

**LLOYD DISTRICT COMMUNITY ASSOCIATION
BY LAWS
2005**

ARTICLE I – ORGANIZATION NAME

The name of the organization shall be Lloyd District Community Association (LDCA), A City of Portland Neighborhood Association.

ARTICLE II – PURPOSE OF LDCA

LDCA organized for the following purposes:

- a. To promote and enhance the Lloyd District Community as a desirable and livable place where neighborhood stakeholders and visitors can patronize and/or conduct business. To enhance Lloyd District's sense of community and identity by installing a shared sense of responsibility and open communication for district concerns.
- b. To organize, improve and initiate crime prevention efforts between businesses and residences as a coordinated entity for the benefit of the neighborhood as a whole.
- c. To open lines of communication and act as a liaison between business, residents, government agencies and other neighborhoods. To provide an open process by which all members of the district may involve themselves in the affairs and issues which affect the district.

SECTION I – QUALIFICATIONS

ARTICLE III – BOUNDARIES

Boundaries are as follows: Bordered on the south by the Banfield Freeway (I-84), on the north by NE Broadway, on the west by the Willamette River, on the east by NE 16th Avenue.

ARTICLE IV – MEMBERSHIP

Membership in the LDCA shall be open to all residents, property owners, government agencies, business licensees or their representatives, and non-profit organizations located within the boundaries of the LDCA as defined above.

SECTION 11

ARTICLE V – ELECTIONS

1. **Voting** Any active member who is a resident, property owner, government agency, business licensee or its representative, and non-profit organization located within the boundaries of LDCA, 18 years of age or older, shall have one vote each to cast during attendance at any general or special meeting. No business or agency shall be able to cast more than one vote per business or agency.
2. **Eligibility:** Only active members of the LDCA shall be qualified to hold an elected or appointed position.
3. **Board Members:** A committee shall be appointed from the general membership to solicit and receive nominations for the twelve board positions. Members of the board shall be elected at the annual meeting in June

to serve for two-year terms. Additional nominations shall be accepted from the floor. Election requires a majority vote of the members present. Election shall be by private ballot.

- ~~3.~~ **4. Standing Committees:** The Chair shall appoint committee chairs. Such appointment shall be subject to approval by the board of directors. Standing committees shall have appointed committee chairs. Said appointment will be by majority vote of the board of directors. The chairs shall call for volunteers to fill committee memberships. In the case of insufficient volunteers, the board will appoint a member to fill the vacancies.
- 4.5. Impeachment:** Any member may submit to the board a request for the removal of any officer or committee chair. The board will hold a meeting to hear the complaint and will forward its findings to the next general membership meeting. A majority of the board may submit a written request for any officer or committee chair's resignation at a board meeting. If the individual chooses not to resign, they may be removed and replaced by a two-thirds vote of a general or special meeting.

ARTICLE VI – FINANCIAL SUPPORT

- 1. Dues:** There shall be no dues or membership fees but voluntary contributions, grants, contracts or subscriptions for newsletters may be accepted. Activities to raise funds may be held if appropriate upon Board approval.

ARTICLE VII – MEETINGS

- 1. General Meetings:** There shall be at least six general membership meetings yearly. The meetings shall be convened at a place designated by the board. Notification for all general meetings shall require seven days advance notice. There shall be one general membership meeting for the election of the Board of the Association.
- 2. Special Meetings:** Special meetings of the membership may be called by the chair or the board of directors as deemed necessary. Notification and purpose(s) of the special meeting shall require seven days advance public notice to all active members of LDCA.
- 3. Agenda:** Subject to the approval of the board of directors, the Chair shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda of any meeting by submitting the item in writing to the board seven days in advance of the meeting.
- 4. Quorum:** A quorum for any general or special meeting of LDCA shall be ½ plus 1 of the currently serving Board Members. Unless otherwise specific in these Bylaws, decisions of the LDCA shall be made by the majority of those members present at any meetings.
- 5. Participation:** Any general, special, board, or committee meeting is open to any person and to all who wish to be heard who have complied with #3 above. Only active members are entitled to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties.
- 6. Notification of Meetings:** Notice of meetings shall be provided to the public at large at least seven days in advance. Meeting notices shall be by mail, e-mail and/or fax. In addition, meeting notices shall be provided to the public at large through press releases to the local media. Notification shall include a description of agenda items and include the date, time and place.
- 7. Procedure:** The LDCA shall follow *Roberts Rules of Procedures (Revised)* in all areas not covered by the Bylaws.
- 8. Open Meetings:** All meetings will be open to the public, except executive sessions.

