

# **DRAFT Lents Neighborhood Association Bylaws 9-25-18**

## **ARTICLE I: NAME**

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 Community & Civic Life, hereinafter referred to as OCCL.

## **ARTICLE II PURPOSE OF THE ORGANIZATION**

The purposes for which this association is organized are:

- a) To provide an open process by which all members may involve themselves in the affairs of the neighborhood;
- b) Encourage participation of residents of the neighborhood and actively seek new membership
- c) To take positions in matters of civic interest on behalf of the LNA membership, and promote those positions in communications and advocacy;
- d) Empower residents to have a voice and work toward, and achieve common neighborhood goals, a unified vision of who we are as a neighborhood.
- e) Promote friendship, resolve conflict, and foster a sense of concern and caring among people in the neighborhood.
- f) To inform residents of events or plans affecting the neighborhood;
- g) 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.
- h) For such other purposes as are approved by the Board or membership.

## **ARTICLE III: BOUNDARIES**

The boundaries of the association shall be defined as:

**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. Eligibility.** Membership in the LNA is open to any individual, regardless of age, who lives within the neighborhood boundaries. Owning or renting a home in Lents is not a requirement. Membership is also open to individuals who live outside the neighborhood boundaries but either hold a non-profit or business license within Lents or who own real estate within Lents. A non-profit organization or business can have no more than one (1) business representative as member of the LNA.

Members must be individuals—not corporations. When seeking to include representation of a business, non-profit organization, or local institution, the individual who represents the organization is the member, not the organization.

### Youth Board Membership

Membership in the LNA is open to any individual, regardless of age. Individuals under 18 years of age who wish to become members and/or serve on the board will be required to provide to the board written consent from a parent or guardian.

**Section 2. Consent.** An eligible person shall become a member of the association by 1) providing written consent at a General Membership Meeting on the sign-in sheet (write address or nearest intersection, preferred contact information, date, check the box that asks if they would like to join the LNA, sign) *and* 2) attending one (1) meeting after they consent to joining the association. While signing in on election night counts as the sign-in to make someone a member, it doesn't give them the power to vote in that election if they weren't a member prior to that night. See Section 4. Voting.

*Optional: ask community members to sign a pledge/agreement that they wish to become members. (Write out affidavit: "I live here", I commit to attending/participating, etc.*

The Board Secretary will maintain a formal list of members. [Write a directive to ensure privacy of member information ] Two (2) years after the last sign in, the business' or individuals' membership will expire. "Sign in" shouldn't be limited to coming in and writing their name; LNA to consider alternatives to comply with ADA. Former members can reactivate their membership by simply showing up to a general meeting and consenting to re-joining *and* establishing that they still meet the requisite business or personal residency requirements established above through signing an affidavit or providing acceptable proof. Individuals are not limited in the number of times they may renew their membership.

Members can also cancel their membership by submitting a request in writing.

A list of eligible membership names shall be **available to authorized individuals or groups upon request** and made available at the **Annual Meeting and other general membership meetings** for the purpose of confirming the right of individuals to vote at those meetings. “Authorized individuals or groups” refers to a person or group previously receiving authorization by a majority vote of the LNA board.

*To ensure adequate time to assemble a list of current members for the annual election, the Board will stop adding new names to this official member list 30 days prior to the election. Individuals who sign up to be new members after this cutoff can be added to the member list after the annual election.*

**Section 3. Dues or Fees.** Dues or fees shall not be required. A majority vote is needed to decide whether to accept voluntary contributions and only after Board members have been made aware in writing of conditions associated with the donation, if any. A majority vote is needed to decide whether the Board may authorize fundraising or not.

[Do we want to include anything about our agreement with East Portland Neighbors?]

**Section 4. Voting.** Each member shall be entitled to one vote. There shall be one class of members of this Association. Note: *To be able to vote in the general election, one must have become a member prior to election night -- that is, having signed in at least once prior to election night, within a two (2) year timeframe. The latest someone who is not a member has to sign in to become a member in order to be eligible to vote on election night is August prior to the election, See “Section 2. Consent” for how to become a member.*

Official actions of the neighborhood association only can occur at board meetings and general meetings (and meetings of committees with board authority).

