

Linnton Neighborhood Association Bylaws

Article I: Name and Boundaries

Section 1: Name

This organization shall be known as the Linnton Neighborhood Association (LNA).

Section 2: Boundaries

The boundaries of the LNA include the original City of Linnton (platted in 1843, incorporated in 1910, and annexed by Portland in 1915) and some surrounding areas. The precise description of the LNA territory is set out in Appendix A.

Article II: Purpose

The Association has as its purposes the following:

1. To bring the people, businesses and organizations in Linnton together to work for the benefit of the neighborhood.
2. To be a catalyst for the discussion of neighborhood planning issues and community development plans and for the resolution of problems concerning these matters;
3. To serve as an educational instrument for communicating issues to the residents and business establishments within the neighborhood;
4. To assist members in measuring the impact of city and county planning on the people, businesses and organizations served by the Association.
5. To support members of the community in projects for improving the neighborhood.
6. To represent the neighborhood to the City of Portland, its departments, and other governmental agencies.

Article III: Members

Section 1: Authority

Except as otherwise delegated by these bylaws the membership of the LNA retains authority over all matters that come before it.

Section 2: Eligibility

Membership in the LNA is open to all who:

1. Provide a written request to be a member, and
2. Meet one or more of the following qualifications:
 - a) Are 18 years of age or older and reside within the territorial boundaries of the LNA.
 - b) Own property within the territorial boundaries of the LNA, even though they reside elsewhere. Non-resident owners of multiple qualifying properties are entitled to just one vote.
 - c) Have been designated as a representative of a corporation, non-profit organization, church, school or other entity conducting business within the boundaries of the LNA.
3. An appropriate mark on an attendance sheet shall be considered a written request for membership.
4. Termination of membership shall occur when a person no longer meets the qualifications set out in Section 2 above, or notifies the Board of their desire to end their membership in the LNA.

Section 3: Voting

Only members who are present at meetings shall be entitled to vote; there shall be no proxy voting. No member shall have more than one vote.

If there is a challenge to the right of an individual to vote, the Chair shall immediately determine whether the challenged individual has a right to vote. Proof of membership may be established by a current Oregon Drivers License or ID card, or a current Voters Registration Card, or official correspondence showing the individual's name and address, or by a letter or other document appointing the individual as a representative of a corporation, non-profit organization, church, school or other entity conducting business within the boundaries of the LNA.

Section 4: Non-Discrimination

LNA is bound by Oregon state laws regarding non-discrimination. LNA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, national origin, legal citizenship, income, or political affiliation in any of its policies, recommendations, or actions.

Section 5: Dues

No dues of any kind shall be assessed of any member.

Article IV: Officers

Section 1: Officers

There shall be four officers for the Association: a Chair, a Vice Chair, a Secretary and a Treasurer. Their duties are as follows:

1. Chair

The Chair shall preside at all meetings of the Association and of its Board of Directors.

The Chair shall, after consultation with the board and the solicitation of suggestions from the membership, prepare a proposed agenda for these meetings. The agenda shall include reports from standing and ad hoc committees, and from all active LNA projects. For regular meetings of the membership or the board the proposed agenda shall be published in the Neighborhood Activist, on the LNA website, and by such other means as the board may direct.

The Chair, or such other person as may be designated by the Chair, shall represent the LNA on or before committees and commissions of the City of Portland or any other private or public body for which representation is, in the opinion of the Chair, necessary or useful.

The Chair shall be the alternate delegate to the Neighborhood West-Northwest Review Board.

Only the Chair and the Treasurer are authorized to approve expenditures of LNA funds.

The Chair shall also exercise such other powers as these Bylaws or the Board may designate.

2. Vice-Chair

The Vice-Chair shall preside at meetings of the Association and its Board of Directors, and otherwise exercise the powers of the Chair, in the absence of the Chair.

The Vice-Chair shall be the Association's delegate to the Neighborhood West-Northwest Review Board.

