

**LENTS NEIGHBORHOOD ASSOCIATION (LNA)
DRAFT MINUTES FROM EMERGENCY BOARD MEETING**

Wednesday, May 3, 2017

KingPins Bowling, "The Chalet" Community Room, 3550 S.E. 92nd Avenue

7:00 p.m. - 8:30 p.m.

Minutes approved _____

Board Members in attendance (in alphabetical order): Michael Collins, (Vice Chairperson); Krista Dennis (At-Large Board Member); Ray Hites (Treasurer); Cora Potter (Land Use Chairperson); JoLynne Nearing-Cooper (Public Safety Chairperson); Joanne Rees (Luchini) (Secretary); Autumn West (At-Large Board Member); and Jennifer Young (At-Large Board Member).

Board Member absent: Judy Low (Chairperson)

Attendees (in alphabetical order): Barbara Bader; John Dennis; Megan Gorecki; Lauranne Kealisher; Thomas Legg; Christopher Luchini; Ken Luchini; Doug Morrow; Mary Oxford; Char Pennie; David Potts; Robert Santangelo; and Robert Schulz.

The meeting was convened at 7:05 a.m. by Vice Chairperson Collins, acting in the Chairperson's absence. Treasurer Hites mentioned that he had spoken to the Chairperson earlier and she was losing her voice and coughing.

The Emergency Board Meeting was called with advice from the Office of Neighborhood Involvement (ONI) (Neighborhood Program Director Paul Leistner). The matter was an administrative one that needed to be dealt with in a time-sensitive fashion. The meeting was held one week after the matter had been brought to the attention of an At-Large Board Member. According to LNA Bylaws and ONI Standards, Emergency Board Meetings can be held with 24 hours' notice. This notice was given on the LNA Facebook page and on the LNA website. Emergency Board Meetings are called to address one specific topic that is deemed time-sensitive.

There are currently 9 members on the LNA Board. Of the 9, 8 Board Members were present. A quorum is $\frac{1}{2}$ the total number of Board Members, plus 1. There were more than the necessary 6 Board members at the Meeting.

The Emergency Board Meeting was called to address a concern by a neighbor that had been brought to the attention of At-Large Board Member Jennifer Young last week.

There appeared to be a new community group with a website that was using a name very similar to that of Lents Neighborhood Association Livability Committee. This confused Young's neighbor and the neighbor requested clarification. The group

and its website are called “Lents Neighborhood Livability Association.” The acronym used for the group and the website is also very similar to that used by LNA: LNLA. At the time it was unclear whether the group was affiliated with Lents Neighbors for Justice (LNJ), another Lents-based community group, because the website was linked to the LNJ page. It was later clarified in a subsequent email that the group was not affiliated with LNJ. The website, created by former LNA Livability Committee members Char Pennie and David Potts, only linked to the LNJ website.

At-Large Board Member Young raised her neighbor's concern in an April 26, 2017 email to the Board and to the Neighborhood Association Program Director of ONI, Paul Leistner, and to the Executive Director of East Portland Neighborhood Office (EPNO), Victor Salinas. ONI is the City Bureau that manages and oversees the neighborhood associations and with whose “standards” neighborhood associations are expected to comply. EPNO is LNA's district coalition. Young was only seeking advice from the agencies who are in charge of LNA and from whose Directors Board members routinely seek advice when unsure as to how to proceed. Board members who replied to Young's email had also remarked upon the similarity of the names and had also expressed concern about the possible confusion that might result.

Secretary Rees (Luchini), in her capacity as Board Secretary and in the absence of the Board Chairperson and Board Vice Chairperson who were both out-of-town for the week, contacted the ONI and EPNO Directors over the phone regarding the concern. Rees (Luchini), in her capacity as Board Secretary, transcribed the notes from the conversations and relayed the notes to the Board, cc-ing both Leistner and Salinas, and requesting that Leistner and /or Salinas correct any misunderstandings on her part.

According to Leistner, the best method of approach would be to send a polite email to the creators of the website and founders of the group (Pennie and Potts, both former members of the Lents Neighborhood Association (LNA) Livability Committee), respectfully requesting that the group change its name to something that less closely resembles Lents Neighborhood Association (LNA) Livability Committee.