9. **Active Members:** An active member is defined as any person who has attended three general meetings during the last twelve-month period.

ARTICLE VIII – BOARD OF DIRECTORS

1. **Number of Board Members:** The board will be elected at the annual election general meeting. The board shall be composed of twelve members. Not less than four seats will be from residential community; no two seats will be from the same entity. Persons may run at large for unfilled positions.
2. **Composition of Board:** The board of directors shall be composed of a Chair, Vice-chair, Secretary, Treasurer, and eight members-at-large. Each director shall hold the term of two years for which he/she is elected or appointed or until his/her successor is elected or appointed to take office. The executive board positions of Chair, Vice-chair, Secretary and Treasurer will be elected by majority vote of the board for a one-year term.
3. **Qualifications:** Any active member who meets the above criteria.

ARTICLE IX – DUTIES

1. Duties of Board Members:

- a. **Chair.** The Chair shall prepare the agenda and preside at all meetings of the board and membership. The Chair shall appoint members of committees that are not elected, with a majority approval of the board.
- b. **Vice Chair.** The Vice-chair shall assist the Chair and in the Chair's absence shall function as the Chair.
- c. **Secretary.** The Secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence of the LDCA; and shall make records of the LDCA available for inspection with reasonable notice.
- d. **Treasurer:** The treasurer shall be accountable for all funds, shall give an accounting at each general meeting; and shall receive, safe keep and disburse LDCA funds.
- e. **Board Members-At-Large and Committee Chairs.** Standing committees may be chaired by board members-at-large or by active members of the Association. Committee Chairs shall inform the board and the LDCA of all activities of the respective committees. All board members shall serve on at least one standing committee.

2. Duties of the Board:

- a. **Management:** The affairs of the LDCA shall be managed by the board in the interim between meetings. The board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or actions before adopting any recommendations on behalf of the LDCA; and shall strictly comply with these Bylaws.
- b. **Vacancies:** The board may fill any vacancy on the board or a committee by majority vote of the board in cases involving absences by a board or committee member from three consecutive meetings. A member appointed to fill a vacancy shall serve the remainder of the unexpired term until his/her successor is elected or appointed.
- c. **Board Meetings:** The board shall meet at least 14 days prior to any general or special membership meeting and at any other time the Chair may designate. These meetings shall be open sessions; however, only board members are entitled to vote. Directors shall be notified in advance. A majority of board members, by signed petition, may call a board, general or special meeting.

- d. **Emergency Powers:** In such cases where the board is required to provide response before the question is presented to the membership, the board must indicate to the questioner that this is the case, and shall present the action taken at a special or general meeting with a reasonable time for ratification by the membership, if necessary.

3. Standing Committees

- a. **Crime Prevention Committee:** The Crime Prevention Committee (CPC) shall be responsible for communication with the Portland Police Bureau, the Office of Neighborhood Associations, and other public and private organizations which address crime in the neighborhood. The CPC shall be responsible for implementation of projects, speakers, etc., which will inform and assist the general membership in reducing the influence of crime in the district.
- b. **Membership Committee:** The committee is responsible for recruiting new members to the LDCA and for encouraging relationships with surrounding neighborhood and business associations.
- c. **Public Relations Committee:** The “PR Committee” is responsible for the interaction with local media and the implementation of programs which will improve the perception and image of the district.
- d. **Land Use Committee:** The “Land Use Committee” is responsible for keeping abreast of land use, legislative and other issues as they arise and as they affect the district and communicating these issues to the membership.
- e. **Transportation Committee:** The “Transportation Committee” is responsible for keeping abreast of legislative and other issues as they arise and as they affect the district and communicating these issues to the membership.
- f. **Other Ad Hoc Committees:** as approved by the Board of Directors.

