

Laurelhurst Neighborhood Association
By-Laws
As Amended ~~2015~~2022

Purpose

The Laurelhurst Neighborhood Association (LNA) is a non-profit corporation organized under the direction of the City of Portland. The purpose of the LNA is:

1. To consider and act on issues that affect or enhance the livability and quality of the ~~area~~neighborhood and to take positions in matters of civic interest, including without limitation matters promote communication and education within the neighborhood relating to environmental, social, and economic issues. To promote those positions in communications and education within the neighborhood which may have an impact upon the life and character of the community;
2. To be welcoming, diverse, and inclusive to all: all races, all religions, all countries of origin, all sexual orientation, all genders;
3. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood;
4. To take any necessary and appropriate action for the common good of the property owners and residents, including in proceedings before the City of Portland, and to preserve the residential and unique characteristics of the neighborhood;
5. To manage the Laurelhurst Club in accordance with the Charter for the Laurelhurst Club Property Committee;
6. To preserve the neighborhood's listing in the National Register of Historic Places;
7. 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;
8. This corporation 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 the 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); and-

10. For such other purposes as are approved by the Board of Directors or membership.

ARTICLE I LAURELHURST BOUNDARIES

The LNA shall include the area described as follows:

Beginning at the intersection of the center line of SE 44th Avenue and SE Stark Street in the City of Portland, County of Multnomah, State of Oregon; thence north along the centerline of said SE 44th Avenue to the south right-of-way of the Banfield Freeway/I-84; 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; 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 SE 44th Avenue, the point of beginning.

ARTICLE II MEMBERSHIP

1. **Qualifications:** The following are members of the LNA:

- (a) Residents who are 18 years of age or older;
- (b) Persons who own residential property within the area;
- (c) One designated natural person representative of:
 - (1) ~~Businesses~~ located within the area LNA boundaries;
 - (2) 501(c)(3) non-profit organizations with their primary place of business located within the area LNA boundaries;
 - (3) Schools located within the area LNA boundaries; and
 - (4) Churches located within the area LNA boundaries.

In order to be eligible for membership, all residents, persons who own residential property, business licensees, 501(c)(3) non-profit organizations, schools and churches must reside or have its/their primary place of business located within the LNA boundaries for a period of at least thirty (30) consecutive days. ~~prior to making application for membership.~~ Further, under no circumstances may any natural person cast more than two (2) votes in a single election, including without limitation any votes cast by or on behalf of any business licensee, 501(c)(3) non-profit organization, school or church (e.g., if an individual lives in Laurelhurst, operates a business located within Laurelhurst and operates a 501(c)(3) organization in Laurelhurst, that individual may only cast 2 votes in a single election despite having 3 available votes).

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

3. **Voting:** All members 18 years of age or older shall have one vote each, subject to the aforementioned limit of two votes per natural person in Section 1, above, to be

cast when approving and/or amending By-Laws and electing the LNA Board of Directors (the Board.) Decisions of the LNA membership shall be made by a majority vote. All other decisions of the LNA shall be made by the Board which may consider input from the general membership. Proxies shall not be allowed.

ARTICLE III FINANCIAL SUPPORT

No dues or membership fees shall be charged to members; however, voluntary contributions may be accepted at the discretion of the Board and fund raising may be authorized.

ARTICLE IV MEETINGS

1. **Annual Meeting:** The annual meeting of the membership shall be held each year in the month of May on a date set by the Board. The business of the annual meeting shall include a report from the Board on the state of the association, and the annual election of directors of the Board. Notice of the annual meeting to the public must be provided at least seven (7) days in advance. Notice of the annual meeting to members shall be printed in the *Laurelhurst Neighborhood Association Newsletter* and posted on the LNA website (laurelhurstpdx.org) or otherwise provided by other means reasonably calculated to give actual sufficient notice.

1.2. **Regular Meetings:** Regular membership meetings shall be held during the months of January, March, ~~May~~, September, and November at a regular day and time set by the Board. Notice of regular membership meetings to members and to the public must be at least seven (7) days in advance.

2. ~~**Notice of Regular Meetings:** Notice stating the date, hour, place, and proposed agenda shall be printed in the *Laurelhurst Neighborhood Association Newsletter* or by other means necessary. Notice shall be given at least seven (7) days before the meeting.~~

3. Special Meetings: Special meetings of the members may be called by the Board or by petition signed by fifty (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.

4. Notice of Special Meetings: Notice of any special meeting shall be given by digital notice at least ten (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. 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.