Members are entitled to vote on actions decided by the membership. Directors vote on board actions. Committee members vote on committee actions.

**Section 5. Member Powers.** Each member is eligible to vote for election of board directors, bylaw amendments, and dissolution or merger.

The membership is entitled to vote to elect directors. They are entitled to vote to elect officer(s), amend the bylaws, amend the articles, vote on sales of substantially all the

corporate assets, and determine merger or dissolution of the association. They also have the authority to remove directors, determine conflicts of interest, and form committees. *Write out what this process looks like and define “majority vote”.*

*(LNA to check with neighborhood coalition and insurance provider to determine what effect adopting a member-governed model will have on insurance coverage for the organization.)*

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1. Number and Composition of Board**

At a minimum, the Board must have a Chair, Vice-Chair, Treasurer, and Secretary. Addition positions should be filled as follows: Land Use, Transportation, and Public Safety. The Board will consist of at least four Board members and no more than nine Board members. No single Board member can hold more than one Board position.

**Minority report.** Any action by the neighborhood association, approved by a vote of the board or membership, shall be documented in the minutes of the association’s meeting. An association member who voted against the action may submit a minority report, not to exceed 500 words, to document the reasons for their opposition to the action. The report must be submitted within 30 days of the vote in question. The report shall be recorded with the minutes at the earliest convenience.

*Add a section that says that the LNA recognizes that Portland's NA's have historically been dominated by white, cis-het, male, middle and upper class homeowners and is committed to creating a board and membership that has better representation of the Lents community as it actually is, not just those who have the most access and privilege.*

**Social Media usage.** In the interest of fostering open discussion and participation, LNA board members shall not serve as moderators or admins on any Lents-related social media forum that is not an official forum of the Lents Neighborhood Association during their service on the Board. Exceptions could be made with explicit permission from the Board and membership after a majority vote. Examples of these forums include Yahoo! Groups, Facebook groups and other similar “message board” type forums. Board members must disclose their roles on all forums at the start of their service on a form for potential conflicts of interest.

Lents-related, as used in this section, shall be defined as containing the word “Lents” in its name or have subject matter that is predominantly related to matters concerning the Lents Neighborhood, the boundaries of which are defined above in these bylaws. Any group with a membership that is more than 80 percent eligible to be LNA members shall be considered a Lents-related social media group.

Existing groups may be designated as official forums of the Lents Neighborhood Association upon vote of the neighborhood association and adoption by the general membership. Board members may use social media platforms, without serving as moderators, in a way they feel to be appropriate.

**Section 2. Eligibility for Board Service.** Only LNA members shall be qualified to hold an elected or appointed position. At least two-thirds of the Board members shall live within the boundaries of the Lents Neighborhood Association.

### **Section 3 – Terms of Office**

Terms of office are either one-year or two-year 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 or run for a third consecutive term OR for another Board position. Said Board member may run for a previous position after a one-term hiatus.

**Section 4. Removal.** Any elected or appointed Board member may be removed, with or without cause, by a majority vote of the members present at a Special Membership Meeting called for that purpose. Majority is defined as 50% plus 1 of those present. Abstentions don't count as either a yay or nay vote. If the motion to remove a board member passes at the Special Membership Meeting, then it will be recorded in the official meeting minutes that are published after the meeting and added to the agenda for the next General Membership Meeting for a vote by the general membership. **Note:** *To allow for ample time for the membership to be made aware that the removal of a board member will be on a general meeting agenda, the agenda item shall be announced at least 10 business days prior to the general meeting where it will be voted on.*

**(this section needs more work) Removal for non-attendance:** A Board Member who has missed two Board meetings in a six-month period without written notice to all Board members of their absence(s) *prior* to the Board meeting(s) shall no longer be a member of the Board. Board members have the option to use technology to be present at no more than one meeting in a six-month period. If voting is required at the meeting where

they are not physically present, they may vote by telephone conference, video conference, or identifying a proxy to vote for them that is not a current Board member. One (1) proxy equals no more than one (1) vote. Attendance to be kept by the Secretary and updated at every meeting.