ARTICLE X – GRIEVANCE PROCEDURE

- 1. **Person or Group Adversely Affected:** Eligibility to grieve: A person or group adversely affected by a decisions, process, or policy of the LDCA may submit in writing a complaint to any member of the board. A grievance must contain an alleged violation of the LDCA’s bylaws.
- 2. Any grievance will be brought to the LDCA Board of Directors.
- 3. **Receipt of Complaint:** A grievance must be submitted by the grievant within forty-five (45) days of the alleged incident. The grievance must be reviewed and responded to by the appropriate procedures within 60 calendar days from receipt of the grievance.
- 3. The LDCA’s consideration of the grievance may be open to the public. The findings of a grievance shall be a matter of public record.
- 4. The LDCA’s response shall be in writing and include supporting findings of the decision. The association is encouraged to maintain any supporting documents in case of appeal.
- 5. **Appeals:** Only upon unsatisfactory resolution of a grievance with LDCA may the grievant appeal to the appropriate District Coalition. The grievant has fourteen calendar days from the date the decision is rendered to appeal.

ARTICLE XI – PROCEDURE FOR CONSIDERATION OF PROPOSALS

1. **Submission of Proposals:** Any person or group, inside or outside the boundaries of the LDCA, and any city agency may propose in writing items for consideration and/or recommendation to the board. The board shall decide whether proposed items will appear on the agenda of the board, standing or special committees, or general or special meetings, or not at all.
2. **Notification:** The proponents and members directly affected by such proposals shall be notified of the place, day and hour the proposal shall be reviewed, not less than seven days in advance.
3. **Attendance:** The proponent must attend this meeting to make a special presentation and answer questions concerning the proposal.
4. **Execution:** The board shall be responsible for the execution of this article.

ARTICLE XII – AMENDMENTS

Adoption of amendments to these bylaws shall require a two-thirds vote by the members present at a general membership meeting after 30 days notice of the proposed changes.

ARTICLE XIII – CONFLICT OF INTEREST

1. **Definition:** A conflict of interest exists for a member or board member whenever the member or board member holds a personal financial interest which will be impacted by the action or inaction of the LDCA on a proposal before the membership or the 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. A personal financial interest includes employment by or any ownership of a business, which will be impacted by the decisions of LDCA. Examples of personal financial interests would include: Employment by the LDCA; ownership of property the use or control of which is being considered by LDCA; plans to purchase property the use or control of which is under discussion by the LDCA.
2. **Declaring the Conflict of Interest:** Whenever a member of the board determines that they have a conflict of interest relating to an item under discussion, they must inform the body (membership or board) hearing the proposal that the conflict of interest exists.
3. **Abstention from voting:** Members or board members shall not vote on matters in which they have a conflict of interest.

ARTICLE XIV – NON-DISCRIMINATION

Lloyd District Community Association will not discriminate against individuals or groups based on 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.

ARTICLE XV – PUBLIC RECORDS

Lloyd District Community Association must make their records available for public review. "Records" include any writing, or part thereof, containing information relating to the conduct of the Lloyd District Community Association that is prepared, owned, used, or retained by the Lloyd District Community Association; provided however that "records" shall not include calendars, diaries, planners, personal organizers, or similar items of members or employees; nor shall it include electronic mail intended as private communication between two or more people and not related to the Lloyd District Community Association.

ARTICLE XVI - DISBURSEMENT OF ASSETS

Should the Lloyd District Community Association be dissolved, any funds remaining shall be forwarded to the most recent recipient/s of the LDCA Community Fund.

Revisions adopted: June 2, 2005