5. Emergency Meeting: Emergency meetings of the ~~membership or the~~ Board may be called by the President or a majority of the Board when there is insufficient time to timely address business within the notice requirements of a regular or special meeting as deemed necessary. Notification ~~of the emergency meeting, including and the~~ purpose(s) of the meeting, shall be provided to LNA members ~~require~~ at least twenty-four (24) hours in advance notice. No ~~other business other than the purpose(s) stated in the notice~~ may be discussed or acted on at an emergency meeting. Reasonable effort shall be made to provide direct notice to members or other persons known to have an interest in a particular agenda item.

6. Place of Meetings: All meetings of the LNA, the Board, and committees shall be held in an accessible location within the boundaries of Laurelhurst or by remote means (e.g., videoconference) ~~as provided in ORS 65.205, as close as reasonably possible to Laurelhurst~~.

7. Presiding Officer: The President shall preside at all meetings. In the event the President is not present, the following succession shall apply: (1) Vice President; (2) Secretary; (3) Treasurer; (4) any Director designated by the Board.

8. Quorum: A quorum at any regular, special, or emergency membership meeting will be thirteen (13) members, of which at least one (1) is a Board member. Each member shall have one (1) vote and no vote shall be cast by proxy.

9. Agenda: The President shall prepare the agenda for regular, special, and emergency membership and Board meetings. Any member may propose any item of new business for membership meetings at the beginning of the meeting to the President.

10. Procedures: The Laurelhurst Neighborhood Association, the Board, and committees shall comply with all the requirements relative to public meetings and public records ~~as outlined in the Office of Neighborhood Involvement Standards adopted July 13, 2005~~. 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, the Board and committees must be recorded as part of the minutes of each meeting or otherwise contained in written or electronic form and maintained as part of the records of the LNA.

ARTICLE V BOARD OF DIRECTORS

1. General Powers: The affairs of the LNA shall be managed by the Board of Directors. The Directors shall in all cases act as a 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 membership meeting. The members of the Board shall be considered "Qualified Directors" in that they shall not receive compensation for personal services except for actual expenses incurred while performing Directors' duties as established by the Board of Directors.

2. Number: The number of Directors of the LNA shall be eleven (11)~~twelve (12)~~. All Officers of the LNA described below shall be Directors.

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

4. Election and Appointment of Directors: Directors shall be elected annually for staggered two (2) year terms by a vote of the membership at its May membership meeting, except for the Communications officer ~~Newsletter Editor~~ who shall be appointed by the Board for a one (1) year term. All Directors shall be elected in May 2022. Thereafter, the President, Secretary, Quadrant Representatives for the NW and NE quads, and General Neighborhood Representative shall be elected in even-numbered years, and the remaining Directors shall be elected in odd-numbered years.

The Board may adopt guidelines in favor of nominations and elections to be proposed to the membership. Secret written or electronic 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. Any member present may nominate candidates for the Board at the May regular membership meeting.

5. Term of Office: Each Director shall hold office for a term of two~~one~~ (2) years or until his or her successor is appointed or elected. Directors may serve more than one term.

6. 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 (4) 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 with two (2) 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.

7. Resignation: A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the LNA.

8. 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 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.

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

10. Meetings: The Board may meet after 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.

11. Quorum: A majority of the Directors shall constitute a quorum for the transaction of business, including for special and emergency Board meetings. The act of the majority of the Directors presents at a meeting at which a quorum is present shall be the act of the Board.

12. Conflict 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 (5) percent.

Whenever a conflict of interest exists regarding a proposal before the Board, 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 he or she has a conflict of interest. All Board members shall receive and sign the LNA Conflict of Interest policy statement within 30 days of their acceptance of a Board position. The Conflict of Interest statement shall be retained and filed by the Secretary of the Board.

ARTICLE VI OFFICERS OF THE BOARD

1. Number and Title: The Officers of the LNA shall consist of President, Vice-President, Secretary, Treasurer, four (4) Quadrant Representatives, Neighborhood Coalition Representative, General Neighborhood Representative, ~~Immediate Past President~~, and the ~~Communications officer LNA Newsletter Editor~~.

2. 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 Board from time to time. The President shall, when present, preside at membership meetings and meetings of the Board.

3. 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 power 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.

4. Secretary: The Secretary shall be a Director of the LNA. The Secretary shall keep the minutes of the Board 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 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.

Minutes shall be taken at all meetings. The minutes shall be put in writing and made available to the public within a reasonable time after the meeting. A copy of the minutes shall be forwarded to the District Coalition. Minutes shall include the following:

- (a) Members in attendance;
- (b) All actions, including motions, proposals, and resolutions stated in full and their dispositions; and
- (c) Results of all votes taken, and a summary of minority opinions on all topics on which a vote is taken.

