

# LLOYD DISTRICT COMMUNITY ASSOCIATION BYLAWS

## ARTICLE I - ORGANIZATION NAME

The name of the association shall be Lloyd District Community Association (LDCA), A City of Portland Neighborhood & Business Association. The association was incorporated under the laws of the State of Oregon on February 16, 1996. It shall be operated exclusively as a mutual benefit corporation as defined in the Oregon Nonprofit Corporation Act hereinafter called the Act.

## 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 16<sup>th</sup> 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. Auxiliary membership shall be open to those doing business in the district, whose business address is outside the LDCA boundaries.

## SECTION II

### ARTICLE V – FINANCIAL SUPPORT

1. **Dues:** The Board shall, from time to time, set business business membership dues.

### ARTICLE VI – 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 members for any purpose, unless otherwise prescribed by statute, may be called by the Board Chair, the Board of Directors, or at the request of not less than one-fourth (1/4) of the members. Business transacted at any special meeting shall be confined to the purpose or purposes stated in the notice of such meeting. Notice for special meetings shall be given in accordance with the Oregon Nonprofit Corporation Act.
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. Notice for special meetings shall be given in accordance with the Act.
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:** Any business representative or resident 18 years or older, attending a minimum of three (3) general meetings, Board meetings or events during the year between June 1 and May 31.

## ARTICLE VII – ELECTIONS

1. **Voting:** Any active member, business or resident 18 years or older, attending a minimum of three (3) general meetings, Board meetings or events during the year between June 1 and May 31, 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.
4. **Standing Committee Chairs and Association Representation:** The Chair shall appoint standing committee chairs and association representatives. Such appointment shall be

subject to approval by the board of directors. Said appointment will be by majority vote of the board of directors. The chairs shall call for volunteers to fill committee memberships.

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 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 three seats will be from residential community; no two seats will be from the same entity and no more than two seats will be held by Auxiliary members. 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:** See Active Member criteria.
4. **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. The board may, at its discretion, hire contract services to perform duties as assigned.
  - b. **Vacancies:** The board may fill any vacancy on the board or a committee chair 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. **Action without a Meeting:** Any action required or permitted to be taken at any meeting of the members or the board of directors or any committees may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all persons entitled to vote with respect to the subject matter thereof. A telephone, fax or email vote may be taken if all board members are contacted and the results are appended to the minutes of the next regular meeting.

## ARTICLE IX – OFFICERS

1. **Eligibility; Election:** Directors must serve on the LDCA board for at least one year, (unless by majority vote of the board), before becoming an officer or At Large board member of the Executive Committee. The Board of Directors shall elect a Chair, Vice Chair, Secretary, Treasurer and At Large board member of the Executive Committee. Officers officially begin their positions upon election at the annual meeting.
  
2. **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 chairs of committees or LDCA representation that are not elected, with a majority approval of the board. The Chair may be a signer on bank accounts.
  - b. **Vice Chair.** The Vice-Chair shall assist the Chair and in the Chair's absence shall function as the Chair. The Vice-Chair shall perform such other duties as the Board of Directors shall prescribe. The Vice-Chair may be a signer on bank accounts.
  - c. **Secretary.** The Secretary, or his or her designate, shall; attend all sessions of the members and Board of Directors and record the minutes of all proceedings, authenticate such records of LDCA as required, give or cause to be given notice of all meetings to the members and members of the Board of Directors, be custodian of the corporate records, maintain the roster of elected Directors and in general perform all duties incident to the office of Secretary and such other duties as the Board of Directors shall prescribe. The Secretary may be a signer on bank accounts.
  - d. **Treasurer:** The treasurer shall be accountable for all funds, shall give an accounting at each general meeting; and shall keep funds in a bank approved by the board of directors and disburse funds only on the approval of the board of directors. The Treasurer may be a signer on bank accounts.
  - 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.
  
3. **Standing Committees**
  - a. **Executive Committee:** This committee, chaired by the Board Chair, shall consist of the Chair, Vice Chair, Secretary, Treasurer plus one At Large member of the Board of Directors. This committee is empowered by the Board to act on behalf of the LDCA between Board meetings and in times of emergency.
  - b. **Public Safety Committee:** The Public Safety Committee (PSC) shall be responsible for communication with the Portland Police Bureau, the Office of Neighborhood Involvement and other public and private organizations which address crime in the neighborhood. The PSC 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. The Lloyd District Safety Committee serves this role.
  - c. **Membership Committee:** Duties to include program development, membership drives, community outreach and management of general sessions.

- d. **Marketing Committee:** Duties to include all elements related to marketing the association and the district, management of newsletter and website, PR functions and press releases, and alignment of LDCA communications.
- e. **Events Committee:** Duties to include development and coordination of District events, development and management of the Community Fund and securing grant funding.
- f. **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. It is also responsible to submit relevant documentation to City legislative authorities that represents the Board of Directors decisions regarding ongoing land use matters.
- g. **Other Ad Hoc Committees or Representations:** 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 (2/3) 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.

**Original bylaws adopted: 1994**

**Revisions adopted: June 2, 2005**

Revisions adopted: June 4, 2009

Revisions adopted: \_\_\_\_\_