(Add General Membership provision)

**Removal for other reasons:** A Board Member may also be removed when the individual's behavior is consistently disruptive or damaging to the functioning of the association, as outlined in the Board Members' Code of Conduct, General Membership Meeting Agreements/Expectations, and Social Media policies.

**Section 5. Board Vacancies.** Vacancies on the board shall be filled by a vote at the next general membership meeting. A member appointed to fill a vacancy shall serve until the next election. If multiple people are interested in filling a vacancy on the board, the Board will host a special election to elect a new Board member to fill the vacancy.

## **Section 6. Powers and Duties of the Board.**

**General duties:** The board shall be responsible for representing the general membership and managing the affairs of the association, and for assuring that members are informed of business that affects them through reasonable means of notification (at a minimum on the official LNA web page; ideally also on the official LNA Facebook page and through the online newsletter). The board must act in the best interest of the association but is not bound specifically to act according to the desire of the majority of Members attending a particular meeting.

Elected and appointed directors have the same powers and responsibilities.

The Board will establish a yearly workplan by the end of every November, identifying priority issues and projects for the association. In order to be participatory and democratic, the Board will first consult with the General Membership on what those priorities should be.

### **Duties of Board Officers.**

All Board members are required to read and be familiar with the guidelines set forth by the Office of the Attorney General in the [Guide to Nonprofit Service in Oregon](#). All Board members are required to serve on at least one (1) LNA committee.

Board members have a duty to follow the organization's governing documents (Articles of Incorporation and Bylaws), to carry out the organization's purpose, and to ensure that funds are used for lawful purposes.

Directors must ensure that proper notice is given for meetings, that regular meetings are held, that directors are properly appointed and that the organization's purpose is being accomplished.

Board Positions will at a minimum include President/Chair, Secretary, and Treasurer. Other defined positions could be Vice-Chair, Land Use Chair, Transportation Chair, and Public Safety Chair, but these positions are not mandatory positions for the Board to operate. Additional positions may be determined by the Board prior to the election.

**Outline the role of each position... and consequences of non-compliance?**

The **Chair** shall be the chief officer of the association and shall act as the chair of the board. The president shall: prepare the agenda for board and membership meetings, preside at all board and membership meetings; represent the position of the board and the interests of the association; act as spokesperson for the association; and serve as the public contact for the association.

The **vice-chair** shall perform the duties of the [president/chair] in his/her absence and when requested.

The **secretary** shall record and maintain minutes of membership and board meetings; assist the Chair with the correspondence of the association; maintain the non-financial files of the association; provide notice of all membership and board meetings; authenticate the records of the corporation; maintain current and accurate board and membership lists; post meeting minutes within a week after a meeting; share the meetings at the following Board or General meeting for approval; and send approved minutes to the neighborhood district coalition office.

The **treasurer** shall have overall responsibility for all the association's funds. The treasurer shall: maintain full and accurate accounts of all financial records of the corporation; and present financial reports as directed by the board.

The **neighborhood coalition delegate** shall represent the association at all meetings of the neighborhood coalition board. (explain what a **neighborhood coalition delegate** is)

The neighborhood coalition delegate, as a member of the neighborhood coalition board, also has a responsibility and duty to make decisions and act in the best interests of the neighborhood coalition.

## **ARTICLE VII: COMMITTEES**

### **Section 1. Establishment of Committees. \*\*\*Add clause for when the Board might wish to dissolve a committee.**

The board may establish standing and ad hoc committees as it deems necessary and desirable. Such committees may be advisory to the board or may exercise the authority of the board. Upon establishment of any committee, the board shall identify the Board liaison, scope of the committee's authority and duties and the number of members and appoint the committee's membership. A committee can meet and work even without the liaison or permission from the liaison. If the Board liaison steps down or fails to participate, the Board is required to appoint a new liaison at the following Board meeting. Meeting minutes will be taken at each committee and archived digitally for the community to access as needed.

All committees may meet as is convenient for the committee members, but they are required to comply with open meeting, notice, quorum and public records requirements. This includes keeping minutes and sign-in sheets and sharing them with the Secretary to be published within a week, and providing reports at the following Board meeting.

Committees should consist of at least 3 members at the time they are formed: Board liaison, committee Chair, and another Board or community member.