The Vice-Chair shall also exercise such other powers as these Bylaws or the Board may designate.

3. Secretary

The Secretary shall be responsible for the minutes of meetings of the Association and of its Board of Directors. Upon approval minutes shall be posted on the Linnton website.

The Secretary shall also be responsible for the safe-keeping of all the official papers of LNA and shall submit copies of all such documents for retention by Northwest Neighborhood Association and such other organizations or city agencies as the Board may direct.

The Secretary shall monitor and, if necessary, enforce the compliance of the LNA with all statutory provisions of open meetings laws.

4. Treasurer

The Treasurer shall maintain the financial records of the LNA and make them available for review as requested by the Board or the membership. The Treasurer shall give an accounting at each general meeting including assets, liabilities, receipts and expenditures for the LNA and for its individual committees and projects, if they have budgets.

Only the Chair and the Treasurer are authorized to approve expenditures of LNA funds.

All expenditures of LNA funds must be authorized as within the annual budget for the LNA, as approved or amended by the general membership or by a specific motion proposed and passed by the board.

Section 2: Nominations

The Nominating Committee shall submit a list of candidates for each office at least 60 days prior to the Annual Meeting. Candidates for Chair and Vice-Chair shall have attended at least 3 general meetings since the previous annual meeting. The list of candidates shall be included in the notice of the Annual Meeting.

Section 3: Election

The officers shall be elected by ballot of the general membership at the Annual Meeting for a term of one year or until their successors are elected. No member may serve in the same capacity for more than three years. If there is but one nominee for an office, the Assembly may agree to dispense with the ballot vote. A majority vote is required for election. If there are more than two candidates for an office and no one receives the required majority on two successive ballots, only the two candidates with the greatest number of votes are eligible for election on the third ballot.

A tie on the third ballot will be broken by lot.

Section 4: Vacancies

A vacancy in any of these offices may be filled on a temporary basis by the majority vote of the remaining members of the Board of Directors at its next meeting following the existence of the vacancy. The term of an officer thus chosen shall end upon the filling of the vacancy by a vote of the membership.

A vacancy in any of these offices shall be filled by an election conducted at the second general membership meeting following the announcement of the vacancy. Upon announcement of the vacancy the nominating committee shall solicit candidates and, if possible, nominate a candidate for the vacant office at the first general membership meeting following the announcement of the vacancy. Nominations from the floor will also be taken. The election, under the procedures set out in Section 3, above, shall occur at the next regular membership meeting.

Article V: Membership Meetings

Section 1: Regular Meetings

There shall be a general membership meeting the months of January, March, May, July, September, and November, normally on the third Tuesday, beginning at 7:00 p.m., at a convenient location within the Association's territory. The meetings shall have adoption of the meeting's agenda as the first Order of Business. The Board of Directors, if necessary, may change the time of the meeting. Nine voting members of the Association will constitute a quorum for such meetings. In accord with the City of Portland Office of Neighborhood Involvement Standards for Neighborhoods (ONI standards) any member of the public may attend such meetings, though only members of the Association may be recognized to address the assembly unless a motion to suspend this bylaw is adopted by a two-thirds vote. Notice of meetings shall be published by such means as required by ONI standards, in the Neighborhood Activist, on the Linnton website and by such other means as the Board may direct. The notice shall include a proposed agenda and the time and location of the meeting.

Section 2: Annual Meeting

The regular meeting in May is designated as the Annual Meeting, at which election of officers, board members, and the Nominating Committee are held, reports of officers are received, a budget approved, and such other business as may properly come before the Annual Meeting is transacted. Newly elected officers and board members take office at the adjournment of the Annual Meeting.

Section 3: Special Meetings

A special meeting of the general membership may be held if, by a two-thirds vote, the Board of

Directors determines that urgent business makes such a meeting necessary. Notice of such meeting shall be given at least one week prior to the meeting in a manner calculated to reach as many members of the LNA as possible. A good-faith effort must be made to notify the public at large, especially those who may have a special interest in the issue at hand. The notice shall include the time and place of the meeting and the nature of the business to be transacted. No other business is in order at a special meeting.

