

Lents Neighborhood Association  
BYLAWS  
(draft revision—07/24/2026)

ARTICLE I: NAME

The name of the organization shall be Lents Neighborhood Association (LNA).

ARTICLE II: PURPOSE

The purposes for which the LNA is organized are:

- a. To consider and act on issues that affect the livability and quality of the neighborhood.
- b. To provide an open process by which all members may involve themselves in the affairs of the neighborhood.
- c. To take positions in matters of civic interest and promote those positions in communications.
- d. To inform residents of events or plans affecting the neighborhood.
- e. To establish and maintain open lines of communication with other organizations, such as district coalitions, other neighborhood associations, and city, county, regional, and state government agencies.
- f. To be organized exclusively for non-profit, educational, scientific, and/or charitable purposes.
- g. To do and perform all the related activities to said purposes, and to have and enjoy all the power granted, and engage in any lawful activity for which corporations may be organized under ORS Chapter 65.
- h. For such other purposes as are approved by the LNA Board of Directors (Board) or membership.

ARTICLE III: BOUNDARIES

The boundaries of LNA shall be: SE Powell Boulevard to the north, SE 82<sup>nd</sup> Avenue to the west, the City of Portland boundary to the south, and SE 112th Avenue between SE Powell Boulevard and SE Holgate Street, SE 111<sup>th</sup> Ave. between SE Holgate and SE Foster Blvd, and SE 110<sup>th</sup> Ave. and SE 112<sup>th</sup> Ave south of Foster Boulevard.

ARTICLE IV: MEMBERSHIP

**Section 1. Eligibility.** Membership in the LNA shall be open to any person, 16 years of age or older, who lives and/or owns real property or holds a business license within the recognized boundaries of the LNA and to the single designated representative of a business or non-profit organization located within the LNA boundaries.

**Section 2. Consent.** An eligible person shall become a member of the LNA by providing written consent in accordance with the procedures established by the LNA.

**Section 3. Dues or Fees.** No membership dues or fees shall be required. Contributions made on a voluntary basis may be accepted.

**Section 4. Voting.** Each member shall be entitled to one vote. Proxy voting and voting by mail are prohibited.

**Section 5. Member Powers.** Each member is eligible to vote on the election or removal of board members, on bylaws amendments, and on the dissolution or merger of the LNA.

#### ARTICLE V. BOARD OF DIRECTORS

**Section 1. Number and Composition of Board Members.** The Board of Directors, hereinafter referred to as the Board, shall consist of a minimum of three (3) and a maximum of fifteen (15) board members. The board members shall include the officers of the LNA.

**Section 2. Eligibility for Board Service.** Only LNA members are qualified to hold elected or appointed board positions.

**Section 3. Terms of Office.** LNA board members and officers shall be elected for one-year terms. LNA board members and officers may be reelected without limitation on the number of terms they serve.

**Section 4. Removal.** Any elected or appointed director may be removed, with or without cause, by a majority vote of the members at a membership meeting called by the Board for that purpose, or by a two-thirds (2/3) majority vote of the Board members at a board meeting.

**Section 5. Board Vacancies.** Board members are elected by the members at the annual election. Vacancies in officer or at-large positions on the Board between elections may be filled by a majority vote of the directors currently serving on the Board. An individual appointed to fill a vacancy shall serve until the next election.

**Section 6. Power and Duties of the Board.** The Board of Directors shall be responsible for the management of the affairs of LNA. The members of the Board shall attend regular meetings of the Board and the general membership and shall comply with these Bylaws. Elected and appointed directors have the same powers and responsibilities. Board members shall consider input from the members. The Board must act in the best interests of the LNA but is not bound specifically to act according to the desire of a majority of members attending a particular meeting.

#### ARTICLE VI: OFFICERS

**Section 1. Titles and Eligibility.** The officers of the LNA shall be: Chairperson, Vice Chairperson, Secretary, Treasurer, and LNA delegate to the district coalition board. The board members may choose to elect Co-chairs instead of a Chairperson and a Vice Chairperson.

**Section 2. Terms of Office.** Officers shall service one-year terms with no limitation on the number of terms they may serve.

**Section 3. Vacancy.** A vacancy in any officer position shall be filled by a vote of the Board at the first regular meeting of the Board following the vacancy, or as soon as possible.