**Committee Types:** *Standing committees* provide continuity and carry forward institutional memory. *Ad hoc committees* are useful for when focused attention is needed on an item for a short term basis.

**Authority of committees:** (Check with the City Attorney that a neighborhood association can have an advisory committee) Committees are designed to advise the board. Advisory committees meet to discuss topics but must bring recommendations to the board for approval before taking action. Committees that are given "board authority" in the bylaws may exercise the decision making powers of the board—to the extent set forth in the bylaws.



**Section 2. Advisory Committees.** The Board chair may establish advisory committees as standing or ad hoc committees. Members of the association are eligible to serve on these committees. Membership on these committees is open to any interested member or community member. At least one Board member must serve on an advisory committee.

Advisory committees may make recommendations to the board but cannot implement recommendations or projects without board approval.

**Section 3. Committees with Board Authority.** Any committee that exercises any of the authority of the board shall be composed of two or more directors, elected by a majority vote of all directors. All members of a committee with board authority shall be members of the association. Committees with board authority must abide by the requirements of the board regarding open meetings, notification, public records, and quorum.

**Executive Committee:** The executive committee shall be composed of the chair, vice-chair, secretary and treasurer. If the executive committee has Board authority, it must abide by the requirements of the board regarding open meetings, notification, public records, and quorum. **include a definition of the Executive Committee that includes its primary function**

**Land Use Committee:** The land use committee shall respond to City land use notices and reviews, proposed planning regulations, and local jurisdiction policy questions involving land use. If the land use committee has board authority, it must abide by the requirements of the board regarding open meetings, notification, public records, and quorum.

**Communications Committee.** The communications committee shall work with the Secretary to compose official communication on behalf of the Board, responses to grievances, written materials for meetings, reach out to and coordinate with speakers selected by the Chair for general meetings, assist the Secretary with publishing materials and other important information shared during general meetings within 7 business days after a meeting, publish important materials shared privately with the Board by City officials and other organizations, and other duties as determined necessary by Board members.

**Section 4. Limitations on Committees with Board Authority.** Any committee action outside the approved guidelines shall be null and void. All decisions of a

committee with board authority must be reviewed by the board at the next regular meeting. The board may reverse a committee's decisions in full or in part or may remand the decision back to the original committee by a majority vote.

**Limitations on the Powers of All Committees:** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend or repeal the articles of incorporation, bylaws, or any resolution by the board.

## **ARTICLE VIII: MEETINGS**

**\*\*\*Add code of conduct or refer to where it might be found\*\*\***

### **Section 1. Membership Meetings.**

The meetings shall take place within the boundaries of Lents in a space that meets ADA requirements.

- a. Annual Meeting: The annual meeting of the membership shall be held each year in the month of September 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, a financial report from the Treasurer, and the annual election of directors to the board. Notice of the annual meeting to the public must be at least 7 days in advance. Notice to members must be provided at least 7 days in advance, or 30 to 60 days in advance if by other than first class mail or registered mail.
- b. Regular (or General) Membership Meetings: Regular membership meetings will be held at least 10 times a year. The membership shall advise the board of current concerns and possible actions. Notice of regular membership meetings to members and to the public must be at least 7 days in advance. The Secretary will take meeting minutes or designate another person to do so. See Article V, Section 6, Duties of the Secretary. Meetings should include updates from all current committees, whether verbally, in writing, or both.

*Note: Regular meetings of the membership provide an opportunity for the board, members, and the general public to communicate about items of interest and concern. The membership does not have the authority to take positions on behalf of the association or to vote on the day-to-day activities of the association--this authority rests with the board. The formal business of the association should be conducted at board meetings. When the Board is gathering input on a specific matter on which they might*

*take a position, they shall offer three different days and times during which the general members can show up and engage.*

c. Special Membership Meetings: The board or membership may call a special meeting of the membership. Notice of special membership meetings to members and to the public must be at least 7 business days in advance. The board is required to schedule and convene a special membership meeting upon receipt of a petition **signed by at least 30 members** requesting such a meeting.