Section 4: Emergency Meetings

In the case of an actual emergency, the Chair or Vice Chair is authorized to call a emergency meeting. There must be at least 24 hours notice. Notice of such meeting shall be distributed in a manner calculated to reach as many members of the LNA as possible. A good-faith effort must be made to notify the public at large, especially those who have a special interest in the issue at hand. Only emergency issues may be acted upon at an emergency meeting. The minutes of the meeting must describe the emergency and indicate why the meeting could not be delayed.

Article VI: Board of Directors

Section 1: Membership

The Board shall consist of the four elected officers, and an additional five members (board seats one through five). The non-officer board members shall have three-year terms.

Upon the approval of these amended bylaws the board of the LNA shall assign existing board members to board positions, establish or confirm the term of office that applies to each position, and fill any unfilled positions as provided for in these bylaws.

Section 2: Election

At each Annual Meeting, elections shall be held for any board position for which the term of office has ended. Directors will be elected by a ballot vote of the general membership. Election shall be by plurality vote from among the nominees presented by the Nominating Committee or nominated from the floor. No one may serve more than seven years consecutively as an elected Director.

Section 3: Duties of the Board Members:

1. Board members shall manage the daily affairs of the LNA in the interim between general meetings and shall make decisions and represent the interests of the LNA in all matters for which advance consideration by the general membership is impractical. All Board actions shall be reported to the membership at the next general meeting. The general membership retains the right to review all decisions of the Board.
2. The Board shall act in an informed and reasonable manner. Board members shall spend sufficient time and energy to be familiar with the relevant issues. Board members shall

display highest loyalty, reasonable care and business prudence in regard to the interests of the association.

3. The Board shall establish a plan for maintaining and encouraging involvement in LNA.
4. The Board shall have a responsibility to manage funds wisely and in keeping with the purposes of the organization.

Section 4: Meetings

Regular meetings of the Board of Directors shall be held in those months for which no regular membership meeting is scheduled, and at such other times as the board may direct. The meetings shall have adoption of the meeting's agenda as the first order of business. As required by ONI standards, all meeting of the Board shall be open meetings. Notice of the meeting, and a proposed agenda, shall be published as required by ONI standards, in the Neighborhood Activist, on the Linnton website and by such other means as the Board may direct.

Special board meetings shall occur when called by the Chair or upon the written request of three other members of the board. When a special board meeting is called for or requested the Secretary shall notify all board members of the special meeting no less than seven days before the scheduled time. The notice shall include the time and place of the meeting and the agenda; no other business shall be in order at a special meeting except that specified in the agenda.

Emergency board meeting may be called by the Chair or Vice Chair. At least 24 hours notice is required. The board may act as soon as a quorum is present. The minutes of the meeting must describe the emergency and indicate why the meeting could not be delayed. A good-faith effort must be made to notify the public at large, especially those who have a special interest in the issue at hand. Only emergency issues may be acted upon at an emergency meeting.

Direct notice of any non-regularly scheduled board or committee meeting shall be provided to by letter, fax, or email to members of the board or committee that is meeting, and to any other organizations or individuals who have an interest in the topic or who have requested such notice. When such means of notification are not practical, notice may be delivered by telephone.

A majority of the actual membership of the Board shall constitute a quorum for all meetings, providing that at least one elected officer is present. By Oregon law, meetings of the Board of Directors are open meetings.

Section 5: Vacancies

The Board of Directors shall fill any vacancy on the board by a majority vote of the remaining directors present at its next regular meeting following the existence of the vacancy. The term of a director thus chosen shall end at the next Annual Meeting.