**Section 4. Duties of Board Officers.**

- a. Chairperson: The Chairperson of LNA shall prepare agendas for and preside over all meetings of the general membership and Board and shall appoint committees with the advice and consent of the Board.
- b. Vice Chairperson: The Vice Chairperson shall assist the Chairperson and shall function as Chairperson in the Chairperson's absence and when requested by the Chairperson.
- c. Co-Chairs: Co-Chairs shall determine how they will share the duties of the Chairperson.
- d. Secretary: The Secretary shall keep or cause to be kept minutes and written records of all membership and board meetings, be responsible for all correspondence; authenticate the records of the LNA; and make records available for inspection for proper purpose at any reasonable time.
- e. Treasurer: The Treasurer shall be held accountable for all funds, give an accounting of the LNA's finances at each general membership meeting, receive, safe keep, and disburse LNA funds. All disbursements require the signature of Treasurer and one other Board member.
- f. LNA District Coalition Delegate: The district coalition delegate shall represent the LNA on the district coalition board to ensure that the LNA has a voice in setting goals and priorities for the district coalition and in determining the allocation of the district coalition's resources.

ARTICLE VII: COMMITTEES

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**Section 1. Establishment of Committees.** Standing committees of the LNA shall be established by the Board as needed and may include a grievance committee. Ad hoc committees may be established by the Chairperson for specific, short-term projects or issues affecting the neighborhood. Upon establishment of any committee, the Board shall identify the scope of the committee's authority and duties and the number of members and appoint the committee's membership. Committees may make recommendations to the Board but cannot implement recommendations or projects without Board approval.

ARTICLE VIII: MEETINGS

**Section 1, Membership Meetings.**

- a. Annual Meeting: The annual meeting of the membership shall be held each year in September on a date set by the board. The business of the annual meeting shall include a report from the Board on the LNA's accomplishments during the previous year and the state of the LNA and the annual election of board members. Board members will elect the officers at a subsequent board meeting.
- b. Regular Membership Meetings: Regular membership meetings will be held on the [xxxx day] of every month.

- c. Special Membership Meetings: Special meetings of the membership may be called by the Chairperson or a majority of the Board for any issue of concern to LNA.

## **Section 2. Board Meetings.**

- a. Regular Board Meetings: Regular Board meetings will be held will be held on the [xxxx day] of every month.
- b. Special Board Meetings: Special meetings of the Board may be called by the Chairperson or a majority of the Board to allow board members to discuss and take action outside the regularly scheduled Board meetings.
- a. Emergency Board Meetings: The Chairperson or a majority of the Board may call an emergency meeting when there is insufficient time to address an issue within the 7-day notice required for a regular or special meeting. Parties who are known to have a direct interest in the topic of a meeting should receive direct notice, even if they have not specifically requested so in writing. Minutes of the emergency meeting shall state the nature of the emergency and state why the meeting could not be delayed to allow at least seven-day notice. Board members conducting business at the meeting may make decisions or deliberate toward decisions only on the agenda topic or topics for which the emergency meeting was called.

**Section 3. Notice.** Notification shall be given for all general and special meetings of the membership or the Board at least seven (7) days in advance of the meeting. Emergency board meetings may be held with less than seven-day notice but not less than 24-hour notice.

**Section 4. Quorum.** A quorum for a membership meeting constitutes attendance by five (5) members. A quorum for a Board meeting shall be a majority of the number of directors in office immediately before the meeting begins.

**Section 5. Meeting Agendas.** The Chairperson shall prepare the agendas for all Board meetings and for special and general meetings of the membership. Agenda items may be added or changed by a majority vote of the members present at any membership meeting and a majority vote of board members present at a Board meeting.

**Section 6. Calling and Cancelling a Meeting.** The Chairperson or a majority of the Board may call a membership or board meeting. Meetings can be cancelled by the same individual or body that called the meeting.

**Section 7. Deliberation and Decision Making.** Action is taken by a majority vote of those eligible to vote at a meeting unless otherwise established in these Bylaws. The procedures for deliberation and decision making shall be established by the Board.

**Section 8. In-person, Online, and Hybrid Meetings.** Meetings may be conducted in person, entirely online, or as hybrid meetings--combining in-person and virtual participation using technology that allows all participants to hear each other and participate fully. The Chairperson or the Board can determine the format of any particular meeting.

**Section 9. Participation:** Any general, special, Board, or committee meeting is open to any person, and all who wish to may be heard. However, only those eligible for

membership in LNA are entitled to vote. All actions or recommendations of the LNA membership, whether from special or general membership meetings, shall be reported to those affected, and shall include any dissenting or minority position taken at a formal vote.