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

a. Regular Board Meetings: The board shall meet at least 10 times a year to conduct the business of the association. Notice of regular meetings of the board to the public must be at least 7 business days in advance. Direct notice to all Board members and individuals known to have an interest in topics on the meeting agenda must be provided at least one day in advance.

b. Special Board Meetings: The [president/chair] may call a special meeting of the board when the timeliness of the regular meeting is insufficient to take action on particular issues. Notice of special meetings of the board to the public must be at least 7 days in advance and must identify the topics on the agenda. Direct notice to the board and individuals known to have an interest in the agenda topic(s) must be provided *at least* one day in advance. The board only can discuss and make decisions at special meetings on the topics on the agenda.

c. Emergency Board Meetings: The Chair or a majority of the board may call an emergency meeting of the board when there is insufficient time address timely business or unforeseen circumstances, such as a catastrophic event or natural disaster -- or something that impacts the neighborhood as a whole, not just the association. Notice of an emergency meeting to all parties may not be less than 24 hours in advance. The meeting will be limited to the topic for which it was called. Direct notice to individuals known to have an interest in a particular agenda item must be provided. The secretary shall maintain and publish the minutes from this meeting as soon as possible but no later than 7 business days after the meeting.

## **Section 3. Quorum. Section needs to be more clear...**

The quorum requirement for the LNA Board and committees is a majority (50% plus 1) of those currently serving on the body (NOT the total number of positions filled). The

quorum needs to be the number of directors present—not just those who are voting (e.g. vs. abstaining). **Step by step instructions for counting and determining quorum?**

- a. Membership Meeting: A quorum for any General or Special Meeting of the LNA shall be a minimum of 10 (**should this number be higher?**) 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.
- b. Board of Directors Meeting: A quorum for a board meeting shall be a majority of the number of board members in office immediately before the meeting begins.
- c. Committee with Board Authority Meeting: A quorum for a meeting of a committee with board authority shall be a majority of the number of committee members immediately before the meeting begins. A quorum for an advisory committee meeting shall be a majority of the number of committee members immediately before the meeting begins.

#### **Section 4. Setting Meeting Agendas.**

- a. Board Meetings: Board meeting agendas shall be set by the Chair.
- b. Membership Meetings: Membership meeting agendas shall be set by the Chair and adopted by the membership at the start of every meeting. Items can be added to a membership meeting agenda by request of the majority of general members present at the meeting.
- c. Committee Meetings: Committee meeting agendas are set by the Committee Chair and published at least 7 days before the meeting.
- d. Amending the Agenda: Any member of the body that is meeting can request to amend the agenda at the beginning of the meeting. It will be up to the Chair whether they choose to include the requested item on the agenda or shelve it for another time.

#### **Section 5. Calling a Meeting.**

- A. Board meetings: Regular board meetings are established in the bylaws or set by the Board. The Chair may call a special board meeting with 7 days advance notice.
- B. Membership meetings: Regular membership meetings are established in the bylaws or by the board. The Chair or Board may call a special membership meeting with 7 days advance notice.
- C. Committee meetings: Committee meetings are scheduled by the committee chair and/or the committee members with 7 days advance notice.

- D. Cancelling a Meeting: Meetings can be cancelled by the same individual who or body that called the meeting with 7 days advance notice. **\*\*include special circumstances\*\***

## **Section 6. Deliberation and Decision Making.**

Action is taken by a majority vote of those eligible to vote at a meeting. To start the deliberation process, someone must make a motion, which would subsequently have to be seconded or supported by a second person. Discussion will follow. Finally, the Board will vote and action will be taken by a majority vote. The Chair or secretary will count those in favor, those against, and those who abstain and record the numbers in the meeting minutes. **Write deliberations and decision-making at General Membership Meetings**

## **ARTICLE IX: ELECTIONS**

**Section 1. Annual Election.** The members shall elect the directors at the annual election. The annual election will be held at the annual meeting during the month of September. **In the event of an emergency or unforeseen circumstances that might prevent the elections committee from doing the tasks assigned to them by the Chair (below), the election will take place at the next general membership meeting after the nominations committee has been able to accomplish their tasks.**

The Board Chair will assign the following tasks to one or more individuals or committees:

- Confirm terms of office of current directors
- Determine number of open director positions
- In cooperation with the board, seek eligible candidates to run for open director positions
- If not already established, develop a process for the election, including who will preside over the annual election, and submit it to the board for approval
- Establish a process to determine, at the election, who is eligible to vote (e.g. formal membership roster, sign-in check box, presentation of formal documentation of eligibility to be a member).
- Provide formal notice of the annual election. The notice should **1) be given at the general meeting prior to the election meeting, at the latest,** and 2) include the following:

- Date, time, place
  - Number and type of open seats
  - Process by which a Member can declare their interest in being a candidate for a board position.
  - Who is eligible to vote.
  - Process by which individuals can become a member and be eligible to vote
  - Process at the election by which members will be asked to prove their member status and eligibility to vote.
- Prepare ballots and any other materials needed for the election

**Section 2. Election of Officers.** The members shall elect the officers at the annual election. Election of officers requires a majority vote of the membership present. Officers automatically become directors.

**Section 3. Voting Eligibility.** Current members are eligible to vote in the annual election. *(TBD: a policy on how voting eligibility is determined.)*

**Section 4. Nomination Process.**

- Nomination (or Election) Committee: The board Chair shall create a nomination (or election) committee, which shall:
  - Manage the nomination process
  - Prepare election ballots
  - Manage the election

**Note:** if the board doesn't have the minimum number of board members required or is unable to establish a nominations committee, the membership shall work with the district coalition office to put in place a nominations committee and a process for having an election.

- Nomination from the Floor at the Annual Election.
  - Time shall be provided at the annual meeting for members to nominate board members from the floor to be added to the ballot. Nominations from the floor do not require a second. Individuals nominated from the floor must consent (either verbally or in writing) to be nominated. If a nominated member can't attend the election, they shall provide a consent letter if they wish to be on the ballot. Individuals can also nominate themselves. *Does an individual have to be a member in order to be able to run for a position on the Board?*

- ❑ No Write-in Votes: Votes for individuals written in on ballots who have not been nominated through the designated nomination process(es) will not be counted.

## **Section 5. Voting Process.**

Voting at the annual election shall be by secret paper ballot. 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. **Otherwise, each candidate will be voted on individually.**

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.

**Voting Outside the Annual Meeting:** The board can allow members to cast their ballots **at the district coalition office during a time period of up to 24 hours, as determined by the board. Under special circumstances -- such as physical limitations or travel -- voting by mail shall also be allowed; the district coalition office must receive mailed ballots by the end of the voting day or the 24 hour voting period as determined by the board.**

If more than two candidates are running and none receives a “majority” (50% +1) of affirmative votes, the candidates that receive the two highest vote counts advance to a second round of voting.

## **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.** A person or group harmed as a result of a decision of this association may file a formal grievance if they believe the action taken by the association violated a provision of these bylaws, a formally-adopted policy of the association, or the OCCL Standards.

**Section 3. Filing a Grievance.** Grievances must be submitted, in writing (either a hard copy or via e-mail), to the LNA, Chair, or Secretary, within 60 business days of the alleged violation. A grievance must identify the date of the action being grieved and the

provision of the association's bylaws or the OCCL Standards which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

The LNA requires the grievant to submit the grievance on a form that follows the OCCL Standards. *(To be published on our website)*

The neighborhood association then has 45 "calendar" days to review and respond to the grievance. If the grievant is not satisfied with the response, the OCCL Standards allow the grievant to appeal the association's response to the associations' neighborhood coalition within 14 "calendar" days.

**Section 4. Initial Review and Response.** The board or the board's designee will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found not to meet the criteria, the board or its designee 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.

The board as a whole body may review the grievance, or the board can assign this task to an individual or committee. *(adopting a formal policy that states who will carry out the initial review of a proposed grievance—before a grievance is filed.)*

This initial review is not to determine whether a provision of the bylaws or OCCL Standards was violated and harm done to the grievant, but rather to confirm that provision(s) alleged to have been violated and the harm done to the grievant are identified.