Section 6: Termination for Nonattendance:

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Board members failing to attend three consecutive board meetings shall be automatically deemed to have resigned from the board. After three consecutive unexcused absences, it may be assumed the Board member has resigned. The resignation may be accepted by majority vote of the remaining board. A letter of notification will be sent to the past board member. The past board member may be reinstated upon written request, attendance at the following board meeting and majority vote of the board. Thereafter, a single unexcused absence during the remainder of the term may invoke this resignation process again without reinstatement options.

Article VII: Committees and Projects

Section 1: Committees and Projects in General

Other than for the Nominating Committee, committee chairs or project leaders shall be appointed by the Chair, subject to the approval of the Board of Directors. Participation in a project or committee is open to all LNA members who wish to participate. No one who is not a member of LNA shall serve on the Association's committees or serve as a project leader. All committees are empowered to establish sub-committees to assist them in their work; members of such sub-committees need not be members of LNA.

Section 2: Nominating Committee

At the Annual Meeting, five members shall be elected to a Nominating Committee by a plurality vote of the general membership. No one may serve more than two consecutive years on this committee. The Nominating Committee shall select its own chairman.

As part of the annual election cycle the committee will publish calls for nominations and provide a telephone number where members may submit names prior to the March general membership meeting. The committee will present a slate of nominees for officers and for board membership at the March general meeting, having secured from all such nominees an indication of their willingness to serve as an officer or director of the Association.

When officer vacancies occur the committee shall, if possible, solicit and nominate a candidate at the next general membership meeting.

Section 3: Land Use Committee

The Land Use Committee shall have primary responsibility for:

1. Reviewing all land use issues and notices received by the Association and shall submit its recommendations, if any, regarding those issues or notices to the Board of Directors for action by the Association.
2. Monitoring local, regional and statewide land use planning efforts for issues or actions which may have impact on the livability of the Linnton neighborhood.

3. Educating the LNA membership as to land use issues which may impact the livability of the Linnton neighborhood.
4. Organizing efforts by the LNA to voice the opinion of the neighborhood to those local, regional or statewide officials or agencies which have under consideration issues which may have impact on the livability of the Linnton neighborhood.

In situations where applicable land use laws or regulations require prompt action to preserve the LNA's right to participate, the Land Use Committee is authorized to take such immediate action as may be necessary to assure that the voice of the LNA is heard. When such action is taken the Land Use Committee shall immediately report to the Board and membership about the action taken.

Section 4: Public Safety Committee

The Public Safety Committee shall have responsibility for issues of traffic patterns, public safety, signage, etc. It shall submit its recommendations to the Board of Directors for any desired action by the Association.

Section 5: Public Information Committee

The Public Information Committee shall be responsible for gathering and disseminating information on the neighborhood and on the Association to members of LNA and to the general public. In particular, the committee is charged with:

1. Providing for the publication, on a monthly basis, through the website or otherwise, of information regarding issues of concern to the Linnton community;
2. Publishing the tentative agenda provided by the Chair for all meetings of the Association;
3. Publicizing the work of the Nominating Committee, especially in seeking candidates for elective positions and in filling committee positions; and encouraging members of the Association to make themselves available for such positions;
4. Providing the general public and the media with such information about Linnton as may be of interest to the media and the general public.
5. Furnishing a telephone number for members to make additions to agenda items.

Section 6: Grievance Committee

The Grievance Committee shall consist of seven members, a Chair appointed by the Chair, and six others named by the Nominating Committee. Its task shall be to study any grievances directed in writing to the Association by any of its members or anyone who is adversely affected by Association decisions. The handling of grievances shall comply with ONI standards. Upon receipt of such complaint, the Committee shall proceed in the following manner:

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1. It shall first recommend that the parties seek to reconcile their differences through some form of mediation;
2. If this fails, a panel of three members of the Committee shall be selected to examine the matter: one is to be chosen by the complainant, one by the Board of Directors, and the third is to be mutually agreed upon by these two;
3. This panel is authorized to conduct such meetings, hearings, etc., as may be necessary to determine the facts of the matters in dispute;
4. The panel is to report its progress to the Board of Directors within thirty days;
5. Within an additional thirty days, the panel is to report in writing to the Association its recommendation for the resolution of the grievance;
6. Final resolution of any matters which remain in dispute shall be by a majority vote of the general membership at any regular meeting or at a special meeting called for that purpose.