5. 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, shall prepare and submit all taxes and fees required of the LNA, shall be the custodian of the Laurelhurst Club records, shall pay all accounts due in a timely fashion, and shall give a financial report of the LNA at each regular membership and Board meeting.

6. Quadrant Representatives: There shall be four (4) Quadrant Representatives, one (1) who resides in each quadrant of Laurelhurst. Each Quadrant Representative shall be a Director of the LNA. The quadrants are divided east to west by Cesar Chavez Boulevard and north to south by Glisan Street. The Quadrant Representatives shall be responsible for ensuring the distribution of the LNA Newsletter to each household, business, non-profit organization, school, and church within their quadrant.

7. **Communications Officer**~~LNA Newsletter Editor~~: The Communications Officer~~Editor~~ shall be a Director of the LNA. The Communications officer ~~Editor~~ shall be responsible for coordinating the use of various communication tools to optimize communication to, from, and among LNA members, including producing a Newsletter at the direction of the Board. The newsletter~~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 Communications Officer~~Editor~~ shall have responsibility for compliance with the guidelines adopted by the Board.

~~8. **Immediate Past President**: The Immediate Past President shall be a Director of the LNA. This Officer shall assume an advisory role to assure continuity in on-going neighborhood business. This is a voting non-elective office, the term of which shall not exceed one year.~~

9.8. **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 and shall be empowered by the Board to vote at Neighborhood Coalition Board Meetings in the best interest of the LNA in his or her judgment. This Officer shall present, either in writing or orally, reports from the Coalition to the Board and/or general membership regarding votes conducted by the Officer and other ~~land use and other pertinent~~ topics pertinent to the LNA.

10.9. **General Neighborhood Representative**: The General Neighborhood Representative shall represent the neighborhood as a Director of the LNA.

ARTICLE VII NON-DISCRIMINATION

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

ARTICLE VIII CONTRACTS, LOANS, CHECKS, AND REPORTS

1. **Contracts**: The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the LNA.

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

3. **Checks and Drafts**: All checks, drafts, or other order of payment of money, notes, or other evidences of indebtedness for an amount Twenty Five Hundred Dollars (\$2,500) ~~Two Hundred Dollars (\$200)~~ or greater issued in the name of the LNA shall be signed by at least two (2) people authorized by the Directors of the LNA.

4. **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 IX GRIEVANCE PROCEDURE

1. **Grievance Eligibility:** Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board within forty-five (45) days of the alleged violation.

2. **Grievance Limitations:** Grievances are limited to complaints that the grievant has been harmed by a violation of the City of Portland ONI Standards for neighborhood associations or these By-Laws that has directly affected the outcome of a decision of the LNA. The complaint shall identify the specific nature of the violation.

3. **Processing the Grievance:** The Board shall establish an ad hoc Grievance Committee of three (3) people consisting of one (1) representative appointed by the Board, one (1) representative appointed by the grievant, and one (1) representative from the District Coalition to review the grievance. The Committee shall hold a hearing open to the public and give the grievant and others wishing to present testimony the opportunity to be heard. The deliberations of the Committee may be held in executive session. The Committee shall forward its findings and recommendations to the Board.

4. **Grievance Resolution:** The Board shall render a final decision on the grievance within sixty (60) calendar days of its receipt, and notify the grievant of the decision. The written decision shall include supporting findings. Deliberations by the Board may be held in executive session.

5. **Appeals:** The grievant may appeal the decision of the LNA Board to the extent, if any, permitted by law District Coalition. The appeal period is fourteen (14) calendar days from the date the written decision is sent to the grievant.

ARTICLE X INDEMNIFICATION AND LIMITATION OF LIABILITY

1. **Directors and Officers:** The Corporation shall defend and indemnify, up to the limit of the Directors and Officers liability insurance coverage procured by the Corporation provided by ONI, a Neighborhood Coalition of the City of Portland, and otherwise to the fullest extent provided by law 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 action, suit, or other 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 shall may pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a Party to any action, suit

or other Proceeding in advance of final disposition of the action, suit or other 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. Limitation of Liability: The personal liability to the corporation or its members, for monetary or other damages, of each member of the Board of Directors and each uncompensated officer of the corporation for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future law.

4.5. Definitions: The capitalized terms in this Article shall have the same meaning given them in the Act.

ARTICLE XI AMENDMENTS

Amending By-Laws requires action by the membership at two (2) 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.

/s/ Sean Green

Sean Green
President, Laurelhurst Neighborhood Association
January 27, 2015 [UPDATE]

Amendments:
September 1993
May 2001
March 2006
June 2007
November 2014