According to Leistner, this could not be done through an email discussion. This administrative matter had to be conducted at a public Board Meeting. Since time was somewhat of the essence, it was decided that an Emergency (time-sensitive) Board Meeting would be appropriate with 24 hours' notice. The Emergency Board Meeting was not to replace the monthly Board Meeting. It was being called on short-notice to address the single issue of approving the email to be sent to Lents Neighborhood Livability Association (LNLA) notifying them of the very close similarity in its name with Lents Neighborhood Association (LNA) Livability Committee, expressing a concern about possible confusion in the community between the two groups, and politely requesting a change to a name that is less similar. Once approved, according to

Leistner, the email was to be sent out by the Chairperson or the Vice Chairperson, as so designated or in the Chairperson's absence.

The draft email to Pennie and Potts and the Lents Neighborhood Livability Association (LNLA) was drafted by Rees (Luchini), in her capacity as Board Secretary, from her understanding of ONI's directive. Rees (Luchini), in her capacity as Board Secretary, emailed the draft email to the Board, cc-ing Leistner and Salinas. Leistner confirmed over the telephone that the draft email was acceptable, with one minor change.

Hard copies of the draft email to the Lents Neighborhood Livability Association were distributed at the Emergency Board Meeting to Board Members. Land Use Chairperson Potter read the draft email aloud.

Potter corrected that LNA is not a 501(c)(3) nonprofit but a 501(c)(4). Hites also added that LNA's designation is actually a "501(c)(4) nonprofit corporation." Additionally, Pennie and Potts clarified that the Lents Neighborhood Livability Association was not a community organization but a website. Potter recommended that wherever the term "community organization" was used in the draft email, it be changed to "group and website."

Debate in some members of the audience became quite heated, distressing Dennis' young son whom Dennis took home.

Hites and Potter informed the audience that raising the concern over the similarity in the names was based on Board Members' duties of fiduciary responsibility, where the LNA name is an asset. Nearing-Cooper, who has a law degree, also expressed concern over the confusion that might be engendered between two groups with such similar names. Lents Neighborhood Association is a registered 501(c)(4) nonprofit corporation with a Livability Committee. The website for the new group is Lents Neighborhood Livability Association. West added that she too had been contacted by a neighbor who was also puzzled as to whether LNA and LNLA were connected in any way.

It was motioned by Nearing-Cooper that the draft email to Lents Neighborhood Livability Association be approved, with the changes noted above (changing "501(c)(3) nonprofit" to "501(c)(4) nonprofit corporation," and replacing "community organization" with "group and website"). The motion was seconded by Young. The motion passed unanimously by the 7 remaining Board Members (alphabetically, Collins, Hites, Nearing-Cooper, Potter, Rees (Luchini), West and Young).

Action Item: Rees (Luchini), as Board Secretary, agreed to send the revised email text to the Board with the incorporated changes that evening. Vice Chairperson

Collins will be sending it out.

A copy of the revised, approved email to Lents Neighborhood Livability Association is also attached hereto.

Adjournment. A motion to adjourn was made by Nearing-Cooper, seconded by West and passed unanimously. The Emergency Board Meeting was adjourned at 8:30 p.m.

Draft Minutes transcribed by Joanne Rees (Luchini), LNA Secretary, Sunday, May 7, 2017

Minutes approved on _____

(EMAIL/LETTER HAS NOT BEEN SENT as of Dec 1 2017)

DRAFT EMAIL TO LENTS NEIGHBORHOOD LIVABILITY ASSOCIATION

Dear Char and David and Lents Neighborhood Livability Association (LNLA),

It has come to the attention of the Lents Neighborhood Association (LNA) Board that you have created a new group and website called, “Lents Neighborhood Livability Association.”

The name of your new group and website very closely resembles that of the Lents Neighborhood Association (LNA) Livability Committee. The acronym (LNLA) is also very similar to LNA. The LNA Board has a concern that the similarity in names between LNA and your group and website will create confusion in the community.

The Board sought the advice of East Portland Neighborhood Office (EPNO) Executive Director Victor Salinas. We were advised that, as a 501(c)(4) nonprofit corporation, we can respectfully request that, in order to avoid confusion between LNA and your group and website, your group and website change its name to something that less closely resembles Lents Neighborhood Association (LNA) Livability Committee. Currently all four words in the name of your group and website appear in our name.

Please acknowledge that you have received this correspondence and that you will be respecting our request.

Thank you very much.

Sincerely,(to be signed by the Chairperson or the Vice Chairperson on behalf of the LNA Board)