Section 7: Projects and Ad hoc committees

The Chair, subject to the approval of the Board of Directors, may designate certain activities as projects of the LNA. To be approved, a project must have a plan, a schedule, a designated leader, and, if expenditures of LNA funds is involved, a budget.

Ad hoc committees may be created as may be deemed necessary by the Board of Directors for the proper conduct of the business of the Association. In each case, the Chair shall name the Chair, subject to the approval of the Board of Directors. All ad hoc committees shall briefly account for their activities at each general membership meeting.

Section 8: The Chair

The Chair and the Vice-Chair shall be ex-officio member of all committees except the Nominating Committee.

Article VIII Conflicts of Interest

Section 1: Conflict of Interest Described

Conflicts of interest exist for a member or board member whenever the member or board member holds a personal financial or other interest which will be impacted by the action or inaction by SNA on a proposal before the membership or board. A personal financial interest shall include a financial interest held by the member or board member and/or by members of their immediate family.

Section 2: Declaring the Conflict of interest:

Whenever a member or Board member determines that he/she has a conflict of interest relating to an item under discussion, he/she must inform the body (membership or Board) hearing the proposal that the conflict of interest exists.

Section 3: Abstention From Voting:

Members or Board members shall not vote on matters in which they have a conflict of interest. Failure to declare a conflict will void the specific vote, pending a grievance hearing.

Article IX: Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with Oregon law, these bylaws, and any special rules the Association may adopt.

Article XII: Amendment

These bylaws may be amended at any regular meeting of the Association by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting and notice of the proposed amendment is included in the call to the meeting.

Article XIII: Dissolution

If the Association is dissolved for any reason whatever, any physical or fiscal assets of the Association shall revert to the Office of Neighborhood Associations of the City of Portland.

Adopted May 15, 1995
Amended March 18, 1996
Amended March 15, 1999
Amended May 17, 1999
Amended March 19, 2001
Amended _____, 2008

Chair
Linnton Neighborhood Association

Date

Date

Vice Chair
Linnton Neighborhood Association

APPENDIX A

The boundaries of the Linnton Neighborhood Association

From the point in the center of Multnomah Channel directly under the centerline of the Sauvie Island bridge, generally southeast up the Multnomah Channel to its intersection with the Willamette River;

Then, generally southeast up the center of the Willamette River to the point directly under the center of the St. Johns Bridge;

Then, following the centerline of the St. Johns Bridge generally southwest to the centerline St. Helens Road;

Then, following the centerline of US Highway 30 generally southeast to its intersection with the centerline of NW Kittridge Avenue;

Then, from the intersection of the centerline of NW Kittridge Avenue and the centerline of St. Helens Road along a generally southwest straight line toward the center of the intersection of NW Skyline Road and NW Thompson Road as far as the intersection with the western border of Forest Park;

Then, generally northwest following the western border of Forest Park, crossing NW Newberry Road, then continuing along the border of Forest Park back to the center of NW Newberry Road;

Then, generally northeast down NW Newberry Road, including parcels of public and private property bordering NW Newberry Road, to the centerline of St Helens Road; and, as public land is acquired north of NW Newberry Road adjacent to Forest Park or intended for future inclusion into Forest Park north of NW Newberry Road, the boundary of the LNA is automatically expanded to include said property unless contrary action is taken by the LNA to exclude any such property.

Then, generally northwest along St Helens Road, including dwellings and buildings on both sides of the road, to its intersection with NW Riverview Drive;

Then, generally northwest along NW Riverview Drive, including dwellings and buildings on both sides of the road, to its intersection southwest from the centerline of the Sauvie Island bridge;

Then, generally northeast along above said extended line to the centerpoint of Multnomah Channel, including Channelview Marina.