## ARTICLE IX: ELECTIONS

**Section 1. Annual Election.** Election of board members shall take place at the Annual Meeting in September.

**Section 2. Elections of Officers.** The board members will elect the officers at a subsequent board meeting after the Annual Meeting in September.

**Section 3. Voting Eligibility.** Individuals who are eligible to be members according to Article IV, Section 1 and who consent to be members are entitled to vote in the election.

**Section 4. Nomination Process.** Individuals interested in running for a position on the Board should contact the Chairperson or the Secretary at least three (3) days before the Annual Meeting to be included on the ballot. Nominations from the floor at the Annual Meeting are allowed, but individuals nominated must agree to have their name included on the ballot. Write-in votes are not allowed.

**Section 5. Voting Process.** Voting at the annual election shall be by secret paper ballot, unless a member makes a motion from the floor that is approved by a vote of the members present to dispense with paper ballots and instead to vote by a show of hands or by voice. If none of the open seats are contested, a member may make a motion from the floor to adopt the full slate of candidates by acclamation. Election of an individual requires a majority vote of the members voting in the annual election. Members must be present to vote. Proxy voting and voting by mail are prohibited. Candidates do not need to be present to be elected.

## ARTICLE X: GRIEVANCE PROCESS

**Section 1. Other Forms of Conflict Resolution are Encouraged.** All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with directors and members, and/or formal mediation whenever possible.

**Section 2. Eligibility to Grieve.** Eligibility to file a grievance is limited to an individual (the grievant) or individual representing a Neighborhood Association, District Coalition, or organization to which the grievant belongs, who alleges they were harmed by a procedural violation of the LNA Bylaws, a formally-adopted policy of the LNA, or the ONI Standards.

**Section 3. Filing a Grievance.** Grievances must be submitted, in writing, to the Chairperson or Secretary within 45 business days of the alleged violation. The grievant must identify the date of the action being grieved and the procedural provision of the bylaws, formal board policy or the ONI Standards which allegedly was violated, describe how the provision was violated, and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

**Section 4. Initial Review and Response.** The Board will determine whether the Board, or the Board's designee, or a Grievance Committee will review the proposed grievance and determine whether it meets the criteria for a valid grievance as defined in this article. If the proposed grievance is found not to meet the criteria, the Board or the Board's designee, or the Grievance Committee will inform the grievant in writing of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process continues.

**Section 5. Grievance Committee.** If the process continues, the Grievance Committee shall offer the grievant an opportunity to present information relevant to the grievance and shall gather other relevant information. The Grievance Committee will develop its findings and recommendations and submit them to the Board.

**Section 6. Board Action.** The Board shall consider the findings and recommendations and render a decision on the grievance at a public meeting. The Board deliberations on the grievance may be held in executive session. The Board shall notify the grievant of the Board's decision and the findings that support the decision, in writing, within 60 calendar days of the receipt of the grievance.

#### ARTICLE XI: NONDISCRIMINATION

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

#### ARTICLE XII: ONI STANDARDS

The LNA, in all its activities, shall comply with the requirements in the City of Portland Office of Neighborhood Involvement (ONI) Standards for neighborhood associations.

#### ARTICLE XIII: INDEMNITY

The LNA will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, volunteer, or agent of the LNA.

#### ARTICLE XIV: CONFLICT OF INTEREST

To protect the integrity of the LNA's decision-making processes, Board members will disclose to the board any interest they have in a transaction or decision of the Board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organization with which they are affiliated. The board member will not be present for or participate in any Board discussion of or vote on the transaction or decision. Board members must act in good faith and put the LNA's interests above their own or that of any other interests or organizations when they are making decisions as LNA board members.

#### ARTICLE XV: AMENDMENT OF BYLAWS

**Section 1. Proposed Amendments.** All amendments to these bylaws must be proposed in writing. Amendments may be proposed by the Board. The Board shall submit proposed amendments to the members for a reading at a general membership meeting. The Board shall schedule a vote on the adoption of the amendment(s) at a subsequent general meeting.

**Section 2. Notice.** Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of 30 days before the general meeting at which the amendment(s) will be voted on. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment(s).

**Section 3. Adoption.** Adoption of amendments to the bylaws shall require a two-thirds (2/3) majority vote of members present at a general meeting of the membership.

[List date of adoption and dates of all subsequent revisions here.]