and maintain the non-financial files of the LNA. The Secretary will maintain a list of Board

members and their terms. This position shall be up for election in even-numbered years.

- D. **Treasurer:** The Treasurer shall have charge of all funds belonging to the LNA and shall receive, deposit and disburse funds for the LNA in a bank or financial institution in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board. This position shall be up for election in even-numbered years.
- E. **Land Use Chair:** The Land Use Chair shall represent the Land Use Committee on the Board, be responsible for all land use issues, and will act as the LNA's representative in the community on land use issues. The Land Use Committee is a standing committee, and shall have the authority to make determinations on land use decisions on behalf of the LNA. This position shall be up for election in odd-numbered years.
- F. **Transportation Chair:** The Transportation Chair shall represent the Transportation Committee on the Board, will be responsible for all transportation issues, and will act as the LNA's representative in the community on transportation issues. This position shall be up for election in odd-numbered years.
- G. **Public Safety Chair:** The Public Safety Chair shall represent the Public Safety Committee on the Board, will develop crime prevention and safety related programs, and will act as the LNA's representative in the community on public safety issues. This position shall be up for election in even-numbered years.
- H. Three at-large seat will be up for election in even-numbered years; two at-large seats will be up for election in odd-numbered years.

Section 9 – Board Meetings

- A. Board meetings will be held monthly with a minimum of eight meetings per year, and with the attendance of the Board and interested members. These meetings are chaired by the Chair or the Vice Chair.
- B. Special Board meetings may be called by the Chair by giving notice to each officer and Board member of the time, place and items to be discussed or acted upon at least three calendar days before the Special meeting. A Special meeting shall not be called unless insufficient time is available to consider a pertinent matter at the regular Board meeting.
- C. Emergency Meetings on a single topic may be called when immediate action is required.
- D. A quorum consists of a majority of the current Board members.

Section 10 – Powers of the Board

The Board shall be responsible for all business coming before the LNA and for assuring that members are informed of business that affects them through reasonable means of notification. The Board shall adopt and implement the resolutions passed by the General Membership except for cause. Cause shall be if the resolution violates the law, LNA Articles of Incorporation, LNA Bylaws, ONI

Standards, contractual obligations, or if the resolution is in response to a proposal that has been substantively changed and a new response is required before the next regular General Membership Meeting. The Board must vote for a finding of cause, the reasons for the finding, and the Chair must report to the General Membership the finding and why the Board did not adopt the General Membership resolutions at the next regular meeting of the General Membership.

Section 11 – Indemnification

The LNA agrees to indemnify and hold harmless each Board member from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his or her capacity as a Board member, including, without limitation, actions taken or omitted by the Board member consistent with these Bylaws and in furtherance of the business or affairs of LNA. The satisfaction of any indemnification of the Board members under this Section will be from, and limited to, LNA assets, and the LNA members shall not have any personal liability on account thereof.

Section 12 – Termination for Non-Attendance

Board members who are absent for two Board meetings in a six-month period may be subject to removal from office by a majority vote of all Board members currently in office. Members who are subject to termination shall receive fifteen days prior written notice of the termination. Notice, including a reason for termination may be sent to the last known address of the member by first class mail.

Section 13 – Recall Procedures

Recall procedures against a Board member shall commence with the submission at a Board meeting of a petition containing 30 or more signatures of voting LNA members. Petitions must contain printed name, address, phone number and signature. Signatures will be verified by a neutral party prior to the recall meeting. The recall will be publicized according to the meeting notification guidelines. A Board member subject to recall shall be provided an opportunity for rebuttal at the recall meeting. An affirmative vote of two-thirds of the voting membership with at least 50% of the petition signers present will remove the person from office.

Article VIII – Committees

There may be standing committees as designated by the Board and Special committees established by the Chair. All committees must include one Board member.

Article IX – Conflict of Interest Procedures

A transaction in which a Board member may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the

Board all material facts of the transaction, and the Board member's interest are disclosed to the Board.

If the number of Board members who have no direct or indirect interest in the transaction constitute a quorum without the member with a conflict of interest, the result of the vote of those members will stand.

The Board member with the conflict of interest shall elect to abstain from voting on the transaction.

Article X – Grievance Procedures

Section 1 – Eligibility to Grieve

Any person or group who objects to a decision or policy, or believes they are adversely affected by a decision or policy of the LNA, may file a complaint in writing with the Board. These complaints are limited to alleged violations of the LNA bylaws or the ONI Standards for Neighborhood Associations, and must be filed within 45 business days from the alleged violation. The Board shall resolve the complaint or take appropriate action and advise the complainant of the outcome.

Section 2 – Complaint Receipt

Within seven days of receipt of the complaint, the Board shall arrange with the petitioner for a mutually acceptable place, day and hour for a review of the complaint.

Section 3 – Final Resolution

The Board 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 Board and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of the majority of the membership at a General or Special Meeting. This vote will take place within sixty days of receipt of the complaint. Parties involved are encouraged to request assistance from the Neighborhood Mediation Center.

Section 4 – Right to Appeal

A complainant has the right to appeal the Final Resolution according to guidelines set forth in the ONI Standards.

Article XI – Procedure for Consideration of Proposals

Section 1 – Submission of Proposals

Any person or group, inside or outside the boundaries of the LNA may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or Special committees, or General or Special Meetings.

Section 2 – Notification

The proponent shall be notified in writing at least seven days in advance of the meeting as to the place, day and time.

Section 3 – Attendance

The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4 – Dissemination

The LNA shall submit recommendations and dissenting views as recorded from the meeting to the proponent.

Article XII – Public Meetings/Public Records Requirement

The LNA shall abide by the Public Meetings and Public Records Policy of the Office of Neighborhood Involvement. Official actions taken by the LNA must be on record as part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote taken, including a summary of dissenting views. Official records will be kept on file at the coalition office.

Article XIII – Nondiscrimination

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

Article XIV – Adoption and Amendment of Bylaws

Revisions and amendments to these bylaws must be proposed in writing and submitted to members at least seven days before voting on their adoption may proceed. Notice of a proposal to revise or amend the bylaws, specifying the date, time and place for consideration, must be provided to all members at least seven days before voting. Adoption of any revisions or amendments to these bylaws shall require a two-thirds majority by the members present at a General Meeting.