**Section 5. Grievance Committee.** If the process continues, as per Section 4, the board, or a committee designated by the board, shall offer the grievant (through written correspondence or a face-to-face meeting) an opportunity to present information relevant to the grievance and shall gather other relevant information. The body carrying out the review will develop its findings and recommendations and submit them to the board. No board member or members with a grievance against them shall sit on the Committee or have a vote on whether it is or is not a violation. If when a grievance is filed it involves a majority or the entire board the grievance is automatically heard by and outside agency such as the District Coalition or OCCL.

Process should focus narrowly on whether rules were violated.



Findings must, at a minimum, state whether bylaws or OCCL Standards were violated. If a violation is found, recommendations should focus on remedy for the violation. Additional findings and recommendations may be included that address broader issues uncovered during the review.

The Secretary shall keep records of what was submitted, findings and recommendations, and final action.

**Section 6. Board Action.** The board shall consider the findings and recommendations and render a decision on the grievance. The board shall notify the grievant of the board’s decision, in writing, within 60 calendar days from the receipt of the grievance.

Remedies may include: acknowledgement of error and appropriate apologies; repeal of a decision; redoing a process—where feasible; rectification of a procedure; or a good faith commitment not to repeat the error.

## **ARTICLE XI: INDEMNITY**

This corporation will indemnify to the fullest extent not prohibited by laws 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 corporation.

“The corporation elects to indemnify its directors, officers, employees, agents for liability and related expenses under ORS 65.387 to 65.414.” [Source: Oregon Secretary of State Corporation Division, online Article of Incorporation filing form.]

“Indemnification” vs. “limiting liability”

**INDEMNIFICATION:** Indemnification means that the organization says it will pay expenses/settlements if anyone sues a director because of their service to the organization.

**LIMITING LIABILITY:** Limiting liability means that the organization (board and members) agrees to limit what the organization could sue the director for (this doesn’t limit what a third party could sue the director for).

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.” (Oregon Non-Profit Corporation Handbook, 5<sup>th</sup> Ed. p. 40)

## **ARTICLE XII: CONFLICT OF INTEREST**

To protect the integrity of the association’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 organizations with which they are affiliated. The director will not be present for or participate in any board discussion of or vote on the transaction or decision. *(adopt a clear conflict of interest policy and have directors sign a statement that they have read and will follow the policy.) If a conflict arises at a later time, Board members are expected to notify the Board right away.*

An annual disclosure in writing by all board members of their business involvement with the nonprofit organization is required. The disclosure is to be made to both Board members (in writing and turned in at a Board meeting and to the General Membership during a General Membership meeting, and captured in the meeting minutes right after the meeting.

## **ARTICLE XIII: NON-DISCRIMINATION**

The association 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 any of its policies, recommendations or actions. *(define what actions might constitute discrimination - examples)*

## **ARTICLE XIV: OCCL STANDARDS**

The association, in all its activities, shall comply with the requirements of the OCCL Standards for neighborhood associations.

## **ARTICLE XV: AMENDMENT OF BYLAWS**

All amendments to these bylaws must be proposed in writing (either as a hard copy or via email). Amendments may be proposed by the board or by a petition signed by a majority of members and presented to any board officer.

The board shall submit proposed amendments to the members for a reading at a general meeting. The board shall schedule a vote on the adoption of the amendment(s) at a subsequent general meeting. (adopt a policy that would require the board to schedule the review and vote on a member-proposed amendment as soon as possible after the members submit the proposed amendment. The board should not “sit on” a proposal and drag out the process.)

**Section 1. 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). Should there also be a requirement to outline the proposed changes from the existing bylaws? This would be in addition to simply providing a copy of the new version.

**Section 2. Adoption.** Adoption and amendment of these bylaws shall require a two-thirds (2/3) vote by the members present at a general membership meeting. (adopt a policy that would determine whether members can offer changes to a proposed amendment, or whether they need to vote down the proposed amendment and then propose a new amendment with the changes they want and start the whole process over.)

The Board must note the date on which the bylaws amendments were approved to document clearly which version of the bylaws people are viewing and maintain an historical record of previous versions of the bylaws, in case someone wants to research earlier language and to know when changes occurred.

Solving conflicts - mediation mandatory

In addition to the provisions in these Bylaws and OCCL's Standards, the Board must also abide by the Department of Justice's....